



THEOLIA

2009 annual financial results

THEOLIA's Board of Directors met on April 15, 2010 to approve the financial statements for the year ended December 31, 2009. The audit procedures have been completed and the statutory auditors' reports on the financial statements are in the process of being issued.

THEOLIA

Paris, April 16, 2010

Disclaimer



•All statements in this presentation other than statements of historical fact are “forward-looking statements”. Such forward-looking statements are not guarantees of future performance. These statements are based on management’s current expectations or beliefs and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements, including, among other things, the timing and outcome of THEOLIA’s proposed restructuring and the risks described in the documents filed by THEOLIA with the *Autorité des marchés financiers* (the “AMF”) and available on the AMF website (www.amf-france.org) and THEOLIA website (www.THEOLIA.com), to which investors are invited to refer. THEOLIA’s actual performance, results of operations, financial condition and the development of its restructuring and financing strategies may differ materially from those expressed or implied by the forward-looking statements in this presentation. THEOLIA expressly disclaims any obligation to update or revise any forward-looking statement, as a result of new information, future events or otherwise,

•The information in this presentation (other than information that is part of THEOLIA’s December 31, 2008 financial statement, that have been audited by the statutory auditors, or in THEOLIA’s financial statements for the year ending December 31, 2009, for which the audit procedures have been completed and the statutory auditors’ reports on the financial statements are in the process of being issued) has not been independently verified by anyone other than the Company. In particular, this presentation includes current estimates of data (operational and financial) that have not been fully verified or, as the case may be, audited, yet. None of the Company, its advisers or any other person undertakes or is under any duty to update this presentation or to correct any inaccuracies in any such information which may become apparent or to provide you with any additional information. No reliance may be placed for any purposes whatsoever on the information contained in this document or any other material discussed verbally or on its completeness, accuracy or fairness. Accordingly, no representation or warranty, express or implied, is given by or on behalf of THEOLIA, its advisers, or any of such persons’ directors, officers, employees or affiliates as to the accuracy or completeness of the information or opinions contained in this document and no liability whatsoever is accepted by any of THEOLIA, its advisers, or any of such persons’ directors, officers, employees or affiliates for any loss howsoever arising, directly or indirectly, from any use of such information or opinions or otherwise arising in connection therewith,

•No research report relating to THEOLIA may be published or distributed in the United States unless such report is published or distributed in the regular course of business in compliance with Rule 139 under the US Securities Act of 1933, as amended (the “US Securities Act”),

This presentation does not constitute or form part of any offer or solicitation to purchase or subscribe for securities of THEOLIA in the United States, Australia, Canada, Japan, South Africa or any other jurisdiction. In particular, the capital increase referenced in this presentation will be subject to a prospectus that will be submitted for approval by the AMF. Subject to certain exceptions, this document may be not be distributed or released, nor may any of its content be disclosed, in whole or in part, directly or indirectly, in or into the United States, Australia, Canada, Japan or South Africa. The distribution of this document may be restricted by law and persons into whose possession this document comes must inform themselves about, and observe, any such restrictions,

•The securities of THEOLIA have not been and will not be registered under the US Securities Act or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the securities of THEOLIA may not be offered, sold or otherwise transferred or delivered, directly or indirectly, in or into the United States except pursuant to an exemption from the registration requirements of the US Securities Act. There will be no public offer of the securities mentioned herein in the United States, Australia, Canada, Japan or South Africa,

•By viewing this presentation or accepting this document, you will be deemed to have represented, warranted and agreed for the benefit of the Company, its advisers and others that (a) if you are in the United States, you are a “qualified institutional buyer” (as defined in Rule 144A under the US Securities Act) and (b) you have read and will comply with the contents of this notice,

Agenda



Introduction

Financial update

Operational update

Conclusions

Questions and answers

Appendix



Introduction

Eric PEUGEOT

Chairman and Chief Executive Officer

THEOLIA

THEOLIA

Agenda



✦ Introduction

✦ Financial update

✦ Operational update

✦ Conclusions

✦ Questions and answers

✦ Appendix



Financial update

François RIVIERE

Chief Financial Officer

THEOLIA

THEOLIA

Consolidated Income Statement



<i>(in million euros)</i>	12/31/2009	12/31/2008*
Revenue	328.6	70.0
Current operating income	27.8	(68.4)
Operating income	32.2	(197.6)
Financial result	(30.8)	(39.1)
Net income from continued activities	(11.7)	(228.6)
Net income**	(21.1)	(245.2)
EBITDA	49.6	(37.8)

