

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

PRELIMINARY NOTIFICATION TO THE GENERAL MEETING OF THE SHAREHOLDERS

The shareholders of Dassault Systèmes (the “Company”) are informed that they will be invited to attend the annual General Meeting of Shareholders to be held on Thursday June 7, 2012 at 3.00 pm, at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France – with the following agenda and resolutions:

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.

DRAFT RESOLUTIONS

ORDINARY GENERAL MEETING

FIRST RESOLUTION

Approval of the parent company annual financial statements

The General Meeting, after the reading of the management report of the Board of Directors and the report of the Statutory Auditors, in addition to complementary explanations made orally, hereby approves in all respects the report of the Board and the parent company annual financial statements for the financial year ended December 31, 2011, as they have been presented.

The General Meeting consequently approves any transactions disclosed by such financial statements or summarized in such reports and in particular, in accordance with the provisions of Articles 223 quater and quinquies of the French Tax code, the total amount of non-deductible tax charges, which amounts to €177,650 and results in a corporate income tax of €64,108.

SECOND RESOLUTION

Approval of the consolidated financial statements

The General Meeting, after the reading of the report of the Board of Directors with respect to management of the Group included in the management report and the report related to consolidated financial statements of the Statutory Auditors, in addition to complementary explanations made orally, hereby approves in all respects the report of the Board and the consolidated financial statements for the financial year ended December 31, 2011, as they have been presented.

The General Meeting consequently approves any transactions disclosed by such consolidated financial statements or summarized in such reports.

THIRD RESOLUTION

Allocation of the results

The General Meeting, upon the proposal of the Board of Directors, hereby resolves to allocate the profit of the financial year amounting to €264,795,422.25⁽¹⁾ as follows:

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|--|-------------------|
| • to the legal reserve (to bring it to, at least, 10% of the capital as legally required) | €176,012.49 |
| • for distribution to the 123,846,961 shares making up the corporate capital as of February 29, 2012 of a dividend of (€0.70 × 123,846,961) ⁽²⁾ | €86,692,872.70 |
| • to retained earnings | €177,926,537.06 |
| which, increased by the retained earnings from the prior financial years (€1,217,238,340.63) brings the amount of retained earnings to | €1,395,164,877.69 |

(1) *This profit, increased by the retained earnings from the prior financial years (€1,217,238,340.63) and after allocation to the legal reserve, results in a distributable profit amounting to €1,481,857,750.39.*

(2) *The aggregate amount of dividend will be increased, based on the number of new shares created between March 1, 2012 and the date of the General Shareholders' Meeting of June 7, 2012, consecutively to the exercise of subscription options, it being specified that the maximum number of shares which could be issued upon the exercise of subscription options is 3,671,820, i.e. a maximum amount of supplementary dividend of €2,570,274.00.*

In accordance with the provisions of Article L. 225-210 of the French Code of commerce, the amount of dividend corresponding to the treasury shares of Dassault Systèmes SA or held by SW Securities LLC, a company which is controlled by the Dassault Systèmes group, as of the date of payment shall be allocated to “retained earnings”.

In addition, prior to distribution of the dividend, the Board of Directors, or if so delegated, the Chief Executive Officer will determine the number of additional shares issued as a result of the exercise of subscription options between March 1 and the date of this General Meeting; the amount required for payment of dividends for shares issued during this period shall be taken from “retained earnings”.

The amount distributed may be able to be taken into account for determining shareholders' total revenue subject to the progressive rate of income tax for the year during which it was received (after application of an uncapped deduction of 40% (as provided by Article 158 3 2° of the French Tax Code), or may be subject, on option, to a flat tax withdrawn payment at a 21% tax rate, discharging the payment of income tax (Article 117 quater of the General Tax Code).

Pursuant to Article 243 bis of the French Tax code, it is noted that dividends per share paid over the last three financial years have been as follows:

	2010	2009	2008
Dividend	€0.54	€0.46	€0.46
Number of shares eligible to dividends	123,162,687	118,367,641	118,862,326

FOURTH RESOLUTION

Regulated agreements (conventions réglementées)

The General Meeting, after the reading of the special report of the Statutory Auditors on the agreements governed by Articles L. 225-38 *et seq.* of the French Code of commerce, hereby acknowledges that no such non-authorized agreement was entered into during the financial year 2011, and approves the continuation of the agreements previously approved and which continued during the financial year ended December 31, 2011.

