



Vaisala Corporation  
Stock Exchange Release  
February 7, 2018 at 14:30 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, April 10, 2018 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 2017**

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 1.10 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.

**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 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.

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

Shareholders representing more than 10% of all the votes attached to the shares 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 Petra Lundström and Ville 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 Petra Lundström and Ville Voipio be re-elected as members of the Board of Directors, and that candidates proposed to be elected for a term until the close of the Annual General Meeting in 2021. The above-mentioned candidates have given their consent to the election and their personal information is presented on the company's website at [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 Oy, Audit Firm, be re-elected as the company's auditor. Deloitte has nominated Merja Itäniemi, APA, as the chief auditor.

#### **15. 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 as defined in section 8 above.

Subject to the approval of the proposal set forth earlier in this section 15 of this notice "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.”

#### **16. 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 set forth in section 15 of this notice “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 as per section 15 of this notice, 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.

#### **17. Proposal by the Board of Directors for authorizing the Board of Directors to decide on the issuance of the company's own shares**

Subject to the approval of the proposal set forth in section 15 of this notice “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 as per section 15 of this notice, 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.

## **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's website 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 2, 2018. The proposals of the Board of Directors and the annual accounts will also be available on view at the Annual General Meeting at company'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 27, 2018 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 April 5, 2018 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 9:00 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 Aaltonen, PL 26, 00421 Helsinki, Finland or by email to [paivi.aaltonen@vaisala.com](mailto:paivi.aaltonen@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 April 5, 2018 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 7, 2018, the total number of shares in Vaisala Corporation is 18,218,364 shares constituted of 3,389,331 series K shares and 14,829,033 series A shares. Vaisala has 372,364 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 treasury 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 7, 2018

Vaisala Corporation  
Board of Directors

#### **Additional information**

Kaarina Muurinen, CFO  
tel +358 40 577 5066

#### **Distribution**

Nasdaq Helsinki  
Key media  
[www.vaisala.com](http://www.vaisala.com)

Vaisala is a global leader in environmental and industrial measurement. Building on over 80 years of experience, Vaisala provides observations for a better world. We are a reliable partner for customers around the world, offering a comprehensive range of innovative observation and measurement products and services. Headquartered in Finland, Vaisala employs approximately 1,600 professionals worldwide and is listed on the Nasdaq Helsinki stock exchange. [www.vaisala.com](http://www.vaisala.com) [www.twitter.com/VaisalaGroup](https://www.twitter.com/VaisalaGroup)