



DASSAULT SYSTEMES

Stock company with a share capital of 118,426,012 euros
Headquarters: 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay
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**REPORT OF THE BOARD OF DIRECTORS TO THE
EXTRAORDINARY GENERAL MEETING OF DECEMBER 15 2010**

Dear Shareholders,

We convened you to this Extraordinary General Meeting in order to propose to you the modification of some provisions of our by-laws relating to:

- the purpose of the Company,
- the allocation of the voting rights between the beneficial owner and the bare owner in case of stripping of the ownership of the shares of the Company,
- the obligation to own at least one share of the Company per director.

1. Firstly, we propose to you to proceed to the update of our business purpose as it appeared in Article 2 of the by-laws in order to take into account the expansion of the activity of the Company to data centers. Indeed, shortly, Dassault Systèmes intends to implement some projects related to the cloud computing.

The purpose would be completed as follows:

“The supply and providing of services of electronic data centers, including the supply of services dedicated to Software as a Service and the exploitation and supply of the corresponding infrastructures.”

2. Secondly, the current version of Article 11 of the by-laws states that, in case of stripping of the ownership, the voting right attached to a share shall belong to the beneficial owner at ordinary shareholders meetings and to the bare owner at extraordinary shareholders meetings.

FREE TRANSLATION – FOR INFORMATION PURPOSE ONLY

We propose to limit the voting right of the beneficial owner to the decisions relating to the allocation of profits. This statutory amendment will allow the shareholders who wish so to benefit from the preferential tax system organized by Article 787 B of the French General Tax Code for deed of gift with reserve of the usufruct.

Article 11 of the by-laws would henceforth specify that:

“In case of stripping of the ownership of the shares, the voting rights attached to the share belongs to the bare owner, except for the decisions relating to the allocation of profits for which it belongs to the beneficial owner.”

3. Thirdly, we propose to delete the obligation to hold at least one share per director as provided in Article 15 of the by-laws. Indeed, such an obligation is not anymore compulsory since August 4, 2008 and is not of interest for the Company and its shareholders.

Thus, we propose to delete Article 15 of the by-laws and to proceed to the re-numbering of the following articles and to the corresponding amendments in the index.

Finally, we propose to grant any and all powers to the bearer of an original, a copy or an excerpt of the minutes of these deliberations for the purpose of carrying out any legal formalities for publication.

You will find further information on the resolutions proposed in the draft of the resolutions submitted to your approval and in the draft of the amended by-laws enclosed to this report.

If you acknowledge these proposals, please adopt the draft of resolutions which has been proposed.

THE BOARD OF DIRECTORS
