

# Instruments and intelligence for climate action



# Remuneration Report 2025

## CHAIR'S FOREWORD

### Dear shareholders,

In 2025, the global business landscape remained uncertain, characterized by geopolitical tensions, shifts in trade policy, and currency fluctuations. In this changing environment, Vaisala demonstrated resilience and adaptability, delivering solid performance.

In 2025, we focused on three key remuneration areas. First, we continued to strengthen our Pay for Performance philosophy by harmonizing the target-setting process and expanding the use of our HR system. We introduced a more structured and consistent approach to defining, tracking, and evaluating targets, aligned expectations from managers and employees, and broadened system adoption to support these practices. These improvements enhance transparency and reinforce the credibility of performance-based rewards, ensuring employees see a clear and fair link between their goals, achievements, and remuneration.

Second, we proactively prepared for the upcoming EU Pay Transparency Directive. Although pay gaps and market competitiveness have been consistently monitored in previous years, this regulatory development offered an opportunity

to review the foundational elements that influence individual compensation. We refined our job evaluation approach, validated job grades at the individual level, and benchmarked against relevant peer groups to ensure accuracy and market relevance. In addition, we conducted benefits reviews in selected countries to ensure our total remuneration offering remains competitive, compliant with local market practices, and aligned with employee needs.

Third, we adjusted Board of Directors remuneration for the first time since 2021. This change ensures Board compensation remains competitive and aligned with market practices, supporting our ability to retain expertise needed to guide the company while maintaining strong governance.

Your feedback on our remuneration approach matters to us. We believe these changes strengthen our ability to attract, retain, and reward the talent needed to drive Vaisala's continued success.

**Antti Jääskeläinen**

Chair of the People and Sustainability Committee

*Remuneration Report 2025 for Governing Bodies of Vaisala Corporation has been prepared pursuant to the Finnish Corporate Governance Code 2025. The remuneration of governing bodies in 2023 has been in alignment with the Remuneration Policy.*

## Remuneration linked to long-term business performance

Vaisala's business performance in terms of net sales and profitability development has been steady during the past five years. Vaisala's net sales and operating result have developed according to Vaisala's long-term financial targets.

The Annual General Meeting approved an increase for the Board remuneration in 2025. In addition, year-on-year variation of total remuneration is influenced by meeting fees. In 2024, the Annual General Meeting approved an additional meeting fee for Board members residing outside Finland who attend meetings in person.

In adherence to Vaisala's remuneration principles of linking rewards with performance, our approach to remuneration includes a balanced mix of base pay and variable pay, directly linked to performance at the individual, team, business/function, and company levels. The Short-Term Incentive (STI) scheme is tied to key annual financial metrics, such as EBIT and net sales and incorporates targets across multiple

levels to ensure that employees are both contributing to and rewarded for the performance. This not only recognizes successes but also motivates employees to go beyond expectations and deliver impactful results. The Long-Term Incentive (LTI) schemes reflect our commitment to long-term financial success and value creation. Our LTI schemes the Performance Share Plans (PSP), approved annually by the Board of Directors, span a three-year performance period and are measured against total shareholder return (TSR), the group’s profitability over the performance period and an ESG target. This combination creates alignment between participants’ interests, the company’s long-term performance, and shareholder value.

Sustainability remains an integral part of our remuneration design. Dedicated sustainability targets have been embedded in both STI and LTI schemes, highlighting

our dedication to sustainable growth and emphasizing the importance of sustainability as a core component of our strategic priorities.

As a global company, Vaisala’s remuneration policy applies to all its employees worldwide. Thus, comparing the development of the President and CEO and Board of Directors’ remuneration with the global employee base helps build transparent and sustainable long-term development. The following table presents the development of the average employee remuneration, alongside that of the President and CEO and Board of Directors, in conjunction with the company’s financial performance over the past five financial years.

All rewards have been paid by Vaisala Corporation. During 2025, the company has not exercised any rights to modify, cancel, or reclaim any paid rewards.

