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Complete proposals under item 13-21 of the notice to attend the Annual General Meeting of Shareholders' to be held on May 6, 2014 in Arise AB (publ)

Proposals according to item 13 to 21

Determination of the number of Board members as well as the auditor and deputy auditor (item 13)

Proposal: The Nomination Committee proposes that the AGM resolves that the number of members of the Board of Directors to be elected by the Meeting shall be five ordinary members without deputies.

According to the Articles of Association the Board of Directors shall, in addition to the statutory number of employee representatives, consist of three to nine members. At the AGM 2013 five ordinary members of the Board of Directors without deputies were elected. At the AGM 2014 it is proposed that five ordinary members of the Board of Directors without deputies are elected. It is proposed that the members shall be elected for the time up until the end of the first AGM held after 2014.

Proposal: The Nomination Committee proposes that the AGM resolves that the number of auditors and deputy auditors shall be one registered accounting firm with no deputies. The registered accounting firm shall be appointed until the end of the first AGM held after 2014.

According to the Articles of Association, the Company shall have one or two auditors, with or without deputies. According to the Swedish Companies Act this may be an accounting firm.

Determination of remuneration for the Board members and auditors etc (item 14)

Proposal: The Nomination Committee proposes that the total remuneration for the Board is a maximum of SEK 1,425,000 (previously SEK 2,500,000). SEK 625,000 (SEK 1,000,000 previous year) is remuneration to the Chairman and SEK 250,000 (unchanged since previous year) is remuneration to every other Board member who is not employed by the Company. SEK 250,000 in total is proposed to be paid in remuneration for work in the Audit Committee (of which the Chairman receives SEK 100,000 and every other member SEK 75,000), and SEK 50,000 in total is proposed to be paid for the work in the Remuneration Committee (of which the Chairman receives SEK 50,000).

Proposal: The Nomination Committee proposes that the remuneration for the auditor should be paid according to customary norms and approved invoice.

Election of Board members as well as the auditor and deputy auditor (item 15)

Proposal: The Nomination Committee proposes that the AGM resolves to re-elect Joachim Gahm, Maud Olofsson and Peter Nygren as ordinary board members. The Nomination Committee proposes new election of Jon Brandsar and Peter Gyllenhammar as ordinary board

members. Pehr G Gyllenhammar has declined re-election. Further, the Nomination Committee proposes new election of Joachim Gahm as Chairman of the Board.

Information on the proposed re-elected board members' age, holding of shares and other appointments is available in the Annual Report and at www.arise.se.

Jon Brandsar, born 1954, was former board member of Arise between 2008 and 2013. Jon Brandsar is Executive Vice President Wind Power and Technologies in Statkraft AS with responsibility for onshore wind power, offshore wind power, district heating, innovation, small scale hydropower. Jon Brandsar has previously i.e. been Group Chief Executive, Trondheim Energiverk, (2002–2003); Technology Director, Statkraft (1995–2002); Department Manager, Statkraft Engineering, (1994–1995); and Department Manager, ABB, (1977–1994). Jon Brandsar holds a degree in electrical engineering GIH Gjøvik (1977).

Peter Gyllenhammar, born 1953, is i.e. Chairman of International Fibres Group AB, board member in Bronsstädet AB, Galjaden Fastigheter AB and is former board member of i.e. Catella AB (publ) (2008-2012). Peter Gyllenhammar is working owner of Bronsstädet AB.

Proposal: The Nomination Committee proposes that Öhrlings PricewaterhouseCoopers AB is re-elected as accounting firm.

At the AGM 2013 Öhrlings PricewaterhouseCoopers AB was elected as the Company's accounting firm for the period until the AGM 2014, with the wish that Magnus Willfors shall be elected as new principal auditor. Magnus Willfors' other assignments as auditor includes i.a. E.ON Sverige AB (publ) Getinge AB (publ) and Nexam Chemical Holding AB (publ).

Instruction for the Nomination Committee (item 16)

Proposal: The Nomination Committee proposes that the Nomination Committee before the AGM 2015 shall have five members, who shall be appointed by the four largest shareholders at the beginning of October, and consist of the Chairman of the Board of Directors. The composition of the Nomination Committee shall follow the Swedish Code of Corporate Governance (the Code) unless deviation is justified and reported in the Corporate Governance Report. Remuneration shall not be paid to the members of the Nomination Committee.

The Nomination Committee proposes that the AGM resolves to adopt an instruction for the preparation, Appendix A. If a substantial change of ownership occurs no later than six weeks before the AGM, an additional member could be appointed. A shareholder who, no later than before the aforementioned time, is one of the four largest shareholders (and has not already appointed a member of the Committee) shall no later than six weeks before the AGM 2014 contact the Chairman of the Board and notify the Chairman of, by him, appointed, member to the Committee.

