

PROHA BOARD OF DIRECTORS DECIDED ON ISSUANCE OF STOCK OPTIONS

The Board of Directors of Proha Plc (the Company) resolved on February 4, 2001 on the basis of the authorization granted to it by the Extraordinary General Meeting on December 13, 2000 that the share capital of the Company be increased from 13,783,777.80 euros by a maximum of 520,000 euros by issuing a maximum of 20,000,000 stock options in accordance with the terms and conditions below.

The stock options are offered to the personnel of the Proha Group in Finland and abroad including the certain members of boards of directors of the Proha Group companies as part of the Group's employee incentive program.

In accordance with the terms and conditions of the above mentioned authorization, the Company is authorized to offer the stock options in deviation from the pre-emptive rights of the Proha shareholders, because the stock options are an important part of the personnel policy of the Company and, therefore, such significant economic cause, which entitles to the deviation from the pre-emptive rights of the shareholders.

According to the terms and conditions of the Stock Option Plan, the stock options may be subscribed for during a period of two years from the date of adoption of the stock option plan, at such times as specified by the Board of Directors. It was resolved that the first subscription period for the stock options take place from February 15, 2001 through March 8, 2001.

TERMS AND CONDITIONS OF OPTIONS

1. Number of Stock Options

A maximum of 20,000,000 stock options shall be issued. The stock options will be issued in lots of 40 options. Each lot shall include 10 stock options marked with the letter A, 10 stock options marked with letter B, 10 stock options marked with the letter C and 10 stock options marked with the letter D. All stock options will carry the same rights except for the commencing of the exercise period defined in Section II.5.

2. Right to Subscribe for Stock Options

The stock options will be offered for subscription by the employees and certain members of the boards of directors of the Proha Group. Persons eligible to subscribe are the persons employed by the group companies as defined by the Board of Directors at the time of the subscription for the stock options as well as such members of the boards of directors of such group companies as decided by the Board of Directors. The Company will send a letter to each such eligible employee and board member confirming their right to participate in the offering. In addition, the Board of Directors may grant the subscription right to the employees and members of the boards of directors of the affiliated companies of the Company. No consideration will be payable in connection with the subscription for the stock options.

The right of non-Finnish employees and board members of the Proha

Group to subscribe for the stock options may be limited or subject to additional terms on the basis of local securities laws and other regulations. The right to participate in the offering is personal and cannot be assigned.

By virtue of the decision by the Extraordinary General Meeting of Shareholders, the pre-emptive rights of the Company's shareholders are being disapplied since the stock options are intended to constitute a part of a personnel incentive scheme.

3. Place and Time for Stock Option Subscriptions

Stock options can be subscribed for during a period of two years from the date of adoption of the Stock Option Plan by the Board of Directors at such times as specified by the Board of Directors. The place of subscription will be the head office of the Company, the internet service of Eficor Oyj Corporate Finance Corporation www.eficor.com/Proha or such other place as informed by the Company.

4. Approval of Subscriptions and Allocation of Stock Options

After the subscription period for the stock options has ended, the Board of Directors of the Company will decide upon the approval of the subscriptions and the amount to be issued to each subscriber. The Board of Directors of the Company may reject the subscription in the event the subscription has not been made in accordance with these terms. The subscribers will be notified in writing about the approval or rejection of their subscriptions and the number of stock options allocated to them.

The stock options so granted will be issued in the Finnish book-entry system.

II TERMS AND CONDITIONS OF SHARE SUBSCRIPTION

5. Right to Subscribe for Shares

Ten stock options will entitle the holder thereof to subscribe for one share with a counter book value of EUR 0.26. As a result of the share subscriptions, the number of shares of the Company may be increased by a maximum of 2,000,000 shares and the share capital of the Company may be increased by a maximum of EUR 520,000.

6. Share Subscription and Payment

The share subscription period will commence as follows:

- a) with stock options marked with the letter A: February 4, 2002,
- b) with stock options marked with the letter B: February 4, 2003,
- c) with stock options marked with the letter C: February 4, 2004,
- d) with stock options marked with the letter D: February 4, 2005.

The share subscription period for all stock options will end on February 4, 2006.

The Board of Directors of the Company shall, in advance, confirm the subscription place and the procedure for subscribing for shares. If no other procedure has been confirmed, the share subscription based on the stock options shall take place at the head office of the Company. The shares shall be paid for in cash upon subscription. In

certain jurisdictions, the share subscription can be conditioned on the option holder's satisfaction of taxes as determined by the Board of Directors.

7. Subscription Price for Shares

The share subscription price shall be the higher of the following: (i) the fair market value of the Company share, calculated as the average of the reported highest and lowest sale price of the Company share on the Helsinki Exchanges on the dealing date immediately preceding the date on which the Board of Directors of the Company decides upon the approval of the subscriptions and the amount of stock options to be issued to each subscriber in accordance with Section I.4 hereof, and (ii) the fair market value of the Company share, calculated as the weighted average price of the Company share on the Helsinki Exchanges during one month immediately preceding the date on which the Board of Directors decides upon approval of the subscriptions and the amount of stock options to be issued to each subscriber in accordance with Section I.4 hereof. The share subscription price may not, however, be less than the counter book value of the share. The subscribers will be notified in writing of the share subscription price.

