

KUDELSKI GROUP CORPORATE GOVERNANCE 2019

CORPORATE GOVERNANCE

This report was prepared in compliance with the directive on information relating to corporate governance issued by the SIX Swiss Exchange and in compliance with the Ordinance against Excessive Compensation at Listed Joint-Stock Companies (OaEC). Unless otherwise stated herein, the information provided in this report reflects the situation as of 31 December 2019.

1. Group structure and shareholders

1.1. Group structure

Kudelski SA has its registered offices in Cheseaux-sur-Lausanne. The company has been structured as a holding company since 1999 and its shares have been listed on the SIX Swiss Exchange since 2 August 1999.

The structure of Kudelski SA and its affiliated companies (the “Kudelski Group” or the “Group”) is shown below – sections 1.1.1 - 1.1.3.

1.1.1. Description of the issuer’s operational Group structure

From an operational point of view, the Group’s activities are split into four divisions: Digital TV (formally named iDTV for Integrated Digital Television), Public Access, Cybersecurity and Internet of Things (IoT). The Finance, Legal, Human Resources, Business Development and Innovation and Corporate IT departments support the entire organization.

Each division is responsible for defining and managing its research and development, sales and marketing, services and operation except Internet of Things (IoT) division which is supported by the research and development teams of the Digital TV.

The Digital TV division is organized into three teams: operations (including research and development, services and support); sales and marketing and data analytics.

The Public Access division is comprised of three units: parking; mountain (ski); events.

The Cybersecurity division is organized around four pillars of activity: advisory services, technology resale, managed security services and proprietary research and development.

The Internet of Things (IoT) division is organized around advisory services, technology, security services and product and service design units.

Results by sector are presented in note 5 to the Kudelski Group’s 2019 financial statements.

Main operating companies held directly or indirectly by Kudelski SA

The list of the Group’s main operating companies is provided in note 54 to the 2019 financial statements.

Additional information is also included in the 2019 Annual Report’s key figures.

1.1.2. All listed companies belonging to the issuer’s Group

Kudelski SA, the parent company of the Group, is a Swiss holding company based in Cheseaux-sur-Lausanne in the canton of Vaud. Kudelski bearer shares are listed on the SIX Swiss Exchange (Ticker: KUD; Sec. No 001226836/ ISIN: CH0012268360). As of December 31, 2019, the market capitalization of Kudelski SA bearer shares was CHF 288 162 354.

Kudelski SA and its subsidiaries did not hold any bearer shares of Kudelski SA.

1.1.3. The non-listed companies belonging to the issuer’s consolidated entities

Information about the company name, registered office, share capital and holdings owned by non-listed Group companies included in the scope of consolidation is shown on pages 57 and 67 of the Kudelski Group’s 2019 financial statements.

INTERNATIONAL PRESENCE*

* Indicates countries in which the Group maintained a representation

		DIGITAL TV	PUBLIC ACCESS	CYBERSECURITY	IOT
EUROPE	Germany	■	■	□	□
	Austria	□	■	□	□
	Belgium	■	■	□	□
	Spain	■	■	□	□
	France	■	■	■	■
	Ireland	□	■	□	□
	Italy	■	■	□	□
	Norway	■	■	□	□
	The Netherlands	■	■	□	□
	Portugal	■	■	□	□
	United Kingdom	■	■	■	□
	Russia	■	■	□	□
	Slovenia	■	□	□	□
	Sweden	□	■	□	□
	Switzerland	■	■	■	■
	Turkey	□	■	□	□
AMERICAS	Argentina	■	□	□	□
	Brazil	■	■	□	□
	Chile	□	■	□	□
	Colombia	■	□	□	□
	Mexico	■	■	□	□
	Peru	■	□	□	□
	USA	■	■	■	■
	Uruguay	□	■	□	□
AFRICA	South Africa	■	■	□	□
	Tunisia	□	■	□	□
MIDDLE EAST	United Arab Emirates	■	■	□	□
ASIA / PACIFIC	Australia	■	■	□	□
	China	■	□	□	□
	South Korea	■	□	□	□
	Hong Kong	■	■	□	□
	India	■	■	■	■
	Indonesia	■	□	□	□
	Japan	■	■	□	□
	Malaysia	□	■	□	□
	Singapore	■	□	□	□
	Taiwan	■	□	□	□

1.2. Significant shareholders

As of 31 December 2019, Kudelski SA has two significant shareholders.

The first one consists of a group of shareholders related to the Kudelski family ("Family Pool") with a total of 58.92% of the voting rights of Kudelski SA (see the table below). The Family Pool comprises Mr. André Kudelski, Mrs. Marguerite Kudelski, Mrs. Isabelle Kudelski Haldy, Mrs. Irène Kudelski Mauroux and their respective descendants. Members of the Family Pool own the shares of Kudelski SA directly or through an investment structure of which they are the beneficiaries.

The second significant shareholder ("Kudelski Family outside the Pool*") is composed of two discretionary and irrevocable trusts, whose beneficiaries are members of the family of Mr. André Kudelski. As of December 31, 2019,

the Kudelski Family outside the Pool held a total of 4.15% of the voting rights of Kudelski S.A. (see below). In its capacity as a protector of these trusts, Eigenmann Associés in Lausanne, Switzerland, freely exercises the voting rights of the shares held by these trusts. To the Group's knowledge, no other shareholder or group of shareholders holds more than 3% of the voting rights.

All announcements made by Kudelski SA to the SIX Swiss Exchange can be found on the SIX Swiss Exchange website at the following address: https://www.six-group.com/exchanges/shares/security_info_fr.html?id=CH-0012268360CHF4 and then clicking on the "Principal shareholders" link.

1.3. Cross-shareholdings

The Group has no knowledge of the existence of any cross-shareholdings.

AS OF 31 DECEMBER 2019	REGISTERED SHARES	BEARER SHARES	SHARE CAPITAL HELD	VOTING RIGHTS
Family Pool	46 300 000	10 509 423	27.65%	58.92%
Kudelski Family outside the Pool*		4 000 000	7.31%	4.15%

* On the 27th of June 2017, the Ad hoc publicity of the SIX Swiss Exchange has advised that the trustee beneficiaries are not required to report positions held by trusts.

2. Capital structure

2.1. Amount of ordinary, authorized and conditional capital as at 31.12.2019

Ordinary capital

The share capital of Kudelski SA is CHF 437 831 552. It is divided into 50 098 944 bearer shares with a nominal value of CHF 8.00 per share and 46 300 000 registered shares with a nominal value of CHF 0.80 per share. Each share confers the right to one vote. All shares are fully paid up. Articles 6 and 7 of the articles of association of Kudelski SA, which can be found on the company's website at the following address: <https://www.nagra.com/investors/publications>, also contain an authorized capital clause and two conditional capital clauses (see section 2.2 below).

2.2. Specific information concerning authorized and conditional capital

Authorized capital

According to Article 7 of the articles of association of Kudelski SA, the Board of Directors is authorized to increase the share capital in one or more stages until 15 March 2020 by a maximum amount of CHF 32 705 312 (representing 7.47% of the existing share capital) through the issuance of 3 768 164 bearer shares with a nominal value of CHF 8.00 per share and 3 200 000 registered shares with a nominal value of CHF 0.80 per share to be fully paid up. The issuance price, the nature of the contributions, the date from which new shares shall give entitlement to dividends and other modalities of any share issuance shall be determined by the Board of Directors.

The preferential subscription rights of shareholders may be excluded and allotted to third parties by the Board of Directors with a view to acquiring companies or parts of companies or in order to finance the whole or partial acquisition of other companies in Switzerland or abroad. The statutory restrictions on the transfer of shares apply to new registered shares issued on the basis of the authorized capital.

