Randstad Holding nv, Diemen - The French stock market authority, *Autorité des marchés financiers* (the "AMF"), published today the results of the initial offer period of Randstad France's cash tender offer for Ausy securities in France (the "Offer"), and has declared the Offer successful (AMF notice dated January 25, 2017 No. 217C0269).

Jacques van den Broek, CEO of Randstad Holding nv, comments: "*Today, we welcome Ausy to the Randstad Group. The combination of our two businesses gives us a major opportunity to strengthen our Professionals business. Ausy, which is one of the world's leaders in IT services and Engineering, brings expertise and know-how to our group, which are complementary to our activities.*"

Philippe Morsillo, CEO of Ausy, comments: "*I would like to thank all of the shareholders who contributed to the success of the transaction. Thanks to them, a page is turned for our group and its 4,500 employees who will be able, with Randstad by our side, to seize new opportunities in France and abroad. Randstad's top-tier expertise in recruitment, its presence in almost 40 countries and its financial strength will be valuable assets for our future development. For the shareholders who have not participated in the Offer yet, a new window of opportunity is provided as of today.*"

The results indicate that 5,094,674 outstanding Ausy ordinary shares and 240,869 ORNANE have been tendered to the Offer. As a consequence, following settlement of the Offer scheduled on January 30, 2017, Randstad France would hold 92.5% of the share capital and at least 90.3% of the voting rights of Ausy, and 43.6% of the outstanding ORNANE; this equates to Randstad France holding 87.6% of the share capital and at least 85.7% of the voting rights of Ausy on a fully diluted basis.

The completion of the Offer was subject to the number of Ausy securities validly tendered to the Offer representing more than 65% in voting rights in Ausy on a fully diluted basis. This condition has been satisfied and the Offer is therefore successful.

Ausy will become an operational subsidiary of the Randstad group as of January 31, 2017.

In accordance with Article 232-4 of the AMF General Regulation, the Offer will be reopened at the same prices of € 55.00 per Ausy share and € 63.25 (plus accrued interests) per Ausy ORNANE for 10 French trading days within 10 French trading days of the publication by the AMF of the results. The AMF will publish shortly the timetable of the reopened Offer. Randstad France believes it is in the best interests of Ausy shareholders to tender their remaining securities, and invites the remaining Ausy securities' holders to tender their shares or ORNANE to the reopened Offer.

Any Ausy shares and Ausy ORNANE not tendered to the reopened Offer will remain outstanding.

If Randstad France reaches 95% ownership of the share capital and voting rights of Ausy, it intends to squeeze-out the remaining shares. In addition, if Randstad France reaches 95% ownership of Ausy's shares on a fully diluted basis, it intends to squeeze-out the remaining ORNANE. Furthermore, Randstad France reserves the right to request from Euronext Paris, on behalf of Ausy, the delisting of Ausy's securities if the conditions provided for by the Euronext Paris market rules are met.

In addition, Randstad reserves the right, subject to applicable law, to cause Ausy to redeem at par value, plus, as applicable, accrued interest from the date the interest was last paid, to the date set for the early redemption, all of the outstanding ORNANE, if less than 15% of the issued ORNANE remain outstanding.

Randstad France's French language information note (*note d'information*) and Ausy's French language note in response (*note en réponse*) which received visas No. 16-580 and No. 16-581 respectively from the AMF on 13 December 2016 as well as Randstad France's and Ausy's French language documents related to their legal, financial and accounting characteristics are notably available on the websites of the AMF ([www.amf-france.org](http://www.amf-france.org)), Randstad France ([www.grouperandstad.fr/finance](http://www.grouperandstad.fr/finance)) and Ausy ([www.ausy.com](http://www.ausy.com)). Copies of Randstad France's Offer documentation may be obtained free of charge from Randstad France (276, avenue du Président Wilson, 93200 Saint-Denis) and BNP Paribas (4, rue d'Antin, 75002 Paris). Copies of Ausy's Offer documentation may be obtained free of charge from Ausy (6/10 rue Troyon, 92310 Sèvres).

**About Randstad**

Randstad specializes in solutions in the field of flexible work and human resources services. Our services range from regular temporary staffing and permanent placements to Inhouse, Professionals, Search & Selection, outplacement, and HR Solutions. The Randstad Group is one of the leading HR services providers in the world, with top-three positions in Argentina, Belgium & Luxembourg, Canada, Chile, France, Germany, Greece, India, Mexico, the Netherlands, Poland, Portugal, Spain, Switzerland, the UK, and the United States, as well as major positions in Australia and Japan. In 2015, Randstad had approximately 29,750 corporate employees and around 4,473 branches and Inhouse locations in 39 countries around the world. Randstad generated revenue of € 19.2 billion in 2015. Randstad was founded in 1960 and is headquartered in Diemen, the Netherlands. Randstad Holding nv is listed on the Euronext Amsterdam, where options for stocks in Randstad are also traded. For more information, see [www.randstad.com](http://www.randstad.com).

**Media Enquiries:**

Randstad Group Communications

Tel. +31 20 569 17 32

Email: corporate.communications@randstadholding.com

**Investor Enquiries:**

Randstad Holding Investor Relations

Tel. +31 20 569 59 40

Email: investor.relations@randstadholding.com

**About Ausy**

Ausy (ISIN code: FR0000072621, mnemonic code: OSI) is one of France's leading Advanced Technology Consultancies. Its offering is based on two areas of specialisation: Information System’s management and organization, as well as Engineering Services and Industrial Systems.

The company holds the "Tech 40" label awarded to emblematic high-tech companies listed on Euronext markets. On 29 December 2015, Ausy shares were admitted to the Long-Only Deferred Settlement Service. As of 29 January 2016, Ausy is listed on compartment B of Euronext Paris.

See the company website for more information: www.ausy.com.

**Contact**

investors@ausy.com

ACTIFIN

Stéphane Ruiz

sruiz@actifin.fr

+33 (0) 1 56 88 11 11

This press release was submitted for publication on January 25, 2017 at 15.15 CET.

**Disclaimer**

This press release contains certain statements and information that constitute forward-looking statements. All statements (other than statements of historical fact) that address activities, events or developments that we intend, expect, project, believe or anticipate will or may occur in the future are forward-looking statements. Such statements are based on current expectations and projections made by Randstad's and/or Ausy's management in light of their respective experience and perception of historical trends, current economic and industry conditions.

These forward-looking statements related to future events are not guarantees of future performance and are subject to inherent risks and uncertainties.

Actual results may differ materially from those expressed in such statements as a result of a variety of factors, including changes in general economic, financial and market conditions and other changes in business conditions, changes in regulations and institutional framework.

This press release does not constitute and cannot be construed as an offer or invitation to purchase any securities of Ausy by Randstad. These statements do not represent investment advice neither a solicitation for the purchase or sale of financial instruments as contemplated by the laws in any country or state.