

ANNUAL REPORT JULY 1, 1998 - JUNE 30, 1999



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INFORMATION FOR SHAREHOLDERS

SHAREHOLDERS' MEETING

The annual shareholders' meeting of TJ Group Plc for the fiscal year July 1, 1998- June 30, 1999 will be held on Friday, October 22, 1999 at 9:00 a.m. at Innopoli in Tekniikantie 12, 02150 Espoo, Finland. Registration for the meeting and the distribution of ballots will begin at 8:30 a.m.

Shareholders who, by October 15, 1999 have been registered as holders of record in the company's shareholder register, as maintained by the Finnish Central Securities Depository, may participate in the meeting. Shareholders whose shares are not held in book entry form may also participate in the meeting, provided they have been recorded in the company's register of shareholders by February 23, 1999. At the meeting, these shareholders will be required to present share certificates or other proof that the shares in question have not been recorded in book entry account.

Shareholders wishing to participate in the shareholders' meeting must notify the company of their intent on Monday, October 18, 1999 at 4:00 p.m. Finnish time at the latest. Notices may be sent in writing to TJ Group Plc, Att: Minna Koivisto, Piispanportti 5, 02240 Espoo, Finland. Notices can also be phoned in to +358 9 6133 7615, or faxed to +358 9 6133 7650, or e-mailed to minna.koivisto@tjgroup.com. Documents must arrive by the above date. Notices should be accompanied by possible proxies.

DIVIDEND

The Board of Directors has decided to propose to the annual shareholders' meeting that no dividend be paid out, and that the fiscal year 1998-1999 net profit of EUR 478,919 be retained in the retained earnings account in its entirety for use in further corporate development and business acquisitions.

FINANCIAL REPORTS IN THE FISCAL YEAR 1999-2000

Sep 15, 1999	Annual Report 1998-1999
Nov 2, 1999	Interim Report, July through September 1999
Feb 2, 2000	Interim Report, July through December 1999
May 4, 2000	Interim Report, July 1999 through March 2000

The fiscal year 1998-1999 Annual Report will be published during the week of October 4, 1999. Interim Reports will be published at 10:30 a.m. Finnish time. Financial reports are also posted on TJ Group's Internet pages at <http://www.tjgroup.com>.

REQUESTING FINANCIAL REPORTS

Financial reports are published in Finnish and English. Requests for reports may be mailed to TJ Group Plc, Communications, Mikonkatu 8 A, 00100 Helsinki, Finland. Requests can also be phoned in to +358 9 6133 7615, faxed to +358 9 6133 7650, or submitted through TJ Group's Internet pages at <http://www.tjgroup.com>.

INVESTOR RELATIONS CONTACTS

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fax +358 9 6133 7650, e-mail: minna.koivisto@tjgroup.com

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TJ GROUP IN BRIEF

TJ Group was founded in 1987 and was listed on Helsinki Exchanges on March 15, 1999. Today, the TJ Group corporation is one of the foremost suppliers of electronic business and communications solutions in the Nordic countries, and its expertise covers the width and breadth of electronic business. The corporation's pro-forma net sales, which were EUR 16.2 million for the fiscal year ending June 30, 1999, grew 94 percent in comparison to the previous fiscal year. The corporation's pro-forma operating profit was EUR 1.8 million, or 131 percent higher than last year. On June 30, TJ Group had 220 employees.

The corporation's home market covers Finland, Sweden, Norway and Denmark, where products and services are sold through TJ Group's own sales organizations. TJ Group has offices in Espoo, Helsinki, Tampere, Vaasa, Kajaani, Raahе, and Turku (Finland), as well as Stockholm (Sweden) and Oslo (Norway).



STRATEGY

The TJ Group strategy includes the strategy's framework, the vision, the mission, and the strategy itself.

FRAMEWORK

- The Internet markets are growing remarkably faster than the IT market in average. The growth is estimated to continue at least ten more years.
- As the customer organizations increasingly transfer their processes to the web, the Internet technologies will become part of the organizations' business processes instead of being just support functions.

VISION

In our vision, networks, and especially the Internet, will change the way business is being conducted. Internet growth in Europe will be dramatic. It will have a profound effect on industries and organizations in all walks of life.

The changing business paradigm and the sheer force of change will create enormous opportunities for organizations that are skillful enough to take advantage of the change.

The change has five stages:

- building the infrastructure
- developing the software and services
- developing the information content of the systems
- improving the retail and trade
- re-orienting the business operations

Every stage of the change offers opportunities to be utilized.



MISSION

TJ Group's target is to become the leading electronic business and communications solutions provider in Northern Europe and a major player in building European electronic business and communications.

STRATEGY

We will provide a full range of electronic business and communications products and services: IT services, business applications and services, electronic commerce applications and services, new media applications and services, and interactive communication applications and services.

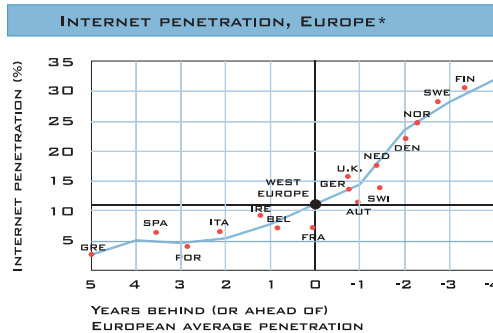
TJ Group will seek business growth aggressively. In Scandinavia, this will take place through organic growth and acquisitions, and in other parts of Europe, through acquisitions and consortiums. Founding of new subsidiaries is also possible. At first, growth will be sought after in countries where the Internet penetration is highest.

The leading delivery model for products and services offering is customer orientation. TJ Group is continually introducing new products and services, part of which are also directed at vertical customer segments. Identifying and utilizing new technologies, such as wireless solutions and advanced intranet and extranet systems, is also an essential part of the TJ Group strategy.

MARKETS AND SERVICES

ALL WEB BUSINESS SOLUTIONS

TJ Group operates on the rapidly expanding Internet, intranet and extranet markets, on which it is one of the most important web business solution providers in the Nordic countries. TJ Group's goal is to be the leading provider of electronic business solutions in the Nordic countries and a significant player in the development of electronic business in Europe. After the acquisitions made in the fiscal year 1998-1999, TJ Group can now offer its customers all web business solutions: electronic communications, new media, electronic business, business applications and system integration products and services. Thus, the company can deliver almost all Internet, extranet and intranet products that the customer organizations need, including the related consulting, programming, application development, implementation, maintenance and support services, and the



strategic, visual and content design.

Controlling the entire service chain is unique not only in Finland but also in the overall Nordic area.

TJ GROUP MARKETS

The main market area of TJ Group consists of the Nordic countries, in which the corporate growth is based in acquisitions in addition to organic growth. The Nordic Internet markets are growing steadily, and the acquisitions are means of strengthening the geographical coverage and knowledge base of the company as well as acquiring critical mass for delivering electronic business solutions. The Internet penetration in the Nordic countries is markedly high and the markets are focusing on advanced solutions. In other parts of Northern Europe, the Internet penetration will reach the same level only after few years, so the company is first focusing on growth in its Nordic home markets. As TJ Group grows, it gains economies of

scale in product development, customer base and operations, for example. When the company has reached the desired position in the home markets by acquisitions and organizational arrangements, it will be able to expand operations outside the home markets using acquisitions and utilizing the operational concept already in use in the Nordic countries.

Even though the sales in Finland are expected to increase, the share of the Finnish sales from the entire company's sales is expected to diminish as TJ Group grows.



*Source: IDC 1998

TJ GROUP SERVICE CONCEPT

Companies will invest more and more in electronic business as the web business develops; web infrastructure will get three times the investment of mere Internet pages, and the business applications and administration will get twice the investment of the infrastructure. Investments in advanced electronic business processes, then, are significantly larger.

Modern web business requires management of larger wholes and sets new requirements for the solution providers, thus changing the simple customer-supplier relationship to a real partnership. The supplier is expected to understand the customer's business operations and to have specialist knowledge on web business along with the required know-how and resources.

TJ Group's products and services developed for improving business processes include the company's own products and product families, projects, customized solutions, and related services mostly in IBM Lotus Domino and Microsoft BackOffice environments. TJ Group strives to be at the head of the development in its field and to identify and utilize the relevant trends - for example, wireless applications and functional intranets and extranets - in its product development as early as possible. The solutions offered by TJ Group support processes in administration, communications, quality management, sales, customer service and support, and resource management. In TJ Group product family, the communications, sales, and customer service and sup-

port systems are integrated with workflow management, resource management and information management. The functionality also includes the quality process management, project and resource management, as well as administrative process support in both business and public administration.

TJ Group's web business services include, for example, electronic communications solutions covering web communications, marketing communications and consulting products and services. The new media and electronic commerce solutions include interactive web services, customer management, and web business concepts such as web media and stores, and their development. The electronic commerce and business application solutions cover, in addition to customer and customer service management, the management of quality processes, project resources, information resources, personnel resources, and communications processes as well as customized business process solutions. These business solutions are supported by information technology services covering consulting, application development, training, support and hosting.



MANAGING DIRECTOR'S REVIEW



Jyrki Salminen, Managing Director

A FISCAL YEAR CHARACTERIZED BY REMARKABLE CHANGE

The past fiscal year was unique in TJ Group Plc's history in many ways. Robust expansion in personnel and business activity, organizational changes, business acquisitions, listing on Helsinki Exchanges and many changes brought about by growth all added up to new challenges and opportunities for our organization. In the course of the fiscal year, we were, in fact, able to turn the TJ Group corporation into an international organization that is an expert in all facets of electronic commerce, and whose products and services are used in a marketplace that extends far beyond our Nordic home market.