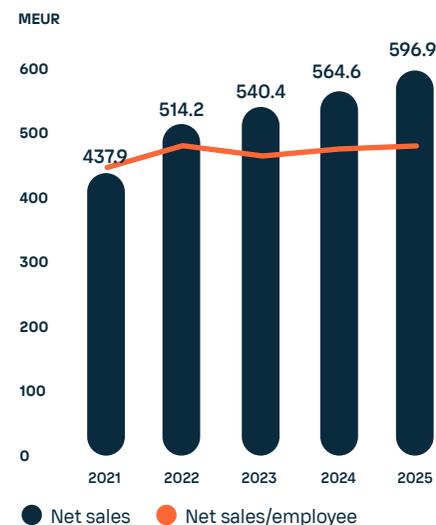
Company performance and remuneration 2021–2025

EUR 1,000	2025	2024	2023	2022	2021
Chair of the Board	92	65	66	62	61
Vice Chair of the Board	65	51	51	48	45
President & CEO*	1,264	1,268	1,663	1,118	898
Vaisala employee on average**	79	79	74	72	72
Net sales, MEUR	596.9	564.6	540.4	514.2	437.9
EBITA, MEUR	94.2	90.3	74.7	70.7	61.0

\* Values exclude statutory pension fees.

\*\* Vaisala employee on average: total personnel expenses without social and statutory pension costs divided by the average number of personnel during the year.

NET SALES



EBITA



VAISALA'S SERIES A SHARE PRICE 2021–2025



### Remuneration of the Board of Directors for 2025

The Annual General Meeting of Vaisala Corporation held on March 25, 2025, resolved that the annual remuneration payable to the Chair of the Board of Directors is EUR 75,000 and each Board member EUR 50,000 per year.

At its organizing meeting held after the Annual General Meeting, the Board elected Ville Voipio as the Chair of the Board of Directors and Raimo Voipio as the Vice Chair.

In accordance with the Annual General Meeting's resolution, approximately 40% of the annual remuneration has been paid in Vaisala Corporation's series A shares acquired from the market and the rest in cash. The company compensates for the asset transfer tax, which

is included in the total remuneration of the Board. No special terms or conditions are associated with the share ownership.

In addition, the Annual General Meeting resolved that the meeting fee for the Chair of the Audit Committee is 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 committee member per attended meeting. Members of the Board residing outside of Finland are paid a meeting fee of EUR 1,000 per physical meeting attended. However, if two or more meetings are held on the same day, the maximum fee is EUR 1,000. The attendance fees are paid in cash. Travel expenses for all Board members are reimbursed according to Vaisala's travel policy.

### Remuneration of the President and CEO for 2025

In 2025, the total remuneration paid to Vaisala's President and CEO Kai Öistämö amounted to EUR 1,264,232. The relative proportion of fixed pay was 49% and variable pay 51%. The fixed pay includes a base salary, fringe benefits, transfer tax and a defined contribution scheme in addition to the Finnish statutory pension, while variable pay includes short- and long-term incentives.

#### Remuneration of the President and CEO in 2025

EUR 1,000	Kai Öistämö
Base salary and benefits	538
Supplementary pension	85
Short-Term Incentives (STI)	369
Long-Term Incentives (LTI)	272
<b>Total</b>	<b>1,264</b>

The total target remuneration for the President and CEO for 2025 was 39% fixed pay, 17% short-term incentives (43% of the fixed pay), and 44% long-term incentives (at target 14,350 shares, share price EUR 49.4 at the time of the grant).

