BRAIN FORCE

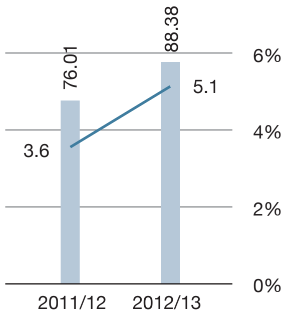
Annual Report

2012/13

BRAIN FORCE HOLDING AG

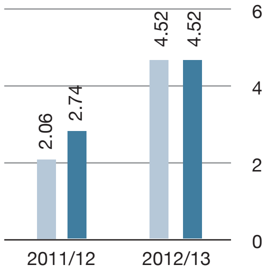
BRAIN FORCE Key Data

Revenues and EBITDA margin
in € million and %



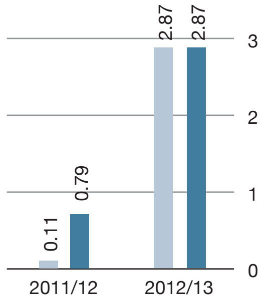
Revenues
Operating EBITDA-margin

EBITDA
in € million



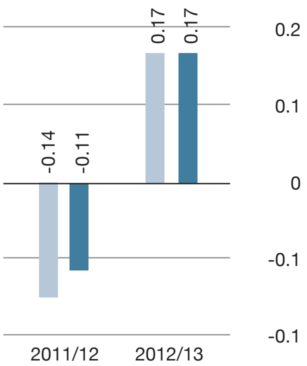
EBITDA
Operating EBITDA

EBIT
in € million



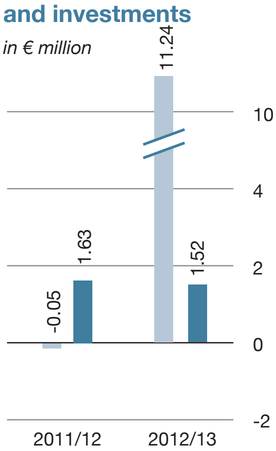
EBIT
Operating EBIT

Earnings per share
in €



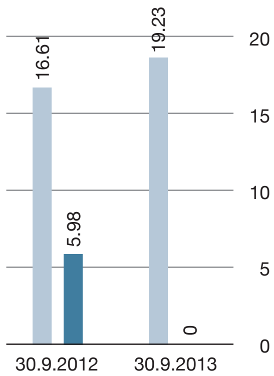
IFRS
Adjusted

Free cash flow and investments
in € million



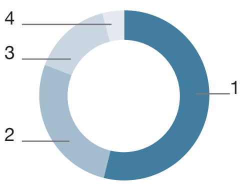
Free cash flow
Investments

Equity and net debt
in € million



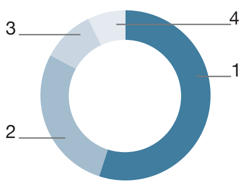
Equity
Net debt

Revenues by regions



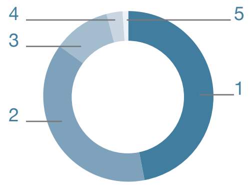
1 Germany 54%
2 Italy 27%
3 The Netherlands 15%
4 Central East Europe 4%

Operating EBITDA by regions



1 Germany 55%
2 Italy 28%
3 Ther Netherlands 10%
4 Central East Europe 7%

Employees by segments



1 Germany 47%
2 Italy 38%
3 The Netherlands 11%
4 Central East Europe 3%
5 Holding and Other 1%

Earnings Data [1]		2010/11	2011/12	2012/13	Change in %
Revenues	*in € million*	71.09	76.01	88.38	*+16*
EBITDA	*in € million*	3.13	2.06	4.52	*>100*
Operating EBITDA [2]	*in € million*	3.13	2.74	4.52	*+65*
EBIT	*in € million*	1.04	0.11	2.87	*>100*
Operating EBIT [2]	*in € million*	1.04	0.79	2.87	*>100*
Profit before tax	*in € million*	-1.38	-2.21	3.98	*>100*
Profit after tax	*in € million*	-1.37	-2.13	2.67	*>100*

Balance Sheet Data [3]		30.9.2011	30.9.2012	30.9.2013	Change in %
Balance sheet total	*in € million*	49.43	46.42	42.95	*-7*
Equity	*in € million*	18.72	16.61	19.23	*+16*
Equity ratio	*in %*	38	36	45	*-*
Working capital	*in € million*	1.34	0.41	-0.55	*>100*
Net liquid funds (+) / Net debt (-)	*in € million*	-5.82	-5.98	5.23	*>100*
Gearing	*in %*	31%	36%	-27%	*-*
Employees at reporting date		786	756	804	*+6*
Employees on average		733	752	784	*+4*

Cash Flow and investments		2010/11	2011/12	2012/13	Change in %
Cash flow from operating activities	*in € million*	5.04	1.55	4.46	*>100*
Free cash flow [4]	*in € million*	3.54	-0.05	11.24	*>100*
Investments	*in € million*	1.51	1.63	1.52	*-7*

Stock Exchange Data		2010/11	2011/12	2012/13	Change in %
Earnings per share	*in €*	-0.09	-0.14	0.17	*>100*
Adjusted earnings per share [5]	*in €*	-0.09	-0.11	0.17	*>100*
Dividend per share	*in €*	0.00	0.00	0.00	*0*
Equity per share	*in €*	1.22	1.08	1.25	*+16*
Share price high	*in €*	1.10	0.95	0.93	*-2*
Share price low	*in €*	0.72	0.55	0.58	*+5*
Share price at year-end	*in €*	0.94	0.65	0.84	*+29*
Shares outstanding (weighted)	*in 1,000*	15,387	15,387	15,387	*0*
Market capitalization at year-end	*in € million*	14.46	9.99	12.92	*+29*

Segments 2012/13 in € million	Germany		Italy		The Netherlands		Central East Europe		Holding and Other	
Revenues	48.01	*(+21%)*	23.66	*(+5%)*	13.41	*(+27%)*	3.30	*(+3%)*	0.00	*-*
Operating EBITDA	3.26	*(+60%)*	1.70	*(+8%)*	0.60	*(+43%)*	0.43	*(>100%)*	-1.47	*(+2%)*
Operating EBIT	2.68	*(+91%)*	1.05	*(+16%)*	0.30	*(>100%)*	0.35	*(>100%)*	-1.51	*(+3%)*
Investments	0.54	*(-4%)*	0.50	*(-9%)*	0.42	*(+17%)*	0.05	*(-42%)*	0.00	*(>100%)*
Employees [6]	368	*(+7%)*	301	*(+6%)*	84	*(-7%)*	27	*(-11%)*	4	*(-11%)*

1) From continuing operations
2) Adjusted for restructuring costs and non-recurring income
3) Number of employees at reporting date
4) Cash flow from operating activities less cash flow from investing activities plus acquisitions
5) Adjusted for restruction costs, non-recurring income and result from discontinued operation
6) Average number of employees (salaried and free-lance) during the period

BRAIN FORCE at a Glance

BRAIN FORCE is a leading IT services group with about 800 employees at 12 locations in six European countries. In fiscal year 2012/13, the Group generated revenues in the amount of €88.38m, with an EBITDA margin of 5.1% and an EBIT margin of 3.3%.

The corporate headquarters of BRAIN FORCE, a public listed company, listed on the Xetra continuous trading system of the Vienna Stock Exchange, are located in Vienna, Austria. Germany is the largest single market, generating 54% of group revenues, followed by Italy, which contributes 27%, the Netherlands with 15% and Central East Europe (primarily Austria) with a 4% share of revenues.

Founded in 1983, BRAIN FORCE has considerably expanded its portfolio of products and services since the Initial Public Offering in 1999 (Neuer Markt segment in Frankfurt, current stock exchange listing in Vienna) and has adjusted its portfolio to market requirements.

BRAIN FORCE provides smart IT solutions on the basis of best practices, effective services and innovative products in the areas of Process Optimization, Infrastructure Optimization and Professional Services.

- BRAIN FORCE is a medium-sized IT company, founded in 1983
- with a current staff of 800 employees at 12 locations in six European countries (GER, ITA, AUT, NED, CZE, SVK)
- registered office and Group headquarters in Vienna, Austria, publicly listed on the Vienna Stock Exchange

Content

* *reviewed by the auditor*

Foreword

Chief Executive's Review

Dear Shareholders,

in the past fiscal year 2012/13, BRAIN FORCE achieved a revenue growth of 16%, increased the operational result (EBIT) by € 2.76 m and entirely eliminated its net debt. This proves that the strategic orientation of the Company has been successful and the measures taken were effective. The strengthening of the distribution in particular positively influenced the development of the Company and the result. As a consequence, we were able to achieve a two-digit growth rate and also to significantly increase the financial performance in fiscal year 2012/13, after an increase of revenues of 6% and 7% in the two previous years. Positive operating results were achieved in all four quarters of the past fiscal year, with growth rates having particularly increased further in the third and fourth quarter.

The economic framework conditions remained difficult in fiscal year 2012/13. In its autumn forecast, the European Commission expects the global economy to decline by 0.5% in the Eurozone in 2013. While the economy in Germany and Austria is expected to grow by 0.5%, a decline is foreseen for Italy (-1.8%) and the Netherlands (-1.0%). On the basis of this economic data, the achieved growth rates seem all the more remarkable. This gain in market shares results from a solid business foundation while expanding customer relations at the same time. The portfolio of services and products offered enables the Company to successfully cultivate niche markets but also highly competitive markets. For 2014, the European Commission expects only a moderate economic growth. The BRAIN FORCE markets in Germany and Austria are expected to grow by 1.7% and 1.6%, respectively. In Italy, a moderate increase in the economy of only 0.7% is predicted; a rise by 0.2% is forecast for the Netherlands.

The implementation of the strategy to generate bigger operative units within the BRAIN FORCE Group and, by doing so, to support a long-term growth perspective, is systematically pursued. As a consequence, after the balance sheet date of September 30, 2013, the corporate shareholding structure was adjusted to the future structure of the segments that are subject to reporting. In this context, BRAIN FORCE HOLDING AG transferred the shares in Network Performance Channel GmbH, Germany, to Network Performance Channel GmbH, Austria. In addition, the shares in BRAIN FORCE GmbH, Austria, in BRAIN FORCE SOFTWARE s.r.o., Czech Republic, as well as in Brain Force Software GmbH, Slovakia, which were previously held directly by BRAIN FORCE HOLDING AG, were sold to BRAIN FORCE Software GmbH, Germany.

In the fiscal year from October 1, 2012 to September 30, 2013, BRAIN FORCE HOLDING AG records a revenue increase by € 12.37 m or 16% to € 88.38 m, with all operating business segments recording partly significant increases. At € 48.01 m, Germany recognised a revenue increase of 21%; Italy generated revenues in the amount of € 23.66 m, which corresponds to an increase of 5%. The Netherlands and Central East Europe regions also contributed to the Group's growth achieving revenue increases of 27% to € 13.41 m (the Netherlands) and of 3% to € 3.30 m (Central East Europe). The Group's EBITDA amounted to € 4.52 m and thus exceeded the prior-year figure of € 2.06 m by € 2.46 m. With € 2,87 m, the Group's EBIT exceeded the prior-year figure by € 2.76 m. This increase in revenues is primarily due to the increase in gross profit, which goes hand in hand with the revenue growth, and a slight decrease in selling expenses and administrative costs. Moreover, the restructuring costs incurred in the prior year amounted to € 0.68 m. A comparison of the operating results (adjusted for the 2011/12 restructuring costs) shows a rise of the operating EBITDA by 65% or € 1.78 m; the operating EBIT increased by € 2.08 m.

In addition to the increase in the operating results, a significant rise in the Group's comprehensive income could be achieved with the disposal of the shares in SolveDirect Service Management GmbH. The profit before tax amounted to € 3.98 m after € -2.21 m in the comparative period of the prior year. The BRAIN FORCE Group generated a profit after tax of € 2.67 m compared to € -2.13 m in the prior year. This results in earnings per share in the amount of € 0.17 compared to € -0.14 in fiscal year 2011/12.

The headcount of the BRAIN FORCE Group shows an increase in personnel below the revenue growth. With a revenue growth of 16%, the average headcount increased by about 4% to 784. The number of salaried personnel remained practically unchanged at 516; freelance personnel rose from 234 to 268. As at the balance sheet date, the headcount increased by 6% from 756 to 804.

On the basis of a substantial improvement of operating activities and the disposal of shares, the positive result of fiscal year 2012/13 resulted in another strengthening of the balance sheet structure. Equity increased by 16% to € 19.23 m, which corresponds to an equity ratio of 45%. Operating cash flow amounted to € 4.46 m and exceeded the prior-year figure of € +1.55 m by € 2.91 m. The generated free cash flow amounted to € +11.24 m, after having been almost flat in the prior year (€ -0.05 m). Net debt amounting to € 5.98 m at the balance sheet date of September 30, 2012 could be fully eliminated due to the generation of cash and cash equivalents. Financial liabilities decreased in total by about € 10.87 m, the net funds (cash and cash equivalents less financial liabilities) amounted to € 5.23 m as at the balance sheet date of September 30, 2013.

BRAIN FORCE had set itself the targets of achieving further revenue growth and an operating result for fiscal year 2012/13. These

targets were impressively achieved with an increase in revenue of 16% or € 12.37 m to € 88.38 m, and an increase of the Group's EBIT by € 2.76 m to € 2.87 m. For fiscal year 2013/14, BRAIN FORCE sets itself the target of achieving further revenue growth. In order for this target to be reached, additional investments to gain further market shares will be necessary. The operating result is oriented towards the result of the past fiscal year.

At the balance sheet date of September 30, 2013, the development of the share price showed an increase year-on-year by 29% to € 0.84 (Vienna Stock Exchange). It was, however, particularly after the balance sheet date when a rising interest in the shares had a strong influence on the share price. With another increase by about 67% to almost € 1.40, the BRAIN FORCE share has now risen to a significantly higher level. Even when the Company – by resolution of the extraordinary Annual General Meeting of July 18, 2013 – informed Wiener Börse AG (Vienna Stock Exchange) of the withdrawal of the shares from Official Trading by including them in the (unregulated) Third Market, this apparently has not yet had any adverse effect on the share price development. At present, Wiener Börse AG's decision with regard to the withdrawal of shares from the Official Trading by including those shares in the Third Market is pending. Should the Vienna Stock Exchange however prohibit the withdrawal of shares by official decision, the Company intends to resort to legal remedies and to clarify the issue by exhausting the appeal procedure available.

At this point I would like to take the opportunity to sincerely thank our employees for their dedication and hard work in a highly successful fiscal year 2012/13. Let me also express my thanks to our customers and business partners for their confidence in us. We are fully committed to surpass your expectations. Finally, I would like to ask you, esteemed shareholders, to continue placing your trust in us. We will do everything in our power to pursue the growth path in order to lay the groundwork for a satisfactory share price and dividend development in the future.

Yours

Michael Hofer

Report of the Supervisory Board

The Supervisory Board of BRAIN FORCE HOLDING AG held a total of four meetings in fiscal year 2012/13, intensively discussing the overall economic situation and the future strategic development of the Company and its group companies as well as significant events. Within the context of its regular reporting and with comprehensive reports submitted in all meetings, the Management Board informed the Supervisory Board about the present state of the business and the financial position of the Group as well as the personnel situation. Additional information was supplied about extraordinary developments.

The committees dealt with individual specialized issues and subsequently reported their findings to the Supervisory Board. The Presidium of the Supervisory Board was regularly informed about the current business situation by the Management Board. The Audit Committee convened twice, the Remuneration and the Nomination Committee also convened twice. The criteria of variable remuneration, the principles of retirement and termination benefits as well as the list of individual Management Board and Supervisory Board remunerations are presented in the Remuneration Report. No share option plan exists for executives of the Group.

With regard to the annual financial statements for fiscal year 2011/12, the Audit Committee called in the annual auditor to attend its meeting on December 6, 2012, who reported on the results of the audit of fiscal year 2011/12. In the subsequent meeting, the Supervisory Board discussed and formally approved the annual financial statements of BRAIN FORCE HOLDING AG, and a resolution was passed on the consolidated financial statements, the Management Report, the Corporate Governance Report, the proposal for the distribution of the dividend submitted by the Management Report and the Report of the Supervisory Board to the Annual General Meeting. Furthermore, a proposal to the Anual General Meeting was prepared with respect to the selection of the auditors and the agenda of the Annual General Meeting. The Supervisory Board meeting also focused on the report of the Management Board on the current business development and financing situation.

At the Supervisory Board meeting of March 7, 2013, the Management Board reported on the results of the first quarter of fiscal year 2012/13 and the current expectations for the fiscal year. At this meeting, the Management Board also reported on the financing situation. Another item on the agenda related to resolutions for transactions subject to approval of the Supervisory Board.

At the Supervisory Board meeting of May 14, 2013, the Management Board presented to the Supervisory Board a detailed report on the status of the earnings development in the second quarter as well as on the outlook for the half of the year. The Management Board also discussed the current outlook for the entire fiscal year 2012/13. Another item on the agenda at this meeting concerned the resolution of the Supervisory Board to extend the contract with the CEO, Dr. Michael Hofer, until December 31, 2014.

The meeting of the Audit Committee, held on September 5, 2013 together with the auditor, dealt with the results of the preliminary audit of the annual financial statements as at September 30, 2013 as well as the procedures, schedule and priorities of the main audit. In the subsequent Supervisory Board meeting, the Board was provided with detailed information on the current state of business, the results of the third quarter as well as the forecast business results for the fiscal year from October 1, 2012 to September 30, 2013 and the 2013/14 budget and medium-term planning. The budget was approved by the Supervisory Board after an intensive discussion. Under the agenda item “transactions subject to approval”, the Supervisory Board approved of the planned corporate restructuring within the BRAIN FORCE Group.

The annual financial statements and the Management Report of BRAIN FORCE HOLDING AG as well as the consolidated financial statements as at September 30, 2013 in accordance with IFRS were audited by PwC Wirtschaftsprüfung GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, and granted an unqualified auditor‘s opinion. All documentation related to the annual financial statements, the proposal by the Management Board for the distribution of profits and the Independent Auditor‘s Report were discussed in detail with the auditor at the Audit Committee meeting held on December 12, 2013 and presented to the Supervisory Board together with the Management Reports and the Corporate Governance Report at its subsequent meeting. We have evaluated the documents pursuant to Art. 96 of the

Austrian Stock Corporation Act and approve of the results of the audit. The annual financial statements were adopted by the Supervisory Board in accordance with Art. 96 (4) of the Austrian Stock Corporation Act. The Supervisory Board approves the proposal of the Management Board for the appropriation of the result. Moreover, we prepared the report of the Supervisory Board to the Annual General Meeting and a proposal for the election of the auditors for fiscal year 2013/14 and the agenda for the 16th Annual General Meeting on March 5, 2014.

The Supervisory Board would like to thank the management as well as all employees for their dedication and hard work in the past fiscal year 2012/13.

Vienna, December 12, 2013

Stefan Pierer
Chairman of the Supervisory Board

Corporate Governance Report

Corporate Governance at BRAIN FORCE

BRAIN FORCE pursues a strategy to ensure the sustainable enhancement of shareholder value. The goal of the Management and Supervisory Boards is to implement a strict policy focusing on good corporate governance and transparency, and the ongoing further development of an efficient system of corporate control. This approach is designed to create confidence in the company and establish the basis for long-term value creation.

BRAIN FORCE is committed to complying with the Austrian Corporate Governance Code (ÖCGK), and has pledged to adhere to the guidelines contained in it. Accordingly, the company oriented its business operations in the 2012/13 fiscal year from October 1, 2012 to September 30, 2013 by the July 2012 version of the Austrian Corporate Governance Code. In addition to observing the obligatory "L-Rules" (Legal Requirements), the BRAIN FORCE Group abided by the currently valid Austrian Corporate Governance Code during the past fiscal year, bearing in mind the explanations provided below:

"C-Rule 18": No separate internal audit department has been set up in the light of the company's size. However, BRAIN FORCE has established an internal controlling and reporting system enabling the Management Board to identify risks and quickly implement an appropriate response. The Supervisory Board, particularly the Audit Committee, is regularly informed about the internal control mechanisms and risk management throughout the group. Further information on risk management can be found in the Management Report of the consolidated financial statements per September 30, 2013.

"C-Rule 36": The Supervisory Board strives to continually improve its organization, work procedures and efficiency. An explicit self-evaluation did not take place in the fiscal year under review.

"C-Rule 45": The Supervisory Board member Josef Blazicek also serves on the Supervisory Board of update Software AG, which offers front office business solutions for similar branches as does BRAIN FORCE Software GmbH, Munich.

"C-Rule 83": The auditor of the consolidated financial statements also made an assessment of the effectiveness of the risk management system of the BRAIN FORCE Group within the context of the annual audit in 2009/10, and subsequently presented its findings to the Supervisory Board and Management Board. In the light of the company's size, this assessment was not carried out since then.

The updated version of the Austrian Corporate Governance Code and the Corporate Governance Report are available at www.brainforce.com under the heading "Investors". A compliance code implementing the provisions contained in the Issuer Compliance Regulation of the Austrian Financial Market Authority was enacted in the company as a means of preventing insider trading. Adherence to the guidelines is continually monitored by a compliance officer.

BRAIN FORCE HOLDING AG is committed to the principle of transparency and the goal of providing a "true and fair view" for the benefit of all shareholders. All relevant information is published in our annual report, quarterly reports, on the corporate website and within the context of our ongoing press relations work. Reports are prepared in accordance with the internationally recognized accounting principles contained in the International Financial Reporting Standards (IFRS). BRAIN FORCE HOLDING AG also informs its shareholders about all issues and developments of relevance to the company by means of ad-hoc announcements and corporate news. The financial calendar already points out important dates in a timely manner. Comprehensive information is published in the "Investors" section of the BRAIN FORCE website, and is thus available to all shareholders at the same time.

The company has issued a total of 15,386,742 ordinary, no-par value bearer shares. There are no preferential shares or restrictions on these no-par value bearer shares. Accordingly, the principle of "one share – one vote" fully applies. The Austrian Takeover Act ensures that every shareholder will receive the same price for BRAIN FORCE shares in the case of a takeover bid (public tender offer). The shareholder structure is depicted in the chapter "BRAIN FORCE shares and owners" of the annual report.

The Management Board manages the business of the company under its own responsibility in compliance with valid legal regulations, the Articles of Association of BRAIN FORCE HOLDING AG and the internal rules of procedure. The internal rules of procedure primarily stipulate the assignment of responsibilities as well as a list of measures requiring the approval of the Supervisory Board. The Supervisory Board conducts its business in accordance with valid legal regulations, the Articles of Association and its internal rules of procedure.

The Management Board provides information to the Supervisory Board within the framework of regular meetings (at least once in each quarterly period). Additional meetings are held when necessary, for example to prepare an Annual General Meeting, to consult on the budget or discuss current strategic decisions. As a result, the Supervisory Board has access to all the relevant information required enabling it to perform its consulting and supervisory duties. Four meetings of the Supervisory Board were held in the fiscal year from October 1, 2012 to September 30, 2013. In line with the Austrian Corporate Governance Code, the Management Board and Supervisory Board maintain ongoing contact above and beyond the formal sessions to discuss the orientation of the company. Depending on the significance and type of duty to be fulfilled, the Supervisory Board has also established committees to carry out specific functions. The members and designated responsibilities of the Supervisory Board committees are presented in the chapter "Management Board and Committees" in the annual report. Every Supervisory Board member took part in more than half of the Supervisory Board meetings.

