

DASSAULT SYSTEMES

Société européenne with a share capital of €132,711,132
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 Wednesday May 26, 2021 at 3.00 pm, at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France (the “**General Meeting**”) – on the following agenda.

WARNING: COVID-19

As the General Meeting represents a privileged occasion to interact with the shareholders, the Company wishes to give them the opportunity to physically attend the General Meeting to the extent French Government’s recommendations would allow it.

However, due to the COVID-19 virus circulation and pursuant to the French Government’s recommendations to restrict meetings in closed places, and in order to fight its spread, the Company reserves the right to request shareholders to provide evidence of a negative PCR test result, carried out less than 72 hours before the General Meeting and, for those who would not have such evidence, to perform a quick test on site prior to the start of the General Meeting.

The Company advises shareholders to favour remote voting means available to them by using the secured electronic voting platform VOTACCESS or voting by post.

As a complement to the formal legal format of the written questions, shareholders will be able to submit questions by e-mail to the following email address investors@3ds.com, along with an attendance certificate (*attestation de participation*). However, holders registered and bearer holders who will have voted before the General Meeting may not have to provide such attendance certificate (*attestation de participation*), their identification as shareholders will have been carried out before by the centralizing bank. The Company will answer the questions during the General Meeting, within the time limit allocated.

As a precautionary measure, the Company will not hold a cocktail reception after the General Meeting.

The Company warns its shareholders that the ways and means of participating and voting to the General Meeting may evolve subject to the health and/or legal context. The Company will keep shareholders informed of possible evolutions and, to that end, they are invited to regularly check the section dedicated to the General Meeting on the Company’s website: <https://investor.3ds.com/shareholders-meeting/home>.

The General Meeting will also be broadcasted live online on the Company’s website www.3DS.com.

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. Compensation policy for corporate officers (*mandataires sociaux*),
6. Compensation elements paid in 2020 or granted with respect to 2020 to Mr. Charles Edelstenne, Chairman of the Board of Directors,
7. Compensation elements paid in 2020 or granted with respect to 2020 to Mr. Bernard Charlès, Vice-Chairman of the Board of Directors and Chief Executive Officer,
8. Approval of the information contained in the corporate governance report and relating to the compensation of the corporate officers (*mandataires sociaux*) (Article L. 22-10-9 of the French Commercial Code),
9. Reappointment of Ms. Odile Desforges,
10. Reappointment of Mr. Soumitra Dutta,
11. Ratification of the appointment of Mr. Pascal Daloz as a director on a temporary basis by the Board of Directors,
12. Authorization to repurchase Dassault Systèmes shares.

Extraordinary General Meeting:

13. 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,
14. Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving entitlement to the allocation of debt securities and to issue securities giving access to the Company’s equity securities to be issued, with preferential subscription rights for shareholders,
15. Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving entitlement to the allocation of debt securities and to issue securities giving access to equity securities to be issued, without preferential subscription rights for shareholders and by way of a public offering other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code,
16. Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and to issue securities giving access to equity securities to be issued, without preferential subscription rights for shareholders, under a public offering referred to in Article L. 411-2 1° of the French Monetary and Financial Code,
17. Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event of a share capital increase with or without preferential subscription rights,
18. Delegation of authority granted to the Board of Directors to increase the share capital by incorporation of reserves, profits or premiums,

19. Delegation of powers granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities as well as to the securities giving access to equity securities to be issued, up to a maximum of 10%, to remunerate contributions in kind of shares or equity-linked securities,
20. Authorization granted to the Board of Directors to allocate Company shares to corporate officers (*mandataires sociaux*) and employees of the Company and its affiliated companies, entailing automatically that shareholders waive their preferential subscription rights,
21. Authorization of the Board of Directors to increase the share capital for the benefit of members of a corporate savings, without preferential subscription rights,
22. 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,
23. Five-for-one stock split.

Ordinary and Extraordinary General Meeting:

24. 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, 2020, 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, 2020, 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 €412,948,808.25⁽¹⁾ as follows:

• to the legal reserve	€54,911.80
• to a special reserve account ⁽²⁾	€34,000.00
• for distribution to the 265,422,264 shares forming the share capital as of 02/28/2021 of a dividend of (€0.56 x 265,422,264 shares) ⁽³⁾	€148,636,467.84
• to retained earnings	€264,223,428.61
which, increased by the retained earnings from previous years of €2,466,992,838.93, brings the amount of retained earnings to	€2,731,216,267.54

(1) After allocation to the legal reserve and the special reserve account, this profit increased by the retained earnings from previous years of €2,466,992,838.93 results in a distributable profit of €2,879,852,735.38.

