

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
---	--	---

Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____	
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ☐		
D	Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)	

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN</u>	1b	Three-digit plan number (PN) ► <u>002</u>
		1c	Effective date of plan <u>06/29/1992</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>DASSAULT SYSTEMES AMERICAS CORP.</u> <u>175 WYMAN STREET</u> <u>WALTHAM, MA 02451</u>	2b	Employer Identification Number (EIN) <u>51-0379588</u>
		2c	Plan Sponsor's telephone number <u>781-810-3000</u>
		2d	Business code (see instructions) <u>541519</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2017	DANIEL BARNES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 452
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 193 6a(2) 177 6b 102 6c 169 6d 448 6e 2 6f 450 6g 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1I b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
--	--	---

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>DASSAULT SYSTEMES AMERICAS CORP.</u>	D Employer Identification Number (EIN) <u>51-0379588</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>43222422</u>
b Actuarial value	2b <u>44915674</u>
3 Funding target/participant count breakdown	
a For retired participants and beneficiaries receiving payment.....	(1) Number of participants <u>102</u> (2) Vested Funding Target <u>14477695</u> (3) Total Funding Target <u>14477695</u>
b For terminated vested participants.....	<u>157</u> <u>6871001</u> <u>6871001</u>
c For active participants.....	<u>193</u> <u>12554783</u> <u>12929221</u>
d Total.....	<u>452</u> <u>33903479</u> <u>34277917</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.21 %</u>
6 Target normal cost.....	6 <u>400000</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>10/13/2017</u>
	Signature of actuary	Date
<u>LOIDA R. A. MOSHER</u>	Type or print name of actuary	<u>17-06037</u>
<u>TOWERS WATSON DELAWARE INC.</u>	Firm name	Most recent enrollment number
<u>300 SOUTH GRAND AVENUE</u> <u>SUITE 2000</u> <u>LOS ANGELES, CA 90071</u>	Address of the firm	<u>213-337-6000</u>
		Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	11739495
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	11739495
10	Interest on line 9 using prior year's actual return of 0.30%	0	35218
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		2706761
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.42%		173774
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		2880535
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	11774713

Part III Funding Percentages			
14	Funding target attainment percentage	14	96.68%
15	Adjusted funding target attainment percentage	15	131.03%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	97.20%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/29/2016	350000	0			
03/31/2017	3000000	0			
Totals ►			18(b)	3350000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 3125836
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☒ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost		
21 Discount rate:			
a Segment rates:		1st segment: 4.43%	2nd segment: 5.91%
		3rd segment: 6.65%	☐ N/A, full yield curve used
b Applicable month (enter code)		21b	3
22 Weighted average retirement age		22	62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			
Part VI	Miscellaneous Items		
24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No			
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No			
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No			
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.		27	
Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years		
28 Unpaid minimum required contributions for all prior years		28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)		29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)		30	0
Part VIII	Minimum Required Contribution For Current Year		
31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)		31a	400000
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		0	0
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)		34	400000
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)		36	400000
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	3125836
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	2725836
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0
Part IX	Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)		
41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years	☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008	☐ 2009 ☐ 2010 ☐ 2011
42 Amount of acceleration adjustment		42	0
43 Excess installment acceleration amount to be carried over to future plan years		43	0

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning **01/01/2016** and ending **12/31/2016**

A Name of plan DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 DASSAULT SYSTEMES AMERICAS CORP.	D Employer Identification Number (EIN) 51-0379588

Part I	Service Provider Information (see instructions)
---------------	--

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

LAZARD FRERES & CO

13-5545100

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	72691	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MCDONNELL INVESTMENT MANAGEMENT

36-4445613

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	72542	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

BLACKROCK

32-0174431

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	48998	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

POLEN CAPITAL INVESTMENT

26-0319356

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	48483	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MORGAN STANLEY

26-4310632

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	34066	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FIRST STATE TRUST COMPANY

13-3124172

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 25 28 50	NONE	32121	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

RIVERBRIDGE PARTNERS

41-1930193

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	23554	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	STEVEN STROLL	b EIN:	95-4665222
c Position:	ACCOUNTANT		
d Address:	4929 WILSHIRE BOULEVARD SUITE 985 LOS ANGELES, CA 90010	e Telephone:	323-936-2777

Explanation: CHANGE OF ACCOUNTANT.

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

SCHEDULE H (Form 5500) Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 DASSAULT SYSTEMES AMERICAS CORP.	D Employer Identification Number (EIN) 51-0379588	

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	38330	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	3000000	3000000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	284534	113385
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	1203285	1007847
(2) U.S. Government securities	1c(2)	4476124	5314117
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	4420633	5234086
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)	19874491	23300609
(5) Partnership/joint venture interests	1c(5)	5336349	4541866
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	4004690	2740762
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	530455	607247

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities	1d(1)	
(2)	Employer real property	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	43168891 45859919
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	0 0
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	43168891 45859919

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	3350000
	(B) Participants	2a(1)(B)	
	(C) Others (including rollovers)	2a(1)(C)	
(2)	Noncash contributions	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	3350000
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	384
	(B) U.S. Government securities	2b(1)(B)	76226
	(C) Corporate debt instruments	2b(1)(C)	188990
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans	2b(1)(E)	
	(F) Other	2b(1)(F)	260
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	265860
(2)	Dividends: (A) Preferred stock	2b(2)(A)	
	(B) Common stock	2b(2)(B)	343426
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	34549
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	377975
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	11842454
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	12245290
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	-402836
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	676921
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	676921

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-92265
c Other income.....	2c		240676
d Total income. Add all income amounts in column (b) and enter total.....	2d		4416331

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1376637	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1376637
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	300333	
(4) Other	2i(4)	48333	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		348666
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1725303

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2691028
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **CARON & BLETZER, PLLC**

(2) EIN: **04-3499945**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☒ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 3998477. (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
---	---	--

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DASSAULT SYSTEMES AMERICAS CORP.</u>	D Employer Identification Number (EIN) <u>51-0379588</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-3124172</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	<u>0</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
----------------	---

18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment	☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c)	
	a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%	
	b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more	
	c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____	

Part VII	IRS Compliance Questions
-----------------	---------------------------------

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

**CARON & BLETZER, PLLC***Certified Public Accountants and Business Consultants*

1 Library Lane, P.O. Box 668
Kingston, NH 03848-0668
Tel: (603) 658-8000
Fax: (603) 658-8070

Independent Auditor's Report

To the Plan Administrator of the
Dassault Systemes Americas Corp. Employee Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Dassault Systemes Americas Corp. Employee Retirement Plan (the "Plan"), which comprise the statement of net assets available for plan benefits as of December 31, 2016, the related statement of changes in net assets available for plan benefits for the year then ended, the statement of accumulated plan benefits as of January 1, 2016, the related statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note F, which was certified by First State Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2016, and for the year then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter - Supplemental Schedules

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2016 and the Schedule of Reportable Transactions for the year ended December 31, 2016 are required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

Other Matter - 2015 Financial Statements

The financial statements of the Plan as of December 31, 2015, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by First State Trust Company, the trustee of the Plan. Their report, dated October 2, 2016, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Kingston, NH
October 12, 2017

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Cash	\$ -	\$ 38,330
Investments, at fair value:		
Money market funds	1,007,847	1,203,285
U.S. treasury obligations	5,314,117	4,476,124
Corporate obligations	5,234,086	4,420,633
Municipal obligations	607,247	530,455
Common stock	23,300,609	19,874,491
Mutual funds	2,740,762	4,004,690
Commingled funds	<u>4,541,866</u>	<u>5,336,349</u>
Total investments	42,746,534	39,846,027
Receivables:		
Employer contributions	3,000,000	3,000,000
Accrued interest and dividends	<u>113,385</u>	<u>284,534</u>
Total receivables	<u>3,113,385</u>	<u>3,284,534</u>
Net assets available for plan benefits	<u>\$ 45,859,919</u>	<u>\$ 43,168,891</u>

The accompanying notes are an integral
part of the financial statements.

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
For the years ended December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Additions (reductions):		
Employer contributions	\$ 3,350,000	\$ 3,300,000
Net appreciation (depreciation) in fair value of investments	422,496	(1,308,415)
Dividend and interest income	<u>643,835</u>	<u>1,248,708</u>
Total net additions	4,416,331	3,240,293
Deductions:		
Distributions to participants	1,376,637	9,681,987
Administrative fees	<u>348,666</u>	<u>368,863</u>
Total deductions	<u>1,725,303</u>	<u>10,050,850</u>
Net increase (decrease)	2,691,028	(6,810,557)
Net assets available for plan benefits, beginning of year	<u>43,168,891</u>	<u>49,979,448</u>
Net assets available for plan benefits, end of year	<u>\$ 45,859,919</u>	<u>\$ 43,168,891</u>

The accompanying notes are an integral
part of the financial statements.

