

After meeting its 2012 objectives, Assystem is pursuing its international expansion

- **Operating profit rose to €60.9 million (7.1% of revenue)**
- **€33.2 million in attributable net profit**
- **Sustained high free cash flow, at €34.0 million**
- **Recommended dividend of €0.45 per share**

(Paris – 12 March 2013 – 5:35 pm CET) – The Supervisory Board of Assystem S.A. (ISIN: FR0000074148 - ASY), a leading innovation and engineering consultancy, met today and reviewed the financial statements for the year ended 31 December 2012.

€m	2012*	2011
Income statement highlights		
Revenue	855.6	760.6
Operating profit from business activity ¹	61.9	56.8
Operating profit	60.9	58.7
% of revenue	7.1%	7.7%
Attributable net profit	33.2	41.0
Attributable net profit excluding change in fair value of the ORNANE derivative ²	34.2	36.7
Cash flow highlight		
Operating free cash flow ³	34.0	33.7
Balance sheet highlight		
Net cash and cash equivalents ⁴	17.0	12.3
Per share data (€)		
Basic earnings per share ⁵	1.73	2.13
Diluted earnings per share ⁶	1.65	2.01
Dividend submitted to shareholder approval (€)	0.45	0.45

* The full-year figures reflect the sale of ANAFI in May and the acquisition of MPH's international operations managed from Dubai in February (consolidated over 11 months).

The consolidated financial statements have been audited by the Statutory Auditors, who will issue their opinion after completing the filing procedures for the Registration Document.

¹ Operating profit from business activity corresponds to operating profit before expenses related to stock grants and stock options, acquisition costs, gains or losses on asset disposals and income and expenses related to unusual or infrequent events.

² The fair value variance of the ORNANE derivative is a €1.5 million expense in 2012, ie €1.0 million net of CIT. In 2011, the fair value variance has generated a €6.7 million gain, representing €4.3 million net of CIT.

³ Net cash flow from operating activities, less capital expenditure, net of disposals and excluding cash flow from discontinued operations

⁴ Cash and cash equivalents less long-term and short-term debt and the fair value of interest-rate and currency hedging instruments and the ORNANE derivative.

⁵ Basic earnings per share undiluted, adjusted from the change in fair-value of the ORNANE derivative is €1.79 for the fiscal year 2012 compared to €1.90 for the fiscal year 2011.

⁶ No dilution from the ORNANE derivative was recognized at 31 December 2012, given the year-end closing share price and the Company's intention to settle the nominal value in cash.

“In 2012, Assystem met its growth, margin and cash flow targets in a difficult economic environment,” said Dominique Louis, Chairman of the Management Board. “In line with our business plan, 40% of our revenue is now generated outside France. During the year, we successfully supported the expansion of our key customers, established a foothold in the Asia-Middle East-Africa region, and acquired the resources needed to execute our strategy and secure our sustainability. In 2013, Assystem is continuing to invest to strengthen its positions in highly promising industries and geographic markets.”

ANALYSIS OF THE 2012 INCOME STATEMENT

- *Revenue and invoicing rate*

Thanks to its positioning in strategic industrial sectors, Assystem enjoyed sustained growth in revenue in 2012, with gains of 12.5% as reported and 5.4% on an organic basis. The momentum was led by firm demand in France, which lifted revenue by 3.9% over the year, and by the Group's dynamic expansion in the global marketplace, where revenue climbed 30%.

The operational invoicing rate edged back by one point, to 91.1% from 92.1% in 2011.

- *Operating profit*

Operating profit from business activity rose by 9% year-on-year to €61.9 million or 7.2% of revenue. Operating profit increased by 3.7% year-on-year to €60.9 million, at a time of sustained capital expenditure, particularly in the Energy business.

€m	2012	% of revenue	2011	% of revenue
France	38.7	7.4%	39.0	7.8%
International	22.3	6.7%	19.7	7.6%
Total	60.9	7.1%	58.7	7.7%

The decline in operating margin in France was primarily attributable to the deterioration in the automotive market.

Excluding MPH's operations managed from Dubai, whose acquisition had a dilutive effect in 2012, the international margin would have stood at 7.3%. In particular, the acquisition impacted the complex infrastructure engineering activity margin, which narrowed to 7.1% from 7.8% in 2011 (impact of -0.6 point).

