

Vaisala Corporation's Annual General Meeting 2016

Time Tuesday, April 5, 2016 at 6 p.m.

Place Vaisala Corporation's head office, Vanha Nurmi­järventie 21, 01670 Vantaa, Finland.

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 2015

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 0.95 per share for the fiscal year 2015 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 7, 2016. The Board of Directors proposes that the dividend will be paid on April 14, 2016.

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 2017 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 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 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 2017. The meeting compensation 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 in the company have announced their intention to propose to the Annual General Meeting, that the number of Board members be seven (7). 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 Maija Torkko and Yrjö Neuvo will end at the Annual General Meeting. Board member Maija Torkko has informed that she will not be available for re-election at the Annual General Meeting. Maija Torkko has been a Board member since 2007. As Maija Torkko 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 Yrjö Neuvo be re-elected as member of the Board of Directors and that Kaarina Ståhlberg be elected as a new member 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.

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 & Touche Oy, Authorised Public Accountants, be re-elected as the Company's auditor. Deloitte & Touche has nominated Merja Itäniemi, APA, as the chief auditor.

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 200,000 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 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.

It is proposed that the authorization is valid until the closing of the next Annual General Meeting, however, no longer than October 5, 2017. The authorization replaces the previous authorization for directed repurchase of own A-shares granted by the Annual General Meeting on March 31, 2015.

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 391,550 shares, which corresponds to approximately 2.64 per cent of all A-shares in the Company and to approximately 2.15 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 April 5, 2021. The authorization replaces the previous authorization for issuing own shares granted by the Annual General Meeting on March 31, 2015.

17. Closing of the Meeting