

INNERGEX



**News Release
For Immediate Distribution**

**INNERGEX RENEWABLE ENERGY INC.
ANNOUNCES CONVERSION PRIVILEGE OF THE
CUMULATIVE RATE RESET PREFERRED SHARES, SERIES A**

LONGUEUIL, Quebec, December 10, 2015 – Innergex Renewable Energy Inc. (TSX: INE) (“Innergex” or the “Corporation”) announced today that it does not intend to exercise its right to redeem all or any part of the currently outstanding Cumulative Rate Reset Preferred Shares, Series A of the Corporation (“**Series A shares**”) (TSX: INE.PR.A) on January 15, 2016. There are currently 3,400,000 Series A shares outstanding.

As a result, subject to certain conditions, the holders of the Series A shares have the right to convert all or part of their Series A shares, on a one-for-one basis, into Cumulative Floating Rate Preferred Shares, Series B of the Corporation (“**Series B shares**”) on January 15, 2016 (the “**Conversion Date**”). A formal notice of the right to convert Series A Shares into Series B Shares will be sent to the registered holder of the Series A Shares.

Holders who do not exercise their right to convert their Series A shares into Series B shares will continue to hold their Series A shares and will have the opportunity to convert their shares again on January 15, 2021, and every five years thereafter as long as the shares remain outstanding.

The foregoing conversion right is subject to the following conditions:

- i. if the Corporation determines that there would be less than 1,000,000 Series B shares outstanding after the Conversion Date, then holders of Series A shares will not be entitled to convert their shares into Series B shares, and
- ii. alternatively, if the Corporation determines that there would remain outstanding less than 1,000,000 Series A shares after the Conversion Date, then all remaining Series A shares will automatically be converted into Series B shares on a one-for-one basis on the Conversion Date.

In either case, the Corporation will give written notice to that effect to any registered holders affected by the preceding condition no later than January 7, 2016.

The dividend rate applicable for the Series A shares for the five-year period from and including January 15, 2016 to but excluding January 15, 2021, and the dividend rate applicable to the Series B shares for the 3-month period from and including January 15, 2016 and ending on and excluding April 15, 2016, will be determined on December 16, 2015 and notice of such dividend rates shall be provided to the registered holders of the Series A shares on that day.

Beneficial owners of Series A shares who wish to exercise their conversion right should communicate with their broker or other nominee to obtain instructions for exercising such right during the conversion period, which runs from December 16, 2015, until 5:00 p.m. (Montreal time) on December 31, 2015.

The Corporation may redeem the Series A Shares, in whole or in part, on January 15, 2021 and on January 15 every five years thereafter for \$25.00 per share plus declared and unpaid dividends and may redeem the Series B Shares, in whole or in part, after January 15, 2016 for \$25.50 per share plus declared and unpaid dividends, unless such Series B Shares are redeemed on January 15, 2021 or on January 15 every five years thereafter, in which case the redemption price will be \$25.00 per share plus declared and unpaid dividends.

The Toronto Stock Exchange (“**TSX**”) has conditionally approved the listing of the Series B shares effective upon conversion. Listing of the Series B shares is subject to the Corporation fulfilling all the listing requirements of the TSX and upon approval, the Series B shares will be listed on the TSX under the trading symbol INE.PR.B.

The Series A shares and Series B shares have not been and will not be registered under the United States Securities Act of 1933, as amended, or any state securities laws. The Series A shares and the Series B shares may not be offered, sold or delivered, directly or indirectly, in the United States of America for the account or benefit of U.S. persons. This press release does not constitute an offer to sell or a solicitation of an offer to buy such securities in the United States.

For more information on the terms and risks associated with an investment in the Series A shares and the Series B shares, please see the Corporation’s prospectus dated September 7, 2010 which is available on sedar.com or on the Corporation’s website at www.innergex.com.

About Innergex Renewable Energy Inc.

Innergex Renewable Energy Inc. (TSX: INE) is a leading Canadian independent renewable power producer. Active since 1990, the Corporation develops, owns, and operates run-of-river hydroelectric facilities, wind farms, and solar photovoltaic farms and carries out its operations in Quebec, Ontario, British Columbia, and Idaho, USA. Its portfolio of assets currently consists of: (i) interests in 34 operating facilities with an aggregate net installed capacity of 708 MW (gross 1,216 MW), including 27 hydroelectric operating facilities, six wind farms, and one solar photovoltaic farm; (ii) interests in four projects under development or under construction with an aggregate net installed capacity of 187 MW (gross 297 MW), for which power purchase agreements have been secured; and (iii) prospective projects with an aggregate net capacity totaling 3,190 MW (gross 3,330 MW). Innergex Renewable Energy Inc. is rated BBB- by S&P.

The Corporation's strategy for building shareholder value is to develop or acquire high-quality facilities that generate sustainable cash flows and provide an attractive risk-adjusted return on invested capital, and to distribute a stable dividend.

Forward-Looking Information Disclaimer

In order to inform readers of the Corporation's future prospects, this press release contains forward-looking information within the meaning of applicable securities laws ("Forward-Looking Information"). Forward-Looking Information can generally be identified by the use of words such as "projected", "potential", "expect", "will", "should", "estimate", "forecasts", "intends", or other comparable terminology that states that certain events will or will not occur. It represents the estimates and expectations of the Corporation relating to future results and developments as of the date of this press release. Such information may not be appropriate for other purposes.

The material risks and uncertainties that may cause actual results and developments to be materially different from current expressed Forward-Looking Information are referred to in the Corporation's Annual Information Form in the "Risk Factors" section and include, without limitation: uncertainty surrounding the development of new facilities, and the ability to secure new power purchase agreements or to renew existing ones.

Although the Corporation believes that the expectations and assumptions on which Forward-Looking Information is based are reasonable, readers of this press release are cautioned not to rely unduly on this Forward-Looking Information since no assurance can be given that they will prove to be correct. The Corporation does not undertake any obligation to update or revise any Forward-Looking Information, whether as a result of events or circumstances occurring after the date of this press release, unless so required by legislation.

- 30 -

For additional information, please contact:

Martine Benmouyal
Senior Advisor - Communications
450 928-2550, ext. 335
MBenmouyal@innegex.com

www.innergex.com