



theolia

General Meeting

June 21, 2013



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Summary

- Operational review and 2012 results
- Revenue for the first quarter of 2013
- Items on the agenda

- 
- Operational review and 2012 results



A flexible and balanced business model

- 3 business segments over the wind energy value chain

Sales of electricity for own account

- Guaranteed and recurring revenue
- Significant margins

Development, construction, sale

- Sales to the investment vehicle
- Expedient sales on the market

Operation for third parties

- Additional revenue
- Operational expertise

- 4 operating countries (to date) – complementary wind resources

Germany
20 years

France
15 years

Morocco
20 years

Italy
15/20 years



2012 operational achievements

- Commissioning of two wind farms

+ 10 MW

- Bovino (10 MW in Italy) commissioned in late December 2012

+ 6 net MW

- Magremont (15 MW in France) commissioned in November 2012

- Moroccan wind farm

- 2010: management of a 50 MW wind farm – Risk of termination of the buy-back contract by the ONEE (*Office National de l'Électricité et de l'Eau portable*) (which would have led to a 6 million euro depreciation as at June 30, 2010)
- 2011: signature of an a greement with the ONEE for repowering and extending the Koudia al Baida wind farm (THEOLIA 80% - ONEE 20%) – Significant reduction of the risk of contract termination by the ONEE
- Progress in 2012: effective launch of the development the 300 MW project
 - April: launch of the call for tenders to choose the wind turbine supplier for the first 100 MW phase
 - November: consignment of 5 bids (Siemens, Alstom, Gamesa, Acciona, Vestas)
- Next step: selection of the preferred bidder



