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*Adhoc announcement according to article 48d section 1 BörseG*

## Brain Force Holding AG: Disposal of substantial holdings

Vöcklabruck (pta009/26.06.2014/09:35) - BRAIN FORCE HOLDING AG hereby announces that it intends to sell its holdings in BRAIN FORCE SOFTWARE GmbH (Germany) and BRAIN FORCE S.P.A. (Italy) (the "Shareholdings") to CEGEKA GROEP N.V., Belgium.

BRAIN FORCE HOLDING AG holds 100% of the shares of BRAIN FORCE SOFTWARE GmbH (Germany) and of BRAIN FORCE S.P.A. (Italy). Together with the transfer of the two Shareholdings, also their subsidiaries BRAIN FORCE B.V. (Netherlands), BRAIN FORCE GmbH (Austria), BRAIN FORCE Software s.r.o. (Czech Republic) and BRAIN FORCE Software s.r.o. (Slovak Republic) will be transferred to CEGEKA GROEP N.V.

The respective share purchase agreement was signed on this day, after the approval of the Supervisory Board of the company was obtained. The execution of the transaction is subject to approval by the general meeting of the shareholders of the company. BRAIN FORCE HOLDING AG will promptly obtain the approval for the transfer of the Shareholdings at an extraordinary general meeting of the shareholders.

The purchase price that the company will receive will amount to approximately EUR 24 million. Based on the EBIT-figure as of 30 September 2014 the purchase price might be subject to an adjustment. The key data and the essential terms of the transaction will be made available to the shareholders at the registered office of the company in 4840 Vöcklabruck, Wartenburger Straße 1b as well as on the website of the company [www.brainforce.com](http://www.brainforce.com) ("Investor Relations" - "General Meeting"), after the extraordinary general meeting has been convened.

After the approval of the shareholders in the general meeting, the closing of the transaction is expected by the end of 2014.

Dr. Michael Hofer, CEO of BRAIN FORCE HOLDING AG, will presumably resign as member of the executive board until the end of April 2015 and leave the company. In the future, Dr. Michael Hofer will be an executive within CEGEKA group.

### About Cegeka

Cegeka is an independent ICT service provider in Benelux. The company helps its clients with services for secondment, the implementation and integration of ICT infrastructure, and the development and implementation of applications and outsourcing. The originally Belgian ICT company houses its clients' ICT in its own data centres in Hasselt, Louvain and Veenendaal (NL). Cegeka employs 2,300 people. In 2013 Cegeka Group realised a turnover of 240 million euro, a growth of 12% compared to 2012. Cegeka has branches in the Netherlands, Belgium, Germany, France, Luxembourg, Poland and Romania and provides services to clients throughout Europe. Visit [www.cegeka.com](http://www.cegeka.com) for more information.

emitter: Brain Force Holding AG  
Wartenburger Str. 1b  
4840 Vöcklabruck  
Austria

contact person: Mag. Michaela Friepeß

phone: +43 7672 90 900

e-mail: [InvestorRelations@brainforce.com](mailto:InvestorRelations@brainforce.com)

website: [www.brainforce.com](http://www.brainforce.com)

ISIN(s): AT0000820659 (share)

stock exchanges: official trade in Vienna; open market (free market) in Frankfurt



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