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CONVENING NOTICE

Ordinary General Meeting

Friday December 17, 2010 at 10 AM

at the *Moulin de la Récense*
CD 19
13122 Ventabren - France

SUMMARY AND AGENDA

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Request for documents and information

AGENDA FOR THE ORDINARY GENERAL MEETING

1. Appointment of the firm KLING as statutory auditor;
2. Appointment of the firm FICOREC as substitute auditor;
3. Approval of the cooptation of Mr. David Fitoussi as Director; and
4. Powers to complete formalities.

MESSAGE TO SHAREHOLDERS

Ladies, Gentlemen, Dear Shareholders,

Faced with a global economic and financial crisis, THEOLIA managed to bounce back. In a team effort, shareholders and the Group's teams took action to overcome the difficulties with success, keeping in mind the dual goal: to repair the financial situation of the Company and to transform the Group to prepare its future in better conditions.

Reestablish a healthy financial base

Despite an unfavorable market, but thanks to your support, the Group carried out a significant financial restructuring. The terms of the convertible bond issued by the Group in October 2007 have been revised and a capital increase of 60.5 million euros was completed with success.

Between the end of December 2009 and the end of September 2010, the net financial debt has thus been reduced by more than 150 million euros. The shareholders' equity has been reinforced and the cash position increased. The Group's financial situation has thus been significantly improved, allowing us to look ahead at the future on a better foundation.

This situation will continue to improve progressively due to rigorous management and the reduction of debt, notably due to conversions of bonds into shares.

Build a high performance industrial Group

After a period of great difficulties THEOLIA needed a second wind, deep changes in order to make the Group more efficient and more profitable.

The continuation of cost reductions, streamlining processes, implementation of reporting and management tools, as well as reinforcement of internal audit are ongoing projects designed to optimize our organization and our operational procedures.

On the operational front, the Group has continued its investments at a sustained pace, but in a rigorous manner, and with one priority, the progress of its pipeline projects. As such, the Group recently began the construction of a 18 MW wind farm in France, obtained a construction permit free of third party claims for a wind farm of 12 MW also in France and secured the validation of a permit to build a 24 MW wind farm in Italy.

The most significant operational achievement in 2010 remains the commissioning of the Group's first wind farm in Italy with a net capacity of 15 MW. The Group has thus become an electricity producer in four countries: France, Germany, Morocco and Italy.

Our goal is to pursue this transformation plan and to reenergize our development while improving our operational performance.

Our new financial situation has already allowed us to reduce the pace of sales of wind farms and projects. We will maintain this outlook and reinforce our operational positions. As a player in an attractive market with strong growth, the Group is positioned in key markets and benefits from its well known operational expertise.

Prepare the future

Our mission is twofold: to adapt the Group for the future challenges and to organize its development over the long term with an economic model that creates value for its shareholders.

We have significant advantages at our disposal for success: a significant base of operational wind farms, a targeted pipeline of development projects, experienced and determined teams.

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A co-investment approach has been initiated since the capital increase. The creation of a dedicated investment vehicle to hold some of our projects is currently being reviewed. This initiative should allow the Group to secure additional financial means to support its future growth.

The Board of Directors, recently refocused, firmly supports the orientations proposed by the General Management.

The General Meeting offered to you has the goal of appointing a new statutory auditor and a new substitute auditor, as well as the approval of the cooptation of Mr. Fitoussi as a THEOLIA Board director.

As of today, the firms Deloitte & Associés and BEAS are respectively statutory auditor and substitute auditor. Due to organizational constraints, the firm Coexcom, co-statutory auditor, resigned. Its substitute, the firm Ernst & Young et Autres also resigned, the coexistence of two international firms as THEOLIA's auditors being not justified. We propose that you appoint the firms Kling and Ficorec as replacements. Finally, Mr. Fitoussi had been co-opted by the Board of Directors on July 26, 2010 and we propose that you confirm this decision.

We thank you for your loyalty.