(1) EBITDA = current operating income + amortization + non operational risk provisions

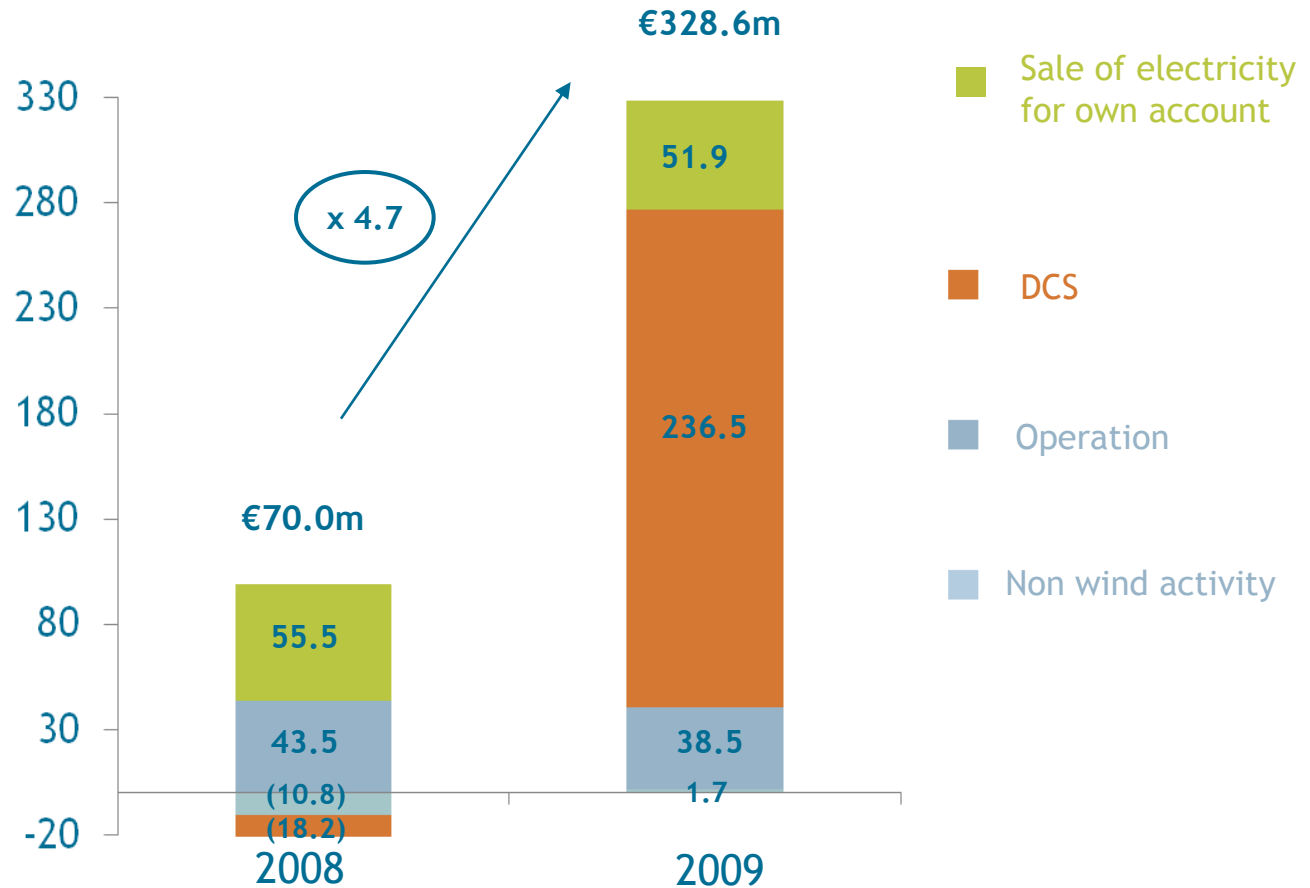
* Retreated data

** Including the contribution from discontinued activities (environmental unit)

Composition of revenue

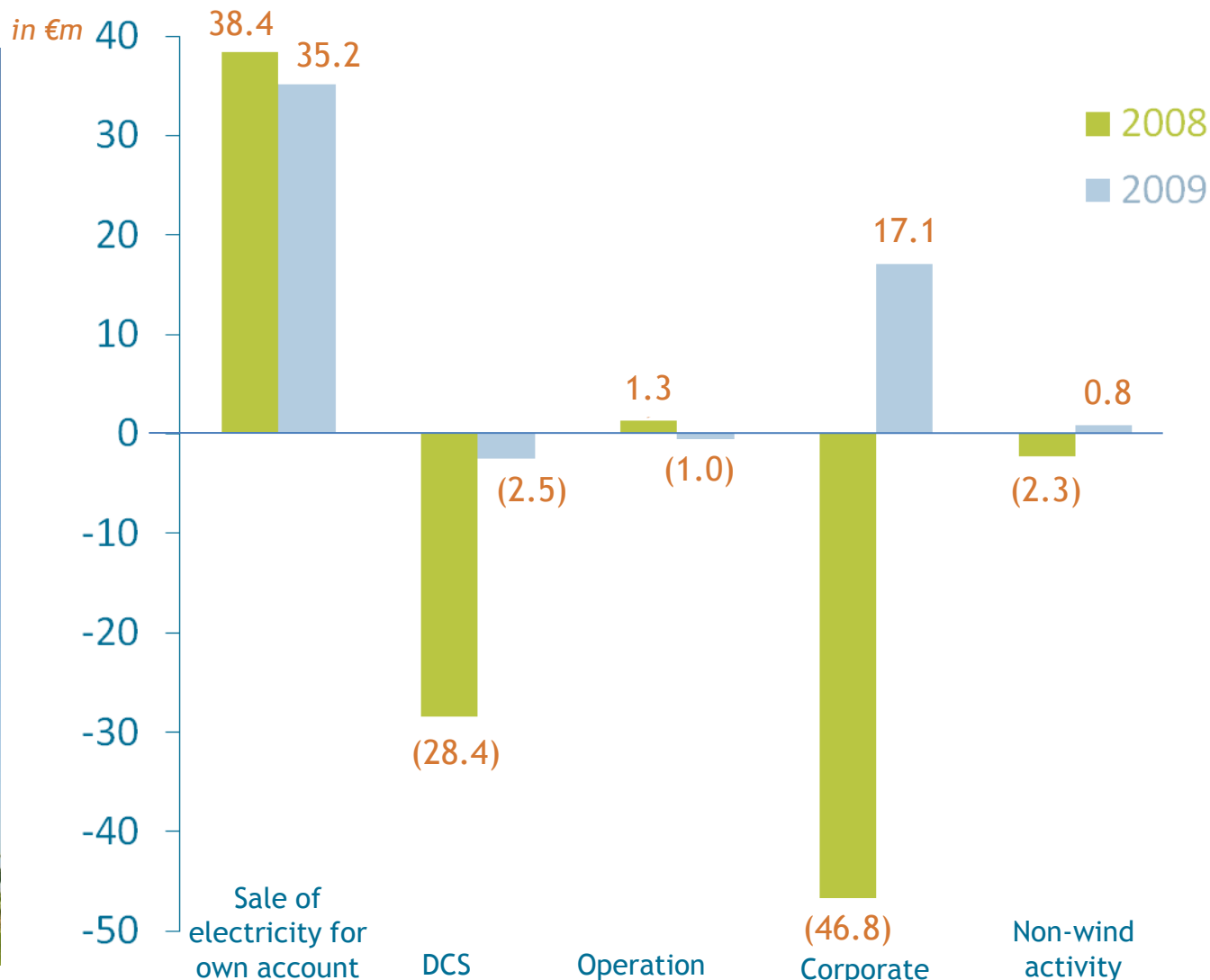


In m€



- Resumption of sales of wind farms recorded in the **Development, construction, sale** activity explains the strong increase in consolidated revenue
- The **Sale of electricity for own account** activity is resistant despite mediocre wind conditions during the year

