

**DASSAULT SYSTEMES**

*Société anonyme* with a share capital of 120 868 122 €  
Registered office: 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay - France  
Registry of Commerce Number: 322 306 440 Versailles  
SIRET: 322 306 440 00213

**PRELIMINARY NOTIFICATION TO THE GENERAL MEETING OF THE  
SHAREHOLDERS**

The shareholders of Dassault Systèmes (the “Company”) are informed that they will be invited to attend the annual General Meeting of Shareholders to be held on Thursday May 26, 2011 at 3.00 pm, at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France – with the following agenda and resolutions:

***Ordinary General Meeting***

- Approval of the parent company annual financial statements for 2010;
- Approval of the consolidated financial statements for 2010;
- Allocation of the results for the fiscal year ended December 31, 2010;
- Approval of the regulated agreements (*conventions réglementées*);
- Approval of a regulated agreement between the Company and Bernard Charlès;
- Renewal of the director’s mandate of Arnoud de Meyer;
- Renewal of the director’s mandate of Jean-Pierre Chahid-Nouräi;
- Appointment of Mrs. Nicole Dassault as a new director;
- Appointment of Mrs. Toshiko Mori as a new director;
- Renewal of the appointment of a Statutory Auditor (PricewaterhouseCoopers Audit);
- Appointment of a new Deputy Statutory Auditor (Mr. Yves Nicolas)
- Authorization to repurchase shares of the Company;

***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 to the Board of Directors to increase the share capital by issuance of shares or securities giving right to shares of the Company and to issue securities giving right to debt securities, with preferential subscription right of shareholders;
- Delegation to the Board of Directors to increase the share capital by issuance of shares or securities giving right to shares of the Company and to issue securities giving right to debt securities, without preferential subscription right of shareholders;
- Delegation to the Board of Directors to increase the share capital by issuance of shares or securities giving right to shares of the Company and to issue securities giving right to debt securities, without pre-emptive subscription rights of shareholders by a private placement under II of Article L. 411-2 of the French Monetary and Financial Code;
- Delegation to the Board of Directors to increase the number of securities to be issued in case of a capital increase with or without preferential subscription right of shareholders;
- Delegation to the Board of Directors to increase the capital by incorporation of reserves, profits or premiums;

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- Delegation of powers to the Board of Directors to increase the capital within a limit of 10% with the purpose to compensate contributions in kind;
- Delegation to the Board of Directors to increase the share capital for the benefit of members of a *plan d'épargne d'entreprise*;
- Modification of Article 14 of the by-laws;
- Modification of Article 26 of the by-laws;
- Modification of Article 27 of the by-laws;

***Ordinary and Extraordinary General meeting***

- Powers for formalities.

**DRAFT RESOLUTIONS**

**ORDINARY GENERAL MEETING**

**FIRST RESOLUTION**

***Approval of the parent company annual financial statements***

The General Meeting, after the reading of the management report of the Board of Directors and the report of the Statutory Auditors, in addition to complementary explanations made orally, hereby approves in all respects the report of the Board and the parent company annual financial statements for the financial year ended December 31, 2010, as they have been presented.

The General Meeting consequently approves any transactions disclosed by such financial statements or summarized in such reports and in particular, in accordance with the provisions of Articles 223 quater and quinquies of the French Tax code, the total amount of non-deductible tax charges, which amounts to €294,113 and results in a corporate income tax of € 101,263.

**SECOND RESOLUTION**

***Approval of the consolidated financial statements***

The General Meeting, after the reading of the report of the Board of Directors with respect to management of the Company included in the management report and the report related to consolidated financial statements of the Statutory Auditors, in addition to complementary explanations made orally, hereby approves in all respects the report of the Board and the consolidated financial statements for the financial year ended December 31, 2010, as they have been presented.

The General Meeting consequently approves any transactions disclosed by such consolidated financial statements or summarized in such reports.

**THIRD RESOLUTION**

***Allocation of the results***

The General Meeting, upon the proposal of the Board of Directors, hereby resolves to allocate the profit of the financial year amounting to €219,126,830.75<sup>(1)</sup> as follows:

- to the legal reserve €247,027.81
- for distribution of an aggregate maximum dividend of €70,499,235.60  
(€0.54 × 130,554,140 potential shares at May 26, 2011)
- to be retained €148,380,567.34  
which, increased by the retained earnings from the prior financial years  
(€1,063,985,256.09) brings the amount to be retained to €1,212,365,823.43

(1) *This profit, increased by the retained earnings from the prior financial years (€1,063,985,256.09) and after allocation to the legal reserve, results in a distributable profit amounting to €1,282,865,059.03.*

The General Meeting consequently decides to distribute for the year 2010 a dividend of fifty-four cents (€0.54) per share of corporate capital as of the date of this General Meeting, resulting – on the basis of the number of shares making up the corporate capital as of February 28, 2011, increased by the maximum number of shares which could be issued upon the exercise of subscription options up to the date of this General Meeting – in an aggregate maximum amount of €70,499,235.60.