The Supervisory Board has enacted guidelines to determine the independence of Supervisory Board members of BRAIN FORCE HOLDING AG in accordance with C-Rule 53 of the Austrian Corporate Governance Code:

- **Criterion 1:** The Supervisory Board member was not a member of the Management Board or a top executive of BRAIN FORCE HOLDING AG or a subsidiary of BRAIN FORCE HOLDING AG in the previous five-year period.
- **Criterion 2:** The Supervisory Board member did not maintain any business ties with BRAIN FORCE HOLDING AG in the previous five-year period which may be considered significant in scope for a supervisory board member. This also applies to related party transactions with companies in which the Supervisory Board member has a considerable economic interest. Approval of individual transactions by the Supervisory Board pursuant to C-Rule 48 of the Austrian Corporate Governance Code does not automatically disqualify the Supervisory Board member as being independent.
- **Criterion 3:** The Supervisory Board member was not an auditor of BRAIN FORCE HOLDING AG, a shareholder or employee of the auditing company over the previous three years.
- **Criterion 4:** The Supervisory Board member is not a member of the Management Board of another company, in which a member of the Management Board of BRAIN FORCE HOLDING AG serves on its Supervisory Board.
- **Criterion 5:** The Supervisory Board member has not been on the Supervisory Board of BRAIN FORCE HOLDING AG for more than 15 years. This does not apply to Supervisory Board members, who own more than a 10% stake in the company or who represent the interests of such a shareholder.
- **Criterion 6:** The Supervisory Board member is not a close family member (direct descendant, spouse, common law spouse, parent, uncle, aunt, sibling, niece and nephew) of a member of the Management Board of BRAIN FORCE HOLDING AG or of people, who fulfill one of the other five criteria.

All Supervisory Board members of BRAIN FORCE HOLDING AG are to be considered as independent in line with the abovementioned guidelines. Corresponding declarations were submitted by all Supervisory Board members. The main responsibility of the Supervisory Board is to supervise the work of the Management Board in accordance with Art. 95 Austrian Stock Corporation Act. This responsibility is being completely carried out by the currently appointed Supervisory Board. The company has a free float of about 20%. At least one member of the Supervisory Board (Christoph Senft) is neither owner of the company with a stake of more than 10%, nor does he represent the interests of a major shareholder. Employees of BRAIN FORCE HOLDING AG have not elected a works council. For this reason, no employee representative is a member of the Supervisory Board.

BRAIN FORCE HOLDING AG has neither granted loans to Management nor Supervisory Board members. Based on the Letter of Engagement signed in August 2011 to provide M&A consulting services, Ocean Advisory GmbH, Vienna received € 85,307.00 for advisory services. The fees correspond to prevailing market rates. The Supervisory Board member Josef Blazicek is a partner of Ocean Advisory GmbH. In fiscal year 2012/13 a transfer agreement with HOFER Management GmbH, Wels, for the provision of a management board member existed. Furthermore BRAIN FORCE HOLDING AG has closed a bonus agreement in fiscal year 2012/13 with HOFER Management GmbH for the successful sale of the shares held in SolveDirect Service Management GmbH, Wien. The Chief Ececutive Officer Michael Hofer owns a 100% stake in HOFER Management GmbH. On April 15, 2013 a Share Purchase Agreement between BRAIN FORCE HOLDING AG and HOFER Management GmbH has been closed for the transfer of the 26% shares in Network Performance Channel GmbH, Vöcklabruck, held by HOFER Management GmbH. Service relationships exist between BRAIN FORCE HOLDING AG and Pierer Konzerngesellschaft mbH, Wels, and CROSS Industries AG, Wels in some isolated cases, the scope of which does not have a material impact on the financial situation of the company.

All vacant job positions in the BRAIN FORCE Group are filled regardless of gender and in accordance with objective qualification criteria. In this company, a specific program to promote the career advancement of women has not been set up.

PwC Wirtschaftsprüfung GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna was appointed by the 15th Annual General Meeting to serve as the auditors of the consolidated annual financial statements and annual financial statements of BRAIN FORCE HOLDING AG for the fiscal year between October 1, 2012 and September 30, 2013. In addition to this work, PwC and partner offices around the world also sporadically perform tax and financial consulting services on behalf of the BRAIN FORCE Group. In the 2012/13 fiscal year between October 1, 2012 and September 30, 2013, total consulting fees invoiced by PwC to BRAIN FORCE HOLDING AG amounted to EUR 0.01 million. The fee charged for auditing the consolidated financial statements and carrying out audit-related services totaled EUR 0.12 million. At the present time no contractual agreements exist for PwC to provide project-related consulting services in the new fiscal year.

Management Board

Michael Hofer (born 9/18/1960)
Chief Executive Officer
Initially appointed: 10/19/2009
End of current term: 12/31/2014

Michael Hofer, who has a doctorate in business administration, has served as Chief Executive Officer of BRAIN FORCE HOLDING AG since October 19, 2009. His professional career began in 1983, when he held a chair in the science of advertising and market research at the University of Vienna. In 1991 he became product manager at Eternit-Werke Ludwig Hatschek AG and in 1994 assumed the position of managing director of Trumag Trunkenbolz VertriebsgmbH. As of 1996 Michael Hofer served as the executive officer of Welsermühl Holding AG. From 1997 to 2005 he worked in various positions for KTM Sportmotorcycle AG in the fields of organization, IT, accounting, human resources and sales logistics. He also served on the company's management board for two and a half years. Before being appointed CEO of BRAIN FORCE HOLDING AG, he was the sole managing director of Eternit-Werke Ludwig Hatschek AG for about four years in the period from 2005 to 2009, and a member of the Supervisory Board of BRAIN FORCE HOLDING AG as of May 28, 2008.

Areas of responsibility of Michael Hofer:
- Operations
- Marketing
- Legal Management
- Public Relations

Hannes Griesser (born 2/2/1967)
Chief Financial Officer
Initially appointed: 1/1/2012
End of current term: 12/31/2014

Hannes Griesser has a degree in Business Administration and was appointed CFO of BRAIN FORCE HOLDING AG on January 1, 2012. He started his career at BRAIN FORCE in September 2000 in the field of group consolidation and was in charge of Corporate Accounting since April 2001. In July 2008 Hannes Griesser was granted power of attorney. From December 2007 until December 2009 he was manager of BRAIN FORCE SOFTWARE GmbH, Vienna, responsible for finance. Before his career at BRAIN FORCE Hannes Griesser worked for several medium-sized tax advice and auditing companies.

Areas of responsibility of Hannes Griesser:
- Finance & Administration
- Investor Relations
- Human Resources
- Internal Communications

Areas of responsibility shared by all members of the Management Board:
- Business Strategy
- Strategic Projects

The members of the Management Board do not serve on management or supervisory boards of other domestic or foreign companies which are not part of the BRAIN FORCE Group.

Members and Committees of the Supervisory Board

In the fiscal year 2012/13 lasting from October 1, 2012 to September 30, 2013, the Supervisory Board of BRAIN FORCE HOLDING AG consisted of the following members elected by the Annual General Meeting:

Dipl.-Ing. Stefan Pierer (born 11/25/1956)

- Chairman
- Independent pursuant to Rule 53 Austrian Corporate Governance Code (ÖCGK)
- First elected May 28, 2008
- Term of office until the end of the annual general meeting resolving upon the fiscal year 2015/16,

Other functions:

- Chief Executive Officer of KTM AG
- Chief Executive Officer of CROSS Industries AG
- Chairman of the Supervisory Board of Pankl Racing Systems AG

Friedrich Roithner (born 3/10/1963)

- Deputy Chairman
- Independent pursuant to Rule 53 Austrian Corporate Governance Code (ÖCGK)
- First elected May 28, 2008
- Term of office until the end of the annual general meeting resolving upon the fiscal year 2015/16

Other functions:

- Management Board member of KTM AG
- Management Board member of CROSS Industries AG
- Supervisory Board member of Pankl Racing Systems AG)

Christoph Senft (born 3/7/1961)

- Supervisory Board member
- Independent pursuant to Rule 53 Austrian Corporate Governance Code (ÖCGK)
- First elected June 12, 2003
- Term of office until the end of the annual general meeting resolving upon the fiscal year 2013/14

Other functions:

- Managing Director and shareholder of MWS Industrieholding GmbH

Josef Blazicek (born 2/15/1964)

- Supervisory Board member
- Independent pursuant to Rule 53 Austrian Corporate Governance Code (ÖCGK)
- First elected May 28, 2008
- Term of office until the end of the annual general meeting resolving upon the 2015/16 fiscal year

Other functions:

- Deputy Chairman of the Supervisory Board of CROSS Industries AG
- Chairman of the Supervisory Board of BEKO HOLDING AG
- Supervisory Board member of update software AG
- Supervisory Board member of Pankl Racing Systems AG, Deputy Chairman since January 9, 2013
- Supervisory Board member of All for One Steeb AG
- Supervisory Board member of Triplan AG until October 19, 2013
- Deputy Chairman of the Supervisory Board of KTM AG

Michael Friepeß (born 3/15/1972)

- Member of the Supervisory Board
- Independent pursuant to Rule 53 Austrian Corporate Governance Code (ÖCGK)
- First elected July 18, 2013
- Term of office until the end of the annual general meeting resolving upon the 2016/17 fiscal year

Audit Committee

Members: Friedrich Roithner (Chairman), Christoph Senft (Deputy Chairman), Josef Blazicek

The duties of the Audit Committee include:

- Supervising (Group) accounting processes
- Overseeing the work of the auditors
- Audit and preparations for the approval of the annual financial statements, proposals for the distribution of the profits and the management report
- Audit of the consolidated financial statements
- Developing a proposal for the selection of the auditors
- Supervising the internal control and risk management system

Two meetings of the Audit Committee were held during the fiscal year 2012/13 lasting from October 1, 2012 to September 30, 2013, primarily focusing on the following issues:

December 2012:

- Auditor's Report on the audit of the financial statements for the fiscal year ending September 30, 2012
- Preparation of a recommendation to the Supervisory Board for the election of an auditor for fiscal year 2012/13

September 2013:

- Report of the auditor on the result of preliminary audit of the financial statements as of September 30, 2013
- Report of the Management Board on the budget for the fiscal year 2013/14

Remuneration and Nomination Committee

Members: Stefan Pierer (Chairman), Friedrich Roithner (Deputy Chairman)

The duties of the Remuneration and Nomination Committee include:

- Developing proposals to fill positions on the Management Board and Supervisory Board
- Remuneration of members of the Management Board
- Employment contracts with members of the Management Board

Two meetings of the Remuneration and Nomination Committee were held during the fiscal year 2012/13 lasting from October 1, 2012 to September 30, 2013 primarily focusing on the agreements of the variable compensation for fiscal year 2012/13 for the Management Board members as well as the extension of the Management Contract of Michael Hofer.

Remuneration Report

Transparent presentation of remuneration paid to the Management and Supervisory Boards in the Remuneration Report

The Remuneration Report summarizes the principles applied in determining the remuneration paid to the Management Board of BRAIN FORCE HOLDING AG, and explains the amount and structure of the income received by the members of the Management Board. In addition, the report also presents the principles and amount of remuneration paid to the members of the Supervisory Board. The Supervisory Board delegated responsibility for determining the remuneration for the BRAIN FORCE Management Board to the Remuneration and Nomination Committee.

The objective of the remuneration system is to ensure an adequate and performance-based compensation

Pursuant to the stipulations contained in the Austrian Stock Corporation Act, the Management Board is appointed for a specified period of time (Michael Hofer and Hannes Griesser until December 31, 2014). Contracts for the individual members of the BRAIN FORCE Management Board are concluded for the respective term of office or changed, defining the amount and structure of the remuneration. The aim of the remuneration scheme is to provide appropriate compensation for the Management Board members in accordance with the scope of their functions and areas of responsibility, taking account of national and international comparisons in the IT sector. An important aspect of the remuneration system is a variable salary component which incorporates the success of the company. For this reason, the total remuneration is based on fixed and performance-based components, in which case the performance-related component is calculated in accordance with the respective operating EBIT of the Group. In addition, economical strategic achievements may be remunerated separately.

Annual bonus of the Management Board is oriented to the operating EBIT and to strategic achievements

The fixed remuneration is oriented to the areas of responsibility assumed by each Management Board member. The consequence is that each Management Board member has a different fixed remuneration depending on the range of his duties and functions, taking the strategic and operational responsibility into consideration. The annual bonus represents a variable cash remuneration, the amount of which directly depends on the operating EBIT (operating result before book gains) of the BRAIN FORCE Group. The variable salary components are capped. The fixed remuneration and annual bonus are paid on a pro rata basis if the period of employment is for periods of less than one year.

Variable remuneration includes a non-current component

The total remuneration paid to the members of the Management Board for the 2012/13 fiscal year amounted to 1.099,799 € (prior year: 450,000 €). In addition, for early termination of the management contract of Thomas Melzer a settlement in the amount of 201,904€ was granted in prior fiscal year. The variable remuneration for fiscal year 2012/13 amounts to 654,799 € of which 168,457 € include a non-current remuneration.

Management Renumeration in €	2012/13			2011/12		
	Fixed	Variable	Total	Fixed	Variable	Total
Michael Hofer	275,000	430,576	705,576	275,000	0	275,000
Hannes Griesser	170,000	224,223	394,223	125,000	0	125,000
Thomas Melzer [1)]	0	0	0	50,000	0	50,000
Gesamt	**445,000**	**654,799**	**1,099,799**	**450,000**	**0**	**450,000**

1) without remuneration for the early termination of the management contract in the amount of € 201.904 for fiscal year 2011/12

Management Board members do not serve on other boards

Supervisory Board approval is required for a Management Board member to do additional work. This ensures that the time involved or the remuneration received does not lead to a conflict of interest with the individual's responsibilities on behalf of BRAIN FORCE. In the past fiscal year, the Management Board members of BRAIN FORCE did not perform any other jobs in the form of Supervisory Board or Management Board mandates with other domestic or foreign companies outside of the BRAIN FORCE Group. No remuneration is paid for positions assumed in BRAIN FORCE subsidiaries.

Severance payments for Management Board members reflect legal regulations in Austria

In the case of a termination of the employment relationship with the Chief Financial Officer Hannes Griesser a claim for severance payments pursuant to the legal regulations prevailing in Austria exists. Payments to “Mitarbeitervorsorgekassen” (statutory contributions to a fund for employee severance payments) totaled € 2,711 (prior year: € 3,435). 10% of the fixed salary of the Chief Financial Officer will be paid by the company on his behalf into a defined contribution pension scheme. No other pension fund agreements exist. No costs were incurred for commitments to former Management Board members (previous year: € 0).

Annual General Meeting resolution on remuneration for the Supervisory Board

The Annual General Meeting held on February 28, 2013 approved the following remuneration scheme for members of the Supervisory Board which is the same as in the previous year: in addition to reimbursement for expenses, the Supervisory Board members receive a fixed remuneration for their work on the Supervisory Board in the 2010/11 fiscal year, depending on the functions they perform. Accordingly, the Chairman of the Supervisory Board receives € 10,000 p.a., the Deputy Chairman € 7,500 p.a. and every other Supervisory Board member € 6,000 p.a. In addition, the Chairman is granted an attendance fee of € 1,000 for each Supervisory Board meeting he attends, whereas the Deputy Chairman receives € 800, and the other members € 600 for attending. The chairman of a committee is given € 500, the deputy chairman € 400 and other members € 300 for each committee meeting they personally attend. If Supervisory Board members perform additional work on behalf of the company, they may be granted special remuneration by a resolution of the Annual General Meeting. For the 2012/13 fiscal year (payment in the 2013/14 fiscal year), the total remuneration to be paid to members of the Supervisory Board and already recognized as an expense in the income statement amounts to € 46.933. In the 2012/13 fiscal year, the total remuneration paid to members of the Supervisory Board for the 2011/12 fiscal year totaled € 52,100.

Remuneration for the Supervisory Board in €	2012/13	2011/12
Stefan Pierer, Chairman	15,000	16,500
Friedrich Roithner, Deputy Chairman	12,500	13,700
Christoph Senft	8,600	9,800
Josef Blazicek	9,000	9,000
Michaela Friepeß	1,833	0
Wolfgang Hickel	0	3,100
Total	**46,933**	**52,100**

No pension obligations for the Supervisory Board

Remuneration granted for services performed above and beyond the above-mentioned Supervisory Board duties, in particular for any consulting fees or commissions, is listed in the Corporate Governance Report. No pension obligations exist for members of the Supervisory Board of BRAIN FORCE HOLDING AG.

Disclosures of transactions in own shares on the Website

Sales and acquisitions of BRAIN FORCE shares by members of the Management Board and Supervisory Board are reported to the Financial Market Authority in accordance with Art. 48 Austrian Stock Exchange Act, and published on the BRAIN FORCE Website under “Investors/Corporate Governance/Directors ‘’Dealings“.

Company pays costs of D&O insurance

BRAIN FORCE HOLDING AG has signed a “Directors and Officers” (D&O) insurance policy on behalf of its managing directors, Management Board and Supervisory Board members, and bears the costs.

The Company

Company Profile

Leading IT services group with about 800 employees in six European countries

BRAIN FORCE is a leading IT services group with about 800 employees at 12 locations in six European countries. The corporate headquarters of BRAIN FORCE, a public listed company on the Vienna Stock Exchange and the Xetra-continuous trading, are located in Vienna, Austria. Germany is the largest single market, generating 54% of group revenues, followed by Italy, which contributes 27%, the Netherlands with 15% and Central East Europe (primarily Austria) with a 4% share of revenues.

BRAIN FORCE was established in 1983

Founded in 1983, BRAIN FORCE has considerably expanded its portfolio of products and services since the Initial Public Offering in the year 1999 (Neuer Markt segment in Frankfurt, current stock exchange listing in Vienna), adjusting it to the current market requirements. The core business of the company currently rests upon three pillars:

Process Optimization
The Process Optimization area comprises IT-services and software solutions to support business-critical processes in companies, enabling them to achieve competitive advantages.

Infrastructure Optimization
The Infrastructure Optimization area offers IT solutions providing companies with a more manageable and efficient IT infrastructure, thus increasing the productivity of our customers and simultaneously reducing costs.

Professional Services
This business area offers the recruitment and provision of IT specialists for customer requirements. Accordingly, customers and partners profit from smart IT solutions based on a best practice approach, efficient services and innovative products. These solutions reduce the costs of our customers, increase their productivity and enhance their business success.

BRAIN FORCE is represented at the following locations:

Products and Services

Smart IT solutions from BRAIN FORCE contribute to cost reduction and the success of our customers

BRAIN FORCE provides smart IT solutions on the basis of best practices, effective services and innovative products in the areas of Process Optimization and Infrastructure Optimization. Professional Services complement the BRAIN FORCE portfolio, offering the recruitment and provision of the right IT experts at the right time. Thus our customers can reduce their costs, enhance their productivity and the success of their business.

BRAIN FORCE supplies solutions to optimize business-critical processes

Process Optimization encompasses IT services and software solutions in the following fields:

- Enterprise Resource Planning (ERP): Improvement of the customer's competitive position through the optimized coordination and integration of business processes based on comprehensive industry know-how.
- Customer Relationship Management (CRM): Increased sales success and customer satisfaction based on a solution, which is optimally tailored to everyday business processes.
- Business Analytics: Corporate Performance Management (CPM) and Business Intelligence (BI), processes, methods and KPI (Key Performance Indicator) systems for the orientation of operational and strategic priorities and the preparation of target group specific reports.
- Software solutions for financial services providers: Business process optimization with the help of tailor-made software solutions for front and back office areas of insurance companies, banks and financial services providers in the DACH region (Germany, Austria, Switzerland) as well as in Central Eastern Europe.

We provide customers with a well-manageable and efficient IT-infrastructure

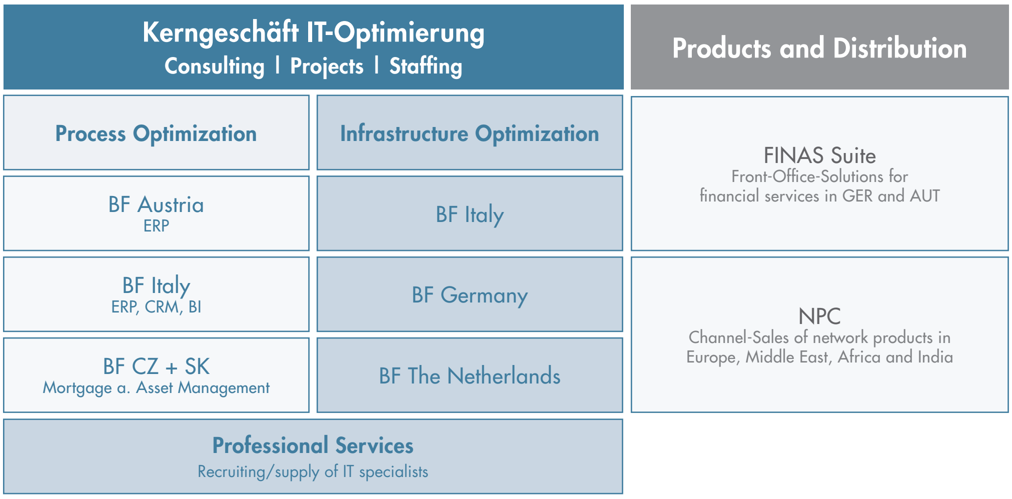
Infrastructure Optimization encompasses IT solutions focusing on:

- IT Consulting: Consulting pertaining to the implementation of strategic goals, such as cost and risk reduction or efficient IT operations, as well as the introduction of new technologies for modern workplace concepts.
- Server and Data Management: Buildup of a well-manageable, dynamic, secure and reliable server and data infrastructure.
- Desktop Management: Creation of a dynamic, user-focused infrastructure by means of implementation of leading-edge technologies and taking advantage of best practices, as well as the achievement of cost savings based on automation and virtualization.
- Application Management: Best practices and intelligent tools designed to ensure the compatibility of applications and their availability anytime and anywhere.
- Communication and Collaboration: Increased user productivity by integrating state-of-the-art technologies in the field of collaboration and communication into the existing infrastructure.
- IT Service Management Solutions: Integration, administration and management of all service processes, systems and partners on a single platform.
- Network Performance: Innovative solutions enabling improved productivity, increased availability and the prevention of malfunctions or breakdowns in network applications.