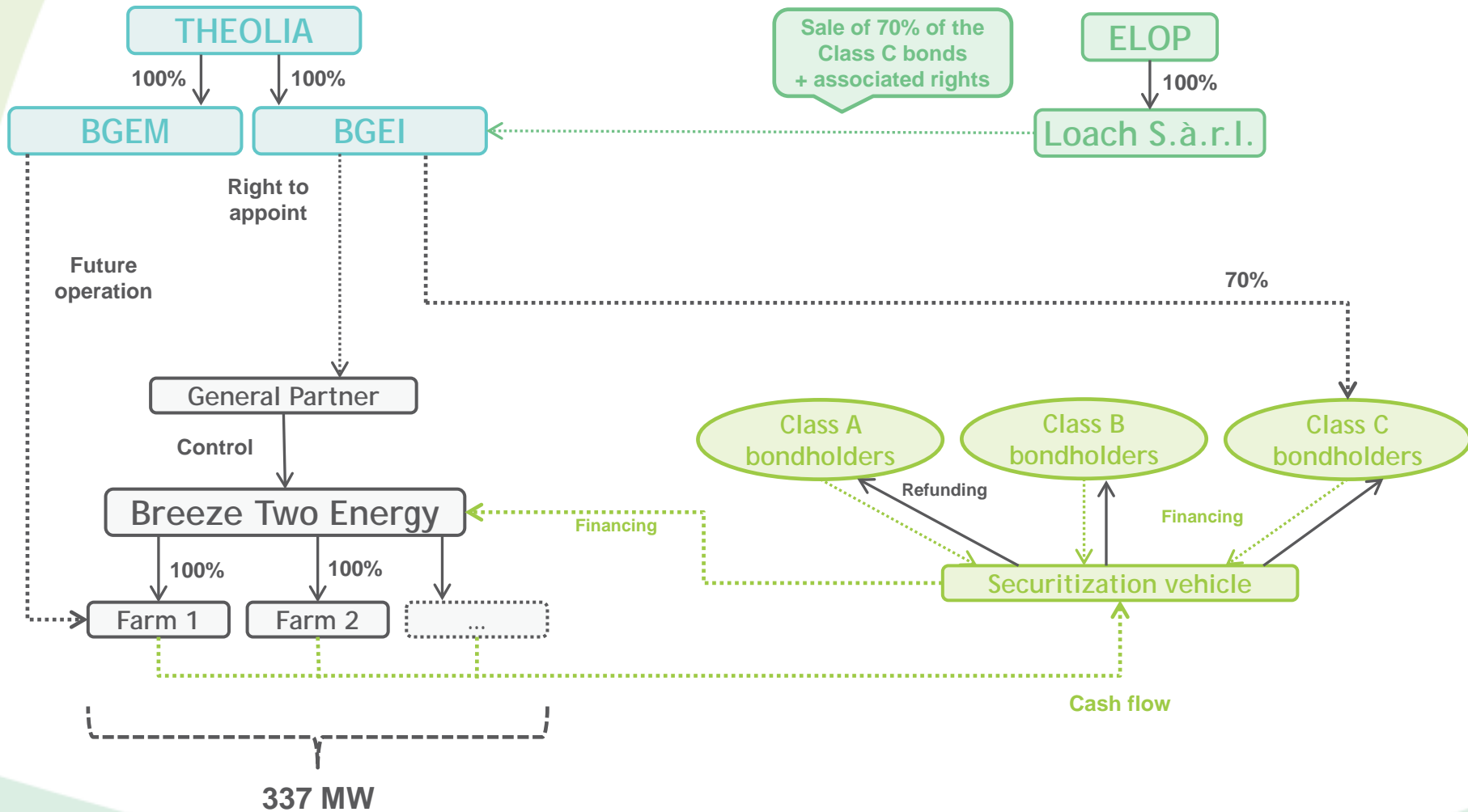
2013 operational achievements

- Acquisition of the control of Breeze Two Energy (January 2013)
 - Onshore wind energy asset management company
 - + 337 MW
 - 337 MW in operation (311 MW in Germany and 26 MW in France) commissioned between 2006 and 2008
 - Electricity buy-back contract over 20 years in Germany and 15 years in France
 - 2012 revenue: 46 million euros
2012 EBITDA: 31,6 million euros

Installed capacity for own account is doubled
Significant operational synergies are expected

