



theolia

General Meeting

June 27, 2014



Disclaimer

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Summary

- Strategic review
- 2013 results
- Revenue for the first quarter of 2014
- Auditors' reports
- Resolutions submitted to the vote



➤ Strategic review



Basics of the transformation implemented during the last 4 years





1

Redesigning our economic model

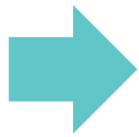
“From promoting projects to producing clean energy”

Focusing on Sales of electricity for own account

- A clean and reliable technology, at a competitive cost
- Electricity buy-back contracts secured over 15 to 20 years with feed-in tariffs
- Regular and recurring cash flows

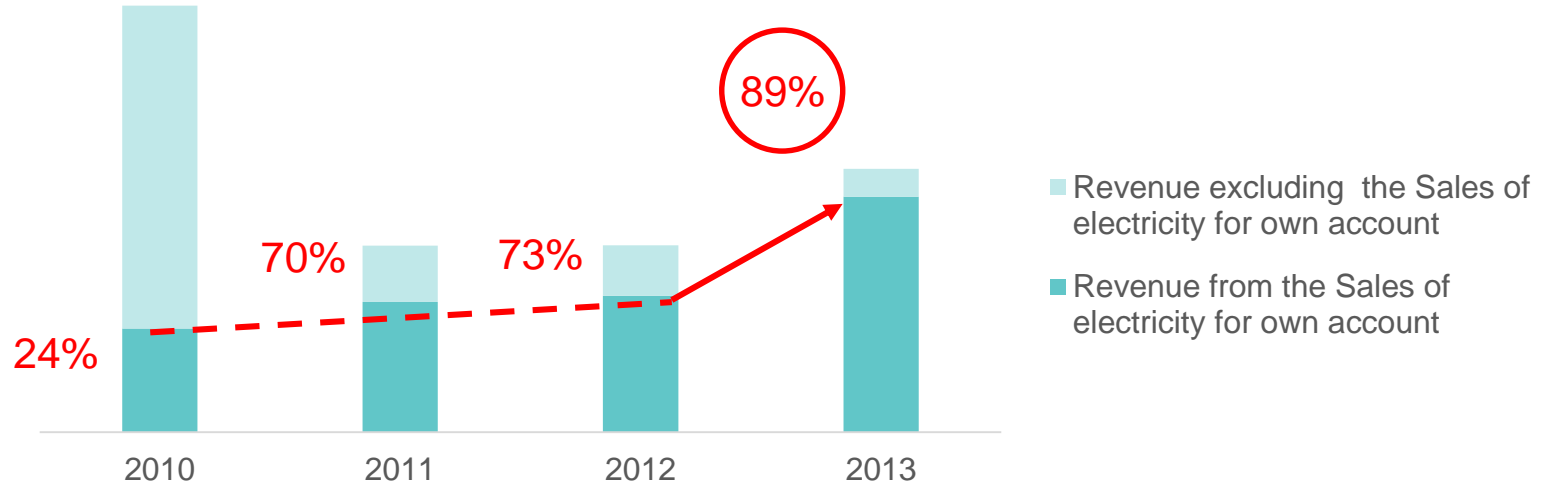
Bringing flexibility to our model

- Creation of the investment vehicle (TUIC) in 2011
- Sale of a 15 MW project in 2011, a 18.4 MW wind farm in 2012 and a 21 MW project in 2014 (i.e. 54.4 MW within 2.5 years)
- Opportunistic disposals on the market