#### Remuneration of the Board of Directors 2025 (payment basis)

EUR 1,000		Annual remuneration	Compensation, Audit Committee	Compensation, People and Sustainability Committee	Compensation, Nomination Committee	Board meeting fee for members residing outside of Finland	Total 2025
Ville Voipio	Chair of the Board	75		6	11		92
Raimo Voipio	Vice Chair of the Board	50	6		9		65
Annica Bresky	Member of the Board	50		6	9	5	70
Petri Castrén*	Member of the Board	0					0
Antti Jääskeläinen	Member of the Board	50		7			57
Jukka Rinnevaara*	Member of the Board	0		1			1
Lotte Rosenberg	Member of the Board	50	6			6	62
Kaarina Ståhlberg	Member of the Board	50	10				60
Tuomas Syrjänen	Member of the Board	50		5	9		64
<b>Total</b>		<b>375</b>	<b>21</b>	<b>24</b>	<b>39</b>	<b>11</b>	<b>472</b>

\* Petri Castrén and Jukka Rinnevaara were members of the Board of Directors until March 2025.

**Short-Term Incentives (STI)**

For the performance period 2024, the maximum Short-Term Incentive (STI) for the President and CEO was 100% (50% at target) of the annual base salary. The payout is 69% of the annual base salary. The payment of EUR 369,495 was paid in March 2025.

For the performance period 2025, the maximum Short-Term Incentive (STI) for the President and CEO was 100% (50% at target) of the annual base salary. The payout is 53% of the annual base salary. The payment of EUR 285,689 will be paid in March 2026.

STI 2024 paid in 2025			STI 2025 paid in 2026		
KPI	Weighting	Achievement	KPI	Weighting	Achievement
Vaisala's EBIT	50%	Between target and maximum	Vaisala's EBIT	50%	Between target and maximum
Vaisala's net sales	40%	Between target and maximum	Vaisala's net sales	40%	Between minimum to target
Environmental, Social and Governance (% of entry-level positions of total new permanent hires)	10%	Between target and maximum	Environmental, Social and Governance (% of entry-level positions of total new permanent hires)	10%	Between target and maximum

**Long-Term Incentives (LTI)**

The reward for the 2022–2024 performance share plan was based on the development of total shareholder return (TSR) and the group's profitability over the three-year plan period. The maximum gross reward shares were 20,000. A reward of 5,656 shares was paid to the President and CEO in March 2025, with 50% paid in shares and 50% in cash to cover the income tax withholdings.

The reward for the 2023–2025 performance share plan was based on the development of the total shareholder return (TSR) and the group's profitability over the three-year plan period. The maximum gross reward shares are 26,000. A reward of 8,151 shares will be paid to the President and CEO in March 2026, with 50% paid in shares and 50% in cash to cover the income tax withholdings.

The reward shares are under holding restriction by which the President and CEO is required to build up and maintain his holding of the shares at least up to a level, where the value of the company's shares corresponds to his annual gross salary.

The President and CEO is currently a participant in the ongoing Performance Share Plans of 2024–2026, 2025–2027, and 2026–2028.

The performance criteria for the Performance Share Plan 2024–2026 are based on the development of the total shareholder return (TSR), the group's profitability over the three-year plan period, and ESG metrics. The maximum gross reward shares are 34,000. Potential rewards will be paid partly in the company's shares and partly in cash in 2027.

The performance criteria for the Performance Share Plan 2025–2027 are based on the development of the total shareholder return (TSR), the group's profitability over the three-year plan period, and ESG metrics. The maximum gross reward shares are 28,700. Potential rewards will be paid partly in the company's shares and partly in cash in 2028.

The performance criteria for the Performance Share Plan 2026–2028 are based on the development of the total shareholder return (TSR), the group's profitability over the three-year plan period, and ESG metrics. The maximum gross reward shares are 38,702. Potential rewards will be paid partly in the company's shares and partly in cash in 2029.

The President and CEO is also entitled to a supplementary defined contribution pension plan, with an annual fee corresponding to two month's base salary. The President and CEO's contractual retirement age is in accordance with Finnish pension regulations.

No other financial benefits were paid to the President and CEO in 2025.

# VAISALA

[vaisala.com](https://vaisala.com)

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