

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

A motion is made that the Meeting adopt the following amendments to the Articles of Association of BRAIN FORCE HOLDING AG:

- a. Deletion of 2nd sentence (relating to the limitation of the voting right) in the 2nd paragraph of § 13 "Voting Right, Resolutions, Chairman" so that the latter reads as follows:
"Each no-par value share implies one voting right."
- b. Addition of § 15 "Financial Year" to the Articles of Association as follows:
"§ 15 Financial Year
The financial yeas always begin on October 1 (first) and end on September 30 (thirtieth) of the following year."
- c. Addition of § 16 "Language Regulation" to the Articles of Association as follows:
"§ 16 Language Regulation
Custodian account confirmations shall ensue in the German or English language.

Likewise, legally effective written notifications by shareholders and/or credit institutes shall be directed to the Company in the German or English language.

The negotiating language in the Annual General Meeting shall be German."

Vienna, April 2009

The Executive Board