In accordance with the provisions of Article L. 225-210 of the French Code of commerce, the amount of dividend corresponding to the treasury shares of Dassault Systèmes SA or held by SW Securities LLC, a company which is controlled by the Dassault Systèmes group, as of the date of payment shall be allocated to “retained earnings”.

In addition, prior to distribution of the dividend, the Board of Directors, or if so delegated, the Chief Executive Officer will determine the number of additional shares issued as a result of the exercise of subscription options between March 1 and the date of this General Meeting; the amount corresponding to dividends for shares which were not issued as of such date shall be allocated to “retained earnings”.

The amount distributed shall be taken into account for determining total shareholders’ revenue subject to the progressive rate of income tax for the year during which it was received (after application of an uncapped deduction of 40% (as provided by Article 158 3 2° of the French Tax Code).

Pursuant to Article 243 bis of the French Tax code, it is noted that dividends per share paid over the last three financial years have been as follows:

	<b>2009</b>	<b>2008</b>	<b>2007</b>
Dividend	€0.46	€0.46	€0.46
Number of shares eligible to dividends	118,367,641	118,862,326	117,604,553

#### **FOURTH RESOLUTION**

##### ***Regulated agreements (conventions réglementées)***

The General Meeting, after the reading of the special report of the Statutory Auditors on the agreements governed by articles L. 225-38 *et seq.* of the French Code of Commerce, hereby acknowledges that no such non-authorized agreement was entered into during the financial year ended December 31, 2010, and approves the continuation of the agreements previously approved and which continued during the financial year ended December 31, 2010.

**FIFTH RESOLUTION*****Regulated agreement between the Company and Bernard Charlès***

The General Meeting, after the reading of the special report of the Statutory Auditors on the agreements governed by articles L. 225-38 *et seq.* of the French Code of Commerce and in compliance with article L. 225-42-1 of the French Code of Commerce, approves the renewal of the agreement cited in the said report regarding commitments undertaken by the Company in favor of Mr. Bernard Charlès, related to indemnities which would be due upon the termination of his functions as Chief Executive Officer, according to the terms adopted by the Board of Directors at its meeting on May 27, 2010.

**SIXTH RESOLUTION*****Renewal of the mandate of a director***

The General Meeting acknowledges the termination of the mandate of Mr. Arnoud de Meyer upon the conclusion of this General Meeting and renews his mandate as a member of the Board of Directors for a period of four years. This mandate will expire at the General Meeting of Shareholders approving the financial statements for the financial year ending December 31, 2014.

**SEVENTH RESOLUTION*****Renewal of the mandate of a director***

The General Meeting acknowledges the resignation of Mr. Jean-Pierre Chahid-Nourai and renews his mandate as a member of the Board of Directors for a period of four years. This mandate will expire at the General Meeting of Shareholders approving the financial statements for the financial year ending December 31, 2014.

**EIGHTH RESOLUTION*****Appointment of a new director***

The General Meeting decides to appoint Mrs. Nicole Dassault as a member of the Board of Directors for a period of four years. This mandate will expire at the General Meeting of Shareholders approving the financial statements for the financial year ending December 31, 2014.

**NINTH RESOLUTION*****Appointment of a new director***

The General Meeting decides to appoint Mrs. Toshiko Mori as a member of the Board of Directors for a period of four years. This mandate will expire at the General Meeting of Shareholders approving the financial statements for the financial year ending December 31, 2014.

**TENTH RESOLUTION*****Renewal of the appointment of a Statutory Auditor***

The General Meeting, after the reading of the report of the Board of Directors, decides to renew the appointment of PricewaterhouseCoopers Audit, located at 63, rue de Villiers, 92200 Neuilly-sur-

Seine, as Statutory Auditor for a period of six years until the General Meeting of Shareholders approving the financial statements for the financial year ending December 31, 2016.

PricewaterhouseCoopers Audit has already informed the Company that it accepts the renewal of its appointment.

### **ELEVENTH RESOLUTION**

#### ***Appointment of a new Deputy Statutory Auditor***

The General Meeting, after the reading of the report of the Board of Directors, decides to appoint Mr. Yves Nicolas, located at 63 rue de Villiers, 92200 Neuilly-sur-Seine, as Deputy Statutory Auditor for a period of six years until the General Meeting of Shareholders approving the financial statements for the financial year ending December 31, 2016.

