

**DASSAULT SYSTEMES**

*Société européenne* with a share capital of €132,711,132  
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 26, 2021 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.

**WARNING: COVID-19**

**This General Meeting will be held behind closed doors, without the physical presence of the shareholders and other persons entitled to attend.**

Indeed, pursuant to the measures adopted by the Government to slow down the spread of the COVID-19 virus, in particular the administrative measures in force restricting or prohibiting travel and collective gatherings in enclosed areas for health reasons, in particular Decree n°2020-1310 of 29 October 2020, as amended, which make the gathering of the dozens of people usually attending the meeting very uncertain or even impossible, Bernard Charlès, Vice-Chairman and Chief Executive Officer, acting on the basis of a delegation of powers granted by the Board of Directors on 18 March 2021, has decided that the General Meeting will exceptionally be held behind closed doors, without the physical presence or by telephone or audiovisual conference of the shareholders.

The preliminary notification (*avis de réunion*) of the meeting was published in the Bulletin des Annonces Légales Obligatoires (BALO) on 16 April 2021.

No voting will be possible during the meeting, hence, shareholders are invited not to request an admission card and to vote in advance of the General Meeting by using the remote and electronic voting methods available to them, by filling in a postal voting form, by giving a proxy vote, or by using the secure electronic voting platform VOTACCESS.

The General Meeting will be broadcasted live online and recorded on the Company's website: [www.3DS.com](http://www.3DS.com).

The Company allows shareholders to send questions in accordance with one of the following methods:

- by electronic communication to the address [investors@3ds.com](mailto:investors@3ds.com). They must be accompanied by an attendance certificate (attestation de participation). However, for the holders of registered shares and the holders of bearer shares who have voted prior to the General Meeting, they may not have to provide such certificate, as their identification as shareholders will have been carried out before by the centralizing bank, and/or
- for holders of registered shares and holders of bearer shares who will have voted prior to the General Meeting, by voice message using the following number : +33 (0) 1 61 62 61 11 and stating their full name and surname.

The Company will answer the questions during the General Meeting, within the time limit allocated.

The shareholders are informed that Bernard Charlès, Vice-Chairman and Chief Executive Officer, acting on the basis of a delegation of powers granted by the Board of Directors on 18 March 2021, has appointed the following two persons, from among the ten shareholders with the largest number of voting rights of which the Company is aware, to act as scrutineers at the General Meeting of May 26, 2021: Bernard Charlès, Vice-Chairman and Chief Executive Officer and Pascal Daloz, Chief Operating Officer and Chief Financial Officer.

The Company will keep its shareholders informed of any changes and, to this end, shareholders are invited to regularly consult the section dedicated to the General Meeting on the Company's website: <https://investor.3ds.com/fr/shareholders-meeting/home>. The Company reserves the right to hold the General Meeting in person if health conditions permit it.

**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 (*mandataires sociaux*),
6. Compensation elements paid in 2020 or granted with respect to 2020 to Mr. Charles Edelstenne, Chairman of the Board of Directors,
7. Compensation elements paid in 2020 or granted with respect to 2020 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

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(*mandataires sociaux*) (Article L. 22-10-9 of the French Commercial Code),

9. Reappointment of Ms. Odile Desforges,
10. Reappointment of Mr. Soumitra Dutta,
11. Ratification of the appointment of Mr. Pascal Daloz as a director on a temporary basis by the Board of Directors,
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 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 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 the securities giving access to equity securities to be issued, up to a maximum of 10%, to remunerate contributions in kind of shares or equity-linked securities,
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 of the Board of Directors to increase the share capital for the benefit of members of a corporate savings, without preferential subscription rights,
22. 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,
23. Five-for-one stock split.

**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 26, 2021 is mentioned in the preliminary notification of the Company, published on April 16, 2021 in the *Bulletin des Annonces Légales Obligatoires* n°46, advertisement n°2100983.**

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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 must justify 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 24, 2021 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.

**Ways to participate to the General Meeting in the context of the health crisis**

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 proxy or with no indication of the proxy; or
3. voting by post; or
4. voting electronically via the VOTACCESS secured platform **prior to the General Meeting.**

**Proxy or vote by post**

**As a general advice, considering the context of health crisis and the current circumstances, it is recommended to use electronic communications and to favor requests by e-mail pursuant to the details indicated below.**

For holders of bearer shares, the single remote voting or proxy form will be forwarded to them upon their request by simple letter to their accredited financial intermediary.

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

- request for single remote voting or proxy form must be received by Société Générale **at least six days** prior to the date of the meeting, i.e., on **May 20, 2021** at the latest;
- remote voting forms or proxies shall only be taken into consideration if they are duly completed 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, 2021 at the latest** (May 23, 2021 being a Sunday).

Shareholders may revoke a 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.

