



PRESS RELEASE

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Boralex to Acquire Enel Green Power France and Announces a Concurrent C\$110 Million Public Equity Offering

***Boralex to become the largest
independent wind power producer in France***

Montréal, Québec, December 15, 2014 – Boralex Inc. (TSX: BLX) (“**Boralex**” or the “**Corporation**”) is pleased to announce it has submitted a binding offer to acquire all of the issued and outstanding shares of Enel Green Power France SAS (“**EGPF**”), a wholly owned subsidiary of Enel Green Power International B.V., for a total net consideration of C\$400 million (€280 million) (the “**Total Net Consideration**”), payable in cash (the “**Transaction**”).

- **Total installed capacity to increase by 25% and French assets installed capacity by 72% with high-quality wind assets located in France**
 - 186 MW of net operating wind capacity
 - 10 MW of net wind capacity currently under construction
 - Large pipeline of 310 MW, including advanced stage projects that could add up 120 MW of mainly wind projects to installed capacity over the next few years
- **High-quality asset portfolio supported by long term PPAs providing stable cash flows**
 - Supported by 15-year PPAs with state-owned utility, Électricité de France
 - PPA remaining average life of 11 years
- **Significantly expands Boralex’s presence in France**
 - Boralex to become the largest French independent wind power producer
 - Boralex to become the third largest French onshore wind player, behind the two incumbent utilities
 - Attractive synergy potential with Boralex’s existing operations
- **Transaction partly financed with long-term project financing**
 - C\$255 million (€178 million) from a 15-year non-recourse term loan facility to be increased to C\$290 million (€203 million) within one year
- **Immediately and significantly accretive to Boralex’s cash flow per share**
 - Boralex targets that EGPF will generate approximately C\$43 million in annual run-rate EBITDA (€30 million)

“We are thrilled today to announce the acquisition of EGPF and look forward to welcome its employees to the Boralex family. We strongly believe that the acquisition, one of the largest acquisitions by a Québec-based company in France to date, is compelling for Boralex’s shareholders as it helps strengthen the Corporation’s profile both overall and in the French market, and provides a stable and recurring cash flow stream,” said Patrick Lemaire, President and Chief Executive Officer of Boralex. He adds that *“moreover, the transaction is expected to be immediately and significantly accretive to Boralex’s cash flow per share. Following this transaction, we will have approximately 50% of our net installed capacity located in France and will be ideally positioned to continue expanding in the French marketplace and moving forward with our growth strategy.”*

With this Transaction, Boralex will add to its French portfolio 12 wind farms with a total installed capacity of 186 MW located in 7 different regions of France, with a particular focus in the Champagne-Ardennes and Poitou-Charente regions. These assets are characterized by power purchase agreements (“**PPA**”) with remaining average lives of 11 years in place with state-owned utility Électricité de France (“**EDF**”). In addition, these PPAs benefit from attractive feed-in tariffs in place which provide predictable cash-flow generation. Boralex will also own one wind farm under construction, with a capacity of 10 MW, which is expected to be commissioned in Q2 2015, and that has also secured a 15-year PPA with EDF (together with the 12 operating wind farms, the “**Assets**”). In total, EGPF employs 48 skilled employees. Furthermore, the Transaction includes a pipeline of 310 MW of wind and solar energy projects, including 12 projects that are in an advanced stage and have already been granted or have requested building permits. These advanced stage projects could add up to 120 MW of mainly wind power capacity to the net installed base within the next few years.

KEY ATTRIBUTES OF THE TRANSACTION

Boralex has for many years been dedicated to the French renewable energy sector and, in particular, wind power. Consistent with this vision, Boralex has been committed to building on its significant presence and experience in France, including through acquisitions that are compatible with its position and goals in the market. The Corporation believes that this Transaction is highly strategic in nature and represents an attractive and compelling opportunity to strengthen its current platform, both overall and in France.

Significantly increases Boralex’s net installed capacity

The Assets will increase Boralex’s overall net installed capacity by 25% to 940 MW. The acquisition of these assets will fit perfectly with Boralex’s long term goal to be a Canadian leader in the development and operation of renewable energy in North America and Europe. The Transaction will strengthen the Corporation’s profile in wind power and will solidify its presence in France. Furthermore, the Pipeline will provide an attractive source of growth for the years to come.

High-quality asset portfolio with long term PPAs

The Transaction will provide Boralex with the opportunity to acquire a high-quality asset portfolio characterized by a PPA remaining average life of 11 years. The Assets benefit from attractive feed-in tariffs secured via 15-year PPAs with state-owned utility, EDF. In addition, the Transaction will allow Boralex to diversify its geographic footprint and exposure in France.

