

DASSAULT SYSTEMES

Société anonyme with a share capital of €125,389,266
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 May 30, 2013 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 2012;
- Approval of the consolidated financial statements for 2012;
- Allocation of the results for the fiscal year ended December 31, 2012;
- Option to receive payment of dividends in the form of shares;
- Approval of the regulated agreements (*conventions réglementées*);
- Appointment of a new director;
- 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;
- 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;
- Authorization to the Board of Directors to issue redeemable subscription or purchase warrants (*bons de souscription et/ou d’acquisition d’actions remboursables*, or “BSAARs”) to employees and directors (*mandataires sociaux*) of the Company without preemptive rights for shareholders;
- Delegation to the Board of Directors to increase the capital by incorporation of reserves, profits or premiums;
- Delegation of powers granted to the Board of Directors to increase the capital within a limit of 10% with the purpose to compensate contributions in kind;
- Authorization granted to the Board of Directors to make grants of Company shares to the employees, and to the directors of Dassault Systèmes SA and its related companies;
- Authorization to the Board of Directors to grant stock subscription or purchase options to the employees, and to the directors of Dassault Systèmes SA and its related companies;

- Delegation to the Board of Directors to increase the share capital for the benefit of members of a Company's savings plan;

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 the 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, 2012, 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 Article 223 quater of the French Tax code, the total amount of non-deductible tax expenses and charges referred to in Article 39.4 of the French Tax code, which amounts to €252,927 and results in a corporate income tax of €91,307.

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 Company included in the Management Report and the report related to the 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, 2012, 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 €254,846,866.68⁽¹⁾ as follows:

- | | |
|--|-------------------|
| • to the legal reserve..... | €200,404.81 |
| • for distribution to the 125,389,266 shares making up the corporate capital as of February 28, 2013, of a dividend of | €100,311,412.80 |
| (€0.80 × 125,389,266 shares) ⁽²⁾ | |
| • to retained earnings..... | €154,355,049.07 |
| which, increased by the retained earnings from the prior financial years (€1,395,565,578.69) brings the amount of retained earnings to | €1,549,900,627.76 |

(1) This profit, increased by the retained earnings from the prior financial years (€1,395,565,578.69), results, after allocation to the legal reserve, in a distributable profit amounting to €1,650,212,040.56.

Translation for Information Purpose only

- (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 Meeting of Shareholders of May 30, 2013, 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 1,500,531, i.e. a maximum amount of supplementary dividend of €1,200,424.80.

Shares will be traded ex-dividend as of June 5, 2013 and dividends made payable as from June 28, 2013.

In accordance with the provisions of Article L. 225-210 of the French Commercial Code, 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 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). The dividend shall be subject to a non-discharging withholding of the income tax to the rate of 21% (as provided by Article 117 quarter of the French 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:

	2011	2010	2009
Dividend	€0.70	€0.54	€0.46
Number of shares eligible to dividends	125,026,338	123,162,687	118,367,641

FOURTH RESOLUTION

Option to receive payment of dividends in the form of shares

The General Meeting of Shareholders after reviewing the Board of Directors’ Report, and finding that the capital is fully paid-up, decides to offer each shareholder the possibility of choosing to receive payment of the net dividend decided in the third resolution, and to which he is entitled, in the form of new shares in the Company.

Each shareholder may decide to receive payment of the dividend in cash, or in new shares. The choice may apply only on the amount of the dividend to which he is entitled and according to the fraction he will determine.

If the shareholder chooses to receive payment of the dividend in the form of shares, the new shares will be issued without discount at a price equal to the average of the closing prices quoted on the regulated market of NYSE Euronext Paris during the 20 stock exchange sessions preceding the date of the General Meeting of Shareholders less the net amount of the dividend decided in the third resolution rounded up to the next one hundredth of a euro. Such new shares will be eligible for dividends declared with respect to the period starting January 1, 2013, and will have all the rights and privileges with the other shares issued by Dassault Systèmes SA.

Shareholders may choose payment of the dividend in cash or new shares between June 5, 2013, and June 19, 2013, inclusive by sending their request to the financial intermediaries that are authorized to pay the dividend or, for shareholders listed in the direct registered share accounts held by the Company, to their authorized representative (Société Générale, Securities department, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3. After June 19, 2013, the dividend will only be paid out in cash.

