

The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

Notice to attend the Annual General Meeting of Shareholders of 2014

The shareholders of Arise AB (publ) ("Arise") are hereby given notice to attend the Annual General Meeting of Shareholders on Tuesday, May 6, 2014 at 11.00 a.m. at Scandic Hallandia, Rådhusgatan 4, 302 43 Halmstad.

Notification

Shareholders wishing to attend the Annual General Meeting (AGM) must, first, be listed in the share register kept by Euroclear Sweden AB on Tuesday April 29, 2014 and secondly, on Tuesday April 29, 2014, preferably no later than 4.00 p.m. they must have informed Arise of their attendance and number of assistances, if any, by email to info@arise.se. Such notification can also be given by telephone +46 35 20 20 900, fax +46 35 22 78 00, or mail to Arise AB (publ), Bolagsstämman, P.O. Box 808, 301 18 Halmstad, Sweden.

Notification ought to include the shareholder's name, address, telephone number, personal or corporate identity number, registered shareholding and information on number of assistances, if any. Notification and particulars of any proxy and assistances will be registered with Arise to provide the basis for the voting list. Shareholders represented by proxy must issue a signed and dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a certified copy of registration certificate or equivalent document for the legal entity shall be presented. Any powers of attorney shall be in writing and submitted no later than at the AGM, but preferably by sending a copy thereof before that. The validity period of any power of attorney may be no longer than five years if set out specifically. If no validity period is specified, the power of attorney is valid for no more than one year. Forms for power of attorney can be found at the company's website www.arise.se and at the head office in Halmstad, Kristian IV:s väg 3, and will be sent to shareholders who so request and state their address.

Shareholders who have their holdings nominee-registered must temporarily register the shares in their own name to be entitled to participate in the AGM. Such temporary re-registration of ownership must be implemented no later than Tuesday April 29, 2014. Accordingly, shareholders must inform their nominees or banks well in advance of that date of their wish to obtain temporary owner registration (so called voting-rights registration).

Accounting documents and complete proposals

Accounting documents, audit report, the auditor's report pursuant to chapter 8 section 54 of the Swedish Companies Act and complete proposals are available at the Company's head office in Halmstad and at the Company's website www.arise.se no later than Tuesday April 15, 2014. Copies of the documents will upon request be sent to shareholders who state their address. Copies of the documents will also be available at the AGM.

Duty of disclosure at the AGM

Shareholders are reminded of their right to request that the board and the CEO provide information pursuant to chapter 7, section 32 of the Swedish Companies Act.

Agenda

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Consideration of whether the Meeting has been duly convened
7. Report on work carried out by the Board and its standing committees
8. Address by the CEO
9. Presentation of the Annual Report and Audit Report for 2013 and the Consolidated Annual Report and Consolidated Audit Report for 2013
10. Resolution on adoption on the profit and loss statement and balance sheet, as well as the consolidated profit and loss statement and consolidated balance sheet
11. Resolution on distribution of the Company's results
12. Resolution on discharge from liability for the Board members and CEO
13. Determination of the number of Board members as well as the auditor and deputy auditor
14. Determination of remuneration for the Board members and auditors etc

15. Election of Board members as well as the auditor and deputy auditor
16. Instruction for the Nomination Committee
17. Proposal regarding program with synthetic options
18. Adoption of Remuneration Policy
19. Authorization for issuing new shares
20. Authorization for acquisition of own shares
21. Authorization for divestment of own shares
22. Other matters
23. Closing of the Meeting

Proposed resolutions

Item 2

The Nomination Committee proposes that the Chairman of the Board, Pehr G Gyllenhammar, is appointed Chairman of the Meeting.

Item 11

The Board proposes that unappropriated earnings of TSEK 1 266 074 are carried forward to a new account.

Item 13

The Nomination Committee proposes that five ordinary Board members are elected. The members are to be appointed until the end of the first AGM held after 2014. The Nomination Committee proposes that a registered public accounting firm is appointed as auditor. The Nomination Committee proposes that the registered public accounting firm is elected until the end of the first AGM held after 2014.

Item 14

The Nomination Committee proposes that the total remuneration for the Board and its Committees 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).

