



## PRESS RELEASE

Halmstad 8 April, 2019

### Notice to attend the Annual General Meeting of Shareholders of 2019

The shareholders of Arise AB (publ) ("Arise") are hereby given notice to attend the Annual General Meeting, to be held on Wednesday May 8, 2019 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 Thursday May 2, 2019 and (2) no later than on Thursday May 2, 2019, 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](mailto:info@arise.se). Such notification can also be given by telephone +46 10 450 71 22, by fax +46 35 22 78 00, or by mail to Arise AB (publ), Bolagsstämma, P.O. Box 808, SE-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](http://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 Thursday May 2, 2019. 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 as well as other complete proposals and the board of directors' statement pursuant to Chapter 19 Section 22 of the Swedish Companies Act are available at the Company's head office in Halmstad and at the Company's website [www.arise.se](http://www.arise.se) no later than three weeks before the AGM. 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 2018 and the Consolidated Annual Report and Consolidated Audit Report for 2018
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 etc.
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. Authorization for issues of ordinary shares, preference shares and convertibles
19. Authorization for acquisition of own shares
20. Authorization for divestment of own shares
21. Other matters
22. Closing of the General Meeting

## **Proposed resolutions**

### **Item 2**

The Nomination Committee proposes that attorney Jonas Frii is appointed Chairman of the AGM.

### **Item 11**

The Board proposes that unappropriated earnings of SEK 760,667,197 are carried forward to a new account.

### **Item 13**

The Nomination Committee proposes that three ordinary board members are elected. The members are to be appointed until the end of the first AGM held after 2019. The Nomination Committee proposes that one registered public accounting firm without deputy 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 2019.

### **Item 14**

The Nomination Committee proposes that the total remuneration for the Board and its Committees shall be paid with a maximum of SEK 1,425,000, which means that the remuneration per board member is unchanged since previous year but that the total proposed remuneration decreases with SEK 250,000 since the Board is proposed to be reduced by one board member. 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 noted that the possibility for board members to invoice board remuneration is very limited. However, if taxable conditions allow for invoicing and if invoicing is cost-neutral for Arise, it is proposed that the board members shall be able to invoice his or her remuneration through a company. If a board member invoices board remuneration through a company, the remuneration shall be adjusted for social security contributions and value added tax according to law, so that cost neutrality for Arise is achieved.

It is proposed, in accordance with the recommendation from the Audit Committee, 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 and Maud Olofsson are re-elected as ordinary board members. Furthermore, it is proposed that Joachim Gahm is re-elected as Chairman of the Board. The current board member Peter Gyllenhammar has declined re-election.

Information on the board members who are proposed for re-election can be found in the Annual Report and at the Company's website [www.arise.se](http://www.arise.se).

At the AGM held 2018, the registered public accounting firm Öhrlings PricewaterhouseCoopers AB was elected as the Company's auditor for the period until the end of the first AGM held after 2018. The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that the registered public accounting firm Öhrlings PricewaterhouseCoopers AB is re-elected as the Company's auditor for the period until the end of the first AGM held after 2019. Öhrlings PricewaterhouseCoopers has informed that the authorized public accountant Magnus Willfors will continue to be appointed as the principal auditor.

#### 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. For 2019, such variable payments can amount to a maximum of MSEK 9.1 (including social security contributions) according to the guidelines. Variable payments should in principle be based on the Company's results. The Annual Report for 2018 specifies remuneration and benefits for the senior management during 2018.

#### Item 18

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 convertible bonds transferable to ordinary shares and/or preference shares. 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.

Upon a resolution pursuant to the authorization and with deviation from the shareholders' preferential rights, the total number of shares to be issued through the issue of ordinary shares



and/or preference shares and/or convertible bonds transferable to ordinary shares and/or preference shares shall not exceed 10 percent of the outstanding shares in the company at the time of when the authorization is exercised for the first time (this shall not prevent convertible bonds from being combined with conversion terms which, if applied, may result in a different number of shares). The purpose of the authorization, as well as the reasons to allow deviation from the shareholders' preferential rights, is to enable changes of the capital structure of the company, acquisitions or other structural businesses in the line of business.

#### Item 19

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 enable changes of the capital structure of the Company, to finance acquisitions or other transactions, or otherwise for disposal or redemption.

#### Item 20

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 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 resolutions under items 18, 19 and 20 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 33,545,570. As of this date the Company holds 54,194 own shares.

#### Processing of personal data

For information on how your personal data is processed, see

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Halmstad in April 2019

**Arise AB (publ)**

The Board of Directors

#### For further information, please contact

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*This information was submitted for publication, through the agency of the contact persons set out above, at 08.30 CET on 8 April, 2019.*



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**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 Stockholm.*

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