For shareholders who have not chosen payment of the dividend in shares, the dividend shall be paid as from June 28, 2013, after the period for choosing payment in the form of cash or new shares has expired. For shareholders who have chosen to receive payment of the dividend in shares, the new shares will be delivered as of the same day.

Translation for Information Purpose only

If the amount of dividends for which payment in the form of shares has been chosen does not correspond to a whole number of shares, the number of shares to be received by the shareholder will be rounded up to the next whole number upon the shareholder paying the difference in cash on the day the choice to receive payment in the form of shares is made or the number of shares to be received by the shareholder will be rounded down to the next whole number and the shareholder will receive the balance in cash.

The General Meeting of Shareholders gives full powers to the Board of Directors, with the right of sub-delegation to the Chairman of the Board under the conditions stipulated by law, to execute the payment of dividends in new shares, to stipulate the terms of application and implementation, to record the number of new shares issued under this Resolution, to make any necessary changes in the Company's by-laws relating to the share capital and the number of shares it contains, and, more generally, to do whatever may be appropriate or necessary.

FIFTH RESOLUTION

Regulated agreements (conventions règlementées)

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 Commercial Code, approves such report and the new agreements mentioned in it and authorized by the Board of Directors and entered into during the financial year ended December 31, 2012, and acknowledges the information relating to agreements previously approved, which continued to be performed during the financial year ended on December 31, 2013:

- The Agreement on April 25, 2012 for the acquisition of the Gemcom Software International Inc. and all related documents; Dassault Systèmes SA guaranteed the commitments taken by Dassault Systèmes Acquisition Corp, the Canadian subsidiary created for the needs of this acquisition; Mr. Thibault de Tersant, Director of Dassault Systèmes SA was also the Chairman of this subsidiary;
- The Agreement for contribution in kind dated on July 25, 2012, of 1,500 shares of the Dassault Data Services subsidiary by the Chairman of the Board of Directors, Mr. Charles Edelstenne, in favor of the Company.

SIXTH RESOLUTION

Appointment of a new Director

The General Meeting decides to appoint Mrs. Odile Desforges as member of the Board of Directors for a four-year term. This mandate will expire at the General Meeting of Shareholders approving the financial statements for the financial year ending December 31, 2016.

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 Commercial Code.

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 General 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;

Translation for Information Purpose only

- 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 directors of the Company and its affiliates;
- 5) to ensure coverage of the Company's commitments resulting from rights granted to the employees and directors to payment in cash based on increases in the market price of the shares of the Company;
- 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 allowed on the market (whether or not the market is regulated), multilateral trade facilities ("MTF") or through a systematic internalizer 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), MTF or through a systematic internalizer or over-the-counter, and the implementation of optional transactions (purchase and sale of put 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 €130 (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, 2013. 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 Commercial Code, 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 June 7, 2012, in its seventh 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 Commercial Code 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, 2013.

NINTH RESOLUTION

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

The General Meeting, after review of the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) delegates to the Board of Directors, pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 228-91 and L. 228-92 of the French Commercial Code, powers to decide, in one or more transactions, at the time and in the proportions which it deems appropriate, both in France and abroad, the issuance of ordinary shares and/or of any other securities giving right to shares of the Company; it being specified that the Board of Directors may delegate to the Chief Executive Officer, or in agreement with the latter, to one or several Delegate Executive Officers, under the conditions permitted by law, all necessary powers to decide an increase of the share capital;
- 2) resolves that are expressly excluded any issuance of preferred shares and securities giving right to preferred shares;
- 3) resolves that the maximum nominal amount of increases in the share capital to be made either now or in the future pursuant to this delegation shall not exceed €15 million to which may be added the nominal amount of shares to be issued as a supplement to preserve the rights of holders of securities giving right to shares in compliance with applicable legal rules, and as the case may be, with the contractual provisions providing for other adjustment cases;
- 4) further delegates to the Board of Directors the authority to decide on the issuance of securities giving right to debt securities;