Conclusion

Share of the Sales of electricity for own account
in the consolidated revenue



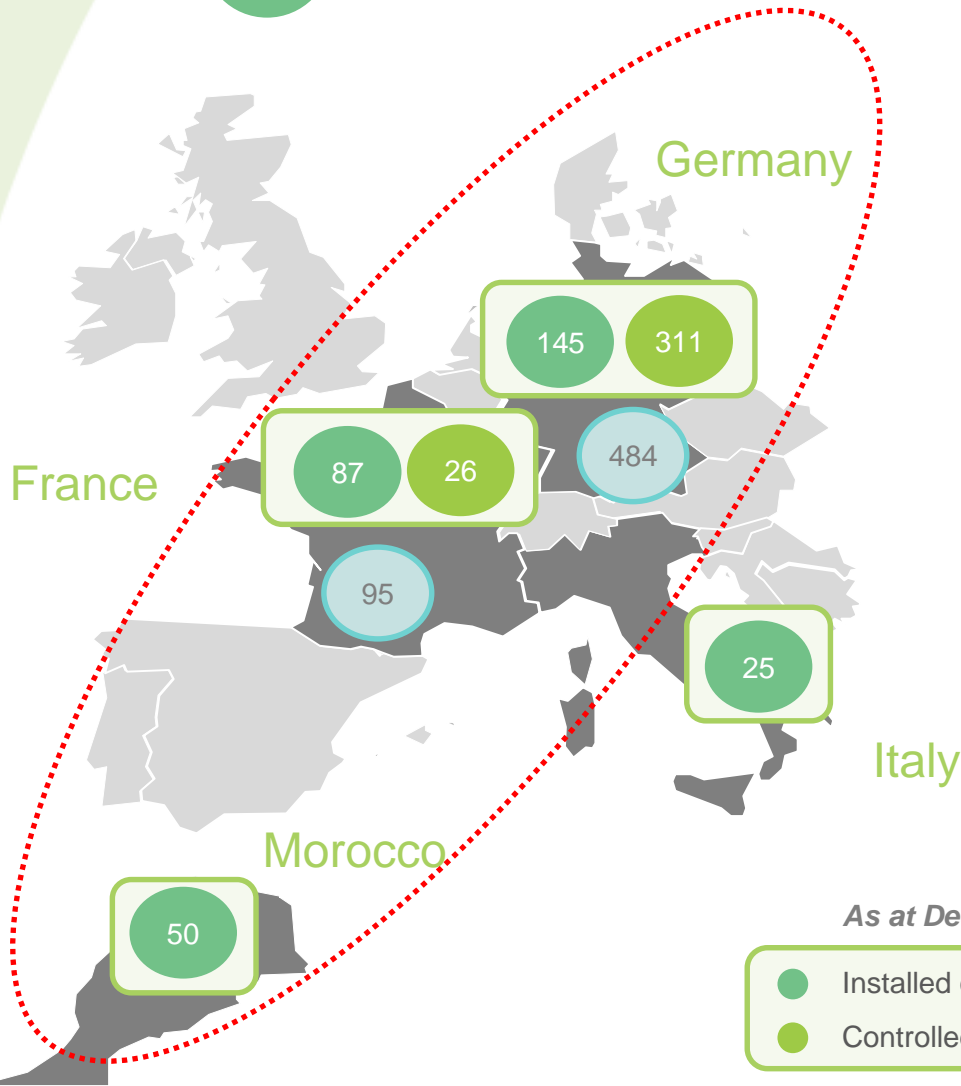
In late 2013, 89% of the revenue is secured by an activity
with a recurring revenue and significant margins

- Limiting risks and volatility
- Improving the operational fundamentals
- Optimizing the use of equity
- Financing growth at reduced costs



2

Building a cross-border platform



Operating assets

Germany
456 MW
20 years

France
113 MW
15 years

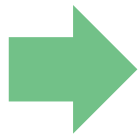
Morocco
50 MW
20/25 years

Italy
25 MW
15/20 years

As at December 31, 2013

- Installed capacity for own account: 307 MW
- Controlled capacity (Breeze Two Energy): 337 MW
- Installed capacity managed for third parties: 579 MW

644 MW



Conclusion

- Former financial holding company transformed in an integrated industrial group
- Expertise over the entire value chain of the wind sector
- Cross-functional organization and pooling of expertise
- Industrial synergies between the countries where the Group is present
- Reduction of structural costs

