

DASSAULT SYSTEMES

Société anonyme with a share capital of 118 426 012 euros
Registered office: 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay – France
Registry of Commerce Number: 322 306 440 Versailles
SIRET: 322 306 440 00213

This is a free translation into English of the Convening Notice issued in the French language 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 to an Extraordinary General Meeting of Shareholders to be held on Wednesday December 15, 2010 at 4.00 pm, at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France – with the following agenda and resolutions:

- Modification of Article 2 of the by-laws: update of the purpose of the Company;
- Modification of Article 11 of the by-laws: modification of the allocation of the voting rights between the beneficial owner and the bare owner;
- Deletion of Article 15 of the by-laws: deletion of the obligation to own one share per director;
- Powers for formalities.

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The notice including the resolutions to be approved by the General Meeting of the Shareholders was published in French in the French Bulletin of required legal notices (*Bulletin des Annonces Légales Obligatoires*) n° 134 on November 8, 2010.

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 h, Paris time (i.e. on December 10, 2010 at 00 h, 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.

Instead of being physically present to the General Meeting, every shareholder may elect one of the following options:

- giving a proxy to another shareholder or his spouse;
- 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 the Société Générale, Service des Assemblées, 32, rue du Champ de Tir, BP 81236-44312 Nantes Cedex 3, France.

It is reminded that, according to the law and the by-laws of the Company:

- request for voting form or proxy must be received by the Company or the Société Générale at least six days prior to the date of the General Meeting, i.e. on December 9, 2010 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 the Société Générale, at least three days before the date of the General Meeting, i.e. on December 12, 2010 at the latest.

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 December 14, at 3.00 p.m.) with an electronic signature within the meaning of the Decree n°2001-272 of March 30, 2001 to the following address DS.Mandataire-AGE2010@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; this request will imperatively need to be confirmed on the website www.nominet.socgen.com by connexion with the usual shareholder's logins (select new message with, as object, the subject "General Shareholders Meeting" (*Assemblée Générale*) and the sub-subject "Others" (*Autre*) and indicate again 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 manage his securities account to send a confirmation to the "Service des Assemblées" of the Société Générale which he knows the fax details.

In order for the designations or revocations of mandates to be taken into account, confirmations will have to be received on December 12, 2010 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 above mentioned conditions, has no possibility to choose another way of attending the General Meeting.

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, have been published on www.3ds.com on November 24, 2010. They are also available for consultation at the registered office.

The draft of the resolutions presented by shareholders will be published with no delay on this website.

The Board of Directors