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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.

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

Initial nominal amount increased to 139,999,977.60 euros (after exercise in full of the extension clause), which may be increased up to a maximum of 159,999,974.40 euros in case of exercise in full of the over-allotment option

Final Terms of the ODIRNANE (subject to *Autorité des marchés financiers* visa)

Repurchase of 2,292,445 outstanding ORNANE due January 1, 2017 (2017 ORNANE) via a reverse bookbuilding process at unit price of 25.75 euros

Paris, 9 July 2014 – ASSYSTEM S.A. (ISIN : FR0000074148 – ASY, the « **Company** »), a leading Innovation and Engineering Consultancy Company, is announcing the success of its 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, in an initial amount of €139,999,977.60 after exercise in full of the extension clause, which may be increased up to a maximum nominal amount of €159,999,974.40 in case of full exercise of the over-allotment option granted to Banque Degroof, CM-CIC and Société Générale Corporate & Investment Banking, acting as *Coordinateurs Globaux and Chefs de File Associés*.

The issue of the Bonds aims at (i) increasing the debt maturity through the repurchase and the repayment of the 2017 ORNANE (as defined below) the principal amount of which at launch date is €89 million and pursuing the disintermediation of the financial resources of the Group in order to maintain financial flexibility, (ii) funding the general financing needs of the Group and the external growth projects of the Group and (iii) strengthening the balance sheet structure as a result of the qualification as shareholders' equity.

Dominique Louis, Chairman and Chief Executive Officer of Assystem declared: «*This transaction will enable Assystem to carry out its plan to become a global player in the strategic sectors of engineering, especially in the nuclear and aerospace fields. International investments on high potential sectors and geographical areas will be paramount in Assystem's foreseeable development. With this transaction, we are strengthening the means of our ambitions* ».

The Bonds will be issued at par on the 17 July 2014, date of settlement-delivery. The Bonds and their interest will rank equally with all of the Company's existing and future unsecured and unsubordinated indebtedness and guarantees.

The nominal value per Bond has been set at €28.56, representing a premium of 30% over Assystem's reference share price¹ on the regulated market of Euronext in Paris ("**Euronext Paris**").

From the Issue Date until 16 July 2021 the Bonds will bear interest at an annual nominal rate of 4.50% payable annually in arrears on 17 July of each year (an "Annual Interest Payment Date"), and for the first time on 17 July 2015, subject to a suspension in the payment of the interest.

From 17 July 2021 the Bonds will bear interest at a rate equal to the Six-month Euribor Rate increased by 800 basis points, payable semi-annually in arrears on 17 January and 17 July of each year (each such date, an

¹ The reference share price is the volume-weighted average price (VWAP) of Assystem' shares quoted on Euronext Paris as from the opening of trading on this day until the close of trading on the same day.

“Semi-Annual Interest Payment Date”), and for the first time, as the case maybe, on 17 January 2022, subject to a suspension in the payment of the interest.

Bondholders may exercise their conversion right at any time from the fortieth day after the issue date (inclusive) until the eighteenth trading day (exclusive) preceding 17 July 2021.

An application will be made for the Bonds to be admitted to trading on Euronext Paris.

Important information

This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for or to sell securities and the offering of the Bonds is not a public offering in any jurisdiction other than France, subject to the following.

In France,

- The Bonds are initially offered in a private placement to persons within the meaning of article L. 411-2-II of the French Financial and Monetary Code; and
- Following such private placement, a prospectus will be submitted to the approval (visa) of the French *Autorité des marchés financiers* (the “**AMF**”) for the purpose of the public offering of the Bonds in France for a period of three trading days. No subscription from the public in France will be accepted prior to the delivery of the AMF visa on the prospectus and the opening of the subscription period.

Repurchase of the 2017 ORNANEs (code ISIN: FR0011073006)

The Company, through the *Coordinateurs Globaux and Chefs de Files Associés* in the context of a reverse book-building process launched concurrently to the book-building process relating to the Bonds, collected the selling interests of holders of net share settled bonds convertible into new shares and/or exchangeable for existing shares of Assystem issued on 6 July 2011 (the “2017 ORNANE”) outside the United States of America, in redeeming their 2017 ORNANE.

At the close of the reverse bookbuilding process, the Company received indications of selling interests covering 2,292,445 2017 ORNANE, representing 54.8% of the 2017 ORNANE initially issued, for a unit price of €25.75, including accrued interests, representing an aggregate amount of €59,030,458.75.

The Company will repurchase the 2017 ORNANE off-the-market on the trading day following the settlement date of the Bonds, i.e. on July 18, 2014 (according to the indicative timetable) and subject to the settlement and delivery of the Bonds.