The shareholders may designate or revoke a proxy by electronic means until the fourth day preceding the date of the General Meeting (i.e. up to May 21, 2021 at the latest) 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) 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 proxy;
- 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 proxy; 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 (whose electronic details he knows).

In order for the designations or revocations of proxies made by post mail to be taken into account, confirmations must be received on **May 21, 2021** at the latest. The abovementioned e-mail address will only deal with requests of designation or revocation of proxies; any other request will not be considered.

In addition, for his/her own voting rights, the proxy shall send his voting instructions in accordance with the usual procedure.

#### **Vote by internet**

Shareholders may **vote electronically via the VOTACCESS online voting platform which will open from May 10, 2021 at 9:00 am until May 25, 2021 at 3:00 pm** To avoid potential saturation, it is recommended not to wait until the ultimate date to connect to the platform.

Holders of bearer shares shall vote electronically via the VOTACCESS voting platform only if their financial intermediary has adhered to the VOTACCESS system and proposes this service for this General Meeting. Holders of bearer shares shall connect using their usual access codes to their financial intermediary’s web portal in order to access the VOTACCESS system and follow the on-screen instructions. 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](http://www.sharinbox.societegenerale.com) using their access code Sharinbox and password reminded on the voting and proxy form received by mail with his/her convening notice. For holders of pure registered shares, their access code appears on all communications from Société Générale Securities Services. For holders of administered registered shares, Société Générale Securities Services have sent them recently their access code and password in two specific letters. The password to connect to the website may be re-sent to shareholders by clicking “Get your codes” on the website’s opening page. On the home page, please click on the "Reply" button in the "Shareholders' General Meeting" frame, then click on the "Participe" button. The shareholders then will be re-directed automatically to the voting system.

The shareholder having voted remotely or sent a proxy, 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, i.e. on May 21, 2021 at the latest. Previous instructions shall then be considered void.

Holders of registered shares must send their new voting instructions by using the single remote voting form duly filled in and signed to Société Générale, by electronic communication to the following address [ag2021.fr@socgen.com](mailto:ag2021.fr@socgen.com). The form shall bear their name, surname, address, identification number, the mention “New instruction – cancel and replace”, the date and their signature. The form must be accompanied with a copy of their identity card and, as the case may be, a power of attorney if they are acting on behalf of a legal entity. In order to be taken into consideration, the electronic communication must be received by Société Générale on **May 21, 2021** at the latest. The above-mentioned e-mail address may not deal with any other instructions.

Holders of bearer shares must liaise with their account holder which will handle to submit the new instruction to Société Générale, accompanied with an attendance certificate (*attestation de participation*) evidencing their capacity as shareholder.

As an exception to the above, in the event of a proxy given to another shareholder, to your spouse, to the partner with whom you have entered into a civil solidarity pact or to any other individual or legal entity of your choice, including those given by electronic means under the conditions defined in Article R. 225-61 of the French Commercial Code, the proxy may validly reach the Company up to the fourth day preceding the date of the General Meeting (i.e. up to **May 21, 2021** at the latest). Proxies shall send their instructions for the exercise of their proxies to Société Générale by e-mail to [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com), no later than the fourth day preceding the date of the General Meeting (i.e. up to **May 21, 2021** at the latest). The form must bear the surname, first name and address of the proxy holder, the words "In the capacity of proxy holder", and must be dated and signed. The voting directions are filled in the box "I vote by post" of the form. The proxy must attach a copy of his or her identity card and, if applicable, a power of attorney from the legal entity he or she represents.

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

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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 24, 2021 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, **at the latest by the end of the second business day preceding the date of the General Meeting, i.e. Monday May 24, 2021**, by electronic communication to the address [3DS.AGM2020@3ds.com](mailto: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 an attendance certificate (*attestation de participation*).

All written questions and answers will be published on the Company's website at <https://investor.3ds.com/fr/shareholders-meeting/home>. They will be accessible as soon as possible after the General Meeting, and at the latest by the end of the fifth business day thereafter.

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 also have the opportunity to submit questions:

- by electronic communication to the address [investors@3ds.com](mailto:investors@3ds.com) until the questions-answers session during the General Meeting of **May 26, 2021**. They must be accompanied by a certificate (*attestation de participation*). However, holders of registered shares and holders of bearer shares who will have voted prior to the General Meeting may not have to provide such attendance certificate, as their identification as shareholders will have been carried out before by the centralizing bank, and/or
- for holders of registered shares and holders of bearer shares who will have voted prior to the General Meeting, by voice message using the following number : +33 (0) 1 61 62 61 11 and stating their full name and surname.

The Company will answer the questions during the General Meeting, within the time limit allocated.

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, are available on the Company's website [www.3ds.com](http://www.3ds.com).

*The Board of Directors*