Conditional capital

The articles of association of Kudelski SA (Articles 6 and 6bis) provide two clauses related to conditional capital for a total amount of CHF 85 718 496 (19.57% of the existing share capital) structured as follows:

- according to Article 6 of the articles of association (conditional capital for option or subscription rights), the share capital of Kudelski SA can be increased by a maximum amount of CHF 5 718 496 (1.31% of the existing capital) through the issuance of a maximum of 714 812 bearer shares with a nominal value of CHF 8.00 per share, to be fully paid up, as and when the option rights or share subscription rights which will be granted to the employees of the company and of affiliated companies are exercised. There are no preferential subscription rights for shareholders. Share option or subscription conditions are determined by the Board of Directors. Issuance at a price below market conditions is authorized; and
- according to Article 6bis of the articles of association (conditional capital for conversion rights), the share capital of Kudelski SA can be increased by a maximum amount of CHF 80 000 000 (18.27% of the existing capital) through the issuance of a maximum of 10 000 000 bearer shares with a nominal value of CHF 8.00 per share, to be fully paid up, as and when the conversion rights related to the convertible bonds of the company or its subsidiaries are exercised.

There are no preferential subscription rights for shareholders. The preferential subscription right of shareholders to the issuance of a convertible bond may be limited or excluded by decision of the Board of Directors on valid grounds, namely (a) if the convertible bonds are placed primarily in markets outside Switzerland, or (b) if the issuance proceeds contribute (i) to the financing or refinancing of acquisitions of companies or firms, (ii) to the financing of other strategic investments of the Group, or (iii) to financing the redemption of all or part of

convertible bonds previously issued by the company or its subsidiaries.

If the convertible bond is not offered preferentially to shareholders, (a) the convertible bonds must be sold to the public under market conditions, (b) conversion rights must be exercised within a period of seven years from the day of issuance of the respective bond, and (c) the conversion price must be at least equivalent to market conditions at the time of the issuance of the bond.

As of December 31st, 2019, Kudelski SA had issued 16 248 bearer shares on the basis of conditional capital for option or subscription rights. These new bearer shares will be entered in the commercial register in the first three months of 2020, in accordance with Article 653h of the Code of Obligations. As of December 31st, 2019, the available amount of contingent capital for option and subscription rights was therefore CHF 5 588 512, representing a maximum of 698 564 bearer shares with a par value of CHF 8.00 each.

As at December 31st, 2019, Kudelski SA had not issued any option rights within the meaning of Article 6 of the articles of association and no conversion rights related to debt obligations within the meaning of Article 6bis of the articles of association. The conditional capital for option or subscription rights under Article 6 of the articles of association may, however, be used in the context of the employee share purchase plan (see section 2.7 below).

2.3. Changes in the capital of Kudelski SA

IN THOUSANDS CHF	31.12.19	31.12.18	31.12.17
Registered share capital	37 040	37 040	37 040
Bearer share capital	400 922	399 287	398 078
Legal reserve	110 000	110 000	110 000
Capital contribution reserve	74 216	79 689	85 010
Net profit	-63 413	-57 418	-49 369
Retained earnings	24 785	88 198	145 616
TOTAL SHAREHOLDERS' EQUITY	646 962	714 214	775 744

For information relating to changes in capital which have taken place in 2019, 2018 and 2017, please refer to the Group's corresponding financial statements. These reports can be found on the Kudelski SA website at www.nagra.com/investors/publications. Information regarding the capital contribution reserve can be found under note 3.4 to the Kudelski SA financial statements in the Kudelski Group's 2019 financial statements.

2.4. Shares and participation certificates

The structure of the share capital of Kudelski SA is described in section 2.1 above.

In compliance with section 18, 3rd paragraph of the articles of association, class A and B shareholders are represented on the Board of Directors.

Kudelski SA does not have participation certificates.

2.5. Dividend-right certificates

Kudelski SA does not have dividend-right certificates.

2.6. Limitations on transferability and nominee registrations

Shares of Kudelski SA which are listed on the stock exchange are issued to the bearer. For these shares, the exercise of shareholder rights does not depend on an entry in the share register. There are therefore no statutory restrictions on their transfer or the exercise of shareholder rights through nominees.

The registered shares of Kudelski SA are not listed on the stock exchange. As of December 31st, 2019, they were all owned by the Kudelski "Family Pool" (see section 1.2 above). Pursuant to the articles of association of Kudelski SA, subject to the provisions of the Swiss Federal Act on Intermediated Securities, registered shares may be transferred upon delivery of the endorsed share certificate, subject to the approval of the Board of Directors and registration in the share register.

Article 9 of Kudelski SA's articles of association allows the Board of Directors to refuse the approval of the transfer of registered shares in one or more of the following cases:

a) If there exists good cause within the meaning of Article 685b, paragraph 2, of the Swiss Code of Obligations, i.e. if admission of the acquirer as a shareholder would be incompatible with the objective of Kudelski SA or could jeopardize the economic independence of the company. This would in particular be the case if the acquirer could prejudice the company directly or indirectly, or if transfer of the shares could jeopardize the existing majorities.

b) If the company offers the seller of the shares to acquire the shares at their fair value at the time of the request for its own account, for the account of other shareholders or for the account of third parties.

c) If the acquirer does not expressly declare that he is acquiring the shares in his own name and for his own account.

Article 9 of the articles of association also provides that if the shares are acquired by inheritance, division of an estate, marital property rights or as a result of debt enforcement proceedings, the company may only refuse its consent if it offers to acquire the shares at their fair value.

In the event of a dispute, the fair value is determined by the court having jurisdiction in the place where the company has its registered office. The company bears the costs of such valuation. The purchase offer is deemed accepted if the acquirer does not reject it within one month of having been informed of the fair value.

2.7. Convertible bonds and options

Convertible bond

The Kudelski Group has no outstanding convertible bond.

Options

The company has no outstanding options.

Share purchase plan

In 2004, the Kudelski Group introduced a share purchase plan for the employees of certain companies of the Group, enabling those employees to buy Kudelski SA bearer shares on favorable terms. Each participant can subscribe annually to this plan up to a maximum amount of 7.7% of his/her gross annual salary.

The share purchase price is the closing price of the Kudelski SA share listed on the SIX Swiss Exchange on the day of subscription with a discount of up to 42%. However, the shares are subject to a three-year blocking period from the date of purchase.

A chart showing employee participation in this plan for the year 2019 can be found in note 39 to the consolidated financial statements.

3. Board of Directors

The Board of Directors is the highest executive body of the company. It has the non-transferable and inalienable responsibilities set forth by the law and the articles of association. As of January 1st, 2020, the Board of Directors consisted of seven members elected at the Annual General Meeting of Shareholders.

Three Committees, an Audit Committee, a Strategy Committee and a Nomination and Compensation Committee, have been created by the Board of Directors and are responsible for specific tasks (see sections 3.5.1- 3.6).

Mr. Mark Beariault, who is not a member of the Board of Directors, was appointed as Corporate Secretary by the Board of Directors.

3.1. Members of the Board of Directors

	YEAR OF BIRTH	NATIONALITY	EDUCATION	FIRST ELECTION	END OF TERM OF OFFICE
ANDRÉ KUDELSKI* Chairman of the Board and Chief Executive Officer Executive Board Member	1960	Swiss	DEGREE IN PHYSICAL ENGINEERING Ecole polytechnique fédérale de Lausanne (EPFL)	1987	15.04.2020
CLAUDE SMADJA Deputy Chairman of the Board and Lead Director Non-Executive Board Member	1945	Swiss	DEGREE IN POLITICAL SCIENCE University of Lausanne	1999	15.04.2020
PATRICK FÛETISCH Non-Executive Board Member	1933	Swiss	DOCTORATE IN LAW University of Lausanne BAR EXAM	1992	15.04.2020
LAURENT DASSAULT Non-Executive Board Member	1953	French	DEGREE IN BUSINESS LAW DEGREE FROM ESLSCA Ecole supérieure libre des sciences commerciales appliquées, Paris	1995	15.04.2020
PIERRE LESCURE Non-Executive Board Member	1945	French	DEGREE IN LITERATURE AND JOURNALISM Centre de formation des journalistes, Paris	2004	15.04.2020
MARGUERITE KUDELSKI Non-Executive Board Member	1965	Swiss	ENGINEERING DEGREE IN MICROTECHNOLOGY DOCTORATE IN MICROTECHNOLOGY Ecole polytechnique fédérale de Lausanne EXECUTIVE MBA IMD Lausanne	2006	15.04.2020
ALEC ROSS Non-Executive Board Member	1971	American	DEGREE IN HISTORY Northwestern University, USA	2014	15.04.2020

* André Kudelski is the only member of the Board of Directors to combine his Board duties with an executive function within the Group (Chief Executive Officer). Apart from Mr. Kudelski, no other member of the Board of Directors performed any executive function within the Group during the past three years.



