

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The shareholders of Proha Plc are invited to the Extraordinary General Meeting to be held on Monday, December 17, 2001 at 11.00 a.m. in World Trade Center, Aleksanterinkatu 17, 00100 Helsinki.

The following issues will be dealt with in the meeting:

1. The Board of Directors' proposal for option rights

The Board of Directors proposes that the General Meeting shall decide on issuing a maximum of 1,500,000 option rights, that are offered deviating from the shareholders' pre-emptive subscription right to the staff and the members of the Board of Directors of Proha Plc and certain affiliated companies; in addition, the Board of Directors of Proha Plc can give the subscription right to the personnel of associated companies and that the Board of Directors shall decide on sharing the option rights. The reason for deviating from the pre-emptive subscription right is that the option rights are part of Proha Group's incentive system. The subscription of the option rights will begin on January 2, 2002 and will end on January 18, 2002. These subscriptions may increase the share capital of Proha Plc by a maximum of 1,500,000 shares and at the most by EUR 390,000.

The option conditions are in Appendix 1.

2. The Board of Directors' proposal for authorizing the Board of Directors to decide on the increase of share capital with a new subscription.

The Board of Directors proposes that the General Meeting shall authorize 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 10,000,000 new shares with the book parity of EUR 0.26 can be subscribed. With this authorization, the share capital can be increased by a maximum of EUR 2,600,000. 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 16, 2002.

3. The Board of Directors' proposal for approving subplan of the stock option plan for 2001 in respect to US employees

The Board of Directors proposes that the General Meeting shall accept the subplan of the stock options in respect to the US employees. The stock options were issued on February 4, 2001 pursuant to the authorization granted to the Board of Directors by the Extraordinary General Meeting on December 13, 2000. Additional conditions, which shall limit the terms and conditions of the main stock option plan in respect to the US employees, are specified in the subplan.

The Documents

The Board of Directors' aforementioned proposals and the documents mentioned in the Companies Act will be displayed for the shareholders to view starting December 10, 2001 in the company's head office at Maapallonkuja 1 A, 02210 Espoo.

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 December 7, 2001, or who are entitled to participate in the General Meeting by the Companies Act, Chapter 3 a, Section 4 (2).

Notification of attendance

A shareholder who wishes to participate in the Extraordinary General Meeting shall inform the company's head office by Friday, December 7, 2001, 4.00 p.m. at the latest either by writing to the address Proha Plc, Maapallonkuja 1 A, 02210 Espoo, 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. The notification of attendance must reach the company before the end of the notification time. The shareholders are requested to give their name and social security number or Business ID. Possible powers-of-attorney are requested to be sent to the same address before the end of the notification time. Voting tickets will be dealt at the scene of the meeting.

Espoo, November 29, 2001

PROHA PLC
Board of Directors

Appendix 1 PROHA STOCK OPTIONS 2002

The Board of Directors of Proha Plc resolved to propose to the Extraordinary General Meeting of Shareholders convening on December 17, 2001 that stock options be issued to the personnel of the Company on the terms and conditions set forth under the following terms and conditions. The share subscription price for the options shall be the weighted average price of the Company share from December 1, 2001 through December 31, 2001 and thus corresponds to the fair market price.

Some of the persons entitled to the subscription are members of the company's inner circle. The members entitled to the subscription own about 37.7 % of the company's shares and votes. According to the proposal, after the issue of shares subscribed on the basis of the options those members own maximum 38.0 % of the company's shares and votes, if they subscribe for all the options that have been offered to them, and the option programme is fully subscribed.

I. TERMS AND CONDITIONS OF OPTIONS

1. Number of Options

A maximum of 1.500.000 options shall be issued. The options will be issued in lots of 20 options. Each lot shall include 5 options marked with the letter A, 5 options marked with letter B, 5 options marked with the letter C and 5 options marked with the letter D. All options

will carry the same rights except for the commencing of the exercise period defined in Section II 5.

2. Subscription Right

The options will be offered for subscription by the employees employed by the following companies of the Proha Group: Proha Plc, Accountor Ltd, Intellisoft Ltd, Datamar Ltd, Intellitest International Ltd, ProCountor International Ltd and Safran Software Solutions AS. The Board of Directors shall decide upon the issuing of options, the amount to be issued and acceptance of subscription. Persons eligible to subscribe are the persons employed by the group companies as defined by the Board of Directors as of December 17, 2001 and who continue to be employed as of January 2, 2002 and the members of the boards of directors of the group companies to which the Company has sent a letter confirming their right to participate in the employee offering. The right to participate in the employee offering must be proved at the subscription place. In addition, the Board of Directors may grant the subscription right to the employees of the affiliated companies.

The right of non-Finnish employees and board members of the Company to subscribe for the shares may be limited on the basis of local securities laws and other regulations. The right to participate in the employee offering is personal and cannot be assigned.

The pre-emptive rights of the Company's shareholders are being disappplied since the options are intended to constitute a part of a personnel incentive scheme. The options are offered for subscription without consideration.

3. Subscription Place and Time

Subscriptions can be made from January 2, 2002 through January 18, 2002. The place of subscription will be the head office of the Company or other places as informed by the Company.

Subscribed options will be entered into book-entry account of the subscriber after the share subscription period of the options has commenced.

II TERMS AND CONDITIONS OF SHARE SUBSCRIPTION

4. Right to Subscribe for Shares

Each option will entitle the holder thereof to subscribe for one share with a counter book value of EUR 0.26. As a result of the subscriptions, the number of shares of the Company may be increased by a maximum of 1.500.000 shares and the share capital of the Company may be increased by a maximum of EUR 390,000.

5. Share Subscription and Payment

The share subscription period will commence as follows:

- a) with options marked with the letter A: April 1, 2003,
- b) with options marked with the letter B: April 1, 2004,
- c) with options marked with the letter C: April 1, 2005,
- d) with options marked with the letter D: April 1, 2006.

The share subscription period for all warrants will end on April 1, 2007.

The Board of Directors may decide to discontinue the subscription for important reasons for a limited time.

Shares can be subscribed for at the Company's head office and in such other place as informed by the Company. The shares must be paid for at the time of the subscription.

6. Subscription Price

The subscription price is the weighted average price of the Company share from December 1, 2001 through December 31, 2001. The subscription price may not, however, be less than the counter book value of the share.

7. Registration of Shares on Book-Entry Accounts

Subscribed and fully paid shares will be registered on the book-entry accounts.

8. Transfer Restriction and Obligation to Offer for Redemption

Options for which the subscription period referred to in Section 5 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 options are freely transferable.

Should the subscriber's employment at Proha group or its affiliate terminate for a reason other than retirement or death, Proha Plc may, on the basis of the decision by the Board of Directors to such effect, to redeem without consideration the options of such subscriber to the extent the exercise period of the options has not commenced. The Company is entitled, regardless of whether the options have been offered to the Company or not, to have such 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 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.

9. Shareholder Rights

The shares subscribed with options shall entitle subscribers to dividends for the financial year during which the shares were subscribed. Other shareholder rights shall commence once the increase of share capital has been entered into the Trade Register.

10. Issuances of Shares, Convertible Bonds and 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 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.

11. 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 options.

If the Company acquires its own shares in proportion to the holdings of the shareholders before the subscription period with 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 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 options.

If the company is placed in liquidation, the option holder will be given an opportunity to exercise 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 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 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

12. 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.

13. 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 of the Company will decide upon the allocation of the options that were not subscribed for during the subscription period. The Board of Directors shall resolve other matters pertaining to the options and subscription of shares. Documents concerning the options are available for inspection at the Company's head office in Espoo.

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