If any of the members of the Committee resigns or relinquishes before completion of the assignment shall, primarily, within two weeks after that member has resigned, the shareholder

who nominated the resigning member appoint a new member of the Committee, provided that the shareholder remain one of the four largest shareholders. If a new member is not appointed within the aforementioned time, and if deviation from the Code cannot be motivated, the Chairman shall encourage the next owner in size, who has not already appointed a member of the Committee, to appoint a member. If a shareholder who is encouraged to appoint a member of the Committee refrains from it, the Chairman shall encourage the next owner in size. This process shall continue until the Committee consists of at least five ordinary members including the Chairman of the Board. The Committee shall within it - based on experience of similar appointments and other merits - appoint the Chairman of the Committee.

The Board of Directors' proposals according to items 17 to 21

Proposal regarding program with (issue of) synthetic options (item 17)

The complete proposal of decision of a directed issue of synthetic options and adoption of an incentive program to employees in the Arise group is specified in Appendix B.

Adoption of Remuneration Policy (item 18)

The Board of Directors proposes that, after recommendations from the Remuneration Committee, the AGM resolves to adopt the enclosed Remuneration Policy (Appendix C) which shall apply for the Company and the Group.

Authorization for issuing new shares (item 19)

The Board of Directors proposes that that the AGM authorizes the Board of Directors to resolve, until the AGM, on one or several occasions, to issue new shares, with or without shareholders' preferential rights, however, such an issuing may not cause the share capital in the Company to exceed the Company's highest share capital according the Articles of Association. The Board of Directors' authorization may also include the right to decide on issue in kind or right of set-off. The issue price shall, as a starting point, be the share's market value at each issue time. It should be possible to use the authorization for acquisitions or other structural operations in the line of business.

Information: As of the date of issuing of this notice to attend the total number of registered shares and votes in the Company amounts to 33,428,070. The Company holds 54,194 own shares as of this date. The resolution to authorize the Board of Directors to decide on issue of shares is valid only if supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Meeting.

Authorization for acquisition of own shares (item 19)

The Board of Directors proposes that that the AGM adopts a resolution in the form set out below:

The Board of Directors shall be authorized, on one or several occasions, for the time until the next AGM, to resolve on purchase of 1/10 of the total outstanding shares with funds that can be used for appropriation of profits. It is proposed that the authorization should include the right to decide on exemption from the shareholders' preferential right. The shares may be acquired according to the rules of the listing agreement, and can be acquired differently than in proportion to the shareholders' holdings through acquisitions at NASDAQ OMX or through an acquisition offer directed towards all shareholders. Purchases on the NASDAQ OMX shall be at a price within the, at each time, registered price interval. If the acquisition offer is directed to shareholders the price shall be no less than the quotation price at the time of the offer with a maximum deviation of 20 percent upwards. It should be possible to purchases shares in order to change the capital structure of the company, to finance acquisitions or other transactions, or otherwise for disposal or redemption. However, for redemption of shares a separate decision to reduce the Company's shares by AGM is required. The Board of Directors shall have the right to decide on other related issues to the purchase of own shares. The Board of Directors has left its statement pursuant to Chapter 19, Section 22 of the Companies Act.

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Authorization for divestment of own shares (item 21)

The Board of Directors proposes that the AGM adopts a resolution in the form set out below:

The Board of Directors shall be authorized for the time until the next AGM, on one or several occasions, to dispose a maximum of 1/10 of all shares. It is proposed that the authorization should include the right to decide on exceptions from the shareholders' preferential right, the conditions therefore and the way which the disposal takes place. It should be possible to dispose of the shares in connection with possible acquisitions or other structural transaction or by sale on the open market. When disposing on NASDAQ OMX the price shall be the current quotation.

When disposing by sale on NASDAQ OMX the authorization gives the Board of Directors the right to dispose the shares to a minimum price within each registered price interval. In addition, the Board of Directors is authorized to decide of the transfer price and basis of calculation of the price, however, the minimum price should be the quotation price at the time of the disposal with a deviation that the Board of Directors considers appropriate, and whether shares shall be sold with or without issue in kind or right of set-off, or other conditions according to in Chapter 13, Section 5 paragraph 6 of the Companies Act. The

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Board of Directors shall have the right to decide on other related issues to the divestment of own shares.

Information: As of the date of issuing of this notice to attend the total number of registered shares and votes in the Company amounts to 33,428,070. The Company holds 54,194 own shares as of this date. The resolution to authorize the Board of Directors to decide on divestment of shares in the Company is valid only if supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Meeting.
