

Cabinet Didier Kling & Associés
41 avenue de Friedland
75008 Paris

Deloitte & Associés
Les Docks - Atrium 10.4
10, place de la Joliette
13002 Marseille

THEOLIA

Société Anonyme
75, rue Denis Papin
BP 80199
13795 Aix-en-Provence Cedex 3

Statutory Auditors' report
Prepared in accordance with article L. 225-235
of the French company law (Code de
commerce), on the report prepared by the
Chairman of the Board of Directors

Year ended December 31, 2010

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This is a free translation into English of a report issued in the French language and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with and construed in accordance with French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of THEOLIA S.A. and in accordance with Article L.225-235 of French company law (Code de commerce), we hereby report on the report prepared by the Chairman of your company in accordance with article L.225-37 of French company law (Code de commerce) for the year ended December 31, 2010.

It is the Chairman's responsibility to prepare, and submit to the Board of Directors for approval, a report on the internal control and risk management procedures implemented by the company and containing the other disclosures required by article L.225-37 of French company law (Code de commerce), particularly in terms of corporate governance.

It is our responsibility:

- to report to you on the information contained in the Chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information, and
- to attest that this report contains the other disclosures required by article L.225-37 of French company law (Code de commerce), it being specified that we are not responsible for verifying the fairness of these disclosures.

We conducted our work in accordance with professional standards applicable in France.

Information on the internal control and risk management procedures relating to the preparation and processing of accounting and financial information

The professional standards require that we perform the necessary procedures to assess the fairness of the information provided in the Chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information. These procedures consisted mainly in:

- obtaining an understanding of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information on which the information presented in the Chairman's report is based and the existing documentation;
- obtaining an understanding of the work involved in the preparation of this information and the existing documentation;
- determining if any significant weaknesses in the internal control procedures relating to the preparation and processing of the accounting and financial information that we would have noted in the course of our engagement are properly disclosed in the Chairman's report.

On the basis of our work, we have nothing to report on the information in respect of the company's internal control and risk management procedures relating to the preparation and processing of accounting and financial information contained in the report prepared by the Chairman of the Board in accordance with article L.225-37 of French company law (Code de commerce).

Other disclosures

We hereby attest that the Chairman's report includes the other disclosures required by Article L.225-37 of French company law (Code de commerce).

Paris and Marseille, April 28 2011

The statutory auditors

Cabinet Didier Kling & Associés

Deloitte & Associés

Didier KLING

Christophe BONTE

Christophe PERRAU