BRAIN FORCE provides the right IT-experts at the right time

Professional Services encompass:

- Recruiting and provision of IT-professionals
- IT-Consulting: Service strategy, virtualization, cloud computing, target scenarios, alternatives, catalogues of measures
- Project-/Service Management: Project management according to PRINCE2, service management according to ITIL, efficient project- and service organization, service value management
- Support: 1st, 2nd and 3rd level service desk, temporary service at peak periods, incident-, problem-, change-, release- and configuration management
- Software Development: Requirements management, development of prototypes, individual development, application tests
- Rollout & Operation: Software virtualization and packaging, rollout of hard- and software, management of hard- and software, operating of ICT-infrastructures
- Quality Assurance: Design of test concepts, test automatization, test of components and systems, CSI (Continual Service Improvement)



Strategic Business Segments, BF = BRAIN FORCE

Corporate Strategy

Promotion of the long-term growth drivers: Process and Infrastructure Optimization

Following an extensive evaluation of the market environment in the countries served by **BRAIN FORCE** and on the basis of external analyses of the Gartner Group, the two business areas **Process** and **Infrastructure Optimization** were identified as promising and future-oriented fields of the IT sector featuring above-average growth potential. The product and service offering in these two growth fields is covered by local business units throughout the group. This enables increased visibility and recognition of the BRAIN FORCE brand on an international level and serves as the basis for creating a homogeneous enterprise. At the same time, BRAIN FORCE is marketing its local product offering such as FINAS Suite (front and back office solutions for financial service providers) in the German speaking countries, Rebecca (software for mortgage administration) and Jupiter (asset management solution) particularly in Central East Europe.

Process Optimization

Reorganization and profit-oriented market development in Italy and Austria

The focus of the business area Process Optimization lies on the analysis of business processes and the management of Microsoft-based business solutions for numerous nationally and internationally operating clients. In Austria business operations have been expanded from the main location in Neulengbach in Lower Austria (East) in a westerly direction towards Upper Austria (industrial focus). In Italy the organization was restructured and the market development was switched to a profit center oriented basis.
Further competitive advantages arise as a result of the intensive cooperation between BRAIN FORCE subsidiaries with respect to the joint exploitation and marketing of add-ons developed in-house, as well as an intensive know-how exchange.

In Slovakia and the Czech Republic we are pursuing the strategy of expanding our business in the core target groups of banking and insurance, for example with our Network Performance offering.

Infrastructure Optimization / Professional Services

Future issues: desktop virtualization, cloud computing and network performance

The Infrastructure Optimization and Professional Services areas largely focus on identical target groups and customers whose thematic focus is on infrastructure optimization, amongst other things with the future issues of desktop virtualization, cloud computing and network performance. The Professional Services business is one method of delivering services to our customers (i.e.: recruiting and supply of IT experts). The Professional Services business is currently being expanded at our locations in Frankfurt, Munich and Veenendaal (The Netherlands).

Products and Channel business

In addition to the core business areas offered in every country, BRAIN FORCE also markets its own software solutions and third-party products. FINAS Suite, a front-office solution for financial service providers (insurance companies, banks and brokers) developed by BRAIN FORCE is highly valued, especially by the insurance sector in Germany. We see growth potential for this product in more intensively developing the business in the banking sector.

Distribution of own software solutions and third-party products

BRAIN FORCE Channel activities as a wholesaler for Net Optics Taps (network products to measure the traffic on transmission lines) are managed by our two companies Network Performance Channel GmbH, based in Germany and Austria. The market development in Europe, the Middle East, Africa and India was significantly expanded. Following a very positive revenue development in the past fiscal years, a growth with simultaneous expansion of distribution was also achieved in fiscal year 2012/13. Profitable revenue growth is also anticipated in the future. The organization as well as the reseller network is being extended in order to support the expansion drive. In upcoming years we expect sustained growth momentum to be provided by the trend towards cloud computing.

BRAIN FORCE Channel activities managed by companies in Germany and Austria

IT consulting

The financial and economic crisis fundamentally changed the attitude of companies to IT expenditures. Earlier, IT managers were able to take personal responsibility for investments made within the context of their own budgets. In the meantime, the decision-making competence is now more in the hands of top management. As a result, a new objective has been defined for IT departments. Up until now IT was performance-oriented, but in the future it will have to be cost-oriented.

Fundamental change in the attitude of firms to IT expenditures

In addition, cloud computing, as well as the trend towards mobile work are transforming the IT landscape on a long-term basis. The diversity of the devices being used is increasing, server management is becoming more versatile and all applications are being centralized. The companies (customers) are thus increasingly outsourcing their IT tasks, due to the fact that they are no longer assured of the professional qualifications of their employees. The administration of the IT infrastructure will remain in the hands of the company, but the technology will be acquired on the outside.

Trends of cloud computing and mobile work are changing the IT-landscape

In the future, BRAIN FORCE will thus concentrate on providing IT consulting. We want to be the partners of our customers in the fields of Process and Infrastructure Optimization with a clearly-defined focus on achieving cost savings on behalf of our customers.

Focus on smart IT consulting to achieve cost savings

Corporate Structure

The following chart shows the existing Group structure on the balance sheet date:

BRAIN FORCE HOLDING AG (shares in %)

100%	BRAIN FORCE GmbH Austria	BRAIN FORCE HOLDING AG
100%	BRAIN FORCE Software GmbH Germany	BRAIN FORCE HOLDING AG
100%	BRAIN FORCE B.V. The Netherlands	BRAIN FORCE Software GmbH Germany
100%	NSE Capital Venture GmbH Germany	BRAIN FORCE Software GmbH Germany
100%	Network Performance Channel GmbH Germany	BRAIN FORCE HOLDING AG
100%	BRAIN FORCE S.p.A. Italy	BRAIN FORCE HOLDING AG
100%	Network Performance Channel GmbH Austria	BRAIN FORCE HOLDING AG
100%	BRAIN FORCE SOFTWARE s.r.o. Czechia	BRAIN FORCE HOLDING AG
100%	Brain Force Software s.r.o. Slowakia [1]	BRAIN FORCE SOFTWARE s.r.o. Czechia

1) of which 99.5% is held by Brain Force Software s.r.o., Czech Republic and 0.5% by BRAIN FORCE Holding AG, Austria.

BRAIN FORCE Shares and Owners

Kursentwicklung

Anstieg des ATX im Jahresverlauf um 21%

Der Wiener Leitindex ATX lag zu Beginn unseres Geschäftsjahres (1. Oktober 2012) bei einem Kurs von 2.090. Mit Monatsbeginn setzte der ATX seine beständige Aufwärtsbewegung fort, die ihn bis zum Jahresende 2012 auf beachtliche 2.401 brachte. Nach mehreren Seitwärtsbewegungen und einem Rückgang im Sommermonat Juli 2013, setzte der ATX seinen Anstieg fort und lag zum Ende unseres Geschäftsjahres per 30.9.2013 bei 2.528 Punkten. Im Jahresverlauf konnte der ATX somit 21% gewinnen.

Performance der BRAIN FORCE Aktie mit einem Anstieg von 29% über der ATX-Entwicklung

Die BRAIN FORCE Aktie, die derzeit im Amtlichen Handel, Marktsegment Standard Market Continuous der Wiener Börse notiert, begann das Geschäftsjahr 2012/13 mit einem Kurs von 0,65 €. Nach einer anfänglichen Seitwärtsbewegung stieg der Kurs Ende März 2013, kurz nach Bekanntgabe der Veräußerung der Beteiligung an der SolveDirect Service Management GmbH, um 23% auf 0,80 €. Nach wenigen Tagen entwickelte sich der Kurs allerdings rückläufig um mit der Veröffentlichung des Halbjahresfinanzberichtes am 15. Mai 2013 wieder anzusteigen. Seither orientierte sich der Kurs bis zum Bilanzstichtag 30. September 2013 zwischen 0,80 € und 0,90 € pro Aktie. Am 20. September 2013 erreichte die BRAIN FORCE Aktie den Höchststand im Geschäftsjahr 2012/13 mit 0,93 €. Die BRAIN FORCE Aktie schloss das Geschäftsjahr mit einem Kurs von 0,84 €, das entspricht im Jahresverlauf einem Anstieg von 29%.

Antrag auf Einbeziehung der BRAIN FORCE-Aktien in den Dritten Markt der Wiener Börse AG

In der außerordentlichen Hauptversammlung vom 18. Juli 2013 haben die Aktionäre über Antrag der ehemaligen Aktionärin CROSS Informatik GmbH, Wels, den Beschluss gefasst, die Aktien der BRAIN FORCE HOLDING AG vom Amtlichen Handel der Wiener Börse zurückzuziehen und die Aktien der BRAIN FORCE HOLDING AG in den Dritten Markt (MTF) der Wiener Börse AG einzubeziehen. Der Vorstand hat mit Schreiben vom 22. August 2013 der Wiener Börse AG die Zurückziehung der Aktien aus dem Amtlichen Handel mit Wirkung zum Ablauf des 30. September 2013 angezeigt. Mangels Entscheidung der Wiener Börse AG hat die BRAIN FORCE HOLDING AG am 1. Oktober 2013 mitgeteilt, dass die Aktien vorerst weiterhin im Amtlichen Handel der Wiener Börse notieren. Die Zurückziehung der Aktien vom Amtlichen Handel der Wiener Börse sowie die Einbeziehung der Aktien zum Handel in den Dritten Markt (MTF) der Wiener Börse AG (Marktsegment Mid Market) werden bis zu einer endgültigen behördlichen Entscheidung über die von der BRAIN FORCE HOLDING AG gestellten Anträge aufgeschoben.

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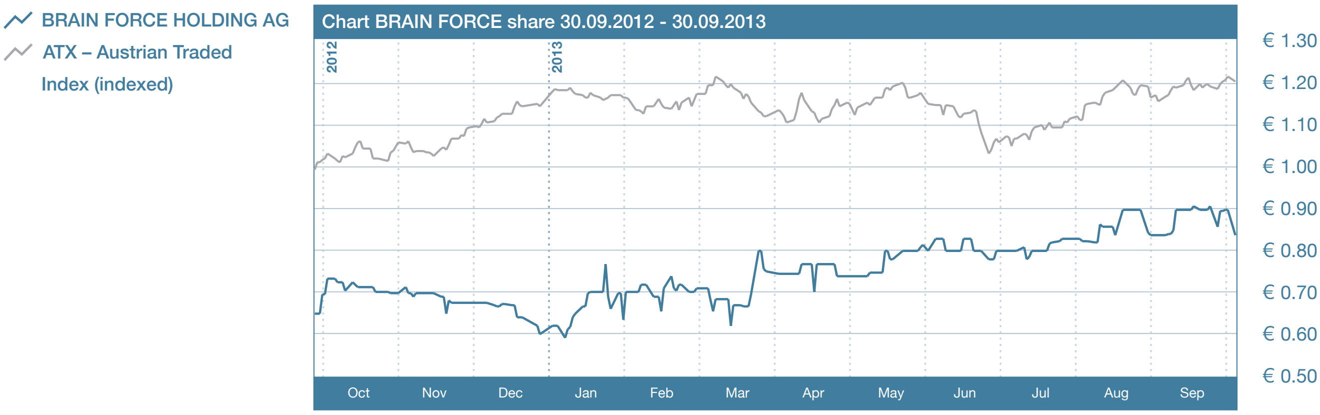


Vorstand schlägt vor, keine Dividende auszuschütten

Dividendenpolitik

Der Vorstand der BRAIN FORCE HOLDING AG wird der Hauptversammlung am 5. März 2014 vorschlagen, keine Dividende auszuschütten, um die Liquidität im Unternehmen zu halten.

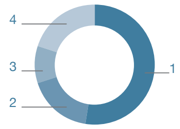
Eigentümer

Mehrheitseigentümer der BRAIN FORCE HOLDING AG ist die Pierer Industrie AG, Wels, mit einem Anteil von 70,00% zum Stichtag 30. September 2013 bzw. 52,5% seit dem 23.Oktober 2013.

Die Qino Flagship AG, Schweiz, hält zum Stichtag 30. September 2013 einen Anteil von 10.00%. Der Vorstandsvorsitzende Dr. Michael Hofer hält seit dem 23.10.2013 einen Anteil von 17,50% an der BRAIN FORCE HOLDING AG.

Darüber hinaus befindet sich das Grundkapital in Streubesitz.

Shareholder structure at 10/23/2013



1 Pierer Industrie AG 52.5%
2 Dr. Michael Hofer 17.5%
3 Qino Flagship AG 10.0%
4 Free Float 20.0%

Key Data per Share		2012/13	2011/12	Change in %
Earnings	*in €*	0.17	-0.14	*>100*
Adjusted earnings [1]	*in €*	0.17	-0.11	*>100*
Dividend	*in €*	0.00	0.00	-
Free cash flow [2]	*in €*	0.73	0.00	*+100*
Equity	*in €*	1.25	1.08	*+15*
Share price high	*in €*	0.93	0.95	*-2*
Share price low	*in €*	0.58	0.55	*+5*
Share price at year-end	*in €*	0.84	0.65	*+29*
Share outstanding (weighted)	*in 1,000*	15,387	15,387	*0*
Market capitalization at year-end	*in € million*	12.92	9.99	*+29*

1) Excluding restructuring costs
2) Cash flow from operating activities minus Cash flow from investing activities plus acquisitions

Investor Relations

Ziel ist eine transparente Kommunikationspolitik

Der Vorstand der BRAIN FORCE HOLDING AG verfolgt in seiner Investor Relations Arbeit eine transparente Kommunikationspolitik. Dabei ist es unser Bestreben, bei allen kapitalmarktrelevanten Zielgruppen Vertrauen in das Unternehmen zu schaffen. Die Funktion des Investor Relations ist dem Finanzvorstand bei starker Einbindung des Vorstandsvorsitzenden unterstellt. Das Ziel unserer IR-Arbeit ist es, ein richtiges Bild des Unternehmens zu vermitteln, um so eine korrekte Bewertung der BRAIN FORCE Aktie zu ermöglichen.

Analysen zum Unternehmen sind auf der Website verfügbar

Die BRAIN FORCE Aktie (15.386.742 ausgegebene Stückaktien, nennwertlos) wird aktuell von Warburg Research (Deutschland) gecovert. Alle Analysen zum Unternehmen stehen im IR-Bereich unserer Website zum Download bereit.

Information on the BRAIN FORCE share

Investor Relations:	Hannes Griesser
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E-mail:	investorrelations@brainforce.com
Internet:	www.brainforce.com
Vienna Stock Exchange:	BFC
Reuters:	BFCG
Bloomberg:	BFC:AV
Datastream:	O:BFS
ISIN:	AT0000820659

Management Report

Economic Environment

The EU Commission expects the gross domestic product to decline to 0.5% in the Eurozone in 2013

In the period from 2010 to 2012, the global economy increased by more than 3% in the respective years. The European Commission in its autumn forecast from November 2013 expects the global economic growth to decelerate to 2.8% this year. In the Eurozone, however, the decline in the gross domestic product is expected to slow down from 0.7 to 0.5% in 2013. This development predicates on the extensive structural reforms and measures for budget consolidation of the past years. While the economic performance in Germany, BRAIN FORCE's key market, and in Austria are expected to grow by 0.5% (Germany) and 0.4% (Austria), a decline is predicated for Italy (-1.8%) and the Netherlands (-1.0%).

For 2014, some growth is forecast for all BRAIN FORCE markets

For 2014, the European Commission expects a growth of 1.1% in the Eurozone. In Germany and in Austria, the increase is expected to be clearly above the European average at 1.7% and 1.6%, respectively, and in Italy and the Netherlands to be clearly below the European average at 0.7% and 0.2%, respectively. The measures initiated in the past years have enhanced the conditions for domestic demand to develop over time into the major driver of growth in Europe. Since the development of the labor market trails the development of the gross domestic product by at least six months, the Commission expects unemployment to stagnate in 2014 at high levels with significant differences existing between the individual states also in the future. In the Eurozone, the unemployment rate for the following year is expected to remain unchanged at 12.2%, and to slightly rise to 5.3% in Germany. The EU considers the modernization of the European economy to be the basis for sustainable economic growth and therefore also for the reduction of unemployment.

Rise in IT expenditure in EMEA region in 2013

According to an estimate by the market research company Gardner, 2013 IT expenditure will rise by 1.4% in the EMEA region (Europe, Middle East, Africa) and growth is expected to continue at least until 2016. Global IT expenditure is expected to grow by 4.1% in 2014.

In Germany, the ITC industry grows faster than the overall market in 2013

The BITKOM (Federal Association for Information Technology, Telecommunications and New Media), as published in October 2013, expects that the sales of the information and telecommunications technology will rise by 1.0% in Germany in 2013. Thus, the ITC industry will grow significantly faster than the overall economy. In the Software and IT Services segments, experts expect growth rates of 4.9% (Software) and 2.4% (IT Services) for this year. For 2014, industry observers, based on the sales in Germany, expect the overall ITC industry to grow by 1.7%. The Software segment is expected to grow by 5.1% and the IT Services segment by 3.2%.

Financial and balance sheet analysis

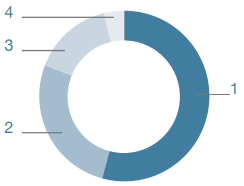
Rise in revenue and profit in fiscal year 2012/13 in all regions

Financial performance

BRAIN FORCE generated a significant growth with regard to revenue and profit in fiscal year 2012/13. In all four quarters of the past fiscal year, positive operating results could be recognized, with positive growth rates to be reported particularly in the third and fourth quarter. All regions report a positive development with revenue increases and improved results in comparison with the prior year.

In fiscal year 2012/13, the Group's revenue increased by 16% to € 88.38 m. The Germany region – at € 48.01 m – reported a growth in revenue by 21% and contributed 54% to the Group's revenue. In the Italy region, revenue rose by 5% to € 23.66 m, which corresponds to a share in the Group's revenues of 27%. In the Netherland region, revenue rose by 27% to € 13.41 m. This segment thus contributed 15% to the Group's revenues. In Central East Europe, revenue rose by about 3% to € 3.30 m, which corresponds to a share in the Group's revenues of 4%.

Revenues by regions



1 Germany € 48.01 m
2 Italy € 23.66 m
3 The Netherlands € 13.41 m
4 Central East Europe € 3.30 m

Profitability Ratios [1]	2012/13	2011/12
	in %	in %
Gross profit to revenues	20.4	21.2
Selling expenses to revenues	8.2	9.8
Administrative costs to revenues	8.2	9.6
Operating EBITDA margin	5.1	3.6
Operating EBIT margin	3.3	1.0

1) Prior-year figures adjusted for restructuring costs in the amount of € 0.68 m

EBITDA margin increased by 1.5% to 5.1%

EBIT margin rises from 1.0% to 3.3%

The increase in Group revenues of 16% is contrasted with 17% higher production costs, resulting in a gross margin of 20.4%. This gross margin, which is slightly lower on the prior year's gross margin, results in particular from the higher share in sales with third-party products. While the sustainable intensification of sales activities led to an increase in costs by 14% in the prior year, distribution costs declined by 3% in fiscal year 2012/13. A 12-month comparison shows a decline of about 1% in administrative costs. The operating EBITDA margin rose from 3.6% to 5.1%, the operating EBIT margin was 3.3% in the past fiscal year compared to 1.0% in the prior year. Crucial for the significant improvement of these ratios was the increase of the gross profit that went hand in hand with the two-digit revenue growth, while distribution and administrative costs remained almost unchanged.

In fiscal year 2012/13, operating EBITDA rose by 65% and amounted to € 4.52 m (prior year: € 2.74 m), operating EBIT more than tripled and amounted to € 2.87 m (prior year: € 0.79 m). In the prior, restructuring costs in the amount of € 0.68 m were incurred. Taking into account these restructuring costs, which were incurred in the FINAS segment (front office solutions for financial service providers), the Group's EBITDA rose from € 2.06 m in the prior year to € 4.52 m in the past fiscal year 2012/13. The Group's EBIT increased from € 0.11 m to € 2.87 m, which corresponds to an increase by € 2.76 m.

Operating EBITDA [1] by Segments	2012/13	2011/12	Change
	in € million	in € million	in %
Germany	3.26	2.04	*+60*
Italy	1.70	1.57	*+8*
The Netherlands	0.60	0.42	*+43*
Central East Europe	0.43	0.21	*>100*
Holding and Other	-1.47	-1.50	*+2*
BRAIN FORCE Group	**4.52**	**2.74**	**+65**

1) Prior-year figures adjusted by restructuring costs in the amount of € 0.68 m

Operating EBIT [1] by Segments	2012/13	2011/12	Vdg.
	in € million	in € million	in %
Germany	2.68	1.41	*+91*
Italy	1.05	0.90	*+16*
The Netherlands	0.30	-0.08	*>100*
Central East Europe	0.35	0.11	*>100*
Holding and Other	-1.51	-1.55	*+3*
BRAIN FORCE Group	**2.87**	**0.79**	**>100**

1) Prior-year figures adjusted by restructuring costs in the amount of € 0.68 m

Operating EBITDA rose by 60% and operating EBIT by 91% in the Germany region

In the Germany region, operating EBITDA increased by 60% to € 3.26 m and operating EBIT by 91% to € 2.68 m. All segments of the German group companies report significant positive results, with earnings having particularly increased in the Professional Services segment at the Neu-Isenburg location (formerly Langen/Frankfurt) and the FINAS segment – after the successful restructuring in the prior year – to. Operating results declined in the Network Performance Channel activities on the prior year, which resulted from a decline of the generated gross margin.

EBITDA increased by 8% and EBIT by 16% in the Italy region

In the Italy region, operating EBITDA at € 1.70 m was at 8% above the prior-year level. Operating EBIT increased from € 0.90 m to € 1.05 m year-on-year, which corresponds to an increase of 16%. With an increase in revenue of 5%, the operating EBITDA and EBIT margins could be slightly improved (EBITDA margin 7%, EBIT margin 4%), which resulted from a continuous good utilization of staff.

The Netherlands region reported an increase in EBITDA by 43% and a positive EBIT

In the Netherlands, operating EBITDA rose by 43% to € 0.60 m, while operating EBIT turned from € -0.08 m to € 0.30 m. Crucial for the improvement of the operating results was the rise in revenues, which went hand in hand with an increase in the utilization of staff, particularly in the third and fourth quarter.

The Central East Europe region doubles EBITDA and reports significant increase in EBIT

Central East Europe reported an increase in revenues of 3%, doubling operating EBITDA to € 0.43 m and increasing operating EBIT from € 0.11 m to € 0.30 m. BRAIN FORCE GmbH, Austria, and Network Performance Channel GmbH, Austria, contributed significantly to the improved results.

Statement of Comprehensive Income (condensed)	2012/13	2011/12	Change
	in € million	in € million	in %
Revenues	88.38	76.01	*+16*
Cost of sales	-70.37	-59.92	*-17*
Gross profit	**18.01**	**16.09**	***+12***
Selling expenses	-7.23	-7.42	*+3*
Administrative expenses	-7.21	-7.31	*+1*
Other operating expenses	-0.74	-0.71	*-5*
Other operating income	0.05	0.14	*-65*
Operating EBIT	**2.87**	**0.79**	***>100***
Restructuring costs	0.00	-0.68	*+100*
Operating result after non-recurring items	**2.87**	**0.11**	***>100***
Financial result	-0.90	-0.82	*-9*
Result from associates	2.01	-1.49	*>100*
Profit before tax	**3.98**	**-2.21**	***>100***
Income taxes	-1.31	0.07	*>100*
Profit after tax	**2.67**	**-2.13**	***>100***
Other comprehensive income	-0.02	-0.01	*-100*
Comprehensive income	**2.65**	**-2.14**	***>100***

Improvement of interest cover to 4.9x

The financial result amounted to € -0.90 m (prior year: € -0.82 m). Financing and interest expenses (balance of interest received and paid) rose to € 0.92 m (prior year: € 0.88 m), which is particularly due to the cancellation fees incurred in connection with the early repayment of the bonded loan. This is contrasted with income from foreign currency translation of € 0.01 m (prior year: € 0.05 m). The interest cover (ratio of EBITDA to net interest) improved in fiscal year 2012/13 and was 4.9x (prior year: 3.1x).

