

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.

DASSAULT SYSTEMES

Société européenne with a share capital of € 127 708 193.50
Registered office: 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay – France
Registry of Commerce Number: 322 306 440 RCS Versailles
SIRET: 322 306 440 00213

CONVENING NOTICE TO THE GENERAL MEETING OF THE SHAREHOLDERS

The shareholders of Dassault Systèmes (the “**Company**”) are invited to attend the Extraordinary General Meeting of Shareholders (the “**General Meeting**”) to be held on Friday September 4, 2015 at 2.30 pm (Paris time), at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France – on the following agenda:

- Authorization granted to the Board of Directors to grant shares of the Company to certain employees and directors of Dassault Systèmes SE 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 the by-laws (update of the corporate purpose),
- Powers for formalities.

The preliminary notice including the resolutions to be approved by the General Meeting was published in French in the *Bulletin des Annonces Légales Obligatoires* (French Bulletin of required legal notices) n° 88 on July 24, 2015.

Each shareholder, regardless the number of shares it holds, has the right to participate to the General Meeting.

In order to attend this General Meeting, to be represented or to vote by post, shareholders have to evidence that they are registered personally or through a financial intermediary on the second business day preceding the General Meeting at 00:00 am, Paris time (i.e., on September 2, 2015 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 the accredited intermediary must be demonstrated by a certificate (*attestation de participation*) issued by such accredited intermediary.

The shareholders willing to attend personally 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 September 1, 2015). This request may be made by returning the post 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 00:00 am, Paris time) (i.e., on September 2, 2015 at 00:00 am, Paris time);

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- for the holders of bearer shares, by sending their request to the financial intermediary who manages their securities account.

Instead of being physically present to the General Meeting, each shareholder may elect one of the 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 post to the holders of registered shares (directly or through a financial intermediary).

Holders of bearer shares can obtain 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 August 29, 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 September 1, 2015 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 September 3, 2015 at 3.00 pm, Paris time) 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 related, 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 request its financial intermediary which 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 September 1, 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.

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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 second business day preceding the General Meeting at 00:00 am, Paris time at the latest (i.e., on September 2, 2015 at 00:00 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.

Shareholders may send written questions on the fourth business day preceding the General Meeting at the latest, i.e., on August 31, 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 the 21st day before the General Meeting at the latest, i.e., on August 14, 2015 at the latest, are published on www.3ds.com. They are also available for consultation at the registered office.

The Board of Directors