A Germany/France/Morocco axis as a basis for our future development



3

Carrying on the Group's development

Organic growth

- Commissioning of Gargouilles in mid-2011, Magremont and Bovino in late 2012 = 23.4 net MW in France and Italy
- 3 new permits obtained in France in 2013
- Launch of the works for the Haute Borne project (21 MW)
- 300 MW under development in Morocco (100 MW + 200 MW)

External growth

- The Group took control over Breeze Two Energy (337 MW in operation) on January 31, 2013: strengthening of our presence on the German market and optimization of the cost structure for the new entity
- Optimization actions already began



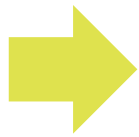
3

Developing and securing a project portfolio

Secured financing

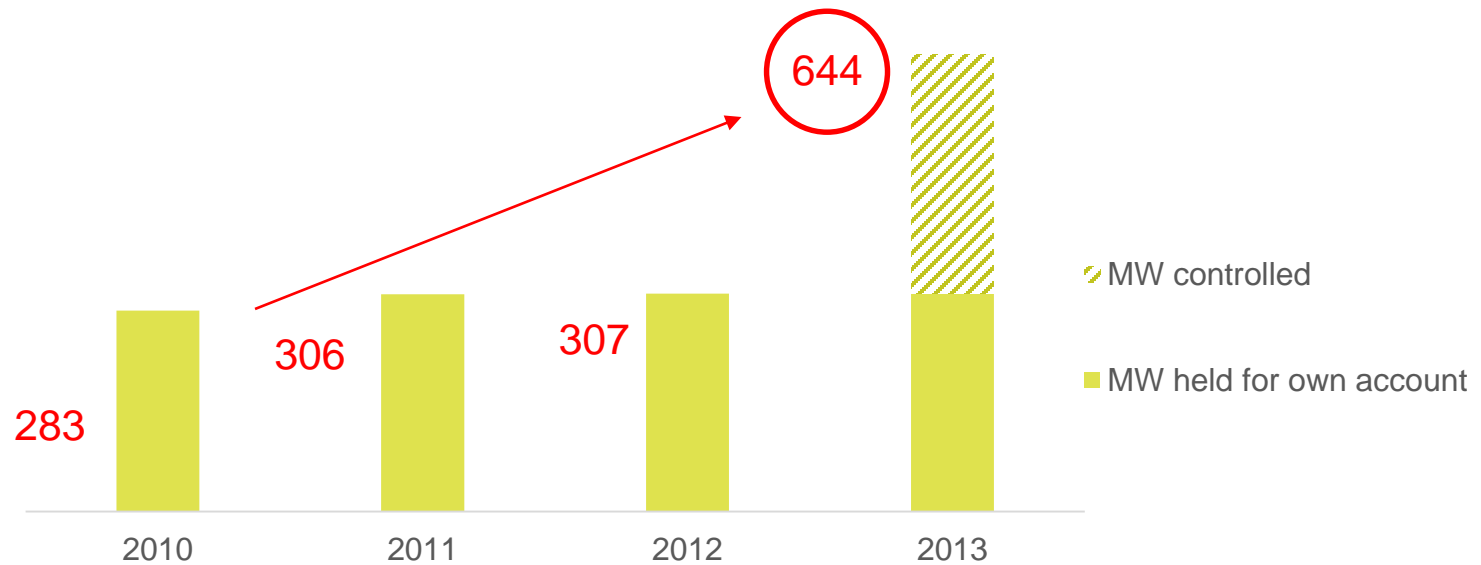
<i>As at December 31, 2013</i>	Development	Permits applied	Permits obtained	Under construction
France	139	78	43	21
Italy	-	29	38	-
Germany	-	-	4	-
Morocco	200	-	100	-
Total projects	339	107	185	21

