# INTERNAL RULES AND REGULATIONS OF THE BOARD OF DIRECTORS

Amended on June 1st, 2012

**PREAMBLE**

The members of the Board of directors of THEOLIA (the "Company") have expressed a desire to adhere to the following rules of operation, which constitute the Internal Rules and Regulations of the Board of directors (the "Internal Rules and Regulations"). These Internal Rules and Regulations are part of the recommendations in place to guarantee compliance with the basic principles of corporate governance. The Board of directors of the Company currently refers to the principles of corporate governance as presented in the MiddleNext Code for small- and medium-cap enterprises.

These Internal Rules and Regulations are applicable to all current or future directors. Their purpose is to supplement the laws and regulations in force and the Articles of incorporation and specify the terms of operation of the Board of directors and the Audit Committee, in the interests of the Company and its shareholders.

They may not be invoked by shareholders or third parties against the Company's directors.

## 1. Missions and powers of the Board of directors

### *1.1. Mission of the Board of directors*

The Board of directors determines the general direction of the Company's business activities and oversees their implementation.

The Board of directors is a collegial body that collectively represents all shareholders and is bound to act in all circumstances in the corporate interests of the Company.

With the exception of the powers expressly assigned to shareholder meetings and within the scope of the corporate purpose, it shall take up any matter concerning the proper operation of the Company and shall, through its deliberations, guide the matters concerning it.

The Board of directors shall conduct the inspections and audits that it deems appropriate.

The Chairman of directors or the CEO of the Company is required to communicate to all directors the information necessary for the accomplishment of their mission.

### *1.2. Composition of the Board of directors*

In accordance with the law, the Board of directors of the Company is comprised of three to eighteen members, unless otherwise provided by law, in particular in the event of a merger.

The term of office of the directors appointed or re-elected to their offices shall be set at three years. The term of office of each director shall always be renewable. However, directors who have reached the age of 70 are deemed to have resigned automatically.

The directors of the Company:

- contribute their professional skills and experience; and
- have a duty of vigilance and shall exercise their complete freedom of judgment.

This freedom of judgment enables them to participate with complete independence in the decisions or work of the Board of directors and, as the case may be, of the Audit Committee.

### *1.3. "Independent" directors*

Several criteria make it possible to determine the independence of members of the Board of directors, which is characterized by the absence of significant financial, contractual, or family ties that may alter independence of judgment, such as:

- not being an employee or executive officer of the Company or a company of the THEOLIA Group (the "Group"), either currently or within the past three years;
- not being a significant client, supplier or banker of the Company or its Group or for which the Company or its Group represents a significant portion of business activity;
- not being a reference shareholder of the Company, i.e., a shareholder that holds a significant stake in the company, which enables it to have significant influence over decision-making;
- not having any close family ties with an executive manager or reference shareholder; and
- not having been an auditor of the Company over the past three years.

It is the responsibility of the Board of directors to examine once per year, on a case-by-case basis, the situation of each of its members with regard to the criteria stated above. Provided that it justifies its position, the Board of directors may deem one of its members independent even though he or she does not meet all of the criteria; conversely, it may deem a member that meets all of these criteria not to be independent.

### *1.4. The Chairman of the Board of directors*

The Board of directors shall appoint as Chairman an individual from among its members, who may be elected for his entire term as director and may be reelected.

The Chairman presides over meetings of the Board of directors, organizes and directs its work and reports on it to the ordinary shareholders' meeting.

He shall oversee the proper operation of the bodies of the Company and shall in particular ensure that the directors are capable of fulfilling their assignment.

He shall have the material resources necessary for the accomplishment of his mission.

### *1.5. Terms of exercise of General Management*

The Board of directors determines the terms of exercise of General Management.

In accordance with the provisions of the law, General Management is assumed, under its responsibility, by either the Chairman of the Board of directors or by another individual appointed by the Board of directors with the title of CEO, who must be under 65 years of age.

The Board of directors must make a decision relating to the terms of exercise of General Management during the appointment or renewal of the term of the CEO if such office is separate from that of the Chairman of the Board of directors.

It is the constant desire of the Board of directors to guarantee the implementation by General Management of the general policies that it has defined.

To this end, it entrusts to its Chairman of the Board of directors the task of developing and maintaining a trustful and regular relationship between the Board of directors and the CEO.

### *1.6. Powers of General Management*

The CEO, whether such powers are assumed by the Chairman of the Board of directors or by another person, is vested with all powers necessary to act in all circumstances on behalf of the Company. He exercises these powers within the limits of the corporate purpose, in accordance with the rules set forth by the Articles of incorporation of the Company and subject to those powers that the law explicitly attributes to shareholder meetings and the Board of directors, and the limitations set forth in the table attached below.

The CEO represents the Company in its relations with third parties.

## 2. Operation of the Board of directors

### *2.1. Convening and meeting of the Board of directors*

The Board of directors meets as often as the interests of the Company require, and at least four times per year, as convened by the Chairman of the Board of directors.

Notices of meeting, which may be sent by any person authorized to that effect by the Chairman of the Board of directors, shall be made seven business days before the meeting by letter, telex, telegram, fax, electronic mail or verbally. They shall specify the place of meeting, which may be the corporate headquarters or any other location.

There shall be kept at the corporate headquarters a register of attendance signed by the members of the Board of directors participating in the meeting, either in their own right or for the other members of the Board of directors that they represent. Proxies given by letter, which may be sent by fax, telex, telegram or electronic mail when the conditions of certification of electronic signatures have been determined, shall be attached to the register of attendance.

The secretary for the meeting shall be appointed by the Chairman of the Board of directors.

### *2.2. Information of the members of the Board of directors*

All documents necessary for informing the directors of the agenda and the questions submitted for examination by the Board of directors shall be attached to the notice of meeting or sent to them or issued in a timely fashion prior to the meeting.

Directors shall make sure that they receive sufficient information in a timely manner so that the Board of directors may validly deliberate. It is their responsibility to request of the Chairman of the Board of directors the items that they believe to be indispensable for their information within the appropriate period of time.

Information related to the Group communicated to directors as part of their functions is given to them on a confidential basis. They must personally protect its confidentiality and not disclose it under any circumstances. This personal obligation is also imposed on representatives of a director that is a corporate entity.

The CEO, or any other person authorized by him, shall provide the directors with useful information at any time during the life of the Company between meetings of the Board of directors, if the importance or urgency of the information so requires.

