

BRAIN FORCE HOLDING AG

Vienna, FN 78112x

Invitation

to the **Annual General Meeting**
of BRAIN FORCE HOLDING AG ("Company")
to be held on Wednesday, May 28, 2008, 10am
at NH Hotel,
Austria, 1220 Vienna, Wagramer Strasse 21

A g e n d a:

1. Presentation of the approved annual accounts as at December 31, 2007 including notes and management report, the consolidated financial statements according to IFRS as at December 31, 2007 including notes and management report as well as presentation of the Supervisory Board's annual report.
2. Appropriation of net income for the 2007 financial year.
3. Resolution on the release of the Executive Board for the 2007 financial year.
4. Resolution on the release of the Supervisory Board for the 2007 financial year.
5. Appointment of auditors for the 2008 financial year.
6. Resolution on the remuneration of the Supervisory Board members for the 2007 financial year.
7. Resolution on an amendment of the Articles of Association, i.e.
 - 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 Corporation 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 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.
8. Application for special purpose audits.
9. Modifications to the Supervisory Board (dismissals and new elections).

Shareholders are entitled to attend the Annual General Meeting in line with § 12 of the Articles of Association if they deposit their shares not later than

Wednesday, May 21, 2008

with an Austrian or German notary, with the head office of a bank having its headquarters within the territory of the European Union or with the Company during business hours until completion of the Annual General Meeting. Subject to the Company's approval, shares are deemed to have been duly deposited when they are kept in a blocked deposit of other credit companies up until the end of the Annual General Meeting. The depositories shall file certificates of deposit at the latest one day following expiry of the deposit period in the original or as a certified copy with the Company, Austria - 1220 Vienna, IZD Tower, Wagramer Strasse 19. Furthermore, they are requested to fax the deposit list in advance to the Company, ftao Dr. Andreas Popp, fax no. +43/1/263 09 09-40.

Information in line with § 83 clause 2 line 1 BörseG:

At the time of giving notice of the Annual General Meeting, the Company's share capital is EUR 15,386,742 in the form of 15,386,742 no-par value bearer shares. Each no-par value share implies one vote. At the time of giving notice of the Annual General Meeting, the Company does not hold

treasury stock, so that there are 15,386,742 voting rights. Each shareholder who has registered for the Annual General Meeting in good time in line with the above provisions is entitled to participate in the Annual General Meeting him-/herself or by delegating a legitimate representative with written power of attorney which will be retained by the Company and to exert his or her legal shareholder rights (in particular the right to question and the voting right).

The annual accounts as at December 31, 2007 including notes and management report, the consolidated financial statements according to IFRS as at December 31, 2007 including notes and management report as well as the Supervisory Board's annual report and a draft of the Articles of Association containing the amendments proposed to the Annual General Meeting will be available for inspection by shareholders from Monday, May 05, 2008 in the offices at the Company's headquarters. Upon request, each shareholder will receive a copy of these documents in line with the legal provisions. The annual report can be downloaded from the Company website at <http://www.brainforce.com>.

Vienna, March 2008

**The Executive Board
of BRAIN FORCE HOLDING AG**