Michel Meeus
Chairman of the Board of Directors

Fady Khallouf
CEO

HOW TO PARTICIPATE IN THE GENERAL MEETING?

If you are a shareholder, you participate in THEOLIA's General Meeting.

Evidence of the capacity of Shareholder

➤ For an owner of registered shares

Your shares must be registered in your name in the registered share accounts held for the Company by its authorized representative, CACEIS Corporate Trust, at least three days before the General Meeting, which is Tuesday December 14, 2010 at midnight (Paris time).

➤ For a holder of bearer shares

Your shares must be registered in the accounts held by the financial intermediary authorized to manage your share account, at least three days before the General Meeting, which is Tuesday December 14, 2010 at midnight (Paris time). Your financial intermediary will then issue your participation attestation.

The different participation options

To participate in this General Meeting, you may:

- attend the General Meeting in person,
- vote by post,
- give a proxy to the Chairman of the General Meeting,
- give a proxy to your spouse or to another shareholder.

How to send the participation form

Regardless which option you select to participate in the General Meeting, you must in every case:

➤ For an owner of registered shares

1. request a participation attestation from your financial intermediary;
2. request a participation form to:
CACEIS Corporate Trust
Service des assemblées générales centralisées
14, rue Rouget de Lisle
92862 Issy les Moulineaux Cedex 9 - France
Fax: 00.33.(0)1.49.08.05.82 or 83;
3. send the duly completed participation form as well as the participation attestation sent by your financial intermediary, at least three days before the General Meeting, which is Tuesday December 14, 2010 to CACEIS Corporate Trust.

➤ For a holder of bearer shares

1. fill in the participation form, date and sign it;
2. send the duly completed form at least three days before the General Meeting, which is Tuesday December 14, 2010, to:
CACEIS Corporate Trust
Service des assemblées générales centralisées
14, rue Rouget de Lisle
92862 Issy les Moulineaux Cedex 9 - France
Fax: 00.33.(0)1.49.08.05.82 or 83.

Under no circumstances should requests for admission cards, voting forms and proxy forms be sent directly to THEOLIA.

➤ If you wish to attend the General Meeting in person

Please check **box A** on the form in order to receive your admission card which is absolutely necessary to be admitted to the General Meeting.

➤ If you wish to vote by post

Please check **box B** and **box 2** on the form. You fill in the boxes of the resolutions for which you are not in favor.

➤ If you wish to give a proxy to the Chairman of the General Meeting

Please check **box B** and **box 1** on the form. The Chairman will then issue a vote in favor of adopting the resolutions presented or agreed upon by the Board of Directors and a vote against adopting any other resolutions.

➤ If you wish to give a proxy to your spouse or to another shareholder

Please check **box B** and **box 3** on the form. Please indicate the name and contact information of the person to whom you give a proxy to attend the General Meeting and to vote on your behalf. For all proxies without a specific representative, the representative will be the Chairman of the General Meeting. He will thus issue a vote in favor of adopting the resolutions presented or agreed upon by the Board of Directors and a vote against adopting any other resolutions.

If you wish to attend General Meeting in person: check box A to receive your admission card

If you do not wish to attend the General Meeting in person: check box B and select among the three choices (1, 2 or 3).

If you hold bearer shares: attach the shareholder certification form issued by your financial intermediary.

IMPORTANT : avant d'envoyer votre choix, vérifiez précieusement les instructions situées au verso / Before sending, please see instructions on reverse side

QUELLE QUE SOIT L'OPTION CHOISIE, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, DATE AND SIGN AT THE BOTTOM OF THE FORM

A. Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the shareholder's meeting and request my admission card: date and sign at the bottom of the form

B. J'adhère le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes (I prefer to use the postal voting form or the proxy form as specified below)

THEOLIA
 Société Anonyme au capital de 110 292 696 €
 Siège social : 75 rue Denis Papin
 13100 Aix-en-Provence
 423 127 281 R.C.S. AIX-EN-PROVENCE