Outsourced R&D margin came to 7.1%, versus 7.7% in 2011, while the Aerospace margin improved in line with business growth for the third year in a row. The Automotive business suffered from the combined impact of the decline in demand and the margin contraction in France.

- *Attributable net profit*

Attributable net profit amounts to €33.2 million. It was impacted by a €9.7 million decrease in financial result compared to 2011, mainly attributable to the ORNANE (€2.8 million of additional interest charges and amortized cost due to the ORNANE full-year impact and €8.2 million relating to changes in the derivative fair value between 2011 and 2012 – loss of 1.5 million in 2012 compared to a €6.7 million gain in 2011).

STRONG CASH FLOW GENERATION

Assystem maintained free cash flow at a high €34 million. The Company ended the year with €17.0 million in net cash and cash equivalents, after acquisition outlays, capital expenditure and the payment of a dividend.

DSO stood on average at 81 days for 2012, representing a one-day improvement over the year.

RECOMMENDED DIVIDEND OF €0.45 PER SHARE

At the Annual General Meeting next 22 May, shareholders will be asked to approve the payment of a dividend of €0.45 per share, unchanged from 2011.

2013 OUTLOOK

Late-2012 industry trends remain operative in early 2013, with sustained positive growth in the strategic energy and aerospace industries and an automotive sector that is expected to decline in the first half in France but maintain its robust dynamic in the rest of the world. Assystem is continuing to invest to expand internationally and aims to report 2013 organic growth in revenue and operating margin comparable with 2012.

2013 INVESTOR CALENDAR

Assystem's annual result will be presented on 13 March at 10:00 am CET. The presentation may be downloaded from www.assystem.com.

- 29 April, after close of trading: Revenue for the three months ended 31 March 2013
- 22 May 2013: Annual General Meeting
- 29 July, after close of trading: Revenue for the six months ended 30 June 2013
- 9 September: Results for the six months ended 30 June 2013 (presentation on 10 September)

Assystem is an international Engineering and Innovation Consultancy. 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 approximately 11,000 people worldwide and reported €855 million in revenue in 2012. The Company is listed on NYSE Euronext Paris – Compartment B - Code ISIN: FR0000074148 – ASY. For more information: www.assystem.com

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APPENDICES

• REVENUE BY REGION

In € millions	2011	2012	Change
France	501.5	521.0	+ 3.9%
International	259.1	334.6	+ 29.1%

• REVENUE BY BUSINESS UNIT

In € millions	2011	2012	Weight	Total growth	Organic growth**
Infrastructure Engineering & Operations*	288.4	352.1	41%	22.1%	3.3%
Aerospace Engineering	212.6	239.5	28%	12.7%	12.7%
Technology & Product Engineering	259.6	263.9	31%	1.7%	1.7%

• OPERATING PROFIT BY BUSINESS UNIT

In € millions	2011	2012	Change
Infrastructure Engineering & Operations*	22.4	25.0	+ 11.6%
Aerospace Engineering	16.6	19.7	+ 18.7%
Technology & Product Engineering	19.8	16.2	- 19.2%

* Previously known as Plant Engineering & Operations

** Given the increasing internationalization of the Group's current and future businesses, the company publishes organic change figures at constant exchange rates

• SHARE CAPITAL AT 31/12/2012

Shares outstanding

Ordinary shares outstanding	20,734,278	
Treasury stock	1,715,849	
BSAR 2013 redeemable share warrants outstanding ¹	4,892,734	Strike price: €35.00
BSAR 2015 redeemable share warrants outstanding ²	3,155,419	Strike price: €11.10
Stock awards and performance stock awards outstanding	171,374	
Weighted average shares outstanding	19,157,041	
Diluted weighted average shares outstanding ³	20,169,719	

¹ Parity: 1.0 ; Expire : 31/07/2013 ; Enforcement call starting date : 31/07/2010 ; Enforcement call share price: 52.5€.

² Parity: 1.0 ; Expire : 9/07/2015 ; Enforcement call starting date : 9/07/2013 ; Enforcement call share price: 15.54€.

³ Excluding potential dilutive effect from the ORNANE. Given the share price at 31 December 2012 and the Group's objective of repaying the nominal value in cash, no significant dilution is to be expected from this operation.