The corporation's March 15, 1999 listing provided it with additional funding required for growth, made the TJ Group name even more recognizable, and expanded the company's ownership base. This listing also furnished TJ Group with the type of stable base of operations expected by large customer organizations; an increasing number of the systems we deliver are deemed mission critical by our customers. Thanks to the listing, we were also able to arrange for a share offering to our employees and

for employee share options, which facilitate tangible rewarding of employees.

The fiscal year 1998-1999 also brought significant changes to corporate personnel. As a result of business acquisitions, we gained 108 new employees. Recruiting added another 24, whereby the corporation's personnel grew by a total of 132 percent from the previous fiscal year. The fusing of different corporate cultures and many organizational changes, coupled with rapid growth, have required an abundance of flexibility and adaptability of TJ Group personnel. Human resources are among the key assets of TJ Group Plc and are to receive particular attention in the future as well. Along with the various changes, we have also begun to work on our management policies and to pay special attention to employees' work environment, incentives and personal development dialog, and we have also continued to evaluate employees' job satisfaction. The results of our employee satisfaction surveys have rallied us to continue with the development programs underway and they have been encouraging in the light of the rapid organizational change.

LOGICAL EXECUTION OF CORPORATE STRATEGY

The corporation's pro-forma net sales grew by 94 percent during the past fis-

cal year, to EUR 16.2 million, while proforma operating profit grew 131 percent to EUR 1.8 million. Growth in net sales and operating profit has met with expectations and has, therefore, been quite satisfactory. We expect the future annual growth to be over 50 percent. The corporation's employee base also grew as planned, which is a very favorable result considering the competitiveness of the industry.

Throughout its history, since 1987, TJ Group has endeavored to grow in a controlled manner and to cover an increasing portion of the electronic commerce solutions universe. In fact, our Finnish market position now rests on a very solid footing and we started to aggressively expand in other Nordic countries as well during the fiscal year.

During the fiscal year 1998-1999, we also enhanced our overall expertise by buying Acura Systems Oy in Finland, a software house specialized in Java programming; Reston AB in Sweden, a provider of electronic business applications and comprehensive solutions; and Key-Partners Oy in Finland, a company specialized in new media; and by investing resources in product development and customer-oriented operations. Internet technologies became more focal during the fiscal year and new products and services were launched. The corporation's customer focus was promoted by introducing a new line organization divided into four groups based on customers' lines of business: IT and telecommunications solutions; Service, Trade and Finance solutions; Industrial sector solutions; and Public sector solutions. This new organizational structure enables us to muster our resources so as to even better respond to the needs of customers. This structure was introduced in Finland at the end of the fiscal year and is scheduled to be implemented in other Nordic countries in the near future.

POSITIVE DEVELOPMENT CONTINUES

We will continue our controlled and profitable growth during the current fiscal year. In the Nordic region, we will strive

for economies of scale, which will allow us to utilize the achievements of our product development team in multiple markets and to bring critical expertise to bear across national borders. We will continue to carry out business acquisitions which support TJ Group's strategic aims, especially in the Nordic region. We will also continue to invest resources in the promotion of customer focus in our operations and we will launch products which are increasingly customized for our various customer segments.

The robust growth of the Internet market and markets for new, for example wireless, solutions create opportunities for targeting products and services to entirely new market segments. Moreover, thanks to a more advanced network infrastructure in the Nordic region than in the rest of Europe, we can develop services and products which cannot yet be efficiently developed and employed outside of the Nordic countries. This, in turn, will provide TJ Group with a strong upper hand in the European market in a few years' time, given that the most important selection criteria for systems products, after all, are the reliability of the product, its provider's ability to perform, and the provider's expertise.

Finally, I would like to thank our shareholders for the confidence they have shown in TJ Group and the business strategy it has decided to pursue. As owners of TJ Group, you have invested in an interesting industry at a time when the companies making the right strategic choices will face the fastest growing markets in modern history and will enjoy commensurate corporate growth prospects. An equally emphatic expression of appreciation goes to our skilled personnel, with whom I am pleased and privileged to work.



JYRKI SALMINEN

**CORPORATE
STRATEGY WAS
EXECUTED
CONSISTENTLY**

KEY FIGURES



	6/1999	6/1998	Consolidated 6/1997	Parent Company 6/1996	6/1995
KEY FIGURES (EUR MILLION)					
Net sales	11.2	8.3	5.0	2.8	2.0
Net sales, change %	34%	66%	79%	40%	75%
Operating profit	1.0	0.8	0.5	0.5	0.3
% of Net sales	9%	9%	10%	19%	15%
Profit before extraordinary items, reserves and taxes	1.0	0.7	0.5	0.5	0.3
% of Net sales	9%	9%	10%	18%	14%
Profit before reserves and income taxes	1.0	0.7	0.5	0.5	0.3
% of Net sales	9%	9%	10%	18%	14%
Return on equity, %	19%	36%	37%	61%	61%
Return on investment, %	25%	45%	41%	58%	101%
Interest bearing net debt	0,8	0,7	0,4	0,3	0,3
Net debt to equity (Net Gearing)	-38%	-7%	15%	10 %	53%
Equity ratio, %	55%	36%	36%	39%	37%
Capital expenditure	1.9	0.5	0.7	0.2	0.2
% of Net sales	17%	7%	14%	8%	8%
Research and development expenditure	1.7	1.2	0.6	0.4	0.3
% of Net sales	16%	14%	12%	16%	16%
Personnel at the end of the period	220	95	50	16	11
Personnel average	113	73	50	16	11
SHARE-RELATED INDICATORS (EURO)					
Earnings/share	0.17	0.10	0.10	0.12	0.07
Shareholders' equity/share	1.17	0.37	0.33	0.25	0.15
Dividend/share	0	0.05	0.05	0.04	0.02
Dividend/earnings, %	0	51%	49%	31%	21%
Price/earnings	99.3				
Lowest trading price of the share	10.80				
Highest trading price of the share	17.75				
Average trading price of the share	12.31				
Market value of all shares at the end of the period, EUR million	77.1				
Amount of traded shares, pcs	1,534,577				
Amount of traded shares, %	47%				
Weighted average number of shares during the period	3,239,368	150	150	150	150
Number of shares at the end of the period	4,665,578	150	150	150	150

THE YEAR IN BRIEF

SEPTEMBER 1998

TJ Group acquired an additional 20 percent of its subsidiary Dataunit Consulting Oy.

NOVEMBER

Microsoft Corporation approved the use of a "Designed for Microsoft BackOffice" logo for TJ Group's TJ HelpDesk software to signify its compatibility with the Microsoft NT Server and Microsoft BackOffice environments.

DECEMBER

TJ Group agreed to acquire all outstanding shares of Finnish JR-Systeemit Oy, specialized in workflow management systems.

JANUARY 1999

Based on a resolution of an extraordinary shareholders' meeting held on January 25, 1999, TJ Group was converted into a public company.

FEBRUARY

The prospectus for TJ Group Plc's initial public offering was published on February 25.

MARCH

TJ Group Plc's initial public offering commenced on March 1. A TJ Group Plc shareholders' meeting of March 7, 1999 approved a share issuance. Subsequent to the issuance, the company had 3,501,000 shares outstanding. The shares were first quoted on Helsinki Exchanges Pre List on March 15 and on the NM List on March 17.

TJ Group and ABB entered into a frame agreement authorizing unlimited use of TJ ApplicationSuite software by ABB's Finnish affiliates in the ABB intranet environment.

The City of Espoo, Finland, commissioned a case management and workflow system and the related startup services from TJ Group. The first stage of the contract amounted to about EUR 202,000.

TJ Group's Norwegian subsidiary, TJ Solutions AS, and Tine Norske Meierier BA agreed on delivering and implementing TJ IntraSuite software. The contract was valued at NOK 1.5 million.

APRIL

The leading insurance company in the Nordic countries, the Skandia Group, and a Dutch food industry group, Nutreco ARC, purchased about EUR 252,000 worth of TJ PlannerSuite software licenses with related services for their Swedish, Norwegian, Spanish, Dutch and Danish locations.

MAY

TJ Group released new versions of its Lotus Domino R5 based TJ ApplicationSuite and TJ IntraSuite products. The products also included a new solution for the construction and management of corporate portals.

TJ Group purchased Acura Systems Oy, a Finnish company specialized in Java programming for electronic commerce and WAP solutions.

JUNE

TJ Group signed an agreement to purchase Swedish Reston AB, which provides Internet, intranet, and extranet solutions. The purchase price was paid in TJ Group shares and an extraordinary shareholders' meeting authorized the related increase of TJ Group's share capital to EUR 682,471 on June 14.

UPM-Kymmene placed an order for a TJ Group intranet system and a user's license for the TJ Quality application. The value of the first stage of these projects is over EUR 168,000.

TJ Group acquired KeyPartners Oy, a specialist in new media business strategies and communications solutions. KeyPartners was purchased with TJ Group shares and TJ Group's share capital was increased to EUR 768,043.

TJ Group's subsidiaries, Dataunit Consulting Oy, TJ Asianhallinta Oy and JR-Systeemit Oy, were merged with the parent company and, as consideration for the merger, TJ Group's share capital was increased to EUR 784,694.

POST FISCAL YEAR EVENTS

The corporation's extraordinary shareholders' meeting of October 5, 1999 decided to change the company name to TJ Group, the corporation's traditional marketing name.

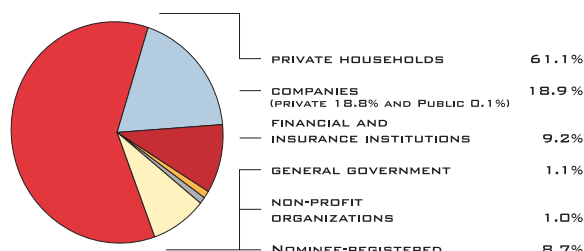


SHARES AND SHAREHOLDERS

INITIAL PUBLIC OFFERING

The initial public offering of TJ Group Plc commenced on March 1, 1999. The issue price per share was EUR 8.50 for institutional and individual investors and EUR 7.65 for company personnel.