Moreover, the Chairman of the Board of directors shall give all new directors a file of documents so that they may quickly become well-versed in the issues currently being dealt with by the Board of directors. This file shall include:

- With respect to governance:

  - articles of association;
  - Internal Rules and Regulations;
  - report of the Chairman of the Board of directors on the operations of the Board of directors and internal controls;
  - Board of directors evaluation report (if any);
  - minutes of the Board of directors meetings of the past three years;
  - description of procedures concerning transactions on securities by directors and the publication of information that may affect the share price;
  - procedure for managing conflicts of interests (rules for participation in discussions and prohibitions from voting);
  - biographies and contact information of the directors, senior managers and the secretary of the Board of directors;
  - details regarding the manager liability insurance arranged by the Company; and
  - summary reports of the last meetings of Audit Committee.

- With respect to Company business activity:

  - most recently published Registration Document;
  - Company share prices for the past 12 months;
  - three-year strategic plan;
  - annual budget (investments and operation) and financing plan;
  - performance indicators used by General Management, especially those related to creation of value by the Company;
  - key data on major competitors;
  - items that make it possible to project business activity for the upcoming months;
  - cash projections for a minimum of three months; and
  - monitoring indicators for working capital requirement items.

This file will be regularly updated.

### *2.3. Participation in meetings of the Board of directors by teleconference or videoconference*

Prior to each meeting of the Board of directors, at the request of one or more directors, the Chairman of the Board of directors may decide to authorize them to participate in a meeting by videoconference or by other means of telecommunication (including telephone conferencing).

In accordance with the laws and regulations in force and Article 14, Section 2 of the Articles of incorporation, directors participating in the meeting through teleconferencing or videoconferencing media shall be deemed present for the calculation of the quorum and a majority.

The characteristics of the teleconferencing or videoconferencing media must meet technical standards that allow the transmission of the image or at least the voice of the participants in a simultaneous and continuous manner so that the directors may be identified and their effective participation in the Board of directors meeting guaranteed.

Failing this, the directors in question may not be counted as present and, in the absence of a quorum, the Board of directors meeting shall be adjourned.

Participation by teleconferencing or videoconferencing is excluded in the cases explicitly set forth by the law; as of the date of the most recent version of these Internal Rules and Regulations, such exclusion affects meetings of the Board of directors convened to prepare the annual financial statements and the reports related thereto.

In the event of a malfunction of the teleconferencing or videoconferencing system noted by the Chairman of the Board of directors, the Board of directors may validly deliberate and/or continue with only those members physically present if the conditions of quorum have been met.

The occurrence of any technical incidents that disturb the operation of the Board, including the interruption and reestablishment of participation by teleconferencing or videoconferencing, shall be mentioned in the minutes of the meeting of the Board of directors.

### *2.4. Minutes*

The minutes that record the deliberations of the Board of directors shall be signed by the Chairman of the meeting and by a director, or in the event that the Chairman of the meeting is unable to do so, by at least two directors.

A signing clerk authorized to this effect may certify the copies or excerpts of the minutes of the proceedings.

The draft minutes of the most recent meeting of the Board of directors shall be sent or submitted to all directors no later than the date that notice of the following meeting is sent.

## 3. Audit Committee

### *3.1. Composition*

The Audit Committee is a body established by the Board of directors and appointed by it.

It is comprised of three members, at least two of which are independent Company directors. However, if the total number of directors is less than seven, the Board of directors may, for organizational purposes, agree that the Audit Committee shall be comprised of two members, one of whom shall be "independent".

The Board of directors of the Company selects an independent director to act as Chairman of the Audit Committee.

One member of the Audit Committee must possess proven financial skills.

The secretary of the Audit Committee shall be designated at each Committee meeting by the Chairman of the Audit Committee.

### *3.2. Missions*

The Audit Committee's missions are:

3.2.1. Risk management and internal controls

- Guaranteeing that the effectiveness of internal control and risk management systems, including the evaluation of internal control systems, is monitored, examining the program and results of the work of the Audit Department and the recommendations and subsequent tasks given to them, as well as the working relationships with internal auditors for the preparation of financial statements;

- Conducting the regular review, with General Management, of the main risks the Group faces, particularly through risk mapping.

3.2.2. Relationship with the Statutory Auditors

- Managing of the selection and renewal of the Statutory Auditors, formulating opinions on the amount of the professional fees requested by them and submitting to the Board of directors the results of their work;

- Examining whether the related missions do not affect the independence of the Statutory Auditors;

- Reviewing the work program of the Statutory Auditors, their conclusions and their recommendations.

3.2.3. Financial information and communication

- On the basis of interviews with the General Management and the Statutory Auditors, guaranteeing the relevance and consistency of the accounting methods adopted for the preparation of the corporate financial statements and consolidated financial statements, examining and assessing the scope of consolidation and examining and verifying the relevance of the accounting rules applied to the Group;

- Examining, before the presentation to the Board of directors, the corporate and consolidated financial statements;

- Guaranteeing that the process for preparing and communicating financial information is monitored and, if necessary, supervising it.

### *3.3. Operations*

3.3.1. Meeting attendance

Only members of the Audit Committee have the right to participate in meetings of the Audit Committee. Meetings are convened by the Chairman of the Audit Committee.

The Chairman of the Board of directors, the other independent directors, the CEO, the Managing Director of Finance, the internal audit manager, external auditors or any other person may attend meetings solely by invitation of the Committee.

At least once a year, the Audit Committee must meet to confer with the internal and external auditors without the members of the Board present. It is preferable that the Audit Committee meet with the internal and external auditors at separate meetings.

The Audit Committee may meet validly only if at least two members are present.

Prior to each meeting, at the request of one or more members, the Chairman of the Audit Committee may decide that the meeting will take place by teleconference or videoconference (members participating in the meeting by teleconferencing or videoconferencing shall be deemed present for the calculation of the quorum).

3.3.2. Frequency of meetings

A minimum of four meetings shall be organized each year and shall be convened by the Chairman of the Audit Committee.

3.3.3. Prior information

The documentation related to the agenda prepared according to a standardized format shall be sent to the members of the Audit Committee at least one week before the meeting.

3.3.4. Relationship of the Audit Committee with the Board of directors, General Management, internal auditors and external auditors

The Audit Committee shall report on its work to the Board of directors. It shall examine all questions that the Board of directors may put before it.

The minutes of every Audit Committee meeting shall be submitted to the Board of directors.