• OWNERSHIP STRUCTURE AT 31/12/2012

%	Shares	Effective voting rights ⁴
Dominique Louis / HDL / H2DA ⁵ / CEFID ⁶ / EEC	26.75	31.08
CDC Group ⁷	16.24	24.50
Members of the Supervisory board and of the Management board	2.93	4.56
Employees Saving Scheme	1.16	1.81
Free Float (including employees)	44.64	38.05
Treasury Stock	8.28	0.00

⁴ These voting rights differ from the theoretical voting rights used in the calculation of threshold crossing.

⁵ Held by HDL (60.5%) and certain members of the Management Board.

⁶ Held by HDL, Dominique Louis and Michel Combes.

⁷ Of which 13.73% held by FSI and 2.51% by CDC EVM

● CONSOLIDATED BALANCE SHEET

In millions of euros

ASSET	2012	2011	2010
Goodwill	120.1	114.0	75.6
Intangible assets	4.7	5.4	6.2
Property, plant and equipment	20.0	16.5	13.6
Investment properties	1.4	1.4	1.4
Investments in associates	0.6	0.6	0.5
Available-for-sale assets	3.1	3.4	3.3
Other non-current financial assets	8.4	7.1	4.0
Deferred tax assets	5.3	6.1	7.8
Total non-current assets	163.6	154.5	112.4
Available-for-sale-assets			1.0
Trade receivables	270.9	250.3	205.6
Other receivables	30.0	26.7	14.5
Corporate income tax receivables	3.9	1.1	1.6
Other financial assets	0.6		
Cash and cash equivalents	136.5	151.8	127.9
Total current assets	441.9	429.9	350.6
TOTAL ASSETS	605.5	584.4	463.0
Equity and Liabilities	2012	2011	2010
Share capital	20.7	20.4	20.2
Share premiums	69.1	66.2	64.2
Consolidated reserves	74.1	42.5	36.2
Profit for the period	33.2	41.0	21.5
Equity, attributable to Assystem SA	197.1	170.1	142.1
Consolidated equity	204.6	173.0	144.7
Bond loans	82.3	103.9	47.1
Other non-current financial and derivative liabilities	7.9	6.5	0.2
Provisions	0.5	0.8	0.5
Employee benefits	15.3	14.3	14.7
Other non-current liabilities	6.9	0.4	8.2
Deferred tax liabilities	0.3	0.4	0.1
Non-current liabilities	113.2	126.3	70.8
Bond loans	24.1	24.4	42.2
Other current financial and derivative liabilities	5.1	4.7	4.4
Provisions	6.0	10.8	5.9
Trade payables and related accounts	43.7	40.5	30.8
Corporate income tax liability	1.8	2.6	5.8
Other current liabilities	207.0	202.1	158.4
Current liabilities	287.7	285.1	247.5
TOTAL EQUITY AND LIABILITIES	605.5	584.4	463.0

• CONSOLIDATED INCOME STATEMENT

<i>In millions of euros</i>	2012	2011	2010	
Revenue	855.6	760.6	636.5	
Employee benefit expense	(611.8)	(529.9)	(458.8)	
Taxes and duties other than income tax	(2.1)	(1.7)	(1.5)	
Amortization, depreciation and provision expense	(11.0)	(11.0)	(10.9)	
Other ordinary operating revenue and expense	(168.8)	(161.8)	(120.6)	
Operating profit from business activity	61.9	56.8	45.3	
Expenses related to stock grants and stock options	(1.1)	(0.4)	(0.6)	
Acquisition costs and capital gains or losses on disposals	0.1	2.3	(0.4)	
Other non-recurring operating revenues and expenses				
Operating profit	60.9	58.7	44.3	
Share in profit of associates	0.2	0.2	0.1	
Net borrowing costs	(4.3)	(2.5)	(1.9)	
Change in fair value of the ORNANE derivative	(1.5)	6.7		
Other financial revenue and expense	(2.9)	(3.2)	(4.2)	
Profit for the period from continuing operations before tax	52.4	59.9	38.3	
Income tax expense	(18.2)	(18.6)	(14.7)	
Profit for the period from continuing operations	34.2	41.3	23.6	
Profit for the period from discontinued operations	(0.1)	(0.1)	(1.1)	
Consolidated profit for the period	34.1	41.2	22.5	
Attributable :				
	To Assystem SA	33.2	41.0	21.5
	To minority interests	0.9	0.2	1.0