Mr. Nicolas has already informed the Company that he accepts the appointment.

### **TWELFTH RESOLUTION**

#### ***Authorization to repurchase shares of the Company***

The General Meeting, after the reading of the report of the Board of Directors, authorizes the Board of Directors to repurchase a number of shares representing up to 10% of the share capital of the Company at the date of the General Meeting, in accordance with the terms and conditions provided by Articles L. 225-209 *et seq.* of the French Code of Commerce.

This authorization may be used by the Board of directors for the following purposes:

- 1° To cancel shares for the purpose of increasing the profitability of shareholders' equity and income per share, subject to adoption by the Extraordinary Shareholders' Meeting of the thirteenth resolution,
- 2° To provide securities (representing no more than 5% of the share capital of the Company) in payment or in exchange, particularly in connection with external growth transactions,
- 3° To animate the market and provide liquidity of the Company's shares through the intermediary of an investment services provider by means of a liquidity contract complying with an ethical code accepted by the Autorité des Marchés Financiers,
- 4° To perform all obligations related to stock options plans or other allocations of shares to employees or executive officers of the Company and its affiliates,
- 5° To ensure coverage of the Company's commitments resulting from rights granted to the employees and executive officers to payment in cash based on increases in the market price of the shares of the Company,
- 6° To provide shares upon exercise of rights to the Company's share capital which are attached to issued securities,
- 7° To implement any stock exchange market practice which may be recognized by law or by the Autorité des Marchés Financiers.

The acquisition, sale, transfer or exchange of such shares may be effected by any means allowed on the market (whether or not the market is regulated), multilateral trade facilities (MTF) or through a systematic internaliser or over the counter, in particular acquisition of blocks, and at the times deemed

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appropriate by the Board of Directors or any person acting pursuant to a sub-delegation and according to the law.

Such means shall include use of available cash flow, the use of any derivative financial instrument negotiated on a market (whether or not the market is regulated), multilateral trade facilities (MTF) or through a systematic internaliser or over the counter, and the implementation of optional transactions (purchase and sale of put options, provided however that the use of these means does not create a significant increase of the volatility of the stock exchange price).

The maximum amount of funds dedicated to repurchase of shares of the Company may not exceed €500 million, this condition being cumulative with the cap of 10% of the capital of the Company.

The Company may not purchase shares at a price per share which exceeds €85 (excluding acquisition costs), and in any case the price per share shall not exceed the maximum price provided by the applicable legal rules, subject to adjustments in connection with transactions on its share capital, in particular by capitalization of reserves and free allocation of shares and/or regrouping or split of shares.

This authorization can be used by the Board of Directors for all the treasury shares held by Dassault Systèmes.

This authorization shall be valid commencing on the date of this General Meeting until the Ordinary General Meeting ruling on the financial statements for the financial year ending December 31, 2011.

The General Meeting hereby grants any and all powers to the Board of Directors with option of delegation when legally authorized, to place any stock orders or orders outside the market, enter into any agreements, prepare any documents including information documents, determine terms and conditions of Company transactions on the market, as well as terms and conditions for purchase and sale of shares, file any declarations, including those required by the Autorité des Marchés Financiers, accomplish any formalities, and more generally, carry out any necessary measures to complete such transactions.

The General Meeting also grants any and all powers to the Board of Directors, in case that the law or the Autorité des Marchés Financiers appear to extend or to complete the authorized objectives concerning the share repurchase program, in order to inform the public, pursuant to applicable regulations and laws, about the potential changes of the program concerning the modified objectives.

In compliance with the provisions of articles L. 225-211 and R. 225-160 of the French Code of Commerce, the Company or the intermediary in charge of securities administration for the Company shall keep registers which record purchases and sales of shares pursuant to this program.

This authorization shall replace and supersede the previous share repurchase program authorized by the Combined General Meeting of shareholders of May 27, 2010, in its eleventh resolution.

## **EXTRAORDINARY GENERAL MEETING**

### **THIRTEENTH RESOLUTION**

*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*

The General Meeting, after the reading of the report of the Board of Directors and the special report of the Statutory Auditors, hereby authorizes the Board of Directors, pursuant to the provisions of Article L. 225-209 of the French Code of Commerce to:

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- reduce the share capital by cancellation, in one or several transactions, of all or part of the shares repurchased by the Company pursuant to its share repurchase program, up to a limit of 10% of the share capital over periods of twenty-four months;
- deduct the difference between the repurchase value of the cancelled shares and their nominal value from available premiums and reserves.

