PRESS RELEASE

2015 results: Strong growth in performance

- *Operating profit before non-recurring items (EBITA) (1) up 10.9%*
- *EBITA margin up 0.4 pt*
- *Adjusted profit for the period (3) up 25.9%*
- *Free cash flow up 41.3%*

Paris, 14 March 2016, 5.35 p.m. CET – At its meeting on 9 March 2016, the Board of Directors of Assystem S.A. (ISIN code: FR0000074148 - ASY), a leading player in engineering, reviewed the Group's financial statements for the year ended 31 December 2015.

Dominique Louis, Chairman and Chief Executive Officer of Assystem, stated:
"Assystem achieved its growth, profitability and cash flow objectives in 2015. This year marks the Group's 50th anniversary, which means we now have half a century behind us of successfully building customer relationships, developing our expertise with a constant focus on operational excellence, and diversifying and globalising our business. Going forward, our ambition is to pursue our profitable and sustainable growth trajectory by capitalising on our strategic strengths, the talents of our people and our healthy financial position."

The presentation of the financial statements has been changed for the year ended 31 December 2015 (see section 1 of the Appendices). Consequently, the presentation of the financial statements for the year ended 31 December 2014 has also been changed in order to permit meaningful year-on-year comparisons.

In millions of euros – Audited figures	**2014**	**2015**	**Year-on-year change**
Revenue	**866.6**	**907.7**	**+ 4.7%**
Operating profit before non-recurring items – EBITA [1)]	**52.1**	**57.8**	**+ 10.9%**
% of revenue	*6.0%*	*6.4%*	*+ 0.4 pt*
Consolidated profit for the period (2)	**21.9**	**27.9**	**+ 27.4%**
Adjusted profit for the period(3)	**35.1**	**44.2**	**+ 25.9%**
Free cash flow (4)	**31.7**	**44.8**	**+ 41.3%**
% of revenue	*3.7%*	*4.9%*	*+ 1.2 pt*
Net cash (5)	**221.9**	**198.8**	**-**
Dividend per share (6) *(in €)*	**0.75**	**0.80**	**+ 6.7%**

(1) *Operating profit before non-recurring items (EBITA) including share of profit of equity-accounted investees (€0.3 million in 2014 and €0.5 million in 2015).*
(2) *Including profit attributable to non-controlling interests amounting to €0.1 million in 2014 and €0.7 million in 2015. Profit for the period attributable to owners of the parent therefore totalled €21.8 million in 2014 and €27.2 million in 2015.*
(3) *Consolidated profit for the period after deducting profit attributable to non-controlling interests and profit from discontinued operations, and adjusted for the net of tax amounts of (i) non-recurring income and expenses, and (ii) financial income and expenses related to the buyback of ORNANE bonds and the fair value remeasurement of the derivative embedded in the ORNANE bonds (see section 5 of the Appendices).*
(4) *Net cash generated from operating activities less capital expenditure, net of disposals.*
(5) *Cash and cash equivalents less long- and short-term debt and after taking into account the fair value of hedging instruments.*
(6) *For 2015 the figure corresponds to the dividend that will be recommended at the Annual General Meeting on May 24, 2016.*

ANALYSIS OF THE 2015 INCOME STATEMENT

- ***Revenue***

Consolidated revenue rose by a solid 4.7% to €907.7 million in 2015. The pace of growth picked up significantly in the second half of the year, coming in at 7.6% overall and 9.6% for the fourth quarter.

Organic growth at actual exchange rates amounted to 2.0%. Excluding the impact of the contraction in revenue for the Staffing business, organic growth was 4.3%, of which 1.4 points were due to the increase in the value of the pound sterling against the euro.

Global Product Solutions generated €528.6 million in revenue in 2015, up 4.8% year on year and accounting for 58.2% of the consolidated total. This increase broke down as 4.6% organic growth at actual exchange rates and 0.2% due to changes in scope of consolidation.

Revenue for the **Energy & Infrastructure** business came to €311.1 million, representing 34.3% of the consolidated total and corresponding to a 12.0% year-on-year rise, with 3.8% in organic growth at actual exchange rates and 8.2% stemming from changes in scope of consolidation (due to the consolidation of the Saudi-based company Radicon from 1 January 2015).

The **Staffing** business reported revenue of €60.1 million (6.6% of the consolidated total), down 22.2% year on year due to the difficult operating environment in the Oil & Gas sector, which represents the main source of this business's revenue.

- ***Operating profit before non-recurring items (EBITA)***

Consolidated EBITA climbed 10.9% to €57.8 million in 2015 from €52.1 million in 2014, and EBITA margin was 6.4% versus 6.0%.