FIFTH RESOLUTION

Appointment of a new director

The General Meeting decides to appoint Mr. Serge Dassault as a member of the Board of Directors for a period of four years. This mandate will expire at the General Meeting of Shareholders approving the financial statements for the financial year ending December 31, 2015.

SIXTH RESOLUTION

Determination of the amount of directors' fees

The General Meeting sets the amount of directors' fees to be distributed among the directors at €320,000 for the current year and the following years until a new decision of the General Meeting. The General Meeting grants full power to the Board of Directors to allocate the directors' fees, in all or in part, in such manner as it may determine.

SEVENTH RESOLUTION

Authorization to repurchase shares of Dassault Systèmes SA

The General Meeting, after the reading of the report of the Board of Directors, authorizes the Board of Directors to repurchase a number of shares representing up to 10% of the share capital of Dassault Systèmes SA at the date of the General Meeting, in accordance with the terms and conditions provided by Articles L. 225-209 *et seq.* of the French Code of commerce.

This authorization may be used by the Board of directors for the following purposes:

- 1° To cancel shares for the purpose of increasing the profitability of shareholders' equity and income per share, subject to adoption by the Extraordinary Shareholders' Meeting of the eighth resolution,
- 2° To provide securities (representing no more than 5% of the share capital of the Company) in payment or in exchange, particularly in connection with external growth transactions,
- 3° To animate the market and provide liquidity of the Company's shares through the intermediary of an investment services provider by means of a liquidity contract complying with an ethical code accepted by the *Autorité des Marchés Financiers*,
- 4° To perform all obligations related to stock options plans or other grants of shares to employees or executive officers of the Company and its affiliates,
- 5° To ensure coverage of the Company's commitments resulting from rights granted to the employees and executive officers to payment in cash based on increases in the market price of the shares of the Company and its affiliates,
- 6° To provide shares upon exercise of rights to the Company's share capital which are attached to issued securities,
- 7° To implement any stock exchange market practice which may be recognized by law or by the *Autorité des Marchés Financiers*.

The acquisition, sale, transfer or exchange of such shares may be effected by any means on the market (whether or not the market is regulated), multilateral trade facilities (MTF) or through a systematic internaliser or over the counter, in particular acquisition of blocks, and at the times deemed appropriate by the Board of Directors or any person acting pursuant to a sub-delegation and according to the law.

Such means shall include use of available cash flow, the use of any derivative financial instrument negotiated on a market (whether or not the market is regulated), multilateral trade facilities (MTF) or through a systematic internaliser or over the counter, and the implementation of optional transactions (purchase and sale of options, provided however that the use of these means does not create a significant increase of the volatility of the stock exchange price).

The maximum amount of funds dedicated to repurchase of shares of the Company may not exceed €500 million, this condition being cumulative with the cap of 10% of the capital of the Company.

Dassault Systèmes SA may not purchase shares at a price per share which exceeds €85 (excluding acquisition costs), and in any case the price per share shall not exceed the maximum price provided by the applicable legal rules, subject to adjustments in connection with transactions on its share capital, in particular by capitalization of reserves and free allocation of shares and/or regrouping or split of shares.

This authorization can be used by the Board of Directors for all the treasury shares held by Dassault Systèmes.

This authorization shall be valid commencing on the date of this General Meeting until the Ordinary General Meeting ruling on the financial statements for the financial year ending December 31, 2012.

The General Meeting hereby grants any and all powers to the Board of Directors with option of delegation when legally authorized, to place any stock orders or orders outside the market, enter into any agreements, prepare any documents including information documents, determine terms and conditions of Company transactions on the market, as well as terms and conditions for purchase and sale of shares, file any declarations, including those required by the *Autorité des Marchés Financiers*, accomplish any formalities, and more generally, carry out any necessary measures to complete such transactions.

The General Meeting also grants any and all powers to the Board of Directors, in case that the law or the *Autorité des Marchés Financiers* appear to extend or to complete the authorized objectives concerning the share repurchase program, in order to inform the public, pursuant to applicable regulations and laws, about the potential changes of the program concerning the modified objectives.

