



PRESS RELEASE

Halmstad 29 March, 2016

Notice to attend the Annual General Meeting of Shareholders of 2016

The shareholders of Arise AB (publ) ("Arise") are hereby given notice to attend the Annual General Meeting, to be held on Tuesday May 3, 2016 at 11.00 a.m. at Scandic Hallandia, Rådhusgatan 4, 302 43 Halmstad.

Notification

Shareholders wishing to attend the Annual General Meeting ("AGM") must (1) be listed in the shareholders' register kept by Euroclear Sweden AB on Tuesday April 27, 2016 and (2) no later than on Tuesday April 27, 2016, preferably before 4.00 p.m., inform Arise of their and, when applicable, the number of advisors intention to attend the meeting, by email to info@arise.se. Such notification can also be given by telephone +46 35 20 20 900, by fax +46 35 22 78 00, or by mail to Arise AB (publ), Bolagsstämman, P.O. Box 808, 301 18 Halmstad, Sweden.

Notification should include the shareholder's name, address, telephone number, personal or corporate identity number, registered shareholding and, when applicable, information on the number of advisors. Notification and particulars of any proxy and advisors 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 power of attorney shall be in writing and submitted no later than at the AGM, but preferably before that by sending a copy thereof. 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. A template 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 request it 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 27, 2016. 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 other complete proposals are available at the Company's head office in Halmstad and at the Company's website www.arise.se no later than on Tuesday April 12, 2016. 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 General Meeting
2. Election of Chairman of the General 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 Annual General Meeting has been duly convened
7. Report on work carried out by the Board of Directors and its standing committees



8. Address by the CEO
9. Presentation of the Annual Report and Audit Report for 2015 and the Consolidated Annual Report and Consolidated Audit Report for 2015
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 Board of Directors' and the CEO's discharge from liability
13. Determination of the number of members of the Board of Directors as well as the number of auditors and deputy auditors
14. Determination of remuneration for the members of the Board of Directors and the auditor
15. Election of members of the Board of Directors as well as auditor and deputy auditor
16. Instruction for the Nomination Committee
17. Adoption of Remuneration Policy
18. Proposal regarding program with warrants
19. Authorization for issues of ordinary shares, preference shares and convertibles
20. Authorization for acquisition of own shares
21. Authorization for divestment of own shares
22. Other matters
23. Closing of the General Meeting

Proposed resolutions

Item 2

The Nomination Committee proposes that the Chairman of the Board of Directors, Joachim Gahm, is appointed Chairman of the General Meeting.

Item 11

The Board proposes that unappropriated earnings of TSEK 984,754 are carried forward to a new account.

Item 13

The Nomination Committee proposes that four ordinary board members are elected. The members are to be appointed until the end of the first AGM held after 2016. The Nomination Committee proposes that one 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 2016.

Item 14

The Nomination Committee proposes that the total remuneration for the Board and its Committees is a maximum of SEK 1,675,000, which means that the total remuneration is unchanged with the addition that a member of the Board of Directors who has not earlier received remuneration now receives remuneration. SEK 625,000 is remuneration to the Chairman and SEK 250,000 is remuneration to every other member of the Board of Directors 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 work in the Remuneration Committee (of which the Chairman receives SEK 50,000).

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

Item 15

The Nomination Committee proposes that Jon Brandsar, Joachim Gahm, Peter Gyllenhammar and Maud Olofsson are re-elected as ordinary board members. Peter Nygren has declined re-election. Furthermore, it is proposed that Joachim Gahm is re-elected as Chairman of the Board.

Information on the Board members can be found in the Annual Report and at www.arise.se.



At the AGM held 2015, Öhrlings PricewaterhouseCoopers AB was elected as the Company's accounting firm for the period until the AGM held 2016. The Nomination Committee proposes that Öhrlings PricewaterhouseCoopers AB is re-elected as accounting firm for the period until the end of first AGM held after 2016.

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 adopt guidelines regarding remuneration for group management of the Company, including fixed salary and, from time to time, variable payments to the group management. According to the guidelines, such variable payments can amount to a maximum of SEK 3,200,000 (SEK 4,200,000 including social security contributions). Variable payments should in principle be based on the Company's results. The Annual Report for 2015 specifies remuneration and benefits for the senior management during 2015.

Item 18

The Board proposes that the AGM resolves that Arise shall issue, offer and assign a maximum of 750,000 warrants to employees in Arise or its Group ("Warrant" and the "Program" respectively). Each Warrant shall include the right, in the future, to subscribe for one ordinary share in Arise at a subscription price set at 125 percent of the ordinary shares of Arise on the Nasdaq Stockholm traded volume weighted average closing price during the period from May 9, 2016 to May 20, 2016 (the "Measuring period"), however no less than the quota value. 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 one-tenth of a Swedish krona (SEK 0.1), whereas any SEK 0.05 shall be rounded down.

The CEO shall have the right to subscribe for maximum 300,000 Warrants through the Program, other certain members of the group management, i.e. senior management (a total of two persons), shall have the right to subscribe for maximum 125,000 Warrants each through the Program, and other employees shall have the right to subscribe for maximum 5,000 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.

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 Arise.

The Warrants expire on March 15, 2019 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 2016, and notice to participate shall be given no later than June 13, 2016. The Board of Directors shall be entitled to prolong the offer until August 31, 2016. A group subsidiary shall have the right to subscribe for the Warrants and to dispose of and further assign



the Warrants to the employees who have been allotted Warrants, for the purpose of fulfilling the obligations of the Program. The Warrants are issued free of charge to the subsidiary and can be subscribed for during the period 4 May 2016 – 30 September 2016. Warrants that are not used by the subsidiary according to the above, shall be returned to Arise for cancellation.

Assuming full acceptance of the offer in the Program and full subscription of Warrants, the share capital will increase by SEK 60,000 with a dilution of approximately two (2) percent of the capital and votes in the Company, which together with already outstanding programs provides a cumulative maximum dilution of about two (2) 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 19

The Board proposes that the AGM authorizes the Board to, until the next AGM, on one or more occasions, resolve to increase the Company's share capital by (1) issue of ordinary shares and/or preference shares and (2) issue of convertibles transferable to ordinary shares and/or preference shares. However, such issues may not cause the share capital in the Company to exceed the Company's highest allowed share capital according to the Articles of Association. The Board of Directors may deviate from the shareholders' preferential rights. The authorization also includes the right to decide on payment in kind, set-off or other conditions. The issue price shall, as a starting point, be the share's market value at each time of issue. 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 ordinary 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 an exemption from the shareholders' preferential right. If the acquisition takes place at Nasdaq Stockholm 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 ordinary shares. It is proposed that the authorization should include the right to decide on an exemption 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 Stockholm the price shall be to the current quotation.

Particular majority decisions

Valid resolution under item 18 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 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, March 2016

Arise AB (publ)

The Board of Directors

For further information, please contact

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The information contained herein constitutes information which Arise AB is legally required to publish under the Swedish Securities Market Act (2007:528) and/or the Swedish Financial Instruments Trading Act (1991:980). The information was released for publication at 16.00 p.m. on 29 March 2016.

About Arise

Arise is one of Sweden's leading wind power companies, with the business concept to develop, build and manage onshore wind farms for its own account and on behalf of investors. The company is listed on NASDAQ OMX Stockholm.

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