SHAREHOLDERS BY CATEGORY ON JUNE 30, 1999
(% OF SHARE CAPITAL)



The shareholders of TJ Group Plc approved the issuance of 501,000 new common shares at a shareholders' meeting that was held on March 7, 1999. At the same time, the owners of TJ

Group Plc also decided to sell 450,000 existing shares. Following the public offering, the company had 3,501,000 shares outstanding. The 951,000 shares available in the initial public offering were distributed among 4,500 new shareholders as follows: 450,000 shares to institutional buyers, 435,000 shares to individual investors, and 66,000 shares to company personnel. The shares were first quoted on Helsinki Exchanges Pre-List on March 15 and on the NM List on March 17, 1999.

SHARE CAPITAL AND SHARES

The share capital of TJ Group Plc was FIM 4,665,578 (EUR 784,694) on June 30, 1999. According to its Articles of Association, TJ Group Plc can have a minimum share capital of FIM 3,000,000 (EUR 504,564) and a maximum share capital of FIM 12,000,000 (EUR 2,018,255). Share capital may be increased or reduced within these limits without amending the Articles of Association. TJ Group's share capital was increased three times between the date of the initial public offering and the end of the fiscal year. A June 14, 1999 shareholders' meeting granted a one-year authorization to the company's Board of Directors to take one or more convertible loans, to grant option rights, and/or to decide on an increase of share capital by one or more new issues.

Each common share has a par value of FIM 1.00 (EUR 0.17) and carries one vote. All shares are entitled to receive a dividend for the fiscal year extending from July 1, 1998 to June 30, 1999.

TRADING INFORMATION

The total Helsinki Exchanges trading volume in TJ Group Plc shares between March 15 and June 30, 1999 was EUR 18,896,107. The highest quotation was EUR 17.75 and the lowest EUR 10.80. The closing price on June 30, 1999, the last day of the fiscal year, was EUR 16.40. The average share price for the fiscal year was EUR 12.35. The market value of TJ Group's common shares was EUR 77.1 million on June 30, 1999.

DIRECTORS' AND EXECUTIVES' SHARE HOLDINGS

The members of the Board of Directors, the Managing Director, and the Deputy Managing Director of TJ Group Plc held a total of 1,757,800 shares on June 30, 1999, accounting for 37.7 percent of the outstanding shares and votes.

EMPLOYEE AND EXECUTIVE OPTIONS

An extraordinary shareholders' meeting held on July 3, 1999 approved a Board proposal regarding options to be issued to TJ Group executives and employees. These options apply to the purchase of a total of 72,000 TJ Group shares starting (A) May 1, 2001, (B) May 1, 2002, and (C) May 1, 2003, respectively. All options expire on May 31, 2005. The option price is EUR 8.50 per share. Share capital may only be increased by FIM 72,000 (EUR 12,110) as a result of the exercise of the options.

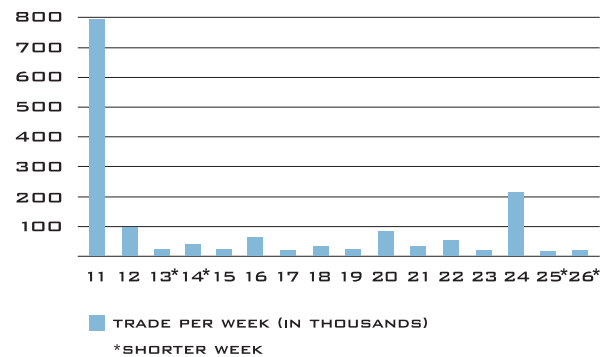
BREAKDOWN OF SHARE OWNERSHIP ON JUNE 30, 1999

Number of shares	Number of shareholders	% of shareholders	Total number of shares	% of number of shares
1-100	1,143	52.4	107,894	2.3
101-1,000	892	40.9	280,393	6.0
1,001-10,000	118	5.4	340,536	7.3
10,001-100,000	19	0.9	582,918	12.5
over 100,000	6	0.3	2,947,616	63.2
Total	2,178	99.9	4,259,357	91.3
Nominee-registered shares	3	0.1	406,221	8.7
Total	2,181	100.0	4,665,578	100.0

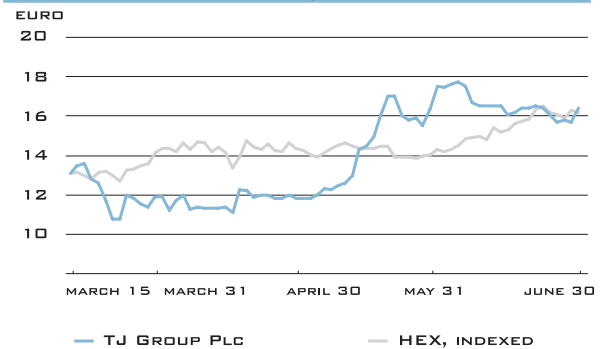
LARGEST SHAREHOLDERS ON JUNE 30, 1999

	Shares	% of share capital
1. ICL Data Ltd.	795,000	17.0
2. Tilman Tuomo	785,500	16.8
3. Salminen Jyrki	785,500	16.8
4. Karttunen Kai	199,583	4.3
5. Heikkilä Olli	198,033	4.3
6. Montonen Markku	184,000	4.0
7. Numminen Heikki	99,018	2.1
8. Gyllenberg Optimum Fund	65,000	1.4
9. Evli Select Mutual Fund	46,700	1.0
10. Gyllenberg Small Firm Fund	41,000	0.9
11. Lehtinen Ilkka	36,270	0.8
12. Koivunen Valtteri	36,270	0.8
13. OP-Delta Mutual Fund	30,990	0.7
14. Gyllenberg Momentum Fund	30,000	0.7
15. Leonia Small Cap Fund	24,850	0.5
16. Evli Mix Mutual Fund	22,150	0.5
17. Pohjola Life Assurance Company Ltd.	20,800	0.4
18. Gyllenberg Finlandia Fund	20,000	0.4
19. OP-Euro Osake Mutual Fund	20,000	0.4
20. OP-Pirkka Mutual Fund	15,500	0.3
Nominee-registered shares	406,221	8.7
Other shareholders total	803,193	17.2
TOTAL	4,665,578	100.0

NUMBER OF SHARES TRADED ON HELSINKI EXCHANGES, MARCH 15 - JUNE 30, 1999



SHARE QUOTATIONS ON HELSINKI EXCHANGES, MARCH 15 - JUNE 30, 1999



SHARE-RELATED INDICATORS (EURO)

	Consolidated			Parent Company	
	6/1999	6/1998	6/1997	6/1996	6/1995
Earnings/share	0.17	0.10	0.10	0.12	0.07
Shareholders' equity/share	1.17	0.37	0.33	0.25	0.15
Dividend/share	0	0.05	0.05	0.04	0.02
Dividend/earnings, %	0	51%	49%	31%	21%
Price/earnings	99.3				
Lowest trading price of the share	10.80				
Highest trading price of the share	17.75				
Average trading price of the share	12.31				
Market value of all shares at the end of the period, million euro	77.1				
Amount of traded shares, pcs	1,534,577				
Amount of traded shares, %	47%				
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BOARD OF DIRECTORS AND EXECUTIVE BOARD

MEMBERS OF THE BOARD

Chairman of the Board
Tuomo Tilman
TJ Group Plc

Yrjänä Ahto
Director, Operational Services Division
ICL Data Oy

Heikki Honkio
Director, Technology
ICL Data Oy

Jyrki Salminen
Managing Director
TJ Group Plc

DEPUTY MEMBERS OF THE BOARD

Matti Järvinen
Director, Finance
ICL Data Oy

Markku Montonen
Deputy Managing Director
TJ Group Plc

EXECUTIVE BOARD

Jyrki Salminen
Managing Director

Markku Montonen
Deputy Managing Director

Bo Eklund
Managing Director
Reston AB

Olli Heikkilä
Managing Director
KeyPartners Oy

Thomas Hood
Director, IT and telecom solutions

Mauri Kemppainen
Managing Director
Acura Systems Oy

Peter Kronbladh
Managing Director
TJ Solutions AB

Timo Lampola
Product Development Director

Ilkka Lehtinen
Director, Public Sector solutions

Stein Arne Normann
Managing Director
TJ Solutions AS

Ari Pajula
Customer Service Director

Anneli Saarikoski
Financial Director

Terttu Vainio
Marketing Director

Marco Ylitörmä
Director, Industrial Sector solutions

AUDITOR AND DEPUTY AUDITOR

Stig-Erik Haga, Authorised Public Accountant

Tilintarkastajien Oy - Ernst & Young
Authorised Public Accountants



TJ Group Plc Board of Directors, from the left:

Jyrki Salminen, Heikki Honkio, Tuomo Tilman, and Yrjänä Ahto

BOARD OF DIRECTORS' REPORT

TJ GROUP AIMS HIGH

The TJ Group corporation seeks to become the most significant Nordic provider of comprehensive electronic business solutions, as well as a notable provider to the overall European market. The corporation pursues these goals through

- organic growth and business acquisitions
- buildup of critical mass in product development, customer base and product delivery capabilities
- investment in areas of future growth, i.e. advanced intranet and extranet solutions and wireless technology
- targeting customer organizations vertically for sales of products and services
- international expansion along with the general proliferation of Internet technology

