

DASSAULT SYSTEMES

Société anonyme with a share capital of 117 645 813 euros
Registered office: 9 Quai Marcel Dassault – 92150 SURESNES
Registry of Commerce number: 322 306 440 NANTERRE

NOTIFICATION TO THE GENERAL MEETING OF SHAREHOLDERS

The shareholders of Dassault Systèmes are invited to attend the annual General Meeting of Shareholders to be held on Thursday May 22, 2008 at 3:00 pm, at the Maison de la Chimie (Salle 131), 28 bis, rue St-Dominique – 75007 Paris, France - with the following agenda and resolutions:

Agenda

Ordinary General Meeting:

- Approval of the financial statements for 2007.
- Approval of the consolidated financial statements for 2007.
- Allocation of profit of the fiscal year ended December 31, 2007.
- Approval of the regulated agreements (*conventions réglementées*).
- Approval of the regulated agreement (*convention réglementée*) entered into between the Company and Mr. Bernard Charlès.
- Authorization to purchase 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 buy-back program.
- Authorization granted to the Board of Directors to grant stock options
- Delegation to the Board of Directors to increase the share capital to the benefit of members to a *plan d'épargne*.

Ordinary and Extraordinary General Meeting:

- Powers for formalities.

**DRAFT RESOLUTIONS PROPOSED TO THE GENERAL MEETING OF
SHAREHOLDERS ON MAY 22, 2008**

ORDINARY GENERAL MEETING

FIRST RESOLUTION

Approval of the financial statements

The General Meeting, after reading of the management report of the Board of Directors and the general report of the Statutory Auditors, in addition to complementary explanations made orally, hereby approves in all parts the report of the Board and the financial statements for the financial year ended December 31st, 2007 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 General Tax code, the total amount of non-deductible tax charges, which amounted to € 379 315 and which resulted in a corporate tax of € 130 598.

SECOND RESOLUTION

Approval of the consolidated financial statements

The General Meeting, after reading of the report of the Board of Directors with respect to management of the group 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 parts the report of the Board and the consolidated financial statements for the financial year ended December 31, 2007 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 proposal by the Board of Directors, hereby resolves to allocate the profit of the financial year amounting to € 135,676,022 ⁽¹⁾ as follows:

- allocation to the legal reserve (restricted retained earnings)
(in order to comply with the minimum of 10% of the share capital
required by law).....€ 183,426
- for distribution to the 117,604,553 shares constituting the
share capital as of December 31, 2007, of a dividend of..... € 54,098,094.38
(€0.46 x 117,604,553 shares)
- to be retained.....€ 81,394,501.62

Which, increased by the retained earning from the prior financial years
(€ 866,394,066.14) credits the amount to be retained to.....€ 947,788,567.76

(1) This profit, increased by the retained earnings from the prior financial years (€ 866,394,066.14) and decreased by the allocation to the legal reserve (€ 183,426), results in a profit to be allocated amounting to € 1,001,886,662.14.

In accordance with the provisions of Article L.225-10 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 group Dassault Systèmes, as of the date of payment shall be retained.

For individuals tax residents in France the amount allocated amongst shareholders shall be wholly eligible at their option either to the rebate of 40% (as provided by Article 158-3-2° of the French Tax code), or to the 18% levy in discharge (*prélèvement libératoire*) excluding social security charges (as provided by Article 117 quarter of the French Tax code). Since January 1st, 2008 French Tax law provides for a withholding payment of social security charges due by individuals complying with the above conditions except where shares benefiting from a dividend payment are registered in a *Plan d'épargne en actions*.

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

	2006	2005	2004
Dividend	€ 0.44 (1)	€ 0.42 (1)	€ 0.38 (1)
Number of shares eligible to dividends	115,770,290	115,038,378	113,786,411

(1) Dividends paid from January 1st, 2005 do not give right to tax credit any longer. However, according to Article 158-3-2° of the French Tax code, individuals tax residents in France can get an allowance of 50% of the amount of the collected dividends on the paid dividends in 2005 and 40% for those paid in 2006. The total amount of this dividend is eligible to the allowances described above under the conditions described.

FOURTH RESOLUTION

Regulated agreements (conventions réglementées)

The General Meeting, after reading of the special report of the Statutory Auditors on the agreements governed by articles L.225-38 and followings of the French Code of commerce, hereby acknowledges that no such agreement was entered into during the financial year ended December 31st, 2007 and approves the continuation of the agreements previously approved and which continued during the financial year ended December 31st, 2007 as well as the agreement entered into beginning of 2008 (interruption of the employment agreement of the CEO).

FIFTH RESOLUTION

Regulated agreement (convention réglementée) entered into between the Company and Mr. Bernard Charlès

The General Meeting, after reading of the special report of the Statutory Auditors on the agreements governed by articles L.225-38 of the French Code of commerce and pursuant to Article L.225-42-1 of the French Code of commerce, hereby approves the agreement referred to therein relating to the undertakings taken by Dassault Systèmes SA towards its Chief Executive Officer (*Directeur général*), Mr. Bernard Charlès, with respect to the indemnities due in case of removal from his functions as Chief Executive Officer.

