

THE TERMS AND CONDITIONS OF THE OPTION PLAN 2010

PROHA STOCK OPTION PLAN 2010

The Board of Directors of Proha Plc has decided on issuing a maximum of 2,450,000 option rights, which are offered deviating from the shareholders' pre-emptive subscription right to the key persons of the Proha Group companies.

Grounds for the deviation from the shareholders' pre-emptive right to subscription exist because the options are intended to encourage the management and key personnel of the Company to work on a long-term basis to increase the shareholder value and to commit them to the Proha Group.

According to the section 5 of the option plan terms, subscription prices for the subscription of the shares are based on the average final daily ratings in the public trading of the share of Proha Plc in the follow-up period.

The exercise period of the option rights for share subscription will commence in steps between years 2010 and 2013 and it will end on February 28, 2017.

If only newly issued shares are used for share subscriptions, the shares subscribed under the Stock Option Plan 2010 constitute a maximum of less than 4.0 percent of the total number of Proha shares after the subscription.

I TERMS AND CONDITIONS OF OPTIONS

1. Number of Options

A maximum of 2,450,000 options shall be issued. The options will be divided into sub-categories A, B and C based on the commencement of their share subscription period. The total maximum numbers of the granted option rights are as follows:

A-series: 900,000 options

B-series: 775,000 options

C-series: 775,000 options

2. Subscription Right

The options will be offered deviating from the shareholders' pre-emptive subscription right to the key persons of the Proha Group companies. The Board of Directors shall decide on the allocation of the options. The Board of Directors shall approve the subscriptions.

Persons eligible to subscribe are such persons who are employed by the Proha Group, as defined by the Board of Directors, and to whom the Company will send a letter confirming their right to participate in the offering. The right to participate in the offering must be proved at the subscription place.

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

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The pre-emptive rights of the Company's shareholders are being deviated from, since the options are intended to encourage the management and key personnel of the Company to work on a long-term basis to increase the shareholder value and commit them to the Proha Group.

The options are given free of charge.

3. Subscription Time and Place and Book-Entry System

Subscriptions with A-series options can be made through August 20, 2010. The Board shall later confirm the subscription period for B- and C-series options.

The place of subscription will be the head office of the Company or other places as informed by the Company and in the manner informed by the Board of Directors.

The Board of Directors can later decide that the stock options shall be issued in the book-entry system. In this case, the Board will decide on the relevant procedure and schedule. The stock options will be entered into the book-entry account of the option holder before the commencement of the option class-specific share subscription periods. The options concerned are under the restriction in Section 7 below, which will be registered in the book-entry system as a restriction concerning all the stock options. The transfer and other restrictions relating to the stock options referred to in Section 7 below can be registered by the Company in the book-entry account of the option holder without the consent of the option holder. The Company also has the right to transfer the stock options of the option holder to a book-entry account designated by the Company without the consent of the option holder to implement the restrictions mentioned under Section 7 below.

II TERMS AND CONDITIONS OF SHARE SUBSCRIPTION

4. Right to Subscribe for Shares

Each option will entitle the holder thereof to subscribe for one new Proha share. The Board of Directors shall have, however, the right to determine that existing shares held by the Company are used for share subscriptions after the record date for dividends each year.

5. Share Subscription Price and Subscription Period

A-series:

- the subscription price is the average rating in 2010 Q1
- the subscription period is March 1, 2012 - February 28, 2015

B-series:

- the subscription price is the average rating in 2011 Q1
- the subscription period is March 1, 2013 - February 28, 2016

C-series:

- the subscription price is the average rating in 2012 Q1
- the subscription period is March 1, 2014 - February 28, 2017

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.

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Unless the Board of Directors otherwise decides, the total amount of the subscription price will be recorded in the fund for invested non-restricted equity.

6. Booking of Shares on Book-Entry Accounts

Subscribed and fully paid shares will be booked on the book-entry accounts of the subscribers.

7. Transfer Restriction and Obligation to Offer for Redemption

Option rights, 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 option rights are freely transferable.

Should the subscriber's employment at the Proha Group or its subsidiaries terminate for a reason other than retirement or death or should a notice for termination be served, Proha Plc may, on the basis of the decision by the Board of Directors to such effect, redeem without consideration and the subscriber is also obliged to convey the options of such subscriber to the extent the exercise period of the options has not commenced before the termination of employment or the service of the notice for termination. Alienation of the stocks shall be judged to be effective with an immediate effect based on the decision of the Board unless a subscriber's contribution is required for some specific reason. 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 or subscriber's book-entry account to a book-entry securities account or to a third party designated by the Board of Directors.

8. Shareholder Rights

The shares subscribed with options shall entitle subscribers to dividends or other assets for the financial year during which the shares were subscribed. Other shareholder rights shall commence once the issuance of new shares has been entered into the Trade Register.

If existing shares held by the Company are used for share subscriptions, those shares shall have all shareholder rights and dividend rights from the exercise date.

9. Issuances of Shares, Options or Other Special Rights Prior to Share Subscription

In the event that, before the share subscription, the Company decides to issue new shares or stock options or other special rights in accordance with shareholders' pre-emptive rights, the option holder shall have the same or equal right as a shareholder. Equal rights shall be affected 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.

10. Option Holder's Rights in Certain Events

In the event that, before the share subscription, the Company decides to cancel existing shares held by the Company, this shall not affect the right to exercise stock 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 affected in a manner decided by the Board of Directors of the Company

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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.

In other cases, acquisition or the redemption of the Company's own shares or stock options or other special rights entitling to shares by the Company, shall not affect the position of stock option holders.

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 it shall give the option holder the right to subscribe for options issued, under the similar terms and conditions, by the acquiring company or the company to be formed in a combination merger or demerger on the same principles as 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 change 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

11. Applicable Law and 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.

12. Order of Priority

In the event of conflict, the Finnish language version of these terms and conditions shall prevail.

13. Other Matters

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.