

Motion
by the Administration
to the
Annual General Meeting
to be held on 14th May 2009
of BRAIN FORCE HOLDING AG
Karl-Farkas-Gasse 22, 1030 Vienna

A motion is made that the Meeting resolves

a) the Executive Board's authorization to acquire treasury stock pursuant to § 65 para. 1 clauses 4 and 8 of the Stock Corporation Act (AktG), with the percentage of the share capital of the stock to be acquired being limited to 10% and the authorization applying for a period of 30 months as of the resolution being adopted. The countervalue (basis price) per no-par value share to be acquired may not undershoot or overshoot the market price by more than 20%. Deemed the decisive market price shall be the average value of the closing prices for the shares of the respective securities markets within the last 5 trading days prior to the acquisition of the shares.

The authorization may be exercised entirely or in several partial amounts, and in pursuit of one or more purposes by the Company, its group companies or for the latter's account by third parties. The acquisition of treasury stock may ensue via the stock exchange or outside the latter.

b) the Executive Board's authorization, with the Supervisory Board's consent, for the duration of five years as of the resolution being adopted, to resolve a type of sale for the sale of treasury stock other than via the stock exchange or by public tender, with the exclusion of the shareholders' subscription right, and to determine the terms and conditions of sale, with the shareholders' subscription right only then being able to be excluded if such stock is issued as a consideration within the scope of an acquisition of companies, operations, partial operations or shares in one or more companies inland or abroad, or for the servicing of share options to employees, executive staff and Executive Board members. This authorization may be exercised once or repeatedly, entirely or in parts, individually or jointly, and applies for the maximum legally permissible length of time

c) the Executive Board's authorization to collect its treasury stock without a further resolution by the Annual General Meeting

Vienna, April 2009

The Executive Board and the Supervisory Board