(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, 2021 and the date of this General Meeting, 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 4,224,592, i.e. a maximum supplementary dividend of €2,365,771.52.

Shares will be traded ex-dividend as of May 28, 2021 and dividends will be made payable on June 1st, 2021.

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 the “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, 2021 and the date of this General Meeting. The amount required for payment of dividends for shares issued during this period will be taken from the “retained earnings”.

The amount thus distributed to individual shareholders domiciled for tax purposes in France will, when appropriate, either be subject to the flat tax of 12.8%, or, upon exercise of an individual option of the shareholders per year expressly, irrevocably and globally at their level, be taken into account for determining shareholders’ total income subject to the progressive rate of income tax for the year during which it was received (article 200A of the French Tax Code) after application of an uncapped deduction of 40% (as provided by Article 158-3-2 of the French 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). The dividend will also be subject to social security contributions at the 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:

	2019	2018	2017
Dividend ⁽¹⁾ (in euros)	0.70	0.65	0.58
Number of shares eligible for dividends	260,681,320	259,679,976	259,243,696

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

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

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 Annual Report for 2020.

Sixth resolution

Compensation elements paid in 2020 or granted with respect to 2020 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 2020 or granted with respect to 2020 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 Annual Report for 2020.

Seventh resolution

Compensation elements paid in 2020 or granted with respect to 2020 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 2020 or granted with respect to 2020 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 Annual Report for 2020.

Eighth resolution

Approval of the information contained in the corporate governance report and relating to the compensation of the 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 the 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 Annual Report for 2020.

Ninth resolution

Reappointment of Ms. Odile Desforges

The General Meeting notes that Ms. Odile Desforges’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, 2024.

Tenth resolution***Reappointment of Mr. Soumitra Dutta***

The General Meeting notes that Mr. Soumitra Dutta's term as 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, 2024.

Eleventh resolution***Ratification of the appointment of Mr. Pascal Daloz as a director on a temporary basis by the Board of Directors***

The General Meeting ratifies the appointment of Mr. Pascal Daloz, decided by the Board of Directors, at its meeting of July 22, 2020, as director, on a temporary basis, to replace Mr. Thibault de Tersant who resigned, for the remainder of his term of office, i.e. until the General Meeting called to approve financial statements for the year ending December 31, 2021.

Twelfth 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 5 million Dassault Systèmes shares (subject to potential adjustment to take into account a five-for-one stock split of the 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 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 (*mandataires sociaux*) of Dassault Systèmes or of an affiliated company;
- 3) provide shares upon exercise of rights attached to securities giving right to shares of Dassault Systèmes;
- 4) animate the 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 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 €800 million, this condition being cumulative with the cap of 5 million Dassault Systèmes shares (subject to potential adjustment to take into account a five-for-one stock split of the 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, 2021. 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 Shareholders' Meeting of May 26, 2020, in its twelfth resolution.

Extraordinary General Meeting

Thirteenth 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 review 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 ending at the end of the General Meeting called to approve the financial statements for the year ending December 31, 2021.

