

Proposal for decision regarding adoption of a synthetic options program in the Arise Group

The Board of Directors in Arise AB (publ), (“Arise” or the “Company”), proposes that the annual general meeting (“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 Company (“Option” and “Program”).

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 right to receive future payment as per above depend on the value of the Arise’ share and that the difference at the time of exercise is positive. If the difference is negative the Option lapses. The total cost in relation to the offer to employees of the group management is estimated at a maximum of about MSEK 5.6, based on the maximum payment of SEK 40 per Option.

The reasons for the Board’s proposal are *partly* to create opportunities for the Arise Group to maintain qualified employees, *partly* - by offering a long-term commitment among employees - to encourage them to an increased interest in the business and its financial development as well as to increase the sense of solidarity with the Arise Group.

Employees among the group management as per the 24 January, 2014 have had the right to participate in the Program and to subscribe for 20,000 Options each. The last day of notifying participation in the Program with synthetic options was on February 18, 2014. Oversubscription has not occurred.

The premium amounts to SEK 3.04 per option and it corresponds to the Option's market value calculated in accordance with Black & Scholes and conventional assumptions. The measuring period has been during the period from 16 December, 2013 to 3 January, 2014. The calculation of the market value has been made by ABG Sundal Collier AB.

For the Options and the subscription of the Options, the terms stipulated in the attached “Terms of Arise AB’s (publ) synthetic options 2014/2017” (the “Option Terms”) shall apply.

The Option Terms stipulate inter alia:

- (a) that 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;
- (b) 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;
- (c) that the Options run until 10 January, 2017 (time of exercise); and
- (d) the maximum cash payment for each Option is SEK 40.

This document is an unofficial translation of the corresponding Swedish document. In the event of any discrepancies between the text(2) contained in this document and the Swedish document, the latter shall prevail.

Previous incentive program, dilutive effect and costs etc.

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. The total cost for the programs (including the offer to the other employees in Arise Group) are estimated at a maximum of MSEK 11,1, calculated on a maximal cash payment of SEK 40 per Option.

Arise has two outstanding share based incentive programs. Series 5 2008/2015 comprises 192,500 warrants, each entitling to subscription of five new shares at a subscription price of SEK 45 per share. The program expires on February 28, 2015. Series 8 2013/2016 includes 6,000 warrants, which entitle each holder to subscribe for one new share at a subscription price of SEK 30 per share. The program expires on March 11, 2016. All outstanding programs in Arise gives an overall maximum possible dilution of approximately 2.70 per cent of the share capital and voting rights in the Company

Miscellaneous

The Remuneration Committee has prepared the issue of the Program. The Board of Directors has considered the proposal of the Program in December 2013 and is of the opinion that it fits well with the Arise Group's other remunerations.

Chairman and CEO shall be authorized to make minor adjustments in the resolution that may be required in connection with the enforcement of the Program.

Halmstad in April 2014

Arise AB (publ)

The Board of Directors