



Press release

Aix-en-Provence, November 3, 2014

The Extraordinary General Meeting of Shareholders approves the Company's restructuring plan with a vast majority

THEOLIA's Extraordinary General Meeting of Shareholders, which gathered in Aix-en-Provence today, November 3, 2014, adopted, at a majority higher than 95%, the proposed restructuring plan.

Shareholders present, represented or who voted by post, gathering 41.45% of the shares admitted for voting, therefore approved all the resolutions recommended by THEOLIA's Board of Directors, in particular:

- the resolution relating to the approval of the restructuring plan;
- the capital reduction in the amount of 84,366,063.60 euros motivated by losses, carried out by reducing the par value of the shares from one euro and forty cents (€1.40) to ten euro cents (€0.10);
- amendments to the bond issuance contract, given that the implementation of some of them is still subject to the settlement-delivery of the capital increase described in the fifth resolution, no later than March 6, 2015; and
- the delegation of powers to the Board of Directors to increase capital through the issue of new shares associated with stock warrants, maintaining the preferential subscription right of the shareholders, for a maximum total amount of 59,773,526 euros.

With the approval of its bondholders and shareholders and as soon as the Financial Markets Authority (*Autorité des marchés financiers, AMF*) gives its approval, THEOLIA will perform the capital increase of approximately 60 million euros, which will enable to proceed to the early partial redemption of a portion of the convertible bond. The amendments to the terms of the convertible bond will allow to split the remaining amount due into four installments, distributed over the next five years.

The completion of this plan will enable both to strengthen the Company's shareholders' equity and to reduce the bond debt. On the basis of this healthier financial situation, THEOLIA will be able to actively carry on its development.

The voting results and the presentation to the Extraordinary General Meeting of Shareholders are available on the Company's website www.theolia.com.

About THEOLIA

THEOLIA is an independent producer of wind energy, active over the entire wind value chain. The Group develops, builds and operates wind farms in four countries: Germany, France, Morocco and Italy. In total, the Group operates 1,200 MW for its own account and for third parties.

CONTACT

Elodie Fiorini
Communications & Investor Relations

Tel: +33 (0)4 42 906 596
elodie.fiorini@theolia.com

THEOLIA

French *Société anonyme* (public limited company with Board of Directors) with a share capital of €90,855,760.80

Registered office: 75 rue Denis Papin – BP 80199 - 13795 Aix-en-Provence Cedex 3 - France

Tel: +33 (0)4 42 904 904 – Fax: +33 (0)4 42 904 905 - www.theolia.com

THEOLIA is listed on the compartment C of NYSE Euronext Paris, code: TEO