During the fiscal year 1999, TJ Group put its business strategy into action faster than it expected and underwent a major change. The corporation's strategic actions included

- the acquisition of JR-Systeemit Oy in December 1998
- the listing of its shares in Helsinki Exchanges in March 1999
- the acquisition of Acura Systems Oy in May 1999
- the introduction of a new line of Internet products in May 1999
- the acquisition of Reston AB in June 1999
- the acquisition of KeyPartners Oy in June 1999

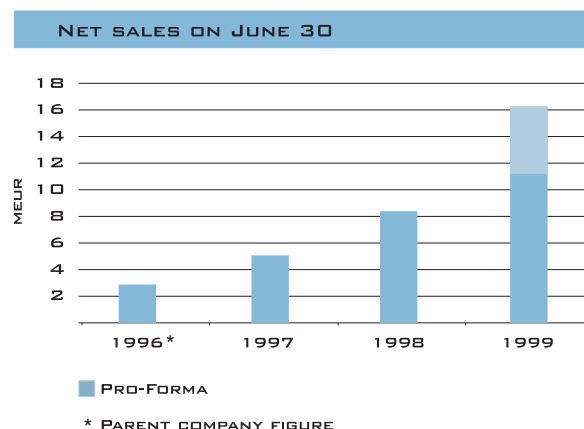
Through business acquisitions, TJ Group more than doubled its number of employees in less than six months, and attained significant capacity to serve the Swedish market as well as increased its

technological expertise in many areas of Internet technology. Within a short period of time, it became the largest comprehensive provider of Internet solutions in Finland with expertise in all related areas from new media to information technology services. These changes were also reflected in the corporation's financial statement and pro-forma figures, of which the pro-forma figures include all acquisitions as if acquired at the start of the fiscal year. The pro-forma figures paint a clearer picture of the true size of the corporation.

TJ Group will continue to carry out its chosen strategy through the fiscal year 1999-2000.

NET SALES

During the fiscal year, TJ Group Plc's net sales grew to EUR 11.2 million, which represents a 35 percent increase from the previous year. The corporation's pro-forma net sales was EUR 16.2 million. Looking at the corporation's net sales, the sales of TJ Group's propri-

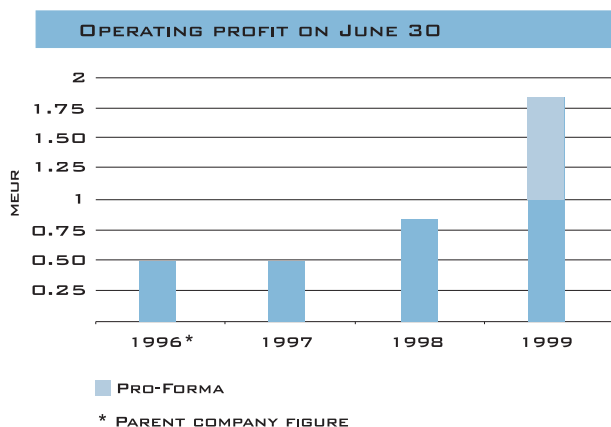


etary products and services continued to grow faster than retail sales of other goods and services. The sales of new media and electronic business products and services grew particularly strongly, while more traditional information technology services grew at a more moderate pace.

Of TJ Group's total net sales, EUR 9.6 million (EUR 7.4 million during fiscal July 1, 1997 through June 30, 1998), or 85 percent (89%), came from Finnish companies, while EUR 1.6 million (EUR 0.9 million), or 15 percent (11%), was derived from other Nordic companies. Of pro-forma sales, Finland accounted for 75 percent and other Nordic companies for 25 percent.

FINANCIAL PERFORMANCE

The fiscal year 1999 marked the best financial performance in TJ Group's history. Particularly the performance of businesses acquired towards the end of the fiscal year exceeded expectations. Operating profit for the fiscal year was EUR 1.0 million (EUR 0.8 million), which was up 33 percent from last year. The corporation's pro-forma operating profit was EUR 1.8 million. Robust demand for new media and electronic business solutions was the main contributor to the corporation's strong financial performance.



Fiscal-year profit before taxes was EUR 0.8 million (EUR 0.7 million). This represents 9 percent growth from the previous year. The corporation's pro-forma profit before taxes was EUR 1.5 million. Net profit for the fiscal year was EUR 0.4 million (EUR 0.3 million), growing 36 percent from the previous year. Pro-forma net profit totaled EUR 0.9 million.

INVESTMENTS

TJ Group's most significant investments during the fiscal year were the redemptions of minority interests in Dataunit Consulting Oy and TJ Asianhallinta Oy, and the acquisition of JR-Systemit Oy, Acura Systems Oy, Reston AB and Key-Partners Oy. These business acquisitions significantly reinforced TJ Group's expertise and resources in electronic business solutions and products.

Other investments were related to fixed assets purchased as replacements or to support corporate growth. Gross investments during the fiscal year totaled EUR 1.9 million, or 17 percent of net sales (EUR 0.5 million, or 6% of net sales).

TJ Group's research and development expenses for the fiscal year were EUR 1.7 million (EUR 1.2 million), or 16 percent (14%) of net sales.

The corporation continued to invest heavily in its personnel, management systems and TJ Group's research and development. These investments were recorded as expenses in accordance with the corporation's accounting policies.

FINANCING

TJ Group's financial situation was further strengthened by share offering in March 1999, and by subsequent listing on Helsinki Exchanges. The corporation's liquidity remained good, and the liquid funds at the end of the fiscal year were EUR 2.9 million.

HUMAN RESOURCES

TJ Group provided employment to 220 persons at the end of the fiscal year. The number of employees increased by 125 during the year. The average number of employees was 113.

CONTINGENT LIABILITIES

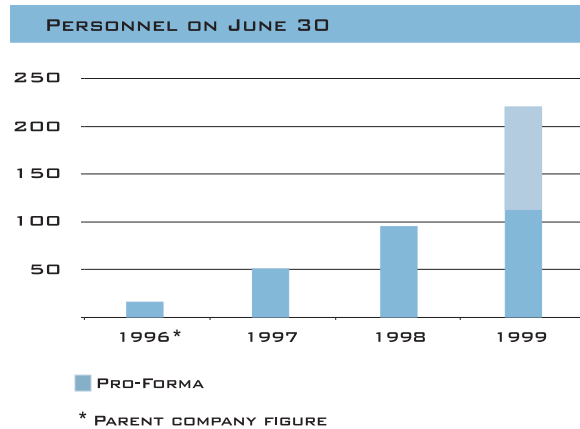
The corporation's contingent liabilities at the end of the fiscal year were EUR 0.7 million, of which leasing liabilities were EUR 0.5 million and rental liabilities EUR 0.2 million. The corporation has given mortgages of EUR 0.5 million as pledges for own debt.

CHANGES IN LEGAL STATUS AND SHARE CAPITAL

Pursuant to the resolution of a January 25, 1999 extraordinary shareholders' meeting, TJ Tieto Oy was converted to a public company called TJ Tieto Oyj in Finnish and TJ Tieto Plc in English.

On June 30, 1999, there were 4,665,578 TJ Group Plc shares outstanding and the company's share capital was FIM 4,665,578 (EUR 748,694). The company had only one series of common shares outstanding.

On June 14, 1999, TJ Group's extraordinary shareholders' meeting resolved to increase the company's share capital from FIM 3,501,000 (EUR 588,826) to FIM 4,057,788 (EUR 682,471) in connection with the acquisition of the Swedish Reston Group, paid for in common shares. This shareholders' meeting also authorized the company's Board of Directors to take one or more convertible loans, to grant option rights and/or to decide on an increase of share capital through one or more new issues. This authorization covers a maximum of 700,200 new shares at FIM 1.00 (EUR 0.17) par value each. When the Finnish KeyPartners was acquired, the Board of



Directors decided to increase TJ Group's share capital to FIM 4,566,578 (EUR 768,043) pursuant to its authorization. Share capital was further increased at the end of the fiscal year to FIM 4,665,578 (EUR 784,694) when certain TJ Group subsidiaries were merged into the parent company and the new shares were tendered as merger consideration. No other use was made of the Board's authorization during the year.

DIVIDEND

TJ Group Plc's Board of Directors will propose at the company's annual general meeting in October 22, 1999 that no dividend be paid out. The Board will further propose that net profit of EUR 478,919 for the fiscal year 1998-1999 be retained in the retained earnings account in its entirety for use in further corporate development and business acquisitions.

**THE BEST
FINANCIAL
PERFORMANCE IN
TJ GROUP'S
HISTORY**

**POST FISCAL YEAR EVENTS
AND OUTLOOK FOR FISCAL
1999-2000**

TJ Group's Nordic business continues to grow strongly, helped along by customer investment in electronic business solutions. As electronic business expands at a vigorous pace, demand related to traditional information technology is expected to be moderate during the first half of the fiscal year. However, the second half of the fiscal year should see a pickup in the demand for traditional information technology as customer organizations begin to make investments delayed or displaced by Y2K and euro projects.

After the end of the fiscal year, TJ Group expanded its business by purchasing the Norwegian ScaNet AS specialized in electronic business, thereby attaining critical delivery capabilities and a strong competitive position in the Norwegian market.

TJ Group has also continued to carry out its business strategy by investing heavily in electronic business product development. TJ Group will introduce several new Internet products during 1999 and 2000. New products include TJ Publisher publishing tool for the Internet, a TJ Gate portal product for intranets and extranets, and the first wireless versions of TJ Group's ApplicationSuite, PlannerSuite and IntraSuite product lines.

Business acquisitions will also continue during 1999-2000, in keeping with TJ Group's corporate strategy. Acquisitions will focus on electronic business organizations in all Nordic countries. Particularly, TJ Group will invest in enhancing its ability to comprehensively serve its Swedish, Norwegian and Danish customers. TJ Group also studies opportu-

nities to expand its market area beyond the Nordic region during the current fiscal year.

