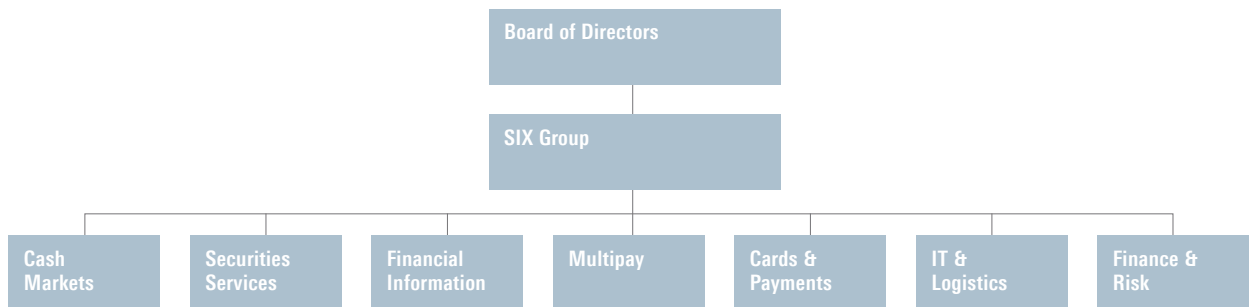


Organization and competencies

Management structure and shareholders

SIX Group Ltd is an unlisted public limited company domiciled in Zurich. It came into being at the beginning of 2008 through the merger of SWX Group, SIS Group and Telekurs Group. SIX Group Ltd consists of seven divisions.



Participations

The Group consists of a total of 75 legal entities. The individual participations of SIX Group Ltd are listed in the financial part, which can be found online at: http://www.six-group.com/about/publications/annual_report_en.html.

All previous owners of the merged partners are represented among the shareholders. The shares are widely distributed, i.e. no owner or bank category has an absolute majority. All shareholders are bound by a shareholders agreement.

Further details of the Group structure and non-consolidated participations are provided in the financial part.

Equity structure

SIX Group Ltd's total equity amounts to CHF 19,521,905 and is divided into 19,521,905 registered shares with a par value of CHF 1 each, 607,864 (3.11%) of which are owned by SIX Group (own shares). The transfer of registered shares is restricted by the articles of association.

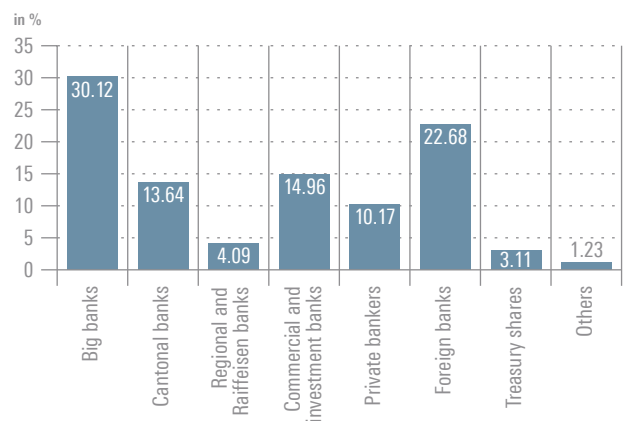
Shareholders' participation right

The transfer of shares must be approved by the Board of Directors. Subject to Art. 685b para. 4 CO (Swiss Code of Obligations), approval may be refused for significant reasons as mentioned in the articles of association.

A resolution by the general meeting, backed by at least two-thirds of the represented votes and an absolute majority of the par value of represented shares, is required along with a statutory quorum pursuant to Art. 704 para. 1 CO in order to:

1. ease or lift the transfer restriction on registered shares;
2. convert bearer shares into registered shares;
3. dissolve the corporation through liquidation;
4. modify this article.

Shareholder structure



Ordinary share capital	CHF 19,521,905
Authorized share capital	-
Conditional share capital	-
Registered shares (par value CHF 1)	19,521,905
Security number	37682280

as at 31.12.2008

Board of Directors

Members of the Board of Directors

Prof. Dr. Peter Gomez***, Chairman

Swiss citizen, in office since 5 May 2006, elected until 2011.

Training: Graduate degree, Ph.D. and habilitation, University of St. Gallen.

Career

1975–1976 Research fellow, University of St. Gallen. 1977–1978 Visiting Professor, State University of New York, Binghamton, USA. 1979–1983 Member of the Executive Board, Ringier Group, Zurich. 1983–1989 Member of the Executive Board, Distral Group, Zurich. 1989 Founding partner Valcor Ltd, Küsnacht. Since 1990 Tenured professor of business administration, Director of Institute of Management (IfB), University of St. Gallen. 1995–1998 Dean of the Department of Management and Vice President, University of St. Gallen. 1999–2005 President, University of St. Gallen. Since 2005 Dean of the Executive School of Management, Technology and Law, University of St. Gallen. 2006–2007 Chairman of the Board of Directors, SWX Group and Eurex subsidiaries Zurich/Frankfurt. Since 2008 Chairman of the Board of Directors, SIX Group Ltd.