Positive result in the amount of € 2.55 m from the disposal of associates

BRAIN FORCE's shareholdings in the associates SolveDirect Service Management GmbH (53.16% share as at September 30, 2012) and CONSULTING CUBE s.r.l. (25% share as at September 30, 2012) were sold in fiscal year 2012/13. CONSULTING CUBE s.r.l. was disposed of in the first quarter and the transaction concerning SolveDirect was closed in the third quarter, with the deconsolidation taking place as at April 29, 2013. The result from associates improved from € -1.49 m to € 2.01 m, of which € -0.54 m was accounted for by the contribution to earnings of SolveDirect Service Management GmbH until the date of the deconsolidation. Gains/losses on the disposal amount to € 2.55 m.

Profit/loss after tax improved by € 4.80 m to € 2.67 m

The profit/loss before tax was € 3.98 m after € -2.21 m in the comparative period of the prior year. The loss/profit after tax was € 2.67 m after € -2.13 m in the prior year.

Earnings per share of € 0.17 in fiscal year 2012/13

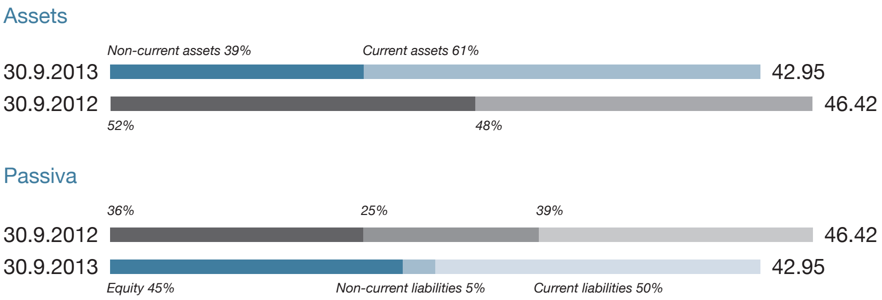
Earnings per share (EPS pursuant to IFRS) amounted to € 0.17 after € -0.14 in the prior year. Adjusted for the restructuring costs incurred in fiscal year 2011/12, earnings per share amounted to € -0.11 in the prior year.

Financial position and financial performance

The balance sheet total declined by 7% to € 42.95 m year-on-year. This reduction is due to the decrease in shares in associates as well as the reduction in trade receivables. On the other hand, equity mainly increased due to the positive comprehensive income and the trade payables.

Balance sheet total down by 7%

Development of balance sheet structure in € million



As at the balance sheet date, the share of non-current assets in total assets amounts to € 16.88 m or 39% (prior year: 52%). The decline results primarily from the disposal of shares in associates, which amounted to € 7.40 m as at the prior balance sheet date. Property, plant and equipment and other intangible assets fell by 6% to € 3.66 m. In the past fiscal year, € 1.52 m (prior year: € 1.63 m) was invested in property, plant and equipment, of which € 0.90 m (prior year: € 1.14 m) related to development costs. As at the balance sheet date September 30, 2013, recognized development costs totaled € 2.24 m (prior year: € 2.23 m) and thus amounted to 5% (prior year: 5%) of total assets. Goodwill remained unchanged at € 11.00 m. Other non-current receivables amount to € 1.62 m (prior year: € 0.09 m) and include mainly the security in connection with the disposal of shares in SolveDirect Service Management GmbH. Deferred tax assets primarily fell due to the utilization of capitalized tax loss carry forwards in fiscal year 2012/13.

Share of non-current assets in balance sheet total amounts to 39%

Balance Sheet Ratios		9/30/2013	9/30/2012
Equity	in € million	19.23	16.61
Equity ratio	in %	44.8	35.8
Net funds (+) / Net debt (-)	in € million	5.23	-5.98
Gearing	in %	-27.2	36.0
Working Capital	in € million	-0.55	0.41
Working Capital to revenues	in %	-0.6	0.5
Net debt / operating EBITDA		-	2.2
Operating EBITDA / net interest		4.9	3.1
FFO / net debt [1)]	in %	-	32.8

1) FFO = Funds from Operations = Gross cash flow

At € 26.07 m, current assets were € 3.77 m above the prior-year level and amount to 61% (prior year: 48%) of total assets. As at the balance sheet date, trade receivables increased by about 24% to € 17.25 m (prior year: € 13.92 m) and amount to 40% of total assets. The increase in receivables resulted from the rise in revenue, with an increase of more than 22% year-on-year being primarily generated in the fourth quarter. The group companies BRAIN FORCE Software GmbH, Munich, Germany, BRAIN FORCE B.V., Veendendaal, Netherlands, and BRAIN FORCE S.p.A., Milan, Italy, have entered into factoring agreements with banks on the purchase of customer receivables as set forth in these agreements.

Increase in trade payables due to revenue growth above average in the fourth quarter

As at the balance sheet date of September 30, 2013, cash and cash equivalents, including cash in hand and bank balances, amounted to € 5.96 m and thus increased by €0.34m year-on-year. As a consequence, cash and cash equivalents could be increased in addition to the reduction of financial liabilities in the amount of € 10.87 m.

Cash and cash equivalents of € 5.96 m as at the balance sheet date 9/30/2013

Equity ratio increased to 45%

As at September 30, 2013, the Group's equity amounted to €1 9.23 m, which corresponds to an equity ratio of 45% (prior year: 36%). The increase by € 2.62 m results from the positive comprehensive income.

Redemption of financial liabilities in the amount of € 10.87 m in fiscal year 2012/13

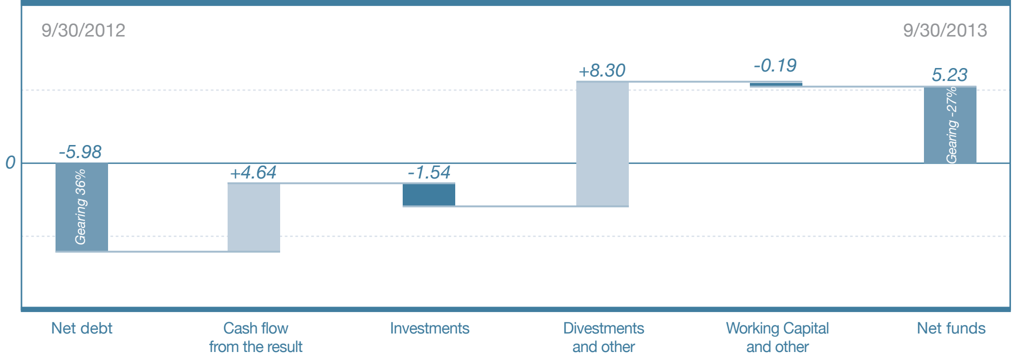
Interest-bearing liabilities (financial liabilities) declined by € 10.87 m to € 0.73 m. Financial liabilities could be eliminated almost entirely due to the generated free cash flow in the amount of € 11.24 m (prior year: € -0.05 m). The early repayment of the bonded loan was carried out in July 2013. The current financial liabilities recognized as at the balance sheet date of September 30, 2013 relate to utilized bank overdraft facilities.

Calculation of Net Funds / Net Debt	9/30/2013	9/30/2012	Change
	in € million	in € million	in %
Non-current financial liabilities	0.00	-9.98	*-100*
Current financial liabilities	-0.73	-1.62	*-55*
- Cash and cash equivalents	5.96	5.62	*+6*
Net funds (+) / Net financial debt (-)	**5.23**	**-5.98**	***>100***

Net debt entirely eliminated as at 9/30/2013

The net debt of € 5.98 m recognized as at the past balance sheet date of September 30, 2012 could be entirely eliminated. This elimination and the corresponding rise of net funds in the amount of € 5.23 m were particularly due to the positive cash flow from operating activities and the inflow of cash and cash equivalents from the disposal of the investment in SolveDirect.

Development of Net Debt in € million



Increase in trade payables and other liabilities

Trade payables increased by 43% to € 11.77 m (prior year: € 8.24 m) and amount to 27% of the balance sheet total. The increase results from the increased utilization of subcontractors in the services segment as well as from a rise in liabilities towards suppliers of third-party products. Other current liabilities increased by 11% to € 8.89 m (prior year: € 8.03 m) and include mainly social security payables and tax liabilities, accruals for maintenance contracts and liabilities to employees.

Cash flow

Operating cash flow of € 4.46 m exceeds prior-year figure by € 2.91 m

In the past fiscal year, funds from operations amounted to € +4.64 m and thus exceeded the figure of fiscal year 2011/12 of € +1.95 m by € 2.68 m. At € +4.46 m, the cash flow from operating activities (operating cash flow) was also significantly above the prior-year figure of € +1.55 m. Crucial for this positive development of the operating cash flow was the increase in the operating result with an increase in the Group's EBITDA by € 2.46 m to € 4.52 m. The working capital could also be further improved, with the negative impact of the rise in trade receivables by € 3.33 m almost compensating the rise in trade payables (€ 3.53 m).

Capital expenditure on property, plant and equipment and intangible assets down by 7% to € 1.52 m

The cash flow from investing activities shows a cash outflow of € 6.76 m (prior year: cash outflow € 1.60 m). Expenditure on property, plant and equipment and intangible assets amounted to € 1.52 m, thus being down 7% on the prior-year figure of € 1.63 m. This decline was particularly due to the decrease in development costs of € 1.14 m capitalized in the fiscal year to € 0.90 m. Cash inflow from the disposal of shares in associates amounted to € 8.22 m, € 0.03 m were used for the purchase of company shares. The free cash flow (cash inflow from operating activities less cash flow from investing activities plus payments for acquisitions of companies) amounted to € +11.24 m, after having been almost flat (€ -0.05 m) in the prior year.

The cash flow from financing activities of € -10.87 m shows that financial liabilities are almost entirely eliminated. As at September 30, 2013, the BRAIN FORCE Group has cash and cash equivalents of € 5.96 m (prior year: € 5.62 m).

Cash Flow Statement	2012/13	2011/12	Change
	in € million	in € million	in %
Cash flow from operating activities	**4.46**	**1.55**	***>100***
Investments in property, plant and equipment and intangibles	-1.52	-1.63	*+7*
Disposal of associates	8.22	0.00	*+100*
Acquisition of company shares	-0.03	0.00	*-100*
Divestments and other	0.08	0.03	*>100*
Cash flow from investing activities	**6.76**	**-1.60**	**>100**
Free cash flow	**11.24**	**-0.05**	***>100***

Research and Development

Optimal combination of software and services for high customer value

The optimal combination of software and services for the benefit of our customers is key to the sustainable success of BRAIN FORCE. For that purpose, our focus is on adapting our services offered in the Process Optimization and Infrastructure Optimization segments to meet customers' needs. In the past fiscal year, € 0.90 m was invested in the development of new internally generated software products.

New operating concept smart FINAS

Germany: In fiscal year 2012/13, the focus of the development activities was on the complete migration of applications to the new smart FINAS operating concept. The solutions of FINAS Suite are thus both available for offline (Swing) and online operations (HTML) in a new design. The implementation of smart FINAS was also used to modify existing products, with the components "Abgeltungsteuer+" and "Basisrente" particularly profiting directly from this process as they were technically redesigned and adjusted to current market requirements. Moreover, in the past fiscal year, BRAIN FORCE already laid the foundations for mastering future challenges. With the rapid spread of tablets and smartphones, demand for solutions to be used on these devices has sharply risen also with financial service providers. Although FINAS Suite has already been designed for use in mobile devices, BRAIN FORCE started to further optimize the use of FINAS on tablets in the course of the FINAS mobile project. Furthermore, BRAIN FORCE also expanded the FINAS Suite product portfolio by additional modules. The "Pflege-Check" tool is an analyzing tool to rapidly depict the problems associated with private long-term care provisions. The "Riester Förderrechner" provides a comprehensive counseling solution that even correctly calculates and displays complex constellations with regard to the funding of voluntary private pensions. The completion of another sales support for FINAS Suite is planned for fiscal year 2013/14. The BRAIN FORCE "Gesundheitsvorsorge-Check" shows persons with statutory health insurance especially the advantages of private supplementary health insurance. Concept and prototype are already completed.

Infrastructure Framework updated, Workspace Manager optimized for virtual desktop infrastructures

Netherlands: The first version of "Application Manager" was released for internal projects. Based on Windows Azure, it enables users to manage their entire application portfolio. Furthermore, "Infrastructure Framework" was updated. The new version supports Windows 8, System Center 2012 and Windows Server 2012. The Amphia Hospital in Breda (Netherlands) is now saving 80% of its time when conducting hygienic checks with the Healthcare Hygiene Checklist application that was developed in co-operation with Microsoft. "Workspace Manager "was further developed for VDI environments and now also supports Windows 8 and Windows Server 2012. A healthcare framework was also developed as a VDI solution with regard to the health industry and was successfully launched.

Update of existing application

In **Italy**, the "Visual Space" application has been adjusted to the financial governance changes. The "myPlan" production planning tool has also been technologically updated.

Human Resources

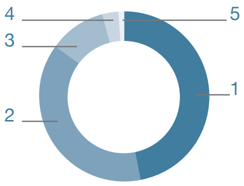
Employees are the capital of BRAIN FORCE

Employees are the capital of BRAIN FORCE and key to its success. Based on their knowledge and commitment, the Company can develop and achieve its goals.

804 persons working for BRAIN FORCE as at the balance sheet date of 9/30/2013

In a year-on-year comparison, the Group's headcount increased slightly. As at September 30, 2013, the headcount included 517 salaried employees. In addition, the Group employed 287 freelancers in various customer projects. In total, 804 persons worked for BRAIN FORCE as at the balance sheet date, which corresponds to an increase of almost 6% compared to September 30, 2012.

Employees by segments



1 Germany 47%
2 Italy 38%
3 The Netherlands 11%
4 Central East Europe 3%
5 Holding and Other 1%

In our largest market, Germany, our headcount increased by 10%, due primarily to the rise in freelancers. In the Italy region, the number of staff rose by 7%. After staff cutbacks in the prior year, the headcount in the Netherlands rose by about 5%. The headcount in the Central East Region was 26% below the prior-year level. In the "Holding and Other" segment, the headcount was reduced by one employee to three.

The breakdown of employees (salaried and freelance) by region was as follows as at September 30, 2013:

- Germany: 382 (9/30/2012: 349 / Change: +10%)
- Italy: 308 (9/30/2012: 288 / Change: +7%)
- Netherlands: 88 (9/30/2012: 84 / Change: +5%)
- Central East Europe: 23 (9/30/2012: 31 / Change: -26%)
- Holding and Other: 3 (9/30/2012: 4 / Change: -25%)

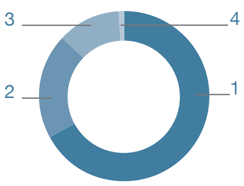
In fiscal year 2012/13, BRAIN FORCE employed an average of 515 salaried employees (2011/12: 518) and 269 (2011/12: 234) freelancers. The total average number of employees amounted to 784, and thus was 4% down on the prior year.

Ongoing trainings and knowledge transfer in all countries

Ongoing specialized training, further education and professional development of our employees – from IT consultants to administrative and sales staff – is essential in order to effectively deal with the continuous changes and innovations in the fast-paced IT sector. Employees in the Netherlands take part in regular training programs focusing on the latest developments of Microsoft, VMWare and Citrix. As a result, they boast a technological edge and are among the first people to be contacted, for example when new technologies are implemented in the field of desktop virtualization. Employees in Italy are trained and certified in the latest technologies of Microsoft Dynamics, Oracle, Symantec and Cisco. In Germany, employees take advantage of the opportunity to exchange ideas and expertise on an ongoing basis within the context of departmental meetings and employee events.

Order Situation

Order intake by regions



1 Germany 67%
2 Italy 20%
3 The Netherlands 12%
4 Central East Europe 1%

As at September 30, 2013, orders on hand amounted to € 33.16 m at Group level, up € 15.59 m on the prior-year figure of € 17.57 m. In particular the regions of Germany (+149%) and the Netherlands (+74%) experienced significant growth, which also shows in the year-on-year increase in revenue. In Germany, orders on hand mainly increased due to the conclusion of contracts in the aviation sector with a term ending April 2014 and at the end of 2016, respectively. In Italy, orders on hand rose by 10%; the Central East Europe region experienced a drop of 18%.

As at September 30, 2013, the breakdown of orders on hand by region was as follows:

- Germany has orders on hand worth € 22.28 m (9/30/2012: € 8.96 m)
- Italy has orders on hand worth € 6.80 m (9/30/2012: € 6.13 m)
- The Netherlands has orders on hand worth € 3.89 m (9/30/2012: € 2.24 m)
- Central East Europe has orders on hand worth € 0.19 m (9/30/2012: € 0.24 m)

Outlook and Targets

BRAIN FORCE had set itself the targets of achieving further growth in revenue and the operating result for fiscal year 2012/13. These targets were achieved with an increase in revenue of 16% and a rise in the Group's EBITDA by € 2.46 m and the Group's EBIT by € 2.76 m. All group companies proved to be able to counter the shrinking or only slightly growing economic performance with revenue growth rates of between 3% and 21%. In addition to the rise in operating results, also the balance sheet structure and the capital requirements could be significantly improved due to the disposal of investments in SolveDirect Service Management GmbH.

Balance sheet structure to improve significantly due to increase in earnings and disposal of SolveDirect

The positive results generated in the first three quarters as well as the publishing of the completion of the sale of the investment in SolveDirect-Beteiligung had only minor effects on the development of the share price of the BRAIN FORCE HOLDING AG share by the balance sheet date of September 30, 2013. With a closing price of € 0.84 (Vienna Stock Exchange) as at September 30, 2013, the price of the share was in fact up 29% on the closing price of the prior year; however, the increased interest in the share in particular after the balance sheet date had a material effect on the share price. With another increase of almost 67% to € 1.40 since September 30, 2013, the share has since been on a significantly higher level. Also the fact that the Company – by resolution of the Annual General Meeting dated July 18, 2013 – informed Wiener Börse AG (Vienna Stock Exchange) of the withdrawal of the shares from Official Trading by inclusion of the shares in the (unregulated) Third Market has so far had no adverse effects on the share price development. However, should the Vienna Stock Exchange prohibit the withdrawal of the Company's shares by official decision, BRAIN FORCE intends to resort to legal remedies and to clarify the issue by exhausting the appeal procedure available.

Share price up 29% in fiscal year 2012/13. Further rise in the share price after the balance sheet date of September 30, 2013

For fiscal year 2013/14, the BRAIN FORCE Group defines further revenue growth as a target to be achieved. The increase of 16% achieved in the entire fiscal year 2012/13, with an increase of 24% and 22% in the third and fourth quarter and the current volume of orders on hand worth almost € 33 m, corroborate the future expectations of growth. The operational subsidiaries will continue the successful cultivation of the market and will make additional investments in further growth. Taking into account the capital expenditure used to gain further market shares, the target set for the operating result focuses on the result of the past fiscal year.

Gain of further market shares as target for fiscal year 2013/14

Risk Management

The BRAIN FORCE Group is subject to various risks within the context of its international business operations. For the BRAIN FORCE Group, effective risk management represents a crucial factor in ensuring long-term corporate success and in creating shareholder value. Accordingly, risk is not only the negative deviation from corporate goals, but also the failure to realize potential profits. BRAIN FORCE has implemented centrally managed group-wide risk management processes. Under these processes, the risks in the Group are regularly and systematically identified, assessed as to their probability of occurrence and potential damage, and suitable countermeasures are taken to manage risk. BRAIN FORCE focuses its efforts on the top 10 risks facing the Group. The annual risk assessment is updated within the context of the budgeting process.

Group-wide risk management process focusing on the top 10 risks

In line with the decentralized structure of the BRAIN FORCE Group, the local business units are responsible for managing operational risks. However, the level of compliance with risk management processes is monitored at the level of the holding company, which also prepares a group-wide risk report. The relevant events are reported to the entire Management Board and subsequently to the Supervisory Board.

Local responsibility, but central risk management

The planning and controlling processes, group-wide guidelines, ongoing reporting and the quarterly forecasting constitute the key instruments of risk monitoring and control. Reporting plays a particularly important role in the monitoring and control of current business risks. In the course of the annual audit 2009/10, the auditor of the consolidated financial statements also evaluated the proper functioning of risk

Reporting is key to risk monitoring

management processes in the Group and presented his conclusions to the Management and Supervisory Boards. As the proper functioning of the risk management system in the Group has been confirmed and in view of the Company's size, we, as the auditor of the consolidated financial statements, have suspended such an assessment since the 2010/11 annual audit.

Only operational risks are taken

In order to prevent and control risks, the local entities only take operational risks and always analyze them in relation to potential profits. In particular, it is prohibited to engage in any speculative activities above and beyond the scope of normal business operations. Risks that go beyond the scope of everyday business, such as financial risks, are also monitored by the holding company, and hedged if necessary.

Currently no individual risks identified that threaten the Company's going concern

From today's perspective, the Group does not face any individual risks with a significant probability of occurrence threatening its going concern. The assessment of all top 10 risks together accounts for less than 20% of total equity. The relevant risks and defined countermeasures are described below.

Financial risks

Maximization of free cash flows

The primary financial risks are insufficient liquidity and financing. Ensuring sufficient liquidity is a top priority for BRAIN FORCE, as for every other company, especially in periods of tense financial markets. BRAIN FORCE counters this risk by maximizing the free cash flow on the basis of cost reductions, active working capital management and a minimization of investment expenditures. For that purpose, cost structures were adjusted in the previous years to reflect the level of revenue and the "order to cash" and "purchase to pay" processes were optimized. In addition to these measures, BRAIN FORCE took out a credit insurance policy for select customers in Germany and Austria in order to account for the default risk of receivables and to create a basis for factoring.

Ongoing financial planning to monitor liquidity risk

The **liquidity risk** is monitored by ongoing financial planning at the level of local management, and also by the group holding company. The liquidity management of the large operating companies in Germany, Italy, the Netherlands and Austria is supported by the holding company.

Equity ratio of 45% as at the balance sheet date

The financing of the BRAIN FORCE Group is currently based on a solid balance sheet structure and an equity ratio of 45% as at September 30, 2013. At the balance sheet date, cash and cash equivalents amount to €5.96m, the credit lines available in the Group total €4.78m of which €0.73m has been used. Maintaining adequate credit lines, especially in times of credit rationing by banks, is of utmost importance to the Company.

Credit agreements include covenant and rating criteria

The refinancing options of BRAIN FORCE are impacted by numerous financial, macroeconomic and other influencing factors that are in part beyond the control of the Management Board of BRAIN FORCE HOLDING AG. Other influencing factors include credit conditions (covenants) in current and future credit agreements as well as certain credit ratings.

Redemption of bonded loan

In fiscal year 2012/13, the bonded loan taken out in fiscal year 2007 in the amount of €10m was repaid early. The agreement provided for the loan to mature as at March 20, 2014. The working capital line made available by Erste Bank der oesterreichischen Sparkasse AG provides for an equity ratio of over 30%.

Goodwill confirmed

A write-down of consolidated goodwill was not necessary in fiscal year 2012/13.

