

DASSAULT SYSTEMES

Société anonyme with a share capital of 117 866 151 euros
Registered office: 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay - France
Registry of Commerce Number: 322 306 440 Versailles
SIRET: 322 306 440 00213

NOTIFICATION TO THE GENERAL MEETING OF THE SHAREHOLDERS

The shareholders of Dassault Systèmes (the “Company”) are invited to attend the annual General Meeting of Shareholders to be held on Tuesday June 9, 2009 at 3:00 pm, at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France – with the following agenda and resolutions.

Agenda

Ordinary General Meeting

- Approval of the financial statements for 2008;
- Approval of the consolidated financial statements for 2008;
- Allocation of the results for the fiscal year ended December 31, 2008;
- Approval of the regulated agreements (*conventions réglementées*);
- Approval of the regulated agreement (*convention réglementée*) entered into between the Company and Mr. Bernard Charlès;
- Appointment of a new deputy Statutory Auditor, AUDITEX, in place of Mr. François Carrega, who is resigning;
- Ratification of the transfer of the registered office;
- 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;
- Modification of Article 14-2 of the by-laws;
- 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 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;
- 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 to the benefit of members to a plan d'épargne;

Ordinary and Extraordinary General meeting

- Powers for formalities.

**DRAFT RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS TO THE GENERAL
MEETING OF SHAREHOLDERS ON JUNE 9, 2009**

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, 2008 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 amounted to €225,380 and which resulted in a corporate tax of € 77,598.

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, 2008 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 € 115,307,017.12⁽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) €125,777.59
- for distribution to the 118,862,326 shares constituting the share capital as of December 31, 2008, of a dividend of €54,676,669.96
(€0.46 × 118,862,326 shares)
- to be retained €60,504,569.57
Which, increased by the retained earning from the prior financial years
(€948,208,913.39) credits the amount to be retained to €1,008,713,482.96

(1) This profit, increased by the retained earning from the prior financial years (€948,208,913.39) and decreased by the allocation to the legal reserve (€125,777.59), results in a profit to be allocated amounting to €1,063,390,152.93.

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

	2007	2006	2005
Dividend	€0.46	€0.44	€0.42
Number of shares eligible to dividends.....	117,604,553	115,770,290	115,038,378

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 non-authorized agreement was entered into during the financial year ended December 31, 2008, and approves the continuation of the agreements previously approved and which continued during the financial year ended December 31, 2008.

FIFTH RESOLUTION

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

The General Meeting, after reading 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 amendment of 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 termination of his functions as Chief Executive Officer.

SIXTH RESOLUTION

Appointment of a new deputy statutory auditor, AUDITEX, in place of Mr. François Carrega who is resigning

The General Meeting, after reading the report of the Board of Directors, acknowledges the resignation of Mr. François Carrega, deputy statutory auditor of Ernst & Young Audit, as from this General Meeting and decides to appoint, in replacement of Mr. François Carrega and for the outstanding duration of his mandate, i.e. until the General Meeting called to rule on the financial statements for the financial year ended December 31, 2009, the company AUDITEX, whose registered office is 11, allée de l'Arche – Faubourg de l'Arche – 92400 Courbevoie.

The company AUDITEX has already informed the Company that it accepted the mandate granted by the General Meeting.

SEVENTH RESOLUTION

Ratification of the transfer of the registered office decided by the Board of Directors of September 25, 2008

The General Meeting, after reading of the report of the Board of Directors, ruling in accordance with Article L. 225-36 of the French Code de commerce, ratifies the decision of transfer of the registered office of the Company from 9, quai Marcel Dassault – 92500 Suresnes to 10, rue Marcel Dassault – 78140 Vélizy-Villacoublay, taken by the Board of Directors of September 25, 2008 and the corresponding modification of section 4 of the by-laws of the Company.

EIGHTH 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 and. seq. of the French Code of commerce.

This authorization may be used by the Board of directors for the objectives indicated hereafter:

- 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 ninth 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 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 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), multilateral trade facilities (MTF) or through a systematic internaliser 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 market (regulated or not), 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 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 €50 (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, 2009.

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 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 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 May 22, 2008 in its sixth resolution.

EXTRAORDINARY GENERAL MEETING

NINTH 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, 2009.