ASSEMBLEE GENERALE ORDINAIRE
 Du 17 décembre 2010 à 10 heures
 Au Moulin de la Réserve
 CD 19
 13122 Ventabren

CADRE RESERVE / For Company's use only

Identifiant / Account
 Nom et nom de famille / Name and surname
 Prénoms / First names
 Numéro d'adhésion / Membership number
 Nom et adresse de l'intermédiaire financier / Name and address of financial intermediary
 Numéro de vote / Voting number

2 **JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**
 Cf. au verso page 2 / See reverse side

Sur les propositions ci-dessous, cochez la ou les cases correspondantes / On the proposals below, tick the box or boxes corresponding to your choice

1	2	3	4	5	6	7	8	9	A	F
10	11	12	13	14	15	16	17	18	B	G
19	20	21	22	23	24	25	26	27	C	H
28	29	30	31	32	33	34	35	36	D	J
37	38	39	40	41	42	43	44	45	E	K

1 **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLEE GENERALE**
 Hereby give my proxy to the Chairman of the Meeting
HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE MEETING
 Date and sign at the bottom of the form

3 **JE DONNE POUVOIR A :** (Nom et adresse de l'intermédiaire financier à renseigner)
 Hereby appoint (Name and address of financial intermediary to be filled in)
HEREBY APPOINT
 Date and sign at the bottom of the form

ATTENTION : si il s'agit de titres au porteur, les présentes instructions ne seront valables que si elles ont été retournées à votre banque d'épargne.
CAUTION : if it is about bearer securities, the present instructions will be valid only if they are already returned to your account keepers.

14/12/2010

To vote by post: check box 2 and follow the instructions.

To give a proxy to the Chairman of the General Meeting: check box 1.

To give a proxy to your spouse or another shareholder who will represent you at the General Meeting: check box 3 and indicate the contact information for that person.

In any case, do not forget to sign and date here.

Write your last name, first name and address or check that this information is already indicated.

DRAFT RESOLUTIONS

First resolution – Appointment of the firm KLING as statutory auditor

The General Meeting, held in accordance with the conditions and majority required for ordinary general meetings, decides to appoint the firm KLING, 41 avenue de Friedland, 75008 Paris - France, as statutory auditor, replacing the resigning company COEXCOM, for the remainder of its predecessor's mandate, that is until the General Meeting that will be convened in 2012 to approve the accounts for year ending December 31, 2011.

Second resolution – Appointment of the firm FICOREC as substitute statutory auditor

The General Meeting, held in accordance with the conditions and majority required for ordinary general meetings, decides to appoint the firm FICOREC, 327 boulevard Michelet, 13009 Marseille - France, as substitute auditor, replacing the resigning company Ernst and Young et Autres, for the remainder of its predecessor's mandate, that is until the General Meeting that will be convened in 2012 to approve the accounts for year ending December 31, 2011.

Third resolution – Approval of the cooptation of Mr. David Fitoussi as director

The General Meeting, held in accordance with the conditions and majority required for ordinary general meetings, approves the Board of Director's decision on July 26, 2010 to co-opt Mr. David Fitoussi as director replacing Mr. Eric Peugeot, who resigned, for the period until the General Meeting that will be convened to approve the accounts for year ending December 31, 2011.

Fourth resolution – Powers to complete formalities

The General Meeting grants all powers to the bearer of an original, a copy or an extract of the minutes of this Meeting for the purpose of carrying out all legal or administrative formalities and to comply with all the filings and publicity foreseen by the applicable laws related to all of the preceding resolutions.

BRIEF OVERVIEW OF THEOLIA'S SITUATION

As a producer of electricity from wind energy, THEOLIA develops, builds and operates wind farms for its own account and for the account of third parties.

