

Notice to attend the Annual General Meeting of Shareholders of 2013

The shareholders of Arise Windpower AB (publ) ("Arise") are hereby given notice to attend the Annual General Meeting of Shareholders on Thursday, May 2, 2013 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 Thursday April 25, 2013 and secondly, on Thursday April 25, 2013, 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@arisewindpower.se. Such notification can also be given by telephone +46 35 20 20 900, fax +46 35 22 78 00, or mail to Arise Windpower 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.arisewindpower.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 Thursday April 25, 2013. 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 will be sent to shareholders upon request, and are also available at www.arisewindpower.se and at the head office in Halmstad no later than Thursday, April 11, 2013. 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 2012 and the Consolidated Annual Report and Consolidated Audit Report for 2012
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. Adoption of Remuneration Policy
18. Proposal on change of the articles of association
19. Proposal regarding program with warrants
20. Authorization for issuing new 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 1,259,407 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 2013. 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 2013.

Item 14

The remuneration for the Board proposed by the Nomination Committee is a maximum of SEK 1,000,000 (unchanged since previous year) for the Chairman and SEK 250,000 (unchanged since previous year) for every other Board member who is not employed by the Company.

In addition, a maximum of SEK 225,000 in total is proposed to be paid in remuneration for work in the Audit Committee (of which the Chairman receives SEK 150,000), and a maximum of SEK 175,000 for the work in the Remuneration Committee (of which the Chairman receives SEK 75,000). The total remuneration for work in the Finance Committee is proposed to be at the most SEK 350,000 (including maximum per member) that can be released upon decision of the Board. The total remuneration proposed for the Board members is a maximum of SEK 2,500,000 (previously SEK 2,500,000). 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 Pehr G Gyllenhammar (as Chairman of the Board), Birger von Hall, Joachim Gahm, Maud Olofsson and Peter Nygren (also CEO) as ordinary board members. Information on the Board members may be found in the Annual Report and at www.arisewindpower.se. Jon Brandsar has declined re-election.

At the AGM 2012 Öhrlings PricewaterhouseCoopers AB was elected as the Company's accounting firm for the period until the AGM 2013. The Nomination Committee proposes that Öhrlings PricewaterhouseCoopers AB is re-elected as accounting firm.

Item 16

The Nomination Committee for the AGM 2014, is proposed to consist of five members, 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. Remuneration will not be paid to the members of the Nomination Committee. If a substantial ownership change occurs no later than six weeks before the AGM 2014, an additional member of the Nomination Committee could be appointed.

Item 17

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 be based on predetermined, measurable criteria. The Annual Report for 2012 specifies remuneration and benefits for the senior management during 2012.

Item 18

The Board proposes that the AGM resolves that Arise regarding its name changes § 1 in the articles of Association as following:

<i>Present wording</i>	<i>Proposed wording</i>
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).

Item 19

The Board proposes that the AGM resolves that Arise shall issue, offer and assign a maximum of 338,000 warrants to employees in the Company or its Group ("Warrant" and the "Program" respectively). Each Warrant shall include the right, in the future, to subscribe for one share in the Company at a subscription price set at 125 percent of the shares of the Company on the Nasdaq OMX Stockholm traded volume weighted average closing price during the period from May 3 to May 17, 2013 (the "Measuring period"). If there is no listing of a closing price for any of the dates in question, the listed closing price shall instead be included in the calculation. Days without closing price or settled price shall not be included in the calculation. The subscription price in accordance with the above shall be rounded to the nearest whole number crowns, whereas fifty öre shall be rounded down.

Members of the group management, i.e. senior management (a total of seven persons), shall have the right to subscribe for maximum 20,000 Warrants through the Program, and other employees shall have the right to subscribe for maximum 6,000 Warrants through the Program per employee, all of the entry of at least 100 Warrants.

In case of oversubscription, employees shall primarily be allotted Warrants pro rata in relation to the number of Warrants comprised by the application, and thereafter by drawing of lots. The Board allocates in accordance with said guidelines.

The Board does not have the right to apply for subscription of Warrants through the Program.

For each Warrant the employee shall pay a premium corresponding to the Warrant's market value calculated in accordance with Black & Scholes and conventional assumptions on i.a. volatility and risk-free interest rate at the time of the offer, which assumptions are based on measures made during the Measuring period. Calculation of the market value of the Warrants will be made by a well reputed financial institute engaged by the Company. As of preliminary assumptions, the premium for the Warrants is estimated to be approximately SEK 3.65 per Warrant

The Warrants expire on March 11, 2016 and can only be used during the last 10 business days of the period. Determination of the period of use has been done in consideration of planned report dates and the Group's insider policy.

The offer to the employees shall be made no later than during the end of May 2013, and notice to participate shall be given no later than June 10, 2013. The Board of Directors shall be entitled to prolong the offer until August 31 2013. A group subsidiary shall have the right to subscribe for the Warrants for further assignment to the employees who have been allotted Warrants. Warrants that are not used by the subsidiary according to the above, shall be returned to the Company for cancellation.

Assuming full acceptance of the offer in the Program and full subscription of Warrants, dilution will be approximately one (1) percent of the capital and votes in the Company, which together with already outstanding programs provides a cumulative maximum dilution of about 4.56 percent.

The Board's reason for the proposal is partly to create opportunities for the Group to recruit and retain skilled employees, partly by offering a long-term ownership commitment among employees, encouraging them to an increased interest in the activities and earning development, and increase the sense of solidarity with the Group.

The Remuneration Committee has prepared the issue of the Program. The Board has considered the proposal of the Program, and is of the opinion that it fits well with the Group's other remunerations. The Board notes that the AGM's resolution on the Program requires a majority vote of nine tenths of the votes submitted and represented at the meeting

Item 20

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 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 21

The Board proposes that the AGM authorizes the Board to decide, until the next AGM, to dispose of a maximum of 54,194 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 resolution under item 19 requires that the proposal is supported by shareholders representing at least nine tenths of the votes submitted and represented at the Meeting. Valid resolutions under items 18, 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 2013

Arise Windpower AB (publ)

The Board of Directors