It is proposed that the remuneration for the auditor should be paid according to customary norms and approved invoice.

Item 15

The Nomination Committee proposes re-election of Joachim Gahm, Maud Olofsson and Peter Nygren (also CEO) as ordinary board members. Further, the Nomination Committee proposes new election of Jon Brandsar and Peter Gyllenhammar as ordinary board members. Pehr G Gyllenhammar has declined re-election. The Nomination Committee proposes new election of Joachim Gahm as Chairman of the Board.

Information on the Board members may be found 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 Bronsstadet AB, Galjaden Fastigheter AB and is former board member of i.e. Catella AB (publ) (2008-2012). Peter Gyllenhammar is working owner of Bronsstadet AB.

At the AGM 2013 Öhrlings PricewaterhouseCoopers AB was elected as the Company's accounting firm for the period until the AGM 2014. The Nomination Committee proposes that Öhrlings PricewaterhouseCoopers AB is re-elected as accounting firm.

Item 16

Appointment of the Nomination Committee will take place before coming elections and payment of remuneration. It is proposed that the Nomination Committee should consist of five members, representing the four largest shareholders at the beginning of October together with the Chairman of the Board. Remuneration will not be paid to the members of the Nomination Committee.

Item 17

The Board proposes that the AGM resolves to approve the Board's resolution to issue, offer and assign a maximum of 140,000 synthetic options to the group management (seven persons) in the Arise Group. The option program is subject to approval by the annual shareholders' meeting in May, 2014.

Each option entitles the holder to, on 10 January 2017, receive a cash payment from Arise corresponding to the difference between the market value of a share in Arise at the time of exercise of the option and the prematurely determined value of SEK 25. The difference cannot exceed an amount of SEK 40 per option (ceiling). The total cost for the program is estimated to amount to a maximum of approximately MSEK 5.6, based on the maximum payment of SEK 40 per option. The value of SEK 25 corresponds to 125 percent of the shares of the Company on the NASDAQ OMX Stockholm traded volume weighted average closing price during the period from 16 December 2013 to 3 January 2014. The premium amounts to 3.04 per option and it corresponds to the option's market value calculated in accordance with Black & Scholes and conventional assumptions.

Each person in the group management is entitled to subscribe for 20,000 synthetic options. The last day of notifying participation in the option program with synthetic options was on February 18, 2014. Oversubscription has not occurred.

Since the options in the program are synthetic and no shares are issued, the program does not lead to any dilution in Arise or the group. Other employees in Arise have been offered a three-year option program with synthetic options on substantially same terms and conditions as the group management.

Item 18

The Board proposes that the AGM should resolve to adopt guidelines regarding remuneration for group management of the Company, including fixed salary and, from time to time, variable payments of a maximum of one-third of the annual fixed salary. Variable payments should in principle be based on the Company's results. The Annual Report for 2013 specifies remuneration and benefits for the senior management during 2013.

Item 19

The Board proposes that the AGM authorizes the Board to decide, until the next AGM, on one or more occasions, to issue new shares, with or without shareholders' preferential rights to participate in the issue. However, such an issuing may not cause the share capital in the Company to exceed the Company's highest share capital according to the Articles of Association. The authorization should 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. The authorization shall be used for acquisitions or other structural businesses in the line of business.

Item 20

The Board proposes that the AGM authorizes the Board to decide on, until the next AGM, acquisition of a maximum of 1/10 of outstanding shares from time to time 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. If the acquisition takes place at NASDAQ OMX the price shall be within the, at each time, registered price interval. It should be possible to acquire shares in order to change the capital structure of the company, to finance acquisitions or other transactions, or otherwise for disposal or redemption.

Item 21

The Board proposes that the AGM authorizes the Board to decide, until the next AGM, to dispose of a maximum of 1/10 of all shares. It is proposed that the authorization should include the right to decide on an exception 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 of the shares on NASDAQ OMX the price shall be to the current quotation.

Particular majority decisions

Valid resolutions under items 19, 20 and 21 require that the proposals are supported by shareholders representing at least two thirds of the votes submitted and represented at the Meeting.

Number of shares and votes

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. As of this date the Company holds 54,194 own shares.

Halmstad, April 2014

Arise AB (publ)

The Board of Directors