Creates the largest independent and third largest, behind the two utilities, French onshore wind player with market expansion position

The transaction will result in Boralex becoming the largest independent wind power producer in France, with an installed capacity of 455 MW, and the third largest in the overall market directly behind the two incumbent utilities. As a new leader among independent French power producers, Boralex will be ideally positioned to take advantage of Europe's transition to green energy and to continue its growth for the benefit of its employees and its shareholders. The Transaction will also allow the Corporation to benefit from attractive synergies and operational efficiencies with its current platform.

Accretive to free cash flow per share

Based on 2014 PPA prices, long term average run-rate energy production estimates, and Boralex's targeted EBITDA margins, Boralex targets that the Assets will generate approximately €30 million in annual EBITDA, before potential synergies and costs related to the development of the acquired pipeline (or C\$43 million based on current exchange rates). The Transaction is expected to be immediately high-single digit accretive to Boralex's fully diluted free cash flow per share. Additional cash flows generated from the Assets, secured via long-term PPAs, are expected to further increase the Corporation's liquidity and flexibility to fund the development of future projects. With the addition of these high quality assets, Boralex believes it is enhancing its cash flow generation profile, improving its long term strategic position and improving the sustainability of its dividend payout ratio.

ACQUISITION ENTERPRISE VALUE

The Total Net Consideration of C\$400 million (€280 million) represents the consideration payable related to the Assets and the pipeline.

As part of the Transaction, Boralex will also temporarily acquire a 10 MW wind farm that is already subject to a sale agreement to a third party, for C\$22 million (€15 million) (the "**Pecou Transaction**"). The closing of the Pecou Transaction is expected in late 2014. As such, the total purchase price related to the acquisition of all of the outstanding shares of EGPF will be C\$422 million (€295 million) (the "**Purchase Price**"). Upon closing of the Pecou Transaction, Boralex will entirely recover the C\$22 million (€15 million).

TRANSACTION FINANCING

Boralex has secured the financing required to (a) pay the Purchase Price entirely in cash upon closing of the Transaction, (b) fund the remaining capital expenditures related to the project under construction of approximately C\$14 million (€10 million) and (c) fund required financing reserves and transaction

related costs. In addition to its cash on hand and availabilities under its existing revolving credit facility, the following financing sources will contribute to preserve Boralex's strong balance sheet and financing flexibility:

- C\$255 million (€178 million), of which C\$14 million (€10 million) will be used to cover the remaining capital expenditures, from a 15-year non-recourse term loan facility structured and fully underwritten by BNP Paribas SA ("**BNP**") at an attractive all-in rate of approximately 3% per year. This term loan will be entirely amortized over the 15-year period. In addition, BNP has committed to increase its term loan facility by C\$36 million (€25 million) upon realization of certain conditions by Boralex during the twelve-month period post Transaction closing;
- C\$45 million increase to the existing revolving credit facility to C\$175 million, with a new C\$50 million accordion feature. The Corporation's credit facility will expire in 2018; and
- A C\$100 million bridge credit facility ("**Bridge Credit Facility**") provided by National Bank of Canada which will be repayable with the proceeds from the Offering (as defined below).

TRANSACTION STRUCTURE

The Transaction will be completed through wholly-owned subsidiaries of the Corporation rather than through Boralex Europe SAS ("**Boralex Europe**"), the entity jointly owned (75%-25%) with Cube Infrastructure Fund ("**Cube**"). Over the past months, the Corporation and Cube have discussed respective strategic orientations for Boralex Europe. Given the Corporation's growth plans for Boralex Europe, the Corporation and Cube initiated discussions regarding growth financing and the future of Cube as a shareholder of Boralex Europe. Discussions remain ongoing, and Cube has indicated its intent not to remain a shareholder of Boralex Europe. As such, potential outcomes of the ongoing discussions could involve a buyback or a conversion of Cube's equity to long-term debt maturing in 2019, to be established based on market terms.

C\$110 MILLION PUBLIC OFFERING OF SUBSCRIPTION RECEIPTS

To finance a portion of the Purchase Price, Boralex has entered into an agreement with National Bank Financial Inc., on behalf of a syndicate of underwriters, to sell, on a bought deal basis, subscription receipts (or common shares of Boralex as noted below) of Boralex (the "**Offering**"). The agreement includes the issuance of 8,430,000 subscription receipts at a price of \$13.05 per subscription receipt for gross proceeds of \$110,011,500 and up to \$126,513,225 in the event the underwriters exercise their over-allotment option. The subscription receipts will be offered in all provinces of Canada pursuant to a short form prospectus to be filed by Boralex.