The Audit Committee shall evaluate its method of operation at least once a year.

### *3.4. Powers*

The Board of directors authorizes the Audit Committee to:

- review any matter that falls within the scope of its assigned duties;
- receive any information necessary in support of its mission and have all documents that it shall deem useful submitted to it; and
- have independent access to the Statutory Auditors of the Company.

## 4. Rights and obligations of the members of the Board of directors

### *4.1. Knowledge of and compliance with regulatory texts*

Before they accept their position, directors must declare that they have knowledge of:

- the limitations specific to the Company that result in particular from the Articles of incorporation and terms of these Internal Rules and Regulations;
- the laws and regulations that govern French corporations with boards of directors, especially: the rules that limit the plurality of offices, as well as the rules related to the agreements and operations concluded between directors and the Company;
- the definition of the powers of the Board of directors; and
- the rules related to the possession and use of privileged information, which are developed below in Note II of these Internal Rules and Regulations.

### *4.2. Compliance with corporate interests*

Directors, even if they are not independent, represent all shareholders and must act in the corporate interest of the company under all circumstances. Directors undertake to ensure that the decisions of the Company do not favor one party or category of shareholders to the detriment of another.

Directors are elected by the General Meeting of Shareholders because of their skills and the contribution that they can make to the administration of the Company. The Internal Rules and Regulations are established in order to enable these skills to be exercised fully and to guarantee the complete effectiveness of the contribution of every Group director, in compliance with the rules of independence, ethics and integrity that is expected of them.

In accordance with the principles of good governance, directors perform their functions in good faith in the way that they believe best promotes the Company and with the care normally expected of a person in the exercise of such a mission.

All Company directors, as well as all permanent representatives of directors that are corporate entities, shall by dint of accepting their office adhere to the Internal Rules and Regulations (a copy of the Internal Rules and Regulations that includes the Directors' Charter shall be issued to them upon appointment).

Directors that do not comply with the Directors' Charter must draw the necessary conclusions from it and resign from their position as director or representative of a director that is a corporate entity.

Directors have the obligation to notify the Board of directors upon their accession thereto of any conflict of interest, even if potential, with the items mentioned in the agenda and must consequently abstain from participating in the corresponding deliberations.

### *4.3. Effectiveness of the Board of directors*

Directors shall be fully aware that it is the responsibility of the Board of directors to define the missions and values of the Company, determine its strategic goals, guarantee the implementation of structures and procedures intended to achieve those goals, oversee the control of the Company and provide information and explanations to shareholders.

The deliberations of the Board of directors are subject to formal votes as regards the preparation of financial statements, approval of the budget, and the drafting of resolutions to be submitted to the general meeting, as well as significant topics related to the life of the Group. The assessment of the importance of the items is made by the Chairman of the Board of directors under his responsibility.

Directors shall be attentive to the definition and the exercise of the respective powers and responsibilities of Company bodies.

In particular, they shall verify that no person may exercise within the Company discretionary powers without control; they shall guarantee the proper operation of the Audit Committee created by the Board of directors; they shall see to it that the internal control bodies operate effectively and that the Statutory Auditors carry out their mission in a satisfactory manner.

### *4.4. Freedom of judgment*

Directors undertake, in all circumstances, to maintain their independence of analysis, judgment, decision and action and to reject all pressure, direct or indirect, that may be exerted on them by General Management, directors, specific groups of shareholders, creditors, suppliers, and any third party generally.

Directors undertake not to seek out or accept from the Company or from companies related thereto, directly or indirectly, benefits that may be construed as compromising their independence.

Under all circumstances, the Board of directors must guarantee that all candidates for appointment to a position as member of the Board of directors are not likely to be in a proven permanent or quasi-permanent conflict of interest.

### *4.5. Prevention of conflicts of interest*

Conflict of interest is understood to mean the personal interest by any director (directly or indirectly, in particular through the corporate entities within which he exercises managerial functions or has interests or that he represents) in a vote on a decision of the Board of directors.

All directors or all candidates for appointment to position as members of the Board of directors must fully and immediately inform the Board of directors of any real or potential conflicts of interest that they may have as part of their functions as a director, in order to determine in particular if they must abstain from debates and/or voting on deliberations.

As part of the prevention of any potential conflicts of interest, since directors are elected by the General Meeting of Shareholders due to their skills and contribution to the administration and development of the Company and receive compensation for these reasons, they are forbidden from receiving compensation in any form whatsoever (professional fees, invoices, other fees) directly or indirectly on the part of the Group (through the corporate entities within which they exercise managerial functions or have interests or that they represent), in particular for business procurement agreements, agreements establishing relationships with investors or any other financial, technical or legal and administrative services providers, with the exception of directors' fees and exceptional compensation paid under the conditions set forth in Article L.225-46 of the French Commercial Code.

The Board of directors may recommend that a serving director whom it believes to be in an acknowledged and permanent or quasi-permanent conflict of interest tender his resignation.

For the application of this Article, it is further noted that compensation pursuant to an employment contract or corporate term of office within a company of the Group (other than the Company) and the associated fees related to these compensations are not affected hereby.

### *4.6. Obligation of due diligence*

Directors must dedicate the necessary time and attention to their functions. In the event that a director intends to accept an office in addition to those that he holds (with the exception of the offices of director exercised in controlled unlisted companies), he shall make this fact known to the Chairman of the Board of directors, who shall help him determine if this new responsibility will allow him sufficient time for Company responsibilities.

The annual report indicates the offices held, left or accepted for the year by the directors and reports their rate of attendance at meetings of the Board of directors and the Audit Committee of which they are members.

All members of the Board of directors undertake to be diligent to:

- attend, by videoconference or teleconference if necessary, all Board of directors meetings, unless prevented from doing so for serious reasons;
- attending all General Meetings of Shareholders insofar as possible; and
- attending the meetings of the Audit Committee of which they are members.

### *4.7. Obligation of confidentiality*

Directors and all persons participating in the work of the Board of directors:

- are bound by an absolute obligation of confidentiality with respect to the content of the debates and deliberations of the Board of directors and of the Audit Committee as well as the information and documents presented at those meetings or submitted to them for the preparation of their work. This obligation applies in principle, whether the Chairman of the Board of directors has explicitly made known the confidential nature of the information or not;
- are bound not to communicate externally with respect to the materials mentioned above to the press and media of any kind. It is the responsibility of the CEO to make known to the markets the information that the Company is to communicate to them;
- must also abstain from communicating the abovementioned information privately, including to Company employees, except for the purposes of the work of the Board of directors as part of the duty of information of directors mentioned in Article 2.2 of these Internal Rules and Regulations; and
- are strictly bound by the legal and regulatory obligations with regard to insider trading.

