



PRESS RELEASE

Paris, July 11, 2012

Merger-absorption of Direct Energie by Poweo

Creation of Poweo Direct Energie, 1st alternative energy supplier in France

Following the project decided upon by the boards of directors of Poweo and Direct Energie on June 1, 2012, the Extraordinary General Shareholders' Meetings of Poweo and Direct Energie approved today the merger-absorption of Direct Energie by Poweo; the share exchange ratio is 1,216 Poweo shares for 13 Direct Energie shares.

Poweo now takes the name of "Poweo Direct Energie". Poweo Direct Energie's listing on Alternext is maintained and the new shares issued in connection with the merger will be listed on Alternext on July 13 on the same listing line (ISIN code: FR0004191674).

The ownership structure of Poweo Direct Energie is now as follows: François Premier Energie, Impala and EBM hold in concert 60.8% of the share capital (72.6% of the voting rights), the concert formed in November 2011 by Ecofin and Luxempart, holds 12.4% of the share capital (14.8% of the voting rights) and the public and the employees of the group hold 10.6% of the share capital (12.6% of the voting rights). The differences in the percentage of share capital holding and of voting rights are due to the treasury shares (16.2% of the share capital) held by Poweo Direct Energie following the merger and corresponding to the 46% interest previously held by Direct Energie in Poweo. Treasury shares do not carry voting rights. The share capital is now composed of 46.564.496 outstanding shares, with a total number of 39.000.833 voting rights.

Poweo Direct Energie's Board of Directors met following the Extraordinary Shareholders' Meetings of Poweo and decided to appoint Mr Xavier Caïtucoli as Chief Executive Officer and Messrs Sébastien Loux and Fabien Choné as deputy chief executive officers. Following the resignation of Messrs Charles Beigbeder and Loïc Capéran from their positions as directors, Poweo Direct Energie's Board of Directors is now composed of:

- Mr Xavier Caïtucoli, Chief Executive Officer,
- Mr Jacques Veyrat,
- Mr Stéphane Courbit,
- Mr Alain Minc,
- Mr Jean-Paul Bize,
- Mr Cédric Christmann,
- Mr Peter Brandenburg,
- Ms Carine Salvy,
- Luxempart, represented by Mr Jacquot Schwertzer (independent director),
- Mr Jean-Hugues de Lamaze (independent director),
- Mr Jean-Jacques Laurent (independent director).

A new major player in the energy sector

The merger of Direct Energy and Poweo leads to the creation of a new major player in the energy sector. The new group thus represents a portfolio of over 1 million customer client sites, 83% of which are residential customers. The pro forma revenues of the combined group (unaudited data) amounted to €861 million in 2011 and €762 millions when excluding the contribution of generation assets still consolidated by Poweo in its IFRS financial statements at the end of 2011 despite their sale at the beginning of 2011, due to a buyback option valid until June 2013. However, both companies have posted important losses in 2011 and intend to take advantage of their combination to obtain operational synergies which will be detailed gradually as their implementation progresses. All information provided to the shareholders is available in the Investors section of the www.poweo.com website, "Shareholders Meeting" section.

Poweo Direct Energie shall be involved in the entire value chain of the energy market, from power generation to distribution and marketing of gas and electricity. In addition to the above-mentioned buyback option on generation assets, the new group is currently developing several projects of Combined Cycle Gas Turbine power plant. The government thus entrusted Direct Energie and Siemens with the project of the construction of a power generation unit in Brittany in order to address the "Pacte Electrique Breton" which was signed on December 14, 2010.

Xavier Caïtucoli, Chief Executive Officer of Poweo Direct Energie declared: "The creation of Poweo Direct Energie represents another major step for our Group. It is the result of a strategy which consisted in solidly and permanently positioning ourselves as a key player in the energy market. The size that we have now reached will enable us to accelerate our development projects such as the construction of generation facilities, but also to carry on with our innovation policy and to maintain competitive prices for the benefit of our clients."

About DIRECT ENERGIE

Direct Energie, which was founded in 2003, covers all businesses in the energy value chain. It is involved in electricity and natural gas production, supply and distribution, thus guaranteeing the company's balanced and sustainable development to meet the needs of its customers. Direct Energie is the leading alternative supplier of electricity in France and currently has more than 700,000 residential and business customers. Finally, Direct Energie currently supervises around ten hydraulic power plants and develops a portfolio of Combined Cycle Gas Turbine plants. Direct Energie has just won the tender organized by the government for the construction of a 400MW CCGT plant in Brittany. For more information: www.direct-energie.com

About POWEO

Poweo, independent electricity and gas operator in France, supplies energy and energy efficiency and environmental services to more than 300,000 residential and professional customer sites. Poweo is listed on the Alternext compartment of the Euronext Paris Stock Exchange (ALPWO / FR0004191674). For more information please visit the company's website: groupe.poweo.com.

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