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## **Proposed repurchase of outstanding ODIRNANE via a reverse bookbuilding process**

**PARIS – 26 September 2016** – Assystem (the “**Company**”) announced today its intention to repurchase all or a part of its net share settled bonds with an indefinite term convertible into new shares and/or exchangeable for existing shares issued by the Company on July 9, 2014 (the “**ODIRNANE**”), ISIN code: FR0012032712.

Assystem will conduct, via Société Générale Corporate & Investment Banking, acting as sole Dealer Manager, a reverse bookbuilding process to collect indications of interest from holders to sell their ODIRNANE, outside of the United States of America (the “**Repurchase Proposal**”). The decision to proceed with the repurchase of the ODIRNANE tendered will depend on the indications received.

The Repurchase Proposal starts today and should last until market close on **27 September, 2016**, but may be closed in advance without prior notice. The settlement and delivery of the repurchased ODIRNANE, pursuant to the Repurchase Proposal, is expected to take place on **30 September, 2016**.

The unit repurchase price of the ODIRNANE, pursuant to the Repurchase Proposal will be determined pursuant to a modified Dutch auction procedure.

Depending on the results of the Repurchase Proposal and in accordance with the recommendation of the French *Autorité des marchés financiers* (the “**AMF**”), the Company may launch a repurchase offer (*procédure de désintéressement*) in France during 5 trading days to enable the holders to sell their ODIRNANE at the same price as the one set out in the Repurchase Proposal. The Company will publish a press release announcing whether this repurchase offer is launched at the close of the Repurchase Proposal.

The ODIRNANE repurchased pursuant to the Repurchase Proposal, and to the repurchase offer, if any, will thereafter be cancelled in accordance with their terms and conditions and according to law.

The Company reserves the right to repurchase ODIRNANE on or off the market after the close of the Repurchase Proposal the repurchase offer, if any.

The Company also reserves the right to ask for early redemption of the ODIRNANE if the conditions provided for in the terms and conditions of the ODIRNANE are met, after the close of the Repurchase Proposal and the repurchase offer, if any.

To date, the number of outstanding ODIRNANE is 5 602 240.

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**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 11,800 people worldwide and generated €908 million in revenue in 2015. Assystem S.A. is listed on Euronext Paris

For more information please visit [www.assystem.com](http://www.assystem.com)

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## **DISCLAIMER**

### **Proposed repurchase of ODIRNANE**

*No communication and no information in respect of the offer to buy the ODIRNANE 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 ODIRNANE 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 ODIRNANE 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.*

*This document constitutes an advertisement and not a prospectus.*

*No communication or other information related to this transaction or to Assystem may be transmitted to the public in a country in which any approval or registration is required. No steps to such end have been taken or will be taken by Assystem in any country in which such steps would be required (other than France).*

*This press release and the information contained herein do not constitute and cannot be construed as a public offer, an offer to sell or subscribe or a solicitation of an order to purchase or subscribe securities in any country, other than France.*

*This press release does not constitute an offer or a solicitation to sell or subscribe for securities requiring a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and Council dated November 4, 2003, as amended, including by Directive 2010/73/EU (together, the "Prospectus Directive", such expression including any relevant implementing measure in each member State of the European Economic Area).*

*With respect to the member states of the European Economic Area other than France (each a "Member State") having implemented the Prospectus Directive, no action has been or will be taken in order to permit a public offer of the securities which would require the publication of a prospectus in any Member State. In each Member State, the information contained herein is addressed solely to persons who are "qualified investors" within the meaning of the Prospectus Directive.*

*The securities mentioned in this press release have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), and may not be offered, or sold in the United States in the absence of such registration or an applicable exemption from the registration requirement under the Securities Act. Assystem does not intend to register any portion of the planned offering in the United States or to conduct a public offering of securities in the United States.*

*This press release is neither an invitation nor an inducement to engage in investment activity for the purpose of Section 21 of the Financial Services and Markets Act 2000, as amended ("FSMA"). This press release is directed only at (i) persons outside the United Kingdom, (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), (iii) persons referred to in Article 49(2) (a) to (d) of the Order (high net worth entities, non-registered associations, etc.) and (iv) other persons to whom this document may be lawfully communicated (all persons listed in (i), (ii), (iii) and (iv) above being referred to as "Relevant Persons"). The securities of Assystem S.A. described herein are available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person must not act or rely on this document or any of its contents.*

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