Directors and persons attending the debates whose appointment took place at or was proposed to the ordinary shareholders' meeting for the representation of a shareholder or other interested party in the Company (such as employees), and are required to report their office to the entity that they represent, must agree with the Chairman of the Board of directors on the conditions under which such communication of information shall take place, in order to guarantee that corporate interests take precedent.

### *4.8. Stock market ethics*

In order to comply with the new AMF Recommendation 2010-07 of November 3, 2010, the Board of directors, at its meeting of April 18, 2011, adopted a Code of Good Conduct relating to the prevention of insider trading (attached as Note II to these Internal Rules and Regulations).

### *4.9. Holding of a minimum number of shares*

The obligation for directors to hold at least one share in the share capital of the Company was repealed by decision of the General Meeting of Shareholders of June 1, 2010.

## 5. Executive compensation

Directors receive directors' fees, the amount of which is approved by the General Meeting of Shareholders pursuant to Article 19 of the Articles of incorporation, distribution of which is determined by the Board of directors.

The distribution of directors' fees between the members of the Board of directors is conducted based on the actual attendance of the directors at the meetings as well as their work on the Audit Committee and their involvement. It includes:

- €30,000 (on an annual basis) to each director for their duties as director (reduced to €22,500 if the rate of attendance at Board of directors meetings is less than 75%);
- €15,000 to the Chairman of the Audit Committee; and
- €11,250 to each member of the Audit Committee (reduced to €8,500 in the event of a rate of attendance at Committee meetings of under 75%).

## 6. Annual evaluation of the operations of the Board of directors

The Board of directors shall conduct an evaluation of its own operations at regular intervals:

- once a year, the Board of directors shall dedicate an item of its agenda to debate on its operations; and
- a formal evaluation shall be conducted at least every three years by an independent director with the aid of an external consultant.

The Board of directors shall inform the shareholders of this evaluation in the Annual Report.

## 7. Amendment of the Internal Rules and Regulations

These Internal Rules and Regulations may be amended by a decision of the Board of directors.

## Note I to the Internal Rules and Regulations: Limitation of powers of the General Management

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| **Annual and multi-year budgets and strategic plans** | | | | |
| 1. | Preparation of THEOLIA annual and multi-year budgets and strategic plans | | | **Prior approval of the Board of directors** |
| **CAPEX** | | | | |
| 2. | Projects included in an annual or multi-year budget approved by the Board of directors | 2.A | The total sum of expenses does not exceed the amount set in the budget previously approved by the Board of directors | **No other prior approval of the Board of directors** |
| | | 2.B | The total sum of expenses exceeds by more than 15% the amount set in the budget previously approved by the Board of directors | **Prior approval of the Board of directors** |
| | Non-budgeted projects | 2.C | The total sum of expenses does not exceed €1 million | **No other prior approval of the Board of directors** |
| | | 2.D | The total sum of expenses exceeds €1 million | **Prior approval of the Board of directors** |
| **Project financing** | | | | |
| 3. | Conclusion of project financing agreements | 3.A | Covered by 2.A or 2.B | **No other prior approval of the Board of directors** |
| | | 3.B | Not covered by 2.A or 2.B | **Prior approval of the Board of directors** |
| **Company financing** | | | | |
| 4. | Conclusion of any financing agreement by the company through loans or capital. | | | **Prior approval of the Board of directors** |
| **Acquisitions/Divestitures** | | | | |
| 5. | Merger with any other company or enterprise | 5.A | **Prior approval the Board of directors** | |
| | (i) Purchase of an equity stake or acquisition of any other security convertible into capital of any other company or (ii) creation or acquisition of a subsidiary | 5.B | Covered by 2.A or 2.B | **No other prior approval of the Board of directors** |
| | | 5.C | Not covered by 2.A or 2.B and not exceeding €1 million | **No other prior approval of the Board of directors** |
| | | 5.D | Not covered by 2.A or 2.B and exceeding €1 million | **Prior approval of the Board of directors** |
| | Any divestiture operation with the exception of the direct or indirect sale of wind farms | 5.E | Covered by 2.A or 2.B | **No other prior approval of the Board of directors** |
| | | 5.F | Not covered by 2.A or 2.B and not exceeding €1 million | **No other prior approval of the Board of directors** |
| | | 5.G | Not covered by 2.A or 2.B and exceeding €1 million | **Prior approval of the Board of directors** |
| | Direct or indirect sale of wind farms | 5.H | **No prior approval of the Board of directors** | |
| **Contractual Commitments** | | | | |
| 6. | Conclusion by THEOLIA of any agreement (service or supply) | 6.A | Covered by 2.A or 2.B | **No other prior approval of the Board of directors** |
| | | 6.B | Not covered by 2.A or 2.B and not exceeding €1 million | **No other prior approval of the Board of directors** |
| | Conclusion by THEOLIA of any agreement (service or supply) | 6.C | Not covered by 2.A or 2.B and exceeding €1 million | **Prior approval of the Board of directors** |
| | | 6.D | Not covered by 2.A or 2.B and exceeding €500,000 per year over several years | **Prior approval of the Board of directors** |
| **New geographic market** | | | | |
| 7. | Decision to develop an activity in a new geographic market (including acquisition, creation of subsidiaries, conclusion of joint venture agreements) | | | **Prior approval of the Board of directors** |
| **Guarantees** | | | | |
| 8. | Physical collateral on the assets of THEOLIA and personal sureties | 8.A | Specifically covered by 2.A or 2.B and the period between the date of approval by the Board of directors and the conclusion of the guarantee does not exceed 12 months. | **No other prior approval of the Board of directors** |
| | | 8.B | Specifically covered by 2.A or 2.B and the period between the date of approval by the Board of directors and the conclusion of the guarantee exceeds 12 months | **Prior approval of the Board of directors** |
| | | 8.C | Generally covered by 2.A or 2.B | **Prior approval of the Board of directors** |
| | | 8.D | Not covered by 2.A or 2.B | **Prior approval of the Board of directors** |
| **Litigation** | | | | |
| 9. | For all disputes related to an amount exceeding €1 million, initiation and abandonment of legal proceedings, amicable settlement, declaration of liability by THEOLIA | | | **Prior approval of the Board of directors** |

**Note II to the Internal Rules and Regulations**

**Complete text of the Code of Good Conduct relating to the prevention of insider trading**

This code ("Code") sets forth the rules of good conduct with respect to transactions on securities conducted by the directors, the Chairman of the Board of directors, the CEO, the Deputy Managing Directors (if any) (jointly "Executive Managers") and the employees of THEOLIA SA ("Company") and of its subsidiaries ("Group"). It also sets forth some of the major legal provisions on which this Code is founded.