TJ Group believes that its net sales for the current fiscal year will grow by 50 percent while profitability will remain at the level achieved during the fiscal year 1998-1999. As every year, the corporation's profitability during the year's first quarter is expected to be weaker than during the remaining quarters due to employee vacations, merger expenses related to the Finnish subsidiaries, and business acquisition expenses. The second and third quarter's profitability are expected to be at the normal level. Conversely, fourth quarter profitability is expected to exceed the normal level as the corporation begins to take advantage of synergies brought about by business acquisitions and as it benefits from strong demand in all of its key business areas.

During the fiscal year 1999-2000, approximately one-half of TJ Group's growth will be internally generated and the rest will come from business acquisitions. The corporation will reinforce its position and market share in its Nordic home market and will take the first steps toward expansion beyond its home market areas.

**TJ GROUP PLC
BOARD OF DIRECTORS**

Espoo, Finland on September 15, 1999

Tuomo Tilman
Yrjänä Ahto
Heikki Honkio
Jyrki Salminen

CONSOLIDATED PROFIT AND LOSS STATEMENT

CONSOLIDATED PROFIT AND LOSS STATEMENT		JULY 1, 1998-JUNE 30, 1999		JULY 1, 1997-JUNE 30, 1998	
(EURO)					
NET SALES (1)		11,206,239		8,332,747	
Change in work in progress, inc(+), dec(-)		53,857		106,011	
Other operating income		48,043		23,840	
Materials and services					
Materials					
Purchases during the fiscal year	1,627,670		1,886,239		
Change in inventory	0		11,773		
External services	123,593	1,751,262	61,299	1,959,311	
Personnel expenses (2)					
Salaries	3,981,345		2,515,788		
Social expenses					
Pension expenses	671,124		421,529		
Other social costs	757,027	5,409,496	571,353	3,508,671	
Depreciations					
Depreciations according to plan (3)		437,699		226,689	
Rents	727,985		375,162		
Marketing expenses		541,223		471,293	
Other operating expenses		1,426,469		1,158,721	
OPERATING PROFIT		1,014,005		762,750	
Financial income and expenses (4)					
Dividend income	77				
Interest income and other financial income	36,129		9,926		
Interest expenses and other financial expenses	-82,793	-46,587	-37,262	-27,337	
PROFIT BEFORE RESERVES AND INCOME TAXES		967,418			
Extraordinary expenses (5)	165,858	165,858			
PROFIT BEFORE TAXES AND MINORITY INTEREST		801,560		735,414	
Income taxes (6)		-295,581		-322,962	
Minority interest		-88,426		-105,829	
PROFIT FOR THE PERIOD		417,553		306,623	

CONSOLIDATED BALANCE SHEET

CONSOLIDATED BALANCE SHEET (EURO)		JUNE 30, 1999	JUNE 30, 1998	
ASSETS				
NON-CURRENT ASSETS				
Intangible assets (1)				
Intangible rights	70,286		39,334	
Consolidation goodwill	1,278,672		250,637	
Goodwill	346,888		119,834	
Other capitalized expenditure	49,646	1,745,491	43,546	453,351
Tangible assets (1)				
Machinery and equipment	943,202	943,202	732,383	732,383
Investments (2)				
Other shares and participations	181,210	181,210	150,242	150,242
CURRENT ASSETS				
Stocks				
Work in progress	153,157		110,839	
Other stocks	11,539	164,696	0	110,839
Receivables (3)				
Trade receivables	3,181,920		1,228,844	
Loan receivables	12,700		32,859	
Accrued receivables	694,243		248,921	
Other receivables	26,717	3,915,579	0	1,510,624
Cash and cash equivalents		2,919,328		621,891
TOTAL ASSETS		9,869,506		3,579,329
SHAREHOLDERS' EQUITY AND LIABILITIES				
SHAREHOLDERS' EQUITY (4)				
Share capital		784,694		2,523
Premium reserve		3,793,388		
Retained earnings		462,933		814,368
Profit for the period		417,553		306,623
Minority interest		0		170,023
LIABILITIES				
Long-term liabilities (3)				
Loans from financial institutions	574,368		435,448	
Trade payables	0		12,398	
Other long-term liabilities	123,311	697,679	251,071	698,917
Current liabilities (3)				
Loans from financial institutions	145,538		92,758	
Trade payables	1,229,945		568,335	
Other current liabilities	521,500		158,402	
Accrued liabilities	1,816,277	3,713,259	767,381	1,586,876
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		9,869,506		3,579,329

CONSOLIDATED CASH FLOW STATEMENT

CONSOLIDATED CASH FLOW STATEMENT (EURO)	JULY 1, 1998-JUNE 30, 1999	JULY 1, 1997-JUNE 30, 1998
CASH FLOW FROM OPERATING ACTIVITIES		
Operating profit	1,014,005	762,750
Depreciations	437,699	226,689
Financial income and expenses	-46,587	-27,337
Extraordinary income and expenses	-165,858	
Income taxes	-295,581	-322,962
Total	943,678	639,141
CHANGE IN WORKING CAPITAL		
Change in stocks, inc(-), dec(+)	-53,857	-94,238
Change in other current assets, inc(-), dec(+)	-2,404,955	-66,254
Non-interest bearing current liabilities, inc(+), dec(-)	2,073,603	60,044
Total	-385,209	-100,448
NET CASH FROM OPERATING ACTIVITIES	558,469	538,693
INVESTMENTS		
Capital expenditure	-1,944,347	-543,095
Shares and participations	-30,968	154,175
CASH FLOW BEFORE FINANCING ACTIVITIES	-1,416,846	149,773
FINANCING		
Change in long-term liabilities, inc(+), dec(-)	-1,238	399,334
Change in short-term liabilities, inc(+), dec(-)	52,780	-24,722
Dividend	-152,328	-159,780
Share issue	4 073,519	
Change in minority interest	-258,450	
Total	3 714,283	214,832
CHANGE IN LIQUID FUNDS INC(+), DEC(-)	2,297,437	364,604

PROFIT AND LOSS STATEMENT, PARENT COMPANY

CONSOLIDATED PROFIT AND LOSS STATEMENT JULY 1, 1998-JUNE 30, 1999 JULY 1, 1997-JUNE 30, 1998
(EURO)

NET SALES (1)		5,670,738		5,794,548
Change in work in progress, inc(+), dec(-)		27,491		62,369
Liiketoiminnan muut tuotot		22,285		
Other operating income				
Materials and services				
Materials				
Purchases during the fiscal year	1,440,524		2,259,192	
Change in inventory	0		11,773	
External services	23,677	1,464,201	11,244	2,282,209
Personnel expenses (2)				
Salaries	2,091,418		1,471,831	
Social expenses				
Pension expenses	362,210		268,039	
Other social costs	274,254	2,727,883	259,578	1,999,448
Depreciations				
Depreciations according to plan (3)		268,884		157,189
Rents		325,640		241,814
Marketing expenses		244,793		304,226
Other operating expenses		356,694		343,510
OPERATING PROFIT		332,419		528,520
Financial income and expenses (4)				
Income from participations in group companies	199,303			
Dividend income	77			
Interest income and other financial income	127,185		23,357	
Interest expenses and other financial expenses	-73,471	253,094	-35,096	-11,739
PROFIT BEFORE TAXES AND MINORITY INTEREST		585,513		516,781
Extraordinary items (5)				
Extraordinary income	168,058		0	
Extraordinary expenses	-165,858	2,200	0	0
PROFIT BEFORE INCOME TAXES		587,714		516,781
Depreciations in excess of plan		25,927		-84,457
Income taxes (6)		-134,721		-190,749
PROFIT FOR THE PERIOD		478,919		241,575

BALANCE SHEET, PARENT COMPANY

BALANCE SHEET (EURO)	JUNE 30, 1999	JUNE 30, 1998	
ASSETS			
NON-CURRENT ASSETS			
Intangible assets (1)			
Intangible rights	52,748		34,995
Goodwill	346,888		119,834
Other capitalized expenditure	855,653	1,255,289	37,589
			192,418
Tangible assets (1)			
Machinery and equipment	735,764	735,764	623,384
			623,384
Investments			
Shares in group companies (2)	924,260		370,716
Receivables from group companies (2)	703,694		243,493
Other shares and participations	146,647	1,774,601	145,617
			759,826
CURRENT ASSETS			
Stocks			
Work in progress	78,321		0
Other stocks	11,539	89,860	62,369
			62,369
Receivables (3)			
Trade receivables	2,067,861		913,137
Loan receivables	11,312		30,316
Accrued receivables	542,993	2,622,167	169,982
			1,113,435
Cash and cash equivalents		2,214,098	140,543
TOTAL ASSETS		8,691,778	2 891,974
SHAREHOLDERS' EQUITY AND LIABILITIES			
SHAREHOLDERS' EQUITY (4)			
Share capital		784,694	2,523
Premium reserve		3,793,388	0
Retained earnings		471,476	884,270
Profit for the period		478,919	241,575
Minority interest			
Depreciations in excess of plan		64,976	84,457
Long-term liabilities (3)			
Loans from financial institutions	574,368		395,050
Trade payables	0		84,094
Other long-term liabilities	105,117	679,486	162,094
			641,238
Current liabilities (3)			
Loans from financial institutions	145,538		92,758
Trade payables	825,982		486,782
Other current liabilities	194,599		158,402
Accrued liabilities	1,252,720	2,418,839	299,970
			1,037,911
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		8,691,778	2,891,974