Further activities and mandates

- President, Max Schmidheiny Foundation, University of St. Gallen
- Member of the Board, Institut de hautes études internationales et du développement (IHEID), Geneva
- Member of the Board, Technical University of Aachen (RWTH), Aachen
- Member of the Board, St. Gallen Foundation for International Studies, St. Gallen
- Member of the Board of Trustees, Alfred Herrhausen Society for International Dialogue, Frankfurt
- Member of the Board, Executive Committee for Media and Communication Management, Research Institute for Empirical Economics and Economic Policy, Research Center for Family Business, Leadership and Values in Society, Latin American Studies and Sino-Swiss Relations at the University of St. Gallen

- Member of the Board of WDA World Demographic Association, St. Gallen
- Member of the Board, HSG Alumni, University of St. Gallen
- Member of the Board, Swiss Finance Institute, Zurich
- Prof. Dr. Peter Gomez presides over several Boards of Directors of Group companies.

Dr. Romeo Lacher**, Vice Chairman

Swiss citizen, in office since 1 January 2008, elected until 2011. Training: Graduate degree and Ph.D. in Business Administration, University of St. Gallen; AMP, Harvard Business School, Boston (USA).

AMP, Harvard Business School, Boston (USA).

Career

After studies: Three years of professional experience in the insurance business. 1990–1993 Head of Marketing Promotion, Credit Suisse, Zurich. 1994–1997 Head of Product Development/Product Management Retail Banking, Credit Suisse, Zurich. 1997–2000 Head of Retail Customer Business, Credit Suisse. 2000–2003 Head of Product Management Banking Products and Internet Banking, Credit Suisse, Zurich. 2004–2006 Member of the Executive Board and Head of Operations, Credit Suisse, Zurich. Since 2006 Member of the Private Banking Management Committee/Global Head of Private Banking Operations, Credit Suisse.

Further activities and mandates

- Chairman of the Board of Directors, SIX Interbank Clearing, Zurich
- Member of the Board of Directors, Swisscard AECS Ltd, Horgen
- Member of the Board of Directors, CLS Group Holdings AG, Zurich



The Board of Directors as at 1 January 2009 (from left to right): Dr. Romeo Lacher, Herbert J. Scheidt, Jacques de Saussure, Ruth Metzler-Arnold, Dr. Pierin Vincenz, Prof. Dr. Peter Gomez, Eduardo Leemann, Stephan Zimmermann, Reto Himmel, Dr. Philipp Halbherr

Stephan Zimmermann*, Vice Chairman**

Swiss citizen, in office since 1 January 2008, elected until 2011. Training: Business informatics specialist.

Career

1996–1997 Head of the Services business field, Member of the Executive Board, Swiss Bank Corporation (SBC), Zurich. 1997 Member of the Extended Group Executive Board, Swiss Bank Corporation (SBC), Zurich. 1998–2002 Head of Operations, Private and Business Customers division, UBS AG, Zurich. 2002–2005 Head of Operations, Wealth Management & Business Banking, UBS AG, Zurich. Since 2005 Chief Operations Officer, Global Wealth Management & Business Banking, UBS AG, Zurich.

Further activities and mandates

- Vice Chairman of the Board of Directors, SWIFT Scrl, La Hulpe, Belgium

Dr. Philipp Halbherr*

Swiss citizen, in office since 20 September 2008, elected until 2011. Training: Graduate degree and Ph.D. in Economics, University of Zurich.

Career

1983–1987 National research program No. 9 “Economic development”, assistant to head of program. 1984–1987 Lecturer, HWV, Zurich. 1977–2003 Various lecturing assignments, University of Zurich. 1987–1989 Research grant from Swiss National Science Foundation, Stanford University, USA.

Zürcher Kantonalbank: 1995–2000 Head of Central Risk Controlling. 1991–2002 Head of Economics. 1999–2004 Head of Treasury. 2002–2005 Head of Financial Management. 2005–2008 Head of the Finance business unit. Since July 2008, Head of the Investment Banking business unit.

Further activities and mandates

- Member of the Board, Swiss Finance Institute, Zurich
- Board of Directors, Central mortgage bond institute of the Swiss cantonal banks, Zurich
- Chairman of the Board of Directors, Adamant Biomedical Investments Ltd, Basel

* Member of the Audit Committee

** Member of the Nomination & Compensation Committee

*** Member of the Risk Committee

Reto Himmel**

Swiss citizen, in office since 23 April 2004, elected until 2011. Training: Degree in Physics from the Swiss Federal Institute of Technology (ETH); MBA from Harvard Business School.