ANDRÉ KUDELSKI



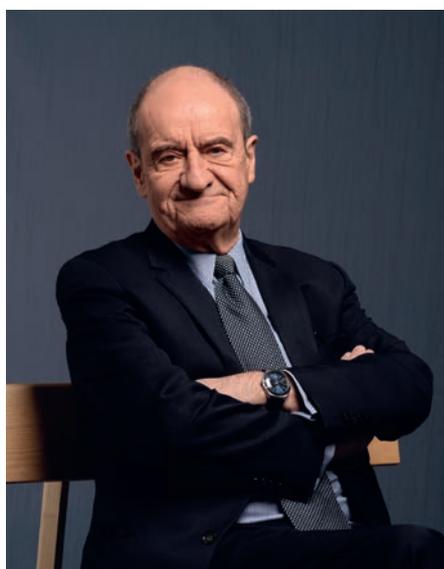
CLAUDE SMADJA



PATRICK FÖTISCH



LAURENT DASSAULT



PIERRE LESCURE



MARGUERITE KUDELSKI



ALEC ROSS

ANDRÉ KUDELSKI

André Kudelski began his career in 1984 as a Research & Development (R&D) engineer with Kudelski SA. In 1986, after a short-term assignment in Silicon Valley, he returned to work in the family business firstly as Pay TV Product Manager, then as Director of Nagravision SA, a company in charge of the Pay TV sector. Mr. Kudelski then took over from his father Stefan Kudelski and from 1991 became Chairman and Chief Executive Officer of the parent company Kudelski SA.

Current mandates in the Kudelski Group:

- Kudelski Corporate, Inc., in USA, Chairman and Chief Executive Officer
- Kudelski Security, Inc., in USA, Executive Chairman
- Kudelski Security Holdings, Inc., in USA, Chairman and Chief Executive Officer
- Nagravision SA, in Switzerland, Chief Executive Officer
- NAGRA PLUS SA, in Switzerland, Chairman and Chief Executive Officer
- Nagra USA, LLC., in USA, Chairman and Chief Executive Officer
- NagraStar LLC, in USA, Co-Chairman
- OpenTV, Inc., in USA, Chairman and Chief Executive Officer
- SKIDATA AG, in Austria, Member of the Supervisory Board
- SmarDTV SA, in Switzerland, Chairman (until 31st of January 2019)
- Nagravision AS, in Norway, Chairman (until September 2018)

Important mandates outside the Kudelski Group:

- Comité d'économiesuisse, in Switzerland, member
- École polytechnique fédérale de Lausanne (EPFL), in Switzerland, Strategic Advisory Board member
- Fondation du Festival de Jazz de Montreux, in Switzerland, vice-president
- Foundation Bilderberg Meetings, in Netherlands, member of Steering Committee
- Greater Phoenix Economic Council (GPEC), in USA, member of the Executive Committee
- Innosuisse, in Switzerland, Chairman
- Publicis Groupe, in France, member of the Supervisory Board, Chairman of the Remuneration Committee, member of the Nomination Committee and of the Audit Committee
- Swiss-American Chamber of Commerce, in Switzerland, Vice-Chairman
- Swiss Board Institute (Swiss foundation), member of the Strategic Advisory Board
- Aéroport International de Genève, in Switzerland, first Vice-Chairman (until 30th of November 2018)

CLAUDE SMADJA

After 15 years with Télévision Suisse Romande (TSR) as Deputy Editor of the Information Department, Claude Smadja joined the management of the World Economic Forum in 1987, a position that he held until 1992. He then returned to TSR as Director of Information until 1996, in which year he was appointed Managing Director of the World Economic Forum. In June 2001, Claude Smadja set up his own strategy consultancy Smadja & Smadja, a strategic advisory firm that collaborates on strategic issues with multinationals and government bodies and organizes international events.

Current mandates in the Kudelski Group:

- Nagravision SA, in Switzerland, Board member

Main mandate outside the Kudelski Group:

- Smadja & Smadja Strategic Advisory SA, in Switzerland, Board member

Neither Mr Smadja nor any organization he represents has any material business relationship with Kudelski SA or any of its subsidiaries.

PATRICK FŒTISCH

Patrick Foetisch is an independent lawyer specializing in contracts and finance at an international level. He acts as legal counsel to Group companies as and when required, bringing to bear his in-depth knowledge of their activities to provide assistance and legal advice.

Current mandates in the Kudelski Group:

- Nagravision SA, in Switzerland, Chairman
- Nagra France SAS, Chairman
- NAGRA PLUS SA, in Switzerland, Board member
- SKIDATA AG, in Austria, member of the Supervisory Board
- SmarDTV SAS, in France, Chairman

Main mandate outside the Kudelski Group:

- AMRP Handels, in Switzerland, Chairman

LAURENT DASSAULT

After a career spanning thirteen years in the banking sector, Laurent Dassault joined the Dassault Group in 1992 where he holds important positions. Today he assumes around thirty mandates, including those of the Dassault Group, mainly in the financial, industrial and wine-producing sectors.

Current mandates in the Kudelski Group:

- SKIDATA AG, in Austria, member of the Supervisory Board

Current mandates Groupe Industriel Marcel Dassault SAS (France)¹:

- Arqana SAS, in France, advisor to the Directorate (Managing Board)
- Artcurial Développement Sàrl, in France, Co-manager (Co-gérant)
- DASSAULT BELGIQUE AVIATION S.A, in Belgium, Board member
- DASSAULT INVESTESSEMENTS Sàrl, in France, Managing Director
- Dassault Wine Estates SASU, in France, Chairman
- Financière Louis Potel & Chabot SAS, in France, censor
- Immobilière Dassault SA, in France, Chairman of the Supervisory Board
- Groupe Industriel Marcel Dassault SAS, in France, Directeur Général Délégué and Board member
- Les Amis de la fondation Serge Dassault, in France, Chairman

- MIDWAY AIRCRAFT CORPORATION, in USA, Chairman
- SITAM America Corp., USA, Board member
- SOGITEC Industries SA, in France, Board member

Other important mandates outside the Kudelski Group:

- 21Centrale Partners SA, in France, member of the Supervisory Board
- Catalyst Investments II L.P., in Israel, Chairman of the Advisory Board
- FLCP et Associés SASU, in France, member of the Supervisory Board
- LA MAISON SA, in Luxembourg, member of the Supervisory Board
- Laurent Dassault Rond Point (LDRP) SCI, in France, Associé gérant
- Laurent Dassault Rond Point II (LDRP II) SAS, in France, Chairman
- Lepercq, de Neuflyze & Co. Inc., in United States, Board member
- L. REAL ESTATE SCA SICAR, in Luxembourg, Chairman of the Investors Committee
- PECHEL INDUSTRIES SAS, in France, member of the Monitoring Committee
- SAGARD PRIVATE EQUITY PARTNERS SAS, in France, member of the Advisory Committee
- WARWYCK Private Bank Ltd, in Mauritius, Board member
- Amis du FRAC (Fonds Régional d'Art Contemporain en Aquitaine), in France, Chairman

- Amis du Musée Centre Pompidou, Association, in France, Board member
- Association pour la Diffusion Internationale de l'Art Français (ADIAF), Board member
- Association pour la Mémoire des Enfants cachés et des Justes (AMECJ), Board member and Treasurer
- Comité des Champs-Élysées, association, in France, Board member
- Fonds pour Paris, association, in France, Board member
- Organisation pour la prévention de la Cécité (OPC), Association, in France, Board member
- Société des Amis des musées d'Orsay & de l'Orangerie, in France, Board member

Neither Mr. Dassault nor any organization he represents has any significant business relationship with Kudelski SA or any of its subsidiaries.