- 5) furthermore resolves that the nominal amount of debt securities giving access to the share capital of the Company or to debt securities to be issued pursuant to such delegation, shall not exceed a maximum of €750 million or the corresponding value of such amount in foreign currency or in account units set in reference to several currencies;
- 6) resolves that the shareholders may exercise, subject to the conditions set by law, their preferential subscription right in respect to securities to be issued pursuant to this resolution;
- 7) resolves that in case the subscriptions *à titre irréductible* and, as applicable, *à titre réductible*, have not exhausted the totality of an issue of securities, the Board of Directors may offer all or part of the non-subscribed securities to the public;
- 8) acknowledges that such delegation automatically grants in favor of holders of securities giving right to shares of the Company, the waiver by the shareholders of their preferential subscription rights to the shares to which such securities give right;
- 9) resolves that the sum due or to fall due to the Company for each share issued pursuant to such delegation shall be at least equal to the nominal value of the shares at the date of issuance;
- 10) resolves that the Board of Directors will have the authority, if it deems appropriate, to deduct from any capital surplus specifically to cover the costs and fees arising in connection with the transactions, and to deduct from such amount the sums required to bring the legal reserve to one tenth of the level of the new share capital after each transaction;
- 11) resolves that this delegation shall replace and supersede the previous delegation of the same nature granted by the General Meeting of Shareholders on May 26, 2011, in its fourteenth resolution.

The delegation hereby granted to the Board of Directors shall be valid for a term of 26 months from the date of this Meeting.

TENTH RESOLUTION

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

The General Meeting, after reading of the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) delegates to the Board of Directors, pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 225-148 and L. 228-91 to L. 228-93 of the French Commercial Code, authority to decide, by public offering or, as the case may be, in the event of the approbation a specific resolution by the General Meeting, by an offering set forth in Section II of Article L. 411-2 of the French Monetary and Financial Code, in one or more transactions, at the time and in the proportions which it deems appropriate, both in France and abroad;
 - a) the issuance of shares and/or of any other securities giving right to shares of the Company;
 - b) the issuance of shares or of other securities giving right to shares of the Company to be issued further to the issuance by the companies in which the Company owns directly or indirectly more than half of the share capital of any securities giving right to shares of the Company;
 - c) the issuance of shares or of other securities by the Company giving right to shares of a company in which the Company owns directly or indirectly more than half of the share capital;

Translation for Information Purpose only

The Board of Directors may delegate to the Chief Executive Officer, or in agreement with the latter, to one or several Delegate Executive Officers, under the conditions permitted by law, all necessary powers to decide an increase of the share capital;

This decision shall pertain by law, to the benefit of the holders of securities likely to be issued by the subsidiaries, waiver by the shareholders of the Company of their preferential subscription right to the shares or other securities to which these securities give right;

- 2) resolves that the maximum nominal amount of increases in the share capital likely to be made either now or in the future pursuant to this delegation may not exceed €15 million, to which may be added the nominal amount of shares to be issued as a supplement to preserve the rights of holders of securities giving right to shares of the Company, according to applicable legal rules or as the case may be according to contractual provisions providing for other adjustment cases;
- 3) resolves that the nominal amount likely to be issued pursuant to this delegation will be deducted from the aggregate nominal maximum amount of share capital increases of €15 million set forth pursuant to the ninth resolution of this General Meeting;
- 4) resolves that are expressly excluded any issuance of preferred shares and securities giving right to preferred shares;
- 5) resolves that this capital increase may result from the exercise of an attribution right resulting from any securities issued by any company in which the Company owns directly or indirectly more than half of the capital and in agreement with such company;
- 6) further delegates to the Board of Directors the authority to decide on the issuance of securities giving right to the grant of debt securities;
- 7) furthermore resolves that the nominal amount of debt securities giving right to shares of the Company or to debt securities likely to be issued pursuant to this delegation shall not exceed €750 million or the corresponding value of such amount in foreign currency or in account units set by reference to several currencies, and will be deducted from the maximum of €750 million set forth in the ninth resolution of this General Meeting of Shareholders;
- 8) resolves to suppress the preferential subscription right of shareholders to the securities to be issued, subject to the right of the Board of Directors to grant to the shareholders a priority time period for subscription with respect to all or part of the issuance pursuant to the terms and conditions and within such time periods as it deems appropriate, pursuant to provisions of Article L. 225-135 of the French Commercial Code, this priority time period shall not give rise to the creation of negotiable rights;
- 9) acknowledges that this delegation pertains by law, to the benefit of holders of securities giving right in the future to shares of the Company, the waiver by the shareholders of their preferential subscription right to the shares to which such securities give right;
- 10) resolves that the amount due or to fall due to the Company for each share issued or to be issued pursuant to this delegation, shall be at least equal to the minimum value determined by the applicable rules at the time this delegation is used, this minimum value being currently the weighted average of the share prices on the regulated market of NYSE Euronext Paris during the three trading days preceding the determination of the issue price, which may be discounted by a maximum of 5%, and after correction of this amount to take into account a difference in the date at which the shares give right to dividends;
- 11) resolves that the Board of Directors may use this delegation in whole or in part for the purpose of remunerating securities contributed through a public offer of exchange initiated by the Company, within the limits and subject to the terms and conditions set by Article L. 225-148 of the French Commercial Code;

