

DASSAULT SYSTEMES

Société anonyme with a share capital of €126,330,092
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 26, 2014 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 2013;
- Approval of the consolidated financial statements for 2013;
- Allocation of the results for the fiscal year ended December 31, 2013;
- Option to receive payment of dividends in the form of shares;
- Regulated agreements (*conventions réglementées*);
- Advisory opinion on the compensation elements due or granted with respect to 2013 to Mr. Charles Edelstenne, Chairman of the Board of Directors;
- Advisory opinion on the compensation elements due or granted with respect to 2013 to Mr. Bernard Charlès, Chief Executive Officer;
- Renewal of the director’s mandate of Mr. Charles Edelstenne;
- Renewal of the director’s mandate of Mr. Bernard Charlès;
- Renewal of the director’s mandate of Mr. Thibault de Tersant;
- Determination of the amount of 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;
- Split of the share par value by two;

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 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, 2013, 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 quarter 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 amounted to €311,827 and resulted in a corporate income tax of €118,494.

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 the 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, 2013, 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 €263,440,594.29 ⁽¹⁾ as follows:

• to the legal reserve.....	€183,620.70
• for distribution to the 126,330,092 shares making up the share capital as of March 21, 2014, of a dividend of..... (€0.83 × 126,330,092 shares) ⁽²⁾	€104,853,976.36
• to retained earnings..... which increased by the retained earnings from the prior financial years (€1,550,674,770.17) brings the amount of retained earnings to	€158,402,997.23 €1,709,077,767.40

(1) After allocation to the legal reserve, this profit increased by the retained earnings from the prior financial years (€1,550,674,770.17) results in a distributable profit amounting to €1,813,931,743.76.

(2) The aggregate amount of dividend will be increased, based on the number of new shares created between March 1, 2014 and the date of the General Meeting of Shareholders on May 26, 2014, consecutively to the exercise of shares subscription options, it being specified that the maximum number of shares which could be issued upon the exercise of subscription options is 2,253,205, i.e. a maximum amount of supplementary dividend of €1,870,160.15.

Shares will be traded ex-dividend as of May 30, 2014 and dividends made payable as from June 25, 2014.

Translation for Information Purpose only

In accordance with the provisions of Article L. 225-210 of the French Commercial Code, the amount of the 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 shares 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:

	2012	2011	2010
Dividend	€0.80	€0.70	€0.54
Number of shares eligible to dividends	125,572,474	125,026,338	123,162,687

FOURTH RESOLUTION

Option to receive payment of dividends in the form of shares

The General Meeting of Shareholders after the reading of 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 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 total amount of the dividend to which he is entitled.

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 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 cent of a euro. Such new shares will be eligible for dividends as from January 1, 2014, 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 May 30, 2014 to June 13, 2014, 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 its authorized representative (Société Générale, Securities department, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3). After June 13, 2014, 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 25, 2014, after the period for choosing payment in either 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.

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.

Translation for Information Purpose only

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 provided by law, to carry out 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 of Shareholders, having reviewed the special report of the Statutory Auditors on the agreements governed by Articles L. 225-38 et seq. of the French Commercial Code, acknowledges the report, which did not include any new agreements.

SIXTH RESOLUTION

Advisory opinion on the compensation elements due or granted with respect to 2013 to Mr. Charles Edelstenne, Chairman of the Board of Directors

The General Meeting of Shareholders issues a favorable opinion on the compensation elements due or granted with respect to 2013 to Mr. Charles Edelstenne, Chairman of the Board of Directors, as indicated in the 2013 Annual Report ("*Document de référence*"), under Chapter 5 "Corporate Governance", paragraph 5.3.1 "Compensation of the Company's Directors (*Mandataires Sociaux*)".

SEVENTH RESOLUTION

Advisory opinion on the compensation elements due or granted with respect to 2013 to Mr. Bernard Charlès, Chief Executive Officer

The General Meeting of Shareholders issues a favorable opinion on the compensation elements due or granted with respect to 2013 to Mr. Bernard Charlès, Chief Executive Officer, as indicated in the 2013 Annual Report ("*Document de référence*"), under Chapter 5 "Corporate Governance", paragraph 5.3.1 "Compensation of the Company's Directors (*Mandataires Sociaux*)".

EIGHTH RESOLUTION

Renewal of the term of Mr. Charles Edelstenne

The General Meeting of Shareholders notes that Mr. Charles Edelstenne's term as director expires at this General Meeting of Shareholders and renews his term for four years. This term of office will expire at the General Meeting of Shareholders approving the financial statements for the financial year ending December 31, 2017.