PIERRE LESCURÉ

Save for a two year period (1972-1974) as a television news presenter for Antenne 2, Pierre Lescure spent the first fifteen years of his professional career with the RTL, RMC and Europe1 radio stations where he successively occupied a variety of positions, in particular Deputy Editor and Director of Programs. In 1981 he returned to television as News Director of Antenne 2. From 1984, he worked with André Rousselet on the launch project for the pay TV channel CANAL+ where he was appointed Director and then Chief Executive Officer. From 1993 to 2002, he was Chairman and Chief Executive Officer of the CANAL+ Group. From 2000 to 2002 Pierre Lescure was also co-Chief Executive Officer of Vivendi-Universal. Since 2002, he has been Chairman and Chief Executive Officer of AnnaRose Production SAS, a company active in

audio-visual and cinematographic production as well as in communication consultancy services. From 2008 to 2014, he directed the Théâtre Marigny in Paris. Since 1st July 2014, Pierre Lescure has served as President of the Cannes Festival. Since September 2014, Pierre Lescure has been a regular TV columnist for the daily show "C à vous" which is broadcast on France 5, the French TV channel.

Current mandates with the Festival de Cannes¹:

- Association française du festival international du film (known as "Le Festival de Cannes"), in France, Chairman
- Société de gestion d'opérations commerciales pour le festival international du film SASU, in France, Président

Current Mandates exercised for the Festival de Cannes:

- Fonds de dotation du festival international du film, in France, Chairman

Other important mandates outside the Kudelski Group:

- ANNAROSE PRODUCTIONS Sàrl, in France, Chairman and CEO
- Molotov SAS, in France, Chairman

Mr. Lescure has never been part of a management body of the Kudelski Group. Neither he nor any organization he represents has any significant business relationship with Kudelski SA or any of its subsidiaries.

¹ As per section 18 of the articles of association and as described below in section 3.3, mandates for legal entities under common control are deemed to constitute a single mandate.

MARGUERITE KUDELSKI

Marguerite Kudelski's professional career began at the EPFL's Laboratory of Electromechanics and Electrical Machines, where she worked from 1991 to 1999. During this period she also worked as a research and development engineer within the Nagra Audio division of the Kudelski Group. In 1999, she became the Head of R&D with Précel SA in Neuchâtel (then a Kudelski Group company) before being appointed as CEO and Board member of the same company in 2000, positions that she occupied until the end of 2002. After completing a number of marketing and financial analysis projects for NagralD in 2003, she took responsibility for certain key projects for the Group within the Finance Department from 2004 to 2006. From 2007 to 2011, Marguerite Kudelski worked as a consultant, offering services such as business

development and management consulting. In December 2011, she took over the management of Nagra Audio, which was transferred by the Group to Audio Technology Switzerland SA (ATS) for which she serves as Chairman of the Board of Directors. Until the end of 2014, Marguerite Kudelski was in charge of the R&D department of ATS. Since 2017, Marguerite Kudelski is a Board member of Bovay & Partenaires SA and Wire Art Switzerland SA. She is also a member of the Expert Committee of Switzerland Innovation.

Main mandates outside the Kudelski Group:

- AudioTechnology Switzerland SA, in Switzerland, Chairman
- Bovay & Partenaires SA, in Switzerland, Board member
- Swiss Innovation Park, foundation, in Switzerland, member of the Expert Committee
- Wire Art Switzerland SA, in Switzerland, Board member

Apart from the mandates and functions mentioned above, neither Ms. Kudelski nor any organization she represents has any significant business relationship with Kudelski SA or any of its subsidiaries.

ALEC ROSS

Alec Ross began his professional career in 1994 as a teacher with the Teach for America program in underprivileged neighborhoods of Baltimore. He joined Enterprise Community Partners (formerly Enterprise Foundation) two years later, a non-profit organization based in Columbia, Maryland, which develops affordable housing throughout the United States, where he held the position of Special Assistant to the Chairman. In 2000, Alec Ross co-founded the One Economy Corporation, a non-profit organization which organizes programs to help low-income people worldwide, for which he worked for eight years. In parallel, he joined the presidential campaign of President Barack Obama in 2007 as the Coordinator of the Technology, Media & Telecommunications Policy Committee and then as Project Manager and member of the Technology, Innovation and Government Reform Policy Group. From April 2009 to March 2013, Alec Ross was Senior Advisor for innovation to US Secretary of State Hillary Clinton. Since then, he has been Senior Fellow at the

School of International and Public Affairs of Columbia University and a Distinguished Senior Fellow at John Hopkins University, and he is the author of the New York Times bestseller "The Industries of the Future" (Simon & Schuster) published in February 2016. He also advises investors, enterprises and government officials, helping them to understand the influence of factors located at the crossroads of geopolitics, markets and disruptive technologies.

Main mandates outside the Kudelski Group:

- Amplo (USA), Board Partner
- Andela Inc., in USA, Advisory Board member
- Jobbatical Inc., in Estonia, supervisory Board member
- Leeds Equity Partners LLC, in USA, Advisory Board member
- Legalpad Inc., in USA, Supervisory Board Member
- Teach for America, in USA, Advisory Board member
- Telerivet Inc., in USA, Board member

Mr. Ross has never been part of a management body of the Kudelski Group. Neither he nor any organization he represents has any significant business relationship with Kudelski SA or any of its subsidiaries.

3.2. Other activities and vested interests

Please refer to the individual profiles of Board members under section 3.1 above.

3.3. Articles of association provisions on the number of permitted activities

In compliance with section 18 of the articles of association, members of the Board of Directors may exercise no more than five mandates in senior management or administrative bodies of third-party legal entities whose shares are listed on a stock exchange and no more than ten mandates in other third-party legal entities. They may also exercise up to ten mandates in senior management or administrative bodies of non-profit or charitable third-party legal entities.

A company is not considered a third-party legal entity according to this provision, and is therefore not taken into account when calculating the maximum number of mandates mentioned above, if:

1. it controls another company directly, indirectly or jointly with third parties for which a mandate is being carried out, or is controlled by such company; or
2. it does not have to be entered in the Commercial Register or in a corresponding foreign register (e.g., corporations and public entities, non-profit associations, religious foundations or family foundations); or
3. the mandate is carried out at the company's request.

Mandates carried out for legal entities directly or indirectly controlled by a single individual or legal entity, or by a single group of individuals or legal entities acting in concert, or at the request of one of these individuals or legal entities, are deemed to constitute a single mandate for the purposes of this provision.

Members of the Board of Directors must notify the Chairman of positions they hold at third-party legal entities.

3.4. Election and terms of office

The Board of Directors is composed of one to ten members. Board members are individually elected at the Annual General Meeting for a period of one year. The term of office ends on the day of the next Annual General Meeting. All members may be reelected. The year of the first election as well as the end of term of office for each member are mentioned under section 3.1 above.

The articles of association of Kudelski SA do not contain any special provisions regarding the election of the Chairman.

3.5. Internal organization structure

The Board of Directors performs inalienable and nontransferable duties prescribed by the law (see section 3.6 below) with the support of its three committees: Audit, Strategy, and Nomination and Compensation. The internal organization of the Board of Directors is defined in the articles of association and in the bylaws. The bylaws are available on request to the Corporate Secretary of the Kudelski Group by calling +41 21 732 07 31 or by post at the following address: Route de Genève 22-24, 1033 Cheseaux-sur-Lausanne.

3.5.1. Allocation of tasks within the Board of Directors

Except for the Chairman who is elected at the Annual General Meeting, the Board of Directors establishes itself by appointing its Vice Chairman. The Board of Directors may delegate the management of the company to one of its members who shall act as Chief Executive Officer of the company. If the Chairman is elected to exercise the function of Chief Executive Officer, the Board of Directors shall also elect a "Lead Director" from among its members. The management of the company is delegated in full to the Chief Executive Officer or to the Executive Board. A Corporate Secretary may be appointed from outside of the Board of Directors.

The Chairman of the Board of Directors leads the discussions of the Annual General Meeting, ensures that the minutes are taken, is in charge of the protocol and directs meetings of the Board, informs the Board members of the business development and the company's financial results, represents the company with administrative and/or judicial authorities, subject to mandates granted by the Board of Directors to a third party, an officer or one of its members.

