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Presentation of the work of the Nomination Committee in Arise AB (publ) for the Annual General Meeting in 2015

Background

The Nomination Committee (the “Committee”) in Arise AB (publ) (“Arise”) has been appointed according to resolution made by the Annual General Meeting (“AGM”) on 6 May, 2014. The Committee for the AGM 2015 has thus consisted of Johan Claesson (CA etc.), Bengt Hellström (Tredje AP-fonden), Leif Jansson (L Energy Holding & NyHolding AB etc.), Unni Hongseth (Statkraft) and the Chairman of the Board Joachim Gahm.

The Committee has had the task to draft proposals to be presented at the AGM of 2015 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 2016.

Work of the Committee

The Committee has met once 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 the result of the Board of Directors’ evaluation. The Committee has analyzed the composed experience and qualification of the Board of Directors. The Committee has also discussed measures to over time achieve a gender balance.

The Committee proposes that;

- the Board of Directors shall consist of five ordinary members and no deputies,
- Jon Brandsar, Joachim Gahm, Peter Gyllenhammar, Peter Nygren 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
- Joachim Gahm shall be appointed as Chairman of the Meeting.

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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 board member of Kungsleden AB and Catella AB. 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, through a company, 10,000 shares in Arise.

Peter Nygren, born 1958, has been a member of the Board of Directors in Arise since 2011. Peter Nygren is i.a. board member of Nyholding i Motala AB and NyHolding AS. Peter Nygren is also the CEO of Arise. As stated in the Annual Report, Peter Nygren holds, directly and indirectly through relatives or through a company, 1,405,340 shares in Arise. Peter Nygren also holds 20,000 synthetic options 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 board member of Diös Fastigheter AB, Envac AB, ÅF AB and ROMO Norr AB. Previously, Maud Olofsson was party leader of the Center Party (Sw. Centerpartiet), Minister of Enterprise and Energy (Sw. Närings & Energiminister) from 2006-2011 and Deputy Prime Minister 2006-2010. As stated in the Annual Report, Maud Olofsson holds, directly and indirectly through relatives or through a company, 4,500 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 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). Jon Brandsar holds no 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 Bronsstädet Industriförvaltning AB and Galjaden Holding AB and is former board member of e.g. Catella AB (publ) (2008-2012). Peter Gyllenhammar holds, directly and indirectly through relatives or through a company, 1,250,000 shares in Arise.

The Committee has assessed that the proposed composition of five members of the Board of Directors meet well the company's needs and otherwise the requirements of the Swedish Code of Corporate Governance.

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
Peter Gyllenhammar	Yes	Yes
Peter Nygren	No	Yes
Maud Olofsson	Yes	Yes

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).

The Committee has also considered the resolution relating to proposal for appointment of auditor since the auditor's legislative period expires at the AGM 2015. 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 2015. The Committee's wish is that Magnus Willfors shall be re-elected as principal auditor. Magnus Willfors' other assignments as auditor includes i.a. E.ON Sverige AB (publ) Getinge AB (publ) and Nexam Chemical Holding 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 1,425,000. 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 2016 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. Remuneration shall not be paid to the members of the Committee.

The notice to attend the AGM 2015 includes the proposals from the Committee.

The Nomination Committee in April 2015