Fourteenth resolution

Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving entitlement to the allocation of debt securities and to issue securities giving access to the Company's 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, pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 22-10-49, L. 22-10-51, L. 228-91 and L. 228-92 of the French Commercial Code, its authority to issue, on one or several occasions, at the time or times and in the proportions it shall deem fit, both in France or abroad, ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and/or any other securities giving access to equity securities of the Company 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 more Deputy Chief Executive Officers, under the conditions permitted by law, all the powers necessary to decide on a 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 securities representing the Company's debt securities, which may be issued pursuant to this delegation, may not exceed €1 billion or the equivalent value of this amount in foreign currency or in accounting units calculated by reference to several currencies;
- 5) resolves that shareholders may exercise, under the conditions provided for by law, their preferential subscription rights to shares, equity securities and other securities issued under this resolution;
- 6) resolves that if the subscriptions on an irrevocable basis (*à titre irréductible*) and, where applicable, on a revocable basis (*à titre réductible*), have not absorbed the entire shares, equity securities or other securities issue, the Board of Directors may offer to the public all or part of the unsubscribed shares;
- 7) notes that this delegation will act automatically as a waiver by shareholders, to the benefit of the holders of securities giving access to the Company's capital that may be issued, of their preferential subscription rights to equity securities to which these securities may create a right;
- 8) resolves that the amount due to the Company immediately or in the future for each of the shares issued under this delegation must be at least equal to the par value of the shares on the issuance date;
- 9) resolves that the Board of Directors may, if it sees fit, charge any expenses to the share premium(s), in particular expenses, duties and fees involved in the completion of these issuances, and if necessary, deduct from the amount, the sums required to increase the legal reserve to one-tenth of the new share capital after each issuance;
- 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 this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 23, 2019 in its thirteenth 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 access to other equity securities of the Company or giving entitlement to the allocation of debt securities and to issue securities giving access to equity securities to be issued, without preferential subscription rights for shareholders and by way of a public offering other than those referred to in Article L. 411-2 1° 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, pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52, L. 22-10-54 and L. 228-91 to L. 228-94 of the French Commercial Code, its authority to decide, through a public offering other than those referred to in paragraph 1° of Article L. 411-2 of the French Monetary and Financial Code or, where applicable, subject to the approval of a specific resolution for this purpose by the General Meeting, through a public offering referred to in paragraph 1° of Article L. 411-2 of the French Monetary and Financial Code, on one or several occasions, at the time or times and in the proportions it shall deem fit, both in France and abroad:
 - a) the issuance of shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities of the Company and/or any other securities giving access to equity securities of the Company to be issued,
 - b) the issuance of shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities of the Company and/or any other securities giving access to equity securities of the Company to be issued, following the issuance by companies in which the Company directly or indirectly holds more than half of the share capital, of any equity securities or securities giving access to equity securities of the Company to be issued,
 - c) the issuance by the Company of shares and/or equity securities and/or securities giving access to equity securities to be issued from a company in which it directly or indirectly holds more than half of the share capital,
 - d) the issuance by the Company of securities giving access to existing equity securities or giving entitlement to the allocation of debt securities of another company in which the Company does not directly or indirectly own 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, in accordance with the applicable law, all the powers required to decide upon capital increases.

This decision will act automatically as a waiver by Company shareholders, to the benefit of the holders of securities that may be issued by subsidiaries, of their preferential subscription rights to equity securities to which these securities may create a right;

- 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 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 maximum nominal amount that may be issued under this resolution will count towards the overall nominal amount for capital increases of €12 million set in the fourteenth resolution of this General Meeting;
- 4) resolves that any issue of preference shares and securities giving access to preference shares is excluded;
- 5) resolves that this capital increase may result from the exercise of an allocation right resulting from any securities issued by any company in which the Company holds, directly or indirectly, more than half of the share capital and with the agreement of the latter;
- 6) also resolves that the nominal amount of the debt securities that may be issued under this delegation may not exceed €1 billion or the equivalent value of this amount in foreign currency or in accounting units calculated by reference to several currencies, and will be deducted from the €1 billion cap set under the fourteenth resolution of this Meeting;
- 7) resolves to cancel shareholders' preferential subscription rights to shares, equity securities and other securities to be issued, it being understood that the Board of Directors may grant shareholders a priority subscription period for all or part of the issue, during the period and under the conditions that it will set, in accordance with the provisions of Article L. 22-10-51 of the French Commercial Code, this subscription period does not give rise to the creation of negotiable rights;
- 8) notes that this delegation will act automatically as a waiver by shareholders, to the benefit of the holders of securities giving access to the Company's capital that may be issued, of their preferential subscription rights to equity securities to which these securities may create a right;
- 9) resolves that the amount due to the Company immediately or in future for each of the shares issued or to be issued under this delegation will be at least equal to the minimum value set by the regulations applicable at the time this delegation is used, i.e. currently the weighted average of the Company's share price on the regulated market of Euronext Paris in the last three trading days preceding the start of the public offering, within the meaning of Regulation (EU) 2017/1129 of June 14, 2017, less, as the case may be, a maximum discount of 10% and after correction, if applicable, to take into account the different vesting dates;
- 10) resolves that the Board of Directors may use this delegation, in part or in full, to remunerate securities contributed to a public exchange offer initiated by the Company, within the limits and under the conditions provided for by Article L. 22-10-54 of the French Commercial Code;
- 11) resolves that the Board of Directors may, if it sees fit, charge any expenses to the share premium(s), in particular expenses, duties and fees involved in the completion of these issuances, and if necessary, deduct from the amount, the sums required to increase the legal reserve to one-tenth of the new share capital after each issuance;
- 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 this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 23, 2019 in its fourteenth 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 share capital by issuing shares or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and to issue securities giving access to equity securities to be issued, without preferential subscription rights for shareholders, under a public offering referred to in Article L. 411-2 1° 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, pursuant to the provisions of Articles L. 225-136 and L. 22-10-52 of the French Commercial Code, its authority to decide, within the framework and under the conditions set by the fifteenth resolution of this General Meeting, on the issuance of equity securities or debt securities, through a public offering referred to in paragraph 1° of Article L. 411-2 of the French Monetary and Financial Code;
- 2) resolves that the maximum nominal amount of capital increases that may be carried out, immediately or in the future under this delegation, will count towards the overall nominal amount for capital increases of €12 million set in the fourteenth resolution of this General 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 this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 23, 2019 in its fifteenth resolution.

