

## NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The shareholders of Proha Plc are invited to the Extraordinary General Meeting to be held on Wednesday, December 13, 2000 at 5.30 pm in the Nordia hall of the Marina Congress Center, Katajanokanlaituri 6, 00160 Helsinki.

The following issues will be dealt with in the meeting:

1. The authorization to give option rights

The Board of Directors proposes to the Extraordinary General Meeting that the Board is authorized 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 Board of Directors also proposes that the authorization is to include 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 maximum 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.

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 another calculation basis for the subscription price and other conditions. The authorization is proposed to be valid until December 12, 2001.

If the number of shares is changed as later presented, 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.

2. The Board of Directors' proposal for canceling the previously given and valid authorization and 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 authorization given by the Extraordinary General Meeting on August 21, 2000 to increase the share capital is to be cancelled on the unused portions. 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 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.

If the number of shares is changed as later presented, 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 The Board of Directors' proposal for changing the number of Proha Plc shares

The Board of Directors proposes to the Extraordinary General Meeting that each company share is to be split into five shares. The number of shares will thus grow from 10,433,535 shares to 52,167,675 shares. The number of shares includes 57,036 shares subscribed on the basis of the PCA Corporate Finance Oy options and 657,390 shares offered for subscription in the issue directed to the owners of the Artemis International companies in Germany, France, and Italy. The book parity of each share will decline from EUR 1.30 to EUR 0.26 as the number of shares increases.

4. The Board of Directors' proposal for amending the Articles of Association

The Board of Directors proposes to the Extraordinary General Meeting that section 4 of the Articles of Association is to be amended 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 entitles to one vote."

The Board of Directors proposes to the Extraordinary General Meeting that sections 10 and 11 of the Articles of Association are to be changed 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 the 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
- auditors and deputy auditors, if needed."

5. The Board of Directors' proposal for electing an auditing firm as auditor of the company

The Board of Directors proposes to the Extraordinary General Meeting that an auditing firm is to be elected as auditor of the company supplementing the present ordinary auditor.

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

The Board of Directors proposes that Steven Yager, CEO of Artemis Management Systems, Inc is to be elected to the Board of Directors.

#### 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 5, 2000 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 8, 2000, 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 8, 2000, 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 jonna.kuvaja@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 or VAT registration number. Possible powers-of-attorney are requested to be send to the same address before the end of the notification time. Voting tickets will be dealt at the scene of the meeting.

Espoo, November 22, 2000

PROHA PLC  
Board of Directors

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