NINTH RESOLUTION

Renewal of the term of Mr. Bernard Charlès

The General Meeting of Shareholders notes that Mr. Bernard Charlès' term as director expires at this General Meeting of Shareholders and renews his term for four years. This term of office will expire at the General Meeting of Shareholders approving the financial statements for the financial year ending December 31, 2017.

TENTH RESOLUTION

Renewal of the term of Mr. Thibault de Tersant

The General Meeting of Shareholders notes that Mr. Thibault de Tersant's term as director expires at this General Meeting of Shareholders and renews his term for four years. This term of office will expire at the General Meeting of Shareholders approving the financial statements for the financial year ending December 31, 2017.

ELEVENTH RESOLUTION

Determination of the amount of Directors' fees

The General Meeting sets the amount of directors' fees to be distributed among the directors at €350,000 for the current financial year and the following financial years until a new decision of the General Meeting. The General Meeting grants any and all powers to the Board of Directors to allocate the directors fees, in all or in part, in such manner as it may determine.

TWELFTH 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 thirteenth 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 grants 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 share price 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 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.

Translation for Information Purpose only

Dassault Systèmes SA may not purchase shares at a price per share which exceeds €150 (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, 2014. 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 accordance 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 May 30, 2013, in its seventh resolution.

EXTRAORDINARY GENERAL MEETING

THIRTEENTH 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, any and 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, 2014.

FOURTEENTH RESOLUTION***Split of the share par value by two***

The General Meeting of Shareholders, after the reading of the report of the Board of Directors, hereby decides to divide the par value of the Dassault Systèmes shares in two. Consequently, the General Meeting of Shareholders:

- decides that the par value of the share will be decreased from €1.00 to €0.50;
- decides that the number of outstanding shares will be multiplied by two while the share capital remains unchanged;
- decides that each share of a par value of €1.00 comprising the share capital on the date of the stock split will be replaced by two shares of a par value of €0.50 each, without this exchange resulting in any change in the current relationship between the Company and its shareholders and, where applicable, between the Company and any holder of rights or securities giving access to its share capital;
- acknowledges that the stock split and the corresponding allotment of new shares to shareholders do not impact the rights of the shares as set forth in the Company's by-laws; the new shares will have the same rights as the former shares that they replace, particularly with respect to shares that have been held in registered form for at least two years that will keep their double voting rights;
- gives any and all powers to the Board of Directors, with the right of sub-delegation under the conditions provided by law, to:
 - 1) set the date of this split in par value which will be after June 2014;
 - 2) determine as of such date the exact number of new shares of a par value of €0.50 to be issued in relation to the number of existing shares of a par value of €1.00 and to exchange the new shares against existing shares;
 - 3) make any necessary adjustments brought about by this split, particularly with respect to (i) adjustments in the number of shares that may be delivered to the beneficiaries of subscription or purchase options awarded prior to the stock split as well as in the exercise price of these options and (ii) adjustments in the number of free shares granted to certain employees or directors prior to the stock split, in accordance with articles L. 225-197-1 et seq. of the French Commercial Code;
 - 4) amend article 6 "Share capital" of the by-laws; and
 - 5) carry out all formalities and more generally do everything useful or necessary, either directly or through a duly authorized agent, in order to implement this decision.

ORDINARY AND EXTRAORDINARY GENERAL MEETING**FIFTEENTH 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 General Meeting at 00:00 am, Paris time (i.e. on May 21, 2014 at 00:00 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 21, 2014). 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:

1. giving a proxy to any person of his choice in accordance with the French legal requirements;
2. sending a proxy to the Company with no indication of the representative;
3. 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 meeting, i.e. on May 20, 2014 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 23, 2014 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 25, 2014 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;

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- 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 23, 2014 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.

In accordance with the provisions of Article L.225-126 I of the French commercial code, it is reminded that any person holding alone or in concert, pursuant to one or several temporary transfer transactions relating to these shares or any transaction entailing a right or obligation to resell or return these shares to the transferor, a number of shares representing more than two-hundredth of the voting rights, shall inform the Company and the *Autorité des marchés financiers*, on the third business day preceding the General Meeting at 00:00 am, Paris time at the latest (i.e. on May 21, 2014 at 00 am, Paris time at the latest) and when the agreement organizing this transaction remains effective on that date, of the total number of shares temporarily held. In case of failure to inform under the conditions described above, the shares are deprived from their voting rights for the relevant General Meeting and for any further General Meeting that would be held until said shares are resold or returned.

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 22, 2014 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 10, 2014 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 00:00 am, Paris time at the latest (i.e. on May 21, 2014 at 00:00 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 20, 2014 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 5, 2014 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