CASH FLOW STATEMENT, PARENT COMPANY

CASH FLOW STATEMENT, PARENT COMPANY JULY 1, 1998-JUNE 30, 1999 JULY 1, 1997-JUNE 30, 1998
(EURO)

CASH FLOW FROM OPERATING ACTIVITIES

Operating profit	332,419	528,520
Depreciations	268,884	157,189
Financial income and expenses	253,094	-11,739
Extraordinary income and expenses	-165,858	
Income taxes	-134,721	-190,749
Total	553,817	483,221

CHANGE IN WORKING CAPITAL

Change in stocks, inc(-), dec(+)	-27,491	-50,596
Change in other current assets, inc(-), dec(+)	-1,508,732	65,019
Non-interest bearing current liabilities, inc(+), dec(-)	1,328,148	-245,772
Total	-208,074	-231,350

NET CASH FROM OPERATING ACTIVITIES

345,743 **251,871**

INVESTMENTS

Capital expenditure	-1,269,630	-287,909
Shares and participations	-554,575	-51,026

CASH FLOW BEFORE FINANCING ACTIVITIES

-1,478,462 **-87,064**

FINANCING

Change in long-term receivables, inc(+), dec(-)	-460,201	-139,076
Change in long-term liabilities, inc(+), dec(-)	38,247	387,907
Change in short-term liabilities, inc(+), dec(-)	52,780	-27,089
Dividend	-152,328	-159,780
Share issue	4,073,519	
Total	3,552,017	61,962

CHANGE IN LIQUID FUNDS

INC(+), DEC(-) **2,073,555** **-25,102**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

ACCOUNTING PRINCIPLES

Fixed assets

Fixed assets are valued at their historical acquisition cost minus depreciation according to plan. Depreciation according to plan is calculated on a straight-line basis over the expected useful life as follows:

- intangible assets 10 years
- tangible assets 4-5 years

Stocks

Stocks are valued at the direct purchase and production costs.

Research and development expenses

Research and development expenses are recognized as costs in the period they have incurred.

Foreign currency translation

Transactions in foreign currencies are recorded at the average exchange rates of Bank of Finland on the closing date. Translation differences resulting from the consolidation of subsidiary financial statements denominated in foreign currency are recorded in the shareholders' equity.

Consolidated financial statements

The financial statements of the TJ Tieto Group consolidate the accounts of TJ Tieto Plc, Dataunit Consulting Oy, TJ Asianhallinta Oy, TJ Solutions AB and TJ Solutions AS for the period July 1, 1998 through June 30, 1999. JR-Systeemit Oy has been included for the period December 1, 1998 through June 30, 1999, Software Center Acura Systems Oy has been included for the period May 1, 1999 through June 30, 1999, and Reston AB for the period June 1, 1999 through June 30, 1999.

DataUnit Consulting Oy, TJ Asianhallinta Oy and JR-Systeemit Oy were merged with TJ Tieto Plc on June 30, 1999.

TJ Software Development Oy and Oy Soloplus Ab, which did not have any business transactions during the fiscal year have not been consolidated, because they did not have essential impact on group profit and shareholders' equity.

Consolidation principles

All intercompany transactions are eliminated.

The intercompany holdings are eliminated using the purchase method.

The difference of acquisition price and equivalent portion of the shareholders' equity of the acquired company has been booked as consolidation goodwill, which consists of strategic investments in new business areas and markets.

Consolidation goodwill will be depreciated in straight-line basis in ten years during its useful life.

Minority interests are shown separately in the income statement and balance sheet.

**NOTES TO THE PROFIT AND LOSS STATEMENT
(EURO)**

1. Net sales (EUR thousand) by market

	Group		Parent company	
	1999	1998	1999	1998
Finland	9,617	7,272	5,495	5,485
Other Nordic countries	1,488	969	75	218
Other countries	101	92	101	92
Total	11,206	8,333	5,671	5,794

2. Personnel expenses

	Group		Parent company	
	1999	1998	1999	1998
Salaries	3,981,345	2,515,788	2,091,418	1,471,831
Pension expenses	671,124	421,529	362,210	268,039
Other personnel expenses	757,027	571,353	274,254	259,578
Total	5,409,496	3,508,671	2,727,883	1,999,448
Fringe benefits	233,985	166,251	157,106	123,638
Salaries of the directors	242,839	168,289	50,759	80,343
Average amount of personnel	113	73	55	44

3. Depreciations according to plan

	Group		Parent company	
	1999	1998	1999	1998
Intangible assets	82,584	17,148	75,569	10,678
Machinery and equipment	263,401	181,413	193,314	146,512
Consolidation goodwill	91,714	28,129	0	0
Total	437,699	226,689	268,884	157,189

4. Financial income and expenses

	Parent company	
	1999	1998
Financial income from group companies		
Interest income	23,844	17,655
Financial expenses to group companies		
Interest expenses	16,096	276

5. Extraordinary income and expenses

In extraordinary income of the parent company is shown the profit of 168,000 euro from the merger of TJ Asianhallinta Oy. In extraordinary expenses of the parent company and group is shown the cost of 166,000 euros of holiday payment reserve, which is caused by the change of accounting principles on December 31, 1998.

6. Income taxes

	Group		Parent company	
	1999	1998	1999	1998
Income taxes from operations	301,415	298,934	134,721	190,749
Change in imputed tax liability	-5,834	24,028	0	0

**NOTES TO THE BALANCE SHEET
(EURO)**

1. Intangible and tangible assets

	Group		Parent company	
	1999	1998	1999	1998
Intangible assets				
Beginning balance July 1, 1988	219,862	40,631	203,095	31,156
Additions during the fiscal year	346,690	179,230	1,138,440	171,939
	566,552	219,862	1,341,535	203,095
Accumulated depreciation	-17,148	0	-10,678	0
Depreciation during the fiscal year	-82,584	-17,148	-75,569	-10,678
Closing balance June 30, 1999	466,820	202,714	1,255,289	192,418
Consolidation goodwill				
Beginning balance July 1, 1988	287,920	274,650		
Additions during the fiscal year	1,484,823	13,271		
Disposals during the fiscal year	-120,271	0		
	1,652,472	287,920		
Accumulated depreciation	-37,284	-9,155		
Depreciation during the fiscal year	-91,714	-28,129		
Closing balance June 30, 1999	1,523,475	250,637		
Tangible assets				
Beginning balance July 1, 1988	913,796	565,863	769,896	514,850
Additions during the fiscal year	474,220	347,933	305,694	255,046
	1,388,015	913,796	1,075,589	769,896
Accumulated depreciation	-181,413	0	-146,512	0
Depreciation during the fiscal year	-263,401	-181,413	-193,314	-146,512
Closing balance June 30, 1999	943,202	732,383	735,764	623,384
Consolidation reserve				
Beginning balance July 1, 1988	0			
Additions during the fiscal year	244,803			
Closing balance June 30, 1999	244,803			

In the balance sheet consolidation reserve has been shown as deduction from consolidation goodwill.

2. Shares and participations owned by Group and Parent company

Group companies	Ownership %	Group share of the shareholders' equity	Book value of the shares owned by the Parent company	pcs	Nominal value	Profit/loss according to the latest closing
TJ Solutions AB, Stockholm	100%	-294,264	11,833	500	100 sek	-146,325
TJ Solutions AS, Oslo	100%	-43,437	6,143	500	100 nok	32,196
Software Center Acura Systems Oy, Kajaani	100%	109,166	361,498	16	1,000 mk	58,182
Reston Holding AB, Stockholm	100%	119,605	286,882	1,000	100 sek	83,652
Key Partners Oy, Helsinki	100%	456,810	247,759	31,250	10 mk	333,913
Mainostoimisto Voltti Iskee Oy, Helsinki	100%	-8,855	5,858	5,000	10 mk	0
TJ-Tieto Software Development Oy, Helsinki	100%	1,261	1,261			0
Oy Soloplus Ab, Helsinki	100%	3,027	3,027			0

**NOTES TO THE BALANCE SHEET
(EURO)**

Other shares and participation owned by the Parent company

HPY certificates, 3 pcs	2,510
As. Oy Kaksoiskiventie 4, certificate 5	143,801
Suikki Access Ltd	336

Shares and participationf owned by Keypartners Oy

Cardinal Information Systems Oy	30,274
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3. Receivables and liabilities

Receivables and liabilities from Group companies

	Parent company	
	1999	1998
Loan receivables	703,694	243,493
Trade receivables	67,784	252,505
Accrued receivables	41,529	17,685
Other long-term loans	0	84,094
Trade payables	8,633	26,350
Accrued liabilities	0	276

4. Shareholders' equity

	Group		Parent company	
	1999	1998	1999	1998
Share capital on June 30	784,694	2,523	784,694	2,523
Premium reserve	3,793,388	0	3,793,388	0
Non-restricted shareholders' equity on July 1	1,120,991	974,540	1,125,845	1 044,051
Dividend payments	-152,328	-159,780	-152,328	-159,780
Share capital increase	-502,041	0	-502,041	0
Translation difference	-3,689	-392	0	0
Profit for the period	417,553	306,623	478,919	241,575
Non-restricted shareholders' equity on June 30	880,486	1,120,991	950,395	1,125,845

Contingent liabilities

	Group		Parent company	
	1999	1998	1999	1998
For own debts				
Mortgages	470,926	285,919	470,926	252,282
Other contingent liabilities				
Leasing liabilities				
machinery and equipment	150,131	3,424	115,571	3,424
cars	324,598	188,563	294,845	97,440
Rent liabilities	225,397	132,719	117,115	52,829

FORMULAS FOR CALCULATION OF KEY INDICATORS

RETURN ON EQUITY% (ROE):

$$\frac{\text{Profit before extraordinary items - taxes} \times 100}{\text{Shareholders' equity} + \text{minority interest} + \text{voluntary provisions} - \text{deferred tax liability (average)}}$$