206 MW which already obtained all authorizations or under construction



Conclusion

Evolution of capacities held and controlled

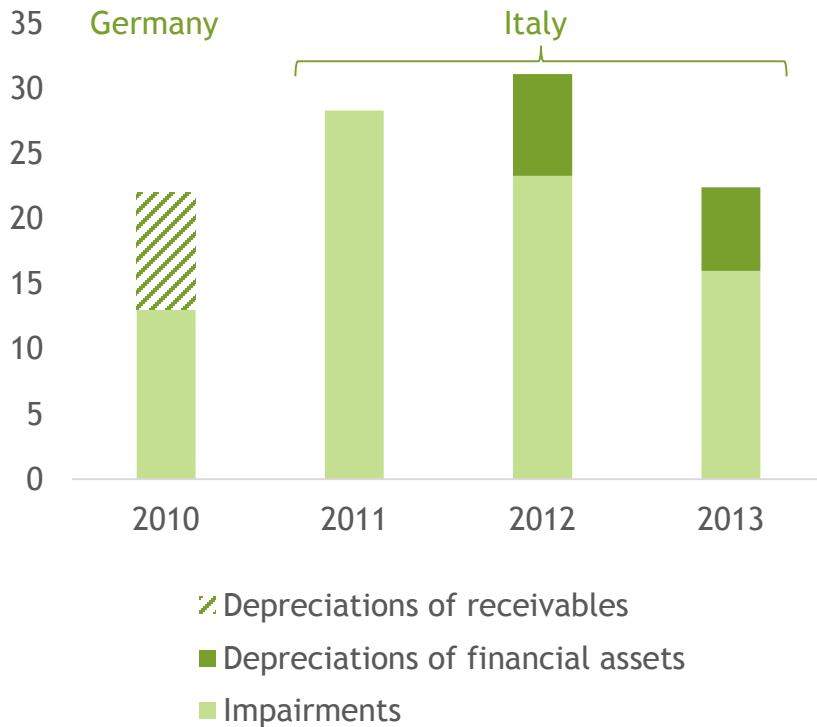




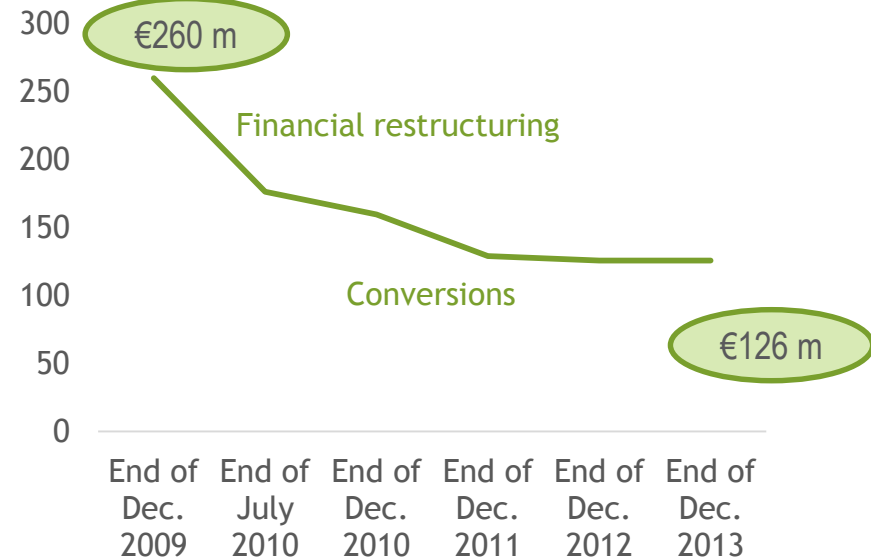
4

Cleaning up and strengthening our balance sheet with respect to commitments made prior to 2010

Asset depreciation registered



Reduction of the amount to repay as for the convertible bonds





Conclusion

- A strong asset base, platform for a continuous growth
- A secure activity over the long term (15 to 20 years)
- A flexible, balanced and profitable economic model
- A strategy fitted to our status as an independent player in the renewable energy sector
- A rationalized and performing organization
- A growth lever: the investment vehicle
- The development of an exceptional 300 MW project in Morocco

