

DASSAULT SYSTEMES

Société anonyme with a share capital of 117 866 151 euros
Registered office: 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay - France
Registry of Commerce Number: 322 306 440 Versailles
SIRET: 322 306 440 00213

This is a free translation into English of the Convening Notice issued in the French language and is provided solely for the convenience of English speaking readers.

CONVENING NOTICE TO THE ANNUAL GENERAL MEETING

The shareholders of Dassault Systèmes (the “Company”) are invited to attend the annual General Meeting of Shareholders to be held on Tuesday June 9, 2009 at 3:00 pm, at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France – with the following agenda and resolutions.

Agenda

Ordinary General Meeting

- Approval of the financial statements for 2008;
- Approval of the consolidated financial statements for 2008;
- Allocation of the results for the fiscal year ended December 31, 2008;
- Approval of the regulated agreements (*conventions réglementées*);
- Approval of the regulated agreement (*convention réglementée*) entered into between the Company and Mr. Bernard Charlès;
- Appointment of a new deputy Statutory Auditor, AUDITEX, in place of Mr. François Carrega, who is resigning;
- Ratification of the transfer of the registered office;
- Authorization to purchase shares of the Company;

Extraordinary General Meeting

- Authorization granted to the Board of Directors to reduce the share capital by cancellation of previously repurchased shares in the framework of the share buy-back program;
- Modification of Article 14-2 of the by-laws;
- Delegation to the Board of Directors to increase the share capital by issuance of shares or securities giving right to shares of the Company and to issue securities giving right to debt securities, with preferential subscription right of shareholders;
- Delegation to the Board of Directors to increase the share capital by issuance of shares or securities giving right to shares of the Company and to issue securities giving right to debt securities, without preferential subscription right of shareholders;
- Delegation to the Board of Directors to increase the number of securities to be issued in case of a capital increase with or without preferential subscription right of shareholders;
- Delegation to the Board of Directors to increase the capital by incorporation of reserves, profits or premiums;
- Delegation of powers to the Board of Directors to increase the capital within a limit of 10% with the purpose to compensate contributions in kind;
- Delegation to the Board of Directors to increase the share capital to the benefit of members to a plan d'épargne;

Ordinary and Extraordinary General meeting

- Powers for formalities.

The notice including the resolutions to be approved by the General Meeting of the Shareholders was published in French in the French Bulletin of required legal notices (*Bulletin des Annonces Légales Obligatoires*) n° 42 on April 8, 2009. The draft resolutions in English are contained in Chapter 21 of the Annual Report available on the Dassault Systèmes website (www.3ds.com).

Every shareholder, whatever the number of shares he holds, has the right to participate in the General Meeting.

Instead of being physically present, every shareholder may elect one of the following options:

- giving a proxy to another shareholder or his spouse;
- sending a proxy to the Company with no indication of the representative;
- voting by post.

Nevertheless, in order to attend this General Meeting, to be represented or to vote by post:

1. the holders of registered shares have to be registered (directly or through a financial intermediary) at 0:00 am (Paris time), on the third business day preceding the meeting, i.e. Thursday June 4, 2009 at 0:00 am;
2. the holders of bearer shares have to be registered at 0:00 am (Paris time), on the third business day preceding the meeting, i.e. Thursday June 4, 2009 at 0:00 am. The registration of the shares in bearer accounts held by accredited intermediary must be demonstrated by a certificate (*attestation de participation*) issued by the accredited intermediary to the holder of the shares. This certificate must be attached to the voting form (*formulaire de vote à distance*) or the proxy or admission card (*carte d'admission*) issued under the name of the shareholder. A certificate can also be issued to a shareholder who wishes to participate physically in the meeting and who has not received his admission card on the third business day preceding the meeting.

The shareholders can get a voting form or a proxy and the attached documents by request sent by simple letter to their financial intermediary or the Société Générale, Service des Assemblées, 32, rue du Champ de Tir, BP 81236 - 44312 Nantes Cedex 3, France.

It is reminded that, according to the law and by-laws of the Company:

- request for voting form or proxy must be received by the Company or the Société Générale at least six days prior to the date of the General Meeting;
- voting forms or proxies will be taken into consideration only if they are duly completed and accompanied, as the case may be, by the certificate (*attestation de participation*) and must be received by the Company or the Société Générale, at least three days before the date of the General Meeting;
- a shareholder who has voted by post, sent a proxy or asked for an admission card or a certificate (*attestation de participation*) in the above-mentioned conditions, has no possibility to choose another way of attending the General Meeting.