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN
STATEMENTS OF ACCUMULATED PLAN BENEFITS
January 1, 2016

Actuarial present value of accumulated plan benefits:	<u>2016</u>
Vested benefits:	
Active participants	\$ 13,724,926
Terminated participants	7,540,607
Participants currently receiving benefits	<u>14,902,546</u>
Total vested benefits	36,168,079
Nonvested benefits	<u>334,041</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 36,502,120</u></u>

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN
STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS
For the year ended January 1, 2016

	<u>2016</u>
Actuarial present value of accumulated plan benefits at beginning of year	\$ 43,050,333
Increase (decrease) during year due to:	
Discount period	2,292,882
Benefits paid	(9,671,251)
Actuarial (gains)/losses	1,552,590
Change in actuarial assumptions	<u>(722,434)</u>
Net decrease	<u>(6,548,213)</u>
Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 36,502,120</u></u>

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

A. PLAN DESCRIPTION:

The following brief description of the Dassault Systemes Americas Corp. Employee Retirement Plan (the "Plan") is provided for general information only. Participants should refer to the Plan Document for more complete information.

General

Dassault Systemes Americas Corp. Retirement Plan is a defined benefit pension plan which covers eligible employees of Dassault Systemes Americas Corp (the "Company"). The Plan is funded through a trust fund which receives Company contributions, invests Plan assets, and disburses pension benefits in accordance with the Trust Agreement.

Effective April 1, 1998, the Plan was expanded to include employees of Enovia Corporation, a former division of IBM Corporation that was acquired by Dassault's parent company. All employee service, including pre-acquisition Enovia service, is counted in determining DSA Plan benefits for those Enovia employees who elected to transfer their IBM Plan accrued benefits to the DSA Plan. Those Enovia employees who elected not to transfer their IBM Plan accrued benefits are treated as any other new participants would be under the DSA Plan. Effective December 31, 2005, Enovia Corporation merged into Dassault Systemes Americas Corp. Effective January 1, 2009, employees hired or rehired after December 31, 2008, shall not commence or recommence participation in the Plan. Effective December 31, 2011, the Plan was amended to provide that no employees participating in the Plan shall accrue additional benefits.

The Plan provides for normal retirement (the later of age 65 or the fifth anniversary of the commencement of participation in the Plan), early retirement, disability and death benefits. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Funding Policy

Contributions to provide benefits under the Plan are made by the Company based upon amounts determined by the consulting actuary. It is the Company's policy to comply with the minimum funding requirements of ERISA, and such policy has been complied with for the years ended December 31, 2016 and 2015.

Retirement Dates

A participant's normal retirement age is the later of attainment of age 65 or the fifth anniversary of the date the participant commences participation in the Plan. The Plan permits early retirement at age 55 provided the participant has been credited with 10 or more years of service.

Benefits

Normal retirement benefits are \$195 for each year of credited service, as defined by the Plan, through December 25, 1984 plus 1.5% of excess pay, as defined by the Plan, plus 1% of final average compensation, as defined by the Plan, for each year of credit service

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

after December 25, 1984. If a participant elects early retirement, they shall receive an actuarially reduced benefit.

The normal form of a benefit payment is an annual benefit, payable in monthly amounts, for life. If the participant is married the form of payment will be an actuarially equivalent 100% qualified joint and survivor annuity. Actuarially equivalent optional forms of annuities may be elected by participants in lieu of the normal form of payment. If an active participant dies after becoming vested, the surviving spouse will be paid an annuity equal to the participant's accrued benefit, as defined by the Plan.

All Plan benefits are subject to the limitations prescribed by the Internal Revenue Code which includes provisions that limit the amount of retirement income which may be paid to an individual participant.

Vesting

All participants are 100% vested in their benefits upon attaining five years of service.

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Adoption of New Accounting Pronouncements

In May 2015, the FASB issued ASU 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (Or Its Equivalent) ("the Update"). The Update removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset per share practical expedient. This Update is required for fiscal years beginning after December 15, 2015 (December 15, 2016 for non-public entities) and is to be applied retrospectively. Early adoption is permitted. Management has elected to adopt the Update early.

In July 2015, the FASB issued ASU 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient. Part I eliminates the requirements to measure fair value of fully benefit-responsive investment contracts and provide certain disclosures. Contract value is the only required measure for fully benefit-responsive investment contracts. Part II eliminates the requirements to disclose individual investments that represent 5 percent or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided for fiscal years beginning after December 15, 2015, with early adoption permitted. Parts I and II are to be applied retrospectively. Management has adopted Part II as of January 1, 2016. Parts I and III are not applicable to this plan.

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. See Note C for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Employer Contributions

The benefits provided in this Plan are funded by contributions made by the employer to the trust determined pursuant to actuarial assumptions selected by the Company and, in the opinion of the Plan actuary, are designed to fund the Plan's benefits on a sound actuarial basis. In addition, these contributions are sufficient to satisfy the Plan's minimum funding requirements under ERISA for the Plan year.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein; disclosure of contingent assets and liabilities; and the actuarial present value of accumulated plan benefits at the date of the financial statements, and changes therein. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid to participants.

Plan Expenses

All administrative expenses of the Plan are paid by the Plan to the extent they are not paid by the Company.

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

Risks and Uncertainties

Contributions to the Plan and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee compensation and demographics. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions will occur in the near term and, due to the uncertainties inherent in setting assumptions, that the effect of such changes could be material to the financial statements.

The Plan invests in a combination of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statements of net assets available for plan benefits.

C. FAIR VALUE MEASUREMENTS:

Accounting standards establish a framework for measuring fair value. That framework sets forth a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below.

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; or other inputs that are observable or can be corroborated by observable market data for substantially the full terms of the assets or liabilities.

Level 3 - Inputs to the valuation methodology are unobservable.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used by the Plan. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Money market and Mutual funds – Valued at the net asset value of the shares held by the Plan at year end as determined by quoted market prices.

Common stock and U.S. treasury obligation – Valued at the closing price reported on the active market on which the individual securities are traded.

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

Corporate and Municipal obligations – Valued as determined by pricing vendors using observable inputs.

Commingled funds – Valued by management at net asset value of the Plan's ownership in partners' capital or at net asset value as reported in the audited financial statements by the investment manager. The net asset value, as provided by the fund manager, is used as a practical expedient to estimate fair value. The net asset value is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported net asset value.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

<u>Description:</u>	2016			
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Money market funds	\$ 1,007,847	\$ 1,007,847	\$ -	\$ -
U.S. treasury obligations	5,314,117	-	5,314,117	-
Corporate obligations	5,234,086	-	5,234,086	-
Municipal obligations	607,247	-	607,247	-
Common stock	23,300,609	23,300,609	-	-
Mutual funds	<u>2,470,762</u>	<u>2,470,762</u>	<u>-</u>	<u>-</u>
Total investments in the fair value hierarchy	37,934,668	<u>\$ 26,779,218</u>	<u>\$ 11,155,450</u>	<u>\$ -</u>
Investments measured at net asset value(1):				
Commingled funds	<u>4,541,866</u>			
Total investments at fair value	<u>\$ 42,476,534</u>			

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

Description:	2015			
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Money market funds	\$ 1,203,285	\$ 1,203,285	\$ -	\$ -
U.S. treasury obligations	4,476,124	-	4,476,124	-
Corporate obligations	4,420,633	-	4,420,633	-
Municipal obligations	530,455	-	530,455	-
Common stock	19,874,491	19,874,491	-	-
Mutual funds	<u>4,004,690</u>	<u>4,004,690</u>	<u>-</u>	<u>-</u>
Total investments in the fair value hierarchy	34,509,678	<u>\$ 25,082,466</u>	<u>\$ 9,427,212</u>	<u>\$ -</u>
Investments measured at net asset value(1):				
Commingled funds	<u>5,336,349</u>			
Total investments at fair value	<u>\$ 39,846,027</u>			

(1) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for plan benefits.

The commingled fund is valued monthly and may generally be redeemed at the end of each calendar quarter after a 65 day notice period. There are no unfunded commitments.