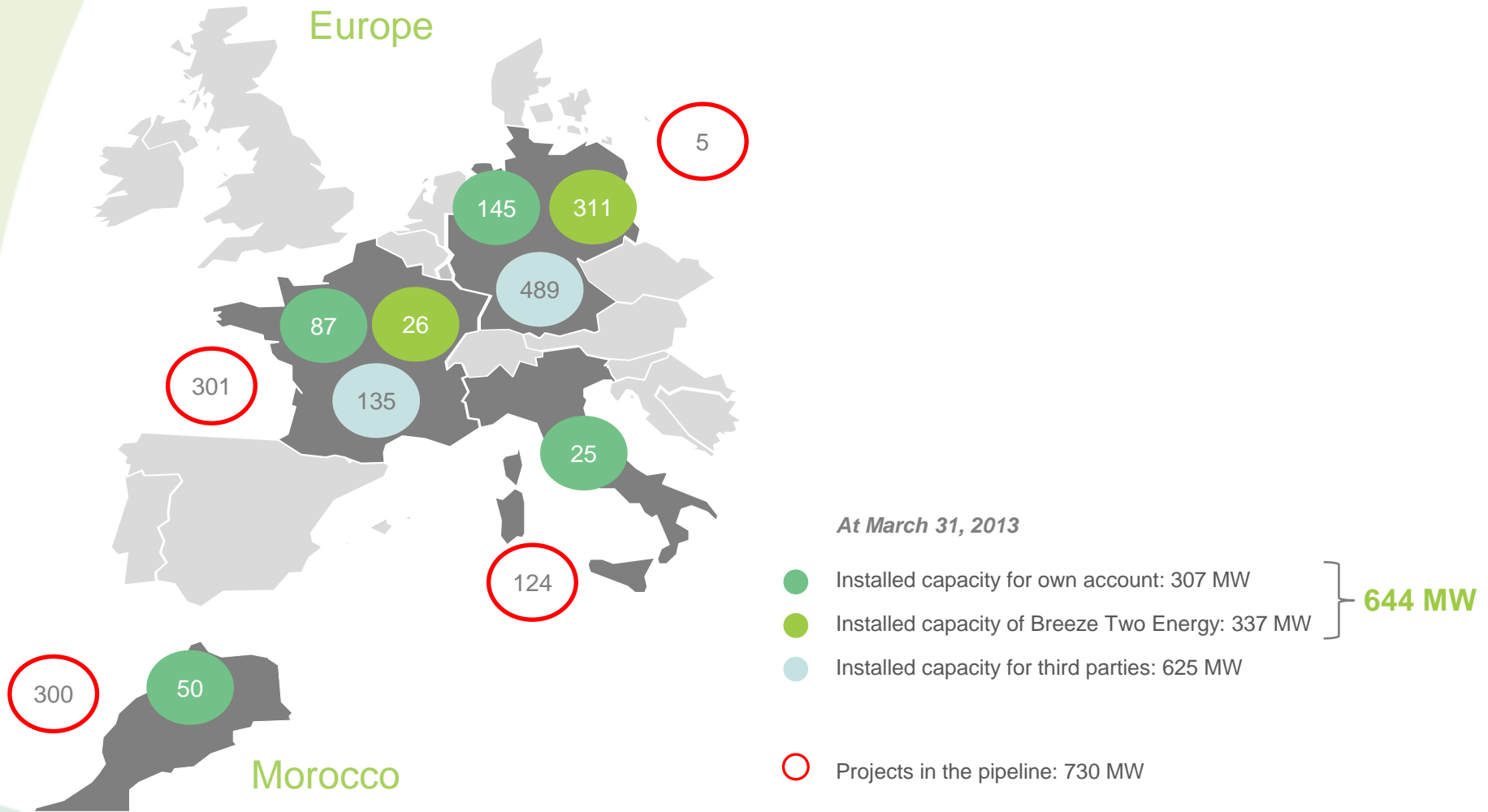


Breeze Two Energy



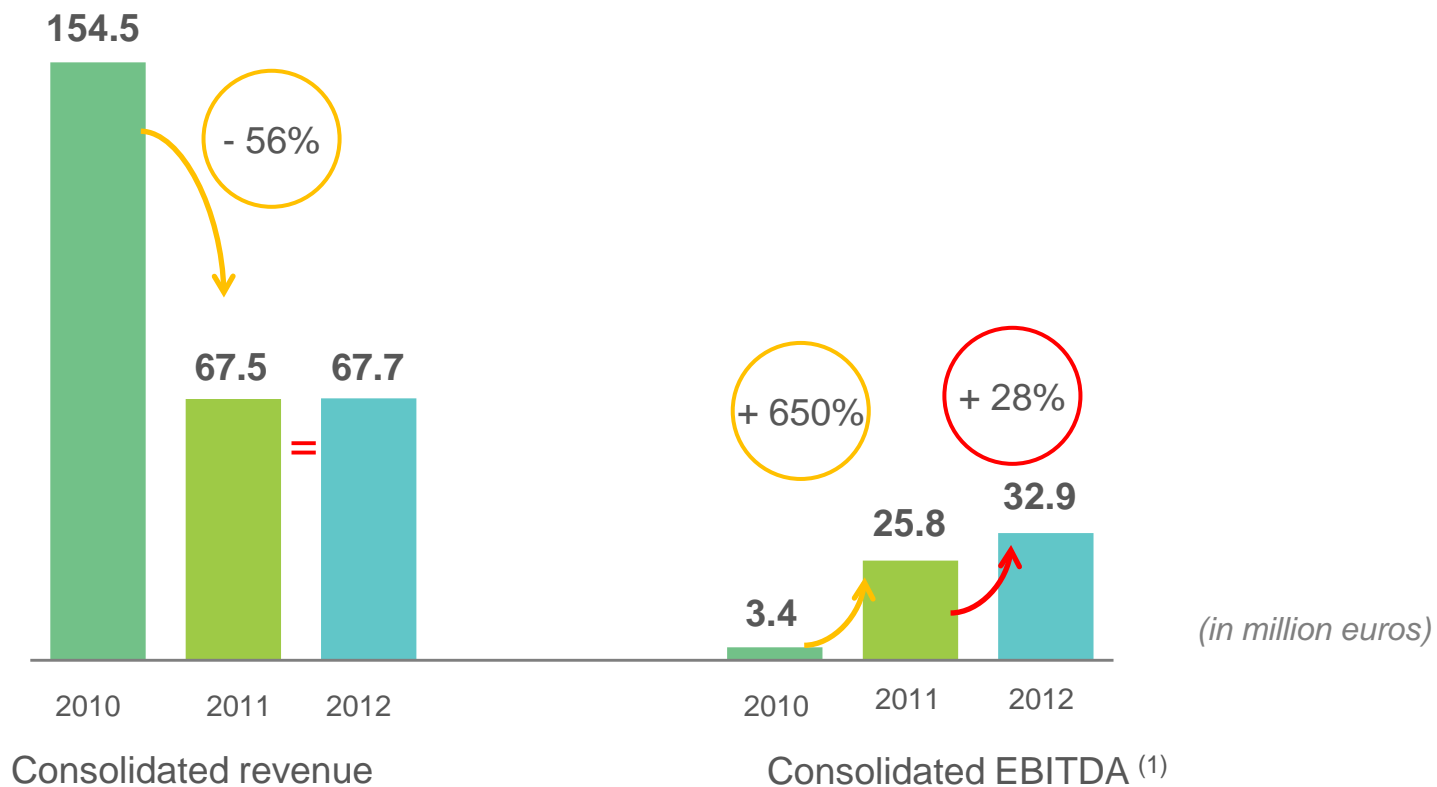


A significant installed capacity





Revenue and EBITDA

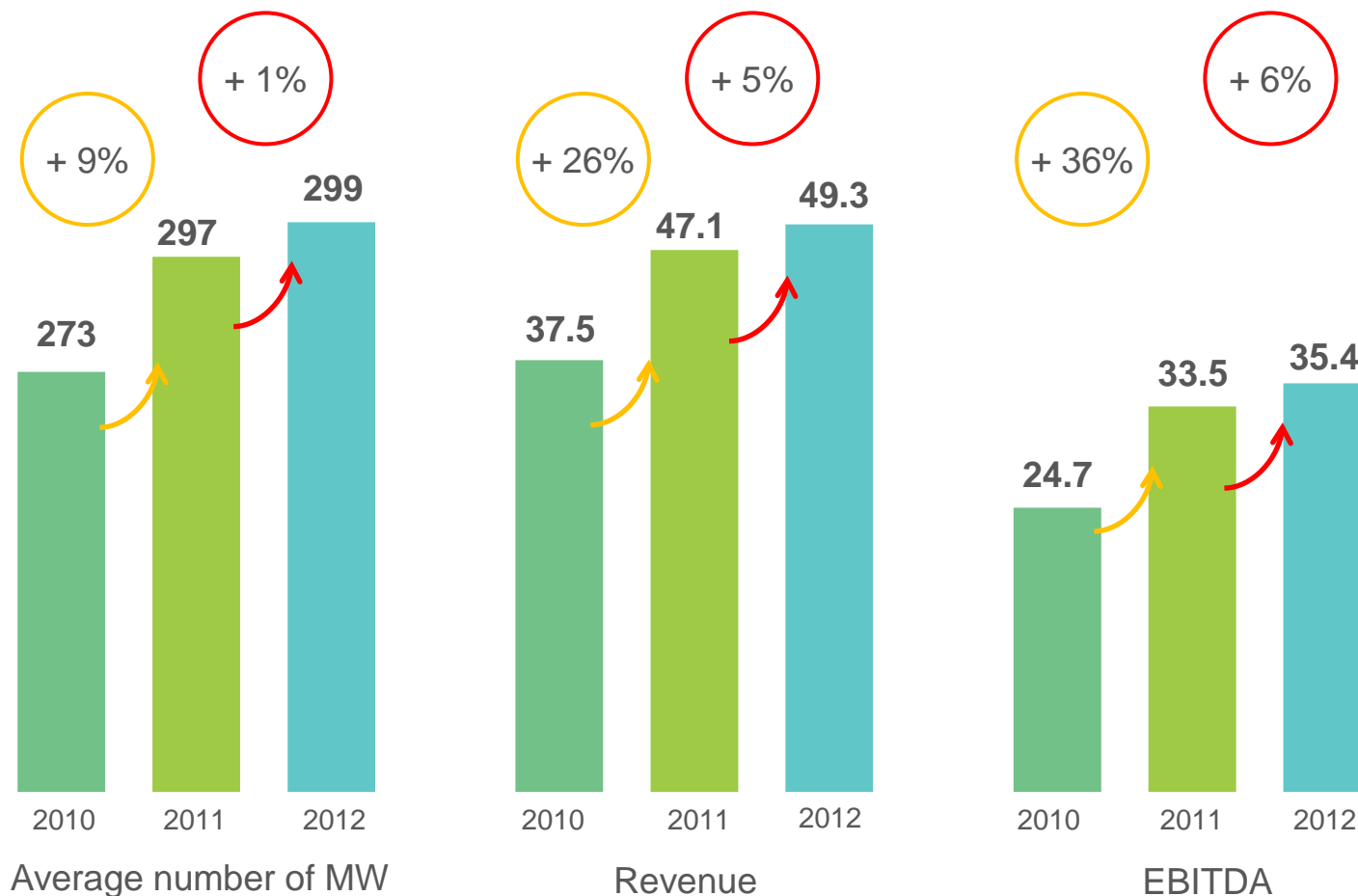


| EBITDA / revenue | 2010 | 2011 | 2012 |
|------------------|------|------|------|
| | 2% | 38% | 49% |

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



Sales of electricity for own account activity



| | | | |
|------------------|-----|-----|-----|
| EBITDA / revenue | 66% | 71% | 72% |
|------------------|-----|-----|-----|



Strong improvement in operational performance

(in million euros)

| | FY 2012 | FY 2011 | Change |
|--|---------|---------|---------|
| Revenue | 67,7 | 67.5 | + 0.4% |
| EBITDA | 32.9 | 25.8 | + 27.6% |
| Allocations to amortization | (16.0) | (13.5) | |