EBITDA by business segment



THEOLIA

**EBITDA : +€87,4m
from €(37.8)m in 2008 to €49.6m in 2009**

EBITDA breakdown by business segment



EBITDA 2009 : €49.6m versus €(37.8)m in 2008

- └ Sale of electricity for own account: contribution to the order of €35.2m, but a margin of 68% (versus 69% in 2008) impacted by poor wind conditions

- └ Development, construction, sale: strong growth related to the reactivation of the sales of wind farms generating sufficient margins to absorb the structure costs in Germany

- └ Corporate: reversal of 2 provisions registered in 2008, for a total of €25m:
 - receivable HESTIUN + €15m
 - deposit for turbines + €10m

(1) EBITDA = current operating income + amortization + non operational risk provisions,

From EBITDA to operating result



(in million euros)

	2009	2008*
EBITDA	49.6	(37.8)
Amortization and risk provisions	(21.8)	(30.6)
Current Operating result	27.8	(68.4)
Other non-current operating income and expenses	(0.1)	(22.6)**
Goodwill impairment	4.5	(106.6)
Operating result	32.2	(197.6)

* Retreated data

** Loss linked to the sale of Thenergo

Operating result by business segment



THEOLIA

Operating result improves by €229.8m from €(197.6)m in 2008 to €32.2m in 2009

Operating result breakdown by business segment



✂ Important differences between 2008 and 2009 mainly due to:

Sale of electricity for own account: €(31.5)m to €22.5m

- depreciation tests made in 2008 (Morocco, Germany, non current assets)

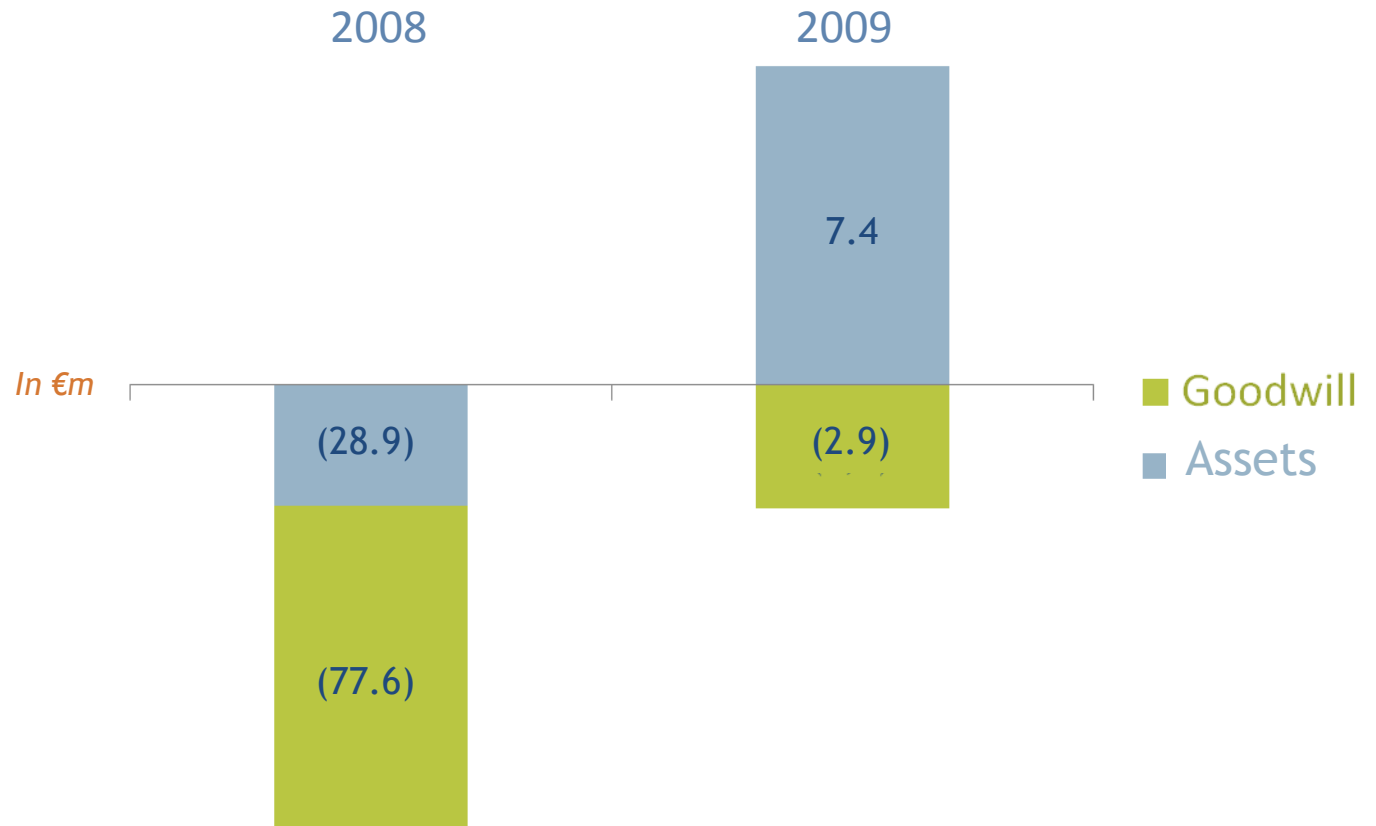
Development, construction, sale: €(90.2)m to €(3.7)m