SIXTH RESOLUTION

Authorization to purchase shares of the Company

The General Meeting, after reading of the report of the Board of Directors authorizes the Board of Directors to purchase 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 objectives indicated herebelow:

1°) To cancel shares for the purpose of increasing the profitability of shareholders' equity and earnings per share, subject to ratification by the General Meeting of the seventh resolution below,

2°) To grant securities in payment or in exchange, including but not limited to external growth transactions, within the limit of 5% of the share capital of the Company,

3°) To animate the market and the liquidity of the shares through the intermediary of investment services provider by means of a liquidity contract complying with an ethics chart agreed upon by the French *Autorité des Marchés Financiers* ;

4°) To implement all obligations in relation with stock options plans or other allocation of shares to employees or executive officers of the Company and its affiliates,

5°) To ensure the 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 remit shares upon exercise of rights attached to securities giving right to shares of the Company,

7°) To implement any stock exchange market practice which could happened to be recognized by law or by the French *Autorité des Marchés Financiers*.

The acquisition, sale, transfer or exchange of such shares may be effected by any means allowed on the market (regulated or not) or over the counter, in particular acquisition of blocks, and at the times deemed 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 regulated market 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 prices).

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

The Company may not purchase shares at a unit price which exceeds € 60 (excluding acquisition costs), and in any case 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, 2008. It may be used at any time, including in the case of public purchase and/or exchange offer, within the limits provided by applicable rules.

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, enter into any agreements, prepare any documents including information documents, determine terms and conditions of Company transactions on the markets, 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 French *Autorité des Marchés Financiers* appear to extend or to complete the authorized objectives concerning the buy-back 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 buy-back program authorized by the Joint General Meeting of shareholders of June 6, 2007 in its fifth resolution.

EXTRAORDINARY GENERAL MEETING

SEVENTH 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 buy-back program

The General Meeting, after 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:

- reduce the share capital by cancellation, in one or several transactions, of all or part of the shares purchased by the Company pursuant to its share buy-back program, up to a limit of 10% of the share capital, by 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 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 rule on the financial statements for the financial year ending December 31, 2008.

EIGHTH RESOLUTION

Authorization granted to the Board of Directors to grant stock options

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

1. Authorizes the Board of Directors, in accordance with Articles L.225-177 and following of the French Code of commerce, to grant stock options giving right to new or existing shares (the "OPTIONS 08") to all or certain employees or representatives of the Company or its affiliates (as defined by Article L.225-180 of the French Code of commerce), who individually hold less than 10% of the share capital of the Company (hereinafter the "Beneficiaries").
2. Resolves that this authorization shall be valid for a term of 38 months commencing from the date of this Meeting.
3. Resolves that the maximum number of options which may be granted by the Board of Directors and which have not yet been exercised may not provide entitlement to subscription to a number of shares exceeding 20% of the share capital. This limit shall be assessed at the time of the grant of the options by the Board considering not only the new options thus offered but also those which would arise out of previous allocations and which have not yet been exercised.
4. Resolves that the list of beneficiaries of OPTIONS 08 amongst the Beneficiaries and the number of options allocated to each of them shall be freely determined by the Board of Directors.
5. Acknowledges that, pursuant to the law, no stock option may be granted during the black-out periods as defined by Article L.225-177 of the French Code of commerce.
6. Resolves that the subscription price of the new shares or the purchase price of the existing shares resulting from the exercise of the options shall be determined by the Board of Directors on the day on which the options are granted and that (1) in the case of grant of options to subscribe shares, this price may not be less than 80% of the average stock price during the twenty (20) Stock Exchange trading sessions of Euronext Paris, preceding the date when the options are granted and (2) in the case of grant of options to buy shares, this price may neither be less than the amount determined as in (1) above, nor less than the average stock price defined by Article L. 225-179 of the French Code of commerce.

The option subscription price, as determined above, may only be modified where the Company should have completed one of those financial transactions or transactions on securities as provided for by Article L. 225-181 of the French Code of commerce. In this case, the Board of Directors shall proceed, under legal and regulatory conditions, with an adjustment of the price and number of shares comprised within the granted options in order to take into account the transaction in question.

7. Acknowledges that this authorization includes, in favour of the Beneficiaries of options to subscribe shares, the express waiver by the shareholders of their preferential subscription right to shares issued in the event of the exercise of said options.
8. Grants all powers to the Board of Directors in order to determine the terms and conditions of OPTIONS 08 and, in particular, determine the following, without however this list being considered exhaustive:

