

EXTRAORDINARY GENERAL MEETING OF PROHA PLC DECEMBER 13, 2000

The Extraordinary General Meeting of Proha decided on the Board of Directors proposals

- on the authorization to give option rights
- to cancel the previously given and valid authorization and to authorize the Board of Directors to decide on the increase of share capital with a new subscription
- to change the number of shares
- to change the Articles of Association
- to elect an auditing firm as auditor of the company
- to nominate Steven C. Yager to the Board of Directors

1. The authorization to give option rights

The Extraordinary General Meeting accepted the Board of Directors proposal for authorizing the Board to increase the share capital, deviating from the shareholders' pre-emptive subscription right, by issuing new option rights to the personnel of the Proha Group both in Finland and abroad including the members of the Board of Directors in the Proha Group companies. The Board can also decide on giving the option rights to the employees and members of the Board in the associated companies of Proha Plc. The Board of Directors sees the incentive system based on option rights as an important part of the company's personnel policy and to be of such financial significance that it justifies the deviation from the shareholders' pre-emptive subscription right.

The authorization includes an authorization for the Board to decide on the acceptance of possible subsystems related to the ordinary option program in the United States, Great Britain, and Japan as well as for the employees of the Proha Group subsidiaries and associated companies in other countries in connection to which the local securities and tax laws need to be taken into account and to otherwise alleviate the technical implementation of the option program in these countries.

Some of the people who are entitled to subscribe are members of the company's immediate circle. All the people belonging to this group and those who are entitled to subscribe currently own about 49.7% of the company shares and their votes. If these aforementioned parties subscribe all the shares offered to them in the new subscription, and if the new subscription is fully subscribed, they will after the subscription own 51.7% of the company shares and votes.

On the basis of the authorization, the share capital of the company can increase by a maximum of EUR 520,000 and by a maximum of 400,000 shares. The increase in share capital on the basis of the authorization equals to a maximum of 4.0% of the company shares and their votes.

As the Extraordinary General Meeting decided to change the number of shares, respectively, the share capital of the company can increase by a maximum of EUR 520,000 and by a maximum of 2,000,000 shares on the basis of the authorization.

The authorization entitles to a decision on giving options and the subscription price of the shares subscribed on the basis of these options in such a manner that the subscription price is at least the current value of the Proha Plc share at the time of the option issue as defined by the Board. However, the subscription price is always at least the share's book parity. The authorization also entitles to a decision on other calculation basis for the subscription price and other conditions. The authorisation is valid until December 12, 2001.

2. Cancelling the previously given and valid authorization and authorizing the Board of Directors to decide on the increase of share capital with a new subscription

The General Meeting accepted that the authorisation given by the Extraordinary General Meeting on August 21, 2000 on increasing the share capital is to be cancelled on the unused portions. The General Meeting approved The Board of Directors proposal on authorizing the Board to decide on the increase of share capital with one or more new subscriptions in such a manner that in the new subscription a maximum of 1,400,000 new shares with the book parity of EUR 1.30 can be subscribed. With this authorization, the share capital can be increased by a maximum of EUR 1,820,000. This authorizes the Board of Directors to deviate from the shareholders' pre-emptive subscription right and to decide on the calculation basis of the subscription price, as well as the subscription price, and other conditions, such as, that in the new subscription the shares can be subscribed for against property given as subscription in kind or otherwise under special conditions. The Board of Directors sees that mergers and acquisitions made in line with the company's growth strategy provide significant financial reasons for deviation from the shareholders' pre-emptive subscription right. The authorization is proposed to be valid until December 12, 2001.

As the Extraordinary General Meeting decided to change the number of shares, respectively, a maximum of 7,000,000 new shares with a book parity of EUR 0.26 can be subscribed in the new subscriptions made on the basis of the authorization.

### 3 Changing the number of shares of Proha Plc

The Extraordinary General meeting accepted the Board of Directors proposal for splitting each company share to five shares. The number of shares will thus increase from 10,433,000 shares to 52,167,675 shares. The book parity of each share will decline from EUR 1.30 to EUR 0.26 as the number of shares increases.

### 4. Changing the Articles of Association

The Extraordinary General Meeting approved the Boards proposal for changing the section 4 of the Articles of Association as follows:

"The minimum share capital is EUR 10,400,000 and the maximum share capital is EUR 41,600,000. Within these limits, the share capital can be increased or decreased without amending the Articles of Association. The number of shares is at least 40,000,000 and at the most 160,000,000. The share has no nominal value. Each share has one vote."

The Extraordinary General Meeting accepted the Board of Directors proposal for changing sections 10 and 11 of the Articles of Association as follows:

#### 10 The Auditors

"The company has at least one and at the most two KHT-auditors (authorized by the Central Chamber of Commerce of Finland). If there is only one ordinary auditor which is not an auditing firm or the Board of Directors otherwise considers it necessary, one or two deputy auditors will be elected. The auditors' term ends at the end of the Annual General Meeting following the election."

#### 11 General Meeting

"The Annual General Meeting will be held on a date given by the Board of Directors but not later than six (6) months after the end of financial year. The General Meeting can be held at the registered office as well as in Helsinki or Vantaa.

In the Annual General Meeting,

the following documents must be presented:

- the financial statement, which includes a profit and loss account, balance sheet and annual report for both the parent company and the group,
- the auditor's report,

decisions must be made on the following matters:

- the confirmation of the profit and loss account and balance sheet,
- measures warranted by the profit or loss according to the confirmed balance sheet and/or consolidated balance sheet,
- discharge from liability for the members of the Board of Directors and the CEO,
- fees for the members of the Board of Directors,
- the number of members of the Board of Directors and auditors,

and the following persons must be elected:

- members of the Board of Directors, and
- the auditors and deputy auditor, if needed."

#### 5. Electing an auditing firm as auditor of the company

According to the aforementioned changes in Section 10 of the Articles of Association it was unanimously decided to increase the number of auditors to two (2) ordinary auditors. The accounting firm KPMG Wideri Oy Ab was elected as the company's second ordinary auditor.

#### 6. Issues concerning the election of the Board of Directors

The Extraordinary General Meeting decided to increase the number of members of the Board to six (6) ordinary members. At the same time, the General Meeting accepted the Boards proposal for electing President and CEO of Artemis Management Systems Steven C. Yager as the sixth ordinary member.

Proha PLC

Pekka Pere  
Presiden & CEO

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