Foreign exchange risk relevant only in Network Performance Channel activities

The BRAIN FORCE Group is essentially only exposed to foreign exchange risks as part of its operating activities in the subsidiaries Network Performance Channel GmbH, Germany, and Network Performance Channel GmbH, Austria, with regard to the development of the EUR/USD exchange rate. This is due to the fact that the companies purchase products in US dollars and resell them in Europe, the Middle East, North Africa and India. The purchase volume was USD 7.93m in fiscal year 2012/13. Part of the revenue of the companies is invoiced also in US dollars. In fiscal year 2012/13, the EUR/USD exchange rate risk was not hedged. Due to the increase in revenue invoiced in US dollars, it is to be assumed that the foreign exchange risks with regard to the development of the EUR/USD exchange rate will be of minor significance to the BRAIN FORCE Group in the future.

The **interest rate risk** is the risk related to changes in the value of financial instruments as a consequence of a change in the market interest rates. At the balance sheet date, the financial liabilities of the BRAIN FORCE Group totaling € 0.73 m carry variable interest rates. Cash and cash equivalents are not invested, but held as bank balances in order to provide for sufficient liquidity.

Financial liabilities carry variable interest rates

The **credit risk** covers the risk of default in particular, i.e. the risk that one party fails to meet its obligations and that a default occurs. Despite a broad customer base in the Group, the operating subsidiaries of the BRAIN FORCE Group in part display a significant level of dependence on large individual customers. Within the framework of risk management activities, the creditworthiness of customers is constantly monitored by the local entities. In order to be able to minimize the potential default on trade receivables, the BRAIN FORCE Group is working to further expand its customer base and thus reduce its dependency on any individual customers. In addition, credit insurance for selected customers in Germany and Austria was taken out to reduce the default risk. The write-offs of receivables and allowances for doubtful accounts recognized in fiscal year 2012/13 stood at 1.1% (prior year: 1.3%) of total receivables as at September 30, 2013.

Credit insurance reduces default risks

The objectives of the Group with regard to **capital risk** management include securing the Company's ability to continue as a going concern in order to continue to provide dividends to the shareholders and services to all other stakeholders to which these are entitled, as well as maintaining an optimal capital structure in terms of cost. BRAIN FORCE is not subject to any capital requirements in accordance with its articles of association. The equity ratio amounts to 45% at the balance sheet date (prior year: 36%).

Maintaining an optimal capital structure in terms of cost

Market and competitive risk

The BRAIN FORCE Group operates in a highly competitive environment. In addition, software and IT services are subject to cyclical fluctuations. These factors are taken into consideration by focusing on the Group's core competencies and profitable segments, and by the targeted development of new technologies and penetration of new markets. An oversupply of IT consultants can lead to price pressure and uncovered costs. A decrease in market demand can lead to the under-utilization of IT specialists employed by the Group. In the case of a sustained economic downturn, the Group will have to take appropriate measures, such as short-time work and downsizing of its workforce. The termination of employment contracts is partially accompanied by high redundancy costs, and thus can adversely affect the profitability or balance sheet of the Group.

Focus on core competencies and profitable segments

Highly qualified specialists and executives are an important success factor in the IT industry. Attractive, performance-based remuneration schemes and professional development programs and trainings are offered to attract and retain top-notch employees.

Employee retention through trainings and performance based remuneration

Legal risks

Ongoing project controlling aims at minimizing potential liability risks from project work. Depending on the size and risk potential of the projects, a risk and change management system is installed to support project execution. A legal review of all important contracts is mandatory. Insurance policies have been concluded to protect against specific liability risks and damage claims. The amounts of the policies are constantly reviewed and based on the economic relation of the maximum possible risk and the insurance fees.

Comprehensive project controlling and insurance contracts concluded to minimize potential liability risks

The decision-making process of the BRAIN FORCE management is based on internal and external consultations designed to effectively manage and counteract risks relating to the diverse range of tax and legal regulations. The consistent compliance with rules and the evaluation of how employees deal with risks are among the fundamental responsibilities of all managers in the Company.

Decisions are made based on internal and external consultations

Reporting on the accounting-based internal control and risk management system

The responsibility for the design and implementation of an accounting-based internal control and risk management system and for assuring compliance with legal requirements rests with the Management Board. The BRAIN FORCE Group's accounting department forms part of BRAIN FORCE HOLDING AG. The department is comprised of the organizational units Accountancy & Group Consolidation, which is

Responsibility for internal control and risk management system rests with the Management Board responsible for reporting to outside parties, and Financial Controlling, which handles reporting within the Group. Both units report directly to the Chief Financial Officer.

Accounting manual regulates main reporting requirements in accordance with IFRS

The basis of the processes underlying group accounting and reporting procedures are laid down in the Accounting Manual published and updated on a regular basis by BRAIN FORCE HOLDING AG. The manual contains the IFRS-based accounting and reporting requirements as applied in the Group. These requirements especially apply to the accounting for and reporting on non-current assets, trade receivables, accruals and deferrals, financial instruments, provisions and the reconciliation of deferred tax assets and liabilities.

Compliance with guidelines monitored regularly

Due to the type of business conducted by the Group, the guidelines relating to revenue recognition and notes on project billings are of utmost importance. These processes are largely carried out automatically in all BRAIN FORCE companies. Regular impairment testing of goodwill and groups of assets that are attributable to individual business segments is performed at the Group level. Compliance with the relevant guidelines is assured through regular reviews carried out at management meetings and, whenever necessary, by directly involving the competent central unit.

Largely automated transfer of data for consolidation

The entering, recording and accounting of all group transactions is handled by a variety of software solutions. In a number of countries, due to the size of the subsidiaries the accounting has been outsourced to local tax accountants. Companies submit reporting packages on a quarterly basis containing all accounting data pertaining to the income statement, balance sheet and cash flow statement. These data are then entered into the central consolidation or reporting system. In cases in which group companies use the same system as their corporate parent, the transfer of data occurs automatically; only in local entities using other systems the entries are made using standardized forms. This financial information is verified on the group-wide basis by the competent Accountancy & Group Consolidation unit and forms the basis of the reports pursuant to IFRS issued on a quarterly and annual basis by the BRAIN FORCE Group.

No separate internal audit department has been set up

No separate internal audit department has been set up in light of the Company's size. However, the internal control and reporting system has been configured to enable the Management Board to swiftly identify and respond to risks.

Ongoing reporting system with quarterly updated forecast

A standard planning and reporting system is used for internal management reporting. Depending on the system, the actual data is transferred from the primary systems using automatic interfaces, in some instances the data is transferred using standardized forms. A standardized process is employed to enter the figures for forecasts. Reports are structured according to region, to the particular subsidiary and to the Process Optimization, Infrastructure Optimization and Professional Services segments. In addition to reporting on the development of operating results for the preceding month, the forecast for the entire year was updated at the end of each quarter in fiscal year 2012/13. These reports also include summaries of the most important events and deviations from the budgeted figures, as well as of the prior year period and, if required, an updated assessment of individual risks.

Regular and comprehensive information of the Supervisory Board is ensured

The financial information described above and the quarterly performance figures form the basis for the Management Board's reporting to the Supervisory Board. In regular meetings, the Supervisory Board is informed about the business development using consolidated presentations, consisting of segment reporting, earnings development with comparisons of current figures with figures of the budget and the previous period as well as forecasts, consolidated financial statements, developments in respect to the number of employees and order intake, as well as selected financial indicators.

Disclosure in accordance with Section 243a (1) UGB

1. The share capital amounts to € 15,386,742. It is divided into 15,386,742 no-par value bearer shares. The share capital was paid in full.
2. The Management Board is not aware of any restrictions in respect to voting rights or the transfer of shares.
3. As far as the Company is aware, the following had a direct or indirect stake of at least 10% in the share capital of BRAIN FORCE HOLDING AG as at September 30, 2013:
   Pierer Industrie AG: 70.00%
   Qino Flagship AG: 10.00%
4. No shares with special control rights have been issued.
5. No employee participation scheme has been set up within the BRAIN FORCE Group.
6. Above and beyond legally binding requirements, there are no additional provisions valid within the BRAIN FORCE Group with respect to members of the Management and Supervisory Boards.
7. Authorizations to issue or repurchase shares:
   a) By resolution of the Annual General Meeting on February 28, 2013, the Management Board pursuant to Section 65 (1) No. 4 and 8 AktG (Austrian Stock Corporation Act) was authorized to acquire treasury stock, with the percentage of shares to be acquired limited to 10% of the share capital, the authorization valid for the period of 30 months as of the resolution date, and the consideration (acquisition price) of each no-par value to be acquired not exceeding or falling short of the average price of the preceding five trading days by more than 20%. The authorization may be executed in full or in several partial amounts and pursuing one or several purposes by the Company, its group entities or by third parties on its account. The acquisition of treasury stock may be made over the stock exchange or outside of it.
   Furthermore, it was decided to authorize the Management Board for a period of five years as of the resolution date, subject to the approval of the Supervisory Board, to sell treasury stock in a way other than via the stock exchange or through a public offering, excluding the subscription rights of existing shareholders, and to determine the conditions of sale, whereby the subscription rights of existing shareholders can only be excluded if these shares are issued as consideration in the acquisition of companies, businesses, business units or shares in one or several companies in Austria or abroad or to service stock options granted to staff, executive employees and members of the Management Board. This authorization may be executed once or several times, in full or in parts, individually or jointly, and is valid for the maximum statutory period. In addition, the Management Board was authorized to cancel treasury stock without further approval from the Annual General Meeting.
   b) By resolution of the Annual General Meeting of March 2, 2011, the Management Board, subject to the approval of the Supervisory Board, was authorized in accordance with Section 169 AktG to increase the share capital until March 1, 2016 by an additional € 7,693,371 through the issue of up to 7,693,371 new bearer or registered common shares (no-par value shares) for a cash or non-cash consideration, possibly in several tranches, and to determine the issue price, the terms of the issue and further details of the execution of the capital increase in consultation with the Supervisory Board (authorized capital 2011).
   Furthermore, the Management Board, with the approval of the Supervisory Board, was authorized to exclude the shareholders' subscription rights if – the capital increase is made for a non-cash consideration, i.e. if shares are issued to acquire companies, businesses, business units or shares in one or several companies in Austria or abroad, or – the capital is increased to service stock options granted to staff, executive employees and members to the Management Board, or – to exclude peak amounts from shareholders' subscription rights, or – to service a greenshoe granted to the issuing banks.
   c) By resolution of the Annual General Meeting of March 2, 2011, the Management Board, subject to the approval of the Supervisory Board, was authorized to issue within three years as of the date of this resolution financial instruments as defined in Section 174 AktG, in particular convertible bonds, participating bonds, participation rights with a total nominal value of up to € 15,000,000, which may also grant the subscription and/or conversion right to acquire up to a

total of 7,693,371 shares of the Company and/or are such in nature that they can be recognized as equity, possibly in several tranches and in various combinations, even indirectly by way of guarantee for the issue of financial instruments by an affiliated company of BRAIN FORCE with conversion rights to shares of the Company. To service these rights, the Management Board may use the conditional capital or treasury stock. Issue price and terms of issue, as well as any exclusion of shareholders' subscription rights to the issued financial instruments shall be determined by the Management Board with approval of the Supervisory Board.

d) At the Annual General Meeting on March 2, 2011, the following resolutions were passed: The conditional increase in the Company's share capital in accordance with Section 159 (2) No. 1 AktG by up to € 7,693,371 by issuing up to 7,693,371 new bearer shares without par value (no-par value shares) to be allocated to creditors of financial instruments as specified by the resolution of the Annual General Meeting of March 2, 2011, if the creditors of financial instruments use their subscription and/or conversion right to acquire shares of the Company. The issue price and the conversion ratio shall be determined in accordance with accepted simplified actuarial methods and the price of the Company's shares in an accepted pricing procedure. The newly issued shares of the conditional capital increase carry the right to dividends equivalent to the shares traded on the stock exchange at the time of the issue. The Management Board, subject to the approval of the Supervisory Board, is authorized to determine the further details of the execution of the conditional capital increase.
In addition, the resolution was passed to amend the Articles of Association to include the new provision "Section 5a Conditional Capital".

8. With the exception of the information provided in the disclosures in item 9, any agreements on the part of the Company which would take effect, change or cease to apply in the case of a change in the controlling interest in the Company as a result of a public takeover offer will not be disclosed due to the fact that it would considerably harm the Company.
9. If the ownership structure changes to such an extent that a third party that is not to be qualified as a group company within the meaning of Section 15 AktG acquires a directly or indirectly controlling interest pursuant to Section 22 ff. UebG, the Management Board member Hannes Griesser is entitled to resign with immediate effect from the Management Board within two months from notifying the Takeover Commission of the acquisition of control. In this case, the Company is required to pay the compensation claims of the Management Board member to which he is entitled until the contractually stipulated end of his employment contract in the form of a one-off payment as severance payment within a period of four weeks after the resignation of the Management Board member. In the case of a "change of control", it was contractually agreed with the Management Board member Michael Hofer that HOFER Management GmbH has the right to unilaterally terminate the transfer agreement concluded with BRAIN FORCE HOLDING AG and joined by Mr. Michael Hofer, while respecting all entitlements. This privileged termination right must be exercised no later than the date the transaction is formally closed (and legally takes effect) with respect to the acquisition of a stake in the Company which was the underlying reason for the change of control. A change of control is considered to have taken place when CROSS Industries AG no longer has the majority of the voting rights in BRAIN FORCE HOLDING AG a) directly or b) indirectly via a subsidiary which has at least a 50% shareholding in BRAIN FORCE HOLDING AG.

Consolidated Financial Report

Group Income Statement in EUR	Note	10/1/2012 - 9/30/2013	10/1/2011 - 9/30/2012
Revenues	1	88,381,732	76,007,330
Cost of sales	2	-70,370,135	-59,916,230
Gross profit		**18,011,597**	**16,091,100**
Selling expenses	2	-7,230,580	-7,424,053
Administrative expenses	2	-7,213,157	-7,307,801
Other operating expenses	2	-742,871	-709,791
Other operating income	3	49,485	139,450
Operating profit before non-recurring items (Operating EBIT)		**2,874,474**	**788,905**
Restructuring costs	2	0	-677,207
Operating profit after non-recurring items (EBIT)		**2,874,474**	**111,698**
Financial income	6	14,818	57,319
Financial expenses	6	-915,907	-881,908
Financial result	6	**-901,089**	**-824,589**
Result from associates	16	-538,260	-1,493,888
Result from divestment of assiciates	16	2,546,534	0
Profit/loss before tax		**3,981,659**	**-2,206,779**
Income taxes	7	-1,307,502	74,239
Profit / loss after tax		**2,674,157**	**-2,132,540**
thereof owners of the parent		2,674,157	-2,121,924
thereof non-controlling interests		0	-10,616
Earnings per share - undiluted and diluted	34	**0.17**	**-0.14**
Earnings per share adjusted [1]		0.17	-0.11

Statement of Comprehensive Income in EUR	10/1/2012 - 9/30/2013	10/1/2011 - 9/30/2012
Profit/loss after tax	**2,674,157**	**-2,132,540**
Changes in fair values of available-for-sale financial assets	-906	960
Currency translation differences	-23,683	-5,088
Other result	-24,589	-4,128
Comprehensive income/loss	**2,649,568**	**-2,136,668**
thereof owners of the parent	2,649,568	-2,126,052
thereof non-controlling interests	0	-10,616

Key ratios by segment 2012/13 in EUR	Germany	Italy	The Netherlands	Central East Europe	Holding and Others	Group
Revenues (consolidated)	48,010,480	23,663,445	13,408,769	3,299,038	0	**88,381,732**
EBITDA	3,264,960	1,698,478	598,761	433,873	-1,472,132	**4,523,940**
Operating EBITDA [1]	3,264,960	1,698,478	598,761	433,873	-1,472,132	**4,523,940**
Depreciation and amortization	-582,100	-650,341	-303,432	-79,540	-34,053	**-1,649,466**
Operating EBIT [1]	2,682,860	1,048,137	295,329	354,333	-1,506,185	**2,874,474**
Restructuring costs	0	0	0	0	0	**0**
EBIT	2,682,860	1,048,137	295,329	354,333	-1,506,185	**2,874,474**

Key ratios by segment 2011/12 in EUR	Germany	Italy	The Netherlands	Central East Europe	Holding and Others	Group
Revenues (consolidated)	39.765.826	22.472.081	10.571.339	3.198.084	0	**76.007.330**
EBITDA	1.359.067	1.573.370	419.440	207.036	-1.498.188	**2.060.725**
Operating EBITDA [1]	2.036.274	1.573.370	419.440	207.036	-1.498.188	**2.737.932**
Depreciation and amortization	-630.421	-673.001	-500.261	-93.713	-51.631	**-1.949.027**
Operating EBIT [1]	1.405.853	900.369	-80.821	113.323	-1.549.819	**788.905**
Restructuring costs	-677.207	0	0	0	0	**-677.207**
EBIT	728.646	900.369	-80.821	113.323	-1.549.819	**111.698**

1) Adjusted for restructuring costs

Cash Flow Statement in EUR	Note	10/1/2012 - 9/30/2013	10/1/2011 - 9/30/2012
Profit / loss before tax		3,981,659	-2,206,779
Depreciation and amortization		1,649,466	1,949,027
Financial result		901,089	824,589
Result from associates		-2,008,274	1,493,888
Gains / losses from the disposal of property, plant and equipment and intangible assets		20,630	3,619
Changes in non-current provisions and liabilities		91,263	-110,012
Gross cash flow of continuing operations		**4,635,833**	**1,954,332**
Changes in inventories		-153,189	-70,192
Changes in trade receivables		-3,329,488	1,434,470
Changes in trade payables		3,526,979	-404,894
Changes in other current assets and liabilities		1,184,068	-167,208
Currency translation differences		-6,242	9,450
Net interest paid		-838,556	-739,728
Income taxes paid		-562,211	-466,262
Cash flow from operating activities of continuing operations	9	**4,457,194**	**1,549,968**
Payments for acquisition of subsidiaries		-26,000	0
Decrease from deconsolidation of subsidiaries		-17,778	-9,334
Investments in property, plant and equipment and other intangible assets		-1,517,629	-1,625,474
Sale of property, plant and equipment and other intangible assets		65,248	17,404
Sale of shares of associates		8,222,758	0
Payments from the sale of financial assets		33,834	14,281
Cash flow from investing activities of continuing operations	10	**6,760,433**	**-1,603,123**
Increase in financial liabilities		644,134	497,931
Repayment of financial liabilities and bank overdrafts		-11,514,303	-527,236
Dividends paid		0	0
Capital increase		0	0
Purchase of treasury shares		0	0
Cash flow from financing activities of continuing operations	11	**-10,870,169**	**-29,305**
Change in cash and cash equivalents from continuing operations		**347,458**	**-82,460**
Change in cash and cash equivalents from discontinued operation		**0**	**-106,670**
Cash and cash equivalents at the beginning of the period		5,617,472	5,806,602
Change in cash and cash equivalents		347,458	-189,130
Cash and cash equivalents at the end of the period	12, 22	**5,964,930**	**5,617,472**

Balance Sheet in EUR	Note	9/30/2013	9/30/2012
ASSETS			
Property, plant and equipment	13	1,210,227	1,266,011
Goodwill	14	11,001,151	11,001,151
Other intangible assets	15	2,446,787	2,608,991
Investments in associates	16	0	7,403,002
Financial assets	17	0	34,129
Other receivables and assets	21	1,623,994	87,223
Deferred tax assets	18	593,160	1,721,279
Non-current assets		**16,875,319**	**24,121,786**
Inventories	19	527,910	374,721
Trade receivables	20	17,252,717	13,923,229
Other receivables and assets	21	2,330,670	2,385,615
Cash and cash equivalents	22	5,964,930	5,617,472
Current assets		**26,076,227**	**22,301,037**
Total assets		**42,951,546**	**46,422,823**
EQUITY AND LIABILITIES			
Share capital	23	15,386,742	15,386,742
Reserves	23	6,514,648	7,355,483
Retained earnings		-2,670,985	-6,150,772
Owners of the parent		19,230,405	16,591,453
Non-controlling interests		0	15,384
Equity		**19,230,405**	**16,606,837**
Financial liabilities	25	0	9,984,257
Other liabilities	27	560,587	238,289
Provisions for post-employment benefits	24	1,397,167	1,317,577
Deferred tax liabilities	18	5,865	64,918
Non-current liabilities		**1,963,619**	**11,605,041**
Financial liabilities	25	731,067	1,616,979
Trade payables	26	11,765,687	8,238,708
Other liabilities	27	8,892,983	8,031,011
Income tax provisions	28	296,784	280,643
Other provisions	29	71,001	43,604
Current liabilities		**21,757,522**	**18,210,945**
Total equity and liabilities		**42,951,546**	**46,422,823**

Changes in equity in EUR	Note	Owners of the parent				Non-controlling interests	Total equity
		Share capital	Share premium	Other reserves	Retained earnings		
Balance 10/1/2011		**15,386,742**	**9,910,356**	**-310,677**	**-6,268,916**	**0**	**18,717,505**
Transfer of reserves		0	-2,240,068	0	2,240,068	0	0
Change in non-controlling interests		0	0	0	0	26,000	26,000
Total result for the period		0	0	-4,128	-2,121,924	-10,616	-2,136,668
Balance 9/30/2012	**23**	**15,386,742**	**7,670,288**	**-314,805**	**-6,150,772**	**15,384**	**16,606,837**
Transfer of reserves		0	-816,246	0	816,246	0	0
Change in non-controlling interests		0	0	0	-10,616	-15,384	-26,000
Comprehensive income		0	0	-24,589	2,674,157	0	2,649,568
Balance 9/30/2013	**23**	**15,386,742**	**6,854,042**	**-339,394**	**-2,670,985**	**0**	**19,230,405**

Notes to the consolidated financial statements for the fiscal year from October 1, 2012 to September 30, 2013

The Company

BRAIN FORCE HOLDING AG, Vienna, is a leading IT company with subsidiaries in Austria, Germany, Italy, the Netherlands, the Czech Republic and Slovakia. BRAIN FORCE develops own software solutions and implements products of leading technology providers. The portfolio includes products and services in the areas of Process Optimization, Infrastructure Optimization and Professional Services. The parent company is headquartered Am Hof 4, 1010 Vienna, Austria.

At the balance sheet date Pierer Industrie AG, Wels, Austria, holds the majority of the shares in BRAIN FORCE HOLDING AG.

Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the reporting periods presented.

Financial reporting principles
Pursuant to Section 245a (1) UGB, the consolidated financial statements at September 30, 2013 were prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) and the applicable Austrian regulations set forth in Section 245a UGB.

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss.

The preparation of consolidated financial statements in conformity with IFRS as adopted by the European Union requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed under "accounting estimates and assumptions".

For clarity purposes, amounts are rounded and – unless otherwise stated – reported in euro thousand. However, the exact amounts are used for calculations, including the undisclosed digits, which is why computing differences may arise.

New and amended standards and interpretations that have been adopted by the EU and applied for the first time in the fiscal year
All further new regulations (amendments to standards, new and amended interpretations) that were mandatory for the first time in the fiscal year had no or no material impact on the consolidated financial statements.