In compliance with the provisions of Articles L. 225-211 and R. 225-160 of the French Code of commerce, the Company or the intermediary in charge of securities administration for the Company shall keep registers which record purchases and sales of shares pursuant to this program.

This authorization shall replace and supersede the previous share repurchase program authorized by the Combined General Meeting of shareholders of May 26, 2011, in its twelfth resolution.

EXTRAORDINARY GENERAL MEETING

EIGHTH RESOLUTION

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

The General Meeting, after the reading of the report of the Board of Directors and the special report of the Statutory Auditors, hereby authorizes the Board of Directors, pursuant to the provisions of Article L. 225-209 of the French Code of commerce to:

- reduce the share capital by cancellation, in one or several transactions, of all or part of the shares repurchased by the Company pursuant to its share repurchase program, up to a limit of 10% of the share capital over periods of twenty-four months;
- deduct the difference between the repurchase value of the cancelled shares and their nominal value from available premiums and reserves.

The General Meeting hereby gives, more generally, all powers to the Board of Directors to set the terms and conditions of such share capital reduction(s), record the completion of the share capital reduction(s) made pursuant to the cancellation transactions authorized by this resolution, amend the by-laws of the Company as may be necessary, file any declaration with the *Autorité des Marchés Financiers* or other institutions, accomplish any formalities and more generally take any necessary measures for the purposes of completing this transaction.

This authorization is granted to the Board of Directors for a period ending at the end of the General Meeting called to approve the financial statements for the financial year ending December 31, 2012.

NINTH RESOLUTION

Amendment of Article 15.2 of the By-laws

After hearing the report of the Board of Directors, the General Meeting decides to modify Article 15.2 of the Company's By-laws, which shall henceforth state as follows:

“The Chairman of the Board of Directors organizes and directs the work of the Board of Directors and reports to the General Meeting of Shareholders. He oversees the proper functioning of the Company's corporate bodies and ensures, in particular, that the Directors are able to carry out their functions.”

ORDINARY AND EXTRAORDINARY GENERAL MEETING

TENTH RESOLUTION

Powers for formalities

The General Meeting hereby grants 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.

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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 am, Paris time (i.e. on June 4, 2012 at 00 am, 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 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, at least the third business day prior to the date of the General Meeting (i.e. at least on 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.

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 to 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 at least six days prior to the date of the General Meeting, i.e. on June 1, 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, at least 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 e-mail sent until the day before the General Meeting at 3.00 pm Paris time (i.e. until June 6, 2012 at 3.00 pm) with an electronic signature resulting from a reliable identification process guaranteeing its link with the contents of the email to which the electronic signature is attached, the shareholder being responsible for obtaining any electronic signature certificates or keys, 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;
- 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 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 made by mail 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 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.

Requests to include points or proposed resolutions in the agenda must be sent to the registered office by registered letter with recorded delivery to the attention of the Chairman of the Board of Directors, within twenty days following the publication of the present notice, i.e. on Monday April 23, 2012 at the latest, for shareholders fulfilling the conditions set up in Article R. 225-71 of the French commercial code (i.e. representing a minimum percentage of the share capital). The Workers' committee may request the inscription of proposed resolutions to the agenda within ten days following the publication of the present notice, i.e. on Thursday, April 12, 2012 at the latest. The request to add a point to the agenda has to be motivated. The request to include proposed resolutions must be accompanied with the text of the resolutions and a brief presentation of them.

These requests have to be accompanied with a certificate of registration (*attestation d'inscription en compte*). It is also reminded that the examination by the General Meeting of Shareholders of the points or the proposed resolutions that will be presented is subject to the communication by the concerned persons, on the third business day preceding the General Meeting at 00 am, Paris time at the latest (i.e. on June 4, 2012 at 00 am, Paris time at the latest), of a new certificate justifying of the registration of their securities in the above-mentioned conditions.

Shareholders may send written questions on the fourth business day preceding the General Meeting at the latest, i.e. on June 1, 2012 at the latest, by registered letter with recorded delivery to the attention of the Chairman of the Board of Directors at the registered office. They imperatively need to be accompanied by a certificate of registration (*attestation d'inscription en compte*).

The information 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 www.3ds.com the 21st day before the General Meeting at the latest, i.e. on May 16, 2012 at the latest. They will also be available for consultation at the registered office.

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