- the absence of margin in 2008 resulting in the inability to cover the structure costs
- the recognition in 2008 of numerous impairments on goodwill and non current assets

Corporate : €(70.6)m to €14.6m

- the reversal of provision for receivable (HESTIUN) and turbine reservation fees
- the payments in shares and options
- the depreciation of goodwill registered upon purchase of the minority shares in TEM
- the fine from the AMF

Goodwill impairment



**Goodwill impairment⁽¹⁾ : +111 m€
from €(106.6)m in 2008 to €4.5m in 2009**

⁽¹⁾ Losses mainly related to the reversal of asset depreciations registered in 2008

Financial result



<i>(in million euros)</i>	2009	2008
Interest charges on loans	(29.5)	(33.0)
- OCEANE (convertible bond)*	(13.2)*	(13.5)*
- Operating wind farms	(12.3)	(11.7)
- Solar park	(0.6)	(0.6)
- THEOLIA Naturenergien GmbH	(3.4)	(3.8)
- Other	(0.02)	(3.4)
Interest rate swaps in France (mark to market)	(0.9)	(9.0)
Other income and financial charges	(0.4)	2.9**
Financial result	(30.8)	(39.1)

* of which €4.8m of interest due to bondholders

** Interest charges on wind farms sold in 2007

Cash position



<i>(in million euros)</i>	03/31/2010 ⁽¹⁾	12/31/2009	12/31/2008
Pledged cash (SPV)	21	25	46
Reserved cash (SPV)	15	16	10
Free cash (holdings)	29	53	34
Total net cash	65	94	91

