

DASSAULT SYSTEMES

Société européenne with a share capital of €132,127,159.50
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 Combined General Meeting of Shareholders will be held on Tuesday May 26, 2020 at 3.00 pm, at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France (the “**General Meeting**”)– on the following agenda. This General Shareholders meeting will be held *in camera*, **without the physical attendance of the shareholders and other persons entitled to attend:**

WARNING: COVID-19

In the context of the Covid-19 epidemic and pursuant to the provisions of article 4 of the order n° 2020-321 of March 25, 2020 adapting the rules governing shareholders’ and other corporate bodies’ meetings and decisions as well as of the decree n° 2020-418 of April 10, 2020, the Company’s Board of directors decided that the Combine General Meeting of Shareholders of May 26, 2020 will be held *in camera*, without the physical attendance of the shareholders and other persons entitled to attend.

Voting during the meeting will not be possible, thus the shareholders are invited not to request admission cards and to **vote prior to the date of the General Meeting** using the means available to them of voting by post, giving a proxy or by electronic vote using the secured electronic voting platform **VOTACCESS**.

The General Meeting will be broadcasted online via an audio webcast on the Company’s website www.3DS.com and presentation slides will also be available on the Company’s website. The audio webcast and the presentation slides will remain available on the Company’s website after the General Meeting.

The Company will keep the shareholders informed of possible evolutions relating to the ways and means of participating and voting to the General Meeting and, to that end, the shareholders are invited to check regularly the section dedicated to the General Meeting on the Company’s website: <https://investor.3ds.com/shareholders-meeting/home>.

Ordinary General Meeting:

1. Approval of the parent company annual financial statements,
2. Approval of the consolidated financial statements,
3. Allocation of the results,
4. Related-party agreements (*conventions réglementées*),
5. Compensation policy for corporate officers,
6. Compensation elements paid in 2019 or granted with respect to 2019 to Mr. Charles Edelstenne, Chairman of the Board,
7. Compensation elements paid in 2019 or granted with respect to 2019 to Mr. Bernard Charlès, Vice-Chairman of the Board of Directors and Chief Executive Officer,
8. Approval of the information contained in the corporate governance report and relating to the compensation of the corporate officers (Article L. 225-37-3, I of the French Commercial Code),
9. Re-appointment of Ms. Marie-Hélène Habert-Dassault,
10. Re-appointment of Ms. Laurence Lescouret,
11. Setting the amount of directors’ compensation,
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. Amendments of the by-laws,
15. 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,
16. 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,
17. Delegation of authority granted to the Board of Directors to decide one or more mergers by absorption,
18. Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares, in the event that the Board of Directors makes use of the delegation of authority granted to the Board of Directors to decide on one or more mergers by absorption,
19. Delegation of authority granted to the Board of Directors to decide one or more demergers,
20. Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares, in the event that the Board of Directors makes use of the delegation of authority granted to the Board of Directors to decide on one or more demergers,
21. Delegation of authority granted to the Board of Directors to decide one or more partial demergers,
22. Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares, in the event that the Board of Directors makes use of the delegation of authority granted to the Board of Directors to decide on one or more partial demergers,

Both Ordinary and Extraordinary General Meeting:

23. Powers for formalities.

The text of the resolutions proposed by the Board of Directors to the Combined General Meeting of Shareholders of May 26, 2020 is mentioned in the preliminary notification of the Company, published on April 17, 2020 in the *Bulletin des Annonces Légales Obligatoires* n°47, advertisement n°2000911.

The shareholders' attention is drawn on the fact that, on April 22, 2020, the Board of Directors decided to amend the text of the 5th and 8th resolutions featured in the abovementioned preliminary notification of the Company published in the *Bulletin des Annonces Légales Obligatoires*. The text of the 5th and 8th resolutions proposed by the Board of Directors to the General Shareholders' meeting of May 26, 2020, is updated as follows, the text of the other resolutions remains unchanged:

“Fifth resolution

Compensation Policy for corporate officers

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 225-37 and L. 225-37-2 of the French Commercial Code, approves the compensation policy for corporate officers set by the Board of Directors and contained in paragraph 5.1.3 “Compensation Policy for Corporate Officers” of Chapter 5 “Corporate Governance” of the Annual report for 2019, as amended by the supplementary report to the 2019 corporate governance report established by the Board of Directors on April 22, 2020.

Eighth resolution

Approval of the information contained in the corporate governance report and relating to the compensation of the corporate officers (Article L. 225-37-3, I of the French Commercial Code)

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 225-37 and L. 225-37-3 of the French Commercial Code, approves the information of the corporate governance report on the compensation of the corporate officers mentioned in Article L. 225-37-3, I of the French Commercial Code and contained in paragraphs 5.1.4 “Summary of the Compensation and Benefits due to Corporate Officers (*mandataires sociaux*)” and 5.1.3.2 “Compensation of the Chief Executive Officer” of Chapter 5 “Corporate Governance” of the Annual report for 2019, as amended by the supplementary report to the 2019 corporate governance report established by the Board of Directors on April 22, 2020.”

