

## **Resolutions adopted by the 10th Annual General Meeting**

The 10th Annual General Meeting of BRAIN FORCE HOLDING AG adopted the following resolutions on 28 May 2008:

Discharge of the Executive Board members for the 2007 financial year  
Discharge of the Supervisory Board for the 2007 financial year  
Appointment of auditors for the 2008 financial year  
Resolution on the remuneration of the Supervisory Board members  
Resolution on amendments to the Articles of Association  
Resolution on modifications to the Supervisory Board

The following resolutions were adopted in detail:

ITEM 3: Resolution on the discharge of the Executive Board members for the 2007 financial year

Mr Günter Pridt and Mr Wolfgang Lippert were each granted discharge for their activities in the 2007 financial year; Mr Helmut Fleischmann was not granted discharge for his activities in the 2007 financial year.

ITEM 4: Resolution on the discharge of the Supervisory Board for the 2007 financial year

The members of the Supervisory Board were granted discharge for their activities in the 2007 financial year.

ITEM 5: Appointment of auditors for the 2008 financial year

PwC INTER-TREUHAND GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft (auditors and tax consultants), Vienna, was appointed as auditor of the annual financial statements and the consolidated financial statements for the 2008 financial year.

ITEM 6: Resolution on the remuneration of the Supervisory Board members  
Remuneration of the Supervisory Board members for their activities in the 2007 financial year was set at the same level as the previous year, EUR 10,000.00 for the Chair of the Supervisory Board, EUR 8,000.00 for the Vice-Chair of the Supervisory Board, and EUR 6,000.00 for the other members of the Supervisory Board, plus any expenses and cash disbursements.

Furthermore, the attendance fee for attending Supervisory Board meetings was set at EUR 1,000.00 per meeting for the Chair of the Supervisory Board, EUR 800.00 for the Vice-Chair of the Supervisory Board, and EUR 600.00 per meeting for the other Supervisory Board members, with the attendance fee for attending the meetings of Supervisory Board committees being set at EUR 500.00 per meeting for the Chair of a committee, EUR 400.00 for the Vice-Chair of a committee and EUR 300.00 per meeting for the other members of a Supervisory Board committee.

ITEM 7: Resolution on amendments to the Articles of Association

The Annual General Meeting consented to the amendments in §§ 3, 4, 6, 9 and 15 of the Articles of Association of BRAIN FORCE HOLDING AG as follows:

- a. Amendment of § 3 "Announcements" so that it reads 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. Deletion without substitution of the fifth clause of § 4 "Share capital and shares": "Everyone who by virtue of an acquisition, disposal or by any other means acquires, exceeds or falls below 5, 10, 25, 50 or 75 per cent of voting rights shall be obliged to inform the Company in writing without delay of having reached, exceeded or fallen below these thresholds and of the level of the voting right percentage held, stating his or her address. Until this notification is received and for the three months thereafter the voting rights exceeding the relevant threshold shall not be considered."
- c. Amendment of the third clause of § 6 "Makeup, proxies, management of business" so that it reads 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 and representation of the Company in transactions requires the presence of two Executive Board members or of one Board member and an authorised signatory. In accordance with the stipulations of the legal code, the presence of two authorised signatories also suffices for the representation of the Company in dealings."
- d. Amendment of the second clause of § 9 "Special responsibilities and powers of the Supervisory Board, rendering of approval," so that it reads as follows: "The Supervisory Board is entitled to commission one or more Executive Board members with powers of individual representation".
- e. Deletion without substitution of § 15 "Exclusion of the price markdowns pursuant to öÜbG": "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."

ITEM 9: Resolution on modifications to the Supervisory Board (dismissals and new elections)

a) The motion for the election of minority representatives in accordance with § 87 (1) AktG (Austrian Stock Corporations Act) did not receive the required one-third of the registered capital represented.

b) Messrs. Stefan Pierer, Josef Blazicek, Friedrich Roithner and Michael Hofer were elected as new members of the Company's Supervisory Board until 2012; the Supervisory Board membership of Mr Wolfgang Hickel was extended until 2012.