8. Registration of Shares on Book-Entry Accounts

Exercised stock options will be removed from the subscriber's book-entry account simultaneously when the shares subscribed and fully paid for are entered into the book-entry account.

9. Transfer Restriction and Obligation to Offer for Redemption

Stock options for which the subscription period referred to in Section II.6 has not commenced, may not be transferred to a third party without the Company's consent. The Board of Directors will decide upon granting such consent. Once the share subscription period has begun, the stock options are freely transferable. The Board of Directors may, however, decide that in certain specified jurisdictions, the stock options may not be transferred at all.

Should the subscriber's employment at Proha Group or its affiliate terminate for a reason other than retirement or death, the Company may, on the basis of the decision by the Board of Directors to such effect, to redeem without consideration the stock options of such subscriber to the extent the share subscription period of the stock options has not commenced. The Company is entitled, regardless of whether the stock options have been offered to the Company or not, to have such stock options annulled on the basis of a resolution to such effect by the Board of Directors of the Company or to seek for transferral of such stock options from the subscriber's book-entry account to a book-entry securities account designated by the Company according to a decision or authorisation of the shareholders meeting of the Company. The stock option for which the subscription period referred to in Section II.6 has commenced, may be exercised normally for share subscription in accordance with these terms and conditions.

10. Shareholder Rights

The shares subscribed with stock options shall entitle subscribers to dividends declared for the financial year during which the shares were subscribed for. Other shareholder rights shall commence once the

increase of share capital has been entered into the Trade Register.

11. Issuances of Shares, Convertible Bonds and Stock Options Prior to Share Subscription

In the event that, before the share subscription, the Company decides to increase its share capital through a rights issue, or decides to issue new convertible bonds or stock options in accordance with shareholders' pre-emptive rights, the option holder has the same or equal right as a shareholder. Equal rights shall be effected in a manner decided by the Company's Board of Directors, through alteration of the number of shares available for subscription or the subscription price or both.

In the event that, before the share subscription, the Company decides to increase its share capital through a bonus issue, the subscription ratio shall be changed to the effect that the relative proportion of shares subscribed with stock options of the entire share capital will remain unchanged. If the number of shares subscribed with one option should be a fraction, the fractional portion will be accounted for by reducing the subscription price.

12. Option Holder's Rights in Certain Events

In the event that, before the share subscription, the Company decreases its share capital for purposes other than those referred to in Chapter 6, Section 1, Paragraph 1, Sub-paragraphs 1, 4 and 5 of the Companies Act, the subscription right of an option holder shall be changed accordingly, as specified in more detail in the resolution on the decrease of the share capital. The decrease of share capital for purposes referred to in Chapter 6, Section 1, Paragraph 1, Sub-paragraphs 1, 4 and 5 of the Companies Act shall not affect the subscription right pertaining to the stock options.

If the Company acquires its own shares in proportion to the holdings of the shareholders before the subscription period with stock options expires, each option holder shall have the same or equal rights as a shareholder. Equal rights shall be effected in a manner decided by the Board of Directors of the Company through alteration of either the number or the subscription price of shares available for subscription based on the stock options, or both, or the option holder shall be reserved an opportunity to exercise his/her subscription right before the Company acquires its own shares, within a period of time determined by the Board of Directors. Acquisition of the Company's own shares otherwise than in proportion to the holdings of the shareholders shall not affect the pre-emptive subscription right provided by the stock options.

If the company is placed in liquidation, the option holder will be given an opportunity to subscribe for the shares with the options during a period of time determined by the Board of Directors.

Should a situation referred to in the Securities Market Act or the Companies Act arise where a party has the right and obligation to redeem the rest of the shares, the option holders will be given an opportunity to exercise his/her subscription right within a period of time determined by the Board of Directors.

Should the Company resolve to merge into another company, to merge with another company to form a new company, or demerge, the Board of

Directors shall give the option holder the right to subscribe for shares before the merger or demerger within a period of time determined by the Board of Directors after which date no subscription right shall exist, or to give the option holder the right to subscribe for stock options issued, under the same terms and conditions, by the acquiring company or the company to be formed in a combination merger or demerger on the same principles that the shareholders have been given shares of the acquiring or new company, as set forth in the merger or demerger plan.

Should the number of the Company's shares be changed while the share capital remains unchanged, the subscription terms shall be amended to the effect that the aggregate proportion of the shares to be subscribed for of all shares of the Company and the aggregate subscription price remain unchanged.

If the Company changes from a public company into a private company before the subscription period with stock options expires, option holders shall be reserved the right to exercise their subscription right within the period determined by the Board of Directors before the change takes place.

III OTHER CONDITIONS

13. Settlement of Disputes

The Stock Option Plan shall be governed by the laws of Finland. All disputes related to the options shall be settled in arbitration in accordance with the rules of the Arbitration Board of the Finnish Central Chamber of Commerce.

14. Other Matters

The Board of Directors of the Company shall decide on proceedings in the event of over or under subscription. The Board of Directors shall resolve other matters pertaining to the stock options and subscription of shares. Documents concerning the stock options are available for inspection at the Company's head office in Espoo.

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