- the period for validity of the options, it being understood that the exercise of the options may not take place more than 10 years after their date of allocation,
 - date(s) or periods of exercise of the options, it being understood that the Board may (a) anticipate the dates or periods of exercise of the options, (b) maintain the exercisable nature of the options or (c) modify the dates or periods during which the shares arising from exercise of the options may not be transferred or put in bearer shares,
 - provisions prohibiting immediate resale of all or part of shares arising from the exercise of the options, provided that the time limit during which the shares may not be sold may not exceed three years after the date of exercise of the option,
 - where appropriate, limit, suspend, restrain or prohibit the exercise of options or the assignment of shares arising from the exercise of the options, during specific periods or from the date of specific events, and its decision may concern all or part of the options or shares and all or part of the Beneficiaries,
 - the date at which the shares will give right to dividends, even retroactive, of the new shares arising from the exercise of the options.
9. Resolves that the Board of Directors shall, and where authorized by law, with the option to delegate, have any and all powers to acknowledge the completion of the capital increase up to the amount of the shares actually paid by the exercise of the options, amend the by-laws accordingly, and upon its sole discretion deduct the expenses resulting from the increase of capital from the amount of the premium relating to these transactions and deduct from this amount the sum necessary to bring the legal reserve to one-tenth of the new share capital after each increase and 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.
10. Resolves that this authorization shall render any prior authorization concerning stock options without effect, including in particular the authorization granted by the General Meeting of shareholders of June 8, 2005.

NINTH RESOLUTION

Delegation to the Board of Directors to increase the share capital to the benefit of members to a plan d'épargne

The General Meeting, after reading of the report of the Board of Directors and the special report of the Statutory Auditors, ruling in accordance with the provisions of Articles L. 443-1 and followings of the French Labour code and Articles L.225-138-1 and 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, of a nominal amount not exceeding € 10 millions, through the issue of new shares or other securities giving access to the share capital of the Company in the conditions set forth by the law, reserved to the employees of Dassault Systèmes and/or to its affiliates as defined in Article L.225-180 of the French Code of commerce and in accordance with Article L. 444-3 of the French Labour code, who are members to a *plan d'épargne d'entreprise*.
2. Resolves to suppress the shareholders' preferential subscription rights to the new shares to be issued or other securities giving access to the capital and to the securities which shall result from the securities issued in accordance with this resolution in favour of the members of the

plans defined in the preceding paragraph and to reserve the right to subscribe these shares or other securities to the members of the plans defined in the preceding paragraph.

3. Resolves that the maximum nominal amount which may be issued under this delegation and the maximum amount of € 15 millions referred to in the fifteenth resolution of General Meeting of the shareholders dated June 6, 2007 are not cumulative.
4. Resolves that the subscription price of the new shares shall be equal to 80% of the average stock price during the twenty (20) Stock Exchange trading sessions 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. 443-6 of the French Labour code is lower to ten years, and to 70% when this time period of non-availability is higher or equal to ten years. However, the General Meeting expressly authorizes the Board of Directors, if need be, to decrease or suppress 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 the allocation of free shares or other securities giving access to the capital of the Company, existing or to be issued, the total advantage resulting from this allocation and, if need be, of the above-mentioned discount, without being higher than the total advantage that would have benefited the members to the *plan d'épargne* if this difference would have been of 20% or 30%, depending on whether the period of non-availability as provided by the plan is higher or equal to 10 years;
6. Resolves that the Board of Directors may allocate, pursuant to Article L. 443-5 of the French Labour code, gratuitously, shares or other securities giving access to the capital of the Company, it being understood that the total advantage resulting from this allocation under the employer contribution or, where applicable, the discount on the subscription price, may not exceed the legal or regulatory limits.
7. Resolves that the characteristics of the other securities giving access to the capital of the Company shall be determined by the Board of Directors in accordance with the conditions set out by the legislation.
8. Resolves that the Board of Directors shall have any and all powers and, where authorized by law, the option of delegation or sub-delegation, in accordance with applicable legal and regulatory provisions, within the limits and in accordance with the conditions set forth above, to determine all terms and conditions of the transactions, including but not limited to, the volume to be issued, the price of issue, the modalities of each issue, to decide and determine the modalities for granting gratuitous shares or other securities giving access to the capital, pursuant to the authorization given above, to determine the dates for opening and closing of the subscriptions, determine the period awarded to the subscribers for the payment of their securities, which shall not exceed three years, determine maturity dates, with or without retroactive effect, of securities to be issued, acknowledge the completion of the capital increase up to the amount of the shares actually paid for or decide to increase the amount of the said capital increase in order for all subscription to be allocated, take all measures in order to duly complete the issues envisaged and to record increases in the share capital resulting from any issue completed pursuant to this delegation and to carry out any corresponding amendments to the company by-laws, and upon its sole discretion deduct the expenses resulting from these increases of capital from the amount of the premium relating to these transactions and deduct

from this amount the sum necessary to bring the legal reserve to one-tenth of the new share capital after each increase.

9. Resolves that this delegation shall replace and supersede any previous delegation of the same nature granted by the General Meeting and in particular the delegation granted by the General Meeting of the shareholders dated June 6, 2007 in its fifteenth resolution.
10. This delegation shall be valid for a term of 26 months from the date of this Meeting.

ORDINARY AND EXTRAORDINARY GENERAL MEETING

TENTH RESOLUTION

Powers for formalities

The General Meeting hereby grants any and all powers to the bearer of an original copy or excerpt of the minutes of these deliberations for the purpose of carrying out any legal or registration formalities.