

BRAIN FORCE HOLDING AG
Vienna, FN 78112x

Invitation

to the **Annual General Meeting** of
BRAIN FORCE HOLDING AG ("Company")
to be held on Thursday, May 14, 2009, 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, 2008, including notes and management report, the consolidated financial statements according to IFRS as at December 31, 2008, including notes and management report as well as presentation of the Supervisory Board's annual report.
2. Resolution on the appropriation of net income for the 2008 financial year.
3. Resolution on the discharge of the Executive Board and Supervisory Board members for the 2008 financial year.
4. Resolution on the determination of the remuneration of the Supervisory Board members for the 2008 financial year.
5. Appointment of auditors for the 2009 financial year.
6. Resolution on
 - a) the Executive Board's authorization 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) the Executive Board's authorization, 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) the Executive Board's authorization to collect its treasury stock without a further resolution by the Annual General Meeting
7. Resolution on an amendment to the Articles of Association:
 - a. Deletion of the 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.

T *The negotiating language in the Annual General Meeting shall be German."*

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

Friday, May 8, 2009

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, Karl-Farkas-Gasse 22, 1030 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 the 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, 2008, including notes and management report, the consolidated financial statements according to IFRS as at December 31, 2008, including notes and management report as well as 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 Tuesday, April 14, 2009 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 proposed changes pursuant to agenda item 7, can also be downloaded from the Company website at <http://www.brainforce.com>.

Vienna, April 2009

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