

BRAIN FORCE HOLDING AG

Voting results of the 12th Annual General Meeting held on February 24, 2010 in NH Hotel, 1220 Vienna, Wagramer Straße 21, according to art. 128 para. 2 Austrian Stock Corporation Act.

[The share capital of the company amounts to EUR 15,386,742 and is divided into 15,386,742 no par shares.]

Agenda:

- 1. Submission of the annual accounts including notes and management report, the corporate governance report, the consolidated financial statements including notes and management report and the presentation of the Supervisory Board's report for the short fiscal year from January 1 to 30 September 2009.**

(No resolution was passed.)

- 2. Resolution on the discharge of the members of the Management Board for the short fiscal year 2009:**

The resolution discharging the members of the Management Board was unanimously approved.

Votes in favor: 8,763,101 Votes against: 0

The number of shares for which valid votes were cast: 8,763,101

Share capital represented by votes cast: 56.95%

- 3. Resolution on the discharge of the members of the Supervisory Board for the short fiscal year 2009:**

The resolution discharging the members of the Supervisory Board was unanimously approved.

Votes in favor: 8,763,101 Votes against: 0

The number of shares for which valid votes were cast: 8,763,101

Share capital represented by votes cast: 56.95%

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

Resolution: Remuneration of the members of the Supervisory Board for their activities in the short fiscal year 2009 was reduced versus the previous year and set at EUR 7,500 for the Chairman of the Supervisory Board, EUR 6,000 for the Deputy Chairman of the Supervisory Board and EUR 4,500 for other members of the Supervisory Board, plus expenses and cash disbursements.

Furthermore, the attendance fee for attendance at meetings of the Supervisory Board was set at EUR 1,000 per meeting for the Chairman of the Supervisory Board, EUR 800 for the Deputy Chairman of the Supervisory Board and EUR 600 per meeting for other members of the Supervisory Board. In addition, an attendance fee for attendance at committee meetings of the Supervisory Board was set at EUR 500 per meeting for the Committee Chairman, EUR 400 for the Deputy Committee Chairman and EUR 300 per meeting for the other members of the Supervisory Board committee.

The resolution determining the remuneration of the members of the Supervisory Board was unanimously approved.

Votes in favor: 8,760,109 Votes against: 0

Abstentions: 2,992 votes (1 shareholder)

The number of shares for which valid votes were cast: 8,760,109

Share capital represented by votes cast: 56.93%

5. Election of the auditor for the annual accounts and consolidated financial statements for the financial year 2009/2010:

Resolution: Appointment of PwC INTER-TREUHAND GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, as auditor of the annual accounts and consolidated financial statements for the 2009/2010 financial year.

PwC INTER-TREUHAND GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, was unanimously voted as the auditor.

Votes in favor: 8,763,101 Votes against: 0

The number of shares for which valid votes were cast: 8,763,101

Share capital represented by votes cast: 56.95%

6. Resolution on the reduction of the number of members of the Supervisory Board from currently six members elected by the general meeting to five members of the Supervisory Board elected by the general meeting:

The reduction of the number of Supervisory Board members from the current level of six members elected by the general meeting to five members of the Supervisory Board elected by the general meeting was unanimously approved.

Votes in favor: 8,763,101 Votes against: 0

The number of shares for which valid votes were cast: 8,763,101

Share capital represented by votes cast: 56.95%

7. Election of a member onto the Supervisory Board:

Resolution: Appointment of Mr. Dr. Christoph Senft, born on March 7, 1961, to the Supervisory Board with effect as of the completion of this annual general meeting and for a period until the completion of the annual general meeting which resolves upon the discharge for the fourth financial year after the election, whereas the current financial year is not included. In respect to retaining the current balance sheet date of September 30, the period in office for the member of the Supervisory Board to be elected would expire upon completion of the annual general meeting which resolves upon the discharge for the 2013/2014 financial year.

Mr. Christoph Senft was unanimously elected to serve on the Supervisory Board.

Votes in favor: 8,763,101 Votes against: 0

The number of shares for which valid votes were cast: 8,763,101

Share capital represented by votes cast: 56.95%

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 Austrian Stock Corporation Amendment Act 2009 in respect to the articles 4, 11, 12, 13 and 14:

The proposed changes to the articles of association as recommended by the Management Board and Supervisory Board were unanimously approved.

Votes in favor: 8,763,101 Votes against: 0

The number of shares for which valid votes were cast: 8,763,101

Share capital represented by votes cast: 56.95%

All amendments to the articles of association with regards to articles 4, 11, 12, 13 and 14 are published on the company's Website at: http://www.brainforce.com/resources/com/hauptversammlung/englisch/2010/2010_resolution_proposal_for_12th_annual_general_meeting.pdf