

How to participate in the General Meeting?

All shareholders have the right to participate in this General Meeting regardless of the number of shares held or their way of custody (registered or bearer shares). This right is subject to the accounting registration of the shares held no later than the third business day prior to the General Meeting, namely on June 24, 2014 at zero hour, Paris local time.

Participation options

To participate in this General Meeting, you may:

- attend the General Meeting in person with an admission card;
- vote by post;
- give your proxy to the Chairman of the Meeting;
- give your proxy to any individual or legal entity of your choice; and
- send your proxy to the Company with no indication of a representative.

Proof of the shareholder status

To be approved to attend this Meeting, to vote by post or to be represented at the Meeting:

You hold registered shares	Your shares must be registered in your name in the registered share accounts held for the Company by CACEIS Corporate Trust, no later than the third business day prior to the General Meeting, namely on June 24, 2014 at zero hour, Paris local time.
You hold bearer shares	Your shares must be registered no later than the third business day prior to the General Meeting, namely on June 24, 2014 at zero hour, Paris local time, in the accounts of the institution that is custodian of your shares. A shareholding certificate will be issued by this custodian institution in accordance with the provisions of Article R.225-85 of the French Commercial Code. This shareholding certificate shall be attached to the voting form, to the proxy or to the request of an admission card in the name of the shareholder.

On the day of the Meeting, all shareholders shall provide proof of their status during registration formalities and present a valid ID.

How to participate/exercise your voting right

<p>You attend the General Meeting in person</p> <p>Get an admission card and present it along with a valid ID at the entrance.</p> <p>Holders of registered shares:</p> <ul style="list-style-type: none"> • Tick box A of the form sent with the convening notice. • You shall receive your admission card by post *. <p>Holders of bearer shares:</p> <ul style="list-style-type: none"> • Contact your bank, indicate that you wish to attend the General Meeting and ask for a certificate proving your shareholder status at the date of the request. • Your bank shall transmit the shareholding certificate to CACEIS Corporate Trust. • You shall receive your admission card by post *. 	<p>You do not attend the General Meeting in person</p> <p>Holders of both registered and bearer shares:</p> <p>If you are not personally attending the Meeting, you can choose one of the following possibilities (B of the voting form **):</p> <ul style="list-style-type: none"> • <u>vote by post</u>: tick the box "I vote by post". Tick resolutions you are not in favor. • <u>give proxy to the Chairman of the Meeting</u>: tick the box "I hereby give my proxy to the Chairman of the General Meeting". In that case, a vote in your name shall be identical to that of the Chairman of the Meeting on the draft resolutions. • <u>give proxy to someone else ***</u>: tick the box "I hereby appoint" and give the name of the person appointed as your proxy who will attend the Meeting. • <u>give proxy to the Company with no indication of a representative</u>: don't tick any box.
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* Should you have not received your admission card by the third business day prior to the General Meeting, you may (i) be able to directly come to the General Meeting if you hold registered shares, (ii) ask your bank for a shareholding certificate if you hold bearer shares.

** For holders of registered shares, the voting form is automatically sent with the convening notice. For holders of bearer shares, all requests have to be made to your bank who will then transmit both the shareholding certificate and the voting form to CACEIS Corporate Trust. Should you have not received the voting form requested to your bank, you may contact CACEIS Corporate Trust, 14, rue Rouget de Lisle – F-92862 Issy-les-Moulineaux Cedex 9, Fax +33(0)1.49.08.05.82 or 83, ct-assemblies@caceis.com, no later than 6 business days prior to the General Meeting, providing evidence of your shareholder status (shareholding certificate).

*** In accordance with the dispositions of Article R.225-79 of the French Commercial Code, it is now possible to revoke a representative who has previously been appointed.

Under no circumstances should this voting form be returned to THEOLIA.

In order for this voting form to be taken into account, whatever option you choose, it has to be:

- duly completed, **dated and signed** in the "Date & Signature" box and attached to the shareholding certificate (for the holders of bearer shares), and
- received by the "Service des assemblées générales centralisées" department of CACEIS Corporate Trust: 14, rue Rouget de Lisle, F-92862 Issy-les-Moulineaux Cedex 9 (with the prepaid reply envelop), at the latest on **June 24, 2014**.

You attend the General Meeting in person:
A. tick the box to receive your admission card.

You do not attend the General Meeting in person:
B. choose among the three possibilities below.

You hold bearer shares:
attach hereto the shareholding certificate provided by your bank.