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, 2020 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.

Specific means to “participate” in the General Meeting in the context of health crisis:

Exceptionally, the General Meeting being held *in camera*, shareholders may not request an admission card to attend physically the General Meeting.

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

1. giving a proxy to any person of his choice in accordance with the French legal requirements; or
2. sending a proxy to the Company with indication of the President of the General Meeting as the representative or with no indication of the representative; or
3. voting by post; or
4. voting electronically via the VOTACCESS platform **prior to the General Meeting.**

As a general advice, considering the context of health crisis and the current circumstances where postal deliveries are uncertain, it is recommended to use electronic communications and to favour requests by e-mail pursuant to the details indicated below.

The shareholders may **vote electronically via the VOTACCESS voting platform which will open from May 6, 2020 at 9:00 a.m. until May 25, 2020 at 3:00 p.m.** To avoid potential saturation, it is recommended not to wait until the ultimate date to connect to the platform.

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.

Holders of registered shares shall connect to the website www.sharinbox.societegenerale.com using their access code Sharinbox and their password. For holders of pure registered shares, their access code appears on all communications from Société Générale Securities Services. For holders of administered registered shares, access code and password have been sent to them recently by Société Générale Securities Services in two specific letters. The password to connect to the website 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, follow the instructions and click “Vote”. Then the shareholder will be re-directed automatically to the voting system. The holder of bearer shares will connect with its usual codes on the financial intermediary’s web portal in order to access the VOTACCESS system and follow the on-screen instructions.

The shareholders can elect to vote by post or proxy. For this purpose, the shareholders may request the voting and proxy form by email at the following address 3DS.AGM2020@3ds.com or by post to the attention of the Chairman of the Board of Directors at the registered office. The shareholders are invited to visit the Company's website www.3DS.com, section "Investors/General Meeting/Legal Documents" where all documents relating with the General Meeting are made available. For holders of bearer shares, the voting and proxy form will be forwarded to them on their request by simple letter to their accredited financial intermediary or to Société Générale, Service des Assemblées, CS 30812 – 44308 Nantes Cedex 3.

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 20, 2020** 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 22, 2020 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.

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 25, 2020 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 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 must 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 electronic 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 22, 2020** at the latest. 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.

As an exception to the above, in the event of a proxy given to another shareholder, a spouse, a partner with which the shareholder has concluded a *pacte civil de solidarité* or any other individual or legal person of his/her choice, including those given by electronic means in accordance with the conditions set out under article R.225-61 of the French Commercial Code, it may validly be delivered to the Company until the fourth day prior to the date of the General Meeting (i.e., until **May 22, 2020** at the latest). The representative sends his instructions for the proxies that were given to him to Société Générale by electronic mail to the address assemblees.generales@sgss.socgen.com at the latest on the fourth day prior to the date of the General Meeting (i.e., until **May 22, 2020 at the latest**). The form must bear the forename, last name and address of the representative, the quote "Acting as representative" and must be dated and signed. Voting instructions are indicated in the box "I vote by post" of the form. He/she must attach a copy of his/her national identity card and, as the case may be, a power of attorney from the legal entity he/she is acting on behalf of.

In addition, for his/her own voting rights, the representative sends his voting instructions in accordance with the usual procedure.

Even if the shareholder voted by post or sent a proxy in the abovementioned conditions, he/she may choose another way of participating to the General Meeting, provided the appropriate instructions are delivered to the Company within the periods set out for receiving such voting or proxy forms in the present notice. Previous instructions shall then be considered cancelled.

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 22, 2020 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.

The 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 19, 2020 at the latest**, by electronic communication to the address 3DS.AGM2020@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 a certificate of registration (*attestation d'inscription en compte*). It is however brought to the shareholders' attention that postal deliveries are uncertain in the context of the present health crisis and delivery of these questions to the Company in time may be impossible. Should questions be sent at the latest on the fourth business day prior to the date of the General Meeting, the Company will endeavor to consider, to the extent possible, written questions from shareholders delivered after the expiration date set out by regulations and prior to the General Meeting.

In addition, the Company being well aware that the dialogue with the shareholders via **oral questions** asked during the General Meeting was appreciated by them, the shareholders may also ask questions (which are not written questions pursuant to the provisions of article L.225-108 para. 3 of the French Commercial Code) by electronic communication to the address investors@3ds.com at the latest at 3:00 pm on the day prior to the General Meeting, i.e. on **May 25, 2020 at 3:00 pm** at the latest. They must be accompanied with a certificate of registration (*attestation d'inscription en compte*). The Company will endeavor to answer these questions during the General Meeting.

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 the twenty-first day before the General Meeting at the latest, i.e., on **May 5, 2020 at the latest**. They will also be available for consultation at the registered office, should travel restrictions imposed due to the Covid-19 be lifted, otherwise on the Company's website abovementioned.

The Board of Directors