

# 1 Vaisala Corporation: Notice of the Annual General Meeting

Vaisala Corporation Stock exchange release 14.2.2012 at 11.15 a.m.

Notice is given to the shareholders of Vaisala Corporation of the Annual General Meeting to be held on Wednesday, March 28, 2012 at 6 p.m. at Vaisala Corporation's head office, Vanha Nurmijärventie 21, 01670 Vantaa. The reception of persons who have registered for the meeting will commence at 5:15 p.m.

## A. Matters on the agenda of the Annual General Meeting

At the Annual General Meeting, the following matters will be considered:

1. Opening of the Meeting
  2. Matters of order for the Meeting
  3. Election of the persons to confirm the minutes and to verify the counting of votes
  4. Recording the legal convening of the Meeting
  5. Recording the attendance at the Meeting and adoption of the list of votes
  6. Presentation of the annual accounts, the review by the Board of Directors and the auditor's report for the year 2011
- Review by the CEO & President
7. Adoption of the annual accounts
  8. 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 0.65 per share for the fiscal year 2011. 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, April 2, 2012. The Board of Directors proposes that the dividend will be paid on April 11, 2012.

9. Resolution on the discharge of the members of the Board of Directors and the CEO & President from liability
10. 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 fee payable to the Board members elected at the same meeting for a term until the close of the Annual General Meeting in 2013 remain at the same level as it has been for previous year: the Chairman of the Board of Directors EUR 35.000 and board members EUR 25.000 per year.

The Board of Directors has established in its meeting on February 8, 2012 Board's Audit Committee, which comprises of Chairman of the Audit Committee and two members. The Board of Directors proposes to the Annual General Meeting that that the compensation 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 for a term until the close of the Annual General Meeting in 2013.

In case the Board of Directors decides to establish other committees, the Board of Directors proposes that the chairman of the committee as well as the committee members would receive same compensation as the members of the Audit Committee for a term until the close of the Annual General Meeting in 2013.

#### 11. Resolution on the number of members of the Board of Directors

Shareholders representing more than 10% of all the votes in the company have announced their intention to propose to the Annual General Meeting, that the number of Board members be six. The proposal for the number of the Board members is integrally related to the proposal by the same shareholders for the election of the members of the Board of Directors as presented in section 12 below.

#### 12. Election of members of the Board of Directors

The terms of office of Board members Stig Gustavson and Mikko Voipio will end at the Annual General Meeting. Board member Stig Gustavson has informed that he cannot be re-elected at the Annual General Meeting. Mr. Gustavson has been a Board member since 2006. As Mr. Gustavson is not available for re-election the shareholders representing more than 10% of all the votes in the company have announced their intention to propose to the Annual General Meeting, that Mikko Voipio be re-elected.

#### 13. Resolution on the remuneration of the Auditor

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

#### 14. Election of Auditor

The Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers Oy be re-elected as the auditor of the Company for the fiscal year 2012. PricewaterhouseCoopers Oy has informed that APA Hannu Pellinen will act as the auditor with the principal responsibility.

The proposed person and the auditor have given their consent to the re-election.

#### 15. Proposal by the Board of Directors for authorizing the Board of Directors to decide on the directed acquisition of own A-shares

The Board of Directors proposes that the General Meeting authorize the Board of Directors to decide on the directed acquisition of a maximum of 1,000,000 of the Company's own A-shares in one or more installments with funds belonging to the Company's unrestricted equity.

The shares shall be acquired in a proportion other than that of the shareholders' current shareholdings in the Company in public trading arranged by NASDAQ OMX Helsinki Ltd at the market price on the moment of acquisition. The shares shall be acquired and paid according to the rules of NASDAQ OMX Helsinki Ltd and Euroclear Finland Ltd. The Board of Directors is authorized to decide on the acquisition 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 28 September 2013.

16. Proposal by the Board of Directors for authorizing the Board of Directors to decide on the transfer of the Company's own shares

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

The authorization concerns only A-shares held by the Company. The authorization is limited to a maximum of 1,000,000 shares, which corresponds to approximately 6.7 per cent of all A-shares in the Company and to approximately 5.5 per cent of all shares in the Company.

The transfer of own shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue). The authorization entitles the transfer of not more than 330,000 A-shares that are held by the Company 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 transfer of own shares. It is proposed that the authorization is valid until 28 March 2017.

17. Proposal by the Board of Directors for authorizing the Board of Directors to decide on donations

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on donations of maximum EUR 250,000 to one or more universities. The donations may be granted in one or several payments. The Board of Directors decides on the related payments.

It is proposed that the authorization is valid until the close of the Annual General Meeting in 2013.

18. Closing of the Meeting

## **B. Documents of the Annual General Meeting**

The proposals of the Board of Directors relating to the agenda of the Annual General Meeting, this notice and Company's annual accounts, the review by the Board of Directors and the Auditor's report are on view on Vaisala Corporation's website at [www.vaisala.com/investors](http://www.vaisala.com/investors). The proposals of the Board of Directors and the annual accounts will also be available on view at the Annual General Meeting at Corporation's head office in Vantaa, Vanha Nurmijärventie 21. Copies of these documents and of this notice will be sent to shareholders upon request.

## **C. Instructions for the participants in the Annual General Meeting**

Each shareholder, who is registered on March 16, 2012 in the Register of Shareholders held by Euroclear Finland Ltd, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her Finnish book-entry account, is registered in the Register of Shareholders of the Company.

A shareholder, who wishes to participate in the Annual General Meeting, may register for the Meeting by giving a prior notice of participation no later than on March 22, 2012 at 4:00 p.m. (Finnish time).

A prior notice of participation can be given:

- a) through Vaisala's website at [www.vaisala.com/investors](http://www.vaisala.com/investors)
- b) by email to [paivi.aaltonen@vaisala.com](mailto:paivi.aaltonen@vaisala.com)
- c) by telephone to +358 9 8949 2201 during working days between 9 a.m. and 11 a.m. (Finnish time).

In connection with the registration, a shareholder is expected to notify his/her name, personal identification number, address, telephone number, the name of a possible assistant and the name and the personal identification number of a possible proxy representative. The personal data given to Vaisala Corporation will be used only in connection with the Annual General Meeting and with the processing of related registrations.

## 2. Proxy representative and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the Meeting by proxy. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting. Should a shareholder participate in the meeting by means of several proxy representatives representing the shareholder with shares in different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting. Possible proxy documents should be delivered in originals to Vaisala Oyj, Päivi Aaltonen, PL 26, 00421 Helsinki or by email to [paivi.aaltonen@vaisala.com](mailto:paivi.aaltonen@vaisala.com) before the last date for registration.

## 3. Holders of nominee registered shares

A holder of nominee registered shares is advised without delay to request from his/her custodian bank necessary instructions regarding the registration in the Register of Shareholders of the Company, issuing of proxy documents and registration for the Annual General Meeting. The account management organization of the custodian bank will register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, to be entered in the temporary Register of Shareholder of the Company at the latest on March 23, 2012 at 10:00 a.m. (Finnish time).

## 4. Other instructions and information

On the date of this notice of the Annual General Meeting, February 14, 2012, the total number of shares in Vaisala Corporation is 18 218 364 shares constituted of 3 389 351 class K-shares and 14 829 013 class A-shares. Each class K-share entitles its holder to 20 votes and each class A-share entitles its holder to one vote. The total number of votes is 82 616 033 of which K-shares represent 67 787 020 votes and A-shares represent 14 829 013 votes.

Vantaalla 8.2.2012  
Vaisala Corporation  
Board of Directors

Additional information

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