

Proha Plc

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PROHA AND OPUS360 SIGN AN AMENDMENT INTENDED TO ACCELERATE THE BUSINESS COMBINATION OF ARTEMIS INTERNATIONAL AND OPUS360

Proha Plc and US-based Opus360 Corporation have executed an amendment to the share exchange agreement entered into on April 11, 2001. The amendment is expected to enable the companies to accelerate the operational combination of Artemis International and Opus360 Corporation.

The transaction will take place in two steps. At the first closing, approximately 77 million shares of Opus360 common shares will be issued to Proha in return for the Artemis shares. Thereafter, Proha will own over 50% of the Opus360 share capital. The operational combination will be accomplished as of the first closing, which is expected to occur on or before August 15, 2001.

At the second closing, approximately 123 million additional shares of Opus360 common shares will be issued to Proha as a final purchase price in return for the Artemis shares and for the 19.9% shares of Proha subsidiaries, Accountor Oy and Intellisoft Oy. After the second closing, Proha will own approximately 80% of the Opus360 share capital. The second closing is expected to occur before the end of 2001.

Each of the closings is subject to closing conditions, including, in the case of the first closing, Proha shareholder approval and in the case of the second closing, Opus360 shareholder approval. In accordance with the agreement, the management changes will take effect upon the first closing. The combined operations will operate under the name of Artemis International.

The accelerated schedule allows Artemis' worldwide distribution network to also bring a leading workforce procurement solution to customers. This solution will further round out Artemis' Business Management Architecture, which is one of the most comprehensive project and resource collaboration offerings available today.

#### Opus360 in brief

Founded in 1998, Opus360 is a software company traded in US on the OTC Bulletin Board (OTCBB: OPUS). Opus360 provides eBusiness software that enables companies to manage and acquire skilled professionals strategically. Opus360's software enables businesses to get more work done with the employees they have and reduce the cost of acquiring skilled professionals.

#### Artemis International in brief

Artemis International, a wholly owned subsidiary of Proha Plc, is a leading provider of project and resource collaboration solutions to thousands of customers worldwide. Headquartered in Boulder, Colorado, Artemis operates through its subsidiaries in United States, Great Britain, France, Japan, Italy, Germany, Singapore and South Korea.

#### Proha in brief

Proha is globally operating, growing and profitable software company. Its key business areas are Project Management (Artemis), Financial Management (Accountor), and ASP services based on Internet Technologies (Intellisoft). The pro forma net sales of the Proha Group was EUR 82.2 million in 2000. Over 4/5 of the net sales originates from outside Finland. The Group employs nearly 700 people

over 450 of whom work abroad.

Proha Plc

Pekka Pere  
President and CEO

For more information please contact:  
CEO Pekka Pere, tel. +358 (0)20 4362000  
[pekka.pere@proha.com](mailto:pekka.pere@proha.com)  
[www.proha.com](http://www.proha.com)

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