The Company wishes to guarantee the prudent management of its securities in compliance with regulations in force and alert its Executive Managers as well as its employees in accordance with the principle of precaution to the rules associated with some of the transactions on the shares, bonds and compound securities issued by the Company and the derivatives and other instruments related to the securities (options, units of employee mutual funds, etc.) (jointly "Securities").

Failure to comply with the rules that appear in this Code and, generally speaking, any applicable regulations, may expose the persons involved to civil, criminal, administrative or disciplinary penalties. Moreover, the negative publicity caused by an investigation into non-compliance or insider trading, even if it does not result in a formal accusation, may gravely harm the reputation and business activity of the Company.

All Executive Managers and Group employees have been informed by electronic mail that the Code is available. They are required to review the rules of the Code set forth below and comply with them.

## I – DEFINITIONS

### *A – Definition of privileged information*

Privileged information is information that:

- has not been made public;
- directly or indirectly affects the Company or one or more of its financial instruments;
- is specific, i.e., is information (i) that mentions a set of circumstances or events that occurred or may occur and (ii) from which it is possible to draw a conclusion regarding the possible effect of such circumstances or such event on the price of the financial instruments of the Company (or financial instruments related to them); and
- if it were made public, might have an appreciable influence on the price of the financial instruments in question or the price of financial instruments related to them, or have an influence on the decisions that reasonable investors might use as one of the bases for their investment decisions ("Privileged Information").

In order to help you better understand what may be considered Privileged Information, examples of decisions of the Enforcement Committee of the *Autorité des Marchés Financiers* ("AMF") are listed in Note 1 below.

Information is considered to have been made public when it has been brought to the attention of the public (i) by an official press release from the Company, (ii) by a financial notice published in the press at the initiative of the persons duly authorized to speak on behalf of the Company, (iii) by the Company website, (iv) during teleconferences or videoconferences, (v) during the general meetings of the Company, and (vi) during presentations made to the French Society of Financial Analysts.

Generally speaking, Privileged Information includes, for example, information respecting:

- the financial position of the company, such as:
    - the position of the Company and/or the Group,

- the outlook for the projected results and financial forecasts of the Company and/or the Group,
- projected changes in the price of Securities,
- significant changes in the financial position or operating income of the Company and/or the Group,
- changes to dividend payment policy,
- the issue of Securities by the Company, and
- transactions on Securities (buyback of shares, free allocations of options or shares, etc.).

- the strategy and lines of development of the Company and/or the Group, such as:

  - significant external growth operations or disposals,
  - structural reorganizations or restructuring operations,
  - the change of control of the Company and/or the Group,
  - changes in management in the Company and/or the Group, and
  - negotiations in progress regarding joint ventures.

- the operational and commercial activity of the Company and/or the Group, such as:

  - the identification of sites,
  - results of wind studies and project construction studies,
  - obtaining new administrative authorizations, including construction and operation authorizations,
  - the selection of subcontractors, including turbine suppliers,
  - briefings on project financing,
  - strategic decisions for wind farm development, and
  - the conclusion of major new agreements.

- disputes, investigations or proceedings involving the Company and/or the Group before the courts or judicial, arbitration or administrative authorities.

Privileged Information, whether it is favorable or unfavorable, may be significant in that it may positively or negatively impact the price of Securities or might influence a decision to purchase or sell Securities by an investor.

In the event of any doubt over the privileged nature of information or the performance of a transaction, the person in question shall contact the Compliance Officer (see below II, A, 1.1.3).

***B – Definition of insiders within the Group and the persons related to them***

Under the terms of Article L. 621-18-4 of the French Monetary and Financial Code, issuers whose financial instruments are admitted for trade on a regulated market or for which an application for admission for trade on such a market has been submitted are required to establish, update and submit to the AMF, on paper or by electronic mail at the request of the AMF, a list of persons working for their company who have access to privileged information concerning them directly or indirectly, as well as companies acting on their behalf and in their name that have access to such information as part of the professional relations they maintain with them ("Insiders").

The Executive Managers of the Group, the major operational managers and certain other Group employees who have the power to make management decisions concerning its development and strategy, as well as external third-party service providers that, due to their profession or their functions, are exposed (i) on a regular basis to Privileged Information or (ii) periodically to Privileged Information on the occasion of a specific event or the preparation or performance of a specific operation of major importance are Insiders.

Moreover, persons having close personal ties with one of the Insiders, as defined in Article R. 621-43-1 of the French Monetary and Financial Code, including in particular unseparated spouses, partners in a civil union (*pacte civil de solidarité*), an unemancipated minor child or any other relative that has shared their domicile for at least one year are classified as "Persons related to them".

## II – PREVENTION OF INSIDER TRADING

### *A – Obligations of discretion incumbent upon Insiders*

*1.1.1 General obligation to abstain from transacting Securities*

The first rule for all Insiders is to abstain, before the public has knowledge of the Privileged Information that they possess, from conducting or enabling the conducting of any transaction (acquisition, sale, exchange, subscription, including through forward financial instruments or options) on Securities either directly or indirectly (by Persons related to them or by any other intermediary) on their own behalf or on behalf of a third party, pursuant or not to an authorization other than Programmed Trading Mandates (see below, A, 1.1.4.).

*1.1.2 General prohibition on the disclosure of Privileged Information*

The second rule for all Insiders is that it is prohibited, through the taking of any useful measure to this effect, to disclose Privileged Information, whether inside or outside the Group, outside of the normal framework of one's corporate office or functions, for purposes or for an activity other than those for which it is possessed.

In particular, any participation in a stock market forum that directly or indirectly discusses the Company on any website is to be banned.

*1.1.3 Specific obligations*

The Executive Managers and the Persons related to them must, as necessary,

- hold the Securities that they possess in registered form, either registered with the Company or with its agent, or in registered form administered by an intermediary (bank, financial institution or investment services provider) of their choice; and

- keep at least 30% of the shares allocated freely or from the exercise of options until the end of their term of office.