⁽¹⁾ Unaudited figures as of 03/31/2010

SPV : Special Purpose Vehicle

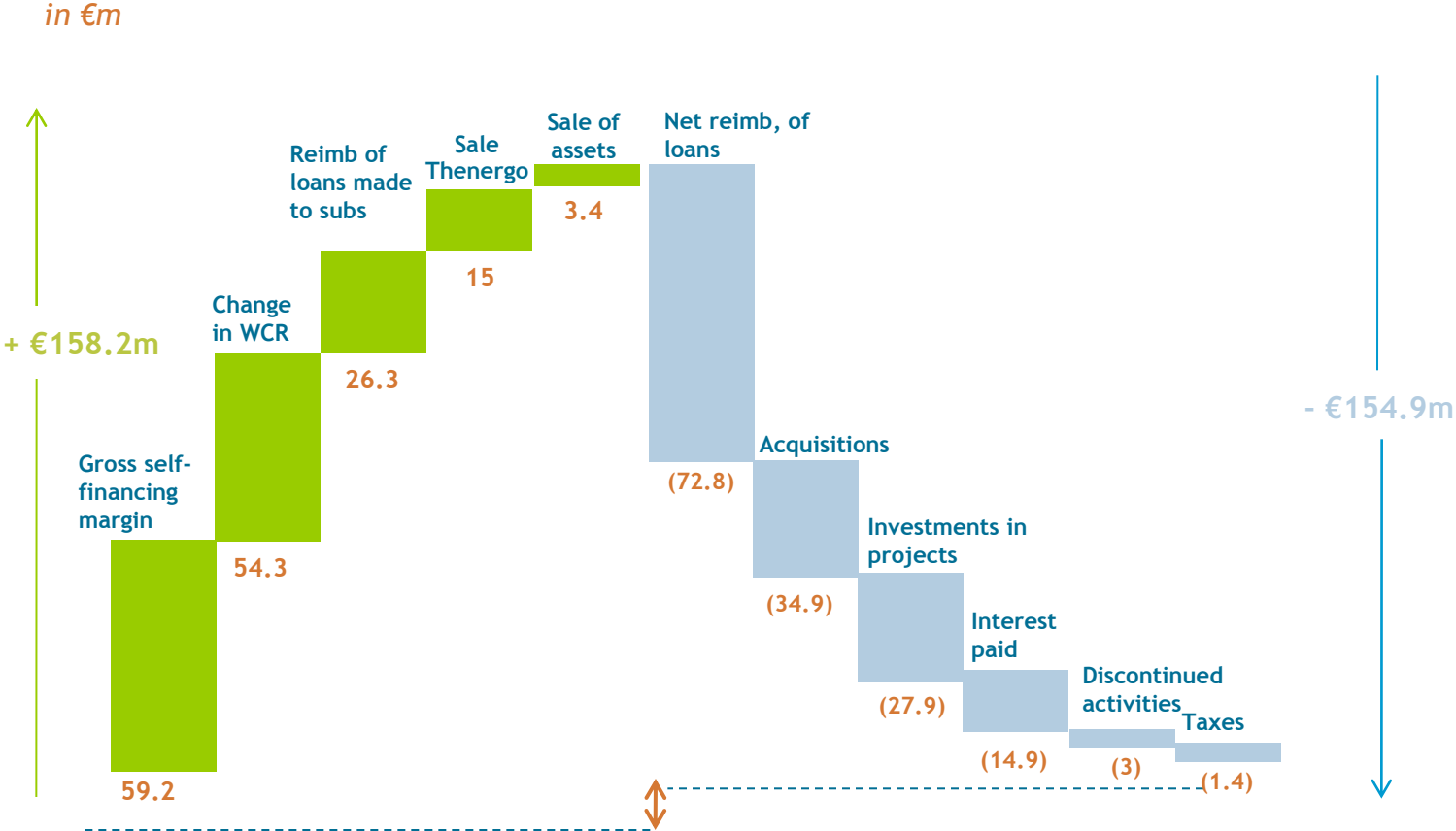
Net debt



<i>(in million euros)</i>	12/31/2009	12/31/2008
Project financing	239	337
Accounting value of OCEANE	219	204
Revolving credit lines (WCR)	28	40
Other financial liabilities	4	8
Total debt	490	589
Total cash	(94)	(91)
Net debt	396	498

- ✦ Compared to 2008, improvement at the end of 2009 with lower debt and higher free cash
- ✦ The restructuring plan should allow the Group to reduce its debt and increase its free cash

2009 cash flow



Cash variation: + €3.4m
from €90.8m in 2008 to €94.2m in 2009

Update on the financial restructuring plan



Target timing

Deadline agreed

1

Bondholders'
meeting

February 18, 2010
Approved

Before
March 15, 2010

2

Extraordinary
shareholders'
meeting

March 19, 2010
Approved

Before
May 31, 2010

3

Capital
increase

June/July 2010

Before
August 31, 2010

Agenda



- ✦ Introduction
- ✦ Financial update
- ✦ Operational update
- ✦ Conclusions
- ✦ Questions and answers
- ✦ Appendix



