



Press release

Aix-en-Provence, December 3, 2014

THEOLIA announces the successful completion of its capital increase in the amount of 59.8 million euros

The capital increase maintaining the preferential subscription right, launched by THEOLIA on November 12, 2014, has been fully subscribed.

Further to the end of the subscription period on November 25, 2014 after market and to the end of the centralization period, total requests amounted to 167,559,268 shares associated with stock warrants, distributed as follows:

- 108,912,510 shares associated with stock warrants were subscribed on an irrevocable basis, representing 91.1% of the shares associated with stock warrants to be issued; and
- 58,646,758 shares associated with stock warrants were requested on a revocable basis. These requests will only be met up to 10,634,542 shares associated with stock warrants after distribution.

Overall, 119,547,052 shares associated with stock warrants were subscribed at the unit price of 0.50 euro, representing gross proceeds of 59,773,526 euros.

Fady Khallouf, the Company's CEO, said:

"The successful completion of our capital increase, which benefited from a strong mobilization, shows the confidence of investors, existing and new shareholders, towards THEOLIA and its outlook. After four years of transformation, which enabled to establish performing operating fundamentals, this capital increase today puts an end to the Group's financial restructuring and marks the beginning of a new phase.

With stronger shareholders' equity and a reduced debt, THEOLIA shows today a healthier financial structure, in line with its strategy to actively carry on its development.

Our significant portfolio of projects under development, including our great 300 MW project in Morocco, the recurrence of our main activity, the Sales of electricity for own account, and the flexibility of our business model are key assets which enable us to look to the future with confidence and determination."

The settlement-delivery, as well as admission to trading of the new shares (ISIN code: FR0011284991) and stock warrants (ISIN code: FR0012285922) on the Euronext Paris regulated market will occur on December 9, 2014. Stock warrants will be exercisable as soon as December 9, 2014, with 3 stock warrants entitling to 1 new share at 0.60 euro per new share. The new shares, including those resulting from the exercise of stock warrants, will carry all usual rights. The new shares will be identical to the existing shares and will be immediately tradable on the same listing line. The new shares resulting from the exercise of stock warrants will be subject to periodic requests for admission to trading on the Euronext Paris regulated market on the same listing line as the existing shares.

At the end of the capital increase, and before the exercise of stock warrants and conversion of convertible bonds, THEOLIA's share capital will comprise 184,444,024 shares with a par value of 0.10 euro each.

The proceeds from the capital increase will enable the early partial redemption of 7.266 euros per convertible bond according to the conditions provided in the restructuring plan.

As from the settlement-delivery of the capital increase, the new terms and conditions of the convertible bond will come into force, namely, in particular, the cancellation of the early redemption right at the option of the bondholders as at April 1, 2015, the implementation of a redemption of the remaining amount of the Company's bond debt, split into four installments (as at January 1, 2017, 2018, 2019 and 2041), the change in the conversion ratio and the interest rate, as well as the addition of an early redemption right at the option of the bondholders as at January 1, 2020, at a price of 1.946 euro.

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 €6,489,697.20

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

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European Economic Area

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- to less than 100 or, if the Member State has implemented the relevant provision of the Amending Prospectus Directive, 150 natural or legal persons (other than qualified investors as defined in the Amending Prospectus Directive) in each Member State; or*
- in any other circumstances falling within Article 3(2) of the Prospectus Directive.*

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United Kingdom

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