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Offering of senior unsecured net share settled bonds with an indefinite term convertible into new shares and/or exchangeable for existing shares (ODIRNANE)

Full exercise of the over-allotment option: total nominal amount of the issue increased to €159,999,974.40

Paris, 11 July 2014 – ASSYSTEM S.A. (ISIN : FR0000074148 – ASY, the « **Company** »), a leading Innovation and Engineering Consultancy Company, launched on 9 July 2014 an offering of net share settled bonds with an indefinite term convertible into new shares and/or exchangeable for existing shares (*Obligations à Durée Indéterminée à option de Remboursement en Numéraire et/ou en Actions Nouvelles et/ou Existantes-ODIRNANE*) (the « **Bonds** »), without preferential subscription rights and without a priority period. Banque Degroof, CM-CIC and Société Générale Corporate & Investment Banking, acting as Global Coordinators and Joint Lead Managers have informed the Company that they are exercising today in full the over-allotment option granted to them.

As a result, the total nominal amount of the Bonds issue is increased to €159,999,974.40, corresponding to 5,602,240 Bonds.

Furthermore, Société Générale Corporate & Investment Banking, in its capacity as stabilization agent in the context of the offering, has informed the Company that it has not carried out stabilization transactions in relation with the offer during the stabilization period which started on 9 July 2014 following the press release of the Company announcing the final terms of the Bonds, and ends today.

The date of issue and settlement and delivery of the Bonds (ISIN FR0012032712) is expected on 17 July 2014.

This press release does not constitute an offer to subscribe for the Bonds. There shall be no public offer of the Bonds in any country other than France.

Availability of the Prospectus

A prospectus (the "Prospectus"), consisting of (i) the registration document of the Company filed with the AMF on 15 April 2014 under n°D.14-0364, and (ii) the securities note and the prospectus summary (included in the securities note), received visa n° 14-380 from the AMF, dated 9 July 2014. Copies of this prospectus may be obtained free of charge at the registered office of the Company (70, boulevard de Courcelles, 75017 Paris, France) and on the websites of the Company (www.assystem.com) and the AMF (www.amf-france.org). Investors are invited to consider carefully all of the risk factors described in pages 49 to 53 and 91 to 97 of the registration document and in section 2 of the securities note.

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Assystem is an international Engineering and Innovation Consultancy Company. As a key participant in the industry for more than 45 years, Assystem 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 Euronext Paris – Compartment B - Code ISIN: FR0000074148 – ASY. For more information: www.assystem.com

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No communication and no information in respect of the offering by Assystem of net share settled bonds with an indefinite term convertible into new shares and/or exchangeable for existing shares (the "Bonds") may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken outside of France in any jurisdiction where such steps would be required. The offering and subscription of the Bonds may be subject to specific legal or regulatory restrictions in certain jurisdictions. Assystem assumes no responsibility for any violation of any such restrictions by any person.

France

A prospectus in the French language which was granted from the AMF the visa number 14-380 dated 9 July 2014 consisting of the reference document of the Company filed with the AMF on 15 April 2014 under n° D.14-0364, and the securities note including the prospectus summary, may be obtained free of charge at the registered office of the Company (70, boulevard de Courcelles, 75017 Paris, France) and on the websites of the Company (www.assystem.com) and the AMF (www.amf-france.org). Public is invited to consider carefully all of the risk factors section in the Prospectus.

European Economic Area

This announcement is and advertisement and is not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4th, 2003, as amended and as implemented in each member State of the European Economic Area (the "Prospectus Directive").

With respect to the member States of the European Economic Area other than France which have implemented the Prospectus Directive (each, a "relevant member State") no action has been undertaken or will be undertaken to make an offer to the public of the securities requiring a publication of a prospectus in any relevant member State. As a result, the Bonds may only be offered in relevant member States: (a) to legal entities that are qualified investors as defined in the Prospectus Directive; or (b) in any other circumstances that do not require the publication by the Company of a prospectus pursuant to Article 3(2) of the Prospectus Directive.

For the purposes of this paragraph, the notion of an "offer to the public of Bonds" in each of the relevant member States, means any communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offering and on the Bonds to be offered, thereby enabling an investor to decide to purchase or subscribe for the Bonds, as the same may be varied in that Member State by any measure implementing the Prospectus Directive.

This selling restriction comes in addition to the other selling restrictions applicable in the other member states.

United Kingdom

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Services Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

United States

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The Bonds have not been and will not be qualified for sale to the public under applicable securities laws in Canada and, accordingly, any offer and sale of the Bonds in Canada will be made on a basis which is exempt from the prospectus requirements of such securities laws. The Bonds are subject to transfer and selling restrictions in certain countries, including Canada.