

4. Group management

4.1. Group executive management members

4.2 Other activities and vested interests

This information is provided in the individual CVs of the members of the Group management in the following pages. It reflects the situation on January 1st, 2006. At December 31st, 2005, Lucien Gani was not a member of the Group management.

Group management consists of the following:

André Kudelski
Chairman and Chief Executive Officer (CEO)

Pierre Roy
Chief Operating Officer (COO), Digital TV
Executive Vice President

Charles Egli
Chief Executive Officer (CEO), Nagra Public Access
Executive Vice President

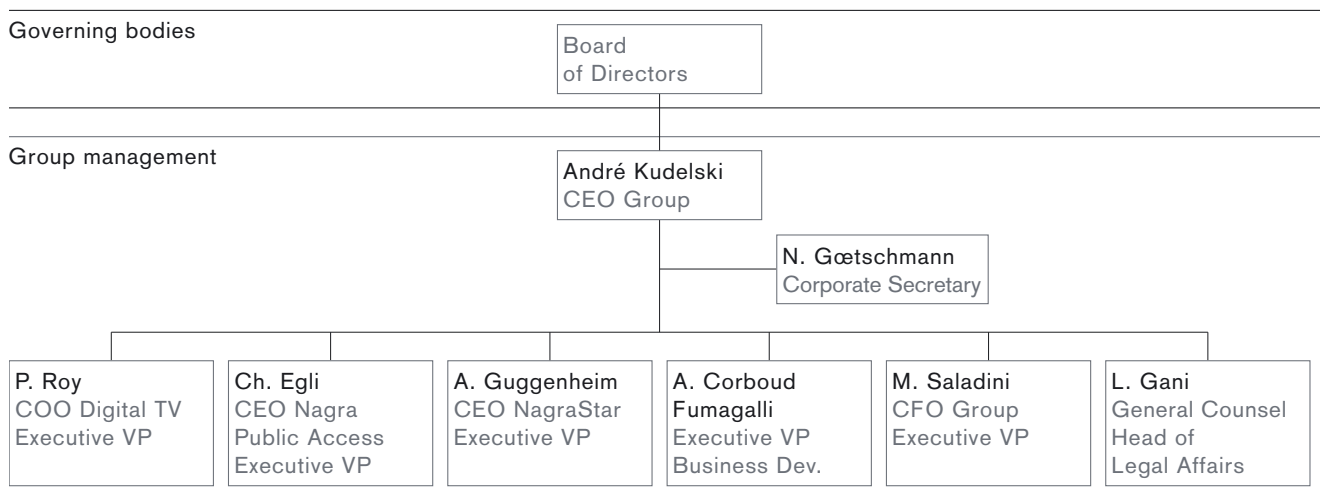
Alan Guggenheim
Chief Executive Officer (CEO) of NagraStar
Executive Vice President

Adrienne Corboud Fumagalli
Executive Vice President
Business Development

Mauro Saladini
Executive Vice President
Chief Financial Officer (CFO)

Lucien Gani
General Counsel
Head of Legal Affairs

Nicolas Goetschmann
Corporate Secretary
Director of Group Administration





André Kudelski



Mauro Saladini



Pierre Roy



Charles Egli



Alan Guggenheim



Adrienne Corboud Fumagalli



Lucien Gani



Nicolas Goetschmann

Kudelski Group
Corporate governance

André Kudelski (1960)
Chairman and Chief Executive Officer (CEO)
Swiss nationality

André Kudelski obtained a degree in physical engineering from the Ecole Polytechnique Fédérale de Lausanne (Swiss Federal Institute of Technology) in 1984. He then held the position of R&D Engineer at Kudelski SA and in Silicon Valley, before becoming Pay TV Product Manager and then Director of Nagravision, the Pay TV division of Kudelski SA. In 1991, André Kudelski succeeded his father Stefan Kudelski to the position of Chairman and Chief Executive Officer of Kudelski SA. He has been on Kudelski SA's Board of Directors since 1987.

André Kudelski sits on the Boards of the Edipresse Group, Nestlé and Dassault Systèmes (France), among others. He is also a member of the Advisory Board of Credit Suisse, of the Swiss American Chamber of Commerce and of the Board of *economiesuisse*.

André Kudelski presides over the Strategy Committee of the Kudelski SA Board of Directors.

He also holds positions on the Boards of several Kudelski Group companies: Nagravision (Chief Executive Officer), NagraCard (Chief Executive Officer), Nagra Plus (President and Chief Executive Officer) and MediaCrypt (President).

André Kudelski is also a member of the Supervisory Board of SkiData.

Pierre Roy (1952)
Executive Vice President
Chief Operating Officer (COO) Digital TV
Swiss nationality

After obtaining a degree in business management from HEC, the business administration school of the University of Lausanne, in 1975, Pierre Roy began his professional career as a financial analyst with Procter & Gamble. Building on this initial experience, in 1977 he joined IBM as a commercial engineer. In 1979, he began his international career with Digital Equipment Corporation, where he held various management positions both within the European center in Geneva as well as abroad in the finance & administration and marketing & business management departments.

In 1992 he joined Kudelski SA as Managing Director of Nagra Audio, Business Development Director Nagravision and Managing Director of Précel SA (then a company belonging to the Kudelski Group).

Since 1999, he has managed his own business consultancy company and has worked in the telecommunications sector while continuing to contribute to strategic projects for Nagravision.

On January 17, 2003 he was appointed Chief Operating Officer for the Digital TV entity of the Kudelski Group and Executive Vice President.