Standards, interpretations and amendments to published standards that have not yet been applied
A number of amendments to standards, new standards and interpretations have already been published, but have not yet been adopted by the European Union or are not yet mandatory.

IAS 19 (revised) applicable to financial statements as from December 31, 2013 will be taken into consideration in the consolidated financial statements 2013/14.

The impact of these and further regulations on the consolidated financial statements of the Company is not material or still being assessed, and therefore not presented in detail.

Principles of consolidation
The financial statements included in consolidation were all drawn up with the uniform consolidated balance sheet date September 30, 2013.

In addition to BRAIN FORCE HOLDING AG, domestic and foreign subsidiaries are included in the consolidated financial statements over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Consolidated group

The consolidated group changed as follows, compared to the consolidated financial statements at September 30, 2012:

In the first quarter of the fiscal year BRAIN FORCE S.p.A., Milan, Italy, sold the 25% share in CONSULTING CUBE s.r.l., Bologna, Italy.

On March 25, 2013, BRAIN FORCE HOLDING AG announced the conclusion of the agreement on the disposal of shares in SolveDirect Service Management GmbH, Vienna. This disposal of shares was subject to compliance with the conditions stipulated in the purchase agreement. At the closing date on April 29, 2013, SolveDirect Service Management GmbH, Vienna, was deconsolidated. CONSULTING CUBE s.r.l., and SolveDirect Service Management GmbH had both been included at equity in the consolidated financial statements until the deconsolidation of the entity.

Since May 2010, BFS Brain Force Software AG, Maur, Switzerland, has not pursued any business activities. As it is not planned for the Company to resume its operative activities, BRAIN FORCE HOLDING AG decided to liquidate its Swiss subsidiary and deconsolidated the subsidiary as at April 1, 2013.

In accordance with the share purchase agreement dated April 15, 2013, BRAIN FORCE HOLDING AG acquired the 26 % share in Network Performance Channel GmbH, Vöcklabruck, held by HOFER Management GmbH, Vöcklabruck. As a consequence, BRAIN FORCE HOLDING AG now holds 100% of the shares in Network Performance Channel GmbH.

Thus, the consolidated financial statements include BRAIN FORCE HOLDING AG, Vienna, and the listed subsidiaries:

Company	Method of consolidation	Share in %
BRAIN FORCE Software GmbH, Munich, Germany	F	100
Network Performance Channel GmbH, Neu-Isenburg, Germany	F	100
NSE Capital Venture GmbH, Munich, Germany [1]	F	100
BRAIN FORCE S.p.A., Milan, Italy	F	100
BRAIN FORCE B.V., Veenendaal, The Netherlands [1]	F	100
BRAIN FORCE GmbH, Neulengbach, Austria	F	100
Network Performance Channel GmbH, Voecklabruck, Austria	F	100
BRAIN FORCE SOFTWARE s.r.o., Prague, Czech Republic	F	100
Brain Force Software s.r.o., Bratislava, Slovakia [2]	F	100

F... Full consolidation
1) The share is held by BRAIN FORCE Software GmbH, Munich, Germany.
2) 0.5% of the share is held by BRAIN FORCE HOLDING AG, 99.5% by BRAIN FORCE SOFTWARE s.r.o., Prague, Czech Republic.

Methods of consolidation

Consolidation is carried out in accordance with the regulations of IFRS 3. All business combinations are accounted for using the acquisition method. The acquisition costs of the shares in the subsidiaries included in consolidation are offset against the proportionate net assets based on the fair values of the assets and liabilities assumed at the time of acquisition or transfer of control. Acquisition-related costs are expensed as incurred.

Identifiable intangible assets are recognized separately and amortized systematically. The remaining goodwill is allocated to the cash-generating unit(s) and is tested for impairment at least annually at this level. This goodwill is allocated taking into account the synergies of the combination and using those cash-generating units the goodwill of which is monitored for internal management purposes.

If the fair value of the net assets of the subsidiary acquired exceeds the cost of acquisition, the assets acquired and liabilities and contingent liabilities assumed as well as acquisition costs have to be remeasured and any remaining excess has to be recognized directly in the income statement.

Intragroup receivables and liabilities, income, expenses and any intercompany results are eliminated.

Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (functional currency). All financial statements are presented in the respective local currencies.

The consolidated financial statements are presented in euro, which is the functional currency of the parent company and the presentation currency of the Group.

The differences resulting from the translation of financial statements of consolidated entities are recognized in other comprehensive income in the statement of comprehensive income.

In the individual financial statements of group companies, foreign currency transactions are translated into the functional currency at the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement.

The financial statements of foreign subsidiaries that have a functional currency different from the presentation currency of the Group are translated into the presentation currency at the respective year-end exchange rates.

The euro exchange rates for the major currencies are presented in the following table:

Currency	Rate at 9/30/2013	Rate at 9/30/2012
	1 EUR	1 EUR
Swiss franc (CHF)	1.2222	1.2100
Czech crowns (CZK)	25.7350	25.130
US dollar (USD)	1.3492	1.2945

Property, plant and equipment
Property, plant and equipment are stated at historical cost less systematic depreciation. PP&E is depreciated on a straight-line basis over the expected useful lives of the assets. The assets are depreciated on a pro rata temporis basis from the month in which the asset is available for use.

Systematic depreciation is based on the following useful lives, which are uniform within the Group and are regularly monitored and adjusted if necessary:

	Useful life
Building investments in non-owned facilities	5 to 10 years
IT equipment	3 to 5 years
Office machines	4 to 5 years
Office equipment	5 to 10 years

If an asset is impaired, the carrying amount is reduced to its recoverable amount.

Maintenance expenses
Maintenance expenses are recognized in the income statement in the period in which they are incurred.

Leases
Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

Intangible assets
In accordance with IFRS 3, goodwill arising from a business combination shall not be amortized systematically.

Assets accounted for in connection with the purchase price allocation are amortized on a straight-line basis as follows:

	Useful life
Product developments	3 to 5 years
Customer relations	7 years

Other purchased intangible assets are recognized at cost less amortization calculated according to the straight-line method and based on the estimated useful lives of the assets, which are as follows:

	Useful life
Software	3 to 5 years
Licenses and distribution rights	3 years
Registered trademarks	10 years

The useful lives underlying amortization are monitored on a regular basis and adjusted if necessary.

If an asset is impaired, the carrying amount is reduced to its recoverable amount. In addition, goodwill shall be tested annually for impairment.

Research and development
Expenditure on research is recognized as an expense. Development costs, both for bought-in goods and services and for internal development costs arising from development projects, if they meet the required criteria, are recognized as assets arising from development (other intangible assets) in accordance with IAS 38, to the extent that such expenditure is expected to generate future economic benefits. Development costs previously recognized as an expense are not recognized as an asset in a subsequent period.

After completion of the development project, capitalized development costs are recognized in the balance sheet as intangible assets and amortized on a straight-line basis over the expected useful life of the respective product, currently 3 to 5 years.

Associates
Investments in associates, i.e. companies in which the Group, directly or indirectly, holds more than 20% of the voting rights or in another way can exercise a significant influence on the operating policies of the associated company, are accounted for using the equity method. Under this method, investments are initially recorded at cost and subsequently adjusted according to the investor's share in the net assets of the associated company. The income statement reflects the investor's share in the results of the associated company.

The associates previously included in the consolidated financial statements, SolveDirect Service Management GmbH, Vienna, as well as CONSULTING CUBE s.r.l., Bologna, Italy, were sold in fiscal year 2012/13. At the balance sheet date of the prior year the shares held amounted to 53.16% and 25%, respectively.

Financial assets
Financial assets include securities held for an indefinite period that may be sold for liquidity requirements or due to changes in interest rates. They are classified as "available-for-sale".

Available-for-sale securities are subsequently measured at fair value (based on stock prices), with unrealized changes in value being recognized in other comprehensive income in the statement of comprehensive income under other provisions.

If there are indications of impairment, assets will be tested for impairment. If assets are impaired, the corresponding impairment loss is recognized in profit or loss.

All purchases and sales are recognized at the date of settlement; acquisition costs include transaction costs.

Impairment of certain non-current assets
Property, plant and equipment, goodwill and other intangible assets are examined to assess whether changed circumstances or events indicate that the carrying amount is no longer recoverable. If an asset is impaired, the carrying amount is reduced to its recoverable amount. The recoverable amount is the higher of an asset's net selling price and its value in use. In order to assess impairment, assets are grouped into cash-generating units, i.e. the smallest identifiable group of assets that generates separate cash inflows. If the reason for the impairment no longer exists, a corresponding write-up is made, except for goodwill.

Inventories
Inventories are recognized at the lower of cost or net realizable value in accordance with IAS 2. The net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Construction contracts
The profit from a construction contract is recognized as soon as it can be estimated reliably. The Group uses the percentage-of-completion method to determine the appropriate amount in a period. The stage of completion is shown as the number of hours worked up to the balance sheet date in proportion to all the hours allocated to the project. Losses are recognized at the earliest possible date. Advance payments received are deducted from the receivables from construction contracts. Any negative balance for a construction contract resulting from this will be recognized as a liability from construction contracts.

Receivables and other assets
Receivables and other assets are recognized at cost less any necessary provision for impairment. Receivables in foreign currencies are measured at the exchange rate prevailing at the balance sheet date.

Non-interest bearing non-current receivables are recognized at their present value based on an adequate market interest rate.

Non-current receivables falling due within twelve months after the balance sheet date are recognized under current assets.

Cash and cash equivalents
Cash and cash equivalents include cash in hand and bank deposits. Deposits held in foreign currencies are measured at the exchange rate prevailing at the balance sheet date September 30, 2013.

Cash and cash equivalents include securities in the amount of EUR 155,675 (prior year: EUR 123,575) that were acquired and pledged as collateral by BRAIN FORCE Software GmbH, Germany, under partial retirement agreements.

Liabilities
Liabilities are recognized at cost or at the amount repayable, if different. Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowings, using the effective interest method.

Liabilities in foreign currencies are measured at the exchange rate prevailing at the balance sheet date.

Provisions
Provisions are recognized, if the Group has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle this obligation, and that the amount can be estimated reliably.

Long-term provisions are recognized at the amount repayable, discounted to the balance sheet date, if the interest effect resulting from discounting is material.

Provisions for post-employment benefits
Provisions for post-employment benefits include long-term obligations for pensions and termination benefits (severance payments) calculated in accordance with actuarial methods pursuant to IAS 19. The present value of the defined benefit obligation = DBO is calculated on the basis of the length of service, the expected development of salary and (in the case of pensions) the pension adjustment. The obligation resulting according to the projected unit credit method is reduced for pensions payable by a multi-employer pension fund by the plan assets of the fund. To the extent that the plan assets do not cover the obligation, the net obligation is recognized as a liability under provisions for pensions.

The expense for the period to be recognized includes service cost, interest cost, and expense or income from the amortization of past service costs and actuarial gains and losses. The calculation of the obligations is based on actuarial assumptions, particularly with regard to the interest rate applicable for discounting, the rate of increase for salaries and pensions, the pensionable age and probabilities concerning labor turnover and the probability of occurrence. The calculation is based on local biometrical data.

The interest rate applied in calculating the present value of defined benefit obligations is based on the average market yield on corporate bonds with the same term to maturity.

Estimated future salary increases are derived from the average salary development of the past years, which is considered realistic for the future.

The deductions for labor turnover and for the probability of occurrence are based on figures for comparable prior periods.

The pensionable age used in the calculation of post-employment benefit obligations is derived from the actual commitments made; severance payments are calculated on the basis of estimated pensionable age.

Actuarial gains and losses are not taken into account unless they exceed the higher of 10% of total obligations or any plan assets (corridor). The amount exceeding the corridor will be taken through profit or loss over the average remaining service period of the active staff and recognized in the balance sheet.

Severance payments relate to obligations under Austrian or Italian law.

Severance payments under Austrian labor law are one-off employee benefits, which have to be paid on an enterprise's decision to terminate an employee's employment and when the employee goes into regular retirement. Their amount is based on the years of service and the amount of remuneration.

Years of service	3	5	10	15	20	25
No. of months' remuneration	2	3	4	6	9	12

Defined contribution plans have been applicable to employees joining an Austrian company after 2002. Starting from the second month of the employment relationship, the employer pays a regular contribution of 1.53% of monthly remuneration and any additional payments to a Mitarbeitervorsorgekasse or MVK (statutory scheme for severance payments). No additional obligation exists on the part of the company. The employees' entitlements exist vis-à-vis the respective MVK, and the current contributions paid by the company are recognized under personnel expenses.

Severance payments under Italian law (TFR) are one-off employee benefits which have to be paid as soon as an employee leaves an enterprise. The amount of the compensation is based on the number of monthly salaries (indexed), whereby a monthly salary (annual salary divided by 13.5) is earned per service year. The employee can receive an advance of up to 70% of the entitlement under certain conditions, e.g. to purchase a home or medical care. As of the fiscal year 2007, the amounts earned have to be paid to the statutory social security or a provision fund designated by the employee.

Revenue
Revenue is recognized upon delivery or transfer of risk to the customer, rebates and other discounts are deducted. In the event of multi-component transactions, revenues are recognized based on relative market prices upon fulfillment of the respective conditions. Sales relating to the rendering of services in accordance with IAS 18 are measured using the percentage-of-completion method.

Borrowing costs
As in the prior year, no borrowing costs were capitalized in the fiscal year 2012/13 as the criteria for defining qualifying assets were not met.

Income taxes
Income taxes are recognized according to the source of tax and are based on the corresponding profit of the fiscal year.

Deferred taxes are determined on the basis of all temporary differences arising from tax values and IFRS values of all assets and liabilities using the liability method and the relevant national tax rates prevailing on the balance sheet date or which have been substantially enacted and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. Deferred tax liabilities are recognized under non-current liabilities, deferred tax assets under non-current assets.

The most important temporary differences result from the capitalization of development costs and other assets and liabilities identifiable in the allocation of the purchase price under IFRS 3, the depreciation of property, plant and equipment, receivables, provisions for tax purposes, construction contracts and the provisions for post-employment benefit obligations. Deferred taxes relating to tax loss carry-forwards and deductible temporary differences are recognized to the extent that it is probable that future taxable profit will be available against which they can be utilized.

Fair values

Due to their short-term nature, trade receivables, other receivables and payables and cash and cash equivalents recognized in the balance sheet basically correspond to their fair values. The fair values stated for financial liabilities are determined as the present value of discounted future cash flows using the market interest rates applicable for financial debt of corresponding maturity and risk structure.

Accounting estimates and assumptions

In applying the accounting and measurement principles, the BRAIN FORCE Group, to a certain extent, made assumptions about future developments and used estimates with regard to non-current assets, allowances for receivables, provisions and deferred taxes. Actual values may eventually differ from these assumptions and estimates.

Impairment of goodwill

The effects of adverse changes of estimates made in the annual impairment test of the interest rate by plus 10% or of the cash flow by minus 10% would not result in an impairment of the recognized goodwill (prior year: impairment of the recognized goodwill in the amount of EUR 10k or EUR 102 k).

Deferred taxes

If future taxable income within the plan period defined for the recognition and measurement of deferred taxes fell 10% short of the value assumed at the balance sheet date, the recognized net position of deferred tax assets would probably have to be reduced by EUR 108 k (prior year: EUR 167 k).

Provisions for post-employment benefits

In the BRAIN FORCE Group, actuarial gains and losses relating to pensions and severance payments under Austrian law are recognized in the income statement over the average remaining service period considering the corridor rule, in case of severance payments under Italian law immediately at the full amount.

The present value of the obligation depends on a number of factors which are based on actuarial assumptions. The assumptions used in calculating the expenses include the estimated increase in salaries and the interest rate. Any change in these assumptions has effects on the present value of the obligation and on actuarial gains and losses not yet recognized. Applying the corridor method, the amount of actuarial gains and losses outside the corridor has to be allocated in profit or loss over the average remaining service period of the beneficiary. Estimated future salary increases are derived from the average salary development of the past years, which is considered realistic for the future.

The Group calculates the relevant interest rate at the end of each year. This is the interest rate which is used in the calculation of the present value of expected future cash outflows for the payment of the obligation. The calculation of the interest rate is based on the interest rate for corporate bonds of the highest credit standing denominated in the currency in which the services are paid and whose maturities equal those of the pension and severance payment obligations. Further material assumptions are in part based on market conditions.

If the assumptions were based on a discount rate which fell 10% short of the estimates made by management, the present value of the obligation for pensions and severance payments would have to be raised by EUR 71 k (prior year: EUR 69 k).

Other balance sheet items

With regard to the other balance sheet items, changes in estimates and assumptions do not result in significant effects on the financial position and financial performance.

Comments on the consolidated income statement

The consolidated income statement is prepared using the function of expense method.

(1) Revenues

Revenues are broken down as follows:

in EUR	2012/13	2011/12
Current services	56,815,426	48,699,764
Construction contracts	9,371,253	10,568,828
Products	22,195,053	16,738,738
Revenues	**88,381,732**	**76,007,330**

(2) Types of expenditure

The consolidated income statement was prepared using the function of expense method. The following presentation shows a breakdown by type of expenditure.

in EUR	2012/13	2011/12
Increase or decrease in services not yet invoiced	-21,341	35,800
Cost of materials and purchased services (see Note 4)	41,685,681	31,677,467
Own work capitalized	-900,372	-1,139,988
Personnel expenses (see Note 5)	32,607,648	32,258,086
Restructuring expenses	0	677,207
Depreciation and amortization	1,649,466	1,949,027
Rents and energy costs	2,298,271	2,573,511
Automobile expenses	2,163,329	2,298,367
Travel expenses	1,136,084	1,038,455
Advertising and marketing expenses	493,672	503,555
Legal, audit and consulting fees	1,338,854	1,493,038
Postage and communication charges	496,638	545,866
Bad debts and allowances for receivables	195,746	185,655
Company insurances	156,387	131,997
Other expenses	2,256,680	1,807,039
Manufacturing, selling and administrative costs and other operating expenses	**85,556,743**	**76,035,082**

The restructuring expenses incurred in the prior year in the amount of EUR 677,207 include costs in connection with staff reduction measures performed in the FINAS segment in the Germany region.

Other operating expenses mainly comprise training costs, recruiting costs and costs for repairs and maintenance of in-house equipment.

(3) Other operating income

Other operating income includes:

in EUR	2012/13	2011/12
Income from the reversal of impairment losses for receivables	3,149	46,401
Insurance compensations	27,494	71,061
Other	18,842	21,988
Other operating income	**49,485**	**139,450**

(4) Cost of materials and purchased services

These expenses are allocated to production costs and broken down as follows:

in EUR	2012/13	2011/12
Cost of goods sold	10,930,045	5,466,479
Maintenance	1,564,976	1,434,727
Licenses	1,667,252	2,355,827
Cost of materials	**14,162,273**	**9,257,033**
Subcontractors	27,523,408	22,420,434
Cost of materials and purchased services	**41,685,681**	**31,677,467**

(5) Personnel expenses

Manufacturing, selling and administrative expenses include the following personnel expenses:

in EUR	2012/13	2011/12
Salaries	26,490,966	25,724,350
Expenses for severance payments	664,798	593,637
Expenses for pensions	14,113	14,904
Expenses for statutory social security, payroll-related taxes and mandatory contributions	5,437,771	5,925,195
Personnel expenses	**32,607,648**	**32,258,086**

Expenses for severance payments, in addition to statutory entitlements (see Note 24), also include contributions payable to the staff provision fund ("Mitarbeitervorsorgekasse") in the amount of EUR 22,297 (prior year: EUR 22,845).

(6) Financial result

The financial result is calculated as follows:

in EUR	2012/13	2011/12
Income from securities	1,408	3,074
Net loss / gain from foreign currency translation	13,410	54,245
Interest and similar expenses	-915,907	-881,908
Financial result	**-901,089**	**-824,589**

(7) Income taxes

Income taxes of continuing operations are as follows:

in EUR	2012/13	2011/12
Current tax income / expense	238,436	-94,965
Deferred tax income	1,069,066	20,726
Income taxes	**1,307,502**	**-74,239**

The income tax expense for the year is EUR 312,087 higher (prior year: EUR 477,456 higher) than the calculated income tax expense/income of EUR 995,415 (prior year: EUR -551,695) that would result from applying a tax rate of 25% (prior year: 25%) on the profit before tax, with the tax rate equaling the income tax rate applicable to the parent company. The reasons for the difference between calculated and recognized income tax expenses are as follows:

in EUR	2012/13	2011/12
Result before income taxes	**3,981,659**	**-2,206,779**
thereof 25% = calculated income tax expense	995,415	-551,695
Effects of different tax rates in other countries	387,888	283,470
Tax-free income	-54,502	-49,221
Expenses not deductible for tax purposes	95,461	59,204
Other permanent differences	21,465	71,591
Tax losses for which no deferred tax assets have been recognized	748,917	956,026
Write-down of deferred tax assets	0	163,429
Utilization and subsequent capitalization of temporary differences and tax losses not recognized in the year in which they arose	-629,352	-408,012
Income tax expense – current period	**1,565,292**	**524,792**
Non-periodic income tax income	-257,790	-599,031
Recognized income tax expense / income	**1,307,502**	**-74,239**

(8) Segment information

In accordance with the requirements of IFRS 8 (management approach), BRAIN FORCE HOLDING AG reports by geographical segments. Segment results (operating EBITDA and operating EBIT before restructuring costs) are recognized, not taking into account the costs re-charged for trademark license fees and intragroup services. Revenues, EBITDA and EBIT, as well as assets and liabilities are allocated according to the corporate domicile of the entities to the following regions:

- Germany
- Italy
- Netherlands
- Central East Europe with Austria, the Czech Republic and Slovakia

The segment results are presented following the statement of comprehensive income. Austria accounts for EUR 2.76 million (prior year: EUR 1.98 million) of revenue for the fiscal year 2012/13, other countries for EUR 85.62 million (prior year: EUR 74.03 million). Revenues of the operating segment Germany include EUR 10.02 million (almost 11% of the Group's revenues) that was generated from one customer.

Investments, assets and liabilities are broken down as follows by region:

Key ratios 2012/13 in EUR	Germany	Italy	The Netherlands	Central East Europe	Holding and Other	Group
Investments	543,419	497,335	424,996	50,753	1,126	**1,517,629**
Assets	16,097,267	13,064,314	8,665,419	2,653,686	2,470,860	**42,951,546**
Liabilities	9,618,522	8,844,101	3,263,817	751,081	1,243,620	**23,721,141**

Key ratios 2011/12 in EUR	Germany	Italy	The Netherlands	Central East Europe	Holding and Other	Group
Investments	564,204	548,867	364,712	87,016	60,675	**1,625,474**
Assets	15,064,360	12,680,966	6,939,303	2,398,122	9,340,072	**46,422,823**
Liabilities	7,206,811	8,270,142	1,672,373	781,593	11,885,067	**29,815,986**

The group entities operate in the individual regions in the areas Process Optimization, Infrastructure Optimization and Professional Services.

The Process Optimization segment provides optimized solutions for critical business pro-cesses in the following areas: Enterprise Resource Planning (ERP), Customer Relationship Management (CRM), Corporate Performance Management/Business Intelligence (CPM/BI) and Financial IT Services.