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 number of securities to be issued in the event of a share capital increase with or without preferential subscription rights

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 Article L. 225-135-1 of the French Commercial Code, its authority to increase the number of securities to be issued for each issuance with or without preferential subscription rights decided pursuant to the fourteenth, fifteenth and sixteenth resolutions of this Meeting, within thirty days following the end of the subscription, up to a limit of 15% of the initial issuance and at the same price as that used for the initial issuance;
- 2) resolves that the maximum nominal amount that may be issued under this delegation will count towards the overall nominal amount for capital increases of €12 million set in the fourteenth resolution of this General Meeting;
- 3) resolves that the Board of Directors may, if it sees fit, charge any expenses to the share premium(s), in particular expenses, duties and fees involved in the completion of these issuances, and if necessary, deduct from the amount, the sums required to increase the legal reserve to one-tenth of the new share capital after each issuance;
- 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 this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 23, 2019 in its sixteenth 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 by incorporation of reserves, profits or premiums

The General Meeting, deliberating in accordance with the quorum and majority conditions required for Ordinary General Meetings, pursuant to the provisions of Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, and having reviewed the report of the Board of Directors:

- 1) delegates to the Board of Directors its authority to increase the share capital, on one or several occasions, at the time or times and in the proportions it shall deem fit, by incorporation of reserves, profits or premiums, or any other amounts whose incorporation is permitted, or by combining such a capital increase to a capital increase in cash carried out under the fourteenth, fifteenth, sixteenth and seventeenth resolutions of this Meeting, through the issuance and the grant of free shares or by increasing the par value of existing shares, or ultimately combining both transactions, it being specified that the Board of Directors may delegate to the Chief Executive Officer, or in agreement with the latter, to one or more Deputy Chief Executive Officers, under the conditions permitted by law, all the powers necessary to decide on a 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 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 this maximum nominal amount will count towards the overall nominal amount for capital increases that may be carried out under the fourteenth resolution of this General Meeting;
- 4) resolves that rights forming odd lots shall not be negotiable and that the corresponding shares shall be sold. The amounts resulting from the sale will be allocated to the holders of such rights no later than 30 days after the date of registration of the number of whole shares allocated to their account;
- 5) resolves that the Board of Directors may, if it sees fit, charge any expenses to the share premium(s), in particular expenses, duties and fees involved in the completion of these issuances, and if necessary, deduct from the amount, the sums required to increase the legal reserve to one-tenth of the new share capital after each issuance;

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- 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 this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 23, 2019 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.

Nineteenth resolution

Delegation of powers granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities as well as to the securities giving access to equity securities to be issued, up to a maximum of 10%, to remunerate contributions in kind of shares or equity-linked securities

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, pursuant to the provisions of Article L. 22-10-53 of the French Commercial Code, the powers necessary to increase the share capital by issuing shares and/or equity securities giving access to other equity securities or securities giving entitlement to the allocation of debt securities of the Company and/or securities giving access to equity securities to be issued by the Company, up to a maximum of 10% of the share capital, based on the report by the Statutory Auditor(s) (*Commissaire(s) aux apports*), to remunerate contributions in kind granted to the Company and made up of equity securities or securities giving access to the share capital, where the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;
- 2) resolves that the Board of Directors will have full powers to implement this delegation, in particular to determine all the terms and conditions of the authorized transactions and, in particular, to evaluate the contributions and the granting, where applicable, of specific benefits, to set the number of securities to be issued to remunerate the contributions, and the dividend bearing date of the securities to be issued, to charge, if necessary, any expense against the contribution premium(s), and in particular that of the costs, resulting from the completion of the issuances, to record the completion of the capital increase and amend the by-laws accordingly, and more generally take all necessary measures and enter into any agreements, carry out all the formalities required, in particular for the admission to trading of the shares;
- 3) resolves that the maximum nominal amount that may be issued under this delegation will count towards the overall nominal amount for capital increases of €12 million set in the fourteenth resolution of this General Meeting;
- 4) notes, as necessary, that this delegation will act automatically as a waiver by shareholders of their preferential subscription rights to equity securities to which the securities that may be issued on the basis of this delegation may give entitlement;
- 5) 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;
- 6) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 23, 2019 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.