| Allocations to non-operational risk provisions | 1.9 | (1.8) | |
| Current operating income | 18.8 | 10.4 | + 80.7% |
| Share in income of associates | 3.6 | (0.2) | |
| Impairment | (23.3) | (28.3) | |
| Other | 0.4 | (0.1) | |
| Operating income | (0.5) | (18.2) | n/a |



Financial income

(in million euros)

| | FY 2012 | FY 2011 |
|--|---------------|---------------|
| Current financial income | (22.2) | (18.0) |
| Interest cost related to the convertible bond | (12.5) | (8.0) |
| Net interest cost related to project financing debt held by operating wind farms | (8.7) | (9.1) |
| Other | (1.0) | (0.9) |
| Non-current financial income | (9.8) | - |
| Financial asset depreciation | (7.8) | n/a |
| Impact of debt restructuring of some operating wind farms in France | (2.0) | n/a |
| Financial income | (32.0) | (18.0) |

- The 2012 interest cost related to the bond includes €4.3 m of accrued interest + €8.5 m of IFRS non-cash cost
- The 2011 interest cost related to the bond included an interest reversal of €4.2 m pursuant to bond conversions



Consolidated income statement

| <i>(in million euros)</i> | FY 2012 | Of which main non-recurring items |
|---|---------------|-----------------------------------|
| Revenue | 67.7 | |
| EBITDA | 32.9 | 2.6 |
| Current operating income | 18.8 | 1.4 |
| Operating income | (0.5) | (23.3) |
| Financial income | (32.0) | 3.6 |
| | | (2.0) |
| | | (7.8) |
| Net income of the consolidated Group | (34.2) | (25.5) |
| Net income excluding main non-recurring items | (8.8) | |
| Of which additional IFRS non-cash interest on the convertible bond | (8.5) | |