Global Product Solutions EBITA rose €3.7 million to €38.8 million, representing an EBITA margin of 7.3% compared with 7.0% in 2014. Both EBITA and EBITA margin increased sharply for operations in the Automotive sector but in the Aerospace sector both of these indicators were weighed down by a significant reduction in the research tax credit due to changes in the business mix. However, towards the end of the year, a return to revenue growth and gradual adaptation to the new business mix led to a substantial improvement in EBITA and EBITA margin in the Aerospace sector.

EBITA for the **Energy & Infrastructure** business advanced €3.5 million to €25.7 million, representing an EBITA margin of 8.3% versus 8.0% in 2014. These year-on-year increases were fuelled by the accretive impact arising from the acquisition of Radicon as well as the revenue growth and firm EBITA margin delivered in the Nuclear sector. At the same time, the lacklustre economic context for other activities in France had a slightly negative effect on EBITA and EBITA margin growth.

Staffing EBITA came to €1.4 million against €2.2 million in 2014, representing an EBITA margin of 2.3% compared with 2.9%. This business was able to curtail the adverse impact of lower volumes on earnings by scaling back its fixed costs during the year.

The Group's "Holding company" expenses, net of the results of the activities classified in the "Other" category, amounted to €8.1 million in 2015 (€7.4 million in 2014).

- ***Non-recurring income and expenses***

This item represented a net expense of €18.3 million in 2015, breaking down as:

- A €7.0 million impairment loss recognized for assets used by the Staffing business.
- A €5.3 million provision recognized for a tax dispute.
- €3.4 million in restructuring costs.
- €2.6 million in expenses related to acquisitions and disposals and awards of free shares and performance shares.

- ***Operating profit, consolidated profit for the period, and adjusted profit for the period***

After deducting the net non-recurring expense for the year, **consolidated operating profit** came to €39.5 million.

After taking into account €1.0 million in net financial income, a €13.1 million income tax expense and €0.5 million in profit from discontinued operations, **consolidated profit for the period** came to €27.9 million, of which €0.7 million was attributable to non-controlling interests.

Adjusted profit for the period amounted to €44.2 million, up 25.9% on 2014. Out of this €44.2 million, €37.0 million was attributable to owners of Assystem and €7.2 million corresponded to the coupon on the Odirnane equity instruments issued by Assystem in 2014.

FREE CASH FLOW AND NET CASH

Consolidated free cash flow jumped 41% year on year to €44.8 million from €31.7 million, driven by a very good operating working capital performance, notably due to a 5-day reduction in DSO based on a constant Group structure. Free cash flow represented 78% of EBITA and 4.9% of revenue in 2015.

Net cash totalled €198.8 million at 31 December 2015, versus €166.0 million at 30 June 2015 and €221.9 million at 31 December 2014.

RECOMMENDED DIVIDEND FOR 2015

At the Annual General Meeting to be held on 24 May 2016 Assystem will recommend the payment of a dividend of €0.80 per share for 2015. If this dividend is approved by shareholders it would represent a total payout of €17.2 million[7], corresponding to approximately 46% of adjusted profit for the period attributable to owners of Assystem SA.

OUTLOOK FOR 2016

In view of the favourable market trends in the Automotive, Aerospace and Nuclear sectors, Assystem has set itself the following targets for 2016:

- Over 3.5% organic growth at constant exchange rates
- A further increase in EBITA margin
- Free cash flow representing more than 4% of revenue.

FINANCIAL CALENDAR FOR 2016

- 28 April: press release for first-quarter 2016 revenue.
- 24 May: Annual General Meeting.

(7) *Corresponding to €0.80 times the 21,538,067 outstanding ordinary shares carrying dividend rights at 31 December 2015.*

Assystem is an international group specialised in engineering. As a key participant in the industry for 50 years, Assystem supports its clients in developing their products and managing their capital expenditure throughout the product life cycle. Assystem employs 11,550 people worldwide and generated €908 million in revenue in 2015. Assystem SA is listed on Euronext Paris.

For more information please visit www.assystem.com
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APPENDICES

1/ CHANGES TO THE PRESENTATION OF THE FINANCIAL STATEMENTS EFFECTIVE FROM 2015

(The presentation of the 2014 financial statements has been changed accordingly in order to permit meaningful year-on-year comparisons)

Presentation of revenue and results based on three cash-generating units (CGUs) in line with the IFRS definition of a CGU**:**

- Global Product Solutions (outsourced R&D)
- Energy & Infrastructure (complex infrastructure and engineering)
- Staffing (worldwide assignment of consultants specialised in oil & gas and other industrial sectors).

Management costs directly attributable to these three CGUs are allocated to each CGU concerned.

The revenue and operating profit of certain activities that cannot be allocated to any of the CGUs, as well as holding company expenses, are now classified in a separate category called “Holding company and Other”

Change in the income statement item “Operating profit before non-recurring items” (EBITA). This item now includes the Group’s share of profit of equity-accounted investees (Engage, N3A and Alphatest).