Any transaction considered speculative on the Securities such as, in particular, margin buying and short selling, rolling over deferred settlement orders, round-trip trading over short periods (under six months) or transactions in commodities otherwise than for hedging purposes are prohibited to Insiders. In this regard, the Executive Managers and employees of the Group are prohibited from resorting to hedging on Securities allocated freely or the Securities options that they hold.

Insiders are prohibited from conducting any transaction on Securities during the following periods:

- from 15 calendar days before the publication of quarterly information to the day following the publication of such information;

- from a minimum of 30 calendar days before the publication of the complete Group annual and semi-annual financial statements and, as the case may be, quarterly financial statements to the day following the publication of such information.

Stock options may not be allocated (in accordance with Article L. 225-177 of the French Commercial Code) and, at the end of the legal hold period, free shares may not be sold (in accordance with Article L. 225-197-1 of the French Commercial Code) during the following periods: (i) 10 trading days preceding and following the date on which the consolidated financial statements or the annual financial statements are made public and/or (ii) from the date on which the corporate bodies of the Company have knowledge of Privileged Information to the date ten trading days after the date when such Privileged Information is made public, inclusive.

Insiders who participate directly or indirectly in a Company transaction (signature or termination of major commercial agreements, acquisition, disposal, merger, combination, restructuring, etc.) with one or more third-party company or companies (especially if the securities of such company or companies are issued for trading on a regulated market) as well as Persons related to them must abstain from conducting transactions on the securities of such company or companies once they have knowledge of Privileged Information acquired in the exercise of their functions.

Before any transaction on Securities is conducted, Group Executive Managers and employees are invited as a matter of course to contact the Group compliance officer ("Compliance Officer"), Ms. Fernanda Alonso, Legal and HR Director - (email: fernanda.alonso@theolia.com, tel.: +33 (0) 4 42 904 909).

The Compliance Officer shall give her opinion on the transaction on Securities planned not only with regard to the applicable legal and regulatory provisions but also the specific rules contained in this Code. The opinion given by the Compliance Officer is merely advisory in nature, and the decision whether or not to transact the Securities is the sole responsibility of the employee in question.

Besides consulting the Compliance Officer, Executive Managers are invited to provide immediately, independently of the transaction statements published on the AMF website, ex post information to the members of the Board of directors of the Company.

Consultation of the Compliance Officer by the Group Executive Managers and the employees does not exclude the possibility that such persons have to seek the opinion of their usual legal counsel in order to obtain more complete information about the option of conducting the transaction on Securities planned or the regulations applicable.

*1.1.4 Programmed Trading Mandates*

Insiders are considered to be likely to possess Privileged Information on a continuous basis, and recent European case law with respect to penalties for insider trading (CJEU, December 23, 2009, case C-45/08, Spector Photo Group NV, Chris Van Raemdonck/CBFA) places a rebuttable presumption of use of Privileged Information on them. Indeed, the act of Insiders who have Privileged Information making a transaction, on their own behalf or on behalf of others, either directly or indirectly, on securities to which such Privileged Information is related implies that they used that Privileged Information, subject to compliance with the right of defense and in particular the right to rebut the presumption.

In order to escape this rebuttable presumption of the use of Privileged Information, the AMF authorizes Insiders to set up authorizations beforehand called programmed trading mandates ("Programmed Trading Mandates"). The implementation of these mandates places on Insiders the rebuttable presumption that they did not conduct insider transactions unless a violation of the rules of the mandate has been demonstrated.

The AMF, in its recommendation 2010-07 of November 3, 2010, enjoins the managers of listed companies to implement such mandates. To this end, the Company recommends that each Executive Manager and employee who transacts Securities establish a Programmed Trading Mandate.

The Programmed Trading Mandate, which is concluded for a minimum term of 12 months, is established at the initiative of the Insider.

The instructions given by Insiders to their agent, financial institution or management company must comply with the principles set forth by AMF recommendation 2010-07 of November 3, 2010.

The instructions must be executed three months after they are communicated to the agent and are irrevocable, except in the event of force majeure or in the specific cases mentioned in AMF recommendation 2010-07 of November 3, 2010. When notice is given of the original instruction and upon each renewal, Insiders must declare that they do not hold Privileged Information likely to have an appreciable sizable influence on the Securities price.

Insiders have a duty not to interfere in the execution of the Programmed Trading Mandate. They must abstain from any contact with the agent and are prohibited from conducting purchases or sales other than those covered under the terms of the Programmed Trading Mandate respecting (i) the exercise of Securities options, (ii) the sale of Securities exercised on behalf of the Insider that were previously acquired or allocated and (iii) the subscription or purchase of Securities.

The agent selected must not be the one that manages the personal and family assets of the Insider and must furnish a statement of independence with regard to the Insider indicating in particular the absence of any family relationship as well as the absence of any business relationship prior to the conclusion of the mandate.

Insiders who set up a Programmed Trading Mandate are required to submit a copy of the mandate and of the instruction to the Compliance Officer and the AMF. Information related to the purpose of the mandate, as defined by the instruction given to the agent at the time of the conclusion of the mandate and upon each renewal shall be placed on the Company website by the Compliance Officer.

Any transaction conducted by the agent on behalf of the Insiders is subject to the duty of disclosure (see below II, C).

### *B – Lists of insiders*

In accordance with the provisions of Article L. 621-18-4 of the French Monetary and Financial Code, the Company is required to establish, update and make available to the AMF a list of Insiders in the Group.

These lists indicate the identity and office of the Insiders, the purposes for their registration, the date of registration and delisting of the Insiders and the date of creation of each of the lists and their most recent update.

These lists must be quickly updated, especially in the following cases:

- in the event of a change of reason why a person was registered on a list,
- whenever a new person must be registered on the list,
- whenever a person ceases to be registered on the list, with a mention of the date on which such person ceases to have access to Privileged Information.

The Company shall notify Insiders by electronic mail of their registration on the aforesaid list, and attach a copy of this Code thereto, in order to make them aware of the obligations and legal, regulatory, administrative, and disciplinary penalties provided in the event of a violation of these rules.

External third-party service providers appearing on the list of Insiders must, under the same conditions as the Company, establish, update and make available to the AMF a list of names of persons who work for them and have access to Privileged Information as well as the external third-party service providers that have access to such Privileged Information as part of their professional relations with them.