IMPORTANT : Avant d'exprimer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this , 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 an admission card : date and sign at the bottom of the form.
B. Utilisez 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 90 852 262,20 €
 Siège social : 75 rue Denis Papin – BP 80199
 13795 Aix-en-Provence Cedex 3
 423 127 281 R.C.S. AIX-EN-PROVENCE

ASSEMBLEE GENERALE ORDINAIRE ANNUELLE
Le vendredi 27 juin 2014 à 10 heures
 Au Moulin de la Récense CD 19
 Ventabren (13122)

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account	Vote simple Single vote
Nombre d'actions Number of shares	Nominatif Registered
	Porteur Bearer
Vote double Double vote	
Nombre de voix - Number of voting rights	

B1

B2

B3

JE VOTE PAR CORRESPONDANCE // VOTE BY POST
 Cf. au verso (2) - See reverse (2)

Je vote à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci la case correspondante et pour lesquels je vote NON ou je m'abstiens.
 I vote YES on all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this , for which I vote NO or I abstain.

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directeur ou la Gérance, je vote en noircissant comme ceci la case correspondant à mon choix.
 On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this .

	Oui / Yes	Non/No	Abs	Oui / Yes	Non/No	Abs
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	<input type="checkbox"/>	<input type="checkbox"/>
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	<input type="checkbox"/>	<input type="checkbox"/>
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15	<input type="checkbox"/>	<input type="checkbox"/>
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16	<input type="checkbox"/>	<input type="checkbox"/>
8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17	<input type="checkbox"/>	<input type="checkbox"/>
9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18	<input type="checkbox"/>	<input type="checkbox"/>
19	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20	<input type="checkbox"/>	<input type="checkbox"/>
20	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21	<input type="checkbox"/>	<input type="checkbox"/>
21	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22	<input type="checkbox"/>	<input type="checkbox"/>
22	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23	<input type="checkbox"/>	<input type="checkbox"/>
23	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	24	<input type="checkbox"/>	<input type="checkbox"/>
24	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	25	<input type="checkbox"/>	<input type="checkbox"/>
25	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	26	<input type="checkbox"/>	<input type="checkbox"/>
26	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	27	<input type="checkbox"/>	<input type="checkbox"/>
27	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	28	<input type="checkbox"/>	<input type="checkbox"/>
28	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	29	<input type="checkbox"/>	<input type="checkbox"/>
29	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	30	<input type="checkbox"/>	<input type="checkbox"/>
30	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	31	<input type="checkbox"/>	<input type="checkbox"/>
31	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	32	<input type="checkbox"/>	<input type="checkbox"/>
32	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	33	<input type="checkbox"/>	<input type="checkbox"/>
33	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	34	<input type="checkbox"/>	<input type="checkbox"/>
34	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	35	<input type="checkbox"/>	<input type="checkbox"/>
35	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	36	<input type="checkbox"/>	<input type="checkbox"/>
36	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	37	<input type="checkbox"/>	<input type="checkbox"/>
37	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	38	<input type="checkbox"/>	<input type="checkbox"/>
38	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	39	<input type="checkbox"/>	<input type="checkbox"/>
39	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	40	<input type="checkbox"/>	<input type="checkbox"/>
40	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	41	<input type="checkbox"/>	<input type="checkbox"/>
41	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	42	<input type="checkbox"/>	<input type="checkbox"/>
42	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	43	<input type="checkbox"/>	<input type="checkbox"/>
43	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	44	<input type="checkbox"/>	<input type="checkbox"/>
44	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	45	<input type="checkbox"/>	<input type="checkbox"/>
45	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4)

I HEREBY APPOINT: See reverse (4)

M. Mlle ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
 Adresse / Address

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valables que si elles sont directement retournées à votre banque.
CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf au verso (1)
 Surname, first name, address of the shareholder (if this information is already present, please verify and correct if necessary). See reverse (1)

In any case, date and sign the form here.

Write your name(s) and address here or verify them if they are already written.

Date & Signature

You wish to vote by post:
B1. tick here and follow the instructions.

You wish to give proxy to the Chairman of the Meeting:
B2. tick here.

You wish to give proxy to another person who will attend the General Meeting and will represent you:
B3. tick here and indicate the name(s) and address of this person.

à la banque / to the bank **24/06/2014** sur 1^{ère} convocation / on 1st notification
 à la société / to the company sur 2^{ème} convocation / on 2nd notification