Introduction of a new income statement item – “Adjusted profit for the period”. This item corresponds to consolidated profit for the period after deducting profit attributable to non-controlling interests and profit from discontinued operations, and adjusted for the net of tax amounts of (i) non-recurring income and expenses, and (ii) financial income and expenses related to the buyback of ORNANE bonds and the fair value remeasurement of the derivative embedded in the ORNANE bonds.

2/ REVENUE AND EBITA BY DIVISION

- **REVENUE**

In millions of euros	2014	2015	Total year-on-year change	Organic year-on-year change*
Group	866.6	907.7	+4.7%	+2.0%
Group excluding Staffing	*789.4*	*847.6*	*+7.4%*	*+4.3%*
Global Product Solutions	504.6	528.6	+4.8%	+4.6%
Energy & Infrastructure	277.7	311.1	+12.0%	+3.8%
Staffing	77.2	60.1	-22.2%	-22.2%
Holding company and Other	7.1	7.9	-	

** At actual exchange rates*

- **EBITA***

In millions of euros	2014	% of revenue	2015	% of revenue
Group	52.1	6.0%	57.8	6.4%
Global Product Solutions	35.1	7.0%	38.8	7.3%
Energy & Infrastructure	22.2	8.0%	25.7	8.3%
Staffing	2.2	2.9%	1.4	2.3%
Holding company and Other	(7.4)	-	(8.1)	-

** Operating profit before non-recurring items (EBITA) including share of profit of equity-accounted investees (€0.3 million in 2014 and €0.5 million in 2015).*

3/ Consolidated financial statements

- **Consolidated statement of financial position**

In millions of euros

Assets	31 Dec. 2014 restated*	31 Dec. 2015
Goodwill	124.5	147.2
Intangible assets	4.6	3.7
Property, plant and equipment	17.6	17.5
Investment property	1.4	1.4
Equity-accounted investees	1.0	0.7
Available-for-sale financial assets	0.2	0.2
Other non-current financial assets	10.7	11.8
Deferred tax assets	11.0	10.5
Non-current assets	**171.0**	**193.0**
Trade receivables	280.5	298.2
Other receivables	56.5	66.3
Income tax receivable	4.0	1.1
Other current assets	0.1	0.5
Cash and cash equivalents	252.2	233.8
Current assets	**593.3**	**599.9**
TOTAL ASSETS	**764.3**	**792.9**

Equity and liabilities	31 Dec. 2014 restated*	31 Dec. 2015
Share capital	22.1	22.2
Share premium	79.7	80.3
Consolidated reserves	135.7	144.6
Equity instruments	158.4	158.4
Profit for the period	21.8	27.2
Equity attributable to owners of the parent	**417.7**	**432.7**
Non-controlling interests	7.2	(0.1)
Total equity	**424.9**	**432.6**
Bond debt	25.6	26.4
Other long-term debt and non-current financial liabilities	0.3	4.5
Fair value of derivatives	0.7	2.1
Pension and other employee benefit obligations	24.3	23.5
Long-term provisions	2.3	7.3
Contingent liabilities related to share acquisitions	2.0	1.0
Non-current liabilities	**55.2**	**64.8**
Trade payables	47.2	55.3
Due to suppliers of non-current assets	0.7	0.9
Accrued taxes and payroll costs	171.3	180.0
Income tax liabilities	1.8	3.9
Bond debt	3.7	2.2
Liabilities related to share acquisitions	6.4	3.6
Short-term provisions	9.7	7.0
Other current liabilities	43.4	42.6
Current liabilities	**284.2**	**295.5**
TOTAL EQUITY AND LIABILITIES	**764.3**	**792.9**

***** *The figures reported at 31 December 2014 have been restated to reflect the retrospective application of IFRIC 21.*

- **Consolidated income statement**

In millions of euros	**2014**	**2015**
Revenue	**866.6**	**907.7**
Payroll costs	(631.9)	(644.8)
Other operating income and expenses	(171.6)	(193.8)
Taxes other than on income	(1.8)	(1.5)
Depreciation, amortisation and provisions for recurring operating items, net	(9.5)	(10.3)
Operating profit before non-recurring items (EBITA)	**51.8**	**57.3**
Share of profit of equity-accounted investees	0.3	0.5
EBITA including share of profit of equity-accounted investees	**52.1**	**57.8**
Non-recurring income and expenses	(15.9)	(18.3)
Operating profit	**36.2**	**39.5**
Net financial income (expense) on cash and debt	1.8	4.0
Fair value remeasurement of the derivative embedded in ORNANE bonds	1.3	(1.4)
Other financial income and expenses	(8.8)	(1.6)
Profit from continuing operations before tax	**30.5**	**40.5**
Income tax expense	(8.6)	(13.1)
Profit from continuing operations	**21.9**	**27.4**
Profit from discontinued operations	-	0.5
Consolidated profit for the period	**21.9**	**27.9**
Attributable to:		
Owners of the parent	21.8	27.2
Non-controlling interests	0.1	0.7