Relevance of the strategy implemented in a difficult context

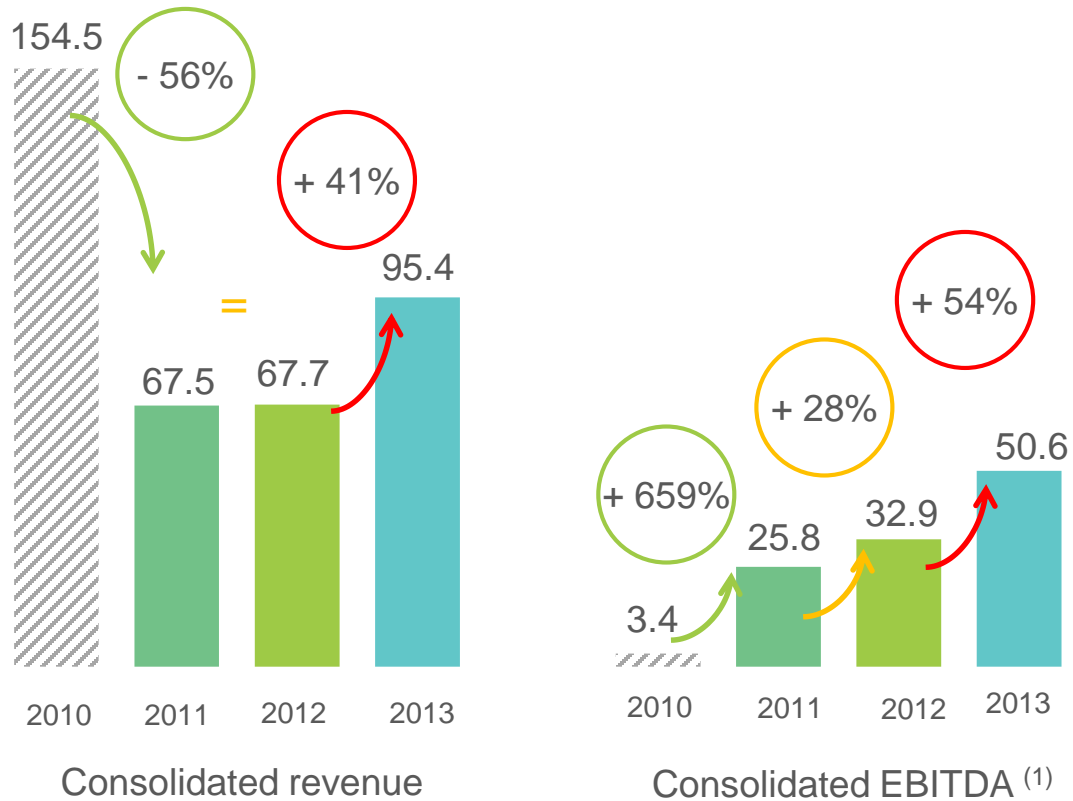
A future still subject to the risk related to our OCEANE debt



➤ 2013 results



Change in the revenue and EBITDA during the last 4 years



(in million euros)

EBITDA / revenue 2% 38% 49% 53%

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



From revenue to operating income

(in million euros)

	FY 2013	FY 2012
Revenue	95.4	67.7
EBITDA	50.6	32.9
Amortization	(35.3)	(16.0)
Impairment	(16.0)	(23.3)
Other	(3.7)	5.9
Operating income	(4.5)	(0.5)



Financial income

(in million euros)

	FY 2013	FY 2012
Current financial income	(38.2)	(22.2)
Interest cost related to the convertible bond	(13.9)	(12.5)
Net interest cost related to loans held by operating wind farms	(24.0)	(8.7)
Other	(0.4)	(1.0)
Non-current financial income	(1.2)	(9.8)
Depreciations of financial assets	(6.4)	(7.8)
Restatement of interests of Breeze Two Energy's bond debt	5.2	-
Impact of debt restructuring for some operating wind farms in France	-	(2.0)
Financial income	(39.4)	(32.0)