RETURN ON INVESTMENT% (ROI):

$$\frac{\text{Profit before extraordinary items and taxes} + \text{interests and other financial expenses}}{\text{Balance sheet total} - \text{non-interest bearing liabilities (average)}}$$

EQUITY RATIO, %:

$$\frac{\text{Shareholders' equity} + \text{minority interest} + \text{voluntary provisions} - \text{deferred tax liability}}{\text{Balance sheet total} - \text{advance payments received}}$$

EARNINGS/SHARE, EPS:

$$\frac{\text{Profit before extraordinary items and taxes} +/- \text{minority interest}}{\text{Issue-adjusted number of shares for the fiscal year}}$$

SHAREHOLDERS' EQUITY/SHARE:

$$\frac{\text{Shareholders' equity} + \text{minority interest} + \text{voluntary provisions} - \text{deferred tax liability}}{\text{Issue-adjusted number of shares for the fiscal year}}$$

DIVIDEND/SHARE:

$$\frac{\text{Dividend}}{\text{Issue-adjusted number of shares at the end of the fiscal year}}$$

DIVIDEND/EARNINGS%:

$$\frac{\text{Dividend/share} \times 100}{\text{Earnings/share}}$$

NET GEARING:

$$\frac{\text{Interest-bearing liabilities} - \text{cash and cash equivalents}}{\text{Shareholders' equity} + \text{minority interest} + \text{voluntary provisions} - \text{deferred tax liability}}$$

PRICE/EARNINGS, P/E:

$$\frac{\text{Quoted share price at the end of the fiscal year}}{\text{Earnings/share}}$$

AUDITORS' REPORT

TO THE SHAREHOLDERS OF TJ TIETO PLC

We have audited the accounting, the financial statements and the corporate governance of TJ Tieto Plc for the financial period 1.7.1998 - 30.6.1999. The financial statements, which include the report of the Board of Directors and the consolidated and parent company income statements, balance sheets and notes to the financial statements have been prepared by the Board of Directors and the Managing Director. Based on our audit we express an opinion on these financial statements and on corporate governance.

We have conducted our audit in accordance with Finnish Standards on Auditing. Those standards require, that we perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on a test basis evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. The purpose of our audit of corporate governance is to examine that the members of the Board of Directors and the Managing Director have legally complied with the rules of the Companies Act.

In our opinion, the financial statements, which show a profit of EUR 478,919, have been prepared in accordance with the Accounting Act and other rules and regulations governing the preparation of financial statements. The financial statements give a true and fair view, as defined in the Accounting Act, of the consolidated and parent company's results of operations and financial position. The financial statements and consolidated financial statements can be adopted and the members of the Board of Directors and the Managing Director of the parent company can be discharged from liability for the period audited by us. The proposal by the Board of Directors regarding the result is in compliance with the Companies Act.

Helsinki, September 15, 1999

TILINTARKASTAJIEN OY - ERNST & YOUNG
Authorised Public Accounting Firm



Stig-Erik Haga
Authorised Public Accountant

PRO-FORMA FIGURES

CONSOLIDATED PRO-FORMA PROFIT AND LOSS STATEMENT (EUR THOUSAND)

	Pro-forma July 1, 1998- June 30, 1999	% of turnover	Financial statement July 1, 1997- June 30, 1998	% of turnover	Increase
NET SALES	16,152		8,333		94%
Change in work in progress, nc(+), dec(-)	64		106		
Other operating income	65		24		
Materials and services	2,371		1,959		
Personnel expenses	8,153		3,509		
Depreciations					
Depreciations according to plan	595		227		
Rents	1,059		375		
Marketing expenses	592		471		
Other operating expenses	1,746		1,159		
OPERATING PROFIT	1,765	10,9%	763	9,2%	131%
Financial income and expenses					
Interest income and other financial income	45		10		
Interest expenses and other financial expenses	-89		-37		
PROFIT BEFORE RESERVES AND INCOME TAXES	1,721		735		
Extraordinary expenses	-166		0		
PROFIT BEFORE INCOME TAXES	1,555		735		
Income taxes	-529		-323		
Minority interest	-88		-106		
PROFIT FOR THE PERIOD	938	5,8%	307	3,7%	206%

Pro-forma figures include all acquisitions as if acquired at the start of the fiscal year.
The pro-forma figures paint a clearer picture of the true size of the Corporation.
Pro-forma figures are unaudited.

CONSOLIDATED PRO-FORMA KEY FIGURES (EUR MILLION)

	Pro-forma July 1, 1998- June 30, 1999	Financial statement July 1, 1997- June 30, 1998
Net sales	16.2	8.3
Net sales, change %	94%	66%
Operating profit	1.8	0.7
% of Net sales	11%	8%
Return on equity, %	21%	36%
Return on investments, %	30%	45%
Interest bearing net debt	0.9	0.7
Net debt to equity (Net Gearing), %	-38%	-7%
Equity ratio, %	55%	36%
KEY FIGURES PER SHARE		
Earnings/share, euro	0.23	0.10

INTELLECTUAL CAPITAL

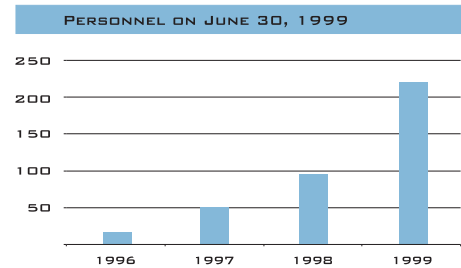
HUMAN RESOURCE STRATEGY AND RECRUITMENT

The goals of TJ Group's human resource strategy for the fiscal year 1998-1999 were established to support the corporation's growth strategy and the development of its core competencies. The most significant strategic actions were a vigorous but controlled buildup of human resources, the development of staff skills in key business areas, and the development of management practices required for continued corporate growth.

The corporation's total personnel grew from 95 to 220 persons during the fiscal year 1998-1999, which was consistent with the growth in corporation's net sales. Some 88 per cent of corporation's personnel were employed in services, product development, sales, and marketing, and 12 per cent were management and administrative personnel. TJ Group grew by a total of 108 new persons through business acquisitions. These acquisitions reinforced the corporation's skill base, especially in key business areas. 24 new recruits were hired during the year. A recruiting campaign was implemented in Finland during the fiscal year and the corporation participated in several recruiting events. The corporation's recruiting methods were further developed by introducing a TJ Recruiting application on the Internet and by systematizing hiring and selection procedures.

The Human Resources Management 2000 project that began in 1998 continued during the fiscal year, with the goal of developing TJ Group's human resources management in the manner prompted by the corporation's growth aspira-

tions. In addition to further developing its human resource strategy and recruiting, the corporation has also introduced regular personnel development meetings, has introduced leadership training for managers, has continued and enhanced personnel certification programs, and has kept up systematic measurement of employee as well as customer satisfaction.



PERSONNEL DEVELOPMENT AND EMPLOYEE SATISFACTION

Skilled and motivated personnel is one of TJ Group's most significant resources. This is why continual employee training and job satisfaction, and their promotion, are essential for the corporation's competitiveness and business development. Each TJ Group employee's personal development plan is prepared in connection with development meetings with his or her supervisor. Personal development is pursued using in-house training programs or outside services. A total of 421 days of in-house training were arranged during the fiscal year.

Certification constitutes an important yardstick in the development of TJ Group personnel. 87 of TJ Group employees attained Microsoft and/or IBM Lotus certifications by the end of the fiscal year 1998-1999. The frequency of certifications among TJ Group technical personnel is among the highest in the Nordic countries, which evidences the company's commitment to certification programs. Microsoft and IBM Lotus only certify data processing professionals who meet given qualifications and test-

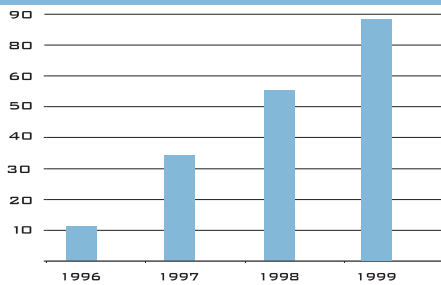


ing requirements. The cost of these certifications varies from 4,200 to 16,800 euros per person in the open market.

TJ Group has also started management leadership training through in-house training seminars and by supporting outside educational enrollment.

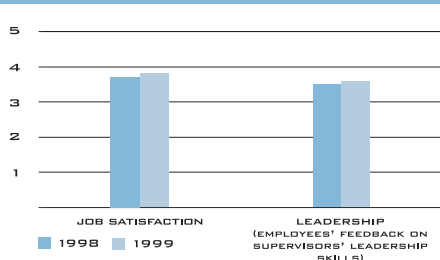


NUMBER OF MICROSOFT AND LOTUS CERTIFICATIONS



Employee satisfaction is measured annually during the last quarter of each fiscal year. The purpose of these studies is, on the one hand, to define development needs for employee satisfaction, management practices and operating procedures, and, on the other, to measure and evaluate the results and success of actions taken. The several variables measured in the study have been used to build leadership development and employee satisfaction indices, which also support goal setting. Employee satisfaction was first measured during the fiscal year 1997-1998 and for the second time during the past fiscal year. Despite notable changes during the last fiscal year, both leadership and general employee satisfaction appear to have developed favorably. Development needs were identified for example in internal communication and new employee training.