Twentieth resolution

Authorization granted to the Board of Directors to allocate Company shares to corporate officers (mandataires sociaux) and employees of the Company and its affiliated companies, entailing automatically 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, pursuant to the provisions of Articles L. 225-197-1 et seq., L. 22-10-59 and L. 22-10-60 of the French Commercial Code, to carry out free share allocations, on one or several occasions, of existing Company shares or shares to be issued, for employees or certain categories of employees that it will determine from among eligible employees and corporate officers (*mandataires sociaux*) of the Company or its affiliated companies, within the meaning of Article L. 225-197-2 of the French Commercial Code;
- 2) resolves that the Board of Directors will determine the identity of the beneficiaries of the allocations as well as the conditions and criteria for allocating the shares;
- 3) resolves that the total number of free shares allocated may not exceed 1.5% of the Company's share capital on the date the allocation is decided by the Board of Directors, it being specified that this amount does not take into account any adjustments that may be made in accordance with applicable laws and regulations and, where applicable, with contractual provisions providing for other cases of adjustment, to preserve the rights of holders of securities or other rights giving access to the share capital. To this end, the General Meeting authorizes, as necessary, the Board of Directors to increase the share capital by incorporation of reserves in the appropriate amount;
- 4) resolves that the maximum number of shares that may be granted to corporate officers (*dirigeants mandataires sociaux*) pursuant to the AFEP-MEDEF's Corporate Governance Code for listed companies may not represent more than 35% of the overall amount authorized by the present Meeting;
- 5) resolves (a) that the allocation of the shares to their beneficiaries will become definitive at the end of a vesting period, the duration of which shall be determined by the Board of Directors, (b) that the vesting of the shares granted will be subject to a continued employment condition defined by the Board of Directors, no share may be vested by the beneficiaries if the continued employment condition is not met and (c) that the beneficiaries must, if the Board of Directors deem it useful or necessary, hold said shares for a period determined at the Board of Directors' discretion, it being specified that the total duration of the vesting periods and, if applicable, the holding periods shall be set in compliance with the minimum conditions provided by law;
- 6) resolves that the acquisition of the shares will be subject to a performance condition based on (1) a growth rate of the Company's net earnings per share, determined by the Board of Directors, consistent with the growth rate included in the multi annuals objectives published by the Company and reminded in paragraph 3.2 "Financial Objectives" of the Annual Report and/or a specific target or targets to the beneficiary's brand, if appropriate. This performance condition will be assessed over an average period of 3 years. The Board of Directors will set a minimum level of achievement below which no shares may be acquired by the beneficiaries;

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- 7) also resolves that, in the event of the beneficiary's disability, as classified in the second or third of categories provided for in Article L. 341-4 of the French Social Security Code, the shares will be definitively allocated before the end of the vesting period. The shares will be freely transferable as from their delivery;
- 8) notes that this authorization will act automatically as a waiver by shareholders, to the benefit of the beneficiaries of the shares, of their preferential subscription rights to shares that may be issued under this resolution;
- 9) delegates all powers to the Board of Directors, with the right to delegate under the legal and regulatory conditions, to implement this authorization, under the above conditions and within the limits authorized by applicable texts and in particular, to set the terms, conditions and criteria (including in respect of performance) for the share allocations that would be carried out under this authorization, the vesting dates of the new shares, to take all measures, if necessary if it so decides, to carry out any adjustments to protect the rights of the beneficiaries of the free share allocations, to record the completion of the capital increases, to amend the by-laws accordingly, and more generally, complete all formalities required for the issuance, listing and financial servicing of the shares issued under this resolution and do anything that is useful and necessary within the framework of applicable laws and regulations;
- 10) resolves that this authorization cancels, as from today, for the part not yet used, the authorization of the same nature granted by the Combined General Shareholders' Meeting of May 22, 2018 in its seventeenth resolution and is valid for a period ending at the end of the General Meeting called to approve the financial statements for the year ending December 31, 2022.

