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Adhoc announcement according to article 48d section 1 BörseG

Brain Force Holding AG: Share buyback programme 2014/2015

Vienna (pta017/07.03.2014/12:50) - On 7 March 2014, the Management Board of BRAIN FORCE HOLDING AG decided to make use of the authorisation granted by the ordinary general shareholders' meeting dated 28.02.2013. Hereby, the decision of the Management Board shall be publicly announced pursuant to § 65 para 1a Austrian Stock Corporation Act, § 82 para 9 Austrian Stock Exchange Act in connection with § 5 Austrian Publication Regulation 2002.

The following share buyback programme shall be carried out:

1. Date of the shareholder authorisation: 28.02.2013.
2. Day and method of publication of the shareholder resolution: 05.03.2014 via the information distribution system pursuant to §§ 81a para 1 item 9 in connection with 82 para 8 Austrian Stock Exchange Act in connection with section 11 Austrian Publication and Reporting Regulation.
3. Start and expected duration of share buyback programme: 13.03.2014 until 27.08.2015 (expected).
4. Class of shares which are subject to the share buyback programme: bearer shares of BRAIN FORCE HOLDING AG with no nominal value (ISIN AT0000820659).
5. Expected volume of the share buyback, number of shares and percentage of the share capital: up to 1,538,674 bearer shares of BRAIN FORCE HOLDING AG with no nominal value representing up to 10% of the share capital of BRAIN FORCE HOLDING AG.
6. Maximum and minimum price to be paid for acquired own shares: shares shall be bought at a price which does not deviate by more than 20% from the appropriate average stock exchange price of the respective five preceding stock exchange working days.
7. Type and purpose of the share buyback: The share buyback is aimed at improving the capital structure of BRAIN FORCE HOLDING AG and the supply of and demand for shares of BRAIN FORCE HOLDING AG. At any time, the company is able to resell or withdraw acquired shares. The share buyback and resale transactions may be carried out via the stock exchange or via any other legal method, including OTC transactions. The company may also use acquired shares for share option programmes for employees, managers and board members of the company or its subsidiaries.
8. Possible impacts of the share buyback programme on the stock exchange listing of the shares of BRAIN FORCE HOLDING AG: none.
9. Number and allocation of share options for employees, managers and board members of the Company or its subsidiaries including the number of shares which may be obtainable from the exercise of options in case the Company has already granted share options or intends to grant share options in accordance with the time periods stated in § 65 para 1 item 8 of the Austrian Stock Corporation Act: Currently there are no share options granted or planned to be granted within any share option programme.

Disclosure according to § 5 para 4 Austrian Publication Regulation 2002: Amendments of the share buyback programme and transactions which are carried out within the share buyback programme pursuant to §§ 6 and 7 of the Austrian Publication Regulation 2002 shall be publicly announced exclusively in the Internet on the homepage of the company www.brainforce.com under the section "investor relations".

This publication does not constitute an offer to buy shares of BRAIN FORCE HOLDING AG. The Company is hereby in no way obliged to accept offers to purchase shares of BRAIN FORCE HOLDING AG.

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