



ISSUANCE OF 23,412 SHARES BY DASSAULT SYSTEMES IN CONSIDERATION FOR THE CONTRIBUTION OF 1,500 DASSAULT DATA SERVICES' SHARES

This press release has been prepared in accordance with Article 12 of the modified AMF Instruction n°2005-11 dated December 13, 2005.

Vélizy-Villacoublay, France, July 25, 2012 – On June 7, 2012, Dassault Systèmes and Mr. Charles Edelstenne, following the authorization given by the Board of directors held on the same date, have entered into a contribution of shares agreement, consisting in a contribution from Mr. Charles Edelstenne to Dassault Systèmes of 1,500 Dassault Data Services' shares (the "**Contribution Agreement**"). On this date, Dassault Systèmes held 95% of Dassault Data Services' share capital and voting rights, the remaining shares being held by Mr. Charles Edelstenne.

Dassault Systèmes' Shareholders' general meeting held on May 26, 2011, delegated to the Board of directors, in its 19th resolution, 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 one or several contribution auditors, in order to compensate the contribution in kind to the Company of shares or equity linked securities, when the provision of Article L. 225-148 of the Commercial Code are not applicable.

Using this delegation, and having noted that the conditions precedent applicable to the completion of this contribution in shares were satisfied, Dassault Systèmes Board of directors, during its meeting held in July 25, 2012, has, according to the contribution auditor's report, approved the contribution and the valuation of the Dassault Data Services' shares, decided to increase the share capital by the issuance of 23,412 ordinary Dassault Systèmes' shares, which shall bear rights on January 1, 2012 (the "**New Shares**"), noted the consecutive definitive completion of the capital increase, and amended the By-laws accordingly.

The main characteristic of the contribution are summarized below, according to the provision of the modified article 12 of AMF Instruction n° 2005-11 of December 13, 2005.

Contributor	Mr. Charles Edelstenne.
Beneficiary	Dassault Systèmes, a company incorporated and registered under the laws of France, with a share capital of €125,035,796, having its registered office 10, rue Marcel Dassault, 78140 Vélizy-Villacoublay, France, registered under number 322 306 440 RCS Versailles.

NATURE AND COMPENSATION OF THE CONTRIBUTION

Reasons for the contribution	This contribution is made in order to simplify the Group's organization.
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Legal regime applicable to the contribution	The contribution is governed by the legal regime applicable to the contribution in kind, according to Article L. 225-147 of the French <i>Code de commerce</i> .
Assets contributed	1,500 Dassault Data Services' shares, a simplified joint stock company (<i>société par actions simplifiée</i>) incorporated and registered under the laws of France with a share capital of €3,000,000, having its registered office 10, rue Marcel Dassault, 78140 Vélizy-Villacoublay, France, registered under number 347 385 403 RCS Versailles (the " Transferred Shares ").
Contribution's valuation methods	The valuation of Dassault Data Services was realized on the basis of two valuation methods: (i) valuation by the discounting cash flows method and (ii) valuation by the comparison approach.
Total value of the contributed assets	€1,123 per Transferred Share and a global value of €1,684,500 for all the Transferred Shares, corresponding to a valuation of Dassault Data Services of €33,690,000.
Compensation of the contribution	23,412 Dassault Systèmes' ordinary new shares of a nominal value of €1 each, i.e. a total nominal amount of €23,412.
Value of the Dassault Systèmes shares	The number of 23,412 New Shares to be issued to compensate the contribution was determined on the basis of a reference Dassault Systèmes' share price equal to the average market closing price of Dassault Systèmes share over the last twenty trading days immediately preceding the date of signature of the contribution agreement, i.e. €71.95 (rounded down to the nearest lower whole number of shares).
Issuance, rights and listing of the New Shares	The New Shares were issued on July 25, 2012. Their listing for trading on NYSE Euronext Paris will be requested. The New Shares will be subject to all provisions of the By-laws as from their issuance date. They will bear rights as of January 1, 2012 and will be fully and immediately treated as the existing shares with same dividend eligibility date.
Contribution premium	The New Shares were issued by the Beneficiary at a nominal value increased by a total contribution premium of €1,661,088.
Contribution's completion date	July 25, 2012, date of the approval of the contribution and of the recording of Dassault Systèmes capital increase by the Board of directors.

CONTROL OF THE CONTRIBUTION

Appointment of the contribution auditor	The contribution was subject to the report of Ms. Isabelle de Kerviler, appointed on May 4, 2012 by order of the President of the Versailles Court of Commerce, which was filed with the
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registry of the commercial court in Versailles within the legal deadlines.

Conclusions of the contribution auditor's report « *On the basis of my work and at the date of the present report, it is my view that the value determined for the contribution (i.e. €1,684,500) is not over estimated and consequently, that the contribution's value is at least equal to the capital increase of the company receiving the contribution increased by the contribution premium.* »

CONSEQUENCES OF THE CONTRIBUTION

Dassault Systèmes' share capital after the contribution After the contribution, Dassault Systèmes' share capital is increased by €23,412 (through the issuance of 23,412 new shares of a nominal value of €1 each). Consequently, Dassault Systèmes' share capital is increased from €125,035,796 to €125,059,208 (divided in 125,059,208 shares of a nominal value of €1).

AVAILABILITY OF THE DOCUMENTS The contribution auditor's report is available at Dassault Systèmes registered office and will be brought to the shareholders knowledge at the next general meeting.

About Dassault Systèmes

Dassault Systèmes, the 3D Experience Company, provides business and people with virtual universes to imagine sustainable innovations. Its world-leading solutions transform the way products are designed, produced, and supported. Dassault Systèmes' collaborative solutions foster social innovation, expanding possibilities for the virtual world to improve the real world. The group brings value to over 150,000 customers of all sizes in all industries in more than 80 countries. For more information, visit www.3ds.com.

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