- 2013 interest cost related to the convertible bond: €4.2 m of accrued interests + €9.7 m of additional non-cash IFRS cost



Consolidated income statement

<i>(in million euros)</i>	FY 2013	FY 2012
Revenue	95.4	67.7
EBITDA	50.6	32.9
Current operating income	15.6	18.7
Operating income	(4.5)	(0.5)
Financial income	(39.4)	(32.0)
Net income, Group share	(41.2)	(34.2)
Of which main non-recurring items	(24.6)	(25.5)
Of which additional IFRS cost for the convertible bond	(9.7)	(8.5)
Balance	(6.9)	(0.2)



Financial debt structure

<i>(in million euros)</i>	2013/12/31	2012/12/31	
Project financing ⁽¹⁾	(152.7)	(172.6)	- €20.0 m
Bonds, of which:	(342.5)	(109.4)	
<i>Convertible bond</i>	(119.0)	(109.4)	
<i>Breeze Two Energy's bonds ⁽¹⁾</i>	(223.5)	-	
Other financial liabilities, of which:	(13.6)	(16.4)	
<i>Derivative financial instruments (swap)</i>	(7.9)	(11.2)	
<i>Other</i>	(5.7)	(5.3)	
TOTAL FINANCIAL DEBT	(508.9)	(298.5)	+ €210.4 m
Cash and cash equivalents	84.7	69.2	
Current financial assets	0.2	4.6	
TOTAL CASH	84.9	73.7	+ €11.2 m
NET FINANCIAL DEBT	(423.9)	(224.7)	

(1) Debt without recourse on THEOLIA.



Cash position

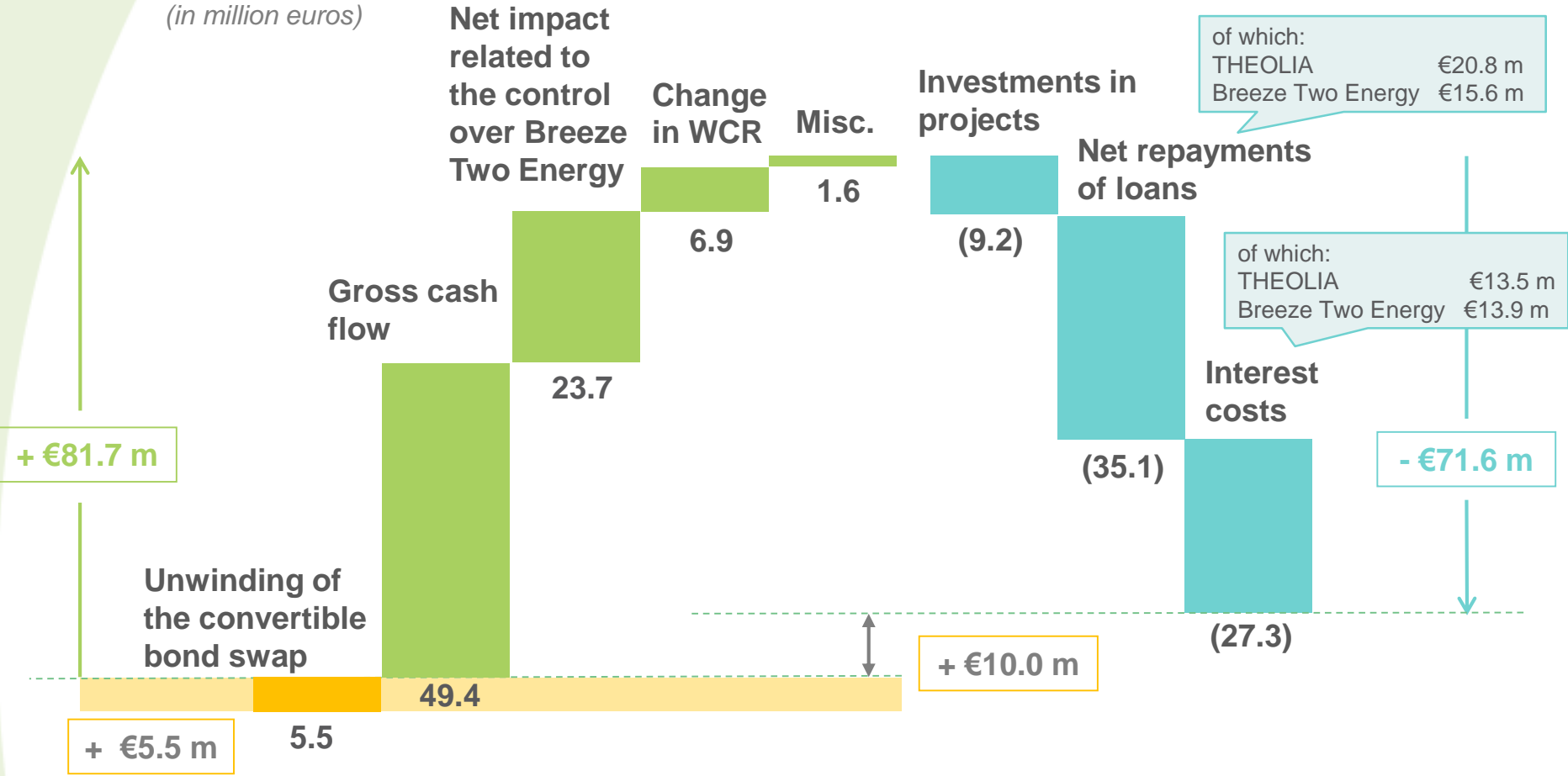
(in million euros)