Accounting standards require disclosure of investment strategies for investments valued using net asset value as a practical expedient to estimate fair value if the investment does not file a Form 5500 with the DOL as direct filing entity ("DFE"). The following table discloses investment strategies for such investments:

	<u>2016</u>	<u>2015</u>
Investments measured at net asset value (non-DFE's):		
Commingled funds:		
Hedge fund (a)	<u>\$ 4,541,866</u>	<u>\$ 5,336,349</u>
Total commingled funds	<u>\$ 4,541,866</u>	<u>\$ 5,336,349</u>

(a) The hedge commingled funds achieve capital appreciation principally through investing in investment funds managed by third-party investment managers that employ a variety of alternative investment strategies.

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

D. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS:

Accumulated plan benefits are those future periodic payments, including lump sum distributions, that are attributable under the Plan's provisions to the service employees have rendered to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died and (c) present employees or their beneficiaries. Benefits payable under all circumstances (retirement, death and termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits, as determined by the plan actuary, is based on information provided by the administrator, and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payments.

The more significant assumptions underlying the actuarial computations used in the valuation as of January 1, 2016 are as follows:

Discount rate	6%
Mortality basis	RP-2014 without collar adjustments projected back to 2006 with scale MP- 2014 using projection scale MP-2015 for 2016 RP-2014 without collar adjustments using projection scale MP-2014 for 2015

E. TAX STATUS:

The Plan has received a favorable determination letter dated October 16, 2009 in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan has not been amended since receiving the determination letter. The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax-exempt.

F. COMPLIANCE AND ERISA:

The plan administrator has elected the method of compliance permitted under 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, no auditing procedures with respect to the information certified by First State Trust Company, the trustee of the Plan, were performed by the independent auditors except for comparing the information to the financial statements and supplemental schedules. The trustee has certified as to the completeness and accuracy of the investments held

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

by the Plan as of December 31, 2016, the investment earnings and other investment-related transactions of the Plan for the year then ended, and the information contained in the Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions.

G. PARTIES-IN-INTEREST:

Section 3(14) of ERISA defines a party-in-interest to include, among others, fiduciaries or employees of the Plan, any person who provides services to the Plan or an employer whose employees are covered by the Plan. Accordingly, the management of investments held by First State Trust Company given rise to party-in-interest transactions.

H. PLAN TERMINATION:

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its regulations, generally to provide the following benefits in the order indicated:

1. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
2. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. government agency) up to the applicable limitations (discussed below).
3. All other vested benefits (that is, vested benefits not insured by the PBGC).
4. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees.

I. SUBSEQUENT EVENTS:

The Company has evaluated subsequent events through October 12, 2017, the date these financial statements were available for issuance.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2016

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		0		0		0		0		0		0		0		0		0	
30 - 34	0		4		1		0		0		0		0		0		0		0	
35 - 39	0		5		20		3		0		0		0		0		0		0	
40 - 44	0		9		12		9		1		0		0		0		0		0	
45 - 49	0		6		12		10		2		0		0		0		0		0	
50 - 54	0		12		12		6		3		1		5		0		0		0	
55 - 59	0		6		10		3		1		4		5		8		0		0	
60 - 64	0		2		8		4		0		0		0		1		0		0	
65 - 69	0		2		1		2		0		2		0		0		0		1	
70 & Over	0		0		0		0		0		0		0		0		0		0	

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
 EIN / PN: 51-0379588 / 002
 Plan Sponsor: Dassault Systemes Americas Corp.
 Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis:

■ Applicable month	October
■ Interest rate basis	3-Segment Rates

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
■ First segment rate	4.43%	1.35%
■ Second segment rate	5.91%	4.01%
■ Third segment rate	6.65%	5.04%
■ Effective interest rate	6.21%	4.49%

Annual rates of increase

■ Compensation	Not applicable
■ Future Social Security wage bases	Not applicable
■ Statutory limits on compensation	None
■ Assumed cost of living adjustments	None

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Demographic Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Mortality

■ **Healthy** Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2031 using Scale AA and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2023 using Scale AA.

■ **Disabled** Alternative disabled life mortality tables as defined under Revenue Ruling 96-7.

Termination

Representative Termination Rates

Participants with less than 10 years service

Attained Age	Males and Females
20	15.10%
25	14.00%
30	13.00%
35	11.60%
40	10.30%
45	9.00%
50	7.90%
55 and over	0.00%

Participants with 10 or more years of service

Attained Age	Males and Females
All ages under 55	2.00%
55 and over	0.00%

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Disability

Sample rates at which participants become disabled are shown below:

Percentage becoming disabled during the year	
Age	Males and Females
30	.0118%
40	.0219%
50	.0710%
60	.3184%

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below.

Percentage retiring during the year	
Age	Males and Females
55	7.00%
56	5.00%
57	4.00%
58	5.00%
59	6.00%
60	7.50%
61	8.50%
62	20.00%
63	18.00%
64	17.50%
65	40.00%
66	25.00%
67	25.00%
68	25.00%
69	25.00%
70	100.00%

Unpredictable Contingent Event Benefit (UCEB) assumptions

None

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Benefit commencement date:

- Preretirement death benefit The later of the death of the active participant or the date the participant would have attained age 55 with 10 years of vesting service or age 65.
- Deferred vested benefit The later of termination of employment and the age the participant would have attained age 55 with 10 years of vesting service or age 65.
- Disability benefit Upon disablement and vested.
- Retirement benefit Upon termination and vested.

Form of payment For married participants, 35% assumed to be payable as a life annuity and 65% as a 100% joint and survivor annuity. Single participants assumed to be payable as a life annuity.

Percent married For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible participants are assumed to be married.

Spouse age Male spouses are assumed to be 3 years older than female spouses.

Covered pay The rate of base compensation as of March 1 of the plan year.

Administrative expenses The amount included this year for the plan-related expenses is \$400,000. The assumed plan related expenses for 2016 is equal to the prior year's administrative fees, rounded to the nearest \$50,000.

Timing of benefit payments Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.
Actuarial value of assets for determining minimum required contributions	<p>Average of the fair market value of assets on the valuation date and the dates 12 and 24 months before the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings of 6.00% for the 2014 and 6.00% for the 2015 plan years (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the prior plan year.)</p> <p>The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.</p>
Participant data	Employee data was supplied electronically as of the valuation date.
Benefits not valued	All benefits described in the Plan Provisions section of this report were valued based on discussions with Dassault Systemes Americas Corp. regarding the likelihood that these benefits will be paid. Willis Towers Watson has reviewed the plan provisions with Dassault Systemes Americas Corp. and, based on that review, is not aware of any significant benefits required to be valued that were not.

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Assumptions Rationale - Significant Economic Assumptions

Discount rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.
Rates of increase in Compensation, National Average Wages (NAW), CPI	The plan was frozen on December 31, 2011. Therefore there is no assumption for increase in compensation or NAW.

Assumptions Rationale - Significant Demographic Assumptions

Healthy Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Disabled Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Termination	Assumed termination rates differ by age and service because of expected differences in termination rates by service.
Retirement	Retirement rates are based on plan sponsor expectations for the future with periodic monitoring of observed gains and losses caused by retirement patterns different than assumed.
Benefit commencement date for deferred benefits: <ul style="list-style-type: none">■ Deferred vested benefit	Deferred vested participants are assumed to begin benefits at age 65 (or current age if later) because the plan's experience is not considered to be credible, but deferred vested early commencement factors are not subsidized so that the difference between this approach and using assumed commencement rates at earlier ages is not expected to be significant.
Form of payment	The percentage of retiring participants assumed to take joint and survivor annuities, and the assumed survivor percentages, are based on observed experience over the period 1992-2014.

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Source of Prescribed Methods

Funding methods

The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are "prescribed methods set by law", as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Changes in Assumptions and Methods

Change in assumptions and methods since prior valuation

The following changes in assumptions and methods were made as part of this valuation:

- The required mortality table used to calculate the funding target, and target normal cost were updated to include one additional year of projected mortality improvement.
- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of October 2014 to October 2015.
- The assumed plan-related expenses added to the target normal cost were changed from \$350,000 for 2015 to \$400,000 for 2016. The assumed plan related expenses for 2016 is equal to the prior year's administrative fees, rounded to the nearest \$50,000.

