

Resolutions adopted by the 12th Annual General Meeting

The 12th Annual General Meeting of BRAIN FORCE HOLDING AG adopted the following resolutions on February 24, 2010:

- Discharge of the Executive Board for the 2009 short fiscal year
- Discharge of the Supervisory Board members for the 2009 short fiscal year
- Determination of the remuneration of the Supervisory Board members for the 2009 short fiscal year
- Appointment of the auditors for the 2009/2010 fiscal year
- Reduction of the number of Supervisory Board members
- Appointment of a Supervisory Board member
- Amendment to the Articles of Association

The following resolutions were adopted in detail:

ITEM 2 Resolution on the discharge of the Executive Board for the 2009 short fiscal year:

All members of the Executive Board were granted discharge for their activities in the 2009 short fiscal year.

ITEM 3 Resolution on the discharge of the Supervisory Board members for the 2009 short fiscal year:

All members of the Supervisory Board were granted discharge for their activities in the 2009 short fiscal year.

ITEM 4 Resolution on the determination of the remuneration of the Supervisory Board members for the 2009 short fiscal year:

Remuneration of the members of the Supervisory Board for their activities in the 2009 short fiscal year was set reduced versus previous year at, EUR 7,500.00 for the Chairman of the Supervisory Board, EUR 6,000.00 for the deputy Chairman of the Supervisory Board and EUR 4,500.00 for other members of the Supervisory Board plus their costs and cash disbursements.

Furthermore, the attendance fee for attendance at meetings of the Supervisory Board was set at EUR 1,000.00 per meeting for the Chairman of the Supervisory Board, EUR 800.00 for the deputy Chairman of the Supervisory Board and EUR 600.00 per meeting for other members of the Supervisory Board and an attendance fee for attendance at committee meetings of the Supervisory Board of EUR 500.00 per meeting for the Committee Chairman, EUR 400.00 for the deputy Committee Chairman and EUR 300.00 per meeting for the other members of the Supervisory Board committee.

ITEM 5 Appointment of auditors for the 2009/2010 fiscal year:

PwC INTER-TREUHAND GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, was appointed as auditor of the Annual Accounts and the Consolidated Financial Statements for the 2009/2010 fiscal year.

ITEM 6 Resolution on the reduction of the number of Supervisory Board members of currently six Supervisory Board members appointed by the Annual General Meeting to five Supervisory Board members appointed by the Annual General Meeting:

The reduction of the number of Supervisory Board members of currently six to five was decided.

ITEM 7 Appointment of a Supervisory Board member:

Appointment of Dr. Christoph Senft onto the Supervisory Board with effect as of closure of the general meeting and for a period until the closure of such general meeting which resolves upon the discharge for the fourth financial year after the election, whereas the current financial year must not be included. As for the matter of retaining the current balance sheet date of the 30 September, the period in office for the member of the Supervisory Board to be elected would expire upon closure of such general meeting which resolves upon the discharge for the financial year 2013/2014.

ITEM 8 Resolution on the amendment of the article of association for the conformance with the modified legal requirements, in particular with the amendments to the Stock Corporation Act in 2009 in respect to the articles 4, 11, 12, 13 and 14:

All amendments of the article of association regarding the articles 4, 11, 12, 13 and 14 have been made and are published on our website where all amendments are clearly highlighted at:

http://www.brainforce.com/resources/com/hauptversammlung/englisch/2010/2010_resolution_proposal_for_12th_annual_general_meeting.pdf

Following the 12th Annual General Meeting the Supervisory Board of BRAIN FORCE HOLDING AG elected Stefan Pierer in its constitutional meeting as the new Chairman of the Supervisory Board and Friedrich Roithner was re-elected as Deputy-Chairman of the Supervisory Board.