



Press release

Aix-en-Provence, October 29, 2014

The General Meeting of Bondholders approves the Company's restructuring plan with a vast majority

THEOLIA's General Meeting of Bondholders, which gathered in Paris today, Wednesday October 29, 2014, adopted, at a majority higher than 99%, the proposed restructuring plan.

Holders of 6,730,195 convertible bonds (OCEANEs), representing 81.82% of the outstanding convertible bonds, therefore approved all the resolutions proposed by THEOLIA's Board of Directors, in particular:

- the resolution relating to the approval of the restructuring plan;
- amendments to the bond issuance contract, subject to the approval of these amendments, under the same terms, by the Extraordinary General Meeting of Shareholders of November 3, and to the settlement-delivery, no later than March 6, 2015, of the capital increase described in the fifth resolution subject to the Extraordinary General Meeting of Shareholders of November 3; and
- the appointment of a new representative of the body of Bondholders.

The success of this vote is the first step in the implementation of the proposed restructuring plan.

The Extraordinary General Meeting of Shareholders, which will be held on November 3, 2014 at 2:00 p.m. in Aix-en-Provence, France, will be the next step in the approval process of this plan.

The proposed restructuring plan is based on a capital increase associated with the amendment of the convertible bond terms. The performance of a capital increase of approximately 60 million euros will enable to proceed to a partial early redemption of a portion of the convertible bond. The amendment to the terms of the convertible bond will allow to split the remaining amount due into four installments, distributed over the next five years.

The completion of this plan will enable both to strengthen the Company's shareholders' equity and to reduce the bond debt. On the basis of this healthier financial situation, THEOLIA will be able to actively carry on its development.

The voting results and the presentation to the General Meeting of Bondholders are available on the Company's website www.theolia.com.

About THEOLIA

THEOLIA is an independent producer of wind energy, active over the entire wind value chain. The Group develops, builds and operates wind farms in four countries: Germany, France, Morocco and Italy. In total, the Group operates 1,200 MW for its own account and for third parties.

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THEOLIA

French *Société anonyme* (public limited company with Board of Directors) with a share capital of €90,855,760.80

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THEOLIA is listed on the compartment C of NYSE Euronext Paris, code: TEO