

Resolutions adopted by the 11th Annual General Meeting

The 11th Annual General Meeting of BRAIN FORCE HOLDING AG adopted the following resolutions on May 14 2009:

- Appropriation of net income for the 2008 financial year
- Discharge of the Executive Board and Supervisory Board members for the 2008 financial year
- Determination of the remuneration of the Supervisory Board members for the 2008 financial year
- Appointment of the auditors for the 2009 financial year
- Executive Board's authorization to acquire treasury stock
- Amendment to the Articles of Association

The following resolutions were adopted in detail:

ITEM 2 Resolution on the appropriation of net income for the 2008 financial year:

The Annual General Meeting consented that no dividends will be paid out for 2008 and that the entire balance sheet profit of EUR 530.420,87, resulting from the financial year January 1, 2008 to December 31, 2008, will be carried forward onto new account

ITEM 3 Resolution on the discharge of the Executive Board and Supervisory Board members for the 2008 financial year:

All members of the Executive Board and all members of the Supervisory Board were granted discharge for their activities in 2008 financial year

ITEM 4 Resolution on the determination of the remuneration of the Supervisory Board members for the 2008 financial year:

Remuneration of the members of the Supervisory Board for their activities in the 2008 business year was set at the same level as the previous year, EUR 10,000.00 for the Chairman of the Supervisory Board, EUR 8,000.00 for the deputy Chairman of the Supervisory Board and EUR 6,000.00 for other members of the Supervisory Board plus their costs and cash disbursements.

Furthermore, the attendance fee for attendance at meetings of the Supervisory Board was set at EUR 1,000.00 per meeting for the Chairman of the Supervisory Board, EUR 800.00 for the deputy Chairman of the Supervisory Board and EUR 600.00 per meeting for other members of the Supervisory Board and an attendance fee for attendance at committee meetings of the Supervisory Board of EUR 500.00 per meeting for the Committee Chairman, EUR 400.00 for the deputy Committee Chairman and EUR 300.00 per meeting for the other members of the Supervisory Board committee.

ITEM 5 Appointment of auditors for the 2009 financial year:

PwC INTER-TREUHAND GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, was appointed as auditor of the Annual Accounts and the Consolidated Financial Statement for the 2009 financial year.

ITEM 6 Resolution on the Executive Board's authorization to acquire treasury stock pursuant to § 65 para. 1 clauses 4 und 8 of the Stock Corporation Act (AktG):

The Annual General Meeting consented to the

a) Authorization of the Executive Board to acquire treasury stock pursuant to § 65 para. 1 clauses 4 and 8 of the Stock Corporation Act (AktG), with the percentage of the share capital of the stock to be acquired being limited to 10% and the authorization applying for a period of 30 months as of the resolution being adopted. The countervalue (basis price) per no-par value share to be acquired may not undershoot or overshoot the market price by more than 20%. Deemed the decisive market price shall be the average value of the closing prices for the shares of the respective securities markets within the last 5 trading days prior to the acquisition of the shares.

The authorization may be exercised entirely or in several partial amounts, and in pursuit of one or more purposes by the Company, its group companies or for the latter's account by third parties. The acquisition of treasury stock may ensue via the stock exchange or outside the latter.

b) Authorization of the Executive Board, with the Supervisory Board's consent, for the duration of five years as of the resolution being adopted, to resolve a type of sale for the sale of treasury stock other than via the stock exchange or by public tender, with the exclusion of the shareholders' subscription right, and to determine the terms and conditions of sale, with the shareholders' subscription right only then being able to be excluded if such stock is issued as a consideration within the scope of an acquisition of companies, operations, partial operations or shares in one or more companies inland or abroad, or for the servicing of share options to employees, executive staff and Executive Board members. This authorization may be exercised once or repeatedly, entirely or in parts, individually or jointly, and applies for the maximum legally permissible length of time

c) Authorization of the Executive Board to collect its treasury stock without a further resolution by the Annual General Meeting

ITEM 7 Resolution on an amendment to the Articles of Association:

The Annual General Meeting consented to the amendments in §§ 13, 15 and 16 of the Articles of Association of BRAIN FORCE HOLDING AG as follows:

- a. Deletion of 2nd sentence (relating to the limitation of the voting right) in the 2nd paragraph of § 13 "Voting Right, Resolutions, Chairman" so that the latter reads as follows:

“Each no-par value share implies one voting right.”

- b. Addition of § 15 “Financial Year” to the Articles of Association as follows:

”§ 15 Financial Year
The financial years always begin on October 1 (first) and end on September 30 (thirtieth) of the following year.”

- c. Addition of § 16 “Language Regulation” to the Articles of Association as follows:

”§ 16 Language Regulation
Custodian account confirmations shall ensue in the German or English language.

Likewise, legally effective written notifications by shareholders and/or credit institutes shall be directed to the Company in the German or English language.

The negotiating language in the Annual General Meeting shall be German.”