The Vice Chairman may call meetings of the Board of Directors. He or she shall chair Board meetings and the Annual General Meeting if the Chairman is absent.

According to Article 25 of Kudelski SA's articles of association, the Board of Directors may delegate the management of the company to the Chief Executive Officer, unless otherwise stipulated by the law. In his or her management,

the Chief Executive Officer acts according to the directives issued by the Board of Directors and in the interests of the company. He or she also provides before each meeting of the Board of Directors a report outlining key aspects of the current business situation.

In the Group's current structure, Mr. André Kudelski holds the positions of Chairman of the Board of Directors and Chief Executive Officer. This situation guarantees a rapid and fluid information and decision-making process, enabling the company to respond operationally and strategically at the pace required by developments in the sectors of activity pursued by the Group. As the functions of Chairman and Chief Executive Officer are held by the same person, the Board of Directors has appointed Mr. Claude Smadja as Lead Director.

The Lead Director ensures the independence of the Board of Directors vis-à-vis the Chairman and Chief Executive Officer as well as the management of the company; he or she also chairs the Board of Directors' meetings if a conflict arises between the interests of the Chairman and Chief Executive Officer and those of the company. The Lead Director may independently call and lead a meeting of the independent members of the Board of Directors if the interest of the company requires an independent deliberation. He or she ensures a process for evaluating the performance of the Chairman of the Board of Directors and the Chief Executive Officer.

3.5.2. Members list, tasks and area of responsibility for each committee of the Board of Directors

With the exception of the Nomination and Compensation Committee, whose members are elected individually by the Annual General Meeting, the Committees are constituted by the Board of Directors which appoints their members and chairpersons. The Board Committees meet as often as is necessary. The Board of Directors delegates to its committees supervisory and preparatory tasks within their sphere of competence, subject to the provisions of the articles of association. The Committees report on a regular basis to the Board of Directors. Committee reports are used as a decision-making tool by the Board of Directors.

Audit Committee

The Audit Committee is composed of at least three non-executive members of the Board of Directors. At least one of the Committee members must have proven accounting

experience. All members have knowledge or practical experience in the field of financial management.

The Audit Committee meets at least three times a year. The Audit Committee may at any time request detailed risk analyses of the Group's various sectors of activity or in any specific area of its choice.

The Committee calls on experts outside the Board of Directors where this is deemed necessary for the successful completion of its tasks.

The Audit Committee supervises the company's internal financial reporting process and ensures its integrity, transparency and quality. It ensures the relevance and consistency of the company's accounting methods. It reviews reports of the company's internal audit department and makes appropriate recommendations to the Board of Directors.

It assesses the quality of work of external auditors. The Audit Committee reviews the auditing fees, ensures execution of the yearly audit plan and assesses the efficiency of the auditors in identifying and solving issues related to the Group or to the financial statements. The Audit Committee provides appropriate recommendations to the Board of Directors concerning renewal of the engagement of external auditors or, where necessary, their replacement. The Committee ensures that the recommendations of external auditors are monitored and ensures their independence.

The Committee provides regular reports offering its recommendations to the Board of Directors with regards to the adequacy, effectiveness and accuracy of accounting procedures.

Strategy Committee

The Strategy Committee is composed of at least four members of the Board of Directors, including the Chairman and Vice Chairman. It meets at least twice a year.

The purpose of the Strategy Committee is to review and define Group strategy. It develops strategic options with a view to ensuring the long-term enhancement of the Group's competitive position and its shareholder value. To this end, the Strategy Committee examines market trends and the Group's competitive position, considers and proposes future growth initiatives, especially through investments, divestments and reorganization.

	AUDIT COMMITTEE	STRATEGY COMMITTEE	NOMINATION AND COMPENSATION COMMITTEE
André Kudelski	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Claude Smadja	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Laurent Dassault	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Patrick Fœtisch	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Marguerite Kudelski	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Pierre Lescure	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Alec Ross	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

To define strategic choices, the Strategy Committee relies upon information supplied by the management, the members of the Board of Directors and, if deemed necessary, by external advisors.

The Strategy Committee periodically reviews the appropriateness of the Group's objectives, structure and organization designed to achieve the strategic objectives. The Strategy Committee makes proposals to the Board of Directors, which has ultimate decision-making power on strategy. It reviews also research and development projects and evaluates the competitiveness, value and coherence of such projects in relation to the strategic objectives

Nomination and Compensation Committee

The Nomination and Compensation Committee is composed of at least three non-executive members of the Board of Directors, who are elected individually at the Annual General Meeting upon recommendation of the Board of Directors. It meets at least twice a year.

The Nomination and Compensation Committee assists the Board of Directors in setting up and periodically reviewing the company's compensation policy and strategy, its guidelines and its performance criteria. The Committee is responsible for setting the compensation for each member of the Board of Directors and the Executive Board. The exception to this principle is the compensation of the members of the Nomination and Compensation Committee, which is fixed by the Board of Directors itself.

The Nomination and Compensation Committee also assists the Board of Directors in making proposals at the Annual General Meeting regarding the compensation of the members of the Board of Directors and of the Executive Board (refer to section 5: Compensation, shareholdings and loans). The Committee presents proposed director nominations to the Board of Directors, which submits them to the Annual General Meeting. At the request of the Chief Executive Officer, the Committee reviews applicants for Executive Board positions or promotions and may interview candidates if desired.

3.5.3. Working methods of the Board of Directors

and its Committees

The cooperation and allocation of competencies between the Board of Directors and its Committees are described in section 3.5.2.

The Board of Directors meets at least four times a year, but as often as is required for the proper conduct of business. In 2019, the Board of Directors and its Committees met as follows:

Board of Directors	9 times
Strategy Committee	5 times
Audit Committee	3 times
Nomination and Compensation Committee	3 times

The participation of members of the Executive Board to the discussion and decisions of the Board of Directors are described in section 3.7 below. Average attendance at Board meetings exceeded 97%. Meetings of the Board of Directors lasted on average four hours. Most Committee meetings lasted on average three hours. The auditor in charge of the internal audit attended parts that were relevant for him of two of the Audit Committee meetings.

3.6. Definition of areas of responsibility

Please see also section 3.5.1 for details of the internal organization of the Board of Directors and the position of Chief Executive Officer.

Board of Directors

The Board of Directors:

- is responsible for the overall management of the company and issues all necessary directives;
- determines the organization of the company;
- determines the organization of the accounting, financial control and financial planning systems as required for management of the company;
- appoints and dismisses persons entrusted with managing and representing the company;
- exercises overall supervision of the persons entrusted

with managing the company, in particular with respect to compliance with the law, articles of association, regulations and directions given;

- prepares the Compensation report;
- compiles the annual report, prepares the Annual General Meeting and implements its resolutions;
- takes decisions on further capital calls with respect to shares that are not fully paid up (Article 634a of the Code of Obligations);
- takes decisions regarding the assessment of an increase in capital and relevant changes to the articles of association (Articles 651 para. 4, 651a, 652a, 652g, 652h, 653g, 653h of the Code of Obligations); and
- notifies the court in the event that the company is overindebted.

Executive Board

The Board of Directors has delegated full management of the company to the Chief Executive Officer, subject to legal requirements and the above-mentioned internal organizational structure. The Chief Executive Officer therefore coordinates the operations of the Group companies.

3.7. Information and control instruments vis-à-vis the Executive Board

Because of the nature of the industry, mechanisms for controlling Group management and information feedback systems are very important. The Kudelski Group has therefore put in place information and control instruments, at different levels, which it improves on a continuous basis. These instruments concern strategy, operations, finance, legal, intellectual property, human resources and information management.

Supervision

- The Chief Executive Officer submits a report to the Board members prior to each meeting outlining key aspects of the current business situation (key contracts, sales trends, market trends, human resources) for each Group entity and activity.
- Board members receive weekly or quarterly press digests concerning the Group, depending on the amount of relevant newsflow; they may also receive other informative documents concerning the Group and its entities, as well as a message from the Chief Executive Officer whenever the CEO deems it necessary.
- At least twice a year, members of the Executive Board are invited to present their activities to the members of the Board of Directors. Members of the Board of Directors

may also ask questions directly to company executives as and when they see fit.