- 12) resolves that the Board of Directors will have the authority, if it deems appropriate, to deduct from any capital surplus specifically to cover costs and fees arising in connection with the transactions, and to deduct from such amount the sums required to bring the legal reserve to one tenth of the level of the new share capital after each transaction;
- 13) resolves that this delegation shall replace and supersede the previous delegation of the same nature granted by the Combined General Meeting of Shareholders on May 26, 2011, in its fifteenth resolution.

This delegation granted to the Board of Directors shall be valid for a term of 26 months from the date of this Meeting.

ELEVENTH RESOLUTION

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

The General Meeting, after reading of the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) delegates to the Board of Directors, pursuant to the provisions of Article L. 225-136 of the French Commercial Code, authority to decide, in accordance with and under the conditions specified in the tenth resolution of this General Meeting and within a maximum global nominal amount of €15 million, to issue shares or debt securities in an offer under II of Article L. 411-2 of the French Monetary and Financial Code;
- 2) resolves that the maximum nominal amount of increases in capital which may be realized immediately and/or over time under this delegation will be deducted from the total nominal maximum of €15 million fixed under the ninth resolution of this General Meeting of Shareholders;
- 3) resolves that this delegation shall replace and supersede the previous delegation of the same nature granted by the Combined General Meeting of Shareholders on May 26, 2011, in its sixteenth resolution.

This delegation granted to the Board of Directors shall be valid for a term of 26 months from the date of this Meeting.

TWELFTH RESOLUTION

Authorization to the Board of Directors to issue redeemable subscription or purchase warrants (bons de souscription et/ou d'acquisition d'actions remboursables, or "BSAARs") to employees and directors (mandataires sociaux) of the Company without preemptive rights for shareholders

In accordance with the provisions of Article L. 228-91 *et seq.* Article L. 225-129 to L. 225-129-6 and L. 225-138 of the French Commercial Code, after reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting:

- 1) delegates to the Board of Directors, with the option of further delegation, its authority to issue, on one or more occasions, redeemable subscription or purchase warrants (*bons de souscription et/ou d'acquisition d'actions remboursables*, or "BSAARs");
- 2) resolves that the maximum nominal amount of increases in share capital which may be carried out pursuant to this authority shall not exceed €6 million, given that this cap is defined not being taken into account the nominal amount of the shares to be issued, in order to preserve the rights of the holders of the shares giving access to the share capital, pursuant to applicable legislation and regulations and, where applicable, to contractual provisions allowing other adjustment cases;

Translation for Information Purpose only

- 3) resolves that the maximum nominal amount of increases in share capital increases which may be carried out pursuant to this authority immediately or over time shall be deducted from the aggregate nominal maximum amount set forth pursuant to the ninth resolution;
- 4) resolves to cancel shareholders' preemptive subscription rights with respect to the BSAARs and to limit this right to employees and directors (*mandataires sociaux*) of Dassault Systèmes SA and its French and foreign subsidiaries. The Board of Directors will establish to the list of persons authorized to subscribe BSAARs (the "Beneficiaries") as well as the maximum number of BSAARs which each Beneficiary may subscribe;
- 5) acknowledges, that this delegation constitutes a waiver by the shareholders – for the benefit of holders of the BSAARs – of their preemptive right to subscribe shares issued upon the exercise of the BSAARs;
- 6) resolves that the Board of Directors (or the Chief Executive Officer upon delegation by the Board):
 - a) will determine all the conditions of the BSAARs, and in particular their subscription price, which will be set, with the advice of an independent expert, according to the factors affecting their value (i.e., principally the exercise price, the period when they will not be available, their exercise period, their reimbursement trigger point and period, the interest rate, the dividend distribution policy, and the market price and volatility of the Company's shares) as well as the conditions for issuance and the terms and conditions of the subscription contract;
 - b) will determine the subscription or purchase price of the shares upon exercise of the BSAARs, it being specified that the BSAARs will give the right to subscribe, or to purchase, one share of the Company at a price equal to at least 110% of the average of the closing price of the Company's shares during the 20 share trading days preceding the date upon which were set the terms and conditions of the BSAARs and their issuance.

