

PROPOSALS OF THE BOARD OF DIRECTORS FOR THE ANNUAL GENERAL MEETING OF PROHA PLC TO BE HOLD ON 17 MARCH 2011**Resolution on the use of the profit shown on the balance sheet**

Proha's Board of Directors proposes that the profit for the financial year is entered into shareholders' equity and no dividend is paid.

It is noted by the Board of Directors that despite of the positive unrestricted equity shown on the consolidated financial statement of the Group, Proha Plc is currently not holding any distributable earnings due to the accumulated losses from the prior financial years. Therefore, the Board of Directors proposes the accumulated losses to be set off as described below.

Resolution on the remuneration of the auditor

The Board of Directors proposes to the Annual General Meeting that the auditor's fee shall be paid according to the approved invoice from the auditor.

Election of the auditor

The Board of Directors proposes to the AGM the election of Authorized Public Accountant entity Ernst & Young Oy as the company's auditor. Ernst & Young Oy has informed that Authorized Public Accountant Mikko Järventausta will be the auditor in charge.

Amendment of the Articles of Association

The Board of Directors proposes to the AGM that the Articles 1, 3 and 7 shall be amended.

The amended article 1 of the Articles of Association would read as follows:

"1 § Commercial Name

The commercial name of the Company is Dovre Group Oyj.

The parallel company name in English is Dovre Group Plc.

The parallel company name in Swedish is Dovre Group Abp."

The amended article 3 of the Articles of Association would read as follows:

“3 § Field of Business

The field of business of the Company is to practice management consultancy and to produce and market different kind of project management and project planning services. In addition, the Company's field of business is to import, develop, sell and market software and hardware in relation to ICT-sector as well as research, training, publishing and consultancy in connection to the business field. The Company may practice security trading, rent business premises and machinery and equipment in relation thereto, and, produce and sell management services. The Company may own real estate.”

The amended article 7 of the Articles of Association would read as follows:

“7 § Representing the Company

The CEO and the Chairman of the Board of Directors alone or two members of the Board of Directors together represent the Company. In addition, the Board of Directors may authorize or give nominated persons a procuration to represent the Company.

Dissolution of the Unrestricted Equity Fund and reduction of the Share Capital

The Board of Directors proposes to the AGM that the accumulated losses of EUR 11,289,645.91 from the prior financial years shown by the audited financial statements on December 31, 2010 will be set off

- by the dissolution of the whole unrestricted equity fund EUR 4,975,876.91
- by reducing the Share Capital EUR 15,916,854.20 with the amount of EUR 6,313,769.72.

After the decrease the Share Capital of the Company will be EUR 9,603,084.48.

The purpose of the proposal is to set off the accumulated losses from the prior financial years of Proha Plc (the parent company of the Group) which will enable to distribute dividends in the future with the restrictions as set forth in the Limited Liability Companies Act.