

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, at 10 a.m.
at the NH Hotel,
Austria, 1220 Vienna, Wagramer Straße 21

A g e n d a:

1. Submission 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 discharge of the Executive Board for the 2007 financial year.
4. Resolution on the discharge 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 to the Articles of Association, as follows:
 - 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 suffice 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. Justification: § 15 of the Articles of Association is obsolete, due to the fact that the stipulations of the öÜbG named in the Company's Articles of Association have been repealed by the ÜbRÄG 2006.

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 pursuant to § 12 of the Articles of Association of the Company if they deposit their shares no 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, IZD Tower, Wagramer Strasse 19, 1220 Vienna, Austria. Furthermore, they are requested to fax the deposit list in advance to the Company, to the care of Dr. Andreas Popp, fax no. +43/1/263 09 09-40.

Information pursuant to § 83 (2) fig. 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 Annual General Meeting in good time, in line with the above provisions, is entitled to take part in the Annual General Meeting himself or herself or by delegating a legitimate representative (proxy) 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 the management report, the consolidated financial statements according to IFRS as at December 31, 2007, including the notes and the management report as well as the the Supervisory Board's annual report, and a draft version of the Articles of Association containing the amendments proposed to the Annual General Meeting, will be available for examination by shareholders starting on Monday May 5, 2008, in the offices of the Company's headquarters. Upon request, each shareholder is entitled to immediately receive a copy of these documents in line with the legal provisions. The Annual Report, the Annual Financial Report and the draft

version of the Articles of Association, which contain the changes pursuant to agenda item 7, can also be downloaded from the Company website at <http://www.brainforce.com>.

Vienna, April 2008

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