The failure of a person to appear on these lists does not exempt him or her in any way from complying with legal and regulatory provisions and is not in any way a statement on his or her classification as an Insider.

### *C – Specific duty of individual disclosure of transactions on securities by Insiders*

French law requires Executive Managers and, generally speaking, those who have the power to make management decisions regarding Company and/or Group development and strategy and have regular access to Privileged Information that directly or indirectly affects the Company and/or Group and the Persons related to them to communicate directly to the AMF, and the Company, the details of the transactions that they are conducting (acquisitions, subscriptions (including the exercise of Securities Options), sale or exchange of Securities, transactions on forward financial instruments or instruments related to such Securities, whether they are acting on their own behalf or on behalf of third party pursuant to an authorization. In the event of a Programmed Trading Mandate, the agent may make the declaration on behalf of the Insider. The

declaration must, however, always clearly specify that the transaction is made under the terms of the Programmed Trading Mandate.

Notice of this declaration, which must indicate the name and title of the originator of the transaction, the type and number of Securities affected, the type, date and place of execution of the transaction as well as the price at which it took place and the amount of the transaction, shall be served by the person in question to the AMF by electronic mail within a period of five trading days following the completion of the transaction. Moreover, the originator of such notice must send a copy of it to the Company within the same period.

The purpose of these declarations is to make it possible for the market to be quickly informed of the transactions to which the executive managers as well as, generally speaking, those who have the power to make management decisions regarding Company development and strategy and have regular access to Privileged Information that directly or indirectly affects the Company and the Persons related to them may examine the Securities and assess the significance that they may hold.

The duty to disclose mentioned above is not required when the total sum of transactions conducted does not exceed €5,000 over a calendar year.

The declarations by name of the executive managers must be directly sent by electronic mail to the AMF (declarationdirigeants@amf-france.org) and to the Compliance Officer. Such declarations shall then be made public on the AMF website and on the Company website.

The Enforcement Committee shall act severely in this regard and impose monetary penalties, in particular in the event of a failure to declare or for a late and incomplete declaration.

## III – PENALTIES FOR INSIDER TRADING AND THE OBLIGATION TO ABSTAIN FROM USING PRIVILEGED INFORMATION

The use of privileged information may be subject to administrative penalties and legal penalties. It is to be noted that any penalties provided by the law in the event of non-compliance by an Insider of the obligations mentioned above do not exclude disciplinary provisions that may be taken within the Group.

In practice, the penalties imposed by the AMF Enforcement Committee are more frequent than the criminal penalties decided by the criminal courts and may go as high as €100,000,000 or ten times the amount of any profits (Article L. 621-15 of the French Monetary and Financial Code). In accordance with the provisions of Articles 622-1 and 622-2 of the AMF General Regulation, the AMF Enforcement Committee shall pronounce such penalty when Insiders have violated their obligation to abstain from:

- using Privileged Information that they possess by acquiring or selling, or by attempting to acquire or sell, on their own behalf or on behalf of others, either directly or indirectly, the Securities to which such Privileged Information is related.

- (i) communicating such information to another person outside of the normal framework of their work, profession or office or for purposes other than the reason for which it was communicated to them and/or (ii) recommending that another person acquire or sell, or have another person acquire or sell, on the basis of Privileged Information, the Securities to which the Privileged Information is related.

Moreover, insider trading is also severely penalized by the criminal courts pursuant to Article L. 465-1 of the French Monetary and Financial Code:

- any Insider who, through the use of Privileged Information, conducts or enables the conduct, either directly or through an intermediary, of one or more transactions on Securities is subject to a term of imprisonment of up to two years and a fine of €1,500,000, which may go as high as ten times any profits that may be made;

- any Insiders who communicate Privileged information to a third party outside of the normal framework of their profession or office is subject to a maximum term of prison of one year and a fine of €150,000; and

- any persons who themselves may not be classified as Insiders but who, through the use of Privileged Information, conducts or enables the conduct of, either directly or through an intermediary, one or more transactions on Securities or communicates Privileged Information to a third party is subject to a term of imprisonment of one year and a fine of €150,000 that may go as high as ten times the amount made. Whenever Privileged Information involves the committing of a crime or offense, penalties are increased to seven years of imprisonment and €1,500,000 if the amount of profit made is below this number.

***Note 1 of the Code of Good Conduct relating to the prevention of insider trading: Examples of information considered privileged by the Enforcement Committee of the AMF***

Influence of information on trading prices

- The announcement by an issuer that its projected earnings were not achieved is, by its nature, likely to have an appreciable impact on the price of shares issued.

- Information according to which a party acquires a significant portion of capital of an issuer at a price significantly higher than the trading price is, by its nature, likely to have an appreciable impact on the share price. Indeed, if it were known to the market, it would trigger offers to sell, at that price at the least, and shareholders are guaranteed to find a purchaser at that level and, as long as the price did not reach the amount set by the purchaser, requests to purchase from other parties tempted by capital gains from transfers.

- An issue of securities granting access to capital has as its necessary consequence an issue of shares when the bond matures, or even before that in the event of early repayment, such that the price of shares already issued on the date of the announcements of new compound securities tends, within minutes following the announcement of such an issue, to be aligned with the theoretical value of the share after the dilution that the issue of securities granting access to capital involves. Moreover, when the issue price of the securities granting access to capital is, for example, due to the prepayment of the coupon, discounted in relation to the share price, shareholders are led to sell the shares that they hold to acquire the securities granting access to capital. The result of this is that the information related to the issue of the equity notes was such that, if it were known, it had an appreciable impact on the price of the financial instruments issued.

- Information related to the difficulties connected with the implementation of restitution guarantees under the terms of an agreement constitute information such that, if it were known, would have appreciable impact on the behavior of investors because such difficulties, by creating a high level of tension regarding Group cash flow, disturbed the behavior of certain markets, contributed to a loss of Group credibility with respect to certain major clients and led to a loss of market share and finally, as the Company acknowledges, the initiation of court-ordered reorganization proceedings.

Information relating to a proposed public offer

- The announcement of a proposed public offer may have an appreciable impact on the share price of the company targeted by the offer.

- By their nature, proposed simplified takeover bids, because they provide a premium of over 30% in relation to the share price over the past six months, were such that they triggered an adjustment of that price regarding the price proposed for the offer. As a result, the information in question was likely to have an appreciable impact on the share price of the company targeted.