Financial debt structure

| <i>(in million euros)</i> | 2012/12/31 | 2011/12/31 |
|--|----------------|----------------|
| Project financing debt | (172.6) | (214.8) |
| Convertible bond | (109.4) | (103.4) |
| Other financial debt, of which: | (16.4) | (13.9) |
| <i>Derivative financial instruments (swap)</i> | <i>(11.2)</i> | <i>(10.0)</i> |
| <i>Other</i> | <i>(5.3)</i> | <i>(3.8)</i> |
| TOTAL FINANCIAL DEBT | (298.5) | (332.1) |
| Cash and cash equivalents | 69.2 | 87.8 |
| Current financial assets | 4.6 | 0.5 |
| TOTAL CASH | 73.7 | 88.3 |
| NET FINANCIAL DEBT | (224.7) | (243.8) |

- €33.6 m

- €14.6 m



Convertible bond

- 2010 : capital increase and renegotiation of the bond terms
 - In case of a €60 m capital increase: creation of **30 million shares** ⁽¹⁾
Refundable amount as at January 1, 2015 = €177.1 m
 - In case of a €100 m capital increase: creation of **50 million shares** ⁽¹⁾
Refundable amount as at January 1, 2015 = **€126.5 m**

- Conversions between July 20, 2010 and December 31, 2012
 - 3,309,992 OCEANEs were converted => **14.3 million shares**
 - Maximum amount to refund as at January 1, 2015: **€125.8 m**

- Outstanding OCEANEs as at December 31, 2012: 8,228,470

- 
- Revenue for the first quarter of 2013



Revenue for the first quarter of 2013

Wind activities

| <i>(in million euros)</i> | Sales of electricity for own account | Operation | Development, construction, sale | Non-wind activity ⁽³⁾ | Consolidated total |
|---|--------------------------------------|--------------|---------------------------------|----------------------------------|--------------------|
| <i>THEOLIA excluding Breeze Two Energy</i> | 13.4 | 1.7 | 0.9 | 0.1 | 16.2 |
| <i>Breeze Two Energy</i> | 6.9 ⁽¹⁾ | - | - | - | 6.9 |
| First quarter of 2013 | 20.3 ⁽²⁾ | 1.7 | 0.9 | 0.1 | 23.1 |
| First quarter of 2012 | 14.7 | 2.1 | 2.9 | 0.3 | 19.9 |
| Change | + 38% | - 16% | - 68% | - 49% | + 16% |

(1) For February and March 2013.

(2) Including Breeze Two Energy as of January 31, 2013.

(3) Excluding Environment activities.

- **+ 38% growth of the revenue for the Sales of electricity for own account activity, which represents 88% of the consolidated revenue**
- Less favorable wind conditions in Germany
- Reduction of the pace of disposals compared to the first quarter of 2012



