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Assystem announces the repurchase of 50.88% of its ODIRNANE for a unit price of EUR 34.50 (including accrued interest) via a reverse bookbuilding process

PARIS – 27 September 2016 – Assystem (the “**Company**”) collected through a reverse bookbuilding process conducted by Société Générale Corporate & Investment Banking, acting as sole Dealer Manager, outside of the United States of America (the “**Repurchase Proposal**”), indications of selling interests on 2,850,281 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**”), representing approximately 50.88% of the initially issued number of ODIRNANE for a unit price of EUR 34.50 (including accrued interest) per ODIRNANE, ISIN code: FR0012032712, i.e. a global amount of approximately EUR 98,334,694.50.

The settlement and delivery of the ODIRNANE so repurchased is expected on 30 September 2016.

Following the Repurchase Proposal, 2,751,959 ODIRNANE, representing 49.12% of the number of ODIRNANE initially issued, remain outstanding.

In order to ensure an equal treatment among all ODIRNANE holders, the Company will implement a repurchase offer (*procédure de désintéressement*) in France during 5 consecutive trading days, expected from 3 October 2016 to 7 October 2016 inclusive. The settlement of the ODIRNANE repurchased pursuant to such repurchase offer is expected on 13 October 2016.

The repurchase price per ODIRNANE as part of the repurchase offer will be equal to EUR 34.50 (including accrued interest), being the price set out during the Repurchase Proposal.

Following the repurchase offer period, the Company will announce the total amount of ODIRNANE bought back, including the ones purchased via the Repurchase Proposal, by way of a press release.

The repurchased ODIRNANE will 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 offer.

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 offer.

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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

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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

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