

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

NOTIFICATION 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.

DRAFT RESOLUTIONS

FIRST RESOLUTION

Modification of Article 2 of the by-laws (update of the purpose of the Company)

The General Meeting, after review of the report of the Board of Directors, resolves to update the purpose of the Company and thus to modify Article 2 of the by-laws as follows:

“Article 2 - PURPOSE

The purpose of the Company, in France as well as abroad, shall be as follows:

- *the development, producing, marketing, purchase, sell, rental and providing of after-sale service of computer hardware and/or software,*
- *the supply and providing of services to users specifically in the area of training, demonstration, methodology, display and utilization,*
- *the supply and providing of services of electronic data centers, including the supply of services dedicated to Software as a Service and the exploitation and supply of the corresponding infrastructures, and*
- *the supply and sell of computer resources, together or separate from software or services,*

in the areas of computer-aided manufacturing and design, the management of the lifecycle of products, collaborative work, technical databases, the management of manufacturing processes, and software development tools as well as in any extension of these areas.

The purpose of the Company shall also be:

- *the creation, acquisition, rental and management-lease of any on-going business, signing leases, and the establishment and operation of any facilities,*
- *the acquisition, operation or sale of any industrial or intellectual property rights as well as any knowhow in the field of computers, and*
- *more generally, taking an interest in any business or company created or to be created, as well as in any legal, economic, financial, industrial, civil commercial, personal or real property enterprise connected directly or indirectly, in whole or in part, with the purposes above or any similar or related purposes.”*

SECOND RESOLUTION

Modification of the allocation of the voting rights between the beneficial owner and the bare owner (Article 11 of the by-laws)

The General Meeting, after review of the report of the Board of Directors, resolves to statutory organize that the voting right attached to the each share will belong to the bare owner, except for the decisions relating to the allocation of profits.

Article 11 of the by-laws “*Indivisibility of shares*” will henceforth provide as follows:

“Shares shall be indivisible with respect to the Company. Joint-owners of shares shall be represented at shareholders meetings by one of them or by a common agent of their choice. In the absence of any agreement between them as to the choice of an agent, such agent shall be appointed by Order of the Chief Judge of the Commercial Court ruling in chambers at the request of the more diligent joint-owner.

In case of stripping of the ownership of the shares, the voting rights attached to the share belongs to the bare owner, except for the decisions relating to the allocation of profits for which it belongs to the beneficial owner.

The shareholder's right to have access to corporate documents or to consult them may also be exercised by each joint owner of shares, by the beneficial owner and the bare owner of shares.”

THIRD RESOLUTION

Deletion of the obligation to own one share per director (Article 15 of the by-laws)

The General Meeting, after review of the report of the Board of Directors, resolves to delete the obligation for each director to own at least one share throughout his entire term of office.

Consequently, Article 15 of the by-laws “*Shares of directors*” is deleted purely and simply and it is proceeded to the re-numbering of the following articles and to the corresponding amendments of the index.

FOURTH RESOLUTION

Powers for formalities

The General Meeting, after review of the report of the Board of Directors, 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 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 abovementioned conditions, has no possibility to choose another way of attending the General Meeting.

Requests to include proposed resolutions in the agenda, together with the text of the resolutions and a presentation of them, must be sent to the registered office by registered letter with recorded delivery to the attention of the Chairman of the Board of Directors, 25 days prior to the General Meeting at the latest, i.e. on November 20, 2010 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), and within ten days following the publication of the present notice for the Workers' committee.

These requests have to be accompanied with a certificate of registration (*attestation d'inscription en compte*). It is also reminded that the examination of the proposed resolutions by the Board of Directors is subject to the communication by the concerned persons, on the third business day preceding the General Meeting at 00 h, Paris time at the latest (i.e. on December 10, 2010 at 00 h, 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 December 9, 2010, by registered letter with recorded delivery to the attention of the Chairman of the Board of Directors. 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 November 24 at the latest. They will also be 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