The General Meeting hereby gives, more generally, all powers to the Board of Directors to set the terms and conditions of such share capital reduction(s), record the completion of the share capital reduction(s) made pursuant to the cancellation transactions authorized by this resolution, amend the by-laws of the Company as may be necessary, file any declaration with the Autorité des Marchés Financiers or other institutions, accomplish any formalities and more generally take any necessary measures for the purposes of completing this transaction.

This authorization is granted to the Board of Directors for a period ending at the end of the General Meeting called to approve the financial statements for the financial year ending December 31, 2011.

#### **FOURTEENTH RESOLUTION**

***Delegation to the Board of Directors to increase the share capital by issuance of shares or securities giving right to shares of the Company and to issue securities giving right to debt securities, with preferential subscription right of shareholders***

The General Meeting, after review of the report of the Board of Directors and the special report of the Statutory Auditors:

1. delegates to the Board of Directors, pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 228-91 and L. 228-92 of the French Code of commerce, powers to decide, in one or more transactions, at the time and in the proportions which it deems appropriate, both in France and abroad, the issuance of ordinary shares and/or of any other securities giving right to shares of the Company; it being specified that the Board of Directors may delegate to the Chief Executive Officer, or in agreement with the latter, to one or several Delegate Executive Officers, under the conditions permitted by law, all necessary powers to decide an increase of the share capital;
2. resolves that are expressly excluded any issuance of preferred shares and securities giving right to preferred shares;
3. resolves that the maximum nominal amount of increases in the share capital to be made either now or in the future pursuant to this delegation shall not exceed €15 million to which may be added the nominal amount of shares to be issued as a supplement to preserve the rights of holders of securities giving right to shares in compliance with applicable legal rules, and as the case may be, with the contractual provisions providing for other adjustment cases;
4. further delegates to the Board of Directors the authority to decide on the issuance of securities giving right to debt securities;
5. furthermore resolves that the nominal amount of debt securities giving access to the share capital of the Company or to debt securities to be issued pursuant to such delegation, shall not exceed a maximum of € 750 million or the corresponding value of such amount in foreign currency or in account units set in reference to several currencies;
6. resolves that the shareholders may exercise, subject to the conditions set by law, their preferential subscription right in respect to securities to be issued pursuant to this resolution;

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7. resolves that in case the subscriptions *à titre irréductible* and, as applicable, *à titre réductible*, have not exhausted the totality of an issue of securities, the Board of Directors may offer all or part of the non-subscribed securities to the public;
8. acknowledges that such delegation automatically grants in favour of holders of securities giving right to shares of the Company, the waiver by the shareholders of their preferential subscription rights to the shares to which such securities give right;
9. resolves that the sum due or to fall due to the Company for each share issued pursuant to such delegation shall be at least equal to the nominal value of the shares at the date of issuance;
10. resolves that the Board of Directors will have the authority, if it deems appropriate, [to deduct from any capital surplus specifically to cover the costs and fees arising in connection with the transactions], and to deduct from such amount the sums required to bring the legal reserve to one tenth of the level of the new share capital after each transaction;
11. resolves that this delegation shall replace and supersede the previous delegation of the same nature granted by the General Meeting of the shareholders dated June 9, 2009, in its eleventh resolution.

The delegation hereby granted to the Board of Directors shall be valid for a term of twenty-six months from the date of this Meeting.

**FIFTEENTH RESOLUTION**

***Delegation to the Board of Directors to increase the share capital by issuance of shares or securities giving right to shares of the Company and to issue securities giving right to debt securities, without preferential subscription right of shareholders***

The General Meeting, after reading of the report of the Board of Directors and the special report of the Statutory Auditors:

1. delegates to the Board of Directors, pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 225-148 and L. 228-91 to L. 228-93 of the French Code of commerce, authority to decide, by public offering or, as the case may be, in the event of the approbation a specific resolution by the General Meeting, by an offering set forth in section II of Article L. 411-2 of the French Monetary and Financial Code, in one or more transactions, at the time and in the proportions which it deems appropriate, both in France and abroad,
  - a) the issuance of shares and/or of any other securities giving right to shares of the Company;
  - b) the issuance of shares or of other securities giving right to shares of the Company to be issued further to the issuance by the companies in which the Company owns directly or indirectly more than half of the share capital of any securities giving right to shares of the Company;
  - c) the issuance of shares or of other securities by the Company giving right to shares of a company in which the Company owns directly or indirectly more than half of the share capital.