The net proceeds received by the Corporation from the sale of the Subscription Receipts will be used to repay amounts drawn under its Bridge Credit Facility as well as for working capital and general corporate purposes. The subscription receipts are exchangeable on a one-for-one basis for common shares of Boralex

upon closing of the Transaction for no additional consideration or further action. The Offering is scheduled to close on or about January 12, 2015. Should the Transaction closing occur before the closing of the Offering, common shares of Boralex, in lieu of subscription receipts, will be issued upon closing of the Offering.

CONDITIONS TO COMPLETION

The Transaction has been unanimously approved by the board of directors of Boralex and its acceptance remains subject to the approval by the corporate bodies of the relevant Enel Green Power Group companies, after which the Transaction will be signed and closed.

ADVISORS

Boralex is advised by BNP Paribas Corporate Finance and National Bank Financial Inc. as exclusive M&A advisors, respectively in France and in Canada.

Legal advice is provided by K&L Gates LLP and Dentons Canada LLP, respectively in France and in Canada.

CONFERENCE CALL INFORMATION

Boralex will host a conference call to discuss the Transaction and the Offering on December 15, 2014 at 4:00 p.m. (Eastern Standard Time). The call will be accessible by telephone at 647-427-7450 or 1-888-231-8191. An audio replay of the conference call will be available until December 22, 2014. To access the replay, dial 1-855-859-2056, and enter the pass code: 53545525. The investor presentation discussed during the conference call will be available at <http://www.newswire.ca/en/webcast/detail/1463401/1628619>.

AVAILABILITY OF DOCUMENTS

Copies of related documents, such as the preliminary short form prospectus and the underwriting agreement will be available on SEDAR (www.sedar.com) as part of the public filings of Boralex and on Boralex's website at www.boralex.com.

About Boralex

Boralex is a power producer whose core business is dedicated to the development and the operation of renewable energy power stations. Currently, the Corporation operates an asset base with an installed capacity of more than 750 MW in Canada, France and the Northeastern United States. Boralex is also committed under power development projects, both independently and with Canadian and European partners, to add more than 100 MW of power that will be put in service by the end of 2015. With more than 200 employees, Boralex is known for its diversified expertise and in-depth experience in four power generation types — wind, hydroelectric, thermal and solar. Boralex's shares and convertible debentures are listed on the Toronto Stock Exchange under the ticker symbols BLX and BLX.DB, respectively. More information is available at www.boralex.com or www.sedar.com.

This press release is not an offer of securities for sale in the United States. Securities may not be sold in the United States absent registration or an exemption from registration.

Caution regarding forward-looking statements

Some of the statements contained in this press release, including those regarding future results and performance, are forward-looking statements based on current expectations, within the meaning of securities legislation. Boralex would like to point out that, by their very nature, forward-looking statements involve risks and uncertainties such that its results or the measures it adopts could differ materially from those indicated by or underlying these statements, or could have an impact

on the degree of realization of a particular projection. The main factors that could lead to a material difference between the Corporation's actual results and the projections or expectations set forth in the forward-looking statements include, but are not limited to, the general impact of economic conditions, raw material price increases and availability, currency fluctuations, volatility in the selling price of electricity, the Corporation's financing capacity, negative changes in general market conditions and regulations affecting the industry, as well as other factors discussed in the Corporation's filings with the various securities commissions.

Unless otherwise specified by the Corporation, the forward-looking statements do not take into account the possible impact on its activities, transactions, non-recurring items or other exceptional items announced or occurring after the statements are made.

There can be no assurance as to the materialization of the results, performance or achievements as expressed or implied by forward-looking statements. The reader is cautioned not to place undue reliance on such forward-looking statements. Unless required to do so under applicable securities legislation, Boralex management does not assume any obligation to update or revise forward-looking statements to reflect new information, future events or other changes.

Non-IFRS Measures

In order to assess the performance of its assets and reporting segments, Boralex uses EBITDA and cash flows from operations as performance measures. Management believes that these measures are widely accepted financial indicators used by investors to assess the operational performance of a company and its ability to generate cash through operations. These non-IFRS measures are drawn primarily from the unaudited interim condensed consolidated financial statements, but do not have a standardized meaning under IFRS; accordingly, they may not be comparable to similarly named measures used by other companies.

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