	2013/12/31	2012/12/31
Free cash	27.0	28.0
Cash reserved for SPVs	25.7	21.5
Pledged cash	32.0	19.7
Total cash and cash equivalents	84.7	69.2
Current financial assets	0.2	4.6
TOTAL CASH	84.9	73.7



Change in cash (IFRS)

(in million euros)



December 31, 2012: + €69.2 m December 31, 2013: + €84.7 m
 Increase in cash (IFRS) : + €15.5 m over the year

- 
- Revenue for the first quarter of 2014



Strong increase in the revenue for the first quarter of 2014

Wind activities

<i>(in million euros)</i>	Sales of electricity for own account	Operation	Development, construction, sale	Non-wind activity ⁽¹⁾	Consolidated total
First quarter of 2014	29.9	1.9	0.1	0.1	32.0
First quarter of 2013 restated ⁽²⁾	19.6	1.7	0.8	0.1	22.3
Change	+ 52%	+ 10%	- 88%	+ 1%	+ 43%

(1) Excluding Environment activities.

(2) Restated in compliance with amendments of IFRS 10, 11 and 12 as at January 1, 2014.

- The Sales of electricity for own account activity represents 93% of the consolidated revenue



➤ Auditors' reports



- Resolutions submitted to the vote



1st resolution

Review and approval of the parent company financial statements for the fiscal year ended on December 31, 2013



2nd resolution

Review and approval of the consolidated financial statements for the fiscal year ended on December 31, 2013



3rd resolution

Allocation of the 2013 net income



4th resolution

Approval of an agreement subject to Article L.225-38 of the French Commercial Code

*Debt waiver with financial recovery clause
entered into with THEOLIA France SAS*



5th resolution

Approval of a commitment subject to Article L.225-42-1 of the French Commercial Code

Change in the triggering of the CEO's non-compete indemnity



6th resolution

*Renewal of the mandate of Deloitte & Associés
as Principal Statutory Auditor of the Company*



7th resolution

Renewal of the mandate of BEAS as Alternate Statutory Auditor of the Company



8th resolution

Powers of attorney to carry out formalities



Thank you for your attention