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2016

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN

EIN: 51-0379588

Plan Number: 002

SCHEDULE H, LINE 4(j)-SCHEDULE OF REPORTABLE TRANSACTIONS

For the year ended December 31, 2016

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Identity of party involved	Description of asset	Purchase price	Selling price	Cost of asset	Current value of asset on transaction date	Net gain (loss)
<u>Series Transactions:</u>						
Morgan Stanley Bank Deposit	Mutual fund	\$ 11,347,381	\$ -	\$ -	\$ 11,347,381	\$ -
Morgan Stanley Bank Deposit	"	-	11,543,540	11,543,540	11,543,540	-
Northern Instl Diversified Assets-SW	Interest bearing cash	3,734,787	-	-	3,734,787	-
Northern Instl Diversified Assets-SW	"	-	3,735,019	3,735,019	3,735,019	-

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
---	--	--

For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		
► Round off amounts to nearest dollar.		
► Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.		
A Name of plan DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Dassault Systemes Americas Corp.	D Employer Identification Number (EIN) 51-0379588	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>			
2 Assets:			
a Market value.....	2a	43,222,422	
b Actuarial value.....	2b	44,915,674	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	102	14,477,695	14,477,695
b For terminated vested participants	157	6,871,001	6,871,001
c For active participants	193	12,554,783	12,929,221
d Total	452	33,903,479	34,277,917
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate.....	5	6.21%	
6 Target normal cost	6	400,000	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Loida R. A. Mosher	10/3/2017
	Signature of actuary	Date
	Loida R. A. Mosher	1706037
	Type or print name of actuary	Most recent enrollment number
	Towers Watson Delaware Inc.	213-337-6000
	Firm name	Telephone number (including area code)
	300 South Grand Avenue Suite 2000 Los Angeles CA 90071	
	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016 v. 160205

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	11,739,495
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8).....	0	11,739,495
10 Interest on line 9 using prior year's actual return of <u>0.30</u> %	0	35,218
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		2,706,761
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.42</u> %.....		173,774
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance.....		2,880,535
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	11,774,713

Part III Funding Percentages

14 Funding target attainment percentage	14	96.68%
15 Adjusted funding target attainment percentage.....	15	131.03%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	97.20%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/29/2016	350,000	0			
03/31/2017	3,000,000	0			
Totals ►			18(b)	3,350,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	3,125,836

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year?..... ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☒ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 3
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	400,000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	0		0
b Waiver amortization installment	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).....	34	400,000	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	400,000	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	3,125,836	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	2,725,836	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37).....	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 19
Discounted Employer Contributions
as of January 1, 2016

Date	Applicable Plan Year	Contribution	Interest Rate Used to Discount During Timely Contribution Period	Timely Contribution Period	Interest Rate Used to Discount During Late Contribution Period	Late Contribution Period	Interest Adjusted Contribution
04/29/2016	2016	350,000	6.21%	0.28889	11.21%	0.03889	343,003
03/31/2017	2016	3,000,000	6.21%	1.24722	N/A	N/A	2,782,833
Total		3,350,000					3,125,836

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2016

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

(A) Retirement Age	(B) Probability of Active Participant Attaining Retirement Age (A) *	(C) Probability of Retirement at Age (A) Given that Active Participant Attains Retirement Age (A).	(D) (A) x (B) x (C)
55	1.000	0.070	3.850
56	0.930	0.050	2.604
57	0.884	0.040	2.014
58	0.848	0.050	2.460
59	0.806	0.060	2.852
60	0.757	0.075	3.408
61	0.701	0.085	3.633
62	0.641	0.200	7.949
63	0.513	0.180	5.816
64	0.421	0.175	4.710
65	0.347	0.400	9.020
66	0.208	0.250	3.435
67	0.156	0.250	2.615
68	0.117	0.250	1.991
69	0.088	0.250	1.515
70	0.066	1.000	4.610

Active Participants Weighted Average Retirement Age: 62.482

* No decrements other than retirement are assumed to be in effect.

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2016

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		0		0		0		0		0		0		0		0		0	
30 - 34	0		4		1		0		0		0		0		0		0		0	
35 - 39	0		5		20		3		0		0		0		0		0		0	
40 - 44	0		9		12		9		1		0		0		0		0		0	
45 - 49	0		6		12		10		2		0		0		0		0		0	
50 - 54	0		12		12		6		3		1		5		0		0		0	
55 - 59	0		6		10		3		1		4		5		8		0		0	
60 - 64	0		2		8		4		0		0		0		1		0		0	
65 - 69	0		2		1		2		0		2		0		0		0		1	
70 & Over	0		0		0		0		0		0		0		0		0		0	

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
 EIN / PN: 51-0379588 / 002
 Plan Sponsor: Dassault Systemes Americas Corp.
 Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis:

■ Applicable month	October
■ Interest rate basis	3-Segment Rates

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
■ First segment rate	4.43%	1.35%
■ Second segment rate	5.91%	4.01%
■ Third segment rate	6.65%	5.04%
■ Effective interest rate	6.21%	4.49%

Annual rates of increase

■ Compensation	Not applicable
■ Future Social Security wage bases	Not applicable
■ Statutory limits on compensation	None
■ Assumed cost of living adjustments	None

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Demographic Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Mortality

■ **Healthy** Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2031 using Scale AA and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2023 using Scale AA.

■ **Disabled** Alternative disabled life mortality tables as defined under Revenue Ruling 96-7.

Termination

Representative Termination Rates

Participants with less than 10 years service

Attained Age	Males and Females
20	15.10%
25	14.00%
30	13.00%
35	11.60%
40	10.30%
45	9.00%
50	7.90%
55 and over	0.00%

Participants with 10 or more years of service

Attained Age	Males and Females
All ages under 55	2.00%
55 and over	0.00%

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Disability

Sample rates at which participants become disabled are shown below:

Percentage becoming disabled during the year	
Age	Males and Females
30	.0118%
40	.0219%
50	.0710%
60	.3184%

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below.

Percentage retiring during the year	
Age	Males and Females
55	7.00%
56	5.00%
57	4.00%
58	5.00%
59	6.00%
60	7.50%
61	8.50%
62	20.00%
63	18.00%
64	17.50%
65	40.00%
66	25.00%
67	25.00%
68	25.00%
69	25.00%
70	100.00%

Unpredictable Contingent Event Benefit (UCEB) assumptions

None

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Benefit commencement date:

- Preretirement death benefit The later of the death of the active participant or the date the participant would have attained age 55 with 10 years of vesting service or age 65.
- Deferred vested benefit The later of termination of employment and the age the participant would have attained age 55 with 10 years of vesting service or age 65.
- Disability benefit Upon disablement and vested.
- Retirement benefit Upon termination and vested.

Form of payment For married participants, 35% assumed to be payable as a life annuity and 65% as a 100% joint and survivor annuity. Single participants assumed to be payable as a life annuity.

Percent married For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible participants are assumed to be married.

Spouse age Male spouses are assumed to be 3 years older than female spouses.

Covered pay The rate of base compensation as of March 1 of the plan year.

Administrative expenses The amount included this year for the plan-related expenses is \$400,000. The assumed plan related expenses for 2016 is equal to the prior year's administrative fees, rounded to the nearest \$50,000.

Timing of benefit payments Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.
Actuarial value of assets for determining minimum required contributions	<p>Average of the fair market value of assets on the valuation date and the dates 12 and 24 months before the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings of 6.00% for the 2014 and 6.00% for the 2015 plan years (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the prior plan year.)</p> <p>The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.</p>
Participant data	Employee data was supplied electronically as of the valuation date.
Benefits not valued	All benefits described in the Plan Provisions section of this report were valued based on discussions with Dassault Systemes Americas Corp. regarding the likelihood that these benefits will be paid. Willis Towers Watson has reviewed the plan provisions with Dassault Systemes Americas Corp. and, based on that review, is not aware of any significant benefits required to be valued that were not.

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Assumptions Rationale - Significant Economic Assumptions

Discount rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.
Rates of increase in Compensation, National Average Wages (NAW), CPI	The plan was frozen on December 31, 2011. Therefore there is no assumption for increase in compensation or NAW.

Assumptions Rationale - Significant Demographic Assumptions

Healthy Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Disabled Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Termination	Assumed termination rates differ by age and service because of expected differences in termination rates by service.
Retirement	Retirement rates are based on plan sponsor expectations for the future with periodic monitoring of observed gains and losses caused by retirement patterns different than assumed.
Benefit commencement date for deferred benefits: <ul style="list-style-type: none">■ Deferred vested benefit	Deferred vested participants are assumed to begin benefits at age 65 (or current age if later) because the plan's experience is not considered to be credible, but deferred vested early commencement factors are not subsidized so that the difference between this approach and using assumed commencement rates at earlier ages is not expected to be significant.
Form of payment	The percentage of retiring participants assumed to take joint and survivor annuities, and the assumed survivor percentages, are based on observed experience over the period 1992-2014.

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Source of Prescribed Methods

Funding methods

The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are "prescribed methods set by law", as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Changes in Assumptions and Methods

Change in assumptions and methods since prior valuation

The following changes in assumptions and methods were made as part of this valuation:

- The required mortality table used to calculate the funding target, and target normal cost were updated to include one additional year of projected mortality improvement.
- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of October 2014 to October 2015.
- The assumed plan-related expenses added to the target normal cost were changed from \$350,000 for 2015 to \$400,000 for 2016. The assumed plan related expenses for 2016 is equal to the prior year's administrative fees, rounded to the nearest \$50,000.