TENTH RESOLUTION

Modification of Article 14-2 of the by-laws

The General Meeting, after review of the report of the Board of Directors, modifies Article 14-2 of the by-laws of the Company which will provide the following from now on:

“At no time may the number of Directors who have passed the age of seventy years exceed one half of the members of the Board of Directors. If that limit is reached, the eldest Director other than the Chairman of the Board of Directors shall be considered to have resigned automatically.

Directors’ mandates shall have a term of four years. However, Directors’ mandates which are on-going at the date of the General Meeting of June 9, 2009, shall continue until the expiration of their initial term of six years.

The term of the office of Directors shall expire at the end of the shareholders meeting that approves the accounts of the previous fiscal year, held in the year during which their mandate expires.

Directors may always be reelected.”

ELEVENTH 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 millions 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;
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 this delegation shall replace and supersede the previous delegation of the same nature granted by the General Meeting of the shareholders dated June 6, 2007 in its tenth 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.

TWELFTH 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 by an offering set forth in section II of Article L. 411-2 of the French Code monétaire et financier, 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.

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.

The issuance of shares of the Company further to transactions mentioned under 1 b) shall not have in any case the effect to increase the nominal amount of the capital of the Company by an amount of more than 15 millions € or the corresponding value of such amount in foreign currency or in account units set in reference to several currencies, which shall be deducted from the global maximum amount indicated below in paragraph 2, and to which may be added the amount corresponding to shares to be issued 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;

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 eleventh 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 millions 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 eleventh 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;
12. 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 6, 2007 in its eleventh 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.

THIRTEENTH 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, any and all powers to increase the number of securities to be issued for each of the issuances with or without preferential subscription right decided pursuant to the eleventh and twelfth 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 eleventh resolution of this Meeting.
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 6, 2007 in its twelfth 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.

FOURTEENTH 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 eleventh or twelfth resolution of this Meeting, by issuing and granting gratuitously new 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 millions;
3. resolves that the nominal maximum amount will be deducted from the nominal aggregate maximum of share capital increases likely to be realized pursuant to the eleventh 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 this delegation shall replace and supersede the previous delegation of the same nature granted by the General Meeting of the shareholders dated June 6, 2007 in its thirteenth 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.

FIFTEENTH 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 6, 2007 in its fourteenth resolution.

This delegation to the Board of Directors is valid for a period of 26 months from the date of this Meeting.

SIXTEENTH 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. 3332-1 and followings of the French Labour code and Articles L. 225-138-1 and L. 225-129-6 first and second paragraphs 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. 3344-1 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 will be deducted from the aggregate nominal maximum of €15 millions referred to in the eleventh 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 (20) 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 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 benefit 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. 3332-21 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, request the quotation wherever it will decide, 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 and if it considers it appropriate, 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 May 22, 2008 in its ninth resolution.
10. This delegation shall be valid for a term of 26 months from the date of this Meeting.

ORDINARY AND EXTRAORDINARY GENERAL MEETING

SEVENTEENTH 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.

* * *

Requests to include proposed resolutions in the agenda must be sent to the registered office by registered letter with recorded delivery, within the twenty days following the publication of the present notice, i.e. Tuesday April 28, 2009 at the latest, for shareholders fulfilling legal conditions, and within the ten days following the publication of the present notice for the Workers' committee.

The proposed resolutions will be considered according to the law.

Every shareholder, whatever the number of shares he holds, has the right to participate in the General Meeting.

Instead of being physically present, every shareholder may elect one of the following options:

- giving a proxy to another shareholder or his spouse;
- sending a proxy to the Company with no indication of the representative;
- voting by post.

Nevertheless, in order to attend this General Meeting, to be represented or to vote by post:

- holders of registered shares have to be registered (directly or through a financial intermediary) at midnight (Paris time), on the third business day preceding the meeting,
- holders of bearer shares have to be registered at midnight (Paris time), on the third business day preceding the meeting. 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. This certificate must be attached to the voting form (*formulaire de vote à distance*) or the proxy or admission card (*carte d'admission*) issued under the name of the shareholder. A certificate can also be issued to a shareholder who wishes to participate physically in the meeting and who has not received his admission card on the third business day preceding the meeting.
- shareholders can get a voting form or a proxy by 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 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;
- voting forms or proxies will be taken into consideration only 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;
- 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.

* * *