Highlights of 2010

- **Sale of a 55.5 MW operating wind farm in Germany**
In May 2010, THEOLIA Naturenergien GmbH, THEOLIA's German subsidiary, sold to Dortmunder Energie- und Wasserversorgung GmbH a 55.5 MW operational wind farm located in the Saxony-Anhalt region in Germany.
- **Financial restructuring and capital increase**
In July 2010, THEOLIA completed a significant financial restructuring, including the renegotiation of the terms of its convertible bond and a capital increase of 60.5 million euros. This operation made it possible to reduce the net financial debt by 136.2 million euros between June 30, 2010 and September 30, 2010. The Group's financial situation has thus been significantly improved by the reinforcement of the shareholders' equity, the increase in the cash position and the debt reduction.
- **Recomposition of the Board of Directors**
The March 19, 2010 General Meeting of Shareholders appointed three new directors: Michel Meeus, Fady Khallouf and Gérard Creuzet. This same General Meeting decided to terminate the mandate of Board director of Marc van't Noordende.

On July 26, 2010, Mr. Michel Meeus was appointed Chairman of the Board of Directors and Mr. David Fitoussi was coopted as Board director, following the resignation of Mr. Eric Peugeot from all his duties.

In September 2010, Messieurs Louis Ferran, Gérard Creuzet and Philippe Leroy resigned from their duties as directors.
- **Reorganization of the General Management**
On February 9, 2010, Mr. Eric Peugeot, Chairman of the Board of Directors, was appointed CEO of THEOLIA, replacing Mr. Marc van't Noordende in this position.

On May 20, 2010, the Board of Directors unanimously appointed Mr. Fady Khallouf, CEO of THEOLIA.
- **Operational progress**
In October 2010, the Group commissioned its first wind farm in Italy with a net capacity of 15 MW. The Group has thus become an electricity producer in four countries: France, Germany, Morocco and Italy.

During the third quarter of 2010, the Group initiated the construction of a 18.4 MW wind farm in France and obtained new construction permits free of third party claims (12 MW in France, 24 MW in Italy), feeding its project backlog for the months to come.

Operational update as of October 31, 2010

The Group's installed capacity for own account went from 267 MW as of June 30, 2010 to 284 MW as of October 31, 2010, specifically due to the commissioning of the Giunchetto wind farm in Italy with a net capacity for the Group of 15 MW.

THEOLIA wishes to reinforce its operational positions and to increase the operational margin generated by the activity of sale of electricity. As of October 31, 2010, the Group has 31 MW in construction and 126 MW having obtained construction permits, for a total pipeline of 1,303 MW in development.

The Group continues selected investments at a sustained pace and focuses its efforts on the progress of its projects.

Given the recent financial restructuring and capital increase, the Group has the financial resources necessary to finance the equity of its project backlog (157 MW). The Group is also in advanced discussions with various banks for the implementation of additional project financing and anticipates soon initiating the construction phase of other wind farms.

Reminder of consolidated financial statements as of December 31, 2009

Audited consolidated financial statements (in million euros)	December 31, 2009	December 31, 2008
Revenue	328.6	70.0
Operating income	32.2	(197.6)
Financial income	(30.8)	(39.1)
Net income	(21.1)	(245.2)

The Group's consolidated revenue as of December 31, 2009 amounted to 329 million euros compared to 70 million euros in 2008. This strong increase is mainly due to the sale of wind farms recorded in the activity "Development, construction, sale", which amounted to 236.5 million euros in 2009: 234 MW of assets and wind projects were sold in 2009, in the framework of the program to sell more than 200 MW established at the beginning of 2009. In 2008, no sales of wind farms and projects were been made.

The Group's operating income posted a positive 32 million euros as of December 31, 2009, versus a loss of 197 million euros as of December 31, 2008. This strong increase is notably explained by the reversal of depreciations from 2008 amounting to 11 million euros in 2009, as well as the recording of important non-current charges (mainly depreciations) of an amount of 129 million euros, which had weighed heavily on the previous year's results, following the fair value tests of goodwill and intangible assets as of December 31, 2008.

The Group's financial income posted a net deficit of 31 million euros for 2009 versus a net deficit of 39 million euros in 2008.