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan Provisions

The original plan was effective June 29, 1992, amended and restated effective January 1, 2013. The most recent amendment reflected in the following plan provisions was effective on October 8, 2015.

Coverage and participation

All employees are eligible and participate on the later of the effective date of the plan or date of hire. The plan was amended effective January 1, 2009 to provide that employees hired or rehired after December 31, 2008 shall not commence or recommence participation in the Plan. Further the plan was amended to freeze benefit accruals for all participants effective December 31, 2011.

Definitions

Plan year

The twelve-month period ending December 31

Vesting service

One year of vesting service per each plan year in which a participant has twenty-two or more weeks of service.

<u>Years of Service</u>	<u>Percent Vested</u>
Less than 5	0%
5 or more	100%

Credited service

Prior to January 1, 1991

Credited Service as recognized by the Lockheed Retirement Plan for Certain Salaried Employees.

On and After January 1, 1991

One year of Credited Service per each plan year in which a member has forty-five or more weeks of service.

Credited Service includes service with Dassault Systemes Services.

Credited Service accruals were frozen for all participants effective December 31, 2011.

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Compensation	The rate of base compensation including 401(k) deferrals, but excluding overtime, bonus, and commissions. In 2011, compensation was limited by law to \$245,000. No pay after 2011 is considered since benefit accruals froze for all participants effective December 31, 2011.
Final average compensation	The average of the five highest consecutive years of compensation of a participant out of the last ten years, or the average of the entire period of participation, if less than five years. Effective December 31, 2011, final average compensation is frozen.
Excess pay	Final Average Pay less \$15,600, but not less than \$8,480.68. Effective December 31, 2011, excess pay is frozen.
Normal retirement date (NRD)	The later of the participants' 65th birthday or the fifth anniversary of participation in the plan.
Accrued normal retirement benefit	<p>For each year of Credited Service (not greater than 35) through December 25, 1984, \$195 plus 1.5% of Excess Pay.</p> <p>PLUS</p> <p>For each year of Credited Service after December 25, 1984 (not greater than 40 less credited service up to December 25, 1984), 1% of Final Average Pay.</p> <p>Normal retirement benefits for those employees who transferred from Dassault Systemes Services (DSS) are reduced by the accrued benefits earned while covered by the DSS plan.</p> <p>Normal retirement benefits for those employees of Enovia Corporation who transferred their accrued benefits from the IBM Retirement Plan (IBM) are not less than their accrued benefits earned as of April 1, 1998 under the IBM plan.</p> <p>Normal retirement benefits are frozen effective December 31, 2011.</p>

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Eligibility for Benefits

Normal retirement	NRD
Early retirement	Age 55 with 10 years of service.
Postponed retirement	The later of age 65 or termination date.
Vested termination	Five or more years of service.
Special termination	Earlier of (i) age 50 with 20 years of service or (ii) 25 years of service.
Disability	Ten years of continuous service, is totally and permanently disabled, and has not reached age 65.
Preretirement death benefit	The surviving spouse of a participant who dies after becoming 100% vested is eligible for a pre-retirement death benefit.
Post-retirement death benefit	Upon the death of any member of the plan who is currently receiving monthly benefits.

Benefits Paid Upon the Following Events

Normal retirement	Accrued normal retirement benefit payable at the NRD.
Early retirement	Accrued Normal Retirement Benefit, reduced by the smaller of (i) 2.5% for each year before age 65, or (ii) 2.5% for each "point" under 85. The number of points earned is equal to the sum of years and months of participant's age and Credited Service since the last Break in Service. No reduction for 85 or more points if at least age 55. Credited Service is frozen effective December 31, 2011.
Postponed retirement	The Normal Retirement Benefit accrued to Late Retirement Date.
Vested termination	Accrued Normal Retirement Benefit, multiplied by vesting percentage, payable without reduction if deferred until age 65. Participant may elect an actuarial reduced benefit payable as early as age 55.

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Special termination	<p>Accrued Normal Retirement Benefit, reduced for early commencement (but not before age 55) by the smaller of (i) 2.5% for each year before age 65 or (ii) 2.5% for each "point" under 85. The number of points is equal to the sum of years and months of the participant's age at benefit commencement and his Credited Service since his last Break in Service.</p> <p>Credited Service is frozen effective December 31, 2011.</p>
Disablement	<p>Accrued Normal Retirement Benefit based on Final Average Pay and Credited Service to date of disablement, reduced by excess of (i) sum of retirement benefits and worker's compensation payments over (ii) 60% of monthly pay at disablement. The benefit is payable while disabled until Normal Retirement Age. At age 65, Normal Retirement Benefit is payable, subject to adjustment for optional annuity factors at that age.</p> <p>Effective December 31, 2011, no member shall accrual additional Continuous Service or Credited Service for purposes of calculating disability benefits.</p>
Preretirement death	<p>Married participant entitled to death benefit payable to spouse upon death while vested, but before benefits commence. Benefit is the amount the surviving spouse would have received under a 50% Joint and Survivor annuity if the participant had retired on the date before his or her death, or at age 55 if later.</p>
Post-retirement death benefit	<p>A one-time lump sum payment of \$5,000 paid to the designated beneficiary.</p>

Other Plan Provisions

Forms of payment	<p><u>Normal form</u></p> <p>Life annuity for single participant. 50% Joint and Survivor annuity for married participant.</p> <p><u>Optional forms</u></p> <p>66 2/3%, 75%, 100% Joint and Survivor; 10 years certain and life, Social Security level income. Lump sums under \$1,000 are automatically paid by the plan, and the participants may elect lump sums up to \$5,000.</p> <p>Optional forms of payment are calculated according to actuarial equivalence factors shown on Appendix A of the plan document. Lump sums and social security level income forms of payment are calculated according to Section 417(e) of the Internal Revenue Code.</p>
-------------------------	---

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Pension Increases None

Plan participants' contributions None

Maximum on benefits and pay All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

The plan sponsor amended the plan effective October 8, 2015 to allow for a one-time lump sum offering to eligible terminated vested participants with payments made in December 2015.

Substantive Commitment

None

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Dassault Systemes Americas Corp.
EIN/PN	51-0379588/002
Plan Name	Dassault Systemes Americas Corp. Employee Retirement Plan
Valuation Date	January 1, 2016
Enrolled Actuary	Loida R. A. Mosher
Enrollment Number	17-06037

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 19
Discounted Employer Contributions
as of January 1, 2016

Date	Applicable Plan Year	Contribution	Interest Rate Used to Discount During Timely Contribution Period	Timely Contribution Period	Interest Rate Used to Discount During Late Contribution Period	Late Contribution Period	Interest Adjusted Contribution
04/29/2016	2016	350,000	6.21%	0.28889	11.21%	0.03889	343,003
03/31/2017	2016	3,000,000	6.21%	1.24722	N/A	N/A	2,782,833
Total		3,350,000					3,125,836

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2016

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

(A) Retirement Age	(B) Probability of Active Participant Attaining Retirement Age (A) *	(C) Probability of Retirement at Age (A) Given that Active Participant Attains Retirement Age (A).	(D) (A) x (B) x (C)
55	1.000	0.070	3.850
56	0.930	0.050	2.604
57	0.884	0.040	2.014
58	0.848	0.050	2.460
59	0.806	0.060	2.852
60	0.757	0.075	3.408
61	0.701	0.085	3.633
62	0.641	0.200	7.949
63	0.513	0.180	5.816
64	0.421	0.175	4.710
65	0.347	0.400	9.020
66	0.208	0.250	3.435
67	0.156	0.250	2.615
68	0.117	0.250	1.991
69	0.088	0.250	1.515
70	0.066	1.000	4.610

Active Participants Weighted Average Retirement Age: 62.482

* No decrements other than retirement are assumed to be in effect.

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Dassault Systemes Americas Corp.
EIN/PN	51-0379588/002
Plan Name	Dassault Systemes Americas Corp. Employee Retirement Plan
Valuation Date	January 1, 2016
Enrolled Actuary	Loida R. A. Mosher
Enrollment Number	17-06037

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan Provisions

The original plan was effective June 29, 1992, amended and restated effective January 1, 2013. The most recent amendment reflected in the following plan provisions was effective on October 8, 2015.

