

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 1.10 per share for fiscal year 2017 to be paid. The dividend would be paid to shareholders registered in the Register of Shareholders maintained by Euroclear Finland Ltd on the record date of the dividend distribution, April 12, 2018. The Board of Directors proposes that the dividend will be paid on April 19, 2018. Dividend shall not be paid to treasury shares.

The Board of Directors also proposes to the Annual General Meeting an additional dividend of EUR 1.00 per share for the fiscal year 2017 to be paid. The dividend would be paid to shareholders registered in the Register of Shareholders maintained by Euroclear Finland Ltd on the record date April 12, 2018. The Board of Directors proposes that the dividend will be paid on April 19, 2018. Dividend shall not be paid to treasury shares.

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 2019 remain as follows: the Chairman of the Board of Directors EUR 45,000 and each Board member EUR 35,000 per year. Approximately 40% 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 2019. 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 Oy, Audit Firm, be re-elected as the company's auditor. Deloitte has nominated Merja Itäniemi, APA, as the chief auditor.

Share issue without payment (share split)

The Board of Directors proposes to the Annual General Meeting that in order to enhance the liquidity of the company's share, new shares shall be issued to the shareholders without payment in proportion to their holdings so that one (1) new share will be issued for each share (split). Based on the number of shares as at the date of this notice, a total of 18,218,364 new shares constituted of 3,389,331 series K shares and 14,829,033 series A shares, will be issued. The shares shall be issued to the shareholders who are registered in the Register of Shareholders maintained by Euroclear Finland Ltd on the record date of the share issue on April 12, 2018. The share issue without payment shall be executed in the book-entry system and will not require any actions by the shareholders. The new shares will generate shareholder rights as of April 13, 2018 when they have been registered in the trade register. The new shares will not entitle their holders to the dividend payments from 2017.

Subject to the approval of the proposal on "Share issue without payment (share split)", the Board of Directors proposes that the Annual General Meeting amends the § 3 of Articles of Association so that stipulations on minimum and maximum share capital as well as on minimum and maximum number of shares are deleted. Amendment does not have any impact on shareholder rights or mutual relations of share series.

Proposed new wording of § 3:



“Shares shall be divided into K shares and A shares. K and A shares shall differ in that each K share shall convey the right to twenty (20) votes at a General Meeting and each A share shall convey the right to one (1) vote. Shares shall convey equal rights to dividends.

A K share may be converted into an A share at demand of the shareholder or in the case of shares registered under a nominee the custodian indicated in the book-entry account.

A conversion demand must be made in writing to the Board of Directors. The demand must indicate the number of shares to be converted and the book-entry account in which the shares are registered. The company may ask for a transfer limitation to be entered in the shareholder's book-entry account during the conversion process.

A conversion demand may be presented at any time, but not after the Board of Directors has decided to call a General Meeting. A conversion demand made between such a decision and the subsequent General Meeting shall be regarded as having arrived and shall be handled after the General Meeting and any subsequent record date.

The Board of Directors shall without delay reach a decision on a presented conversion demand. The Board of Directors shall without delay notify the Trade Register of its decision for registration. The Board of Directors shall if necessary issue more detailed instructions concerning conversion.”

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

Subject to the approval of the proposal on “Share issue without payment (share split)”, the Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on the directed repurchase of a maximum of 400,000 of the company's own series A shares in one or more instalments with funds belonging to the company's unrestricted equity.

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.

The Board proposes that this authorization is valid until the closing of the next Annual General Meeting, however, no longer than October 10, 2019. The authorization replaces the previous authorization for directed repurchase of own series A shares granted by the Annual General Meeting on March 28, 2017.

If the General Meeting does not approve the share issue without payment, the Board of Directors proposes that the maximum amount for the authorization to repurchase shall be 200,000 shares, all other conditions remaining as per the above proposal.

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

Subject to the approval of the proposal on “Share issue without payment (share split)”, the Board of Directors proposes that the Annual 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 1,049,636 shares, which represents approximately 3.54% of series A shares in the company and approximately 2.88% 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.

The Board proposes that this authorization is valid until April 10, 2023. The authorization replaces the previous authorization for issuing own shares granted by the Annual General Meeting on March 28, 2017.

If the Annual General Meeting does not approve the share issue without payment, the Board of Directors proposes that the maximum amount for the authorization to issue treasury shares would be 524,818 shares, all other conditions remaining as per the above proposal.

Vantaa, February 7, 2018

Vaisala Corporation
Board of Directors