The Infrastructure Optimization segment provides solutions for better manageable and more efficient IT infrastructure in the following areas: Server and Data Management, Workspace Management, Application Provisioning and Control, Communication and Collaboration, and IT Service Management Solutions. In addition, the Network Performance segment provides innovative solutions to enhance productivity, increase availability and prevent network application failures.

The Professional Services segment offers the experience and know-how of its IT and telecommunications specialists in the form of temporary consulting and service assignments. Such assignments cover all project phases from planning over realization, test and integration to the actual operation. The scope of the services offered includes: consulting, programming, infrastructure, integration, migration, rollout, operation, support and maintenance.

Comments on the cash flow statement

The cash flow statement of the BRAIN FORCE Group was prepared using the indirect method.

It illustrates the change in cash and cash equivalents in the Group resulting from cash inflows and outflows over the reporting period, divided into cash flow from operating, investing and financing activities.

The change in cash and cash equivalents of the discontinued operation is stated as a separate item.

(9) Cash flow from operating activities
The cash flow from operating activities, based on the profit before tax, adjusted for non-cash expenses/income, after changes of funds tied up in working capital and after deduction of paid interest (netted against interest earned) and income taxes paid, illustrates the inflow/outflow of cash and cash equivalents from operating activities.

(10) Cash flow from investing activities
This section shows all cash inflows and outflows relating to additions to and disposals of property, plant and equipment, intangible assets and financial investments, as well as financial assets.

(11) Cash flow from financing activities
This section shows all cash inflows and outflows relating to equity and debt financing.

(12) Cash and cash equivalents
Cash and cash equivalents include cash in hand and bank balances, as long as they are available at short notice and unrestricted.

Comments on the consolidated balance sheet

(13) Property, plant and equipment
Property, plant and equipment have changed as follows:

in EUR	Building investments in non-owned facilities	Office machines, IT equipment, other office equipment	Total
Acquisition or production costs 10/1/2012	1,832,844	3,903,160	5,736,004
Currency translation differences	-41	-911	-952
Additions	37,018	541,115	578,133
Disposals	0	-316,986	-316,986
Acquisition or production costs 9/30/2013	**1,869,821**	**4,126,378**	**5,996,199**
Accumulated depreciation 10/1/2012	1,399,464	3,070,529	4,469,993
Currency translation differences	-6	-673	-679
Depreciation charge 2012/13	149,837	398,558	548,395
Disposals	0	-231,737	-231,737
Accumulated depreciation 9/30/2013	1,549,295	3,236,677	4,785,972
Carrying amounts 9/30/2013	**320,526**	**889,701**	**1,210,227**

in EUR	Building investments in non-owned facilities	Office machines, IT equipment, other office equipment	Total
Acquisition or production costs 10/1/2011	1,826,397	4,808,043	6,634,440
Currency translation differences	-35	-770	-805
Additions	6,482	319,894	326,376
Disposals	0	-1,224,007	-1,224,007
Acquisition or production costs 9/30/2012	**1,832,844**	**3,903,160**	**5,736,004**
Accumulated depreciation 10/1/2011	1,240,533	3,800,373	5,040,906
Currency translation differences	-4	-438	-442
Depreciation charge 2011/12	158,935	483,136	642,071
Disposals	0	-1,212,542	-1,212,542
Accumulated depreciation 9/30/2012	1,399,464	3,070,529	4,469,993
Carrying amounts 9/30/2012	**433,380**	**832,631**	**1,266,011**

(14) Goodwill
Goodwill amounts to EUR 11,001,151 as at September 30, 2013 (prior year: EUR 11,001,151).

The goodwill results from past acquisitions of corresponding shares for BRAIN FORCE S.p.A., Milan, Italy (formerly TEMA Studio di Informatica S.p.A.), Brain Force Financial Solutions AG, Munich, Germany (formerly NSE Software AG, merged with BRAIN FORCE Software GmbH, Munich, Germany, in the fiscal year 2006), INDIS S.p.A., Milan, Italy (merged with BRAIN FORCE S.p.A., Milan, Italy, in the fiscal year 2006), BRAIN FORCE B.V., Veenendaal, Netherlands (formerly VAI B.V.), BRAIN FORCE Frankfurt GmbH, Langen, Germany (formerly SYSTEAM Ingenieurbüro für Datenkommunikation und Informatik GmbH, merged with BRAIN FORCE Software GmbH, Munich, Germany, in the fiscal year 2008) and BRAIN FORCE GmbH, Neulengbach, Austria (formerly INISYS Software-Consulting Ges.m.b.H.).

In the fiscal year 2012/13, impairment tests were performed for the following cash generating units whose values remain unchanged from the prior year:

in EUR	Allocated goodwill
BRAIN FORCE S.p.A. – Segment Italy, Process Optimization division	1,783,670
BRAIN FORCE S.p.A. – Segment Italy, Infrastructure Optimization division	1,014,887
BRAIN FORCE Software GmbH – Segment Germany, Process Optimization division	1,172,812
BRAIN FORCE Software GmbH – Segment Germany, Infrastructure Optimization division	2,026,577
BRAIN FORCE B.V. – Segment The Netherlands, Infrastructure Optimization division	3,842,616
BRAIN FORCE GmbH – Segment Central East Europe, Process Optimization division	1,160,589
Carrying amount 9/30/2013	**11,001,151**

The recoverable amount of the cash-generating units was determined based on value in use calculations. These value-in-use calculations are based on cash flow projections derived from the 2013/14 financial budget approved by management and the resulting medium-term planning for the subsequent three years. The material assumptions of the management in the calculation of values in use are the estimated revenues, EBIT margins and discount rates. The calculation was based on an adequate EBIT margin on the basis of the segment performance by region.

Cash flows beyond this four-year period are extrapolated using the estimated growth rates stated below, which do not exceed the long-term average growth rate for the respective business segments. The calculations did not result in a need for impairment.

Key assumptions used to calculate the values in use:

in %	Growth rate		Discount rate before tax		Discount rate after tax	
	2012/13	2011/12	2012/13	2011/12	2012/13	2011/12
BRAIN FORCE S.p.A. – Segment Italy, Process Optimization division	1.0	1.0	17.7	19.6	8.6	7.7
BRAIN FORCE S.p.A. – Segment Italy, Infrastructure Optimization division	1.0	1.0	17.6	20.4	8.6	7.7
BRAIN FORCE Software GmbH – Segment Germany, Process Optimization division	1.0	1.0	9.5	10.6	6.9	7.6
BRAIN FORCE Software GmbH – Segment Germany, Infrastructure Optimization division	1.0	1.0	10.2	10.5	6.9	7.6
BRAIN FORCE B.V. – Segment The Netherlands, Infrastructure Optimization division	1.0	1.0	9.6	10.1	7.0	7.8
BRAIN FORCE GmbH – Segment Central East Europe, Process Optimization division	1.0	1.0	9.2	10.4	7.0	7.8

The respective discount rates before tax were determined iteratively on the basis of cash flows before tax, using the value in use. The value in use is calculated by applying discount rates after tax to cash flows after tax. The discount rates account for the realizable tax loss carry-forwards. The deviations from the discount rates after tax are due to the effective tax burden of the respective unit.

The discount rate used was derived from the weighted average cost of capital (WACC), computed according to the capital asset pricing model (CAPM), reflecting the financial structure and market risks associated with the business segments.

With regard to the effects of changes in estimates, we refer to the comments on “accounting estimates and assumptions”.

(15) Other intangible assets

Other intangible assets changed as follows:

in EUR	Development costs	Other	Intangible assets
Acquisition or production costs 10/1/2012	14,113,794	5,807,349	19,921,143
Currency translation differences	-3,959	-488	-4,447
Additions	900,372	39,124	939,496
Disposals	0	-301,461	-301,461
Acquisition or production costs 9/30/2013	**15,010,207**	**5,544,524**	**20,554,731**
Accumulated amortization 10/1/2012	11,886,893	5,425,259	17,312,152
Currency translation differences	-3,959	-488	-4,447
Amortization charge 2012/13	890,718	210,353	1,101,071
Disposals	0	-300,832	-300,832
Accumulated amortization 9/30/2013	12,773,652	5,334,292	18,107,944
Carrying amounts 9/30/2013	**2,236,555**	**210,232**	**2,446,787**

in EUR	Development costs	Other	Intangible assets
Acquisition or production costs 10/1/2011	12,977,155	5,940,540	18,917,695
Currency translation differences	-3,349	-413	-3,762
Additions	1,139,988	159,110	1,299,098
Disposals	0	-291,888	-291,888
Acquisition or production costs 9/30/2012	**14,113,794**	**5,807,349**	**19,921,143**
Accumulated amortization 10/1/2011	10,795,093	5,496,195	16,291,288
Currency translation differences	-3,349	-413	-3,762
Amortization charge 2011/12	1,095,149	211,807	1,306,956
Disposals	0	-282,330	-282,330
Accumulated amortization 9/30/2012	11,886,893	5,425,259	17,312,152
Carrying amounts 9/30/2012	**2,226,901**	**382,090**	**2,608,991**

Development costs include unfinished development work in the amount of EUR 626,374 (prior year: EUR 514,333).

In addition to acquired software and rights, the item “other intangible assets” includes other intangible assets, such as development costs and customer relations, identified in the allocation of the purchase price in connection with acquisitions under IFRS 3 with a carrying amount of EUR 0 (prior year: EUR 119,736).

(16) Investments in associates

The investments in associates, which are recognized according to the equity method, changed as follows:

in EUR	2012/13	2011/12
Carrying amount – beginning of period	7,403,002	8,896,890
Share in after-tax losses	-538,260	-1,493,888
Sale of associates (carrying amount of the disposal)	-6,864,742	0
Carrying amount – end of period	**0**	**7,403,002**

The share in after-tax losses mainly relates to the shares in SolveDirect Service Management GmbH and includes the current assumption of losses. In the prior year, dilutive effects from the capital increases performed were also included.

In fiscal year 2012/13, the shares in SolveDirect Service Management GmbH (prior year: 53.16%) as well as the shares in CONSULTING CUBE s.r.l. (prior year: 25%) were sold.

The financial data of the associates are as follows:

in EUR	2012/13	2011/2012
Assets	0	16,749,757
Liabilities	0	2,798,931
Revenues	3,692,454	6,920,277
Loss for the period	-1,070,686	-423,681

(17) Financial assets

Financial assets include securities and changed as follows:

in EUR	2012/13	2011/2012
Carrying amount – beginning of period	34,129	45,351
Sale of financial assets (carrying amount of the disposal)	-33,223	-12,182
Adjustment to fair value	-906	960
Carrying amount – end of period	**0**	**34,129**

The sold securities were shares in investment funds that were classified as available for sale and carried at fair value (stock market price at the balance sheet date).

(18) Deferred taxes

Deferred tax assets are recognized under other non-current assets, deferred tax liabilities are included in non-current liabilities.

Deferred taxes are calculated as follows:

in EUR	10/1/2012	Change in income statement	9/30/2013
Provisions for post-employment benefits	23,040	384	23,424
Tax loss carry-forwards	1,668,042	-610,131	1,057,911
Other	731,727	-499,613	232,114
Deferred tax assets	**2,422,809**	**-1,109,360**	**1,313,449**
Development costs and other intangible assets	317,240	-15,671	301,569
Other non-current assets	64,485	-56,479	8,006
Receivables	308,321	89,892	398,213
Other	76,402	-58,036	18,366
Deferred tax liabilities	**766,448**	**-40,294**	**726,154**

in EUR	10/1/2011	Change in income statement	9/30/2012
Provisions for post-employment benefits	39,989	-16,949	23,040
Tax loss carry-forwards	1,872,252	-204,210	1,668,042
Other	772,340	-40,613	731,727
Deferred tax assets	**2,684,581**	**-261,772**	**2,422,809**
Development costs and other intangible assets	324,848	-7,608	317,240
Other non-current assets	77,533	-13,048	64,485
Receivables	466,948	-158,627	308,321
Other	138,165	-61,763	76,402
Deferred tax liabilities	**1,007,494**	**-241,046**	**766,448**

Deferred tax assets and deferred tax liabilities are netted and shown in the balance sheet as assets or liabilities, provided that the company has an enforceable right to offset actual tax refund claims against actual tax liabilities and that the deferred tax assets and tax liabilities relate to income taxes levied by the same tax authority.

The following amounts were shown in the consolidated balance sheet after netting:

in EUR	9/30/2013	9/30/2012
Deferred tax assets	593,160	1,721,279
Deferred tax liabilities	-5,865	-64,918
Carrying amount	**587,295**	**1,656,361**

Within the next 12 months, a realization of deferred tax assets is expected in the amount of EUR 548,834 (prior year: EUR 386,089), and a settlement of deferred tax liabilities in the amount of EUR 5,569 (prior year: EUR 54,295).

Deferred tax assets are recognized for loss carry-forwards to the extent that it is probable that future taxable profit will be available against which they can be utilized. In assessing the probability, estimates are based on the available budgeted figures.

No deferred tax assets have been recognized in the Group for the following unused tax losses and for deductible differences:

in EUR	Basis	Deferred tax claim
Tax losses that can be carried forward for an unlimited period of time	32,770,916	8,192,730
Tax losses that can be carried forward for a limited period of time	0	0
Deductible temporary differences	2,205,743	551,436
9/30/2013	**34,976,659**	**8,744,166**

in EUR	Basis	Deferred tax claim
Tax losses that can be carried forward for an unlimited period of time	30,217,268	7,554,316
Tax losses that can be carried forward for a limited period of time	469,819	112,757
Deductible temporary differences	4,305,065	1,076,266
9/30/2012	**34,992,152**	**8,743,339**

The amount of deductible differences relates to write-downs made, which have to be allocated for tax purposes on a systematic basis over 7 years.

(19) Inventories

Inventories are measured at acquisition or production cost. A write-down to the net realizable value was not necessary in the fiscal years.

Inventories comprise the following items:

in EUR	9/30/2013	9/30/2012
Work in progress	70,496	49,154
Goods for resale	457,414	325,567
Inventories	**527,910**	**374,721**

(20) Trade receivables

in EUR	9/30/2013	9/30/2012
Trade receivables already invoiced	16,680,941	13,549,738
Less allowance for doubtful accounts	-1,240,913	-1,079,524
Trade receivables not yet invoiced	917,588	826,246
Receivables from construction / service contracts	895,101	621,332
Trade receivables from associates	0	5,437
Trade receivables	**17,252,717**	**13,923,229**

Adequate allowances were made to account for the estimated risk of default on receivables, which developed as follows:

in EUR	2012/13	2011/12
Allowance for doubtful accounts – beginning of period	1,079,524	1,272,095
Utilization	-26,383	-331,825
Reversal	-1,565	-46,401
Addition	189,337	185,655
Allowance for doubtful accounts – end of period	**1,240,913**	**1,079,524**

The following unimpaired trade receivables are overdue at the balance sheet date:

in EUR	9/30/2013	9/30/2012
Less than 30 days	1,218,878	1,559,257
More than 30 days	3,039,888	2,773,346
Overdue unimpaired receivables	**4,258,766**	**4,332,603**

For selected customers of BRAIN FORCE Software GmbH, Munich, Germany, and BRAIN FORCE GmbH, Neulengbach, Austria, credit insurance was taken out that significantly reduces the default risk of overdue receivables.

The total of costs incurred and revenues recognized for projects underway at the balance sheet date amounts to EUR 1,295,789 (prior year: EUR 1,134,188). Partial invoices were issued in the amount of EUR 400,688 (prior year: EUR 512,856). Prepayments received, reported under trade payables, amount to EUR 218,673 (prior year: EUR 265,810).

(21) Other receivables and assets

Other receivables and assets comprise the following items:

in EUR	9/30/2013	9/30/2012
Deposits	83,551	83,551
Other	1,540,443	3,672
Non-current other receivables and assets	**1,623,994**	**87,223**
Prepayments	155,894	220,324
Tax authorities	426,093	86,177
Maintenance contracts and other prepaid expenses	938,824	927,350
Receivables from employees	65,554	61,815
Receivables factoring (blocked accounts)	468,310	637,485
Other	275,995	452,464
Current other receivables and assets	**2,330,670**	**2,385,615**

The non-current other receivables and assets mainly relate to the security in connection with the sale of the share in SolveDirect Service Management GmbH, Vienna. The receivables due from tax authorities include income tax assets in the amount of EUR 426,093 (prior year: EUR 86,177).

(22) Cash and cash equivalents

Cash and cash equivalents comprise the following:

in EUR	9/30/2013	9/30/2012
Cash in hand	8,248	23,784
Bank balances	5,956,682	5,593,688
Cash and cash equivalents	**5,964,930**	**5,617,472**

(23) Equity

The share capital amounts to EUR 15,386,742 (prior year: EUR 15,386,742) and is divided into 15,386,742 individual no-par value bearer shares.

The shares of the Company are listed in the Standard Market Continuous segment of the Vienna Stock Exchange (Official Market). In the extraordinary General Meeting of BRAIN FORCE HOLDING AG dated July 18, 2013 and upon application of the former shareholder CROSS Informatik GmbH, Wels, the shareholders resolved to withdraw the shares of BRAIN FORCE HOLDING AG from being traded on the Official Market of the Vienna Stock Exchange and to include the shares of BRAIN FORCE HOLDING AG in trading on the Third Market (MTF) of Wiener Börse AG. By letter dated August 22, 2013, the Management Board informed Wiener Börse AG of the withdrawal of the shares from Official Trading with effect from September 30, 2013. In addition, BRAIN FORCE HOLDING AG declared on October 1, 2013, that the shares would remain listed on the Official Market of the Vienna Stock Exchange for the time being. The withdrawal of the shares from the Official Market of the Vienna Stock Exchange, as well as the inclusion of the shares in trading on the Third Market (MTF) of Wiener Börse AG (market segment: Mid Market) are postponed until the authorities take a definitive decision on the applications submitted by BRAIN FORCE HOLDING AG.

At the balance sheet date, the authorized capital amounts to EUR 7,693,371 (prior year: EUR 7,693,371).

At the 15th Annual General Meeting on February 28, 2013 the Management Board was authorized to acquire treasury stock, with the percentage of shares to be acquired limited to 10% of share capital, the authorization valid for a period of 30 months as of the resolution date, and the consideration (acquisition price) of each no-par value share to be acquired not exceeding or falling short of the average price of the preceding five trading days by more than 20%. The last authorization of the Management Board on the acquisition of treasury stock granted by resolution of the Annual General Meeting on March 2, 2011, was rescinded. As yet, this authorization to repurchase treasury stock has not been used.

The development of share capital and reserves is shown in the table below:

in EUR	Share capital	Reserves
Balance 10/1/2012	15,386,742	7,355,483
Used to cover losses	0	-816,246
Other changes	0	-24,589
Balance 9/30/2013	**15,386,742**	**6,514,648**

in EUR	Share capital	Reserves
Balance 10/1/2011	15,386,742	9,599,679
Used to cover losses	0	-2,240,068
Other changes	0	-4,128
Balance 9/30/2012	**15,386,742**	**7,355,483**

Other reserves comprise the following items at the respective balance sheet date:

in EUR	9/30/2013	9/30/2012
Fair value reserve for securities	0	905
Reserve for currency translation differences	-339,394	-315,710
Other reserves	**-339,394**	**-314,805**

(24) Provisions for post-employment benefits

Provisions for post-employment benefits are broken down as follows:

in EUR	9/30/2013	9/30/2012
Provisions for pensions	96,938	87,507
Provisions for severance payments	40,622	39,460
Provisions for severance payments (TFR)	1,259,607	1,190,610
Provisions for post-employment benefits	**1,397,167**	**1,317,577**

Provisions for pensions

Due to individual arrangements, three employees of BRAIN FORCE Software GmbH, Munich, Germany, were promised an additional pension upon retirement. The amount of this pension basically depends on the defined benefit plan. Two entitled persons left the Company early (prior to retirement), with the pro rata entitlement remaining against the Company.

The amounts recognized for provisions for pensions at the balance sheet dates are computed by actuaries based on the projected unit credit method and are broken down as follows:

in EUR	9/30/2013	9/30/2012
Actuarial present value of defined benefit obligation	341,081	329,790
Fair value of plan assets	-178,280	-172,112
	162,801	157,678
Unrecognized actuarial gains / (losses)	-65,863	-70,171
Liability in the balance sheet	**96,938**	**87,507**

The plan assets pursuant to IAS 19 consist of the insurance cover for the pension commitments pledged in favor of employees.

The development of the actuarial **present value of the defined benefit obligations** is as follows:

in EUR	2012/13	2011/12
Balance – beginning of period	329,790	244,911
Current service cost	2,409	2,123
Interest expense	13,190	12,246
Actuarial (gains) / losses	-4,308	70,510
Balance – end of period	**341,081**	**329,790**

The development of the **fair value of plan assets** is as follows:

in EUR	2012/13	2011/12
Balance – beginning of period	172,112	164,420
Actuarial gains / (losses)	5,296	6,820
Paid contributions	872	872
Balance – end of period	**178,280**	**172,112**

The expense / income recognized in the income statement concerning defined benefit obligations comprises the following:

in EUR	2012/13	2011/12
Current service cost	2,409	2,123
Interest expense	13,190	12,246
Effects of plan curtailments / settlements	0	-6,265
Amortization of actuarial gains	-5,296	0
Expense / income for defined benefit obligations	**10,303**	**8,104**

The interest expense is recognized in the financial result. Thus, the expenses for defined benefit obligations recognized in personnel expenses amount to EUR -2,887 (prior year: EUR -4,142).

The basic actuarial assumptions are as follows:

	2012/13	2011/12
Interest rate	4.00%	4.00%
Future salary increases	0%	0%
Future pension increases	1% - 3%	1% - 3%
Pensionable age	60, 65 years	60, 62 years
Mortality tables – Germany	Heubeck 2005G	Heubeck 2005

In addition to defined benefit obligations, fixed contributions are paid to a pension fund for some employees in Austria due to pension commitments; the payments made by the Company are recognized in accordance with IAS 19 as contributions to defined contribution plans.

Pension costs (excluding interest expense) recognized in personnel expenses are broken down as follows:

in EUR	2012/13	2011/12
Pension costs – defined benefit plan	-2,887	-4,142
Pension costs – defined contribution plan	17,000	19,046
Pension costs (excluding interest expense)	**14,113**	**14,904**

Provisions for severance payments (Austria)

The amounts of the provisions for severance payments were computed in the same way as the provisions for pensions:

in EUR	9/30/2013	9/30/2012
Actuarial present value of defined benefit obligation	46,398	43,513
Unrecognized actuarial gains / (losses)	-5,776	-4,053
Liability in the balance sheet	**40,622**	**39,460**

The development of the provision recognized in the balance sheet is as follows:

in EUR	2012/13	2011/12
Balance – beginning of period	39,460	97,932
Expenses for severance payments	1,162	-27
Payment of severance payments	0	-58,445
Balance – end of period	**40,622**	**39,460**

The expense recognized in the income statement includes the following:

in EUR	2012/13	2011/12
Current service cost	3,849	6,636
Interest expense	1,719	3,125
Amortization of actuarial gains	-4,406	-9,788
Expenses for severance payments (Austria)	**1,162**	**-27**

The interest expense is recognized in the financial result. Thus, the expenses for defined benefit obligations recognized in personnel expenses amount to EUR -557 (prior year: EUR -3.152).