Information regarding an inventory surplus

- Information regarding an inventory surplus of a subsidiary has a direct effect on working capital requirements and therefore, de facto, on the earnings of the parent company. In fact, following statements informing the public of a drop in earnings the Group, the share price of the parent company fell. The information in question was consequently very likely to have an appreciable impact on the share price.

The announcement by an issuer that its projected earnings will not be achieved

- The announcement by an issuer that its projected earnings will not be achieved is, by its nature, likely to have an appreciable impact on the share price.

Information related to a proposed partnership between an energy distributor and an energy producer

- The partnership of an energy distribution company with a major producer makes it possible for the distributing company to gain autonomy with respect to energy producers with which up until then it was restricted to purchasing "in bulk". Moreover, acquisition of a stake of that distribution company by one of the major "historic" European operators (for more details, see the decision) reinforced its technical and financial solidity while allowing it to maintain its independence, because the participation of its partner remained a minority interest. The information in question therefore deals with objective items that will develop trust with a reasonable investor and make him or her determined to invest, such that such information is likely to have a highly favorable impact on the share price of that company.

- Even though it had been made public, the information relating to the proposed partnership between the two companies was likely to have an appreciable impact on the share price of the distribution company because it was such that it would strengthen confidence in the future of the company. This was confirmed by a significant rise in the share price starting on the day following the announcement to the public.

Information relating to the dismissal of the CEO and the delisting of an issuer

- Information relating to the dismissal of the CEO and the delisting of an issuer that leads to the quantifiable downward revision of its revenue and net earnings projections that were distributed previously is such that it would have an appreciable impact on the share price of that issuer.

Information relating to a sizable transaction on the capital of an issuer

- Information relating to a sizable transaction on the capital and control of a company is likely to have an appreciable impact on its share price.

- Information relating to a sizable transaction on the capital of the issuer was such that it would have the same negative impact on the share price, which is confirmed because when the listing was resumed, a sharp drop was recorded in the share price.

- Information concerning a large-scale capital increase for the issuer in question is such that it would have a significant impact on the price of its share as defined by Article 621-1 of the General Regulation of the AMF. This influence may be emphasized by noting the change in price of this share once listing was resumed (in this case, the share registered a drop of over 19%).

Information relating to accounting irregularities

- Information relating to accounting irregularities, if they had been made public, would have been such that, by disclosing to investors that the earnings of the issuer in question were actually much less satisfactory than those announced, they would have an appreciable impact on the share price of the issuer.

Information relating to the erroneous nature of a press release

- The knowledge of the erroneous nature of the press release in question was information that reasonable investors would have been likely to use as one of the bases of their investment decisions. Accordingly, such information constitutes information likely to have an appreciable impact on the share price as defined by Article 622-1 of the General Regulation of the AMF.

Information relating to the proposed sale of a significant portion of the capital of the Company

- Information on the sale of a significant portion of Company capital at a price considerably higher than its listing is by its nature likely to have an appreciable impact on the share price.

- If the announcement of the imminent sale, by questioning, of its stake in Company capital at a price higher than the trading price had been known to the market, such information would have triggered transactions on the share, at the sale price agreed at the least. Indeed, as long as the price had not achieved the amount set by the purchaser, requests to purchase from other parties tempted by a capital gain from transfers could be submitted.

Information relating to a proposed acquisition

- Information relating to a proposed acquisition of a company by an issuer, whenever such acquisition caused not only the enlargement of the issuer but also the diversification of its activities and its outlook, was likely to have an appreciable impact on the share price.

Information respecting a proposed buyback of the stake of a company in the capital of another company

- This information was likely to impact the share price of the company in question because reasonable investors would use this information as one of the bases for their decision. These investors did indeed have reason to believe that such a transaction could be done only at a price higher than the trading price if it was to have a chance of being accepted. Moreover, it was likely to cause submission of a takeover bid for all the shares of the aforementioned company, which did in the end occur and caused an increase in the share price.

Information on revenue

(a) If as a basis for an investment decision, revenue is a less relevant item than, for example, earnings, and even though it must be treated with caution in relation with other items and by taking into account the particular nature of each segment, the objective and specific piece of data that it constitutes could not, however, out of principle be dismissed as insignificant.

(b) The comparison between projected revenue published in the second press release, which corresponded to revenue earned over the last ten months of the year and a projection for the 2 months remaining, and annual consolidated revenue, which was known by the issuer before its publication, showed a sharp increase over the last month of the year, in relation to the previous quarters and the projections previously published. The convergence of the content of the analyses, following the most recent press release, also confirm that the final amount of revenue published at the time exceeded the expectations of the market. Consequently, information related to revenue was similar to information that reasonable investors would be likely to use as one of the bases for their investment decisions.

Information relating to a significant drop in Company revenue

- Information relating to a significant drop in revenue was likely to have a significant impact on the share price of the Company because any reasonable investor informed of a significant decrease in revenue of that company, which specializes in gaming software, at the end of the year no less, could use such information as the basis for a decision not to invest in a company or cut investment in it.

Information relating to the improvement of the financial position of the company

- Because it discusses the significant improvement of the financial position of the company, information was likely to influence the share price, which was confirmed spectacularly upon the publication of information that was up to that time privileged.

- Information relating to significant improvement of the financial position of the Company is likely to have an appreciable impact on the price of the financial instruments in question is information that reasonable investors would have been likely to use as one of the bases for their investment decisions.

Information relating to an upcoming cessation of payment

- Information relating first of all to the inability of the company, despite a capital increase, to handle floating debt, followed by the necessity to declare a cessation of its payments, are such that they would have an appreciable impact on the share price of the company.

- The public announcement of the upcoming filing of a declaration of insolvency of a company whose shares are listed on the stock market is such that it would significantly alter public confidence in the solidity of the share.

Information relating to the initiation of alert procedures

- Information regarding the initiation of alert procedures, which of necessity involve the endangering of the continuity of operations of the Company, could not be similar to those related to the existence of simple financial difficulties since they do not have, in the absence of any particular further information, any consequences for the survival of the Company.

- The existence and continuation of alert procedures, which presuppose the observation of circumstances such that it would call to question the continuity of operations, and even the survival of the Company, are such that they would have an appreciable impact on the share price.

Information disclosing the financial fragility of the Company

- If it had been made known to the public, the information in question, because it reveals that the financial position of the Company was particularly fragile and that the Company may have soon been entering collective proceedings, would have been such that reasonable investors would have determined not to invest in the share or to divest from the positions made on it and would consequently have an unfavorable impact on the share price of the Company.