

Board of Directors' proposals to the Annual General Meeting 2019

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 0.58 per share out of distributable earnings of the fiscal year 2018 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 28, 2019. The Board of Directors proposes that the dividend will be paid on April 4, 2019. Dividend shall not be paid to treasury shares.

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 2020 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 2020. The attendance fees are paid in cash.

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.

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.

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 decide on the directed repurchase of a maximum of 300,000 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 September 26, 2020. The authorization replaces the previous authorization for directed repurchase of own series A shares granted by the Annual General Meeting on April 10, 2018.



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 treasury series A shares. The authorization is limited to a maximum of 769,732 shares, which represents approximately 2.60% of series A shares in the company and approximately 2.11% 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 the closing of the next Annual General Meeting, however, no longer than September 26, 2020. The authorization for the company's incentive program shall however be valid until March 26, 2023. The authorization replaces the previous authorization for issuing own shares granted by the Annual General Meeting on April 10, 2018.

Vantaa, February 12, 2019
Vaisala Corporation
Board of Directors