Overall, **the Group's net loss** amounted to 21 million euros in 2009, in contrast to 245 million euros as of December 31, 2008. The sum of the charges and non-recurring provisions having impacted the 2009 results amounted to 12 million euros.

The strong improvement of the Group's net income can be explained mainly by the impact of the fair value of goodwill and intangible assets, which led to the accounting of significant depreciations of 107 million euros in 2008 and reversals of 5 million euros in 2009.

The net debt went from 498 million euros as of December 31, 2008 to 396 million euros as of December 31, 2009. This debt includes 267.2 million euros of financial debt (versus 376.7 million euros in 2008), coming mainly from project financing without recourse to the parent company, and 218.7 million euros (versus 204.2 million euros in 2008) coming from the convertible bonds issued by THEOLIA in October 2007.

Statement from THEOLIA's CEO, Fady Khallouf, on November 15, 2010, in the publication of revenue for the first nine months of 2010.

"The Group is ready and is moving actively toward its profitable business model. We are continuing to reduce costs, to transform the Group and to clear up non strategic activities. We are reinforcing our presence in the four countries in which we operate. The acceleration of the pace of our next wind farm commissionings will lead us to significantly increase our revenue of sale of electricity. Since the capital increase, THEOLIA has initiated a co-investment approach to ensure the financing of its development over the mid and long term. Several investors have indicated their interest. We are currently examining with certain of these investors the creation of a dedicated investment vehicle to hold some of our projects."

FINANCIAL STATEMENTS FOR LAST FIVE YEARS

THEOLIA SA, parent company, without its subsidiaries

<i>French standards (in €)</i>	<i>06/30/2005 12 months</i>	<i>12/31/2006 18 months</i>	<i>12/31/2007 12 months</i>	<i>12/31/2008 12 months</i>	<i>12/31/2009 12 months</i>
Total shareholders' equity	28,641,654	168,349,952	350,035,018	189,106,745	236,899,000
Balance sheet total	45,814,079	214,304,936	604,525,432	454,935,459	501,590,000
Capital at the end of the period					
Share capital	9,723,226	25,403,531	38,681,671	39,746,992	39,895,207
Number of ordinary shares	9,723,226	25,403,531	38,681,671	39,746,992	39,895,207
Preferred shares without voting right	-	-	-	-	-
Maximum number of shares to be created					
By share allocation		423,500	575,715	561,715	2,070,611
By conversion of bonds	53,468		11,538,462	11,538,462	11,538,462
By subscription rights	5,209,063	2,955,277	4,917,447	4,415,450	3,997,450
Operations and results					
Turnover, net of tax	3,543,002	4,859,762	5,968,734	7,414,503	6,118,146
Result before tax, participation, depreciation and provision net allowances	-108,008	-1,678,550	3,235,425	-828,527	20,485,280
Income tax	-	-2,737,985	-608,719	-240,050	-422,000
Employee participation	-	-	-	-	-
Result after tax, participation, depreciation and provision net allowances	1,062	413,710	-1,151,491	163,010,876	36,668,169
Distributed result	-	-	-	-	-
Result per share (non diluted)					
Result before tax, participation but before depreciation and provision allowances	-0.01	-0.07	0.08	0.02	0.51
Result after tax, participation, depreciation and provision allowances	0.00	0.02	-0.03	-4.10	0.92
Distributed dividends	-	-	-	-	-
Result per share (diluted)					
Result before tax, participation but before depreciation and provision allowances	-0.01	-0.06	0.06	0.01	0.36
Result after tax, participation, depreciation and provision allowances	0.00	0.01	-0.02	-2.90	0.64
Distributed dividends	-	-	-	-	-
Staff					
Average number of employees	12	16	20	38	30
Amount of salaried body	840,992	2,514,329	3,575,161	3,081,088	3,147,000
Amounts paid in social benefits	363,211	920,103	1,236,154	1,979,021	1,607,000

COMPOSITION OF THE BOARD OF DIRECTORS

The composition of the Company's Board of Directors is as follows:

