

This document is an unofficial translation of the corresponding Swedish document. In the event of any discrepancies between the text contained in this document and the Swedish document, the latter shall prevail.

Complete proposals under item 13-21 of the notice to attend the Annual General Meeting of Shareholders' to be held on May 2, 2013 in Arise Windpower 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 2012 six ordinary members of the Board of Directors without deputies were elected. At the AGM 2013 it is proposed that five ordinary members of the Board of Directors without deputies are elected. It is proposed the members shall be elected for the time up until the end of the first AGM held after 2013.

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 2013.

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 AGM resolves that the remuneration to the Board of Directors shall be a maximum of SEK 1,000,000 (unchanged since previous year) to the Chairman of the Board of Directors and SEK 250,000 (unchanged since previous year) for every other member of the Board of Directors who is not employed by the Company.

The Nomination Committee also proposes that the AGM resolves that the total remuneration for work in the Audit Committee shall be a maximum of SEK 225,000 (of which the Chairman shall receive SEK 150,000), and that the total remuneration for work in the Remuneration Committee shall be a maximum of SEK 175,000 (of which the Chairman shall receive SEK 75,000). The Nomination Committee proposes that for work in the Finance Committee the remuneration may be at the most SEK 350,000 (including maximum per member) that can be released upon decision of the Board of Directors. Consequently, it is proposed that the total remuneration to the members shall be maximum SEK 2,500,000 (previously maximum SEK 2,500,000).

Proposal: The Nomination Committee proposes that the AGM resolves that the remuneration for the auditor shall be paid according to customary standards 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 Pehr G Gyllenhammar (as Chairman of the Board of Directors), Birger von Hall, Joachim Gahm, Maud Olofsson and Peter Nygren (also CEO) as ordinary board members. Jon Brandsar has declined re-election.

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

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

At the AGM 2012 Öhrlings PricewaterhouseCoopers AB was elected as the Company's accounting firm for the period until the AGM 2013.

Instruction for the Nomination Committee (item 16)

Proposal: It is proposed that the Nomination Committee shall consist of five members, who shall be appointed at the AGM 2013. It is proposed that the Nomination Committee for the AGM 2014 shall consist of Peter van Berlekom (Nordea Fonder), Joachim Gahm (L Energy Holding and Ny Holding AB et al), Albert Haeggström (Länsförsäkringar) and Bengt Hellström (Tredje AP-fonden), together with the Chairman of the Board of Directors. Remuneration shall not be paid to the members of the Nomination Committee. The composition of the Committee shall be in accordance with the Swedish Corporate Governance Code (the "Code") unless deviation is not motivated and described in the corporate governance report.

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

Adoption of Remuneration Policy (item 17)

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

Proposal on change of the articles of association (item 18)

The Board of Directors proposes that the AGM resolves that Arise Windpower AB (publ) regarding its name changes § 1 in the articles of Association as following:

<u>Present wording</u>	<u>Proposed wording</u>
The company's name is Arise Windpower AB. The company is a public company (publ).	The company's name is Arise AB. The company is a public company (publ).

Proposal regarding program with (issue of) warrants (item 19)

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

Authorization for issuing new shares (item 20)

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 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 54,194 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 on 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 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.