

**BRAIN FORCE HOLDING AG**

**Vienna, FN 78112 x**

**I n v i t a t i o n**

We hereby invite our shareholders to the  
12<sup>th</sup> Annual General Meeting of BRAIN FORCE HOLDING AG  
on **Wednesday, 24 February 2010, at 10 a.m.**,  
in NH Hotel, 1220 Vienna, Wagramer Straße 21.

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 the determination of the remuneration of the Supervisory Board members for the short fiscal year 2009
5. Election of the auditor for the 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

**Documents for the general meeting**

The following documents can be inspected at the company's head office at 1030 Wien, Karl-Farkas-Gasse 22, investor relations department, Ms Severin Henkel-Schedl from 3 February 2010:

- annual accounts including notes and management report,
  - corporate governance report,
  - consolidated financial statements including notes and management report,
  - report of the Supervisory Board ,
- each for the short fiscal year 2009;
- resolution proposals for the agenda items 2 – 8,
  - declaration of the candidate for the election of a member onto the Supervisory Board of TOP 7 according to art. 87 para. 2 Stock Corporation Act.

These documents as well as the complete text of this convening and the form for the granting and withdrawal of power of representation will be available on the internet at [www.brainforce.com](http://www.brainforce.com) from 3 February 2010 and will also be available at the general meeting.

**Notes concerning the rights of the shareholders according to articles 109, 110 and 118 Stock Corporation Act**

Shareholders whose combined shares amount to 5% of the share capital and who have been holders of these shares for at least three months before making the application may request in writing that additional items be placed on the agenda of this general meeting and will be made known, if this written request will be received by the company by 3 February 2010 at the latest and only at the following address: 1030 Vienna, Karl-Farkas-Gasse 22, CFO Mag. Thomas Melzer. As for bearer shares kept on deposit, presentation of the custodian account confirmation according to art. 10a Stock Corporation Act is sufficient proof of the shareholder status. This confirmation confirms that the shareholders making the application have been holders of the shares for at least three months before making the application and the confirmation may not be older than seven days upon submission to the company. Regarding the other requirements for the custodian account confirmation, it is hereby referred to the explanations of the entitlement to attend.

Shareholders whose combined shares amount to 1% of the share capital may submit written proposals for the resolution including statement of reasons for each item of the agenda and they may request that these proposals including statement of reasons will be made accessible on the website of the company, if this written request will be received by the company by 15 February 2010 via facsimile +43 (0)1 263 09 09 – 40 or at 1030 Vienna, Karl-Farkas-Gasse 22, CFO Mag. Thomas Melzer or via e-mail [InvestorRelations@brainforce.com](mailto:InvestorRelations@brainforce.com) whereas the request must be made in written form, e.g. as a pdf document to be attached to the e-mail. As for bearer shares kept on deposit, presentation of the custodian account confirmation according to art. 10a Stock Corporation Act is sufficient proof of the shareholder status for exercising this shareholders' right and the confirmation may not be older than seven days upon submission to the company. Regarding the other requirements for the custodian account confirmation, it is hereby referred to the explanations of the entitlement to attend.

Upon request of a shareholder at the general meeting, such shareholder must be informed on the affairs of the company provided that they are required for appropriate assessment of an agenda item.

Further information on these shareholders' rights according to articles 109, 110 and 118 Stock Corporation Act is available as of now on the company website at [www.brainforce.com](http://www.brainforce.com).

**Deadline for submission of proof and attending the general meeting**

Entitlement to attend the general meeting and for exercising voting rights and the other shareholders' rights which must be asserted at the general meeting depend on the share property at the end of 14 February 2010 (deadline for submission of proof).

Only such persons will be entitled to attend the general meeting who are shareholders on this date and who can provide proof of such to the company.

As for bearer shares kept on deposit, deposit conformation according to art. 10a Stock Corporation Act is sufficient proof of the share property on the deadline for submission of proof which must be received by the company by 19 February 2010 at the latest and only at the following address.

By mail                BRAIN FORCE HOLDING AG  
                              c/o Ms Severin Henkel-Schedl  
                              Karl-Farkas-Gasse 22  
                              1030 Vienna,

By SWIFT             GIBAATWGGMS  
                              (Message Type MT599; ISIN AT0000820659 must be quoted in text)

Depositary banks with business seat in Austria may send the custodian account confirmations via facsimile:

Via facsimile:     +43 (0)1 263 09 09 – 40 c/o Ms Severin Henkel-Schedl

**Custodian account confirmation according to 10a Stock Corporation Act**

The deposit confirmation 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 and 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 entity,
- information on the shares: number of the shares of the shareholder, ISIN AT0000820659
- deposit number and another designation respectively,
- date the custodian account confirmation refers to.

The custodian account confirmation as proof of the share property must refer to the above-mentioned deadline for submission of proof, i.e. 14 February 2010. The custodian account confirmation may be submitted in German or in English language.

The shareholders will not be blocked by a notice of intention to attend the general meeting or by submission of a custodian account confirmation. Therefore, shareholders may dispose freely of their shares after having given notice of intention to attend the shareholder's meeting or submission of a custodian account confirmation.

### **Representation by authorised representatives**

Each shareholder who is entitled to attend the general meeting has the right to appoint a representative who will attend the general meeting on behalf of the shareholder and who has the same rights as the shareholder he represents. The power of representation must be given in writing to a particular person (a physical or legal entity). This power of representation in written form must only be sent to the company to one of the following addresses:

By mail                    BRAIN FORCE HOLDING AG  
                                  c/o Ms Severin Henkel-Schedl  
                                  Karl-Farkas-Gasse 22  
                                  1030 Vienna,

By facsimile:        +43 (0)1 263 09 09 – 40 c/o Ms Severin Henkel-Schedl

By e-mail:            [InvestorRelations@brainforce.com](mailto:InvestorRelations@brainforce.com) whereas the power of representation must be made in written form, e.g. as a pdf document to be attached to the e-mail

In person:            upon registration for the general meeting  
                                  at the place of assembly

If the power of representation is not submitted in person upon registration on the day of the general meeting, the power of representation must be received by the company by 23 February 2010 at 4p.m. at the latest. A power of representation form will be sent upon request and can be accessed on the company website at [www.brainforce.com](http://www.brainforce.com). If a shareholder has granted power of representation to his depositary bank it is sufficient if this bank makes an additional statement to the custodian account confirmation that it has been granted power of representation. As for transmission of this statement, art. 10a para. 3 Stock Corporation Act will apply accordingly. The aforementioned requirements on granting the power of representation will apply accordingly to withdrawal of the power of representation.

### **Overall number of shares and voting rights**

At the date of the convening of the general meeting, the share capital of the company is subdivided into 15,386,742 no-par shares. Each share grants one vote. The company does not hold own shares on the date of the convening of the general meeting. Only one class of shares exists.

Vienna, January 2010  
The Management Board