

DASSAULT SYSTEMES

Société anonyme with a share capital of € 123 846 961
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 French 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 June 7, 2012 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 2011;
- Approval of the consolidated financial statements for 2011;
- Allocation of the results for the fiscal year ended December 31, 2011;
- Approval of the regulated agreements (*conventions réglementées*);
- Appointment of a new director,
- Determination of the amount of the directors’ fees
- Authorization to repurchase shares of Dassault Systèmes SA;

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;
- Modification of Article 15.2 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 *Bulletin des Annonces Légales Obligatoires* (French Bulletin of required legal notices) n° 40 on April 2, 2012.

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 00:00 a.m., Paris time (i.e. on June 4, 2012 at 00:00 a.m., 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 in person to the General Meeting may request their admission card:

- for the holders registered directly with the issuer, by sending their request to 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 Société Générale, Service des Assemblées, no later than the third business day prior to the date of the General Meeting (i.e. no later than June 4, 2012). 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.

If unable to attend personally the General Meeting, every shareholder may elect one of the three 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 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 Société Générale no later than six days prior to the date of the General Meeting, i.e. on June 1st, 2012 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 Société Générale, no later than three days before the date of the General Meeting, i.e. on June 4, 2012 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 electronic means until the day before the General Meeting at 3.00 p.m. Paris time (i.e. until June 6, at 3.00 p.m.) by sending an e-mail signed with an electronic signature, via an electronic signature process resulting from a trustworthy system enabling the shareholder's identification and guaranteeing his link with the email content to which this signature is attached – the shareholder being responsible for obtaining the electronic certificate or electronic signature keys, to the following address DS.Mandataire-AG@3ds.com and including the information hereafter:

- 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;
- 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 ask his financial intermediary who manages his securities account to send a confirmation to the “*Service des Assemblées*” of Société Générale which he knows the fax details.

In order for the designations or revocations of mandates sent by post to be taken into account, confirmations will have to be received on June 4, 2012 at the latest. The above-mentioned e-mail address will only be able to deal with the requests of representatives’ designation or revocation, 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.

Shareholders may send written questions by registered letter with acknowledgement of receipt, no later than the 4th business day before the General Meeting, i.e. on June 1st, 2012 at the latest, at the registered office to the Chairman’s of the Board attention. An accountant registration certificate must be attached to these questions.

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, will be published on the website www.3ds.com on the 21st day at the latest, prior to the General Meeting, i.e. on May 16, 2012 at the latest. They are also available for consultation at the registered office.

The Board of Directors