



Board of Directors' proposals to the Annual General Meeting 2017

Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the Annual General Meeting a dividend of EUR 1.00 per share for the fiscal year 2016 to be paid. The dividend would be paid to shareholders registered in the Register of Shareholders held by Euroclear Finland Ltd on the record date of the dividend distribution, March 30, 2017. The Board of Directors proposes that the dividend will be paid on April 6, 2017.

Resolution on the remuneration of the members of the Board of Directors

The Board of Directors proposes to the Annual General Meeting that the annual remuneration payable to the Board members elected at the same meeting for a term until the close of the Annual General Meeting in 2018 will continue as follows: the Chairman of the Board of Directors EUR 45,000 and each Board member EUR 35,000 per year. Approximately 40 percent of the annual remuneration will be paid in Vaisala Corporation's series A-shares acquired from the market and the rest in cash.

The Board of Directors proposes to the Annual General Meeting that the attendance fee for the Chairman of the Audit Committee would be EUR 1,500 per attended meeting and EUR 1,000 for each member of the Audit Committee and Chairman and each member of the Remuneration and HR Committee and any other committee established by the Board of Directors for a term until the close of the Annual General Meeting in 2018. The attendance fees are paid in cash.

Resolution on the remuneration of the Auditors

The Board of Directors proposes to the Annual General Meeting that the Auditors be reimbursed according to their invoice presented to the company.

Election of Auditor

The Board of Directors proposes on recommendation of the Audit Committee that Deloitte & Touche Oy, Authorised Public Accountants, be re-elected as the Company's auditor. Deloitte & Touche has nominated Merja Itäniemi, APA, as the chief auditor.

Proposal by the Board of Directors for authorizing the Board of Directors to decide on the directed repurchase of own series A-shares

The Board of Directors proposes that the General Meeting authorize the Board of Directors to decide on the directed repurchase of a maximum of 200,000 of the Company's own series A-shares in one or more instalments with funds belonging to the Company's unrestricted equity.

The shares shall be repurchased in a proportion other than that of the shareholders' current shareholdings in the Company in public trading arranged by NASDAQ Helsinki Ltd at the market price on the moment of repurchase (directed repurchase). The shares shall be repurchased and paid according to the rules of NASDAQ Helsinki Ltd and Euroclear Finland Ltd. Shares so purchased can be used as consideration in possible acquisitions or in other arrangements that are part of the Company's business, to finance investments, as part of the Company's incentive program, or be retained, conveyed, or cancelled by the Company. The Board of Directors is authorized to decide on the repurchase of own shares in all other respects.

It is proposed that the authorization is valid until the closing of the next Annual General Meeting, however, no longer than September 28, 2018. The authorization replaces the previous authorization for directed repurchase of own series A-shares granted by the Annual General Meeting on April 5, 2016.

Proposal by the Board of Directors for authorizing the Board of Directors to decide on the issuance of the Company's own series A-shares

The Board of Directors proposes that the General Meeting authorize the Board of Directors to decide on the issuance of the Company's own shares as follows:



The authorization concerns only treasury series A-shares. The authorization is limited to a maximum of 568,344 shares, which corresponds to approximately 3.83 per cent of all series A-shares in the Company and to approximately 3.12 per cent of all shares in the Company.

The issuance of own shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue). The authorization entitles the issuance of treasury series A-shares as a directed issue without payment as part of the Company's share based incentive plan. The Board of Directors can also use this authorization to grant special rights entitling subscription of the Company's own shares that are held by the Company. The subscription price of the shares can instead of cash also be paid in full or in part as contribution in kind. The Board of Directors decides on all other conditions of the issuance of own shares.

It is proposed that the authorization is valid until March 28, 2022. The authorization replaces the previous authorization for issuing own shares granted by the Annual General Meeting on April 5, 2016.

Resolution on the forfeiture of the so-called unclaimed shares entered in the Vaisala Corporation joint book-entry account and of the rights attached to such shares

As the shares of Vaisala Corporation were incorporated in the book-entry system on October 22, 1994, the shareholders were to present their share certificates and request that their shares be registered in their book-entry account within the registration period specified in the decision by the General Meeting to incorporate the shares in the book-entry system, i.e. no later than on October 21, 1994, which date was the last date of registration in accordance with Chapter 3 a, Section 2 of the former Companies Act (734/1978). In accordance with Chapter 3 a, Section 3 of the former Companies Act (734/1978), the Central Securities Depository opened a joint book-entry account in the name of Company for such shareholders who failed to present their share certificates and request that their shares be registered latest on the aforementioned last date of registration.

According to Section 8, subsection 2 of the Act on Implementation of the current Limited Liability Companies Act (21.7.2006/625), the General Meeting may, in accordance with Chapter 4, Section 10, subsection 2 of the current Limited Liability Companies Act (21.7.2006/624), once ten years has elapsed since the last date of registration and from the entry into force of the current Limited Liability Companies Act, decide that, regarding the shares entered in the joint book-entry account, the right to share incorporated in the book-entry system and the rights such share carries have been forfeited, after which resolution the provisions on treasury shares apply to the forfeited share. The current Limited Liability Companies Act entered into force on September 1, 2006.

The Board of Directors proposes to the General Meeting that the General Meeting decide in accordance with Chapter 4, Section 10, subsection 2 of the Limited Liability Companies Act that, regarding the shares entered in the Vaisala joint book-entry account referred to above, the right to shares incorporated in the book-entry system and the rights such shares carry have been forfeited and that the Board of Directors be authorized to take all actions required by said decision.

On February 7, 2017 there were 4,820 shares on the joint book-entry account, 4,800 series A-shares and 20 series K-shares, which represent 0.03% of all the shares in the Company. The forfeiture of shareholder rights would concern shares that are in the joint book-entry account and with regard to which the registration of shareholder rights to the shareholder's book-entry account has not been requested and necessary documents needed for such registration submitted to the shareholder's account manager prior to the commencement of the Annual General Meeting i.e. by 6:00 p.m. (Finnish time) on Tuesday, March 28, 2017. The shares, whose registration of shareholder rights to the shareholder's book-entry account has been requested as presented above prior to the commencement of the Annual General Meeting, and which have been entered in the shareholder's book-entry account by June 30, 2017, will not be subject to the forfeiture of rights referred to above.

Vantaa, February 8, 2017

Vaisala Corporation
Board of Directors