

**DASSAULT SYSTEMES**

A European Company (*Societas Europaea, SE*) with a share capital of €133,527,555.30  
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 the Company’s combined general meeting of shareholders will be held on Wednesday May 24, 2023 at 3:00 pm (**Paris time**) (the “**General Meeting**”)–, at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France with the agenda hereafter.

***Ordinary General Meeting:***

1. Approval of the parent company annual financial statements,
2. Approval of the consolidated financial statements,
3. Allocation of profit,
4. Related-party agreements,
5. Reappointment of the Principal Statutory Auditor,
6. Compensation policy for corporate officers (*mandataires sociaux*),
7. Compensation elements paid or granted in 2022 to Mr. Charles Edelstenne, Chairman of the Board of Directors until January 8, 2023,
8. Compensation elements paid or granted in 2022 to Mr. Bernard Charlès, Vice chairman of the Board of Directors and Chief Executive Officer until January 8, 2023,
9. Approval of the information contained in the corporate governance report and relating to the compensation of corporate officers (*mandataires sociaux*) (Article L. 22-10-9 of the French Commercial Code),
10. Reappointment of Ms. Catherine Dassault,
11. Appointment of a new director,
12. Authorization to repurchase Dassault Systèmes’ shares

***Extraordinary General Meeting:***

13. Authorization granted to the Board of Directors to reduce the share capital by cancellation of previously repurchased shares in the framework of the share buyback program,
14. Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving entitlement to the allocation of debt securities and to issue marketable securities giving access to the Company’s equity securities to be issued, with preferential subscription rights for shareholders,
15. Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving entitlement to the allocation of debt securities and to issue securities giving access to equity securities to be issued, without preferential subscription rights for shareholders and by way of a public offering other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code,
16. Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and to issue marketable securities giving access to equity securities to be issued, without preferential subscription rights for shareholders, under a public offering referred to in Article L. 411-2 1° of the French Monetary and Financial Code,
17. Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event of a share capital increase with or without preferential subscription rights,
18. Delegation of authority granted to the Board of Directors to increase the share capital by incorporation of reserves, profits or premiums,
19. Delegation of powers granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities as well as to marketable securities giving access to equity securities to be issued, up to a maximum of 10%, to remunerate contributions in kind of shares,
20. Authorization granted to the Board of Directors to allocate Company shares to corporate officers (*mandataires sociaux*) and employees of the Company and its affiliated companies, entailing automatically that shareholders waive their preferential subscription rights,
21. 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,
22. Authorization of the Board of Directors to increase the share capital for the benefit of members of a corporate savings plan, without preferential subscription rights,
23. Delegation of authority granted to the Board of Directors to increase the share capital for the benefit of a category of beneficiaries, without preferential subscription rights, under an employee shareholding plan,

**Both Ordinary and Extraordinary General Meeting:**

24. Powers for formalities.

**The text of the resolutions proposed by the Board of Directors to the General Meeting of Shareholders of May 24, 2023 is mentioned in the preliminary notification of the Company, published on April 17, 2023 in the *Bulletin des Annonces Légales Obligatoires* n°46, advertisement n°2300921.**

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, 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 22, 2023 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 an attendance certificate (*attestation de participation*) issued by the latter.

To participate in this General Meeting, the shareholders may elect one of the following options:

1. physically attend the General Meeting; or
2. voting by post or electronically via the VOTACCESS secured platform **prior to** the General Meeting, or
3. giving a proxy to the Chairman of the General Meeting or to any person of his/her choice.

**Physical participation in the General Meeting**

Shareholders willing to personally attend the General Meeting request an admission card:

- **for holders of registered shares**, by sending their request to Société Générale, Service des Assemblées, CS 30812 – 44308 Nantes Cedex 3, France. These requests must be received by Société Générale, Service des Assemblées, to be taken into account, the third day prior to the General Meeting at the latest (i.e., **at the latest on May 21, 2023**) with a pre-paid envelop attached to the convening notice or by simple letter. This request can be carried out by forwarding the voting form on which the request for an admission card can also be found;
- **for holders of bearer shares**, by liaising with their accredited financial intermediary. A certificate is also provided to the shareholder willing to attend physically the General Meeting and who did not receive its admission card on the second business day at 00:00 am, Paris time prior to the General Meeting (i.e., on **May 22, 2023 at 00:00 am**).

Shareholders who access to the VOTACCESS platform may request their admission card via this platform until **May 23, 2023 at 3:00 pm** Paris time.

**Vote by post**

For holders of bearer shares, the voting form will be forwarded to them upon request by simple letter to their accredited financial intermediary. The voting form will also be available on the website of Dassault Systèmes.

