

## **Voting results of the 10th Annual General Meeting of BRAIN FORCE HOLDING AG on 28 May 2008**

### **ITEM 3 Resolution on the discharge of the Executive Board members for the 2007 financial year:**

Günter Pridt:  
Votes in favour: 8,452,237  
Votes against: 0  
Abstentions: 0

Helmut Fleischmann:  
Votes in favour: 2,024,105  
Votes against: 6,358,132  
Abstentions: 0

Wolfgang Lippert:  
Votes in favour: 8,137,307  
Votes against: 312,919  
Abstentions: 2,011

### **ITEM 4 Resolution on the discharge of the Supervisory Board for the 2007 financial year:**

Votes in favour: 7,239,754  
Votes against: 312,919  
Abstentions: 200

### **ITEM 5 Appointment of auditors for the 2008 financial year:**

Election of PwC INTER-TREUHAND GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna as auditor of the annual financial statements and the consolidated financial statements for the 2008 financial year

Votes in favour: 8,442,362  
Votes against: 0  
Abstentions: 0

### **ITEM 6 Resolution on the remuneration of the Supervisory Board members**

Remuneration of the Supervisory Board members for their activities in the 2007 financial year was set at EUR 10,000.00 for the Chair of the Supervisory Board, EUR 8,000.00 for the Vice-Chair of the Supervisory Board, and EUR 6,000.00 for the other members of the Supervisory Board, plus any expenses and cash disbursements. Furthermore, the attendance fee for attending Supervisory Board meetings was set at EUR 1,000.00 per meeting for the Chair of the Supervisory Board, EUR 800.00 for the Vice-Chair of the Supervisory Board, and EUR 600.00 per meeting for the other Supervisory Board members, with the attendance fee for attending the meetings of Supervisory Board committees being set at EUR 500.00 per meeting for the Chair of a committee, EUR 400.00 for the Vice-Chair of a committee and EUR 300.00 per meeting for the other members of a Supervisory Board committee.

Votes in favour: 8,129,543  
Votes against: 0  
Abstentions: 312,819

**ITEM 7 Resolution on amendment of the Articles of Association as follows:**

- a. Amendment of § 3 “Announcements” so that it reads as follows:  
*“Official announcements by the Company will be made in as far and as long as this is provided for by the Aktiengesetz (Austrian Stock Corporations Act) in the “Amtsblatt zur Wiener Zeitung“. Official announcements by the Company will be made in line with the applicable legal provisions. Any announcements will also be published on the Company’s website.”*
- b. Deletion without substitution of the fifth clause of § 4 “Share capital and shares”: *“Everyone who by virtue of an acquisition, disposal or by any other means acquires, exceeds or falls below 5, 10, 25, 50 or 75 per cent of voting rights shall be obliged to inform the Company in writing without delay of having reached, exceeded or fallen below these thresholds and of the level of the voting right percentage held, stating his or her address. Until this notification is received and for the three months thereafter the voting rights exceeding the relevant threshold shall not be considered.”*
- c. Amendment of the third clause of § 6 “Makeup, proxies, management of business” so that it reads as follows: *“The Company is to be represented by the Executive Board. In cases in which only one member has been appointed to the Executive Board, this member has individual power of representation. In cases in which two or more members have been appointed to the Executive Board, the issuance of declarations of intent and representation of the Company in its transactions requires the presence of two Executive Board members or of one Board member and an authorised signatory. In accordance with the stipulations of the legal code, the presence of two authorised signatories also suffices for the representation of the Company in its dealings.”*
- d. Amendment of the second clause of § 9 “Special responsibilities and powers of the Supervisory Board, rendering of approval,” so that it reads as follows: *“The Supervisory Board is entitled to commission one or more Executive Board members with powers of individual representation”.*
- e. Deletion without substitution of § 15 “Exclusion of the price markdowns pursuant to öÜbG”: *“The designated price reductions for a public tender offer as stipulated in § 26 (1) öÜbG is to be excluded pursuant to § 27 (1), fig. 2 öÜbG.”*

Votes in favour: 8,448,862  
Votes against: 0  
Abstentions: 0

**ITEM 9 Modifications to the Supervisory Board (dismissals and new elections)**

- a) Motion for the election of minority representatives in accordance with § 87 (1) AktG\*):

Votes in favour: 2,599,076

Votes against: 5,849,660  
Abstentions: 0

b) Election of Messrs. Stefan Pierer, Josef Blazicek, Friedrich Roithner and Dr. Michael Hofer as new members of the Company's Supervisory Board until 2012; extension of the Supervisory Board membership of Mr Wolfgang Hickel until 2012 \*)

Votes in favour: 6,055,663  
Votes against: 2,392,873  
Abstentions: 200

\*) Note: objections were minuted

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