



Vaisala Corporation

Stock Exchange Release

February 12, 2015 at 6:15 p.m. EET

## 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 31, 2015 at 6 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 scrutinizing 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 2014**

Review by the President and CEO

#### **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 0.90 per share for the fiscal year 2014 to be paid. The dividend would be paid to shareholders registered in the Register of Shareholders held by Euroclear Finland Ltd on the record date of the dividend distribution, April 2, 2015. The Board of Directors proposes that the dividend will be paid on April 14, 2015.

#### **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 fee payable to the Board members elected at the same meeting for a term until the close of the Annual General Meeting in 2016 will be: 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 A-shares acquired from the market and the rest in cash. The shares will be acquired directly in the name of the Board members within two weeks from the release of the interim report for January 1–March 31, 2015. The Company will pay the costs related to the acquisition of the Company shares.

The Board of Directors proposes to the Annual General Meeting that the compensation 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 for a term until the close of the Annual General Meeting in 2016.

The Board of Directors proposes to the Annual General Meeting that the compensation for the Chairman and each member of the Remuneration Committee and any other committee established by the Board of Directors would be EUR 1,000 per attended meeting for a term until the close of the Annual General Meeting in 2016.

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

Shareholders representing more than 10% of all the votes in the company have announced their intention to propose to the Annual General Meeting, that the number of Board members be seven. 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 Mikko Voipio will end at the Annual General Meeting. Board member Mikko Voipio has informed that he will not be available for re-election at the Annual General Meeting. Mikko Voipio has been a Board member since 1994. As Mikko Voipio is not available for re-election the shareholders representing more than 10% of all the votes in the company have announced their intention to propose to the Annual General Meeting, that Petra Lundström be re-elected as members of the Board of Directors and that Ville Voipio be elected as a new members of the Board of Directors. 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 reasonable invoice presented to the company.

## **14. Election of Auditor**

The Board of Directors proposes to the Annual General Meeting that Deloitte & Touche Oy be re-elected as the auditor of the Company for the fiscal year 2015. Deloitte & Touche Oy has informed that APA Merja Itäniemi will act as the auditor with the principal responsibility.

The proposed person and the auditor have given their consent to the re-election.

## **15. Proposal by the Board of Directors for authorizing the Board of Directors to decide on the directed repurchase of own 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 160,000 of the Company's own 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 OMX 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 OMX 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 30, 2016. The authorization replaces the previous authorization for directed repurchase of own A-shares granted by the Annual General Meeting on March 26, 2014.

## **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 A-shares. The authorization is limited to a maximum of 319,150 shares, which corresponds to approximately 2.15 per cent of all A-shares in the Company and to approximately 1.75 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 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 31, 2020. The authorization replaces the previous authorization for issuing own A-shares granted by the Annual General Meeting on March 26, 2014.

#### **17. Proposal by the Board of Directors for authorizing the Board of Directors to decide on donations**

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on donations of maximum EUR 250,000. The donations may be granted in one or several payments. The Board of Directors decides on the related payments. It is proposed that the authorization is valid until the close of the Annual General Meeting in 2016.

#### **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 6, 2015. 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 19, 2015 in the Register of Shareholders held 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 26, 2015 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 a.m. and 11 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 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 26, 2015 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 Companies Act relating to the matters handled in the meeting.

On the date of this notice of the Annual General Meeting, February 12, 2015, the total number of shares in Vaisala Corporation is 18,218,364 shares constituted of 3,389,351 K-shares and 14,829,013 A-shares. Vaisala has 159,150 A-shares in treasury. Each 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 82,456,883 of which K-shares represent 67,787,020 votes and A-shares represent 14,669,863 votes.

Vantaa, February 12, 2015

Vaisala Corporation  
Board of Directors

### **Additional information**

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### **Distribution:**

NASDAQ OMX Helsinki  
Key media  
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