This delegation granted to the Board of Directors shall be valid for a term of 18 months from the date of this Meeting.

THIRTEENTH RESOLUTION

Delegation to the Board of Directors to increase the capital by incorporation of reserves, profits or premiums

The General Meeting, ruling in the conditions of quorum and majority required for ordinary general meetings pursuant to the provisions of Article L. 225-130 of the French Commercial Code, and after review of the report of the Board of Directors:

- 1) delegates to the Board of Directors any and all powers necessary for the purpose of increasing the capital, in one or more transactions, at the time and in the proportions which it deems appropriate, by incorporation of reserves, profits or premiums, or any other sums the capitalization of which is allowed, or by conjunction with a capital increase in cash pursuant to the ninth, tenth or eleventh resolution of this Meeting, by issuing and granting free shares or by increasing of the nominal value of the existing shares, or by combining the two transactions; it being specified that the Board of Directors may delegate to the Chief Executive Officer, or in agreement with the latter, to one or several Delegate Executive Officers, under the conditions permitted by law, all necessary powers to decide an increase of the share capital;
- 2) resolves that the maximum nominal amount of increases in the share capital likely to be made pursuant to this delegation may not exceed €15 million;
- 3) resolves that the nominal maximum amount will be deducted from the nominal aggregate maximum of share capital increases which may be realized pursuant to the ninth delegation of this General Meeting;
- 4) resolves that rights constituting split shares shall not be negotiable and that the corresponding shares shall be sold. The sums collected from such sale being allocated to the holders of those rights within 30 days from the date on which the full number of shares is recorded in their account;

Translation for Information Purpose only

- 5) resolves that the Board of Directors will have the authority, if it deems appropriate, to deduct from any capital surplus specifically to cover any costs and fees arising in connection with the transactions, and to deduct from such amount the sums required to bring the legal reserve to one tenth of the level of the new share capital after each transaction;
- 6) resolves that this delegation shall replace and supersede the previous delegation of the same nature granted by the Combined General Meeting of the Shareholders dated May 26, 2011, in its eighteenth resolution.

This delegation granted to the Board of Directors shall be valid for a term of 26 months from the date of this Meeting.

FOURTEENTH RESOLUTION

Delegation of powers granted to the Board of Directors to increase the capital within a limit of 10% with the purpose to compensate contributions in kind

The General Meeting, after reading of the report of the Board of Directors:

- 1) delegates to the Board of Directors, pursuant to the provisions of Article L. 225-147 of the French Commercial Code, any and all powers necessary to increase the share capital, within a limit of 10% of the share capital, after review of the report of the auditors, with a view to compensate the contributions in kind to the Company of shares or equity-linked securities, when the provisions of Article L. 225-148 of the French Commercial Code are not applicable;
- 2) decides that the Board of Directors shall have any powers to use this delegation, in particular to the effect of determining terms and conditions of authorized transactions and to evaluate contributions, as well as the granting, as the case may be, of specific advantages (*avantages particuliers*), the number of securities to be issued as compensation of the contributions as well as the date at which the securities to be issued shall give right to dividends, of proceeding as applicable with any deduction from contribution premiums, in particular of costs incurred by the realization of the relevant issuances, of acknowledging the realization of the increase of capital and amending the by-laws accordingly, and to take any useful measures and enter into any agreement, accomplish any formalities required for the listing of the issued shares and accomplish any publicity formality;
- 3) resolves that this delegation shall replace and supersede the previous delegation of the same nature granted by the General Meeting of the Shareholders dated May 26, 2011, in its nineteenth resolution.

