

INFORMATION ON THE RIGHTS OF THE SHAREHOLDERS ACCORDING TO ART. 109, 110 AND 118 STOCK CORPORATION ACT

Supplement to the agenda according to art. 109 Stock Corporation Act

Shareholders whose combined shares amount to 5% of the share capital may request in writing that additional items be placed on the agenda of the next annual general meeting and will be made known. Each agenda item must be accompanied by a resolution proposal including statement of reasons. The applicants must be holders of the shares for at least three months before making the application. Such a shareholders' application will only be considered if it is received, in writing, by the company by 3 February 2010 at the latest.

Such applications of shareholders may only be sent to

BRAIN FORCE HOLDING AG
c/o CFO Mag. Thomas Melzer
Karl-Farkas-Gasse 22
1030 Vienna.

As for bearer shares kept on deposit, a custodian account confirmation according to art. 10a Stock Corporation Act is sufficient required proof of the shareholder status in order to exercise this shareholders' right.

Resolution proposals of shareholders according to art. 110 Stock Corporation Act

Shareholders whose combined shares amount to 1% of the share capital may submit written proposals for a resolution to each item of the agenda of the next annual general meeting and they may request that these proposals including names of the shareholders concerned, the accompanying statement of the reasons and a possible comment of the Management Board or the Supervisory Board will be made available on the website of the company. Please note that each resolution proposal must be accompanied by a statement of reasons. Such a request will only be considered if it is received in written form by the company by 15 February 2010 at the latest. In case of a proposal for the election of a member of the Supervisory Board [for TOP 7 election of a member onto the Supervisory Board] the statement of the reasons is replaced by a declaration of the person concerned according to art. 87 para. 2 Stock Corporation Act. The proposed person must outline its professional qualification, its professional or similar functions as well as all circumstances which might cause concerns of prejudice.

Such applications of shareholders may only be sent to

BRAIN FORCE HOLDING AG
c/o Mr. CFO Mag. Thomas Melzer
Karl-Farkas-Gasse 22
1030 Vienna,

or

via facsimile to +43 (0)1 263 09 09 – 40

or

via e-mail InvestorRelations@brainforce.com, whereas the resolution proposal must be made in written form, e.g. as a pdf document to be attached to the e-mail.

Each resolution proposal must also be submitted in German.

As for bearer shares kept on deposit, a custodian account confirmation according to art. 10a Stock Corporation Act is sufficient required proof of the shareholder status in order to exercise this shareholders' right.

Custodian account confirmation according to art. 10a Stock Corporation Act

The deposit conformation must be issued by a depositary bank with business seat in a member state of the European Economic Area or in a full member state of the OECD.

The custodian account confirmation according to art. 10a Stock Corporation Act must contain the following information:

- information on the issuer: name/company and address or a code normally used in transactions between banks (SWIFT code),
- information on the shareholder: name/company, address, date of birth in case of physical persons and, as the case may be, registry and company registration number in case of legal entities,
- information on the shares: number of the shares of the shareholder, ISIN AT0000820659
- deposit number and another designation respectively,
- date or period the custodian account confirmation refers to.

The custodian account confirmation must be issued in the German or the English language. The custodian account confirmation requires the written form. Custodian account confirmations must only be sent to

by mail

BRAIN FORCE HOLDING AG

c/o Mr. CFO Mag. Thomas Melzer
Karl-Farkas-Gasse 22
1030 Vienna,
or
by SWIFT to GIBAATWGGMS

(Message Type MT599; ISIN AT0000820659 must be quoted in text).

Custodian account confirmations of depositary banks with business seat in Austria may also be sent via facsimile to +43 (0)1 263 09 09 – 40.

The custodian account confirmation as proof of the shareholder status in connection with the exercising of shareholders' rights according to art. 109 Stock Corporation Act (supplement to the agenda) and art. 110 Stock Corporation Act (resolution proposals of shareholders) may not be older than seven days upon submission to the company.

The custodian account confirmation as proof of the shareholder status in connection with the exercising of shareholders' rights according to art. 109 Stock Corporation Act (supplement to the agenda) must confirm that the applicants have continuously been holders of the shares for at least three months prior to making the application.

Note on the right to be informed according to art. 118 Stock Corporation Act

Upon request of a shareholder, such shareholder must be informed at the general meeting on the affairs of the company providing that they are required for appropriate assessment of an agenda item. The right to be informed covers legal and business relations of the company with an associated company. If the consolidated financial statements and the notes and management report to the consolidated financial statements are presented at the general meeting of a parent company (art. 244 Austrian Commercial Code), the right to be informed covers the circumstances of the group and the companies included in the consolidated financial statements.

For such information to be given there must be compliance with the principles of diligent and accurate accountability.

It may be refused to give information if

1. according to reasonable corporate evaluation, for such information to be given would be of considerable detriment of the company or to an associated company, or
2. this was culpable.

INFORMATION ON THE RIGHT OF THE SHAREHOLDERS TO MAKE APPLICATIONS AT THE GENERAL MEETING ACCORDING TO ART. 119 STOCK CORPORATION ACT

Each shareholder has the right to make applications at the general meeting regarding each item on the agenda. The requirement in this case is the proof of entitlement to attend in terms of the invitation.

It is expressly referred to the following: Persons available for election in the Supervisory Board (item 7 of the agenda) may only be proposed by shareholders who altogether hold shares of at least 1% of the share capital. Such election proposals must be received by the company by 15 February 2010 at the latest in the above-mentioned manner. Each election proposal must be accompanied by the declaration according to art. 87 para. 2 Stock Corporation Act of the person proposed on its professional qualification, its professional or similar functions as well as all circumstances which might cause concerns of prejudice. As for all other items on the agenda, each shareholder may make applications at the general meeting which are not required to be made known in advance.