

Company #

Vote by Internet, Telephone or Mail 24 Hours a Day, 7 Days a Week

Internet and Telephone voting is available through 11:59 PM Eastern Time on December 7, 2010.

Your Internet or Telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your Voting Instruction Card.



INTERNET - www.eproxy.com/dasty

Use the Internet to vote your proxy. Have your Voting Instruction Card in hand when you access the website.



PHONE - 1-800-560-1965

Use any touch-tone telephone to vote your proxy. Have your Voting Instruction Card in hand when you call.



MAIL - Mark, sign and date your Voting Instruction Card and return it in the enclosed postage-paid envelope.

If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your Voting Instruction Card.

DASSAULT SYSTEMES S.A.

**TO THE REGISTERED HOLDERS OF AMERICAN DEPOSITARY RECEIPTS ("ADRs")
REPRESENTING COMMON SHARES OF
DASSAULT SYSTEMES S.A.**

Please refer to the reverse side of this card for the Resolutions to be voted at the Meeting.

FOLD AND DETACH HERE

	FOR	AGAINST		FOR	AGAINST
Res. 1	<input type="checkbox"/>	<input type="checkbox"/>	Res. 3	<input type="checkbox"/>	<input type="checkbox"/>
Res. 2	<input type="checkbox"/>	<input type="checkbox"/>	Res. 4	<input type="checkbox"/>	<input type="checkbox"/>

Address Change Mark box, sign and indicate changes/comments below:

Mark box at right if you wish to give a discretionary proxy to a person designated by the Company.
PLEASE NOTE: Marking the box voids any other instructions marked above.

Sign Below Date: _____

Please sign this Voting Instruction Card exactly as your name(s) appear(s) on the face of this card and on the books of the Depository. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

AGENDA

1. Modification of article 2 of the by-laws: update of the purpose of the Company;
2. Modification of article 11 of the by-laws: modification of the allocation of the voting rights between the beneficial owner and the bare owner;
3. Deletion of article 15 of the by-laws: deletion of the obligation to own one share per director;
4. Power for formalities.

DASSAULT SYSTEMES S.A.
JPMorgan Chase Bank, N.A., Depository
P.O. Box 64506, St. Paul, MN 55164-0506

Voting Instruction Card

JPMorgan Chase Bank, N.A. (the "Depository") has received advice that an extraordinary General Meeting (the "Meeting") of DASSAULT SYSTEMES S.A. (the "Company") will be held at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France, on Wednesday, December 15, 2010, at 4:00 p.m. (Paris Time), for the purposes set forth on this card.

If you are desirous of having the Depository, through its Nominee or Nominees, vote or execute a proxy to vote the Common Shares represented by your ADRs FOR or AGAINST the Resolutions to be proposed at the Meeting, kindly execute and forward to the Depository, the attached Voting Instruction Card. The enclosed postage paid envelope is provided for this purpose. The Voting Instruction Card should be executed in such a manner as to show clearly whether you desire the Nominee or the Nominees of the Depository to vote FOR or AGAINST the Resolutions, as the case may be. You may include instructions to give a discretionary proxy to a person designated by the Company. The Voting Instruction Card MUST be forwarded in sufficient time to reach the Depository before 12:00 p.m., December 8, 2010. Only the registered holders of record at the close of business on November 16, 2010, will be entitled to execute the attached Voting Instruction Card.

The signatory, a registered holder of ADRs representing Common Shares of the Company, of record as of November 16, 2010, hereby requests and authorizes the Depository, through its Nominee or Nominees, to vote or execute a proxy to vote the underlying Common Shares of the Company represented by such ADRs, on the Resolutions at the Meeting.

These instructions, when properly signed and dated, will be voted in the manner directed herein. If you mark the box to indicate that you wish to give a discretionary proxy to a person designated by the Company, the underlying Common Shares represented by your ADRs will be voted by such person in his or her discretion.

NOTE: In order to have the aforesaid shares voted, this Voting Instruction Card MUST be received by the Depository before 12:00 p.m., December 8, 2010.

To view the Meeting materials, please visit the Company's website at:
<http://www.3ds.com/company/finance/shareholders-corner/>.

JPMorgan Chase Bank, N.A., Depository

PLEASE MARK, DATE AND SIGN ON REVERSE SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

Please see reverse side for Voting Instructions.