- At each Board meeting, if justified by the business situation and depending on the agenda, members of the Executive Board, top managers of the companies of the Group or in charge of specific areas, as well as outside experts, are invited to present specific subjects to the Board of Directors.

Operations and strategy

- Executive Board members coordinate their action and take decisions related to the management of the Group during “Executive Board Committee” meetings, the frequency and duration of which are tailored to the needs of the Group. This committee generally met once every two weeks for an average of three hours in 2019.
- Management of the three divisions Digital TV, Cybersecurity and IoT is supported by an “Executive Board Group Operations” committee composed of the Chief Executive Officer (CEO), the Chief Financial Officer (CFO), the Chief Marketing Officer (CMO), the Chief Operating Officer (COO), as well as senior members of each division. This committee meets in principle twice a month for 2.5 hours and reviews in particular selected relevant topics for each division. In addition, the members of the Executive Board and the General Counsel, Head of Legal Affairs and Corporate Secretary, the Senior Vice President, Head of Human Resources, the Senior Vice President-Business Development & Innovation and the Senior Vice President Executive Affairs meet once a month for at least thirty minutes as part of the “Executive Board Group Functions” committee to discuss relevant topics relating to these functions and not directly related to operations. Finally, the synchronization between the Executive Board and the “Executive Board Group Operations” and the “Executive Board Group Functions” committees is achieved within the “Executive Board Group Management” committee which meets every month for at least one hour.
- Management of the Public Access division is supported by the Supervisory Board which includes one or more members of the Board of Kudelski SA, the Chairman and CEO of the Kudelski Group, the CFO of the Kudelski Group and a non-executive member (currently, Mr. Charles Egli, a former Executive Board member) who is Chairman of the Supervisory Board. The Supervisory Board supervises the whole division. The Supervisory Board meets at least four times a year for an average of

3.5 hours and reviews the specific and pertinent topics for the Public Access division. Senior Managers of the Public Access division establish regular reports for the Supervisory Board and, depending on the topics, are invited to take part in Board meetings.

- For certain specialized activities of the Group, ad hoc committees composed of a cross-disciplinary team of internal experts may be created to evaluate market, strategic, operational, legal and financial risks and opportunities. These ad hoc committees manage processes relating to the evaluation of such risks and opportunities, propose actions and monitor implementation of their decisions. There are several committees such as the security committee, privacy committee and innovation committee. Decisions, activities, information and comments arising from these committees are conveyed to the Executive Board members and other top managers of the Group as appropriate.

Finance

- The Controlling group conducts regular financial and operational analyses intended to identify operational and financial risks throughout the value chain of the various activities of Group companies and proposes and coordinates necessary improvements and corrective actions. This entity makes available a platform of analytical services to the Executive Board and operational departments.
- Every month, the Controlling group prepares a number of reports which are made available to the management. Those reports are then adapted and sent to each regional head and business unit with the corresponding analytical metrics. The reports include: a report providing an overview of the Group's profit and loss broken down by activity and showing profit trends and budget over-runs/shortfalls, with adaptations based on quarterly revisions of the annual forecast by entity, as well as their operational indicators; a sales report including region, client and sales type-specific analysis as well as their respective margins; a report on the operational cost trends broken down by cost center, a report on the financial development of key projects and a monthly and quarterly report on the cash-flow situation for the Group and for each segment for the current year and the coming year.
- In addition, the Group has an internal control system

based on the COSO (Committee of Sponsoring Organizations of the Treadway Commission) reference system. This system aims at providing "reasonable assurance" as regards the performance and efficiency of operations, the reliability of financial information and reporting, and compliance with laws and regulations in force. A team is in charge of internal controls. The various processes are periodically reviewed and analyzed by the external auditors (PricewaterhouseCoopers SA).

Legal

- The Legal department provides advice and consultation as part of the Group's decision-making processes and as part of the activities of all Group departments in order to better mitigate and manage legal risks as well as to ensure appropriate levels of compliance with the Group's policies.
- The Legal department is involved with the negotiation and approval of contracts entered into by Group companies and maintains contract management and electronic archiving tools to ensure efficient tracking of contracts.
- The Legal department is responsible for overseeing litigation, government investigations and other regulatory matters for Group companies.
- The Legal department includes the intellectual property team that is responsible for protecting, developing and managing the Group intellectual property portfolio. In addition, the Legal department works in close collaboration with the Business Development and Innovation department to monetize the Group's intellectual property portfolio.

Business Development and Innovation

- The Business Development and Innovation department in close collaboration with the intellectual property team of the Legal department, works to monetize the Group's intellectual property portfolio.
- The Business Development and Innovation department identifies and spearheads multiple business development initiatives to expand beyond the Group's current product and services portfolio.
- The Business Development and Innovation depart-

ment manages a company-wide innovation process and maintains a positive innovation momentum in the organization to further boost motivation and institutionalize the innovation process.

- The Business Development and Innovation department is responsible for mergers and acquisitions (M&A), Joint Ventures (JV), equity investments and divestments as well as key partnerships for the Group's strategy.

Human Resources

- The Human Resources department is responsible for recruiting the talent necessary for the Group's needs, developing and promoting high performing employees and ensuring successions. In particular, it maintains a catalog of training tailored to the needs of the Group, managers and employees.
- The Human Resources department is in charge of the processes and the implementation of performance evaluation tools related to the objectives of the Group, the different departments and each employee.
- In respect of the Group's values, the Human Resources department advises employees and senior managers from all Group departments on a daily basis in matters relating to human resources.

Information Management

- The Corporate IT department has developed and implemented a series of policies and procedures concerning IT security (for the use of computer systems, data protection, monitoring, systems management back-up, etc.) to set appropriate risk limits and to provide a reliable Information System environment.
- The Corporate IT department regularly reviews the infrastructure of its systems to ensure their evolution in accordance with the new standards and rules that apply to them.
- The information systems infrastructure is monitored 24/7 by the teams of the Cyber Fusion Center of Kudelski Security.

Main identified risks and treatment

The main identified risks are listed below. The various information and control instruments of the Board of Directors with respect to the Executive Board described above in section 3.7 are used and allow monitoring of each risk appropriately and according to its criticality for the Group. The communications of the Chairman and Chief Executive Officer to the Board of Directors ensure regular and appropriate information flow and the activities of the committees of the Board of Directors guarantee appropriate supervision by the members of the Board of Directors of the decisions of the Executive Board.

- The business segments in which the Kudelski Group's Digital TV division operates are evolving rapidly and constantly require the Kudelski Group to offer products and services that are flexible enough to respond quickly to the commercial and technological changes of the digital media industry.
- The Public Access business demonstrates significant seasonality, including for example within its mountain segment, with the highest revenues typically generated in the last two months of the year. Many of the factors that impact the timing of the segment's revenue generation are outside the control of the Group, including factors such as weather conditions, changes to project scope and customer budget decisions. To the extent these factors impact the timing of customer orders and projects, particularly in the last quarter of the year, the results of operations of the Public Access business for the year can be materially impacted.
- The two new divisions (Cybersecurity and Internet of Things) are in an early phase of development and as such both fields of activities bring substantial losses. The Group has identified attractive opportunities in these markets. However, while the Group believes it has unique assets to profitably address these fields of activities, it will take an extended period of time for these activities to reach break even. Given the nature and degree of maturity of these activities, there is no assurance that the relevant strategies will be successful.
- The markets in which the Group operates and the

customers to whom the Group sells its products and services are subject to significant regulation by governmental agencies around the world, particularly in the areas of data privacy, consumer protection, media content distribution and cybersecurity. Significant changes to or uncertainty regarding government regulations may affect our business, our product development decisions and the willingness of market participants to adopt our products and services.