- **CONSOLIDATED STATEMENT OF CASH FLOWS**

In millions of euros	2014	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
EBITDA	61.5	68.1
Change in operating working capital requirement	(2.0)	6.0
Income tax paid	(12.6)	(9.5)
Other movements	(6.9)	(12.3)
Net cash generated from operating activities	**40.0**	**52.3**
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditure, net	(8.3)	(7.5)
Acquisitions of shares in consolidated companies, net of disposals	(1.9)	(34.0)
Movements in loans to non-consolidated companies	0.1	0.1
Net cash used in investing activities	**(10.1)**	**(41.4)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Net financial income received (expenses paid)	(1.6)	3.9
Repayments of borrowings and movements in other financial liabilities	(115.5)	(1.7)
Dividend paid to owners of the parent	(10.0)	(16.2)
Other movements in equity of the parent company	57.9	(6.3)
Issue of equity instruments*	158.4	-
Coupon paid on equity instruments*	-	(7.2)
Net cash generated from (used in) financing activities	**89.2**	**(27.5)**
Net increase (decrease) in cash and cash equivalents	**119.1**	**(16.6)**
Net cash and cash equivalents at beginning of year	**131.2**	**250.5**
Effect of non-monetary items and changes in exchange rates	0.2	(0.5)
Net increase (decrease) in cash and cash equivalents	119.1	(16.6)
Net cash and cash equivalents at year-end	**250.5**	**233.4**

* Odirnane bonds

4/ CHANGES IN NET CASH (CASH NET OF DEBT)

In millions of euros		
Net cash at 31 December 2014	**221.9**	
EBITDA	**68.1**	
Change in operating working capital requirement	6.0	
Income tax paid	(9.5)	
Net capital expenditure	(7.5)	
Other movements	(12.3)	
Free cash flow	**44.8**	
Acquisitions	(38.2)	*O/w €31.6m related to Radicon (including €4.2m for the minority shareholder's loan) and €5.8m for the buyout of the minority interest in MPH*
Dividends, share buybacks, capital increases and coupon on ODIRNANE bonds	(29.7)	*O/w €16.2 million in dividends paid to Assystem shareholders and €7.2 million paid to holders of ODIRNANE bonds*
Net cash at 31 December 2015	**198.8**	

5/ ADJUSTED PROFIT FOR THE PERIOD

In millions of euros	**2014**	**2015**
Consolidated profit for the period	**21.9**	**27.9**
Profit attributable to non-controlling interests	(0.1)	(0.7)
Profit from discontinued operations	-	(0.5)
Non-recurring income and expenses not deductible for tax purposes	0.1	13.1
Non-recurring income and expenses deductible for tax purposes, net of income tax(1)	11.3	3.5
Financial income and expenses related to Ornane buybacks and fair value remeasurement of the derivative embedded in Ornane bonds, net of income tax	1.9	0.9
Adjusted profit for the period	**35.1**	**44.2**
Coupon on equity instruments(2)	(3.3)	(7.2)
Adjusted profit for the period attributable to owners of the parent	**31.8**	**37.0**

(1) *Tax effect calculated using the actual tax rate for the year, i.e. 28.48% in 2014 and 32.75% in 2015.*
(2) *Calculated on a pro-rata basis for 2014.*

6/ INFORMATION ABOUT THE COMPANY'S CAPITAL

NUMBER OF SHARES

	At 31 Dec. 2014	**At 31 Dec. 2015**
Number of ordinary shares outstanding	22,154,831	22,218,216
Number of treasury shares	388,117	680,149
Number of BSAAR 2015 warrants outstanding (exercise price: €11.10)	170,698	0
Number of free shares outstanding	92,550	39,150
Weighted average number of shares outstanding	20,751,174	21,595,143
Weighted average number of diluted shares(1)	20,919,873	21,634,293

(1) *Taking into account the potential dilution due to the exercise of BSAAR warrants, and excluding the dilutive impact of ORNANE and ODIRNANE bonds.*

OWNERSHIP STRUCTURE AT 31 DECEMBER 2015

%	Shares	Voting rights
HDL Development[(1)]	60.66%	61.87%
Free float[(2)]	36.28%	38.13%
Treasury shares	3.06%	0%

(1) *HDL Development is a holding company controlled by Dominique Louis (Assystem's Chairman and Chief Executive Officer), notably through HDL, which itself holds 0.23% of Assystem's capital.*
(2) *Including 0.23% held by HDL.*