Coverage and participation

All employees are eligible and participate on the later of the effective date of the plan or date of hire. The plan was amended effective January 1, 2009 to provide that employees hired or rehired after December 31, 2008 shall not commence or recommence participation in the Plan. Further the plan was amended to freeze benefit accruals for all participants effective December 31, 2011.

Definitions

Plan year

The twelve-month period ending December 31

Vesting service

One year of vesting service per each plan year in which a participant has twenty-two or more weeks of service.

<u>Years of Service</u>	<u>Percent Vested</u>
Less than 5	0%
5 or more	100%

Credited service

Prior to January 1, 1991

Credited Service as recognized by the Lockheed Retirement Plan for Certain Salaried Employees.

On and After January 1, 1991

One year of Credited Service per each plan year in which a member has forty-five or more weeks of service.

Credited Service includes service with Dassault Systemes Services.

Credited Service accruals were frozen for all participants effective December 31, 2011.

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Compensation	The rate of base compensation including 401(k) deferrals, but excluding overtime, bonus, and commissions. In 2011, compensation was limited by law to \$245,000. No pay after 2011 is considered since benefit accruals froze for all participants effective December 31, 2011.
Final average compensation	The average of the five highest consecutive years of compensation of a participant out of the last ten years, or the average of the entire period of participation, if less than five years. Effective December 31, 2011, final average compensation is frozen.
Excess pay	Final Average Pay less \$15,600, but not less than \$8,480.68. Effective December 31, 2011, excess pay is frozen.
Normal retirement date (NRD)	The later of the participants' 65th birthday or the fifth anniversary of participation in the plan.
Accrued normal retirement benefit	<p>For each year of Credited Service (not greater than 35) through December 25, 1984, \$195 plus 1.5% of Excess Pay.</p> <p>PLUS</p> <p>For each year of Credited Service after December 25, 1984 (not greater than 40 less credited service up to December 25, 1984), 1% of Final Average Pay.</p> <p>Normal retirement benefits for those employees who transferred from Dassault Systemes Services (DSS) are reduced by the accrued benefits earned while covered by the DSS plan.</p> <p>Normal retirement benefits for those employees of Enovia Corporation who transferred their accrued benefits from the IBM Retirement Plan (IBM) are not less than their accrued benefits earned as of April 1, 1998 under the IBM plan.</p> <p>Normal retirement benefits are frozen effective December 31, 2011.</p>

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Eligibility for Benefits

Normal retirement	NRD
Early retirement	Age 55 with 10 years of service.
Postponed retirement	The later of age 65 or termination date.
Vested termination	Five or more years of service.
Special termination	Earlier of (i) age 50 with 20 years of service or (ii) 25 years of service.
Disability	Ten years of continuous service, is totally and permanently disabled, and has not reached age 65.
Preretirement death benefit	The surviving spouse of a participant who dies after becoming 100% vested is eligible for a pre-retirement death benefit.
Post-retirement death benefit	Upon the death of any member of the plan who is currently receiving monthly benefits.

Benefits Paid Upon the Following Events

Normal retirement	Accrued normal retirement benefit payable at the NRD.
Early retirement	Accrued Normal Retirement Benefit, reduced by the smaller of (i) 2.5% for each year before age 65, or (ii) 2.5% for each "point" under 85. The number of points earned is equal to the sum of years and months of participant's age and Credited Service since the last Break in Service. No reduction for 85 or more points if at least age 55. Credited Service is frozen effective December 31, 2011.
Postponed retirement	The Normal Retirement Benefit accrued to Late Retirement Date.
Vested termination	Accrued Normal Retirement Benefit, multiplied by vesting percentage, payable without reduction if deferred until age 65. Participant may elect an actuarial reduced benefit payable as early as age 55.

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Special termination	<p>Accrued Normal Retirement Benefit, reduced for early commencement (but not before age 55) by the smaller of (i) 2.5% for each year before age 65 or (ii) 2.5% for each "point" under 85. The number of points is equal to the sum of years and months of the participant's age at benefit commencement and his Credited Service since his last Break in Service.</p> <p>Credited Service is frozen effective December 31, 2011.</p>
Disablement	<p>Accrued Normal Retirement Benefit based on Final Average Pay and Credited Service to date of disablement, reduced by excess of (i) sum of retirement benefits and worker's compensation payments over (ii) 60% of monthly pay at disablement. The benefit is payable while disabled until Normal Retirement Age. At age 65, Normal Retirement Benefit is payable, subject to adjustment for optional annuity factors at that age.</p> <p>Effective December 31, 2011, no member shall accrual additional Continuous Service or Credited Service for purposes of calculating disability benefits.</p>
Preretirement death	<p>Married participant entitled to death benefit payable to spouse upon death while vested, but before benefits commence. Benefit is the amount the surviving spouse would have received under a 50% Joint and Survivor annuity if the participant had retired on the date before his or her death, or at age 55 if later.</p>
Post-retirement death benefit	<p>A one-time lump sum payment of \$5,000 paid to the designated beneficiary.</p>

Other Plan Provisions

Forms of payment	<p><u>Normal form</u></p> <p>Life annuity for single participant. 50% Joint and Survivor annuity for married participant.</p> <p><u>Optional forms</u></p> <p>66 2/3%, 75%, 100% Joint and Survivor; 10 years certain and life, Social Security level income. Lump sums under \$1,000 are automatically paid by the plan, and the participants may elect lump sums up to \$5,000.</p> <p>Optional forms of payment are calculated according to actuarial equivalence factors shown on Appendix A of the plan document. Lump sums and social security level income forms of payment are calculated according to Section 417(e) of the Internal Revenue Code.</p>
-------------------------	---

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Pension Increases None

Plan participants' contributions None

Maximum on benefits and pay All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

The plan sponsor amended the plan effective October 8, 2015 to allow for a one-time lump sum offering to eligible terminated vested participants with payments made in December 2015.

Substantive Commitment

None

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2016

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN

EIN: 51-0379588

Plan Number: 002

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Morgan Stanley Bank Deposit	Money market fund	\$ 1,006,892	\$ 1,006,893
	Northern Institutional Government Select	"	954	954
	Total money market funds		1,007,846	1,007,847
	United States Treasury Notes .875% 11/15/17	U.S. treasury obligations	459,191	460,018
	US Treasury N/B 1.375% 9/30/18	"	481,236	481,800
	US Treasury N/B 2.750% 11/15/42	"	734,312	714,036
	US Treasury N/B 1.3750% 9/30/23	"	93,743	94,699
	US Treasury Note 1.125% 12/31/19	"	765,955	767,462
	US Treasury Tips 1.375% 2/15/44	"	74,524	81,494
	US Treasury Tips 1.250% 7/15/20	"	141,667	126,736
	US Treasury Tips .125% 7/15/22	"	533,886	553,235
	US Treasury Tips 3.875% 4/15/29	"	173,654	168,864
	US Treasury Tips .625% 2/15/43	"	145,286	158,825
	Federal National Mortgage Association 1.3750% 2/26/21	"	616,543	607,913
	FNMA 2.625% 9/6/24	"	543,366	535,130
	FNMA 1.5% 11/30/20	"	548,862	543,100
	FNMA 2.1250% 4/24/26	"	22,125	20,805
	Total U.S. treasury obligations		5,334,350	5,314,117
	Ace Ina Holdings 3.150% 3/15/25	Corporate obligations	105,028	105,620
	American Express Cr Corp 2.6% 9/14/20	"	105,426	104,869
	American International Group 4.5% 7/16/44	"	118,758	111,426
	Amgen Inc 2.125% 5/15/17	"	96,161	94,307
	Anheuser-Busch 5.375% 1/15/20	"	113,563	106,595
	AT&T 3.95% 1/15/25	"	23,077	202,350
	Bank of America Corp. 5.0% 1/21/44	"	104,063	106,224
	Bank of Montreal 2.375% 1/25/19	"	211,227	209,801
	Burlington Northern Santa Fe 3.0% 3/15/23	"	206,406	204,452
	Capital One Financial 4.750% 7/15/21	"	219,858	210,907
	Caterpillar Inc. 3.9% 5/27/21	"	95,014	100,181
	Cigna Corp. 4.0% 2/15/22	"	106,032	109,696
	Comcast Corp 5.15% 3/1/20	"	101,530	109,157
	Cooper US Inc 3.875% 12/15/20	"	79,371	78,247
	Costco Wholesale 5.5% 3/15/17	"	102,873	100,923
	CSX Corp SR 3.7% 11/1/23	"	49,244	46,702
	CVS Caremark 2.250% 12/5/18	"	216,329	211,798
	Dominion Resources Inc 4.450% 3/15/21	"	107,188	103,642
	Enterprise Products Oper 4.850% 3/15/44	"	113,765	113,076
	General Elec Cap Corp 3.10% 1/9/23	"	194,087	203,709
	Gilead Sciences INC 2.95% 3/1/27	"	111,299	105,277
	Goldman Sachs Group Inc 3.750% 5/22/25	"	103,341	103,268
	Intel Corp 4.8% 10/1/41	"	101,855	105,679
	John Deere Corp 1.950% 12/13/18	"	105,358	105,555
	Jp Morgan Chase 3.375% 5/1/23	"	213,869	213,234
	Marriott International 2.3% 1/15/22	"	106,210	101,855
	March & McLennan COS Inc 2.3% 4/4/17	"	100,869	99,968
	McKesson Corp. 3.250% 3/1/16	"	100,224	100,024
	Merrill Lynch 6.4% 8/28/17	"	88,374	92,760
	MetLife Inc V-Q 6.4% 12/15/36	"	99,518	106,920
	Microsoft Corp 4.45% 11/3/45	"	102,386	104,411
	Midamer Ener Goldings 6.1250% 4/1/36	"	86,447	103,657
	Oracle Corp Sr Nt 3.9% 5/15/35	"	214,344	212,057
	Paccar Financial Corp 1.6% 3/15/17	"	84,984	85,101
	Private Export Funding Corp 4.375% 3/15/19	"	165,407	159,522
	Sempra Energy 2.875% 10/1/22	"	101,104	106,967
	Verizon Communications 2.450% 11/1/22	"	222,852	207,124