Twenty-first 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 several transactions, at its sole discretion, by a maximum nominal amount of €1.5 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) resolves to eliminate the preferential subscription rights of shareholders 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 this delegation will count towards the overall nominal amount for capital increases of €12 million set in the fourteenth resolution of this General Meeting;
- 4) resolves 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. However, the General Shareholders' Meeting 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 20%;
- 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 Shareholders' Meeting of May 26, 2020 in its sixteenth resolution.

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

Twenty-second 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 several transactions, at its sole discretion, by a maximum nominal amount of €1.5 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 towards (a) the overall nominal amount for capital increases of €12 million fixed in the fourteenth resolution of this General Meeting and (b) the maximum nominal amount fixed in the twenty-first resolution;
- 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 80% 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 twenty-first resolution. However, the General Shareholders' Meeting 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.

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

Twenty-third resolution***Five-for-one stock split***

The General Meeting, after the reading of the report of the Board of Directors, hereby decides to divide the par value of the Dassault Systèmes share by five. Consequently, the General Meeting:

- 1) decides that the par value of the share will be decreased from €0.50 to €0.10;
- 2) decides that the number of outstanding shares will be multiplied by five while the share capital remains unchanged;
- 3) decides that each share of a par value of €0.50 comprising the share capital on the date of the stock split will be replaced by five shares of a par value of €0.10 each, without this exchange resulting in any change in the current relationship between the Company and its shareholders and, where applicable, between the Company and any holder of rights or securities giving access to its share capital;
- 4) acknowledges that the stock split and the corresponding allotment of new shares to shareholders do not impact the rights of the shares as set forth in the Company's by-laws; the new shares will have the same rights as the former shares that they replace, particularly with respect to shares that have been held in registered form for at least two years that will keep their double voting rights;
- 5) gives any and all powers to the Board of Directors, with the right of sub delegation under the conditions provided by law, to:
 - a) set, within 12 months following the date of this General Meeting, the date of this split in par value;
 - b) determine as of such date the exact number of new shares of a par value of €0.10 to be issued in relation to the number of existing shares of a par value of €0.50 and to exchange the new shares against existing shares;
 - c) make any necessary adjustments brought about by this split, particularly with respect to (i) adjustments in the number of shares that may be delivered to the beneficiaries of subscription or purchase options awarded prior to the stock split as well as in the exercise price of these options and (ii) adjustments in the number of shares granted to certain employees and officers prior to the stock split;
 - d) amend article 6 "Share capital" of the by laws; and

- e) carry out all formalities and more generally do everything useful or necessary, either directly or through a duly authorized agent, in order to implement this decision.

Ordinary and Extraordinary General Meeting

Twenty-fourth resolution

Powers for formalities

The General Meeting hereby grants 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 24, 2021 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 21, 2021 at the latest**) with a pre-paid envelop attached to the convening notice. A 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 24, 2021 at 0:00 am**). 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.

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

The Company reserves the right to request shareholders to provide evidence of a negative PCR test result, carried out less than 72 hours before the General Meeting and, for those who would not have such evidence, to perform a quick test on site prior to the start of the General Meeting.

Proxy or vote by post

As a general advice, considering the context of health crisis and the current circumstances, it is recommended to use electronic communications and to favor requests by e-mail pursuant to the details indicated below.

A voting and proxy form will automatically be sent by regular mail 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 20, 2021** 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 21, 2021 at the latest** (May 23, 2021 being a Sunday).

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 25, 2021 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 21, 2021** 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.

In addition, for his/her own voting rights, the representative sends his voting instructions in accordance with the usual procedure.

Vote by internet

Shareholders may **vote electronically via the VOTACCESS platform which will open from May 10, 2021 at 9:00 a.m. until May 25, 2021 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, follow the instructions and click “Vote”. 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 24, 2021 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 Saturday, on Monday, May 3rd, 2021 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 26, 2021** 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 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 24, 2021 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 19, 2021** 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 participation*).

In addition, the Company being well aware that the dialogue with the shareholders via **oral questions** asked during the General Meeting was appreciated by them, the Company gives them the opportunity to submit questions by electronic communication to the address investors@3ds.com until the questions-answers pause during the General Meeting of May 26, 2021. They must be accompanied by an attendance certificate (*attestation de participation*). However, holders of registered shares and holders of bearer shares who will have voted before the General Meeting may not have to provide such attendance certificate, their identification as shareholders will have been carried out before by the centralizing bank. The Company will answer the questions during the General Meeting, within the time limit allocated.

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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 **May 5, 2021 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