

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.

Instructions and charter for the Nomination Committee in Arise Windpower (publ)

It is proposed that the Annual General Meeting (“AGM”) 2012 in Arise Windpower AB (publ) (the “Company”) adopts the following instructions and charter for next Nomination Committee.

1. Overall responsibilities and objectives

The Nomination Committee (the “Committee”) is appointed in accordance with routines resolved upon by the AGM in the Company. The Company and each and every time its subsidiaries are hereinafter referred to as the “Group”.

The main responsibility of the Committee is to present proposals for the nomination of chairman and members of the Board of Directors and auditor(s). The Committee shall also render recommendations for remunerations to such individuals.

2. Appointment of the Committee

Prior to the election and remuneration in the Company a Committee shall be appointed, which is proposed to be appointed by the four largest owners as of the start of October, and consist of the Chairman of the Board of Directors. The composition of the Committee shall be in accordance with the Swedish Corporate Governance Code (the “Code”) provided deviations cannot be motivated and described in the corporate governance report.

The members of the Committee shall be announced no later than six months before the AGM. In the event of major changes of ownership which occurs not later than six weeks before the AGM a new member shall be appointed. The Chairman of the Board shall then contact the largest of the four owners who has not appointed a member and encourage appointing such an owner representative. When such a member is appointed, this member shall be a member of the Committee, and replace the former member of the Committee who has not been appointed by the four largest shareholders. The largest shareholders refer to shareholders registered with Euroclear Sweden AB and ownership grouped as of October 1 and who well in advance before announced the size of its ownership and interest to participate in the Committee to the Company.

If any of the four largest owners refrain from appointing a member, or such an member resigns or relinquishes before completion of the assignment, or if the Chairman - if deviation from the Code cannot be motivated - is of the opinion that it is required in order to fulfill the requirements of the Code regarding independent larger owners, the Chairman shall encourage the next owner in size to (i.e. the fifth largest owner) to appoint a member. This process shall continue until the Committee consists of five regular 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.

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3. Duties

The Committee shall:

- Represent the owners of the Company in matters falling within the scope of the tasks of the Committee.
- Evaluate to what extent the Board of Directors satisfies requirements based on the Group's business, future development and independence criteria, i.a. by reviewing the results from the Board of Directors' evaluation.
- Establish requirement profiles for members of the Board of Directors.
- Evaluate the appropriate number of members for the Board of Directors.
- As necessary, perform a systematic procedure to find new candidates.
- Communicate with the Audit Committee when, if applicable, considering proposals for auditor(s) and their remuneration.
- Publish proposals in the notice for the AGM and on the Company's website.
- Attend, present and motivate its proposals to the AGM.
- Describe its working procedure on the Company's website.

The Committee has the right to, if necessary, in connection with future election of new member of the Board of Directors, obtain material from an external consultant regarding knowledge, experience and profile for suitable candidates, with a right for the Committee to charge the Company with reasonable cost for such material, provided such cost is accounted for at the next AGM.

4. Organization

4.1 Membership etc

(i) The majority of the members of the Committee shall not be members of the Board of Directors. The Managing Director and other members of senior management of the Company may not be members of the Committee.

(ii) The Secretary of the Board of Directors may also be the secretary of the Committee.

4.2 Meetings

(i) The Committee shall meet as often as necessary in order to fulfill its duties and responsibilities. The planning of meetings shall take into consideration the timing of the AGM.

(ii) Meetings are to be convened by the Chairman of the Committee, but can also be convened by any other members of the Committee.

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(iii) The person convening a meeting shall circulate an agenda which shall be drafted together with the Chairman of the Committee one week before the Committee meeting. Attachments to the agenda shall be circulated at the same time if possible.

(iv) Minutes of the meetings shall be kept by the Secretary of the Committee and be securely filed.

(v) The Secretary of the Committee shall circulate the minutes of the meeting to members of the Committee within two weeks from a Committee meeting.

5. Reporting responsibilities etc

5.1 Reporting responsibilities

The Committee shall regularly update and report to the owner(s) who appointed the Committee.

5.2 Review of the Committee's Charter

The Committee shall annually review the Instructions and Charter for the Committee for next year's Committee.

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