

Board of Directors' proposals to the Annual General Meeting 2025

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 0.85 per share out of distributable earnings of the fiscal year 2024 to be paid. The dividend will be paid to shareholders registered in the Register of Shareholders maintained by Euroclear Finland Ltd. on the record date of the dividend distribution, March 27, 2025. The Board of Directors proposes that the dividend will be paid on April 3, 2025. Dividend shall not be paid to treasury shares.

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

On the recommendation of the Nomination Committee 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 2026 will be increased as follows: the Chair of the Board of Directors EUR 75,000 (55,000) and each Board member EUR 50,000 (40,000) per annum. Approximately 40% of the remuneration will be paid in Vaisala Corporation's series A shares acquired from the market and the rest in cash. The company will compensate the transaction costs and costs related to the applicable asset transfer tax arising from the share purchases.

The Board of Directors proposes to the Annual General Meeting that the attendance fees for a term until the close of the Annual General Meeting in 2026 will be increased so that the fee for the Chair of the Audit Committee would be EUR 2,000 per attended meeting, EUR 1,500 for the Chair of People and Sustainability Committee, the Nomination Committee and any other committee established by the Board of Directors, and EUR 1,200 for each member of a committee for each attended meeting. In addition, members of the Board residing outside of Finland will be paid a meeting fee of EUR 1,000 per physical meeting attended, however, if two or more meetings are held during a day, the maximum fee is EUR 1,000. The attendance fees are paid in cash.

Possible travel expenses are proposed to be reimbursed according to the travel policy of the company.

Resolution on the remuneration of the Auditors

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

Election of Auditor

The Board of Directors proposes to the Annual General Meeting on the recommendation of the Audit Committee that PricewaterhouseCoopers Oy, Authorized Public Accountants, be elected as the company's auditor. PricewaterhouseCoopers Oy has nominated Ylva Eriksson, APA, as the auditor with principal authority.

Resolution on remuneration of sustainability reporting assurer

The Board of Directors proposes to the Annual General Meeting on the recommendation of the Audit Committee that the sustainability reporting assurer be reimbursed according to their invoice presented to the company.

Election of sustainability reporting assurer

The Board of Directors proposes to the Annual General Meeting on the recommendation of the Audit Committee that Authorized Sustainability Auditors PricewaterhouseCoopers Oy be elected as the company's sustainability reporting assurer. PricewaterhouseCoopers Oy has nominated Ylva Eriksson, Authorized Sustainability Auditor (KRT), as the assurer with principal authority.

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 Annual General Meeting authorize the Board of Directors to resolve on the directed repurchase of a maximum of 800,000 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 programs, or be retained, conveyed, or cancelled by the company. The Board of Directors is authorized to resolve on the repurchase of own shares in all other respects.

The Board of Directors proposes that this authorization is valid until the closing of the next Annual General Meeting, however, no longer than September 25, 2026. The authorization replaces the previous authorization for directed repurchase of own series A shares granted by the Annual General Meeting on March 26, 2024.

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 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 series A shares. The Board may issue either new shares or transfer treasury shares held by the company to a maximum of 3,000,000 shares, which represents 9.14% of series A shares in the company and 8.23% of all shares in the company. The authorization can also be used as part of the company's incentive plans for up to 1,000,000 shares, which represents 2.70% of all the shares in the company.

The shares can be issued or transferred for consideration or without consideration. Shares or special rights entitling to shares can be issued in deviation from the shareholders' pre-emptive rights by way of a directed issue if there is a weighty financial reason from company's point of view, such as using the shares as a consideration in potential mergers or acquisitions, to finance investments, or as a part of the Company's incentive plans.

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 is authorized to resolve upon all other terms and conditions for the issuance of shares.

The Board proposes that this authorization is valid until the closing of the next Annual General Meeting, however, no longer than September 25, 2026. The authorization for the company's incentive plans shall however be valid until March 25, 2030. The authorization replaces the previous authorization for issuing own shares granted by the Annual General Meeting on March 26, 2024.

Vantaa, February 17, 2025
Vaisala Corporation
Board of Directors