- The Group provides its products and services in many countries with different currencies, but payments are made mainly in US dollars and Euros. The Group's suppliers are paid in different currencies. Fluctuations in foreign exchange rates may affect the Group's results of operations and financial position.
- Kudelski Group's results could be impacted if the security provided by its products is compromised and if the Group fails to put in place adequate countermeasures.
- The operating results and growth of the Kudelski Group could decrease if the customer base of the Group's customers does not continue to increase.
- The Group has outstanding short-term financial debt of USD 73.7 million and long-term financial debt of USD 393.0 million, including a CHF 200 million bond maturing in 2022 and a CHF 150 million bond maturing in 2024. The Group may not generate enough cash to repay such debt and may not be able to raise sufficient funds to refinance such debt.
- The Group's success depends on its ability to attract and retain qualified personnel. Competition for hiring and retaining highly qualified personnel is high.
- A leak of confidential, proprietary or personal information held by the Group could adversely affect the Group's activities.

4. Executive Board

4.1. Executive Board members



	DATE OF BIRTH	NATIONALITY	POSITION	EDUCATION
ANDRÉ KUDELSKI	1960	Swiss	CHAIRMAN AND CHIEF EXECUTIVE OFFICER (CEO) OF THE GROUP	Degree in Physical Engineering Ecole polytechnique fédérale de Lausanne (EPFL)
MAURO SALADINI Executive Vice President of the Group	1966	Swiss	CHIEF FINANCIAL OFFICER (CFO)	Degree in Electrical Engineering Ecole polytechnique fédérale de Zurich MBA, INSEAD, France
MORTEN SOLBAKKEN Executive Vice President of the Group	1970	Norwegian	CHIEF OPERATING OFFICER (COO), DIGITAL TV	Master of Science Norwegian University of Science and Technology (NTNU)
NANCY GOLDBERG Executive Vice President of the Group	1964	American	CHIEF MARKETING AND SALES OFFICER	High School Diploma Glendora, CA, USA

Pierre Roy has retired from Executive Board since August 1st, 2019. Information relating to Pierre Roy is available on pages 86 and 87 of the 2018 Annual Report https://www.nagra.com/sites/default/files/2018_Kudelski_Group_Annual_Report.pdf

ANDRÉ KUDELSKI

Please refer to section 3.1 above

MAURO SALADINI

Mauro Saladini started his professional career in 1990 as a financial services consultant with Accenture. In 1995, he joined Thema Consulting, where he set up the Zurich subsidiary and took responsibility for cash-flow and risk management activities. In 1997, he joined McKinsey & Co, where he became a partner in 2001. He worked in particular on corporate finance and strategy projects relating to various industries, mainly media and telecommunications. In addition, Mauro Saladini was in charge of the Swiss Media Practice and joint-head of the European Media Practice. He has been the Chief Financial Officer and Executive Vice President of the Kudelski Group since 1 February 2003.

Current mandates in the Kudelski Group:

- Nagravision AS, in Norway, Board member
- iWedia, in Switzerland, Chairman
- Kudelski Corporate, Inc., in USA, Board member
- Kudelski Norway AS, Board of Directors, Chairman
- Kudelski Security Inc., in USA, Board member
- Kudelski Security Holdings Inc., in USA, Board member
- Nagra Media Beijing Ltd., in China, Supervisor
- Nagra Media Germany GmbH, in Germany, Managing Director
- Nagra Media UK Limited, in United Kingdom, Director
- Nagra USA, LLC., in USA, Executive Vice-President
- OpenTV, Inc., in USA, Board member
- SKIDATA AG, in Austria, Vice Chairman of the Supervisory Board
- Nagravision SA, in Switzerland, Executive Board member (until 18th of January 2017)
- Nagra IP, Inc., in USA, Board member (until 28th of March 2019)
- Kudelski Corporate Holding, Inc., in USA, Board member (until 19th of February 2019)

MORTEN SOLBAKKEN

Morten Solbakken started his professional career in 1995 as a satellite system engineer in Telenor International. From there on, he held numerous positions in the Telenor structure dealing in particular with strategy and business development around the pay TV assets as well as the management of Telenor's ownership in international satellite organizations. From 2007 to 2011, he was Chief Strategy Officer in Telenor Broadcast Holding AS (owner of Canal Digital, Telenor Satellite, Norkring and Conax). In March 2011, Solbakken was appointed COO at Telenor Broadcast Holding, and Chairman of the Boards of Conax, Telenor Satellite and Norkring. Morten Solbakken joined Conax as acting CEO in September 2011 and was made CEO from December 2011 – driving a transformation of the company including the process which led to the acquisition of Conax by the Kudelski Group in April 2014. He became COO, Digital TV and Executive Vice President of the Kudelski Group on the 1st of January 2018.

Current mandates in the Kudelski Group:

- Digital Video Holding AS, in Norway, Chairman of the Board
- Digital Video Drift AS, in Norway, Chairman of the Board
- Digital Video Health AS, in Norway, Chairman of the Board
- iWedia S.A., in Switzerland, Chairman of the Board
- Kudelski Corporate, Inc., in USA, member of the Board of Directors
- Kudelski Norway AS, in Norway, executive Board Member and Managing Director
- Nagravision AS, in Norway, Board member and CEO (formerly named Conax AS)
- Nagravision SA, in Switzerland, Executive member
- Nagravision Italia Srl, in Italia, Chairman of the Board
- NexGuard Labs B.V., in Netherlands, Director
- NexGuard Labs Netherlands B.V., in Netherlands, Director
- Nagra USA, LLC., in USA, Executive Vice-President
- Techno Venture AS, in Norway, Chairman of the Board and Managing Director
- Conax Access Systems Pvt Ltd, in India, Chairman of the Board (until December 31st, 2017)
- NexGuard Labs France S.A.S., in France, Director (until December 13th, 2018)
- Open TV, Inc., in USA, member of the Board of Directors (until July 31st, 2019)
- SmarDTV SA, in Switzerland, member of the Board of Directors

Other mandates:

- Telenor Satellite AS, in Norway, Member of the Board of Directors

NANCY GOLDBERG

Nancy Goldberg started her professional career in 1982 as an independent athlete (Rock Climber and Snowboarder) and pursued this competitive life until 1992. Nancy Goldberg then started a new and challenging career path in the media & entertainment industry ("M&E industry"). For 6 years she worked in different companies, starting as a line producer and an investment analyst. In 1999, Nancy Goldberg joined Technicolor Inc. as a financial analyst for the Home Entertainment division. During her 5-year tenure, she became VP Operational Finance, Creative Services and negotiated strategic acquisitions and partnerships in the US and Europe for the post-production market within the M&E industry. From 2004 to 2008, Nancy Goldberg was with Ascent Media Group LLC where, in her final role as VP, Corporate Development, she had global responsibilities that included integrated digital service offerings, negotiating strategic partnerships and developing market opportunities with the major film studios, production companies and sports franchises. After 18 months as a VP Strategic Business Development for RealNetworks, Inc., Nancy Goldberg

worked for Technicolor, Inc. from 2010 to 2015 as SVP Global Strategic Accounts where she was responsible for all sales and marketing activities for her major studio customers and developed business models enabling new technologies and services for content protection, distribution and consumption activities. In 2015, Nancy Goldberg joined Deluxe Entertainment Service Group Inc. as SVP Head of Global Strategic Accounts where she served as primary account manager for Warner Bros and 21st Century Fox, as well as OTT providers such as Netflix, Amazon, Apple and Google. Additionally, Nancy Goldberg had oversight for the transition of a portion of Warner Bros technical in-house operations to Deluxe. In 2017, Nancy Goldberg decided to become a Strategic Business Consultant for various companies developing key business and partnership opportunities, helping to identify the intrinsic value of technologies, products and services for their customers. In December 2018, Nancy Goldberg joined Amazon Web Services as a consultant within their Professional Services Group, acting as a M&E industry expert and working with the major

studios and OTT organizations such as Warner Bros, Disney and Hulu. In June 2019, Nancy Goldberg joined the Kudelski Group as Chief Marketing Officer (CMO), in charge of the sales and marketing of the Kudelski Group's Digital TV division and as Executive Vice President and member of the Executive Board of Kudelski SA.

Current mandates in the Kudelski Group:

- Kudelski Security, Inc, in USA, Board member
- Kudelski Security Holdings, Inc., in USA, Board member
- Kudelski Corporate, Inc., in USA, Board member
- Nagravision India Private Limited, in India, Board member
- Nagra USA LLC., in USA, Executive Vice-President
- NexGuard Labs USA, Inc., in USA, Board member
- OpenTV, Inc., in USA, Board member
- Nagravision Asia Pte. Ltd. in Singapore, Board member

4.2. Other activities and vested interests

Please refer to the individual profiles of members of the Executive Board under section 4.1 above.