The Board of Directors may delegate to the Chief Executive Officer, or in agreement with the latter, to one or several Delegate Executive Officers, under the conditions permitted by law, all necessary powers to decide an increase of the share capital.



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This decision shall pertain by law, to the benefit of the holders of securities likely to be issued by the subsidiaries, waiver by the shareholders of the Company of their preferential subscription right to the shares or other securities to which these securities give right;

2. resolves that the maximum nominal amount of increases in the share capital likely to be made either now or in the future pursuant to this delegation may not exceed €15 million, to which may be added the nominal amount of shares to be issued as a supplement to preserve the rights of holders of securities giving right to shares of the Company, according to applicable legal rules or as the case may be according to contractual provisions providing for other adjustment cases;
3. resolves that the nominal amount likely to be issued pursuant to this delegation will be deducted from the aggregate nominal maximum amount of share capital increases of €15 million set forth pursuant to the fourteenth resolution of this General Meeting;
4. resolves that are expressly excluded any issuance of preferred shares and securities giving right to preferred shares;
5. resolves that this capital increase may result from the exercise of an attribution right resulting from any securities issued by any company in which the Company owns directly or indirectly more than half of the capital and in agreement with such company;
6. further delegates to the Board of Directors the authority to decide on the issuance of securities giving right to the grant of debt securities;
7. furthermore resolves that the nominal amount of debt securities giving right to shares of the Company or to debt securities likely to be issued pursuant to this delegation shall not exceed €750 million or the corresponding value of such amount in foreign currency or in account units set by reference to several currencies, and will be deducted from the maximum of €750 million set forth in the fourteenth resolution of this General Meeting of Shareholders;
8. resolves to suppress the preferential subscription right of shareholders to the securities to be issued, subject to the right of the Board of Directors to grant to the shareholders a priority time period for subscription with respect to all or part of the issuance pursuant to the terms and conditions and within such time periods as it deems appropriate, pursuant to provisions of Article L. 225-135 of the French Code of commerce, this priority time period shall not give rise to the creation of negotiable rights;
9. acknowledges that this delegation pertains by law, to the benefit of holders of securities giving right in the future to shares of the Company, the waiver by the shareholders of their preferential subscription right to the shares to which such securities give right;
10. resolves that the amount due or to fall due to the Company for each share issued or to be issued pursuant to this delegation, shall be at least equal to the minimum value determined by the applicable rules at the time this delegation is used, this minimum value being currently the weighted average of the share prices on the regulated market of Euronext Paris during the three trading days preceding the determination of the issue price, which may be discounted by a maximum of 5%, and after correction of this amount to take into account a difference in the date at which the shares give right to dividends;
11. resolves that the Board of Directors may use this delegation in whole or in part for the purpose of remunerating securities contributed through a public offer of exchange initiated by the Company, within the limits and subject to the terms and conditions set by Article L. 225-148 of the French Code of commerce;

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12. resolves that the Board of Directors will have the authority, if it deems appropriate, to deduct from any capital surplus specifically to cover costs and fees arising in connection with the transactions, and to deduct from such amount the sums required to bring the legal reserve to one tenth of the level of the new share capital after each transaction;
13. resolves that this delegation shall replace and supersede the previous delegation of the same nature granted by the Combined General Meeting of the shareholders dated June 9, 2009 in its twelfth resolution.

This delegation granted to the Board of Directors shall be valid for a term of twenty-six months from the date of this Meeting.

**SIXTEENTH RESOLUTION**

***Delegation to the Board of Directors to increase the share capital by issuance of shares or securities giving right to shares of the Company and to issue securities giving right to debt securities, without pre-emptive subscription rights of shareholders by a private placement under II of Article L. 411-2 of the French Monetary and Financial Code***

The General Meeting, after reading of the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) delegates to the Board of Directors, pursuant to the provisions of Article L. 225-136 of the French Code of Commerce, authority to decide, in accordance with and under the conditions specified in the fifteenth resolution of this General Meeting and within a maximum global nominal amount of €15 million, to issue shares or debt securities in an offer under II of Article L. 411-2 of the French Monetary and Financial Code;
- 2) resolves that the maximum nominal amount of increases in capital which may be realized immediately and/or over time under this delegation will be deducted from the total nominal maximum of €15 million fixed under the fourteenth resolution of this General Assembly.

This delegation granted to the Board of Directors shall be valid for a term of twenty-six months from the date of this Meeting.

