

Motion
by
the Administration
to the
Annual General Meeting
of BRAIN FORCE HOLDING AG to be held on 28th May 2008
IZD Tower, Wagramer Straße 19, 1220 Vienna

A motion is made that the Meeting adopt the following amendments to §§ 3, 4, 6, 9 and 15 in the Memorandum and Articles of Association of BRAIN FORCE HOLDING AG:

- a. § 3 "Announcements" to be amended as follows: "Official announcements by the Company will be made in as far and as long as this is provided for by the Aktiengesetz (Austrian Stock Corporations Act) in the "Amtsblatt zur Wiener Zeitung". Official announcements by the Company will be made in line with the applicable legal provisions. Any announcements will also be published on the Company's website."
- b. The fifth clause of § 4 "Share capital and shares" starting with the words "Everyone who by virtue of an acquisition..." up to including the words "... not considered. "Shall be deleted without any substitution.
- c. The third clause of § 6 "Makeup, proxies, management of business" is to be amended as follows: "The Company is to be represented in its business dealings by the Executive Board. In cases in which only one member has been appointed to the Executive Board, this member has individual power of representation. In cases in which two or more members have been appointed to the Executive Board, the issuance of declarations of intent or the representation of the Company in transactions requires the presence of two Executive Board members (or one board member and an authorized signatory). In accordance with the stipulations of the legal code, the presence of two authorized signatories also suffices for the authorization of the representation of the Company in its dealings."
- d. The second clause of § 9 "Special responsibilities and powers of the Supervisory Board, rendering of approval" is to be amended as follows: "The Supervisory Board is entitled to commission one or more Executive Board members with powers of individual representation".
- e. § 15 "Exclusion of the price markdowns pursuant to öÜbG" stipulating: "The designated price reductions for a public tender offer as stipulated in § 26 (1) öÜbG is to be excluded pursuant to § 27 (1) fig. 2 öÜbG" is to be deleted without substitution.

Vienna, May 2008

Board of Management and Supervisory Board