

DASSAULT SYSTEMES

Société anonyme with a share capital of 120 868 122 €
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 GENERAL MEETING OF THE SHAREHOLDERS

The shareholders of Dassault Systèmes (the “Company”) are invited to attend the annual General Meeting of Shareholders to be held on Thursday May 26, 2011 at 3.00 pm (Paris time), at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France – with the following agenda:

Agenda

Ordinary General Meeting

- Approval of the parent company annual financial statements for 2010;
- Approval of the consolidated financial statements for 2010;
- Allocation of the results for the fiscal year ended December 31, 2010;
- Approval of the regulated agreements (conventions réglementées);
- Approval of a regulated agreement between the Company and Bernard Charlès;
- Renewal of the director’s mandate of Arnoud De Meyer;
- Renewal of the director’s mandate of Jean-Pierre Chahid-Nourai;
- Appointment of Mrs. Nicole Dassault as a new director;
- Appointment of Mrs. Toshiko Mori as a new director;
- Renewal of the appointment of a Statutory Auditor (PricewaterhouseCoopers Audit);
- Appointment of a new Deputy Statutory Auditor (Mr. Yves Nicolas)
- Authorization to repurchase 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 repurchase program;
- 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 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 pre-emptive subscription rights of shareholders by a private placement under II of Article L. 411-2 of the French Monetary and Financial Code;
- 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 for the benefit of members of a plan d'épargne d'entreprise;
- Modification of Article 14 of the by-laws;
- Modification of Article 26 of the by-laws;
- Modification of Article 27 of the by-laws;

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° 41 on April 6, 2011.

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

In order to attend this General Meeting, to be represented or to vote by post, shareholders have to be registered directly or through a financial intermediary on the third business day preceding the meeting at 00 h, Paris time (i.e. on May 23, 2011 at 00 h, Paris time), whether in registered accounts held by the Company or in bearer accounts held by an accredited intermediary.

The registration of the shares in bearer accounts held by accredited intermediary must be demonstrated by a certificate (*attestation de participation*) issued by the accredited intermediary to the holder of the shares.

The shareholders willing to assist personally to the General Meeting may request their admission card:

- for the holders registered directly with the issuer, by sending their request to the Société Générale, Service des Assemblées, 32, rue du Champ de Tir, BP 81236-44312 Nantes Cedex 3, France. In order to be taken into consideration, admission card requests must be received by the Société Générale, Service des Assemblées, at least the third business day prior to the date of the General Meeting (i.e. at least on May 23, 2011). This request may be made by returning the voting form or the proxy on which the admission card request is mentioned.

- for the bearer holders, by sending their request to the financial intermediary who manages their securities account.

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

- giving a proxy to another shareholder, his spouse, his partner with whom a *pacte civil de solidarité* has been registered, or any other individual or legal entity of his choice in accordance with the French legal requirements;
- sending a proxy to the Company with no indication of the representative;
- voting by post.

A voting form or a proxy will be automatically sent by mail to the holders of registered shares (directly or through a financial intermediary).

Holders of bearer shares can get a voting form or a proxy on 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 the 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, i.e. on May 20, 2011 at the latest;
- voting forms or proxies will only be taken into consideration if they are duly completed and accompanied, as the case may be, by the 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, i.e. on May 23, 2011 at the latest.

The shareholders may revoke their proxy, provided that the revocation is transmitted to the Company and is done in the same conditions than those required for the designation of a proxy in accordance with Article R.225-79, paragraph 5 of the French commercial code.

By exception to the above, shareholders may designate or revoke their representative by e-mail sent until the day before the General Meeting at 3.00 p.m. Paris time (i.e. until May 25, at 3.00 p.m.) with an electronic signature within the meaning of the Decree n°2001-272 of March 30, 2001 to the following address DS.Mandataire-AG@3ds.com and including the following information:

- for the holders registered directly with the issuer: last name, first name, address, and login Société Générale (mentioned on the top left of the account report), and the last and first names of the designated or revoked representative; this request can be confirmed on the website www.nominet.socgen.com by connexion with the usual shareholder's logins (select new message with, as object, the subject "General Shareholders Meeting" (*Assemblée Générale*) and the sub-subject "Others" (*Autre*) and indicate again the last and first names of the designated or revoked representative);
- for the holders registered with a custodian or the bearer holders: last name, first name, address, and the full banking references, and the last and first names of the designated or revoked representative; the shareholder will imperatively need to ask to his financial intermediary who manage his securities account to send a confirmation to the "Service des Assemblées" of the Société Générale which he knows the fax details.

In order for the designations or revocations of mandates to be taken into account, confirmations will have to be received on May 23, 2011 at the latest. The above-mentioned e-mail address will only be able to deal with the requests of designation or revocation of representatives, any other request will not be considered.

A shareholder who has voted by post, sent a proxy or asked for an admission card or a certificate (*attestation de participation*) in the abovementioned conditions, has no possibility to choose another way of attending the General Meeting.

The information and documents mentioned in Article R. 225-73-1 of the French Commercial code, in particular the documents intended to be presented to this General Meeting, have been published on the website www.3ds.com on May 5, 2011. They are also available for consultation at the registered office since May 6, 2011.

The draft of the points and the resolutions added to the agenda, presented by shareholders will be published with no delay on the Company's website above-mentioned.

The Board of Directors