**SEVENTEENTH RESOLUTION**

***Delegation to the Board of Directors to increase the number of securities to be issued in case of a capital increase with or without preferential subscription right of shareholders***

The General Meeting, after reading of the report of the Board of Directors:

1. delegates to the Board of Directors, pursuant to the provisions of Article L. 225-135-1 of the French Code of Commerce, the authority to increase the number of securities to be issued for each of the issuances with or without preferential subscription right decided pursuant to the fourteenth, fifteenth and sixteenth resolutions of this General Meeting, within thirty days after closing of subscription and within the limit of 15% of the initial issuance and with the same price as the price of the initial issuance.
2. resolves that the maximum nominal amount likely to be issued pursuant to this delegation shall be deducted from the total nominal maximum of €15 millions determined in the fourteenth resolution of this Meeting.
3. resolves that the Board of Directors will have the authority, if it deems appropriate, to deduct from any capital surplus specifically to cover any costs and fees arising in connection

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with the transactions, and to deduct from such amount the sums required to bring the legal reserve to one tenth of the level of the new share capital after each transaction;

4. resolves that this delegation shall replace and supersede the previous delegation of the same nature granted by the General Meeting of the shareholders dated June 9, 2009, in its thirteenth resolution.

This delegation given to the Board of Directors shall be valid for a term of twenty-six months from the date of this Meeting.

### **EIGHTEENTH RESOLUTION**

#### ***Delegation to the Board of Directors to increase the capital by incorporation of reserves, profits or premiums***

The General Meeting, ruling in the conditions of quorum and majority required for ordinary general meetings pursuant to the provisions of Article L. 225-130 of the French Code of Commerce, and after review of the report of the Board of Directors:

1. delegates to the Board of Directors any and all powers necessary for the purpose of increasing the capital, in one or more transactions, at the time and in the proportions which it deems appropriate, by incorporation of reserves, profits or premiums, or any other sums the capitalization of which is allowed, or by conjunction with a capital increase in cash pursuant to the fourteenth, fifteenth or sixteenth resolution of this Meeting, by issuing and granting free shares or by increasing of the nominal value of the existing shares, or by combining the two transactions; it being specified that the Board of Directors may delegate to the Chief Executive Officer, or in agreement with the latter, to one or several Delegate Executive Officers, under the conditions permitted by law, all necessary powers to decide an increase of the share capital;
2. resolves that the maximum nominal amount of increases in the share capital likely to be made pursuant to this delegation may not exceed € 15 million;
3. resolves that the nominal maximum amount will be deducted from the nominal aggregate maximum of share capital increases which may be realized pursuant to the fourteenth delegation of this General Meeting;
4. resolves that rights constituting split shares shall not be negotiable and that the corresponding shares shall be sold. The sums collected from such sale being allocated to the holders of those rights within 30 days from the date on which the full number of shares is recorded in their account;
5. resolves that the Board of Directors will have the authority, if it deems appropriate, to deduct from any capital surplus specifically to cover any costs and fees arising in connection with the transactions, and to deduct from such amount the sums required to bring the legal reserve to one tenth of the level of the new share capital after each transaction;
6. resolves that this delegation shall replace and supersede the previous delegation of the same nature granted by the Combined General Meeting of the shareholders dated June 9, 2009, in its fourteenth resolution.

This delegation granted to the Board of Directors shall be valid for a term of twenty-six months from the date of this Meeting.

**NINETEENTH RESOLUTION*****Delegation of powers to the Board of Directors to increase the capital within a limit of 10% with the purpose to compensate contributions in kind***

The General Meeting, after reading of the report of the Board of Directors:

1. delegates to the Board of Directors, pursuant to the provisions of Article L. 225-147 of the French Code of Commerce, any and all powers necessary to increase the share capital, within a limit of 10% of the share capital, after review of the report of the auditors, with a view to compensate the contributions in kind to the Company of shares or equity-linked securities, when the provisions of Article L. 225-148 of the French Code of Commerce are not applicable;
2. decides that the Board of Directors shall have any powers to use this delegation, in particular to the effect of determining terms and conditions of authorized transactions and to evaluate contributions, as well as the granting as the case may be of specific advantages (*avantages particuliers*), the number of securities to be issued as compensation of the contributions as well as the date at which the securities to be issued shall give right to dividends, of proceeding as applicable with any deduction from contribution premiums, in particular of costs incurred by the realization of the relevant issuances, of acknowledging the realization of the increase of capital and amending the by-laws accordingly, and to take any useful measures and enter into any agreement, accomplish any formalities required for the listing of the issued shares and accomplish any publicity formality;
3. resolves that this delegation shall replace and supersede the previous delegation of the same nature granted by the General Meeting of the shareholders dated June 9, 2009, in its fifteenth resolution.