- Michel Meeus – Chairman of the Board of Directors
- Jean-Pierre Mattei – Vice-Chairman of the Board of Directors
- Fady Khallouf – CEO
- Philippe Dominati
- George Hersbach
- David Fitoussi

Expertise and experience:

Michel Meeus

58 years old, Belgian national
1, Escalier de l'Inzernia - 98000 Monaco – Principality of Monaco

Michel Meeus, Chairman of the Board of Directors and member of the Nomination and remuneration committee, is, since 2007, director of Alcogroup, a company specialized in the production, distribution and trading of a large variety of ethanols. Since 2007, he also sits on the Board of Directors of the holding of the company Alcogroup, as well as on the Board of some of its subsidiaries Alcodis SA and SAD. Before 2007, Michel Meeus was Commercial Manager of Alcodis SA, Alcogroup's subsidiary for distribution. Before joining Alcodis, Michel Meeus carried out a career in the financial sector, at Chase Manhattan Bank in Brussels and London, then at Security Pacific Bank in London, then finally at ElectraKingsway Private Equity in London. THEOLIA's Board of Directors granted him the duties of Chairman of the Board of Directors on July 26, 2010.

Jean-Pierre Mattei

60 years old, French national
34, avenue Montaigne - 75008 Paris – France

Jean-Pierre Mattei, Vice-Chairman of THEOLIA's Board of Directors and member of the Audit committee, is since 2003, Chairman of SAS FIMOPAR, an investment advisory firm. He specializes in judicial and arbitration expertise implemented in various positions, such as managing director of companies, magistrate, Chairman of the Paris Commercial Court from 1996 to 2000, Honorary Chairman of the *Collège européen de résolution des conflits* (Conflict resolution institute, Paris), founding member and Chairman of a French association to promote alternative means of conflict resolution. Mr. Mattei is a board member of Eurotunnel SA, Floirat, Gazette du Palais and Petites Affiches (French legal publications). He teaches at HEC School of Management (Paris) and at the Political Studies Institute (Paris).

Fady Khallouf

50 years old, French national
102, boulevard de Courcelles - 75017 Paris - France

Fady Khallouf, THEOLIA's Chief Executive Officer, has previously worked as a consultant in strategy and restructuring. He has held the positions of Chairman and CEO of Tecnimont where he led the industrial and financial restructuring of the group. Prior to that, he contributed to the restructuring of Edison, transforming the holding company into an operational company, improving the profitability of the company and assuring monitoring of investments. Fady Khallouf had beforehand held leadership positions, notably specialized in the field of investments and commercial development, in the companies EDF, Suez, SITA/Novergie and Lyonnaise des Eaux-Dumez.

THEOLIA's Board of Directors entrusted the duties of Chief Executive Officer to him on May 20, 2010.

Philippe Dominati

56 years old, French national
1 rue du Pont Louis-Philippe - 75004 Paris – France

Philippe Dominati, Chairman of THEOLIA's Nominations and remuneration committee, currently serves as Senator (UMP party) from Paris since 2004. He is a member of the Commission of economic affairs and President of the Reformers Circle (*Cercle des Réformateurs*) of Paris. He is Vice-Chairman of the Supervisory Board of Téléperformance where he is also member of the Remuneration committee, and Chairman of the Supervisory Board of Téléperformance France.

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Georgius J.M. Hersbach

57 years old, Dutch national
Nieuw Loosdrechtsedijk 227 - 1231 KV Loosdrecht - Netherlands

Georgius Hersbach, member of THEOLIA's Nominations and remunerations committee, is founder and Chairman and CEO of Heartstream Group, specialized in the financing of innovative companies. Mr. Hersbach was previously Chairman and CEO of Pharming Group, where he signed partnership agreements with major companies and raised more than 200 million euros. Mr. Hersbach holds a Master of Science in chemical technology from the University of Technology of Delft (Netherlands) and an engineering diploma from FEANI in Paris (France).

