

POWER OF REPRESENTATION

As a shareholder of BRAIN FORCE HOLDING AG, I hereby authorise

(Name of the authorised person in block letters)

to represent me at the 12th Annual General Meeting of BRAIN FORCE HOLDING AG, Vienna, FN 78112 x, on Wednesday, 24 February 2010 at 10 a.m. 1220 Vienna, Wagramer Straße 21, and to exercise all rights to which I am entitled to as a shareholder of BRAIN FORCE HOLDING AG, in particular the voting right.

In particular, I authorise the above-mentioned person to exercise the voting right regarding the following agenda and to pass resolutions:

1. Submission of the annual accounts including notes and management report, the corporate governance report, the consolidated financial statements including notes and management report as well as presentation of the Supervisory Board's report for the short fiscal year from 1 January to 30 September 2009
2. Resolution on the discharge of the members of the Management Board for the short fiscal year 2009
3. Resolution on the discharge of the members of the Supervisory Board for the short fiscal year 2009
4. Resolution on determination of the remuneration of the Supervisory Board members for the short fiscal year 2009
5. Election of the auditor for annual accounts and the consolidated financial statements for the financial year 2009/2010
6. Resolution on the reduction of the number of members of the Supervisory Board from currently six members of the Supervisory Board elected by the general meeting to five members of the Supervisory Board elected by the general meeting
7. Election of a member onto the Supervisory Board
8. Resolution on the amendment of the articles 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

The resolution proposals of the Management Board and the Supervisory Board concerning the items on the agenda are known to me.

I hereby instruct the above-mentioned authorised person to cast a vote on the agenda items 2 to 8 as follows (tick where applicable):

TOP 2

positive vote	negative vote	abstention from voting
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TOP 3

positive vote	negative vote	abstention from voting
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TOP 4

positive vote	negative vote	abstention from voting
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TOP 5

positive vote	negative vote	abstention from voting
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TOP 6

positive vote	negative vote	abstention from voting
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TOP 7

positive vote	negative vote	abstention from voting
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TOP 8

positive vote	negative vote	abstention from voting
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(Name/company and address of the shareholder in block letters)

(Date, signature of the shareholder)