Pierre Roy is a member of the Board of Nagravision, NagraCard, NagraID and Nagra Thomson Licensing.

Charles Egli (1948)
Executive Vice President
Chief Executive Officer (CEO) Nagra Public Access
Swiss nationality

Charles Egli has a degree in electronic engineering from the ETS technical college. He worked at Studer Revox in Zurich as an R&D engineer and then as a project manager until 1989, the year in which he joined Nagravision as project manager. He was appointed Chief Operating Officer of Kudelski SA in 1992, then on January 17, 2003 President and Chief Executive Officer of Nagra Public Access and Executive Vice President of the Kudelski Group. Charles Egli is also CEO of SkiData since September 2004.

He sits on the Board of the following Kudelski Group companies: Nagravision, NagraCard, NagraID, Ticketcorner, polyright, SkiData (Schweiz), SkiData France.

Alan Guggenheim (1950)
Executive Vice President
Chief Executive Officer (CEO) NagraStar
French nationality
American nationality since 1991

Alan Guggenheim is an engineering graduate from the ESTP (France) and a graduate of the French Command and General Staff Reserve College. After serving as an engineer for Société Routière Colas in Paris and in the Antilles from 1976 to 1978, he was appointed Executive Director of the Conseil Régional du Patronat de la Guadeloupe (local representative of the CNPF and the CGPME). Until 1981 he was a member of the Board of several organizations (Social Security, Retirement, Unemployment Compensation).

Having moved to California, he founded San Joaquin Software Systems, then CIS, Inc., of which he has been Chairman and CEO since 1986, representing and developing the activities of the Dassault Group in the United States in the field of communication, banking and multimedia from 1993 to 1998, and those of Nagravision since 1996. Alan Guggenheim was a Board member of SUCMANU in Paris between 1982 and 1986 and a founding member of the Board of the Pacific State Bank in Stockton, CA, from 1985 until 1987.

Since 2000, Alan Guggenheim has been Chief Executive Officer of NagraStar LLC and Chairman of Nagra USA, Inc. He was appointed Executive Vice President of the Kudelski Group on January 17, 2003.

Adrienne Corboud Fumagalli (1958)
Executive Vice President Business Development
Swiss nationality
Italian nationality since 1993

A doctor of economics and social sciences and graduate of the University of Fribourg, Adrienne Corboud Fumagalli has for several years been a researcher, lecturer and consultant in the field of media and information technology policies for various institutions (University of Fribourg, DAMS Bologna, CNRS Paris and McGill University, Montreal).

Between 1997 and 2000, she held various positions with Swisscom in Berne, in particular as Business Development Manager and then Marketing Director.

She joined the Kudelski Group as Corporate Secretary in November 2000. In January 2004, she was appointed Executive Vice President in charge of Business Development.

Adrienne Corboud Fumagalli is a member of the Board of Nagrad.

Mauro Saladini (1966)
Executive Vice President
Chief Financial Officer of the Group (CFO)
Swiss nationality

Mauro Saladini has a degree in electrical engineering from the ETHZ (Swiss Federal Institute of Technology Zurich) as well as an MBA from INSEAD, Fontainebleau, France.

After five years as a financial services consultant for Accenture, he joined Thema Consulting. He set up that company's Zurich branch and managed its activities in the cash flow and risk management sectors.

In 1997 he joined McKinsey & Co., where he became a partner in 2001. A major part of his work focused on corporate finance and strategy projects involving various industries, in particular media and telecommunications. In addition, Mauro Saladini was in charge of the Swiss Media Practice and joint head of the European Media Practice.

Mauro Saladini is Board member of Airesis in Clarens/ Montreux in Switzerland.

He joined the Kudelski Group as Chief Financial Officer and Executive Vice President on February 1, 2003.

Mauro Saladini is a member of the Supervisory Board of SkiData.

Lucien Gani (1948)
General Counsel
Head of Legal Affairs
Swiss nationality

Lucien Gani studied at the University of Lausanne. After obtaining a degree in commercial studies in 1971 and a Law degree in 1972, he obtained a PhD in Law in 1987 and was admitted to the Bar of Canton de Vaud in 1989.

He started his professional career in 1972 as a lawyer with the Federal Tax Administration in Bern; he then became Manager of the Administrative Services at "Compagnie Vaudoise d'Electricité" in Lausanne from 1974 to 1976. Between 1977 and 1983, he was a trader for "La Commerciale SA" in Lausanne. He started writing his doctorate thesis in 1984 and started his Bar practice training in 1987. He has worked as independent lawyer and partner in a law firm in Lausanne since 1990.

Lucien Gani took his function as General Counsel and Head of Legal Affairs within the Kudelski Group management on January 1st, 2006. Before that date, he contributed as an independent lawyer for several years to the Kudelski Group legal activity, particularly by drafting and negotiating strategic contracts.

Nicolas Goetschmann (1960)
Corporate Secretary
Director of Administration
Swiss nationality

Nicolas Goetschmann is an economics graduate from the University of Fribourg. Between 1986 and 1989 he held the position of Private Client Executive for Credit Suisse in Geneva, before becoming a Fund Manager for Kestrel SA in Neuchâtel. In 1990 he joined the Kudelski Group as Director of Finance and Administration. At the beginning of 2004 he became Corporate Secretary to the Kudelski Group while still Director of the Group administration.

Nicolas Goetschmann is a member of the Board of Leman Consulting, a Kudelski Group company.

4.3 Management contracts

There were no management contracts in place at Kudelski SA on December 31, 2005.