JOB SATISFACTION INDEX AND LEADERSHIP INDEX

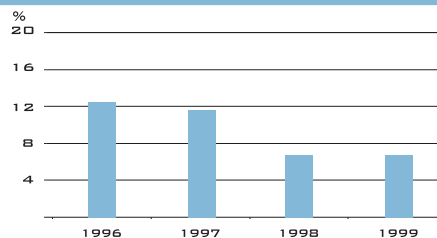


EMPLOYEE REWARDS

TJ Group's compensation policy promotes results orientation and personal growth. Employee benefits are developed to better take individuals' circumstances and needs into account, as appropriate. In connection with TJ Group's initial public offering, TJ Group's personnel participated in a share offering directed at employees. Furthermore, an incentive stock option program covering all employees was launched during the fiscal year. These options entitle their bearers to purchase a maximum of 72,000 TJ Group shares between May 1, 2001 and May 31, 2005. The strike price is 8.50 euros per share. Part of the options were reserved as incentives for personnel to be hired in the future.

Managed personnel turnover promotes a learning organization. On the other hand, personnel turnover is an indicator, especially given the current job market for information technology professionals, of employee commitment and confidence in the success of the company. Personnel turnover has been markedly small at TJ Group in relation to industry averages, which evidences confidence in the company's future.

PERSONNEL TURNOVER



PERSONNEL FIGURES



PERSONNEL

	1998-1999	1997-1998
Number of personnel at the end of the fiscal year	220	95
- of which in services, research and development, sales and marketing	88%	87%
- of which directors and administration personnel	12%	13%
Number of personnel average during the fiscal year	113	73
Recruitment	24	23
Employee turnover, %	6.8	6.8
Personnel expenses	(euro)	(euro)
Salaries	3,981,345	2,515,788
Pension expenses	671,124	421,529
Other personnel expenses	757,027	571,354
Personnel expenses total	5,409,496	3,508,671
Turnover/employee	99,170	114,147
Operating profit/employee	8,973	10,449
Profit after financing items/employee	8,561	10,074
Personnel development		
Microsoft/IBM Lotus certified persons	87	55
Employee satisfaction index	3.8	3.7
Leadership index	3.6	3.5



FINLAND

During the fiscal year 1998-1999, the focus in Finland was on the capacity to provide comprehensive electronic business services. Business acquisitions and recruitment complemented the corporation's business applications and systems integration products and services with expertise in electronic communications, commerce and other electronic transactions, and new media. This put TJ Group in a unique position in the Finnish marketplace. Furthermore, to promote customer focus, an organizational structure based on customer segments was introduced.

The Finnish market became more competitive during the past year. Industry players merged and smaller market participants faced a more difficult competitive environment. Customers also became clearly more demanding. Comprehensive solutions combining expertise in multiple areas of electronic business were increasingly requested from solutions providers. Thus the corporation's focus in Finland was on securing expertise that covers the whole range of electronic business. TJ Group's strong competitive position was also based on its customer-oriented line management organization, which has experience with large projects and well-working project management tools at its disposal, and which has honed its expertise, reliability and ability to perform for the customer over a number of years.

By the start of the past fiscal year, TJ Group had solidified its position in the Finnish market, which enabled it to focus on measures pursuing its business strategy and further develop its operations. Especially towards the end of the fiscal year, TJ Group concentrated on providing a comprehensive line of electronic business solutions, on harmonizing and clarifying the organization's internal operating procedures, and on organizing sales and consulting resources by customer business line. Businesses were acquired in Finland to complement the existing know-how. Three TJ Group subsidiaries were also merged into the parent company and the corporation was organized around four

customer segments: information technology and telecommunications; services, trade and finance; industrial businesses; and public administration. During the fiscal year, 82 new employees - mostly designers, consultants and product development professionals - joined the organization in Finland mainly through business acquisitions. Personnel development, certification programs and other training were used to promote the expertise and job satisfaction of TJ Group employees.

Products accounted for approximately 30 percent and services for some 70 percent of Finnish deliveries. Demand shifted more and more to Internet-related products and services. Since TJ Group's solutions are ever more vital to customers' business operations, business units increasingly participate in purchase decisions along with information technology experts. During the fiscal year, the corporation's Finnish units had almost 600 customers, which were spread fairly evenly across all customer segments. The Finnish National Board of Taxes, Nokia, Finnish Defence Forces, Helsingin Sanomat, ABB, Metso, Finnish Forest and Park Service, the City of Espoo, Abloy, Nextrom, Finnair and Outokumpu were among the largest Finnish customers. Notable deliveries included, for example, an electronic business solution for Valmet Automation, a customer management system project for Aktia Säästöpankki continuing into the current fiscal year, a case management system for the Finnish Forest and Park Service, and an extranet solution for Canon.

TJ Group's focus in Finland continues to be on the development of its personnel, its customer-based organizational structure and its comprehensive customer service capabilities. The corporation will continue the strong growth in Finland where it is well positioned to do so thanks to decade-long development work. Growth is pursued through effective execution of corporate strategy and good top management effort, and by promoting the expertise of all employees.



SWEDEN

TJ Group complemented its Swedish organization in the course of the fiscal year through a business acquisition which brought electronic business, new media and systems integration expertise into the corporation. As TJ Group's Swedish organization has traditionally been strong on net-based electronic business applications, this acquisition gave the corporation the ability to provide a full range of electronic business solutions in Sweden as well.

The Swedish market continued to clearly mature during the past fiscal year. Smaller industry participants either merged or were acquired and competition intensified as new information technology and publishing solutions providers entered the markets. At the same time, customers' interest in electronic business grew significantly.

The fiscal year 1998-1999 was particularly marked by customers' need to find business partners who could take on comprehensive responsibility for their Internet technology investment. In order to better respond to the needs of the Swedish market, TJ Group invested in such areas as graphic design expertise, senior project managers and business process consulting expertise during the fiscal year.

Organizational development work focused on new areas of expertise, corporate growth and management delegation. Since more and more expertise is required of the providers of business solutions, TJ Group's customer consultants attended communications, time management and planning, and consulting training. Recruitment and the hiring of knowledgeable personnel received particular attention during the fiscal year. As a result, TJ Group's Swedish organization grew by 25 persons during the year.

TJ Group's Swedish customers mainly consisted of banking, insurance, industrial, telecommunications and trading companies. At the end of the year, TJ Group had about 200 customers in Sweden. New insurance, telecommunications and industrial customers were added and no consequential customers were lost

during the fiscal year. Sonera, Ericsson Telecom, McDonald's, SEB and Atlas Copco were among TJ Group's largest customers. The most significant jobs included a functional Internet/intranet/extranet system delivered to Sonera and a project management solution for Skandia Group.

Both TJ Group's proprietary products and customized solutions were sold in Sweden. Most of the customized solutions were Lotus Domino-based intranet applications or comprehensive intranet systems. In fact, comprehensive intranet solutions were most in demand during the fiscal year.

TJ Group's Swedish operations will be developed further in order to support



corporate growth, control and internal information management. The corporation also aims to expand its operations through business acquisitions in other cities in Sweden, among other things. Growth opportunities will also be pursued through investment in sales, strong marketing and the promotion of additional sales of TJ Group's proprietary products. This growth will be steered by delegating management, reinforcing controls and setting clear goals. Skilled personnel will play an essential part in the corporate growth, and personnel development and recruitment, along with conducive working environment, will therefore receive a great deal of attention in the future as well. In fact, TJ Group's Swedish operations and personnel are expected to grow strongly also during the current fiscal year.

NORWAY

In 1997, TJ Group founded a Norwegian subsidiary through which it has, so far, offered mainly standard electronic business solutions. As net business has expanded in Norway, TJ Group has begun to enhance its delivery capacities also in the Norwegian market. After the end of the fiscal year, TJ Group attained critical mass also in its Norwegian organization through a business acquisition enabling it to deliver more comprehensive electronic business solutions. This business acquisition also brought complementary product and service offerings into the corporation.

The Norwegian market grew strongly during the past year and standard intranet solutions, in particular, were in demand. Corresponding growth in demand for internal communications solutions was also evident on a larger scale throughout Europe. Demand for Internet applications, hosting services and graphic design services also picked up in Norway. Most of TJ Group's Norwegian deliveries involved comprehensive solutions built on several different products and designed to enhance customers' competitive positions. Solutions also focused on data transfers between TJ Group-provided applications and customers' business information systems. TJ Group made a great deal of certification training available to its personnel during the fiscal year, which, in part, helped to better communicate the corporation's expertise to its customers as electronic business gained in prominence.

TJ Group's Norwegian customers were mainly large and medium-sized businesses with a functional basic network infrastructure. Since the corporation only had one branch office in Norway during the fiscal year, it concentrated



on developing a sales and service organization covering the entire country with the help of various business partners. At the end of the fiscal year, TJ Group served some 60 industrial, information and telecommunication, public administration, and services and trading sector customers in Norway. The largest customers included Tine Norske Meierier, Hydro Texaco, Nutreco, Norsk Fredskorpssamband, Elkem, Jotun, Nordland Psykiatriske Hospital, Scribona Computer Products and Norengro. One of the most noteworthy deliveries during the fiscal year was an intranet system to Tine Norske Meierier. The delivery constituted the largest single software licensing deal in Norway to date.

TJ Group provided employment for some 40 persons in Norway after the above-mentioned business acquisition subsequent to the end of the fiscal year. As the corporation's resources have now increased significantly, sales, consulting and training personnel, as well as graphic design and Internet management will receive even more attention during the current fiscal year. The Norwegian market looks very promising and the demand for TJ Group products and services is expected to continue its robust growth. Applications in Norwegian will enable TJ Group to serve its public sector and more traditional business customers even better in the near future.

CORPORATE STRUCTURE

TJ GROUP

TJ FINLAND

TJ Group Plc

KeyPartners Oy

Mainostoimisto
Voltti Iskee Oy

Acura Systems Oy

TJ SWEDEN

Reston AB

TJ Solutions AB

TJ NORWAY

ScaNet AS

TJ Solutions AS



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