

PROHA PLC EXTRAORDINARY GENERAL MEETING ON JULY 30, 2001

The Extraordinary General Meeting of Proha Plc approved the Board of Directors' proposal for

- the share exchange agreement signed between Proha Plc and American software company Opus360 Corporation,
- the redemption of Proha Plc shares owned by Proha Plc's subsidiary Artemis Acquisition Corporation,
- changing the Articles of Association,
- changing the number of members and composition of the Board of Directors.

1. The approval of the Opus360 Corporation share exchange agreement

The Extraordinary General Meeting approved the Board of Directors' proposal for 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 Extraordinary General Meeting approved the Board of Directors' proposal for the redemption of a total of 1,960,180 Proha Plc shares owned by Proha subsidiary, Artemis Acquisition Corporation, and for the decrease in the share capital with the amount corresponding to the combined book parity of the redeemed shares, EUR 509,646.80. The reduction of the share capital will be done by transferring EUR 509,646.80 to the share premium account which is Company's restricted capital.

The reduction of share capital will have no impact on the distribution of share ownership or voting rights, since the shares to be redeemed are owned by the Company's subsidiary Artemis Acquisition Corporation.

3. Changing the Articles of Association

The Extraordinary General Meeting approved the Board's proposal for changing the section 6 of the Articles of Association as follows:

"6§ Board of Directors

The Company has a Board of Directors, which consists of a minimum of three (3) and a maximum of eight (8) ordinary members. The Board members' term ends at the end of the first Annual General Meeting following the election.

In the first meeting following the election of the Board members, the Board of Directors appoints the Chairman and the Vice-chairman, whose term lasts until the end of the Annual General Meeting following the election."

4. Issues concerning the election of the Board of Directors

The Extraordinary General Meeting approved the Board's proposal on the number of members and the composition of the Board of Directors according to the share exchange 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.

- Pekka Mäkelä resigned from the Board of Directors. The members of Opus360 Corporation Board of Directors, Mr Ari Horowitz and Mr James A Cannavino together with CFO Peter Schwartz were elected as the new members of Proha Board of Directors. Mr Olof Ödman (Chairman), Mr Steven Yager, Mr Alec Gores, Mr Pekka Pere, and Mr Klaus Cawén will continue in the Board of Directors.

The decision was made conditional so that the decision on the election of the new Board 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. Also the new composition of the Board of Directors requires the permission by the Ministry of Trade and Industry since the domicile for more than half of the Board members is outside the European Economic Area. In case the agreement is not executed, the present Board of Directors will continue until the end of its term and the decision expires.

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