

DASSAULT SYSTEMES

Société anonyme with a share capital of € 127,615,339
Registered office: 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay – France
Registry of Commerce Number: 322 306 440 RCS Versailles
SIRET: 322 306 440 00213

This is a free translation into English of the Convening Notice issued in French and is provided solely for the convenience of English speaking readers.

CONVENING NOTICE TO THE GENERAL MEETING OF THE SHAREHOLDERS

The shareholders of Dassault Systèmes (the “**Company**”) are invited to attend the annual General Meeting of Shareholders to be held on Thursday May 28, 2015 at 3.00 pm (Paris time), at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France – with the following agenda:

Ordinary General Meeting

- Approval of the parent company annual financial statements for 2014;
- Approval of the consolidated financial statements for 2014;
- Allocation of the results for the fiscal year ended December 31, 2014;
- Option to receive payment of dividends in the form of shares;
- Regulated agreements (*conventions règlementées*);
- Regulated agreement (*convention règlementée*) between the Company and Bernard Charlès;
- Advisory opinion on the compensation elements due or granted with respect to 2014 to Mr. Charles Edelstenne, Chairman of the Board of Directors;
- Advisory opinion on the compensation elements due or granted with respect to 2014 to Mr. Bernard Charlès, Chief Executive Officer;
- Renewal of the term of Mr. Jean-Pierre Chahid-Nourai;
- Renewal of the term of Mr. Arnoud De Meyer;
- Renewal of the term of Ms. Nicole Dassault;
- Renewal of the term of Ms. Toshiko Mori;
- Ratification of the co-option of Ms. Marie-Hélène Habert as 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;
- Authorization of the Board to increase the share capital through the issue of shares or securities giving access to other equity securities of the Company or giving rights to debt securities and to issue securities giving access to equity securities of the Company to be issued, with pre-emptive rights;
- Authorization of the Board to increase the share capital through the issue of shares or securities giving access to other equity securities of the Company or giving rights to debt securities and to issue securities giving access to equity securities of the Company, without the pre-emptive right of shareholders and through an offer to the public;
- Authorization of the Board of Directors to increase the share capital through the issue of shares or securities giving access to other equity securities or giving rights to debt securities and to issue securities giving access to equity securities to be issued, without pre-emptive rights, in the form of a private placement, as referred to in section II of Article L. 411-2 of the French Monetary and Financial Code;
- Authorization given to the Board of Directors to increase the share capital by incorporation of reserves, profits or premiums;
- Authorization of the Board of Directors to increase the capital through the issue of shares or equity securities giving access to other equity securities or giving rights to debt securities and securities giving access to equity securities to be issued, up to the limit of 10%, to remunerate contributions in kind of shares or equity-linked securities;

- 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 of the Board of Directors to increase the share capital for the benefit of members of a corporate savings plan, without pre-emptive rights;
- Amendments to by-laws;
- Approval of the conversion of the Company into a European company (*Societas Europaea*), and the terms of the conversion plan and intention to leave unchanged the Board of Directors, the Statutory Auditors and the authorizations granted to the Board of Directors by the General Meeting of Shareholders;
- Approval of the name of the Company in its new form as a European company;
- Approval of the by-laws of the Company in its new form as a European company.

Ordinary and Extraordinary General Meeting

- Powers for formalities.

The preliminary notice including the resolutions to be approved by the General Meeting of the Shareholders was published in French in the *Bulletin des Annonces Légales Obligatoires* (French Bulletin of required legal notices) n° 38 on March 30, 2015.

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 prove the registration of their shares directly on their behalf or through a financial intermediary on the second business day preceding the meeting at 0:00 a.m., Paris time (i.e. on May 26, 2015 at 0:00 a.m., Paris time), whether in registered accounts held by the Company or in bearer accounts held by an accredited intermediary.

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

The shareholders willing to assist 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. no later than May 25, 2015). This request may be made by returning the voting form or the proxy on which the admission card request is mentioned; a certificate (*attestation de participation*) is also delivered to the shareholder willing to attend the General Meeting in person and who has not received its admission card on the second business day preceding the General Meeting at 0:00 a.m., Paris time (i.e. on May 26, 2015 at 0:00 a.m. Paris time);
- 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 three following options:

- giving a proxy to any person 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 22, 2015 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 26, 2015 at the latest (May 25 being a bank holiday).

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

By exception to the above, shareholders may designate or revoke their representative by e-mail sent until the day before the General Meeting at 3.00 p.m. Paris time (i.e. until May 27, 2015 at 3.00 p.m.) with an electronic signature resulting from a reliable identification process guaranteeing its link with the contents of the e-mail 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 ask his financial intermediary who manages his securities account to send a confirmation to the “*Service des Assemblées*” of Société Générale which he knows the fax details.

In order for designations or revocations of mandates made by mail to be taken into account, confirmations will have to be received on May 25, 2015 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 Dassault Systèmes 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 second business day preceding the General Meeting at 0:00 am, Paris time at the latest (i.e. on May 26, 2015 at 0:00 a.m., 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.

Shareholders may send written questions on the fourth business day preceding the General Meeting at the latest, i.e. on May 22, 2015 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 7, 2015 at the latest. They will also be available for consultation at the registered office.

The Board of Directors