



## Press release

Aix-en-Provence, December 10, 2014

# THEOLIA confirms the settlement-delivery of the capital increase and the completion of the restructuring plan

As planned, the 119,547,052 shares associated with stock warrants were delivered and the new shares and stock warrants were admitted to trading on the Euronext Paris regulated market on Tuesday, December 9, 2014.

The new shares are identical to the existing shares and were immediately tradable on the same listing line (ISIN code: FR0011284991).

Stock warrants are listed under ISIN code FR0012285922 and have been exercisable since Tuesday, December 9, 2014, with 3 stock warrants entitling to 1 new share at 0.60 euro per new share. The new shares resulting from the exercise of stock warrants will be subject to periodic requests for admission to trading on the Euronext Paris regulated market on the same listing line as the existing shares.

THEOLIA's Board of Directors, which gathered on December 9, 2014, acknowledged the performance of this capital increase. The Board of Directors also definitively allocated 799,337 free shares. Those free shares, subject to performance and attendance criteria, were under acquisition since December 10, 2012, as indicated in the documents published by the Group. They will be created today, December 10, 2014.

Further to the capital increase and after the creation of the free shares definitively allocated, i.e. on December 10, 2014, THEOLIA's new share capital will comprise 185,243,361 shares with a par value of 0.10 euro each. As at this same date, the total number of voting rights, including shares without voting rights, will amount to 192,310,209.

### **Information relating to the convertible bonds**

As from Tuesday, December 9, 2014, the new terms of the convertible bond came into force. The securities note, which obtained visa number 14-591 on November 7, 2014 from the French Financial Markets Authority (*Autorité des marchés financiers*), is available on the Company's website and includes the amended issuance contract in appendix.

On December 11, 2014, the early partial redemption of 7.266 euros per convertible bond, increased by the coupon accrued on this amount, will be paid to the bondholders.

Finally, the right to convert bonds into shares, which had been suspended on October 30, 2014 for a maximum period of three months, will again come into effect as from December 12, 2014. The new conversion ratio is 9.222 new shares per bond.

## Cooptation of Mr. Thibaut de Gaudemar as director

The Board of Directors, which gathered on December 9, 2014, acknowledged the resignation of David Fitoussi as director and Chairman of the Audit Committee, to focus fully on his professional activities. David Fitoussi had been director of THEOLIA since July 2010. His resignation shall be effective immediately. The Board of Directors is deeply grateful to David Fitoussi for his contribution during the four years of his mandate.

The Board of Directors decided to coopt Thibaut de Gaudemar as director as from December 9, 2014.

Thibaut de Gaudemar held leading positions within top-tier banking and financial institutions: between 1987 and 1998 within Bankers Trust, between 1998 and 2005 within Deutsche Bank. In 2005, Thibaut de Gaudemar joined Credit Suisse where he was appointed as Managing Director, Co-Head of the Global Markets Solutions Group for the EMEA region in 2009. He left Credit Suisse in 2013 to create an investment fund.

The Board of Directors appointed Thibaut de Gaudemar as Chairman of the Audit Committee.

Thibaut de Gaudemar's cooptation will be put to vote during THEOLIA's next General Meeting of Shareholders.

## 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.

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### THEOLIA

French *Société anonyme* (public limited company with Board of Directors) with a share capital of €18,444,402.40

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