

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The shareholders of Proha Plc are invited to the Extraordinary General Meeting to be held on Monday, July 30, 2001 at 10.00 am in the Scandic Hotel Simonkenttä at Simonkatu 9, Helsinki, Finland.

The following issues will be dealt with in the meeting:

1. The approval of the Opus360 Corporation share exchange agreement

The Board of Directors proposes that the Extraordinary General Meeting shall approve the share exchange agreement signed between Proha Plc and American software company Opus360 Corporation. In accordance with the agreement, Proha will receive 80% of the entire share capital of Opus360 Corporation, and the Proha subsidiaries in the Project Management business area as well as 19.9% of each Intellisoft Oy in the Internet Technologies business area and 19.9% of Accountor Oy in the Financial Management business area will be combined with Opus360.

2. Redemption of Company shares

The Board proposes that the Extraordinary General Meeting shall redeem a total of 1,960,180 Proha Plc shares owned by the Company's wholly owned subsidiary Artemis Acquisition Corporation in accordance with the Companies Act Chapter 6.

3. Amendment of the Articles of Association

The Board of Directors proposes to the Extraordinary General Meeting that section 6 of the Articles of Association is to be amended as follows:

"The Board of Directors

The Board of Directors of the company is composed of no less than three (3) and no more than eight (8) members. Their term ends at the end of the first Annual General Meeting following the election.

In the first meeting after the election of the Board of Directors, the Board appoints one member to be the Chairman of the Board and another member to be the Vice-Chairman of the Board, whose term lasts until the end of the first Annual General Meeting following the election."

4. Issues concerning the election of the Board of Directors

The Board proposes to the General Meeting that it shall decide on the number of members and the composition of the Board of Directors according to the agreement signed with Opus360 Corporation as follows:

- The number of members in the Board of Directors will be increased to eight instead of the present six.
- New members of the Board will be elected in accordance with the agreement signed with Opus360 Corporation and the proposals submitted in the General Meeting.

The decision on the new members will be entered into the Trade Register, and the term of the new Board members will commence providing that the agreement with Opus360 Corporation is executed. In case the agreement is not executed, the present Board of Directors

will continue until the end of its term and the decision expires.

#### Documents

The Board of Directors' above mentioned proposals and the documents mentioned in the Companies Act will be displayed for the shareholders to view starting July 23, 2001 in the Company's head office at Maapallonkuja 1 A, 02210 Espoo, Finland.

#### Right to participate in the meeting

The right to participate in the Extraordinary General Meeting rests with the shareholders who have been entered as shareholders in the Shareholder Register kept by the Finnish Central Securities Depository Ltd., no later than July 20, 2001, or who by the Companies Act Chapter 3 a Section 4 (2) are entitled to participate in the General Meeting.

#### Notification of attendance

A shareholder who wishes to participate in the Extraordinary General Meeting shall inform the Company's head office by 4 pm on Friday, July 20, 2001, either by writing to the address Proha Plc, Maapallonkuja 1 A, 02210 Espoo, Finland, by telephoning the number +358-20-4362 000, by faxing to +358-20-4362 500, or by emailing to the address [aija.syvanen@proha.com](mailto:aija.syvanen@proha.com). The notification of attendance must reach the company before the end of the notification time. The shareholders are requested to give their name as well as their social security number or Business ID. Possible powers-of-attorney are requested to be send to the same address before the end of the notification time. Voting tickets will be dealt at the scene of the meeting.

Espoo, July 12, 2001

PROHA PLC

Board of Directors

For more information please contact:

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