David Fitoussi

28 years old, French national
2 Cranley Place - SW7 3AB – London – United Kingdom

David Fitoussi, Chairman of THEOLIA's Audit committee, has a master's degree in bank and finance from the University Paris 1 Sorbonne, is graduated from the *Ecole Supérieure de Gestion* and is currently Director of Christofferson Robb & Company LLP and Portfolio Manager of the CRC Active Value Fund. In the context of his duties, he notably took part in the development of 736 MW of onshore and offshore wind farm projects. THEOLIA's Board of Directors entrusted him with the duties of director on July 26, 2010 replacing Mr. Eric Peugeot who resigned.

COMPOSITION OF THE COMMITTEES OF THE BOARD OF DIRECTORS

The Audit committee

David Fitoussi, Chairman
Philippe Dominati, member
Jean-Pierre Mattei, member

The Nomination and remuneration committee

Philippe Dominati, Chairman
Georgius J.M. Hersbach, member
Michel Meeus, member

The Strategy committee has been dissolved by the Board of Directors' decision on July 26, 2010.

COMPOSITION OF THE GENERAL MANAGEMENT

Fady Khallouf

50 years old, French national

Fady Khallouf, THEOLIA's Board director since March 19, 2010, was granted the duties of Chief Executive Officer of THEOLIA on May 20, 2010.

INFORMATION CONCERNING MR. DAVID FITOUSSI, APPOINTED TO THE DUTIES OF BOARD DIRECTOR ON JULY 26, 2010

David Fitoussi

28 years old

Principle mandates and roles exercised in the Group THEOLIA

THEOLIA Board Director (co-optation on July 26, 2010) and Chairman of the Audit committee

Principle mandates and roles exercised outside of the Company during the last five years

Director of Christofferson Robb & Company LLP
Portfolio Manager of the CRC Active Value Fund

Number of THEOLIA shares held: 0

David Fitoussi has a master's degree in bank and finance from the University Paris 1 Sorbonne and is graduated from the *Ecole Supérieure de Gestion*. He is currently Director of Christofferson Robb & Company LLP, an investment fund based in New York and London that intervenes primarily in the market of credit and renewable energies. In the context of his duties, he notably took part in the development of 736 MW of onshore and offshore wind farm projects. Mr. Fitoussi also holds the position as Portfolio Manager of the CRC Active Value Fund, a fund investing in undervalued companies compared to the intrinsic value of their assets.

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REQUEST FOR DOCUMENTS AND INFORMATION

As provided in Article R. 225-83 of the French Commercial Code



French *Société Anonyme* (public limited company with Board of Directors) with share capital of €110,292,696
Registered office: 75 rue Denis Papin
13100 Aix en Provence
423 127 281 R.C.S. AIX-EN-PROVENCE - France
INSEE 423 127 281 00057

ORDINARY GENERAL MEETING ON DECEMBER 17, 2010

I undersigned Mrs., Miss, Mr.

Last name (or company name)

First name.....

Address.....

District (if different from postal area).....

Zip Code Post office

Owner ofTHEOLIA shares

requests that documents and information concerning the Ordinary General Meeting be sent as foreseen in Articles R. 228-81 and R. 225-83 of the French Commercial Code, with the exception of those which have been attached to the original proxy form and form to vote by post.

Signed inon2010

Signature

NB: According to Article R. 225-88 of the French Commercial Code, registered shareholders may, via one request only, obtain from the Company the documents and information as provided by Articles R. 225-81 and R. 225-83 of the French Commercial Code for each future General Meeting. In case that a shareholder wishes to benefit from this provision, it should be mentioned in the present request.

This request is to be sent to:
THEOLIA
To the attention of the Legal Department
75 rue Denis Papin
BP 80199
F-13795 Aix-en-Provence Cedex 3

THEOLIA

THEOLIA

French *Société anonyme* (public limited company with Board of Directors) with share capital of €110,292,696

Registered office: 75 rue Denis Papin - 13100 Aix en Provence

Tel: +33 (0)4 42 904 904

Fax: +33 (0)4 42 904 905

www.theolia.com