

This press release may not be published, forwarded or distributed, directly or indirectly, in the United States, Canada, Australia or Japan.

This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or any other jurisdiction. Securities may not be offered or sold in the United States unless they are registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or exempt from registration. The securities of Assystem mentioned herein have not been and are not being registered under the U.S. Securities Act and Assystem does not intend to make a public offer of its securities in the United States.

**Opening of the offer to repurchase the ORNANE due January 1, 2017 at a unit price of
€25.75, including accrued interests
(ISIN code : FR0011073006)**

Repurchase Offer running from 21 July to 25 July 2014

Paris, 21 July 2014 – ASSYSTEM S.A. (ISIN : FR0000074148 – ASY, the "**Company**") – Following the reverse bookbuilding process launched on 9 July 2014 concomitantly to the launch of an issue of net share settled bonds with an indefinite term convertible into new shares and/or exchangeable for existing shares (ODIRNANE), the Company repurchased on 18 July 2014 2,292,445 net share settled bonds convertible into new shares and/or exchangeable for existing shares, issued on July 6, 2011 and due to mature on January 1, 2017 (the "**2017 ORNANE**"), representing approximately 54.8% of the 2017 ORNANE initially issued.

The Company will carry out as from today a repurchase offer (*procédure de désintéressement*) in France on the regulated market of Euronext in Paris during a period of five consecutive trading days, i.e. from 21 July 2014 to 25 July 2014 inclusive, in order to ensure that all the 2017 ORNANE holders who have not sold their 2017 ORNANE in the reverse bookbuilding process are treated equally. The unit repurchase price of the 2017 ORNANE in the repurchase offer is €25.75, including accrued interests, equal to the unit price set via the reverse bookbuilding process.

The repurchase offer will be centralized by BNP Paribas Securities Services, in charge of the management of the repurchase transactions. A unique settlement date with regard to this repurchase offer will occur on 31 July 2014.

The repurchased 2017 ORNANE will be cancelled, according to their terms and conditions and in accordance with the law.

The Company reserves the right to continue to repurchase 2017 ORNANE, on or off-market after the repurchase offer. The Company also reserves the right to ask for early redemption of the 2017 ORNANE in accordance with their terms and conditions.

Assystem is an international Engineering and Innovation Consultancy Company. As a key participant in the industry for more than 45 years, the group supports its customers in developing their products and managing their capital expenditure throughout the product life cycle. Assystem employs more than 11,000 people worldwide and reported €871.4 million in revenue in 2013. The Company is listed on the regulated market of Euronext in Paris – Compartment B - Code ISIN: FR0000074148 – ASY. For more information: www.assystem.com

Follow Assystem on Twitter: @anewpath2growth

CONTACTS

Gilbert Vidal

Chief Financial Officer

Phone: +33 (0)1 55 65 03 10

Pauline Bucaille

VP, Corporate Communications and Investor Relations

Phone: +33 (0)1 55 65 03 08 –

pbucaille@assystem.com

Nicolas Castex - Agnès Villeret - Lucie Larguier

Citigate Dewe Rogerson

Phone: +33 (0)1 53 32 78 95 – +33 (0)1 53 32 84 75

agnes.villeret@citigate.fr / lucie.larguier@citigate.fr

DISCLAIMER

The distribution of this press release, this undertaking to repurchase, the purchase of securities pursuant to this procedure and the participation in and tender pursuant to such undertaking to repurchase may, in certain jurisdictions, be subject to legal and regulatory restrictions. This undertaking to repurchase is not, directly or indirectly, addressed to persons subject to such restrictions and may not be accepted from any jurisdiction where it would be subject to such restrictions.

This press release may not be published, distributed or transmitted into the United States of America. It is not, nor should it be construed as, an extension of a tender offer for any securities in the United States of America or any other jurisdiction where such offer or solicitation would be unlawful and no sell order for the 2017 ORNANE may be accepted in the United States of America or from the United States of America. No means to tender securities on the French market may be provided from the United States of America or in the United States of America. Any person tendering securities pursuant to this procedure will be considered as having accepted any such restrictions.