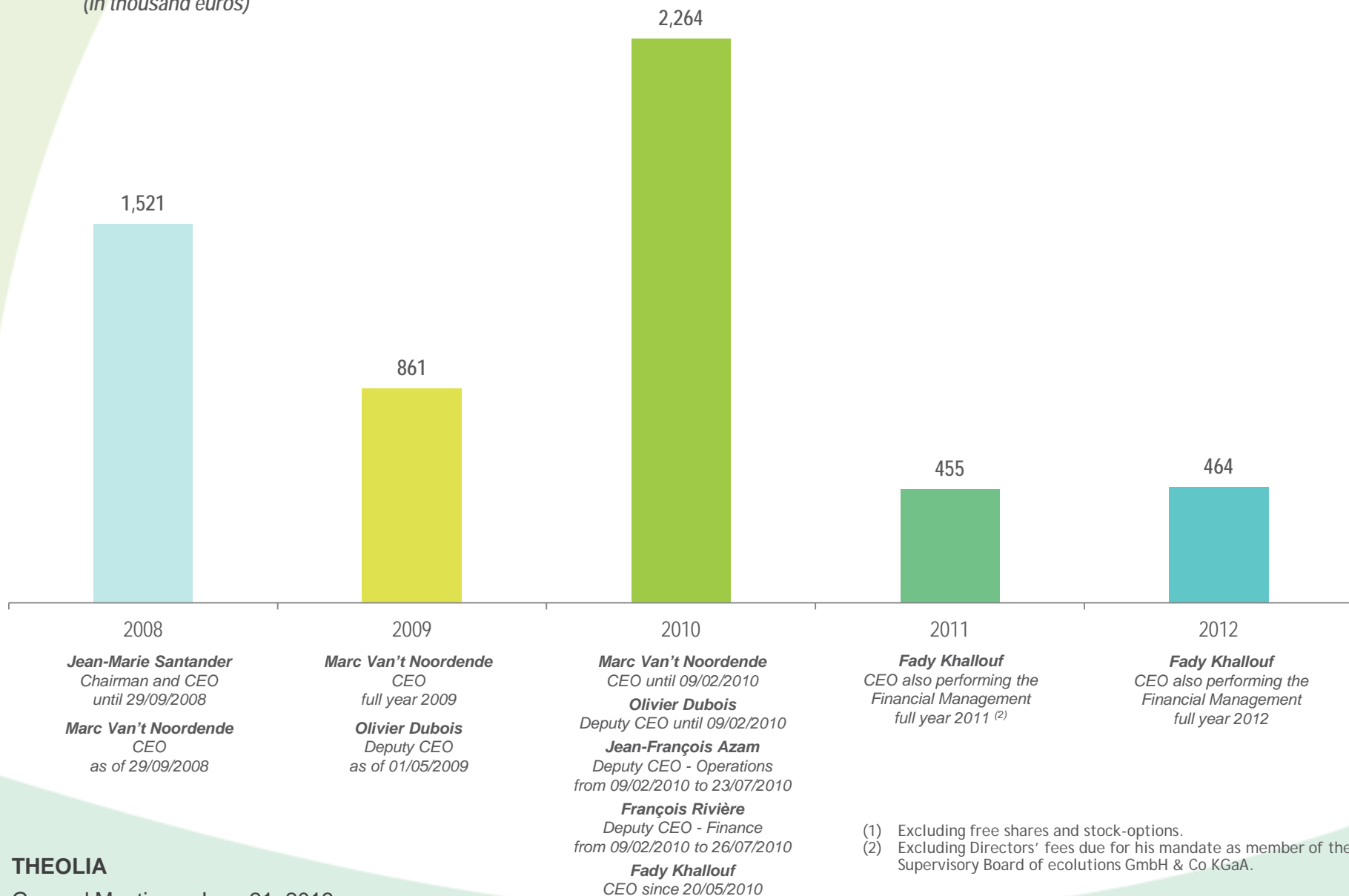
➤ Items on the agenda

- Compensation of the General Management
- Corporate governance of the Company
- Preventing and managing conflicts of interest



Compensation of the General Management (1)

(in thousand euros)



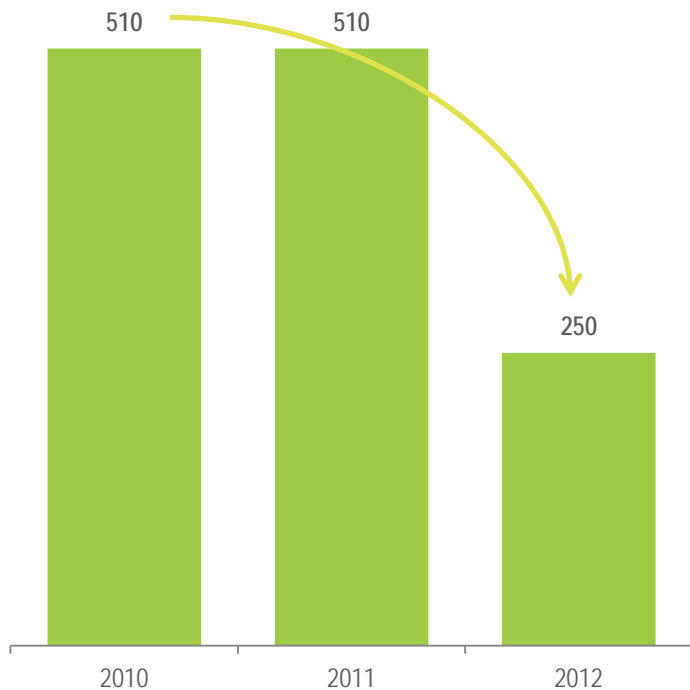
(1) Excluding free shares and stock-options.
 (2) Excluding Directors' fees due for his mandate as member of the Supervisory Board of ecolutions GmbH & Co KGaA.



