

**DASSAULT SYSTEMES**

*Société européenne* with a share capital of €31,463,984  
Registered office: 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay – France  
Registry of Commerce Number: 322 306 440 Versailles  
SIRET: 322 306 440 00213

**CONVENING NOTICE TO THE GENERAL MEETING OF THE SHAREHOLDERS**

The shareholders of Dassault Systèmes (the “**Company**”) are informed that they will be invited to attend the Combined General Meeting of Shareholders to be held on Thursday May 23, 2019 at 3.00 pm, at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France (the “**General Meeting**”)– on the following agenda and resolutions:

***Ordinary General Meeting:***

- Approval of the parent company annual financial statements,
- Approval of the consolidated financial statements,
- Allocation of the results,
- Related-party agreements (*conventions réglementées*),
- Policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Chairman of the Board,
- Policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Vice-Chairman of the Board and Chief Executive Officer,
- Compensation elements due or granted with respect to 2018 to Mr. Charles Edelstenne, Chairman of the Board,
- Compensation elements due or granted with respect to 2018 to Mr. Bernard Charès, Vice-Chairman of the Board and Chief Executive Officer,
- Re-appointment of Mrs. Catherine Dassault,
- Re-appointment of Mrs. Toshiko Mori,
- Authorization to repurchase Dassault Systèmes’s shares,

***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 of authority to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to the Company’s other equity securities or granting entitlement to the allocation of debt securities and to issue securities giving access to Company equity securities to be issued, with preferential subscription rights for shareholders,
- Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving right to the Company’s share capital or granting entitlement to the allocation of debt securities and to issue securities giving right to equity securities to be issued, without the shareholders’ preferential subscription rights and by means of a public offering,
- Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving right to other equity securities or giving right to the allocation of debt securities and to issue securities giving right to equity capital to be issued, without preferential shareholder subscription rights, under a private placement offering referred to in II of Article L. 411-2 of the French Monetary and Financial Code,
- Delegation of authority granted to the Board of Directors to increase the number of securities to issue in the case of a share capital increase with or without preferential subscription rights,
- Delegation of authority granted to the Board of Directors to increase the capital by incorporating reserves, profits or premiums,
- Delegation of powers granted to the Board of Directors to increase the capital by issuing shares or equity securities giving right to other equity securities or giving right to the allocation of debt securities as well as securities giving right to equity securities to be issued, within the limit of 10%, to remunerate contributions in kind of shares,
- Authorization granted to the Board of Directors to grant share subscription and purchase options to executive officers and employees of the Company and its affiliated companies entailing that shareholders waive their preferential subscription rights,
- 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,

***Both Ordinary and Extraordinary General Meeting:***

- Powers for formalities.

---

The preliminary notification comprising the text of the draft resolutions has been published in the Bulletin des Annonces Légales Obligatoires n° 38 of March 29, 2019.

Each shareholder, regardless of 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 May 21, 2019 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 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 the latest on the third business day prior to the date of the General Meeting (i.e., at the latest on May 20, 2019). 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 May 21, 2019 at 00:00 am, Paris time). This request may be made by returning the post voting form or the proxy on which the admission card request is mentioned;
- 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, 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 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 May 17, 2019 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 20, 2019 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 22, 2019 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](mailto: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 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 post mail to be taken into account, confirmations will have to be received on May 20, 2019 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 second business day preceding the General Meeting at 00:00 am, Paris time at the latest (i.e., on May 21, 2019 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 May 17, 2019 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*).

***Translation for information purpose only***

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](http://www.3ds.com) the twenty-first day before the General Meeting at the latest, i.e., on May 2, 2019 at the latest. They will also be available for consultation at the registered office.

*The Board of Directors*