This delegation to the Board of Directors is valid for a period of twenty-six months from the date of this Meeting.

**TWENTIETH RESOLUTION*****Delegation to the Board of Directors to increase the share capital for the benefit of members of a plan d'épargne d'entreprise***

The General Meeting, after reviewing the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 3332-1 *et seq.* of the French Labour code, Article L. 225-138-1 and the first and second paragraphs of Article L. 225-129-6 of the French Code of commerce:

1. delegates to the Board of Directors its power to increase the share capital of the Company, in one or more transactions, upon its sole decision, in a nominal amount not exceeding €10 million, through the issue of new shares or other securities giving access to the share capital of the Company in the conditions set by French law, reserved to the employees of Dassault Systèmes and/or its affiliates as defined in Article L. 225-180 of the French Code of Commerce and in accordance with Article L. 3344-1 of the French Labour Code, who are members of a *plan d'épargne d'entreprise*;
2. resolves to waive the shareholders' preferential subscription rights to the new shares to be issued or other securities giving access to the share capital and to the securities to which the securities issued under this resolution will give a right in favour of the members of the plans defined in the preceding paragraph, and to give up any rights to the shares or other securities which may be granted pursuant to this resolution;

3. resolves that the maximum nominal amount which may be issued under this delegation will be deducted from the aggregate nominal maximum of € 15 million referred to in the fourteenth resolution of this General Meeting;
4. resolves that the subscription price of the new shares shall be equal to 80% of the average stock price during the twenty stock exchange trading sessions of the regulated market of Euronext Paris preceding the date of the decision determining the opening date of subscriptions when the time period of non-availability as provided for in the *plan d'épargne* pursuant to Article L. 3332-25 of the French Labour Code is less than ten years, and to 70% of this average when such time period of non-availability is equal to or greater than ten years. However, the General Meeting expressly authorizes the Board of Directors, if appropriate in its opinion, to reduce or eliminate the above-mentioned discounts, within the applicable legal and regulatory limits, in order to take into account, inter alia, the applicable local legal, accounting, tax and labor regimes;
5. resolves that the Board of Directors may also substitute all or part of the discount by granting free shares or other securities giving access to the share capital of the Company, existing or to be issued, the total benefit resulting from such grant and, as the case may be, from the above-mentioned discount, not exceeding the total benefit which the members of the *plan d'épargne* would have received if the discount had been 20% or 30%, depending on whether the period of non-availability as provided by the plan is equal to or greater than ten years;
6. resolves that the Board of Directors may provide for, pursuant to Article L. 3332-21 of the French Labour Code, grants of free shares or other securities giving access to the share capital of the Company, to be issued or already issued through an employer contribution, it being understood that their total monetary value, evaluated at the subscription price, may not exceed the legal or regulatory limits;
7. resolves that the characteristics of the other securities giving access to the share capital of the Company shall be determined by the Board of Directors in accordance with regulations;
8. resolves that the Board of Directors shall have any and all powers, including the power of delegation and sub-delegation, subject to legal and regulatory terms, subject to the limits and conditions set forth above, to determine all terms and conditions of the transactions, and in particular, to decide the amount to be issued, the issue price, the modalities of each issue; to decide and set the modalities for granting free shares or other securities giving access to the share capital, pursuant to the authorization given above; to set the dates for opening and closing of the subscriptions; to set the period granted to the subscribers for the payment of their securities, which shall not exceed three years; to set the date, with or without retroactive effect, after which the securities shall carry dividend rights; to request the listing of the securities wherever it will choose; to record the capital increase up to the amount of the shares actually subscribed; and to take all measures in order to duly carry out the capital increases; to perform all formalities resulting from the capital increases and amend the by-laws accordingly; and upon its sole discretion and if it considers it appropriate, to deduct the expenses resulting from these increases of capital from the amount of the premium relating to the capital increases and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each increase;
9. resolves that the Board of Directors will have the authority, if it deems appropriate, to deduct from any capital surplus specifically to cover any costs and fees arising in connection with the transactions, and to deduct from such amount the sums required to bring the legal reserve to one tenth of the level of the new share capital after each transaction;
10. resolves that this delegation shall replace and supersede any previous delegation relating to the increase of share capital for the benefit members of a *plan d'épargne d'entreprise* and in

particular the delegation granted by the Combined General Meeting of Shareholders on May 27, 2010 in its seventeenth resolution;

11. this delegation to the Board of Directors shall be valid for a term of twenty-six months from the date of this Meeting.