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN

EIN: 51-0379588

Plan Number: 002

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Wells Fargo & Company 4.3% 7/22/27	"	203,539	205,715
	TJX Cos INC 2.25% 9/15/26	"	112,347	105,913
	Apple Inc VAR 1.2846% 5/3/18	"	175,578	175,397
	Total corporate obligations		5,068,905	5,234,086
	Chicago II Wtr 5.720% 12/1/38	Municipal obligation	83,441	95,752
	Clemson Univ S C Univ Revs 2.600% 5/1/2022	"	25,546	25,049
	Downer Grove IL 5.800% 12/15/30	"	50,000	52,817
	Houston TX 2.049% 05/15/19	"	100,000	101,095
	KS St Dept Transn Hwy Rev 4.596% 9/1/35	"	45,000	49,568
	Lake County IL 5.9000% 12/15/32	"	65,058	69,640
	Lisle ILL PK Dist 5.800% 12/30/31	"	50,000	53,645
	New York Ny Mun Wtr 6.011% 6/15/42	"	65,000	85,301
	Los Angeles Calif Dept Arpt 2.7940% 5/15/23	"	75,000	74,380
	Total municipal obligation		559,045	607,247
	2U Inc	Common stock	23,042	19,296
	3m Co	"	39,297	56,607
	Actelion Ltd (Switzerland)	"	57,326	89,764
	Acuity Brands (Holding Co) Inc	"	34,894	48,711
	Adobe Systems Inc	"	241,912	296,702
	Advisory Board Company	"	42,611	28,329
	Aetna US Healthcare Inc	"	105,587	116,321
	Align Technology Inc	"	157,955	185,915
	Alphabet Inc Cl A	"	163,000	283,697
	Alphabet Inc Cl C	"	260,096	409,065
	American International Group	"	93,945	108,872
	Ansys Inc	"	49,899	56,234
	Anthem Inc	"	100,737	105,240
	Athenahealth Inc	"	53,598	59,000
	Automatic Data Processing Inc	"	308,753	401,459
	Beacon Roofing Supply Inc	"	17,940	34,000
	Becton Dickinson & Co	"	47,592	44,533
	Bio Techne Corp	"	28,768	46,685
	C M S Energy Corp	"	48,175	55,771
	Celgene Corp	"	326,530	342,389
	ChannelAdvisor Corp	"	30,934	17,579
	Chemed Corp	"	25,381	63,843
	Chevron Corporation	"	90,921	118,053
	Citigroup Inc	"	184,808	222,803
	Cme Group Inc.	"	32,084	46,601
	Coca Cola Co	"	76,026	75,665
	Cognex Corp	"	36,404	48,351
	Comcast Corp-Cl A	"	83,256	116,280
	ConocoPhillips	"	42,812	37,555
	CoStar Group Inc.	"	43,775	78,600
	Diplomat Pharmacy Inc	"	35,786	15,687
	Dollar General Corp	"	335,389	312,575
	Dominion Res Inc Va New	"	80,650	96,503
	Dorman Products	"	32,540	41,644
	Dow Chemical Co	"	81,993	105,456
	Du Pont E I De Nemours & Co	"	59,077	81,547
	Ellie Mae Inc	"	34,145	35,731
	Exelon Corp	"	45,348	51,177
	Exlservice Holdings	"	38,308	38,284
	Exxon Mobil Corp	"	130,400	144,958
	Facebook Inc - A	"	333,690	385,878

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN

EIN: 51-0379588

Plan Number: 002

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Fastenal Co	"	79,444	80,571
	Financial Engines Inc	"	33,577	31,421
	Five Below	"	47,491	51,908
	Gap Inc	"	48,917	37,856
	Gartner Inc Cl A	"	164,613	230,339
	General Elec Co	"	152,669	199,965
	Gentex Corp	"	50,043	80,926
	Goldman Sachs Group Inc	"	56,593	76,385
	Grand Canyon Education Inc	"	52,233	71,601
	Healthcare Svcs Group Inc	"	53,317	68,704
	Healthstream Inc	"	34,197	32,966
	Heico Corporation	"	49,557	63,572
	Hess Corporation	"	61,262	85,088
	Home Depot Inc	"	64,276	101,901
	Honeywell Intl Inc	"	75,459	98,704
	IHS Markit Ltd	"	13,912	50,743
	Innerworkings In	"	34,368	32,554
	Inovalon Holdings Inc-A	"	30,784	17,459
	Intel Corp	"	50,472	65,612
	International Flavors & Fragra	"	32,528	33,464
	International Paper Co	"	33,373	38,150
	J P Morgan Chase & Co	"	183,042	318,583
	Johnson & Johnson	"	50,431	69,126
	Keycorp New	"	47,381	70,869
	Kroger Co	"	96,528	107,154
	Lkq Corp	"	26,599	51,952
	Lockheed Martin Corp	"	62,641	83,230
	Marathon Oil Corp	"	25,752	20,478
	Marathon Petroleum Corp	"	51,403	76,532
	Marsh & McLennan Cos Inc	"	47,954	48,327
	MasterCard Inc-A	"	92,203	129,269
	Maximus Inc Com	"	15,469	38,160
	Mednax Inc	"	27,466	50,395
	Merck & Co Inc	"	102,901	131,987
	MetLife Inc	"	70,205	73,775
	Microsoft Corp	"	106,836	169,207
	Middleby Corp	"	31,759	51,266
	Mondelez International Inc	"	35,084	44,640
	Morgan Stanley	"	123,338	173,986
	Motorola Solutions Inc	"	41,871	54,293
	National Instrs Corp	"	71,905	84,447
	Neogen Corp	"	18,981	47,652
	NextEra Energy	"	74,359	104,766
	Nike Inc Class B	"	276,060	360,486
	Northrop Grumman Corp	"	49,612	102,335
	Novadaq Technologies Inc	"	24,040	15,747
	O'Reilly Automotive	"	168,290	260,035
	Occidental Pete Corp	"	147,807	136,904
	Oracle Corporation	"	397,790	417,644
	Patterson Cos Inc	"	31,482	34,137
	Pfizer Inc	"	196,596	220,864
	Philip Morris International	"	41,148	44,830
	Pra Group Inc	"	52,118	63,420
	Praxair Inc	"	29,156	30,001
	Priceline.Com Inc	"	230,658	280,017
	Procter & Gamble Co	"	63,492	72,225
	Pros Holdings Inc	"	37,085	37,273
	Proto Labs Inc	"	45,860	43,750