This delegation to the Board of Directors is valid for a period of 26 months from the date of this Meeting.

FIFTEENTH RESOLUTION

Authorization granted to the Board of Directors to make grants of Company shares to the employees and to the directors of Dassault Systèmes SA and its related companies

The General Meeting, after review of the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) authorizes the Board of Directors, in accordance with Articles L. 225-197-1 *et seq.* of the French Commercial Code, to grant, in one or several transactions, free shares of the Company, existing or to be issued, for the benefit of employees or certain categories of employees, determined amongst eligible employees and directors of the Company or its affiliates as defined by Article L. 225-197-2 of the French Commercial Code;
- 2) resolves that the Board of Directors will determine the identity of the beneficiaries of the grants as well as the conditions and, as the case may be, the criteria for the grants;

Translation for Information Purpose only

- 3) resolves that free share grants made under this authorization may not give rise to a total number of shares greater than 2% of the share capital of the Company at the date of this General Meeting, it being understood that this amount does not take into account possible adjustments which may be made pursuant to applicable legislative and regulatory provisions and, as the case may be, to contractual terms and conditions providing for other cases of adjustment, in order to preserve the rights of the holders of securities or other rights giving access to the share capital of the Company. Toward this end, the General Meeting authorizes, if need be, the Board of Directors to increase the share capital accordingly;
- 4) resolves (a) that the grant of shares to the beneficiaries will be final after the expiration of an acquisition period the duration of which will be determined by the Board of Directors, it being specified that such period may not be less than two years and (b) that the beneficiaries will be required to hold the aforementioned shares for a duration determined by the Board of Directors and which may not be less than two years as from the final grant of the shares. However, and without prejudice to the provisions set forth under Article L. 225-197-1-II of the last paragraph of the French Commercial Code, the General Meeting authorizes the Board of Directors, only where the acquisition period for all or part of one or several grants is at least equal to four years, to provide for a holding period of less than two year or to not provide a holding period for the said shares;
- 5) furthermore resolves that in the event of disability of the beneficiary, as defined under the second or third categories set out in Article L. 341-4 of the French Social Security code, the shares will be definitively granted to the beneficiary before the expiration of the remainder of the acquisition period. The said shares may be freely transferred from the date of their delivery;
- 6) this authorization provides, in favor of the beneficiaries of free share grants, a waiver by the shareholders of their preferential subscription right to the shares which may be issued pursuant to this resolution;
- 7) resolves that the Board of Directors shall have any and all powers, including the power of delegation, subject to legal and regulatory terms, to implement this authorization under the conditions set forth above and within the limits authorized by the laws and regulations in effect, and, in particular, to determine the terms and conditions of each issuance pursuant to this authorization, to set the dates after which the new shares will give right to dividends, to take any measures, as may be decided by it, to protect the rights of the beneficiaries of the free share grants by making appropriate adjustments, to record the resulting capital increases, to amend the by-laws accordingly, and more generally, to carry out any formalities required for the issuances, the listing or the administration of the issued shares and take any measures which may be appropriate and required by applicable law and regulations;
- 8) resolves that this authorization shall be valid for a term of 38 months from the date of this Meeting;
- 9) resolves that this authorization shall replace and supersede the previous authorization of the same nature granted by the Combined General Meeting of Shareholders held on May 27, 2010, in its fifteenth resolution.

SIXTEENTH RESOLUTION

Authorization to the Board of Directors to grant stock subscription or purchase options to the employees and to the directors of Dassault Systèmes SA and its related companies

The General Meeting, after review of the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) authorizes the Board of Directors, in accordance with Articles L. 225-177 *et seq.* of the French Commercial Code, to grant stock options giving right to subscribe new shares or purchase existing shares (the “Options”) to employees and directors (*mandataires sociaux*) of the Company or its affiliates (as defined by Article L. 225-180 of the French Commercial Code), who individually hold less than 10% of the share capital of the Company (hereinafter, the “Beneficiaries”);
- 2) resolves that this authorization shall be valid for a term of 38 months commencing from the date of this Meeting;

