

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 (the “AGM”) 2013 in Arise Windpower AB (publ) (the “Company”) adopts the following instructions and charter for the 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 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 AGM 2014, the Committee is proposed to consist of five members, which are proposed to be appointed at the AGM 2013. It is proposed that the Committee for the AGM 2014 shall consist of Peter van Berlekom (Nordea Fonder), Joachim Gahm (L Energy Holding & Ny Holding AB et al), Albert Haeggström (Länsförsäkringar) and Bengt Hellström (Tredje AP-fonden) together with the Chairman of the Board. The composition of the Committee shall be in accordance with the Swedish Corporate Governance Code (the “Code”) unless deviations is not motivated and described in the corporate governance report. Remuneration will not be paid to the members of the Committee.

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.

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3. Duties

The Committee shall:

- Represent all 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 that has been imposed on the board, based on the Company's and the group's business, future development and independence criteria, i.a. by reviewing the results from the Board of Directors' evaluation.
- Discuss requirement profiles for members of the Board of Directors and its committees.
- Evaluate the appropriate number of members for the Board of Directors.
- As necessary, perform a selection 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 main features of the 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.

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

(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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