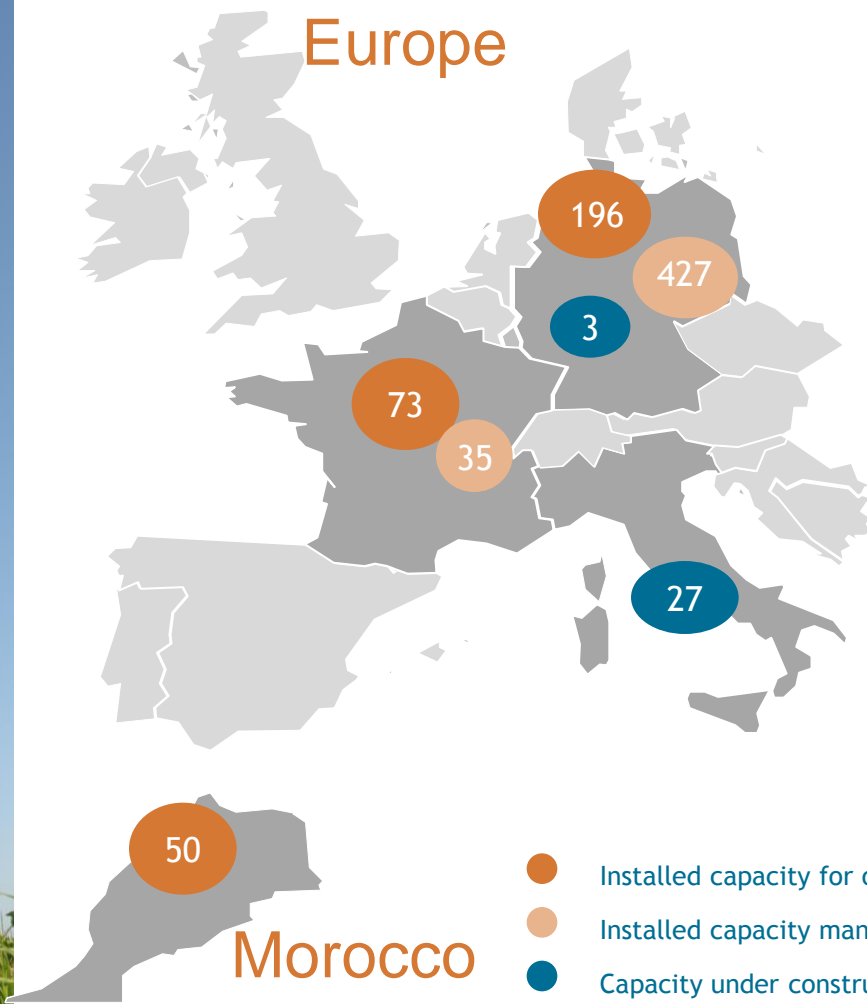
Operational update

Jean-François AZAM

Chief Operating Officer

THEOLIA

A significant base of installed capacity



(In MW)	In operation (installed capacity)	
	March 31, 2010	December 31, 2009
Own account	319	322
Third parties	463	458
Total	782	780

Figures as of March 31, 2010, Net capacity, excluding third party ownership

Strong pipeline will feed future growth in core markets



As of March 31, 2010

(in MW)	Prospecting	Development	Permits applied	Permits obtained	Under construction	Total projects
France	778	292	62	33	0	1,165 60%
Italie	85	90	171	75	27	447 23%
Allemagne	48	9	24	8	3	91 5%
Inde	0	0	0	152	0	152 8%
Brésil	70	0	0	0	0	70 4%
Total projets	981	391	256	268	30	1,925
	51%	20%	13%	14%	2%	

Anticipated development of mature projects



Permits obtained



Pergola : 25 MW

Bovino : 50 MW

Under construction

Giunchetto : 27 MW

Targeted Q2 2010

Targeted Q3 2010

Commissioning

Targeted Q2 2010

Targeted 2011/2012

Targeted 2011/2012



Gargouilles : 18 MW

Magremont : 15 MW

Targeted 2010

Targeted 2010/2011

Targeted 2011 and 2013

Targeted 2012/2013

Priority for 2010 will be to further intensify pipeline development



✚ In our 3 core markets: France, Italy, Germany

– France

Pursuit of prospecting efforts, significant increase in number of projects in development and permits applied in order to generate future growth

– Italy

Intensify prospecting efforts earlier in the chain of value and begin constructing authorized projects

– Germany

Maintain trading strategy at a pace in line with our financial and human resources (target of 100 MW sold in 2010 no longer valid)