Translation for Information Purpose only

- 3) resolves that the maximum number of options which may be granted by the Board of Directors and which have not yet been exercised may not provide entitlement to subscribe or purchase a number of shares exceeding 5% of the share capital. This limit shall be assessed at the time of the grant of the options by the Board considering not only the new options thus offered but also those options which were previously granted and not yet exercised;
- 4) resolves that the list of persons granted Options amongst the Beneficiaries and the number of options granted to each of them shall be freely determined by the Board of Directors;
- 5) acknowledges that, pursuant to the law, no stock subscription or purchase option may be granted during the black-out periods as defined by Article L. 225-177 of the French Commercial Code;
- 6) resolves that the subscription price of the new shares or the purchase price of the existing shares upon exercise of the options shall be determined by the Board of Directors on the day on which the options are granted and that (i) in the case of a grant of options to subscribe shares, this price may not be less than 80% of the average stock price during the twenty (20) stock exchange trading sessions of NYSE Euronext Paris preceding the date when the options are granted and (ii) in the case of a grant of options to buy shares, this price may neither be less than the amount determined as in (i) above, nor less than the average stock price defined by Article L. 225-179 of the French Commercial Code.

The option exercise price, as determined above, may only be modified if the Company carries out a financial or securities transaction of a kind described under Article L. 225-181 of the French Commercial Code. In such case, the Board of Directors shall proceed, in accordance with legal and regulatory conditions, with an adjustment of the price and number of shares to be purchased or subscribed, as the case may be, by the exercise of the options in order to take into account the impact of the transaction in question;

- 7) acknowledges that this authorization includes, in favor of the Beneficiaries of options to subscribe shares, the express waiver by the shareholders of their preferential subscription right to shares which will be issued over time by the exercise of the options;
- 8) grants all powers to the Board of Directors in order to determine the terms and conditions of the Options and, in particular, to determine, without limitation the following:
 - the period for validity of the options, it being understood that the exercise of the options may not take place more than ten years after their date of allocation;
 - the date(s) or periods of exercise of the options, it being understood that the Board of Directors may (a) move forward the dates or periods of exercise of the options, (b) maintain the exercisable nature of the options or (c) modify the dates or periods during which the shares arising from exercise of the options may not be transferred or put in bearer form;
 - any terms prohibiting immediate resale of all or part of shares arising from the exercise of the options, provided that the time limit during which the shares may not be sold may not exceed three years after the date of exercise of the option, without prejudice to the terms set forth under Article L. 225-185 of paragraph 4 of the French Commercial Code;
 - where appropriate, limit, suspend, restrain or prohibit the exercise of options or the transfer of shares or their being put into bearer form, with respect to shares acquired through the exercise of the options during certain periods or following certain events, and its decision may be applied to all or part of the options or shares or concern all or part of the Beneficiaries;
 - define the date, even retroactively, at which the new shares arising from the exercise of the options will give right to dividends;
- 9) resolves that the Board of Directors shall have any and all powers, including the power of delegation, subject to legal terms, to record the capital increase up to the amount of the shares actually subscribed by the exercise of subscription options, amend the by-laws accordingly, and upon its sole discretion deduct the expenses resulting from the increase of capital from the amount of the premium relating to

Translation for Information Purpose only

these transactions and deduct from this amount the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each increase, and carry out any useful formalities required for the listing of the shares thus issued, all filings with the authorities and organizations and take any other measures which may be required;

- 10) resolves that this authorization shall render any unused portion of any prior authorization given to the Board of Directors to grant share subscription or purchase options and, in particular the authorization granted by the Combined General Meeting of Shareholders of May 27, 2010 in its sixteenth resolution.

SEVENTEENTH RESOLUTION

Delegation to the Board of Directors to increase the share capital for the benefit of members of a Company's savings plan

The General Meeting, after reviewing the report of the Board of Directors and the special report of the Statutory Auditors, ruling in accordance with the provisions of Articles L. 3332-1 *et seq.* of the French Labor code and Articles L. 225-138-1 and L. 225-129-6 of the first and second paragraphs of the French Commercial Code:

