

## Presentation of the work of the Nomination Committee in Arise AB (publ) for the Annual General Meeting in 2017

### *Background*

The Nomination Committee (the “Committee”) in Arise AB (publ) (“Arise”) has been appointed according to the resolution made by the Annual General Meeting (“AGM”) on May 3, 2016. The Committee for the AGM 2017 has thus consisted of Johan Claesson (CA Fastigheter etc.), Bengt Hellström (Tredje AP-fonden), Jan Barchan (Briban Invest), Peter Gyllenhammar (appointed by company and himself) and the Chairman of the Board Joachim Gahm.

The Committee has had the task to draft proposals to be presented at the AGM of 2017 on:

- election of Chairman of the AGM,
- election of number of members of the Board of Directors,
- election of Board of Directors,
- election of Chairman of the Board of Directors,
- election of auditor,
- Board of Directors’ remuneration and auditors’ remuneration, and
- procedure on appointing the Committee for the AGM in 2018.

### *Work of the Committee*

The Committee has held two meetings and the members have had continuous contacts.

One of the Committee’s main assignments is to propose election of the Board of Directors. The Board of Directors shall with regard to the Company’s activity, development stage and conditions in general have an appropriate composition. The Committee has based its work on information regarding the Company’s activity and goals, as well as the members of the Board of Directors who were available for re-election. The Committee has analyzed the composed experience and qualification of the Board of Directors, and has also discussed measures to over time achieve a gender balance. Furthermore, the Committee has received, discussed and considered the proposals submitted by shareholders.

The Committee has applied rule 4.1 in the Swedish Corporate Governance Code as diversity policy when preparing the proposal regarding election of the Board of Directors.

The Committee proposes that;

- the Board of Directors shall consist of four ordinary members and no deputies,
- Jon Brandsar, Joachim Gahm, Peter Gyllenhammar and Maud Olofsson shall be re-elected as members of the Board of Directors,
- Joachim Gahm shall be re-elected as Chairman of the Board of Directors, and
- attorney Jonas Frii shall be appointed as Chairman of the AGM.

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

Joachim Gahm, born 1964, has been a member of the Board of Directors in Arise since 2007 and Chairman of the Board since 2014. Joachim Gahm is e.g. Chairman of the Board of Sustainable Growth Capital SGC AB and board member of S & A Sverige AB, Kungsleden AB and Catella AB (publ). Joachim Gahm was previously CEO of E.Öhman J:or Investment AB and deputy CEO and director of the board in E.Öhman J:or Fondkommission AB. Joachim Gahm holds an MBA from the University of Stockholm. As presented in the Annual Report, Joachim Gahm holds, directly and indirectly through relatives or through a company, 10,000 shares and call options of 100 000 shares in Arise.

Maud Olofsson, born 1955, has been a member of the Board of Directors in Arise since 2012. Maud Olofsson is the Chairman of the Board in Visita and VISITA Service Aktiebolag and board member of the Confederation of Swedish Enterprise (Sw. Svenskt Näringsliv), Diös Fastigheter AB, Envac AB, ÅF AB and ROMO Norr AB. Previously, Maud Olofsson was party leader of the Center Party (Sw. Centerpartiet) 2001-2011, Minister of Enterprise and Energy (Sw. Närings & Energiminister) 2006-2011 and Deputy Prime Minister 2006-2010. As presented in the Annual Report, Maud Olofsson holds, directly and indirectly through relatives or through a company, 7,500 shares in Arise.

Jon Brandsar, born 1954, has been a member of the Board of Directors in Arise since 2014 and was former board member of Arise between 2008 and 2013. Jon Brandsar is an advisor in Statkraft AS and has previously been Executive Vice President Wind Power and Technologies in Statkraft AS with responsibility for onshore wind power, offshore wind power, district heating, innovation, small scale wind power. 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). Neither Jon Brandsar, nor any relatives to him, holds any shares in Arise.

Peter Gyllenhammar, born 1953, has been a member of the Board of Directors in Arise since 2014. is e.g. Chairman of the Board in Galjaden Invest AB and Galjaden Holding AB and is former board member of e.g. Catella AB (publ) (2008-2012). Peter Gyllenhammar is also working owner of Peter Gyllenhammar AB. As presented in the Annual Report, Peter Gyllenhammar holds, directly and indirectly through relatives or through a company, 1,510,000 shares in Arise.

The Committee has assessed that the proposed composition of four members of the Board of Directors meet well the company's needs and otherwise the requirements of the Swedish Code of Corporate Governance. The proposed board, to be appointed at the shareholders' meeting, consists of 25 percent women.

The Committee has discussed the Board members' independence and concluded the following:

	Independent of the Company and its management	Independent in relation to the Company's major shareholders
Jon Brandsar	Yes	Yes

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Joachim Gahm	Yes	Yes <sup>1)</sup>
Peter Gyllenhammar	Yes	Yes
Maud Olofsson	Yes	Yes

<sup>1)</sup> The Committee has in its assessment of Joachim Gahm's independence specifically considered that Claesson & Anderzén through companies, which control more than 10 percent of the votes in Arise, also control approximately 49 percent of the votes in Catella AB (publ), of which Joachim Gahm is a member of the Board of Directors.

The proposed Board of Directors in Arise thus fulfills the Swedish Code of Corporate Governance's requirements of Board members' independence. Detailed information of the Board of Directors may be found at Arise website and in the Annual Report (see [www.arise.se](http://www.arise.se)).

The Committee has also considered the resolution relating to proposal for appointment of auditor since the auditor's legislative period expires at the AGM 2017. The Committee has noted the audit committee's evaluation of the audit. The Committee has also noted the recommendation from the audit committee to re-elect Öhrlings PricewaterhouseCoopers AB. The Committee has found that Öhrlings PricewaterhouseCoopers AB meet with applicable requirements of competence and independence. The proposal for appointment of auditors is thus that the Committee proposes re-election of Öhrlings PricewaterhouseCoopers AB until the end of the first AGM held after 2017. The Committee's wish is that Magnus Willfors shall be re-elected as principal auditor. Magnus Willfors' other assignments as auditor includes i.a. Sydkraft AB, Ringhals AB, Carl Bennet AB and Lifco AB (publ).

The Committee has also approved the Audit Committee's recommendation that the remuneration for the auditor shall be paid according to customary standards and approved invoice.

Furthermore, the Committee proposes that the total remuneration to the Board of Directors and its committees shall be unchanged since previous year and amount to a maximum of SEK 1,675,000. SEK 625,000 is remuneration to the Chairman and SEK 250,000 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).

The Committee proposes that the Committee for the AGM in 2018 shall consist of five members, who shall be appointed by the four largest shareholders as of the beginning of October, and consist of the Chairman of the Board of Directors. If a substantial change of ownership occurs no later than six weeks before the AGM in 2018, an additional member could be appointed. Remuneration shall not be paid to the members of the Committee.

The notice to attend the AGM 2017 includes the proposals from the Committee.

*The Nomination Committee in April 2017*