The basic actuarial assumptions are as follows:

	2012/13	2011/12
Interest rate	4.00%	4.00%
Future salary increases	2%	3%
Average labour turnover	Age-related	Age-related
Pensionable age	According to pension reform 2004	According to pension reform 2004
Mortality tables	AVÖ 2008-P, employees	AVÖ 2008-P, employees

Provisions for severance payments (TFR – Italy)

In the fiscal year 2012/13, the values of provisions for severance payments (TFR - Italy) were computed in the same way as the provisions for pensions. The balance recognized at September 30, 2013 in the amount of EUR 1,259,607 corresponds to the actuarial net present value of the obligation for severance payments (defined benefit obligation).

The development of the provision recognized in the balance sheet is as follows:

in EUR	2012/13	2011/12
Balance – beginning of period	1,190,610	1,262,376
Expenses for severance payments	82,791	102,007
Payment of severance payments	-13,794	-173,773
Balance – end of period	**1,259,607**	**1,190,610**

The expense recognized in the income statement includes the following:

in EUR	2012/13	2011/12
Interest expense	47,624	58,774
Recognition of actuarial (gains) / losses	35,167	43,233
Expenses for severance payments (Italy)	**82,791**	**102,007**

The interest expense is recognized in the financial result. Thus, the expenses for defined benefit obligations recognized in personnel expenses amount to EUR 35,167 (prior year: EUR 43,233).

The basic actuarial assumptions are as follows:

	2012/13	2011/12
Interest rate	4.00%	4.00%
Future salary increases	3%	3%
Inflation	2%	2%
Average labour turnover	10%	10%
Pensionable age	66 years	66 years
Mortality tables	RG48	RG48

(25) Financial liabilities

in EUR	9/30/2013	9/30/2012
Loans – non-current	**0**	**9,984,257**
Bank overdrafts – current	731,067	1,616,979
Financial liabilities	**731,067**	**11,601,236**

In the prior year non-current financial liabilities included a bonded loan in the amount of EUR 10,000,000 taken out in the fiscal year 2007. The bonded loan had a term ending in March 2014 with interest being charged at 5.17%. The loan was repaid ahead of time on July 5, 2013.

Interest on overdrafts is currently charged at 1.88 to 5.20% (prior year: 3.50 to 5.30%).

At the balance sheet date, the Group had committed credit lines amounting to a total of EUR 4.78 million (prior year: EUR 5.15 million).

At the balance sheet date of the prior year, the fair value of the loans amounted to EUR 9,277,943.

(26) Trade payables

in EUR	9/30/2013	9/30/2012
Trade payables already invoiced	10,326,752	7,374,024
Advance payments from customers	257,021	265,810
Trade payables not yet invoiced	1,181,914	571,374
Trade payables to affiliated companies	0	27,500
Trade payables	**11,765,687**	**8,238,708**

(27) Other liabilities

Other liabilities include the following:

in EUR	9/30/2013	9/30/2012
Non-current other liabilities	**560,587**	**238,289**
Taxes	1,382,949	1,327,811
Social security payables	780,662	624,483
Vacation entitlements and overtime payables	1,431,535	1,308,751
Bonuses	1,340,161	535,486
Payroll accounting	1,320,763	1,426,551
Deferred income from maintenance contracts	2,044,622	2,145,599
Other	592,291	662,330
Current other liabilities	**8,892,983**	**8,031,011**

(28) Tax provisions

Balance 10/1/2012	Utilization	Addition/Reversal	Balance 9/30/2013
EUR	EUR	EUR	EUR
280,643	-110,708	126,849	296,784

(29) Other provisions

in EUR	Balance 10/1/2012	Utilization	Addition/ Reversal	Balance 9/30/2013
Current				
Warranties	43,604	0	27,397	71,001

(30) Contingent liabilities

The Company has no contingent liabilities to third parties.

(31) Financial instruments

The financial instruments listed in the balance sheet are securities, investments, cash and cash equivalents including bank accounts, receivables and supplier credits, as well as financial liabilities. The accounting principles described for each balance sheet item are applicable to original financial instruments.

Information on financial instruments by category:

in EUR	9/30/2013	9/30/2012
Financial assets available for sale	**0**	**34,129**
Trade receivables	17,252,717	13,923,229
Other receivables and assets	2,436,853	1,238,987
Cash and cash equivalents	5,964,930	5,617,472
Loans and receivables	**25,654,500**	**20,779,688**
Financial liabilities	731,067	11,601,236
Trade payables	11,508,666	7,945,398
Other liabilities	4,684,750	3,933,118
Liabilities recognized at (amortized) cost	**16,924,483**	**23,479,752**

The carrying amounts and cash flows of the financial liabilities with a remaining maturity of more than one year are as follows at the balance sheet date:

Carrying amounts in EUR	9/30/2013	9/30/2012
Non-current financial liabilities	0	9,984,257
Current portion	0	0
Financial liabilities due in >1 year	**0**	**9,984,257**

Cash flows in EUR:	9/30/2013		9/30/2012
2013/14 Redemption	0	2012/13 Redemption	0
2013/14 Interest	0	2012/13 Interest	517,000
2014/15 Redemption	0	2013/14 Redemption	9,984,257
2014/15 Interest	0	2013/14 Interest	244,139
2015/16 Redemption	0	2014/15 Redemption	0
2015/16 Interest	0	2014/15 Interest	0
2016/17 Redemption	0	2015/16 Redemption	0
2016/17 Interest	0	2015/16 Interest	0
2017/18 Redemption	0	2016/17 Redemption	0
2017/18 Interest	0	2016/17 Interest	0

Financial instruments were recognized in the income statement with the following net results:

in EUR	2012/13	2011/12
Write-offs of and allowances for trade receivables **Operating result, net**	**195,746**	**185,655**
Financial assets available for sale	1,408	3,074
Loans and receivables	34,343	86,323
Liabilities recognized at (amortized) cost	-874,306	-839,841
Financial result, net	**-838,555**	**-750,444**

(32) Financial risk management

The BRAIN FORCE Group is exposed to a varying extent to financial risks (liquidity risk, credit risk, foreign exchange risk, interest rate risk). The principles of risk management of the BRAIN FORCE Group are determined by the Management Board and monitored by the Supervisory Board. The risk strategy is implemented locally in the respective entities and is coordinated centrally. Necessary safeguards, such as e.g. insurances, are negotiated and concluded centrally for the Group, wherever possible. The liquidity, foreign exchange and interest rate risk are controlled centrally under policies set by the Management Board and is designed to minimize the potential negative effects on the financial position of the Group.

Liquidity risk

Liquidity risk refers to the risk that the Group may not be able to meet its financial obligations as they fall due. Due to the dynamic nature of the business environment in the IT industry, it is of utmost priority for BRAIN FORCE to maintain flexibility in funding by keeping sufficient liquidity and committed credit lines available. A liquidity forecast on a monthly basis is prepared annually in the context of the annual budget process. To optimize the liquidity situation, attention is paid to an active working capital management.

In fiscal year 2012/13, the bonded loan in the amount of EUR 10 million raised in fiscal year 2007 was repaid ahead of time. The final due date stipulated in the agreement was March 20, 2014. The working capital line made available by Erste Bank der oesterreichischen Sparkassen AG provides for an equity ratio of more than 30%.

Credit risk

It covers the risk of default in particular, hence the risk that one party fails to meet its obligations and that a default occurs. Despite a widely dispersed customer base in the Group, the operating companies of some countries of the BRAIN FORCE Group depend heavily on individual major customers. In order to be able to minimize the adverse effect on the result in case of defaults by customers, the focus is on expanding the customer base further to reduce these dependencies. In addition, credit insurance for selected customers of BRAIN FORCE Software GmbH, Germany, and BRAIN FORCE GmbH, Neulengbach, Austria, was taken out to further reduce the default risk. The write-offs of receivables and allowances for doubtful accounts recognized in the fiscal year 2012/13 amount to approx. 1.1% (prior year: 1.3%) of total receivables as at September 30, 2013.

Foreign exchange risk

The risk resulting from fluctuations in fair values of financial instruments or other balance sheet items and/or cash flows due to foreign currency fluctuations is referred to as currency risk. In particular, the risk occurs where business transactions in currencies other than the local currency of the Group exist or can arise in the course of regular business operations.

The BRAIN FORCE Group is mainly exposed to foreign exchange risks as part of its operating activities only in the subsidiaries Network Performance Channel GmbH, Germany, and Network Performance Channel GmbH, Austria, with regard to the development of the EUR/USD exchange rate. This is due to the fact that the companies purchase products in US dollars and resell them in Europe, the Middle East, North Africa and India. The purchase volume was USD 7.93 million in the fiscal year 2012/13 (prior year: USD 6.18 million). Part of the revenue of the companies is invoiced also in US dollars. In the fiscal year 2012/13 the EUR/USD exchange rate risk was not hedged. The foreign currency positions were hedged using forward exchange contracts. Due to the increase in revenue invoiced in USD it is to be assumed that the foreign exchange risks with regard to the development of the EUR/USD exchange rate will be of minor significance to the BRAIN FORCE Group in the future.

Approx. 95% (prior year: 96%) of its group sales are generated in euro, the rest in US dollar and Czech crowns. On the assets side, the foreign exchange exposure results from trade receivables not denominated in euro of approx. 5% (prior year: 5%) and, on the liabilities side, from trade payables not denominated in euro of approx. 6% (prior year: less than 10%).

Interest rate risk

The interest rate risk refers to the risk resulting from the change of fluctuations in fair values of financial instruments, other balance sheet items and/or interest-related cash flows due to fluctuations of market interest rates. The interest rate risk comprises the fair value risk for balance sheet items bearing fixed interest rates and the cash flow risk for balance sheet items bearing variable interest rates.

For financial instruments carrying fixed interest rates, a market interest rate is stipulated for the entire period. The risk exists that the market value (present value of future payments, i.e. interest and repayable amount, discounted at the market interest rate for the remaining term prevailing at the balance sheet date) of the financial instrument changes when the interest rate changes. The price risk caused by changes in interest rate results in a loss or gain, if the fixed-interest bearing financial instrument is sold before maturity. The interest rate for variable interest bearing financial instruments is adjusted immediately and normally follows the respective market interest rate. The risk involved here is that the market interest rate fluctuates and, as a result, changed interest payments will fall due.

At the end of the fiscal year 2012/13, financial liabilities accounted for approx. 2% (prior year: 25%) of the balance sheet total. In the prior year the major part of financial liabilities was accounted for by the long-term loan in the amount of EUR 10 million taken out in 2007, which basically carried a fixed interest rate. This loan was repaid ahead of time in the past fiscal year. In the balance sheet as at September 30, 2013, only current financial liabilities with variable interest rates are recognized.
The income and operating cash flows of the BRAIN FORCE Group are largely affected by changes in market interest rates. Cash and cash equivalents are invested on a short-term basis and only in asset-backed instruments of business partners with excellent credit standing.

Capital risk management

The Group's objectives regarding the capital risk management include securing its going concern to continue to provide the shareholders with income and the other stakeholders with adequate services, as well as maintaining an optimal capital structure in order to reduce capital costs. BRAIN FORCE is not subject to statutory capital requirements. The equity ratio amounts to 45% at the balance sheet date (prior year: 36%).

Fair values

Due to their short-term nature, trade receivables, other receivables and payables and cash and cash equivalents recognized in the balance sheet basically correspond to their fair values. The fair values stated for the prior-year financial liabilities were determined as the present value of discounted future cash flows using the market interest rates applicable for financial debt of corresponding maturity and risk structure.

(33) Costs for the auditor

The costs for the auditor include: audit of the consolidated financial statements EUR 31,000 (prior year: EUR 29,000), other audit services EUR 10,000 (prior year: EUR 10,000) and other services EUR 6,348 (prior year: EUR 11,550).

(34) Earnings per share

Earnings per share are computed by dividing profit after tax by the weighted average number of ordinary shares, adjusted for treasury stock.

in EUR	2012/13	2011/12
Profit/loss after tax attributable to the equity holders of the parent company	2,674,157	-2,121,924
Weighted average number of ordinary shares (basic and diluted)	15,386,742	15,386,742
Earnings per share (in EUR)	**0,17**	**-0,14**

The consolidated financial statements of the Company will be dealt with in the Supervisory Board meeting on December 12, 2013. The proposal on profit distribution, which has to be submitted together with the report of the Supervisory Board, is subject to approval by the Annual General Meeting.

(35) Related parties

The major shareholders and the Management and Supervisory Board members of BRAIN FORCE HOLDING AG, as well as associates are considered related parties.

Remunerations paid to members of the Management Board for the fiscal year 2012/13 amounted to EUR 1,099,799 (prior year: EUR 452,500). These remunerations include variable portions in the amount of EUR 654,799 (prior year: EUR 0). In addition, a settlement in the amount of EUR 201,904 was granted for the early termination of a management board contract in the prior year.

Furthermore, expenses for severance payments (contributions to staff provision funds) and pensions for members of the Management Board in the amount of EUR 19,711 (prior year: EUR 21,185) were recognized in profit and loss.

In the fiscal year 2012/13, remunerations paid to members of the Supervisory Board in the amount of EUR 46,933 (prior year: EUR 52,100) were recognized as expense.

Neither were any loans granted to nor guarantees given for the benefit of members of the Management Board and Supervisory Board.

An agreement is in place with HOFER Management GmbH, Vöcklabruck, on the provision of a management board member. In addition, in fiscal year 2012/13, BRAIN FORCE HOLDING AG concluded an agreement with HOFER Management GmbH on a bonus to be paid subject to the successful disposal of the investment in SolveDirect Service Management GmbH, Vienna. Dr. Michael Hofer, CEO, is the sole shareholder of HOFER Management GmbH.

By share purchase agreement dated April 15, 2013, BRAIN FORCE HOLDING AG acquired the 26% share in Network Performance Channel GmbH, Vöcklabruck, from HOFER Management GmbH.

Based on the mandate agreement entered into in August 2011 on the provision of M&A advisory services, OCEAN Advisory GmbH, Vienna, invoiced advisory services in the amount of EUR 85,307 in the fiscal year 2012/13. The compensation is stipulated at arm's length. The Supervisory Board member Josef Blazicek is shareholder of OCEAN Advisory GmbH, Vienna.

Individual business relations exist between BRAIN FORCE HOLDING AG and Pierer Konzerngesellschaft mbH, Wels, as well as with CROSS Industries AG, Wels, the extent of which has an insignificant impact on the financial position.

(36) Share-based compensation

Currently, a share-based compensation plan for employees of BRAIN FORCE HOLDING AG is not in place. Consequently, neither the members of the Management Board nor of the Supervisory Board hold any option rights at the balance sheet date.

(37) Commitments from leasing transactions

Operating lease commitments or rents in EUR	9/30/2013	9/30/2012
Not later than one year	2,696,178	3,064,142
Later than 1 and not later than 5 years	6,501,355	7,475,840
Later than 5 years	692,067	325,745

(38) Employees

	Average		At the balance sheet date	
	2012/13	2011/12	9/30/2013	9/30/2012
Number of employees (salaried)	515	518	517	517

(39) Events after the balance sheet date

With regard to an adjustment of the shareholding structure under company law to the future shareholding structure of the operative segments subject to a reporting obligation, BRAIN FORCE HOLDING AG transferred its shares in Network Performance Channel GmbH, Germany, Neu-Isenburg, to Network Performance GmbH, Austria, Vöcklabruck, by notarial deed dated October 28, 2013.

Moreover, the shares in BRAIN FORCE GmbH, Austria, Neulengbach (100%), in BRAIN FORCE SOFTWARE s.r.o., Czech Republic, Prague (99% share) as well as in Brain Force Software s.r.o., Slovakia, Bratislava (0.46% share), which had previously been directly held by BRAIN FORCE HOLDING AG, were sold to BRAIN FORCE Software GmbH, Germany, Munich, by purchase and share purchase agreements, dated November 13, 2013, respectively.

(40) Authorisation for issue

These consolidated financial statements were prepared, signed and authorized for issue by the Management Board at the date indicated below. The separate financial statements of the parent company, which after the adoption of the applicable accounting standards were also included in the consolidated financial statements, together with these consolidated financial statements, will be submitted to the Supervisory Board for review and regarding the separate financial statements also for adoption on December 12, 2013. The Supervisory Board and, in case of submittal to the Annual General Meeting, the shareholders can change these separate financial statements in a way which might also affect the presentation of the consolidated financial statements.

(41) Members of the Management Board and Supervisory Board

In the fiscal year from October 1, 2012 to September 30, 2013, the following persons served on the **Management Board**:

- Dr. Michael Hofer, Vöcklabruck, CEO
- Mag. Hannes Griesser, Stockerau, CFO

In the fiscal year 2012/13, the following persons served on the **Supervisory Board**:

- Dipl.-Ing. Stefan Pierer, Wels, chairman
- Mag. Friedrich Roithner, Linz, deputy chairman
- Dr. Christoph Senft, Angerberg
- Josef Blazicek, Perchtoldsdorf
- Mag. Michaela Friepeß, Neumarkt im Hausruckkreis, since July 18, 2013

Vienna, November 25, 2013

The Management Board:

Dr. Michael Hofer

Mag. Hannes Griesser

Auditor’s Report

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of BRAIN FORCE HOLDING AG, Vienna, for the fiscal year from October 1, 2012 to September 30, 2013. These consolidated financial statements comprise the consolidated balance sheet as of September 30, 2013, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated cash flow statement and the consolidated statement of changes in equity for the fiscal year ended September 30, 2013, and the notes to the consolidated financial statements.

Management’s Responsibility for the Consolidated Financial Statements and for the Accounting System

The Company’s management is responsible for the group accounting system and for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; making accounting estimates that are reasonable in the circumstances.

Auditor’s Responsibility and Description of Type and Scope of the Statutory Audit

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with laws and regulations applicable in Austria and Austrian Standards on Auditing as well as in accordance with International Standards on Auditing (ISA) issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC). Those standards require that we comply with professional guidelines and that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group’s preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group’s internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our audit opinion.

Opinion

Our audit did not give rise to any objections. In our opinion, which is based on the results of our audit, the consolidated financial statements comply with legal requirements and give a true and fair view of the financial position of the Group as of September 30, 2013 and of its financial performance and its cash flows for the fiscal year from October 1, 2012 to September 30, 2013 in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU.

Comments on the Management Report for the Group

Pursuant to statutory provisions, the management report for the Group is to be audited as to whether it is consistent with the consolidated financial statements and as to whether the other disclosures are not misleading with respect to the Company's position. The auditor's report also has to contain a statement as to whether the management report for the Group is consistent with the consolidated financial statements and whether the disclosures pursuant to Section 243a UGB (Austrian Commercial Code) are appropriate.

In our opinion, the management report for the Group is consistent with the consolidated financial statements. The disclosures pursuant to Section 243a UGB (Austrian Commercial Code) are appropriate.

Vienna, November 25, 2013

PwC Wirtschaftsprüfung GmbH
Wirtschaftsprüfungs- und
Steuerberatungsgesellschaft

Mag. Jürgen Schauer
Austrian Certified Public Accountant

This report is a translation of the original report in German, which is solely valid.
Publication of the financial statements together with our auditor's opinion may only be made if the financial statements and the management report are identical with the audited version attached to this report. Section 281 paragraph 2 UGB applies.

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Glossary

ATX: “Austrian Traded Price Index”; benchmark index of the Vienna Stock Exchange

BRAIN FORCE CRM: CRM solution for financial service providers, focusing on the campaign management and sales information systems modules

BRAIN FORCE FINAS Suite: Front office solutions for financial service providers

BRAIN FORCE Foerdercenter: Software designed to calculate state incentives for pension plan products

BRAIN FORCE Infrastructure Framework: An accumulation of best practice approaches for optimally installing a basic infrastructure

BRAIN FORCE Packaging Robot: Solution from best practice methodologies and software tools for automated software packaging and virtualization

BRAIN FORCE Workspace Manager: Solution to standardize working environments on PCs, notebooks and servers

Capital Employed: Equity + interest-bearing debt - liquid funds and financial assets; the entire interest-bearing capital applied in the company

Cash flow: Indicator for corporate analyses; describes the increase in cash and cash equivalents in an accounting period

Cloud Computing: Describes the approach to make available IT infrastructures dynamically adapted to actual requirements via a network

Corporate Governance: Behavioral rules underlying responsible management and control of companies, laid out in the Austrian Corporate Governance Code, which is comprised of voluntary guidelines

CRM: “Customer Relationship Management”; documentation and management of costumer relations

EBIT: “Earnings Before Interest and Tax”; operating profit

EBITDA: “Earnings Before Interest, Tax, Depreciation and Amortization”; operating profit before depreciation/amortization = gross cash flow

EBITDA-Marge: EBITDA in relation to revenues

EPS: “Earnings Per Share”, profit after tax divided by the weighted number of shares less treasury stock

Equity method: Method of reporting shares held in companies, in which the shareholder exerts a significant influence. The stakes in these strategic investments usually range between 20% and 50%

Equity ratio: An indicator measuring the ratio of equity to total assets

ERP: “Enterprise Resource Planning”; application software for resource planning in companies

FFO: “Funds from Operations”; Gross cash flow

Free Cash-flow: Cash flow from operating activities - cash flow from investing activities + acquisitions; indicates the liquid funds generated in a given fiscal year available for dividends, loan repayments or share buybacks

Gearing: Ratio of net debt to equity

IFRS: International Financial Reporting Standards

Infrastructure Optimization: BRAIN FORCE business area with solutions, which enable companies to achieve a well-manageable and efficient IT infrastructure

Interest Cover: Ratio of operating EBITDA to the net interest result; shows how often the operating result of a company can pay for the interest expense

ICT: Information and communication technology

Jupiter: BRAIN FORCE asset management solution for banks

Microsoft Dynamics: Business solutions developed by Microsoft (ERP and CRM)

Microsoft Dynamics AX: ”Microsoft Dynamics Axapta”, ERP solutions for big enterprises

Microsoft Dynamics NAV: ”Microsoft Dynamics Navision”, ERP solution for medium-sized businesses

Net debt: Financial liabilities - cash and cash equivalents

NOPAT: “Net Operating Profit After Tax”; EBIT after tax

Process Optimization: BRAIN FORCE business area encompassing solutions for business-critical processes

Professional Services: BRAIN FORCE business area for recruitment and supply of IT experts

Rebecca: BRAIN FORCE solution for credit processing (mortgage management)

SaaS: “Software as a Service”; a business model featuring a philosophy making software available as a service based on Internet technologies

Tap: “Test Access Port”; solution to analyze high speed networks

Treasury: German share index for technology companies

WACC: “Weight Average Cost of Capital”; average costs of capital which a company must pay to finance its external borrowing and equity on financial markets

Working Capital: Inventories + trade receivables + current other liabilities – trade payables – non-current other liabilities

Xetra: “Exchange Electronic Trading”; electronic trading system of the German Deutsche Börse AG which is also used by the Vienna Stock Exchange

Financial calendar

Date	Event
December 19, 2013	Annual Report 2012/13 and Annual Financial Report
February 14, 2014	Report on the first quarter of 2013/14
March 5, 2014	General Meeting
March 10, 2014	Ex-dividend day
March 12, 2014	Dividend payment day
May 14, 2014	Six months report 2012/13
August 14, 2014	Report on the first three quarters of 2013/14
December 19, 2014	Annual Report 2013/14 and Annual Financial Report

Imprint

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