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN

EIN: 51-0379588

Plan Number: 002

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Prudential Finl Inc	"	73,735	106,245
	Public Svc Enterprise Group In	"	45,130	47,566
	Qualcomm Inc	"	97,072	92,388
	Quest Diagnostics Inc	"	64,419	79,034
	Raytheon Company	"	56,251	97,980
	Regeneron Pharmaceuticals Inc	"	329,225	335,520
	Reynolds America	"	28,832	37,491
	Rollins Inc	"	20,603	49,657
	Schein Henry Inc	"	32,323	32,011
	Starbucks Corp	"	230,239	360,436
	Stericycle Inc	"	55,076	39,444
	SunTrust Banks Inc	"	105,656	170,364
	TX Cos Inc	"	269,238	311,639
	Travelers Companies Inc	"	48,926	73,330
	Ultimate Software Group Inc	"	33,741	93,363
	Union Pac Corp	"	45,710	54,536
	United Nat Foods Inc	"	60,881	64,995
	United Parcel Service Cl B	"	53,380	67,638
	UnitedHealth Group Inc	"	72,155	98,265
	US Bancorp New	"	86,113	117,791
	Veeva Systems Inc-Class A	"	33,224	49,858
	Verint Sys Inc	"	48,834	36,131
	Verisk Analytics Inc Cl A	"	44,374	57,144
	Verizon Communications	"	81,308	102,169
	Visa Inc-Class A	"	324,465	468,822
	Wabco Hldgs Inc	"	33,616	34,074
	Wells Fargo & Co New	"	144,510	213,110
	Weyerhaeuser Co	"	41,064	40,110
	Zeltiq Aesthetics Inc	"	22,984	34,598
	AAC Technologies H - Unspn AD	"	17,749	26,442
	Accenture Plc Cl A	"	321,314	399,882
	Akbank T.A.S-Adr	"	41,798	22,676
	Ambev SA ADR (Brazil)	"	61,067	41,990
	America Movil S.A.B. De C.V. A	"	32,007	25,706
	Anheuser-Busch Inbev Spons Adr	"	233,588	228,805
	Aon PLC (United Kingdom)	"	131,511	147,554
	Ashtead Group PLC ADR (UK)	"	55,969	66,926
	Assa Abloy Unspn Adr	"	128,023	150,141
	Associated British Foods PLC	"	70,791	57,187
	Astra International ADR (Indon	"	55,651	55,414
	AstraZeneca Plc Adr	"	105,408	101,767
	Baidu Inc Spons Adr	"	61,910	69,381
	Banca Mediolanum Spa-Adr	"	72,639	62,453
	Banco Do Brasil Spons Adr	"	76,091	54,787
	Banco Macro Sa-Adr	"	18,680	48,584
	BB Seguridade Parti ADR (Brazi	"	43,764	31,692
	Bhp Billiton Ltd Adr	"	182,199	171,744
	Bidvest Group LTD-SPONS ADR	"	38,904	29,689
	British Amern Tob Plc Spns Adr	"	211,841	224,551
	Canadian National Railway Co	"	102,727	109,121
	Capgemini Sa Unspn Adr	"	85,110	84,877
	Carlsberg AS-B-SPON ADR	"	114,950	112,639
	China Constr Bk Corp Unspn A	"	94,300	93,756
	China Mobile Limited Spons Adr	"	60,570	57,725
	China Shenhua-Unspn Adr	"	29,220	19,825
	Cie Financiere Rich Unspn Ad	"	73,454	63,259
	Cielo SA-Sponsored ADR	"	57,763	52,409
	Clicks Group Ltd ADR (South Af	"	34,274	46,031

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN

EIN: 51-0379588

Plan Number: 002

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Cnooc Ltd-Adr	"	30,705	22,685
	Commercial Intl Bk Adr	"	22,375	27,281
	Compass Group PLC ADR (UK)	"	132,350	140,698
	Continental AG ADR (Germany)	"	92,982	83,781
	Daiwa House Unspns Adr	"	172,456	202,827
	Diageo Plc Adr	"	60,100	52,698
	Fanuc Ltd Unspns Adr	"	79,582	85,454
	Fresenius Se & Co-Spn ADR	"	99,433	123,422
	Gazprom Spon Adr	"	33,950	23,490
	Gea Group Ag-Spons Adr	"	62,470	57,380
	Imperial Holdings Spons Adr	"	43,743	32,205
	Informa PLC ADR (UK)	"	98,897	98,477
	Invesco Limited	"	44,612	47,088
	Japan Tobacco Inc - Unspn ADR	"	99,091	90,930
	Kasikornbank PCL-Unspn ADR	"	30,540	22,999
	Kb Financial Group Inc Spons A	"	52,151	54,135
	KBC Groep NV ADR (Netherlands)	"	52,658	49,827
	Kddi Corp Unspns Adr	"	94,838	96,941
	Kimberly-Clark De Mexico S.A.B	"	45,532	26,754
	Koc Holding As Unspns Adr	"	45,736	33,778
	Komatsu Ltd	"	74,419	79,242
	Life Healthcare ADR (South Afr	"	23,534	21,160
	Localiza Rent A Car ADR	"	63,316	47,828
	Makita Corp-Spons Adr	"	140,668	160,447
	Mobile Telesystems-Sp Adr	"	71,374	44,657
	Nedbank Group Ltd-Spons Adr	"	38,528	35,994
	Nestle Sa Spons Adr For Reg	"	272,883	256,521
	Netease Com Inc Spons Adr	"	25,673	79,460
	Novartis Ag Sponsored Adr	"	309,601	262,005
	Perusahaan Perseroan Persero A	"	44,891	57,095
	PJSC Lukoil ADR	"	51,184	62,603
	PLDT Inc	"	52,566	21,517
	PPC Ltd-SPD ADR	"	30,084	4,085
	Prudential Plc-Adr	"	248,615	243,395
	Pt Bank Mandiri Unspns Adr	"	57,941	53,251
	Red Electrica Cor-Unspns Adr	"	93,837	92,225
	Relx Plc Spon ADR	"	112,767	117,650
	Ritchie Bros Auctioneers Inc	"	32,397	54,740
	Royal Dutch-Adr A	"	149,610	150,578
	Royal Kpn Nederland Nv Spons A	"	67,156	54,370
	Ryanair Hldgs Plc Adr	"	86,456	102,243
	Ryohin Keikaku Co ADR (Japan)	"	130,752	133,333
	Sampo Oyj-A SHS-Unsp ADR	"	170,068	175,869
	Sanlam Ltd Spons Adr	"	30,906	27,570
	Sap Aktiengesellschaft Spns Ad	"	166,699	166,551
	Sberbank-Sponsor ADR	"	71,192	80,296
	Schlumberger Ltd	"	35,511	49,866
	Semen Gesik ADR	"	36,988	19,532
	Seven & I Holdings-Unspns Adr	"	115,203	110,051
	Shinhan Financial Group Adr	"	47,608	46,674
	Shire Plc Spons Adr	"	201,039	164,757
	Shoptite Holdings Spn ADR	"	32,403	23,384
	Signet Jewelers Ltd	"	88,039	78,330
	Softbank Corp ADR (Japan)	"	122,064	130,254
	Sony Corp Adr	"	87,765	91,294
	Standard Bank Group ADR (South	"	39,256	38,440
	Statoil Asa	"	81,466	88,446
	Stratasys LTD	"	22,515	10,999

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN

EIN: 51-0379588

Plan Number: 002

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Sumitomo Mitsui-Spons ADR	"	172,998	158,706
	Suncor Energy Inc	"	180,577	200,095
	Swedbank AB-ADR	"	109,152	114,168
	Taiwan Semiconductor Spons Adr	"	53,292	80,069
	Telenor Asa Spons Adr	"	127,951	92,138
	Teva Pharmaceutical Inds Ltd A	"	161,379	101,246
	Total S.A. Spon Adr	"	99,424	101,023
	Turk Telekomunikas-Unspoon Adr	"	14,153	11,402
	Turkcell Iletisim Hizmetlerisp	"	40,269	19,686
	Unilever N V -Ny Shares	"	62,290	58,510
	Unilever Plc	"	133,117	133,008
	Valeo Sa-Spons Adr	"	133,617	173,318
	Vinci Sa - Adr	"	129,484	138,276
	Vodacom Group Ltd ADR (South A	"	23,193	22,244
	Weichai Power Co ADR (China)	"	46,807	45,979
	Wolseley PLC ADR (Jersey)	"	137,982	154,546
	Wolters Kluwer N V Spons Adr	"	97,826	114,904
	Woolworths Holdings Ltd	"	33,707	23,687
	Worldpay Group PLC-Unsp ADR	"	102,290	86,934
	YPF S.A. -Sponsored ADR	"	50,887	45,375
	Total common stock		20,497,697	23,300,609
	AQR Managed Futures STR-I	Mutual fund	2,193,909	1,980,233
	Allianz Global Investors Fixed Income R	"	876,010	760,529
	Total mutual funds		3,069,919	2,740,762
	Skybridge Multi Advisor Series G Hedge Fund	Commingled fund	4,917,949	4,541,866
	Total investments on the Form 5500		<u>\$ 40,455,711</u>	<u>\$ 42,746,534</u>

* Indicates party-in-interest to the Plan.