• CONSOLIDATED STATEMENT OF CASH FLOWS

<i>In millions of euros</i>	2012	2011	2010
OPERATING ACTIVITIES			
Profit for the period from continuing operations	34.2	41.3	23.6
Elimination of non-cash and non-operating transactions	34.3	22.6	30.5
Change in working capital requirement	(3.1)	(1.1)	14.2
Income tax expense	(21.3)	(20.6)	(10.3)
Net cash flow from discontinued operations	(0.1)	0.9	(4.0)
Net cash flow from operating activities	44.0	43.1	54.0
INVESTING ACTIVITIES			
Non-current assets – acquisitions	(12.0)	(13.8)	(7.1)
Non-current assets – disposals	1.9	5.3	0.5
	(10.1)	(8.5)	(6.6)
Securities purchased	(12.3)	(36.0)	(0.5)
Securities sold	1.7		
	(10.6)	(36.0)	(0.5)
Loans to companies classified as available-for-sale asset			
Loans repaid by companies classified as available-for-sale assets	(0.3)		
Dividends received	0.2	0.1	0.2
Net cash flow from discontinued operations			0.8
Net cash flow used in investing activities	(20.8)	(44.4)	(6.1)
FINANCING ACTIVITIES			
New borrowings and other financial debt	0.1	87.0	
Bond and other borrowing repayments	(25.3)	(42.6)	(1.2)
Interest paid	(4.4)	(2.7)	(3.1)
Dividends paid to shareholders of parent company	(8.5)	(8.6)	(4.9)
Capital increases	3.2	2.2	1.1
Purchase and disposal of treasury shares	(3.5)	(9.8)	(4.9)
Net cash flow used in financing activities	(38.4)	25.5	(13.0)
Change in net cash	(15.2)	24.2	34.9
Net cash at beginning of period	151.4	127.2	92.3
Effect of non-cash items and exchange rate fluctuations	0.1		
Change in net cash	(15.2)	24.2	34.9
Cash at end of period	136.3	151.4	127.2

• **Issuance of net share settled bonds convertible into new and/or exchangeable for existing shares (ORNANE)**

In 2011, Assystem optimized its balance sheet by implementing a diversified financing programme comprising:

- A medium-term line of credit of up to €100 million to finance acquisitions (not yet used).
- A €120 million revolving credit facility for general corporate purposes (not yet used).
- Net share settled bonds convertible into new and/or exchangeable for existing shares (ORNANEs). issued in July 2011 in a nominal amount of €92 million with the following characteristics:

Total amount of the issue	€92 million
Date of issue	6 July 2011
Maturity	1 January 2017
Number of bonds issued	4,181,818
Unit issue price. with a 27.43% premium	€22.00
Interest rate	4%
Redemption	Ultimately reimbursable
Fair value of the issue at 31 December 2012 (IFRS)	€87.9 million
Of which mark-to-market value of the equity component	€5.6 million

ORNANE redemption process

An ORNANE is a hybrid financial instrument that is similar to a bond but which under certain conditions can be converted into or exchanged for a share of Company stock. At maturity, the Company may opt to apply one of the following redemption procedures:

	Share price lower or equal to the nominal value of the bonds	Share price higher than the nominal value of the bonds
Option 1	Reimbursement in new and/or existing shares	Reimbursement of face value and of premium in new and/or existing shares
Option 2	Reimbursement in cash	Reimbursement of face value in cash and of premium in new and/or existing shares

Accounting principles

Per IFRS, ORNANE is a bonded debt with two components:

- A bond component: recognized as a debt at amortized cost; and
- An equity component (derivative) recognised in debt and marked to market. Mark-to-market adjustments are recognized in other financial revenue and expense on a separate line. "Change in fair value of the ORNANE derivative." This is different from an OCEANE convertible bond, for which the embedded derivative is recognised in equity at cost. This accounting principle does not have any cash impact on profit and is inversely related to the share price.

Limited dilution

ORNANEs offer Assystem the option of limiting the number of shares to be issued upon conversion or exchange. The Company's current intention is to settle the nominal value in cash.