

## Board of Directors' proposals to the Annual General Meeting 2023

### **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 0.72 per share out of distributable earnings of the fiscal year 2022 to be paid. The dividend will be paid to shareholders registered in the Register of Shareholders maintained by Euroclear Finland Ltd. on the record date of the dividend distribution, March 30, 2023. The Board of Directors proposes that the dividend will be paid on April 12, 2023. 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 2024 will remain as are as follows: the Chair of the Board of Directors EUR 55,000 and each Board member EUR 40,000 per annum. Approximately 40% of the 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 fees will remain as are, and for the Chair of the Audit Committee they would be EUR 1,500 per attended meeting and EUR 1,000 for each member of the Audit Committee and Chair and each member of the Remuneration and HR Committee, the Nomination Committee and any other committee established by the Board of Directors for a term until the close of the Annual General Meeting in 2024. The attendance fees are paid in cash.

Possible travel expenses are proposed to be reimbursed according to the travel policy of the company.

### **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 PricewaterhouseCoopers Oy, Audit Firm, be elected as the company's auditor until the close of the Annual General Meeting in 2024. PricewaterhouseCoopers Oy has nominated Niina Vilske, APA, as the auditor with principal authority.

### **Proposal by the Board of Directors to amend the articles of association**

The Board of Directors proposes the articles of association be amended so that the § 6 of Articles of Association would stipulate that the term of Board members would from now on terminate on the closing of the first Annual General Meeting instead of third Annual General Meeting (or shorter if so decided by General Meeting), and the number of board members would be 6–9, and § 13 of Articles of Association would stipulate that a general meeting can be organized without a meeting venue as a so-called remote meeting. The proposal by the Board of Directors to amend the § 6 and § 13 in the articles of association is attached as Annex 1 to the Notice to the Annual General Meeting.

In other respects, it is proposed that the articles of association remain unchanged.

### **Proposal by the Board of Directors for authorizing the Board of Directors to resolve 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 resolve on the directed repurchase of a maximum of 800,000 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 programs, or be retained, conveyed, or cancelled by the company. The Board of Directors is authorized to resolve 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 28, 2024. The authorization replaces the previous authorization for directed repurchase of own series A shares granted by the Annual General Meeting on March 29, 2022.



**Proposal by the Board of Directors for authorizing the Board of Directors to resolve 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 935,976 shares, which represents approximately 2.69% of series A shares in the company and approximately 2.20% 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 plans. 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 is authorized to decide 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 28, 2024. The authorization for the company's incentive plans shall however be valid until March 28, 2027. The authorization replaces the previous authorization for issuing own shares granted by the Annual General Meeting on March 29, 2022.

Vantaa, February 15, 2023

Vaisala Corporation  
Board of Directors