- 1) delegates to the Board of Directors its power to increase the share capital of the Company, in one or more transactions, upon its sole decision, of a nominal amount not exceeding €5 million, through the issue of new shares or other securities giving access to the share capital of the Company in the conditions set by the law, reserved to the employees of Dassault Systèmes and/or to its affiliates as defined in Article L. 225-180 of the French Commercial Code and in accordance with Article L. 3344-1 of the French Labor code, who are members of a Company's savings plan;
- 2) resolves to cancel the shareholders' preferential subscription rights to the new shares to be issued or other securities giving access to the share capital and to the securities to which the securities issued under this resolution will give a right in favor of the members of the plans defined in the preceding paragraph, and to waive any rights to the shares or other securities which may be granted pursuant to this resolution;
- 3) resolves that the maximum nominal amount which may be issued under this delegation will be deducted from the aggregate nominal maximum of €15 million referred to in the ninth resolution of this General Meeting;
- 4) resolves that the subscription price of the new shares shall be equal to 80% of the average stock price during the twenty (20) stock exchange trading sessions of the regulated market of NYSE Euronext Paris preceding the date of the decision determining the opening date of subscriptions when the time period of non-availability as provided for in the *plan d'épargne* pursuant to Article L. 3332-25 of the French Labor code is less than ten years, and to 70% of this average when such time period of non-availability is equal to or greater than ten years. However, the General Meeting expressly authorizes the Board of Directors, if appropriate in its opinion, to reduce or eliminate the above-mentioned discounts, within the applicable legal and regulatory limits, in order to take into account, inter alia, the applicable local legal, accounting, tax and labor regimes;
- 5) resolves that the Board of Directors may also substitute all or part of the discount by the granting free shares or other securities giving access to the share capital of the Company, existing or to be issued, the total benefit resulting from such grant and, as the case may be, from the above-mentioned discount, not exceeding the total benefit which the members of the *plan d'épargne* would have received if the discount had been 20% or 30%, depending on whether the period of non-availability as provided by the plan is equal to or greater than ten years;
- 6) resolves that the Board of Directors may provide for, pursuant to Article L. 3332-21 of the French Labor code, grants of free shares or other securities giving access to the share capital of the Company, issued or already issued through an employer contribution, it being understood that their total monetary benefit, evaluated at the subscription price, may not exceed the legal or regulatory limits;
- 7) resolves that the characteristics of the other securities giving access to the share capital of the Company shall be determined by the Board of Directors in accordance with regulations;

Translation for Information Purpose only

- 8) resolves that the Board of Directors shall have any and all powers, including the power of delegation and sub-delegation, subject to legal and regulatory terms, subject to the limits and conditions set forth above, to determine all terms and conditions of the transactions, and in particular, to decide the amount to be issued, the issue price, the modalities of each issue; to decide and set the modalities for granting free shares or other securities giving access to the share capital, pursuant to the authorization given above to set the dates for opening and closing of the subscriptions; to set the period granted to the subscribers for the payment of their securities, which shall not exceed three years; to set the date, with or without retroactive effect, after which the securities shall carry dividend rights; to request the listing of the securities wherever it will choose; to record the capital increase up to the amount of the shares actually subscribed; and to take all measures in order to duly carry out the capital increases; to perform all formalities resulting from the capital increases and amend the by-laws accordingly; and upon its sole discretion and if it considers it appropriate, to deduct the expenses resulting from these increases of capital from the amount of the premium relating to the capital increases and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each increase;
- 9) resolves that this delegation shall replace and supersede any previous delegation relating to the increase of share capital for the benefit members of a *plan d'épargne d'entreprise* and in particular the delegation granted by the Combined General Meeting of Shareholders on May 26, 2011, in its twentieth resolution;
- 10) this delegation to the Board of Directors shall be valid for a term of 26 months from the date of this Meeting.

**ORDINARY AND EXTRAORDINARY GENERAL MEETING
EIGHTEENTH 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.

* * *

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 May 27, 2013 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, CS 30812 – 44308 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 May 27, 2013). 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.

Translation for Information Purpose only

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, CS 30812 - 44308 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 May 24, 2013 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 May 27, 2013 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 May 29, 2013 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 May 27, 2013 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 Tuesday April 23, 2013 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

Translation for Information Purpose only

the agenda within ten days following the publication of the present notice, i.e. on Monday, April 15, 2013 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 May 27, 2013 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 May 24, 2013 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 9, 2013 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