Further to the repurchase, c. 41.91% of the number of 2017 ORNANE initially issued remain outstanding.

Consequently, the Company will launch a repurchase offer in France on Euronext Paris during a period of five consecutive trading days, starting the trading day following the settlement and delivery date of the actual 2017 ORNANE repurchased, i.e. from 21 July, 2014 to 25 July, 2014 inclusive (according to the contemplated timetable), in order to ensure that all the 2017 ORNANE holders are treated equally. The unit repurchase price of the 2017 ORNANE for the standing repurchase order is €25.75, including accrued interests, equal to the unit price set via the reverse bookbuilding process.

The Company reserves the right to repurchase 2017 ORNANE on or off the market after the close of the reverse bookbuilding process and 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, after the close of the reverse bookbuilding process and the repurchase offer.

The total number of 2017 ORNANE repurchased will be announced by the Company through a press release to be published after the repurchase offer. The repurchased 2017 ORNANE will be cancelled, according to their terms and conditions and in accordance with the law.

Availability of the Registration Document

The registration document of the Company, filed with the AMF on 15 April 2014 under No. D.14-0364, is available 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.

Assystem is an international Engineering and Innovation Consultancy Company. As a key participant in the industry for more than 40 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

Follow Assystem on Twitter: @anewpath2growth

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DISCLAIMER

This press release does not constitute or form a part of any offer or solicitation to purchase, subscribe for or sell securities of Assystem.

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”) and the repurchase of the net share settled bonds convertible into new shares and/or exchangeable for existing shares due 2017 and issued in 2011 (the “2017 ORNANE”) 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 as well as the sale of the 2017 ORNANE 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

Any offer and sale of Bonds in France will be effected through a private placement to qualified investors, in accordance with article L.411-2 II of the French Monetary and Financial Code and through a public offering in France after the delivery of the visa of the Autorité des marchés financiers on the prospectus relating to the issuance and the admission to trading of the Bonds on the regulated market of Euronext in Paris.

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

The distribution of this press release is not made, and has not been approved, by an “authorised person” within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. As a consequence, this press release is directed only at persons who (i) are located outside the United Kingdom, (ii) have professional experience in matters relating to investments and fall within Article 19(5) (“investment professionals”) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (as amended), (iii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) or (iv) are persons to whom this press release may otherwise lawfully be communicated (all such persons together being referred to as “Relevant Persons”). The securities are directed only at Relevant Persons and no invitation, offer or agreements to subscribe, purchase or otherwise acquire securities may be proposed or made other than with Relevant Persons. Any person other than a Relevant Person may not act or rely on this document or any provision thereof. This press release is not a prospectus which has been approved by the Financial 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

This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities nor of any offer or solicitation to sell securities in the United States. The securities mentioned herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), and may not be offered or sold, directly or indirectly, within the United States except pursuant to an exemption from or in a transaction not subject to, the registration requirements of the Securities Act. Assystem does not intend to register any portion of the proposed offering in the United States nor to conduct a public offering of securities in the United States.

The distribution of this document in certain countries may constitute a breach of applicable law. The information contained in this document does not constitute an offer of securities for sale in the United States, Canada, Australia or Japan.

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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.

Repurchase of the 2017 ORNANE

No communication and no information in respect of the repurchase of 2017 ORNANE 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.

This press release does not constitute an invitation to participate in the repurchase of the 2017 ORNANE in any country in which, or to any person to whom, it is forbidden to make such an invitation in accordance with applicable laws and regulations. In particular, the 2017 ORNANE repurchase is not offered and will not be offered, directly or indirectly to the United States of America in any form or mean whatsoever. Persons in possession of this press release are summoned to inform themselves and to conform with all legal and regulatory restrictions.

Stabilization

In accordance with the terms of an underwriting agreement to be entered into between the Company and the members of the placement syndicate, Société Générale, acting as stabilizing manager (or any other institution acting on its behalf), will have the ability, but not the obligation, as from the time at which the final terms of the Bonds become public, i.e. on 9 July 2014, to intervene so as to stabilize the market for the Bonds and/or possibly the Company’s shares in accordance with applicable legislation, and in particular Regulation (EC) No. 2273/2003 of the Commission dated 22 December 2003. Such interventions may be interrupted at any time, if any, but at the latest on 15 July 2014 in accordance with article 8.5 of Regulation (EC) no. 2273/2003 of the Commission dated 22 December 2003. Such interventions may stabilize the price of the Bonds and of the Company’s shares. Such interventions may affect the price of the Bonds and of the Company’s shares and could result in such prices being higher than those that might otherwise prevail.