Directors' fees

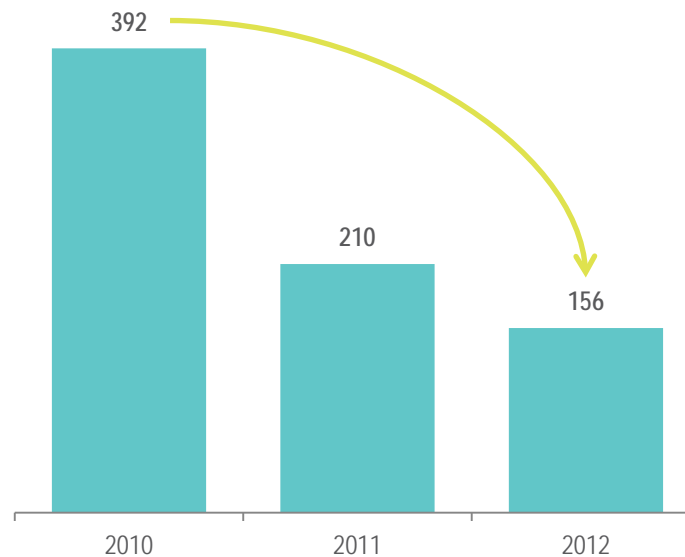
Maximum amount of Directors' fees which may be granted (approved by the General Meeting of Shareholders)

(in thousand euros)



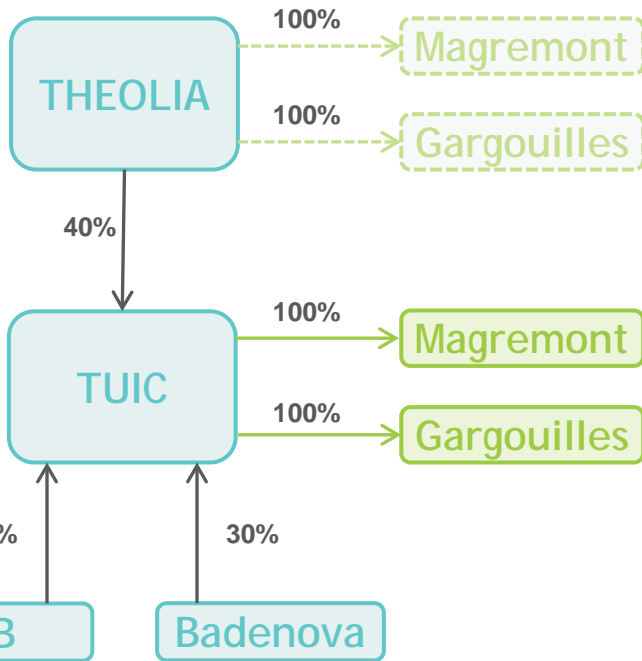
Directors' fees actually granted

(in thousand euros)





Shareholders' loan to TUIC – Regulated agreements



December 2011 / March 2012

- **Acquisition of the Magremont project:** share (40%) of equity brought in by THEOLIA = €2.140 m

July 2012

- **Acquisition of the Gargouilles wind farm:** share (40%) of equity brought in by THEOLIA = €3.148 m

December 2012

- **TUIC capital increase:** share (40%) of THEOLIA's receivable converted into capital = €1 m

Shareholders' loan from THEOLIA to TUIC = €4.358 m (including interests) corresponding to 40% of the equity of the 33 MW already in operation



Thank you for your attention