



Vaisala Corporation  
Stock Exchange Release  
February 8, 2017 at 2:30 p.m.

## Notice to the Annual General Meeting

Notice is given to the shareholders of Vaisala Corporation of the Annual General Meeting to be held on Tuesday, March 28, 2017 at 6:00 p.m. at Vaisala Corporation's head office, Vanha Nurmijärventie 21, 01670 Vantaa, Finland. The reception of persons who have registered for the meeting will commence at 5:00 p.m.

### **A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING**

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

**1. Opening of the Meeting**

**2. Matters of order for the Meeting**

**3. Election of the persons to scrutinize the minutes and to supervise 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 2016**

Review by the President and CEO

Review by the Auditor

**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 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 maintained 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.

**9. Resolution on the discharge of the members of the Board of Directors and the CEO and 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 remuneration payable to the Board members elected at the same meeting for a term until the close of the Annual General Meeting in 2018 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.



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

Shareholders representing more than 10% of all the votes in Vaisala have announced their intention to propose to the Annual General Meeting, that the number of Board members be eight (8). 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 Mikko Niinivaara, Pertti Torstila and Raimo Voipio will end at the Annual General Meeting.

Shareholders representing more than 10% of all the votes in Vaisala have announced their intention to propose to the Annual General Meeting, that Mikko Niinivaara, Pertti Torstila and Raimo Voipio be re-elected as members of the Board of Directors and that Mr. Petri Castrén be elected as a new member of the Board of Directors. Due to stipulations of the Articles of Association concerning the term of the members of the Board of Directors Mr. Petri Castrén would be elected for a term until the close of the Annual General Meeting in 2019 and the other member candidates proposed to be elected for a term until the close of the Annual General Meeting in 2020. The above mentioned candidates have given their consent to the election and their personal information is presented on the Company's website [www.vaisala.com/investors](http://www.vaisala.com/investors).

## **13. 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.

## **14. Election of Auditor**

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

## **15. 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.

## **16. Proposal by the Board of Directors for authorizing the Board of Directors to decide on the issuance of the Company's own 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 represents approximately 3.83 per cent of all series A-shares in the Company and 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.

## **17. 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.

## **18. Closing of the Meeting**



## **B. DOCUMENTS OF THE ANNUAL GENERAL MEETING**

The aforementioned proposals of the Board of Directors on the agenda of the Annual General Meeting and this notice are available at Vaisala Corporation's web site at [www.vaisala.com/investors](http://www.vaisala.com/investors) starting from the date of this notice. The Company's annual accounts, the review by the Board of Directors and the Auditor's report are available on the above-mentioned website no later than March 3, 2017. 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**

### **1. Right to attend and registration**

Each shareholder, who is registered on March 16, 2017 in the Register of Shareholders maintained 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 23, 2017 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.altonen@vaisala.com](mailto:paivi.altonen@vaisala.com)
- c) by telephone to +358 9 8949 2201 during working days between 9:00 a.m. and 11:00 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 or representative and the name and the personal identification number of a possible proxy representative. The personal data given to Vaisala Corporation by the shareholders 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 representative. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder. 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 Altonen, PL 26, 00421 Helsinki, Finland or by email to [paivi.altonen@vaisala.com](mailto:paivi.altonen@vaisala.com) before the end of the registration time.

### **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, 2017 at 10:00 a.m. (Finnish time).



#### **4. Other instructions and information**

A shareholder present in the meeting has the right to present questions at the Annual General Meeting in accordance with Chapter 5 Section 25 of the Limited Liability Companies Act relating to the matters handled in the meeting.

On the date of this notice of the Annual General Meeting, February 8, 2017, the total number of shares in Vaisala Corporation is 18,218,364 shares constituted of 3,389,351 series K-shares and 14,829,013 series A-shares. Vaisala has 378,967 series A-shares in treasury. Each series K-share entitles its holder to twenty (20) votes and each A-share entitles its holder to one (1) vote. The total number of votes excluding the treasure shares is 82,424,483 of which series K-shares represent 67,787,020 votes and series A-shares represent 14,637,463 votes.

Vantaa, February 8, 2017

Vaisala Corporation  
Board of Directors

#### **Additional information**

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#### **Distribution**

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