

DECISIONS OF PROHA PLC ANNUAL GENERAL MEETING

The Annual General Meeting of Proha Plc held on April 15, 2002 confirmed the 2001 Financial Statements and discharged the members of the Board of Directors and the CEO from liability for 2001.

The Annual General Meeting approved the Board of Directors' proposal according to which the result for the financial year is entered in capital and reserves and no dividend is paid.

Michael J. Rusert, president and CEO of Artemis International Solutions Corporation (AISC), was elected as a new member of the Proha Board of Directors. He replaces Peter Schwartz, the Chief Financial Officer of AISC, in the Board of Directors. Olof Ödman (Chairman), Pekka Pere, James Cannavino, Klaus Cawén, Alec Gores, Ari Horowitz, and Steven Yager will continue as members of the Board of Directors.

KPMG Wideri Oy Ab was elected as the Company's auditor, with Reino Tikkanen, APA, as the auditor in charge.

The Annual General Meeting of Proha approved the Board of Directors' proposal to cancel the authorization given by the Extraordinary General Meeting on December 17, 2001 to increase the share capital on the unused portions, and to authorize the Board to decide on increasing the Company's share capital through an issue of new shares, stock options, option warrants and/or convertible bonds subject to the following terms:

- The Board of Directors is authorized to increase the Company's share capital in one or more issues by issuing new shares, stock options, option warrants and/or convertible bonds. Pursuant to this authorization, the aggregate maximum number of new shares to be issued or offered for subscription pursuant to the stock options, option warrants and/or convertible bonds shall not exceed 10,373,454 shares with an account equivalent value of EUR 0.26 each, and the share capital of the Company may be increased by no more than EUR 2,697,098.04, which represents 20% of the currently registered share capital and of the votes that can be cast in the General Meeting of Shareholders. The Board of Directors is authorized to decide the subscription price and the other terms and conditions of the issue of shares, stock options, option warrants and/or convertible bonds.

- The Board of Directors is authorized to decide who will be invited to subscribe for the new shares, stock options, option warrants and/or convertible bonds issued pursuant to this authorization. When issuing new shares, stock options, option warrants and/or convertible bonds, the Board may deviate from the shareholders' pre-emptive subscription rights, provided that such deviation is justified by an important financial reason for the Company, such as strengthening the Company's capital structure, financing corporate acquisitions and/or restructurings and/or providing incentives for the personnel of the Company and its subsidiaries. The authorization includes the Board's right 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 capital contribution property or otherwise under special conditions. The authorization is valid until April 14, 2003.

The minutes of the Annual General Meeting will be displayed for a view starting April 16, 2002 at Proha Plc, Maapallonkuja 1 A, 02210 Espoo.

Proha Plc
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