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**GROUPE OPEN'S TENDER OFFER CLEARED BY AMF  
- OFFER EXPECTED TO OPEN ON FRIDAY 1 AUGUST 2008<sup>1</sup> -**

**Paris, 29 July 2008** – Groupe OPEN (*ISIN: FR 0004050300*; listed on the NextEconomy segment – 972, *IT services*), an IT services company, announces that the AMF has cleared the company's tender offer (The Offer) for all Sylis shares (*ISIN: FR0000038515*; listed on the NextEconomy segment – 972, *IT services*). The AMF has granted its visa n° 08-159 dated 29 July 2008 to Groupe OPEN's Offer Memorandum ("Note d'information").

The AMF will publish the definitive timetable for the Offer in an opening notice (« avis d'ouverture »). The tender Offer would be open from Friday 1 August 2008 until Thursday 18 September at the latest.

The Offer is made up of:

- Principally, a public tender offer (The Main Offer) at a price of €4.25, representing a 89% premium compared to the closing share price on 7 July 2008 and a 56% premium compared to the average share price over the past three months.
- And, a secondary tender offer for Sylis' shares (the Subsidiary Offer). Investors will be offered 10 Groupe OPEN shares against 27 Sylis shares, limited to 1,013,607 Sylis shares. This is a 88% premium compared to the closing price on 7 July 2008 and a 52% premium compared to the average price of the past three months.

Thus, Sylis shareholders can choose either to tender their Sylis shares to the Main Offer, or to the Subsidiary Offer, or to combine the Main Offer and the Subsidiary Offer.

If the shares not subscribed to the Offer by minority shareholders represent less than 5% of Sylis' share capital and voting rights when the Offer closes, Groupe OPEN reserves the right to instigate a squeeze-out procedure to acquire the Sylis shares not subscribed, within three months after the close of the tender offer.

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<sup>1</sup> Subject to the publication of the timetable of the tender offer by the AMF

In the case where the total number of Sylis shares held by Groupe OPEN after the closing of the Offer would not represent more than 50% of the voting rights of Sylis on a fully diluted basis, Groupe OPEN would not pursue its Offer.

Sylis, listed on Compartment C of NYSE Euronext Paris, is one of the leading French IT services companies, with 2007 turnover of €138M and 1,740 employees.

The combination of the two groups would lead to the creation of one of the top 10 French IT services companies with a combined turnover of approximately €325M and more than 4,000 employees. With the support of Sylis' management, the combined group would benefit from strong complementarities, both geographically and in terms of core competencies. This industrial project is fully consistent with Groupe OPEN's strategic plan and its turnover target of €450M by 2010 in order to be better able to respond to market opportunities and challenges.

The Offer Memorandum ("Note d'information"), as approved by the AMF, is available free of charge from the following addresses:

Groupe OPEN  
97, boulevard Pereire  
75017 Paris

ODDO Corporate Finance  
12, boulevard de la Madeleine  
75009 Paris

These/This document(s) is/are also available on Groupe OPEN's website ([www.groupe-open.com](http://www.groupe-open.com)) as well as on the AMF's website ([www.amf-france.org](http://www.amf-france.org)).

#### **CONTACTS:**

##### **Groupe OPEN:**

Nicolas Hazout – Financial communication  
Tel: 01 40 53 34 45  
[nicolas.hazout@groupe-open.com](mailto:nicolas.hazout@groupe-open.com)

##### **Brunswick:**

Marie-Laurence Bouchon  
Alexandra van Weddingen  
Tel: 01 53 96 83 83  
[open@brunswickgroup.com](mailto:open@brunswickgroup.com)

#### **About Groupe OPEN**

In 2007, Groupe OPEN (*ISIN: FR 0004050300*; listed on the *NextEconomy segment; 972-IT services*), IT services company, reported revenue of €187 million, up 30 % over 2006. The Company has a solid network in France and Spain, as well as offices in England, Canada and Ukraine. In March 2008, Groupe OPEN had 2500 employees. Groupe OPEN is included in the CAC IT and SBF 250 indices.