4.3. Articles of association on the number of permitted activities

In accordance with section 25 of the articles of association, members of the Executive Board may exercise no more than two mandates in senior management or administrative bodies of third-party legal entities whose shares are listed on a stock exchange and no more than five mandates in other third-party legal entities. They may also exercise up to ten mandates in senior management or administrative bodies of non-profit or charitable third-party legal entities.

A company is not considered a third-party legal entity according to this provision, and is therefore not taken into account when calculating the maximum number of mandates mentioned above, if:

1. it controls the company directly, indirectly or jointly with third parties, or is controlled by it; or

2. it does not have to be listed in the Commercial Register or in a corresponding foreign register (e.g., corporations and public entities, non-profit associations, religious foundations or family foundations); or
3. the mandate is carried out at the company's request.

Mandates carried out for legal entities directly or indirectly controlled by a single individual or legal entity, or by a single group of individuals or legal entities acting in concert, or at the request of one of these individuals or legal entities, are deemed to constitute a single mandate for the purposes of this provision.

For members of the Executive Board who are also members of the Board of Directors, the maximum number of mandates in the senior management or administrative bodies of third-party legal entities is governed exclusively by Article 18, paragraphs 7 to 10 and as mentioned above in section 3.3 of this report.

4.4. Management contracts

As of December 31st, 2019, Kudelski SA and its subsidiaries had not entered into any management contract with companies outside the Group.

5. Compensation, shareholdings and loans

For details relating to the compensation, shareholdings and loans to members of the Board of Directors and Executive Board of Kudelski SA, please refer to the 2019 compensation report.

6. Shareholders' participation rights

The provisions of the articles of association governing the participation rights of shareholders are in compliance with the law as set out in the Swiss Code of Obligations. The articles of association of Kudelski SA may be found on the Kudelski Group website via the following link: <https://www.nagra.com/investors/publications>

6.1. Voting rights restrictions and representation

6.1.1. In accordance with the articles of association of Kudelski SA, there are no restrictions on voting rights and no statutory Group clauses or rules on granting exceptions.

6.1.2. There are currently no statutory provisions on granting instructions to an independent representative or on any form of participation in the General Meeting by electronic means.

6.2. Quorum required by the articles of association

The articles of association of Kudelski SA do not impose any majority higher than contemplated by law for resolutions of the General Meeting of Shareholders.

The General Meeting is validly constituted regardless of the number of shareholders present and/or the number of shares represented.

6.3. Convocation of the General Meeting of Shareholders

The General Meeting of Shareholders must be called at least 20 days before the date of the meeting. The notice of the General Meeting is published in the Swiss Official Gazette of Commerce.

6.4. Inclusion of items on the agenda

Items on the agenda are mentioned in the notice. Regarding rules for adding items to the agenda, the articles of association of Kudelski SA do not contain provisions that differ from the Swiss Code of Obligations, namely Art. 699 CO, which provides that "shareholders who represent shares totaling a nominal value of CHF 1 million* may request that an item be included in the agenda.

The calling and the inclusion of an item on the agenda must be requested in writing listing the items and motions.

* This represents 0.23% of the capital of Kudelski SA or 0.13% of the voting rights.

6.5. Entries in the share register

Kudelski SA shares that can be traded on the SIX Swiss Exchange are bearer shares; consequently there is no register of shareholders for this category of shares.

7. Changes of control and defense measures

7.1. Duty to make an offer

Kudelski SA has no provision in its articles of association on "opting-out" within the meaning of Article 125 para. 3 or 4 of the Federal Act on Financial Market Infrastructure (FMIA) or "opting-up" within the meaning of Article 135 para. 1 LIMF. This means that if a shareholder reaches the limit laid down by the Swiss Financial Market Infrastructure Act (art. 135 LIMF: 33^{1/3}% of the voting rights), he will be required by the same law to submit a takeover bid on all bearer shares of the company that it does not yet hold, at the minimum price defined in Article 135 para. 2 LIMF.

7.2. Clauses on changes of control

To the knowledge of the Group, no such agreement exists.

8. Auditors

8.1. Duration of the mandate and term of office of the lead auditor

The auditors of Kudelski SA are PricewaterhouseCoopers SA (Lausanne). Some companies affiliated with the Group are audited by other auditors. The auditors were reappointed by the Annual General Meeting of Shareholders of Kudelski SA of 9th April 2019 for a statutory period of one year. The PricewaterhouseCoopers SA mandate began in 1985. It has been under the responsibility of Mr. Luc Schulthess since 1 January 2017. The auditor in charge is replaced at the latest seven years after the year in which he/she first occupied this position, as specified in Article 730a paragraph 2 of the Swiss Code of Obligations.

8.2. Auditing fees

The Kudelski Group paid PricewaterhouseCoopers the sum of CHF 967 416 for auditing services for the year 2019. Auditing services are understood to mean the work required each year to examine the consolidated accounts of the Group and its subsidiaries and to prepare the reports required under the laws of each country.

8.3. Additional fees

The Kudelski Group paid PricewaterhouseCoopers for additional services for the year 2019 the sum of CHF 654 000 representing CHF 575 000 for tax advisory services and CHF 79 000 for other additional services. Additional services mean in particular services such as the occasional accounting review of transactions and other services such as review of new or modified accounting methods.

8.4. Information instruments pertaining to the external audit

The aim of the Audit Committee of the Board of Directors is to provide effective and regular supervision of the company's financial reporting processes in order to ensure their integrity, transparency and quality. To this end, it is responsible for monitoring the work, including additional services, of the external auditors.

PricewaterhouseCoopers provides the Audit Committee with a detailed report before each Committee meeting regarding the execution and results of its work for the Kudelski Group, proposals to correct or improve identified problems and the implementation status of decisions made by the Audit Committee.

The auditor's representatives, including the auditor in charge of the Group's audit, are regularly invited to take part in meetings of the Audit Committee as external participants.

Representatives from PricewaterhouseCoopers were invited this year to all three meetings of the Audit Committee. They do not participate in any discussions and decisions of the Audit Committee regarding the auditors. For more information on the Audit Committee, and particularly on the selection, evaluation and independence criteria please refer to sections 3.5.2 and 3.5.3 above.

9. Information policy

The Kudelski Group keeps investors regularly informed of the following developments:

- progress of business and major new contracts;
- changes in the management of the Group;
- acquisitions or sales of companies; and
- half-year and annual financial results.

Press releases are issued in compliance with the rules in force of the SIX Swiss Exchange concerning factual publicity and are available on the Group's website simultaneously with their publication. A link on the home page of the Group's web site allows direct access to press releases. The Group communicates as often as necessary in this manner. Press releases are generally published in French and in English. In certain specific cases, a German version is also provided. They are available in these languages on the website.

Persons wishing to receive Kudelski Group press releases may subscribe to a mailing list using a form available on the Kudelski Group website <https://www.nagra.com/media/subscription>.

Financial results are presented to investors and financial analysts during a press conference held twice a year. Persons invited can also follow the conference by audio webcast.

The Group's website is a regularly updated source of information. The Investor Relations section contains a list of the principal dates of the corporate calendar (publication of results, Annual General Meeting and presence at major trade shows) as well as the Group's main publications (annual report and half-year report). Mr. Santino Rumasuglia is in charge of investor relations (+1 480 430 9952, +41 79 373 66 71, santino.rumasuglia@nagra.com).

The Group's main website links and e-mail addresses are on the last page of this report.

Important dates

- 15 April 2020: Annual General Meeting, Cheseaux-sur-Lausanne
- 20 August 2020: Publication of the Interim Financial Report and Press Conference

KUDELSKI SA

ROUTE DE GENÈVE 22-24 P.O. BOX 134 1033 CHESEAU-SUR-LAUSANNE SWITZERLAND
T +41 21 732 01 01 F +41 21 732 01 00 INFO@NAGRA.COM WWW.NAGRA.COM