Priority for 2010 will be to further intensify pipeline development



✦ In emerging markets where THEOLIA has a presence:

- Morocco

Ongoing discussions with the *Office National d'Electricité* (ONE) regarding project development opportunities

- India

Given the maturity of our pipeline, an ongoing analysis of the opportunity to properly structure our JV with our partner in order to move to the next stage of constructing wind farms

- Brazil

Near term perspectives for third party development and longer term perspective of development for own account

Agenda



- ✦ Introduction
- ✦ Financial update
- ✦ Operational update

✦ Conclusions

- ✦ Questions and answers
- ✦ Appendix



Conclusions

Eric PEUGEOT

Chairman and Chief Executive Officer

THEOLIA

Agenda



- ✦ Introduction
- ✦ Financial update
- ✦ Operational update
- ✦ Conclusions

✦ Questions and answers

- ✦ Appendix

Agenda



- ✦ Introduction
- ✦ Financial update
- ✦ Operational update
- ✦ Conclusions
- ✦ Questions and answers

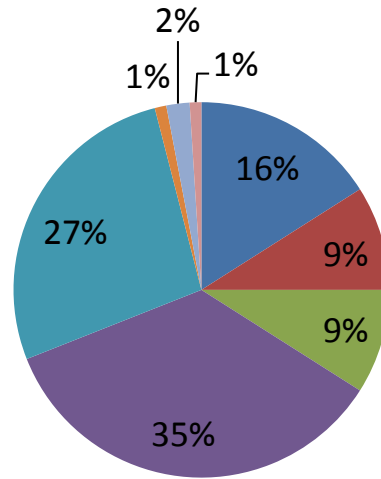
✦ Appendix

Share ownership as of 2/08/2010



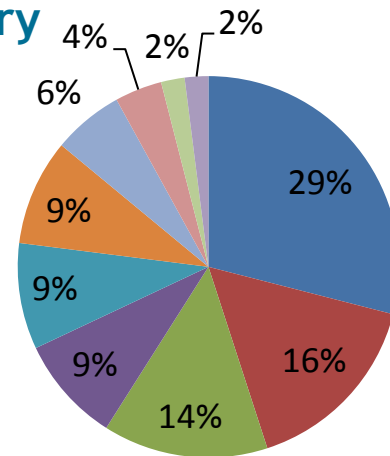
THEOLIA

By type



- GAMA Enerji
- Willi Balz
- Strategical investors
- Institutional investors
- Individual shareholders
- Management
- Unidentified
- Others

By country



- France
- Turkey
- Germany
- Rest of Europe
- Switzerland
- Belgium
- Americas
- Monaco
- Unidentified
- Others

Management & Board of directors



E. PEUGEOT
CEO



F. RIVIERE
CFO



J.F. AZAM
COO

Nomination and Remuneration Committee



L. FERRAN
VP



G. HERSBACH



M. MEEUS

Audit committee



P. LEROY



P. DOMINATI



J.P. MATTEI

Strategy committee



G. CREUZET



F. KHALLOUF

2009 Consolidated Income Statement H1 / H2

(in thousand euros)

	H1 2009	H2 2009	12/31/2009
Revenue	104,929	223,664	328,593
Purchases and changes in inventory	(72,291)	(186,225)	(258,516)
External expenses	(15,779)	(17,834)	(33,613)
Personnel costs	(5,744)	(5,970)	(11,714)
Amortization and provisions	202	1,244	1,446
Other operating income and expenses	(202)	3,033	2,831
Current operating income	10,467	17,345	27,811
Impairment of goodwill	(8,783)	13,292	4,509
Other non-current operating income and expenses	292	(432)	(140)
Operating income	1,975	30,205	32,180
Financial Result	(14,911)	(15,898)	(30,809)
Share in income of associated enterprises	(878)	(12,592)	(13,470)
Burden of taxes	(2,579)	(2,142)	437
Net income of activities pursued	(11,235)	(427)	(11,662)
Net income of finalized activities (excluding environmental unit)	(2,905)	(6,534)	(9,439)
Net income	(14,140)	(6,961)	(21,101)
EBITDA	25,374	24,238	49,612