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

- request for voting form must be received by Société Générale **at least six days** prior to the date of the General Meeting, i.e., on **May 18, 2023** at the latest;
- voting forms will only be taken into consideration if they are duly completed, signed and accompanied, as the case may be, by the attendance certificate (*attestation de participation*) and must be received by Société Générale, **at least three days** prior to the date of the General Meeting, i.e., on **May 21, 2023 at the latest**.

**Vote by internet**

Shareholders may **vote electronically via the VOTACCESS** platform which will be opened from **May 5, 2023 at 9:00 am.**, Paris time, until **May 23, 2023 at 3:00 pm**, Paris time. Shareholders are advised not to wait until the last days before the General Meeting to enter their instructions.

Only the holders of bearer shares whose financial intermediaries have adhered to the VOTACCESS system and propose this service for this General Meeting, may get access to it. Financial intermediaries of holders of bearer shares who do not adhere to the VOTACCESS system or provide terms of use to access the voting platform shall inform them how to proceed.

The holder of registered shares shall connect to the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) using his/her usual access code Sharinbox (reminded on the voting form attached to the notice of meeting or in the electronic communication if he/she has chosen this method) or his/her login e-mail (if he/she has already activated his/her Sharinbox by SG Market), then the password he/she already has.

The password to connect the website has been sent to him/her by mail by Société Générale Securities Services. This password may be re-sent to the shareholder by clicking “Get your codes” on the website’s opening page. The shareholder must then click “Reply” from the General Meeting’s tool bar on the website’s opening page and click “Participate”. Then the shareholder will be re-directed automatically to the voting system.

The holder of bearer shares will connect with his/her usual codes on the financial intermediary’s web portal in order to access the VOTACCESS system and follow the on-screen instructions.

The shareholder having voted by post or sent a proxy or requested for his/her certificate may not be able to choose another way of attending the General Meeting.

**Proxy to the Chairman of the General Meeting or to a proxy**

For holders of bearer shares, the voting form will be forwarded to them upon request by simple letter to their accredited financial intermediary. The voting form will also be available on the website of Dassault Systèmes.

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

- request for voting form must be received by Société Générale **at least six days** prior to the date of the General Meeting, i.e., on **May 18, 2023** at the latest;
- proxies will only be taken into consideration if they are duly completed, signed and accompanied, as the case may be, by the attendance certificate (*attestation de participation*) and must be received by Société Générale, **at least three days** prior to the date of the General Meeting, i.e., on **May 21, 2023 at the latest**.

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.

As an exception to the above, shareholders may designate or revoke their representative by electronic means until **the day before the General Meeting at 3:00 pm** Paris time (i.e., **until May 23, 2023 at 3:00 pm**, Paris time) by using the VOTACCESS voting platform or by e-mail 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) on **May 21, 2023 at 11:59 pm at the latest** and including the following information:

- **for the holders of registered shares:** 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 of bearer shares:** last name, first name, address, and the full banking references, and the last and first names of the designated or revoked representative; the shareholder must ask to his financial intermediary which manages his/her securities account to send a confirmation to the “Service des Assemblées” of Société Générale (which he/she knows the electronic details).

The designation or revocation of a proxy (Chairman or another proxy of his/her choice) **by post** must be received by Société Générale **three days** before the General Meeting at the latest, i.e. on **May 21, 2023 at the latest** and, for holders of bearer shares, must be accompanied by the attendance certificate. The abovementioned 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.

---

In accordance with the provisions of Article L.22-10-48 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 22, 2023 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**, pursuant to the provisions of article L.225-108 para. 3 of the French Commercial Code, on the **fourth business day preceding the General Meeting** at the latest, i.e., on **May 17, 2023 at the latest**, by electronic communication to the address [3DS.AGM@3DS.com](mailto:3DS.AGM@3DS.com) or by registered letter with recorded delivery to the attention of the Chairman of the Board of Directors at the registered office. They must be accompanied by an attendance certificate (*attestation de participation*).

The information mentioned in Article R. 22-10-23 of the French Commercial Code, in particular the documents intended to be presented to this General Meeting, shall 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 3, 2023 at the latest**. They shall also be available for consultation at the registered office, should administrative restrictions allow it, otherwise on the abovementioned Company’s website.

---

**IMPORTANT INFORMATION**

For employees and former employees of the Dassault Systèmes Group based in Australia, Canada, Ireland, Italy, Japan, Korea and the United States, holding Dassault Systèmes shares subscribed in January 2022 as part of their participation in the Together employee share ownership plan:

- their shares are currently held in a registered form (pure) by Amundi ESR and not by Société Générale;
- the conditions for participating and voting in the General Meeting of the Company are therefore slightly different from those described in this document and are detailed in a document sent to them individually by Amundi ESR.

*The Board of Directors*