### **TWENTY-FIRST RESOLUTION**

#### ***Modification of Article 14 of the by-laws***

The General Meeting modifies Article 14.1 of the Company's by-laws "Board of Directors" as follows:

#### ***"Article 14 – BOARD OF DIRECTORS***

1. *Composition The Company shall be administered by a Board of Directors established in accordance with the law."*

The paragraphs which follow remain without change.

### **TWENTY-SECOND RESOLUTION**

#### ***Modification of Article 26 of the by-laws***

The General Meeting decides to modify Article 26 of the Company's by-laws "Agenda" to bring it into conformity with the terms of Ordonnance 2010-1511 of September 9, 2010, and its application decree 2010-1619 of December 23, 2010, regarding the exercise of certain rights of shareholders of listed companies to permit them to include certain items in the agenda for shareholders' meetings.

Article 26 of the by-laws shall state as follows:

#### ***"Article 26 – AGENDA***

1. *The agenda for a shareholders meeting shall be drawn up by the Board of Directors, if notice of the meeting is prepared by the Board of Directors, or by the author of the notice if other than the Board of Directors.*
2. *One or more shareholders, representing at least the required percentage of the registered capital, as well as the workers' committee of the Company, shall have the authority to request, under applicable law and regulations then in effect, that draft resolutions be placed on the agenda. One or more shareholders, representing at least the required percentage of the registered capital, also have the possibility to require the inclusion of items on the agenda in accordance with applicable law and regulations then in effect.*
3. *A shareholders' meeting may not deliberate on a matter that is not on the agenda, which agenda may not be changed on second convocation. However, in any instance, a shareholders' meeting may remove one or more Directors and replace them."*

### **TWENTY-THIRD RESOLUTION**

#### ***Modification of Article 27 of the by-laws***

The General Meeting decides to modify Article 27 of the Company's by-laws "Admission to Shareholders' Meetings – Proxies" to bring it into conformity with the terms of Ordonnance 2010-

1511 of September 9, 2010, and its application decree 2010-1619 of December 23, 2010, regarding the exercise of certain rights of shareholders of listed companies to permit any physical or legal person to be appointed as a proxy (*mandataire*), under certain conditions.

Article 27.3 of the by-laws shall state as follows:

**“Article 27 – ADMISSION TO SHAREHOLDERS’ MEETINGS – PROXIES**

(...)

3. *A shareholder may be represented in accordance with the terms established by law or regulation in effect.*

*Legal representatives of legally incapacitated shareholders and shareholders who are legal entities shall be represented by physical persons authorized to represent them with respect to third parties or by any person to whom said physical persons have delegated their power of representation.”*

**ORDINARY AND EXTRAORDINARY GENERAL MEETING**

**TWENTY-FOURTH RESOLUTION**

***Powers for formalities***

The General Meeting 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.

\* \* \*

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 May 23, 2011 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.

The shareholders willing to assist personally to the General Meeting may request their admission card:

- for the holders registered directly with the issuer, by sending their request to the Société Générale, Service des Assemblées, 32, rue du Champ de Tir, BP 81236-44312 Nantes Cedex 3, France. In order to be taken into consideration, admission card requests must be received by the Société Générale, Service des Assemblées, at least the third business day prior to the date of the General Meeting (i.e. at least on May 23, 2011). This request may be made by returning the voting form or the proxy on which the admission card request is mentioned.

- for the bearer holders, 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:

- giving a proxy to another shareholder, his spouse, his partner with whom a *pacte civil de solidarité* has been registered, or any other individual or legal entity 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 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 May 20, 2011 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 May 23, 2011 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 25, 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-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; this request will imperatively need to be confirmed on the website [www.nominet.socgen.com](http://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 May 23, 2011 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.



***Translation for Information Purpose only***

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 points or proposed resolutions in the agenda must be sent to the registered office by registered letter with recorded delivery to the attention of the Chairman of the Board of Directors, within twenty days following the publication of the present notice, i.e. on Tuesday April 26, 2011 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). The Workers' committee may request the inscription of proposed resolutions to the agenda within ten days following the publication of the present notice. The request to add a point to the agenda has to be motivated. The request to include proposed resolutions must be accompanied with the text of the resolutions and a presentation of them.

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 points or the proposed resolutions that will be presented 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 May 23, 2011 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 May 20, 2011, 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](http://www.3ds.com) the 21<sup>st</sup> day before the General Meeting at the latest, i.e. on May 5, 2011 at the latest. They will also be available for consultation at the registered office.

The draft of the points and the resolutions added to the agenda, presented by shareholders will be published with no delay on the Company's website above-mentioned.

The Board of Directors