Career

1982–1985 Software Engineer, Brown Boveri & Cie., Baden. 1985–1990 Swiss Credit Bank, Zurich. 1990–1994 Head of General Secretariat and Corporate Planning, Bank Leu. 1994–1997 Head of Investments and Trading unit, Swiss Credit Bank, Zurich. 1997–2001 Member of the Executive Board, responsible for bank logistics, ABN Amro Bank, Switzerland. 2001–2003 Head of Operations, UBS Warburg, Zurich. Since 2003 Member of the Group Executive Board, Group Chief Information Technology & Services Officer, Swiss Life, Zurich.

Further activities and mandates

– Member of the Board, Technopark Zürich, Zurich

Eduardo Leemann**

Swiss citizen, in office since 22 April 2005, elected until 2011. Training: Graduate of Swiss School of Economics and Business Administration (SEBA) and Advanced Executive Program J.L. Kellogg Graduate School of Management, Northwestern University, Chicago, USA.

Career

1981–1985 Private Banking South and Central America, Bank Julius Bär. 1985–1990 Responsible for the setup of Private Banking, Bank Julius Bär, New York. 1990–1992 Deputy Head of Private Banking Department (worldwide private banking operations with direct responsibility for the western hemisphere, Switzerland and comprehensive marketing), Bank Julius Bär. 1992–1997 Member of the Management Board and Head of Private Banking, Goldman, Sachs & Co Bank, Zurich. Since 1997 Chief Executive Officer, AIG Investments, Zurich, and then

Chairman of the Board, AIG Private Bank, Senior Managing Director and Head of AIG Global Wealth Management, AIG Investments. Since September 2008 Chief Executive Officer, AIG Private Bank.

Further activities and mandates

– Chairman, AIG Private Equity Ltd., Zurich
– Chairman of the Board of Directors, AIG International Real Estate GmbH & Co. KGaA, Zurich
– Member of the Board of Directors, Swiss Bankers Association, Zurich
– Vice Chairman of the Board of Directors, Association of Foreign Banks in Switzerland, Zurich

Ruth Metzler-Arnold*

Swiss citizen, in office since 1 January 2008, elected until 2011. Training: lic. iur. Swiss certified accountant, University of Fribourg.

Career

1989–1990 Internship in finance, UBS. 1990–1999 Audit (ultimately Account Manager and Vice Chairwoman), PricewaterhouseCoopers. 1996–1999 Cantonal Councilor (Department of Finance), Canton of Appenzell Innerrhoden, Switzerland. 1999–2003 Federal Councilor, Swiss Federal Department of Justice and Police. 2004–2005 Lecturer at the University of St. Gallen. 2005–2006 Corporate General Counsel, Novartis, France. Since 2006 Head of Investor Relations, Novartis.

Jacques de Saussure

Swiss citizen, in office since 28 May 1999, elected until 2011. Training: Master's degree, Applied Mathematics and Computer Science, Federal Institute of Technology, Lausanne; Master's degree, M.I.T. Sloan School of Management, Cambridge, USA.

Career

1980–1987 Pictet & Cie, Geneva. Since 1987 Pictet & Cie, Geneva, Managing Partner.

Herbert J. Scheidt***

German citizen, in office since 1 January 2008, elected until 2011. Training: MBA, University of New York; MA in Economics, University of Sussex.

Career

1982–1986 various positions at Deutsche Bank AG, Frankfurt and Essen. 1986–1990 Head of Eurobond Capital Market Team, Vice President, Deutsche Bank Capital Corporation, New York. 1990–1993 Head of Corporate Finance, Director, Deutsche Bank Italy, Milan. 1993–1996 Head of Distribution, Managing Director, Private Banking Division, Deutsche Bank AG, Frankfurt. 1996–2000 Head of Private Banking Europe and Middle East, Deputy CEO, Deutsche Bank (Suisse) S.A., Geneva. 2000 Head of Private Banking International, Deutsche Bank Group, Geneva and Member of Group Executive Committee, Wealth Management, Frankfurt. 2001 Chief Executive Officer, Deutsche Bank (Suisse) S.A. Since 2002 Chief Executive Officer, Vontobel Group.

Further activities and mandates

- Board of Directors, Association of Swiss Commercial and Investment Banks (VHV)
- Member of the Board, Siemens Music Foundation
- Member of the Board, Horstmann Family Foundation
- Deputy CEO, GGK Grundstücksgesellschaft Kettwig
- Member, Swiss American Chamber of Commerce, Industrie-Club E.V. Düsseldorf
- Member, German Society for Foreign Policy (DGAP)

Dr. Pierin Vincenz*

Swiss citizen, in office since 1 January 2008, elected until 2011. Training: Studies in Business Administration, University of St. Gallen; Ph.D. in Economics, USG.

Career

1979–1982 Swiss Auditing and Fiduciary Company, St. Gallen. 1986–1990 Global Treasury, GD, Swiss Bank Corporation, Zurich; Vice Director, Swiss Bank Corporation O'Conner Services L.P. Chicago. 1991–1996 Vice President and Treasurer, Hunter Douglas, Lucerne. 1996 Member of the Executive Board, Head of Finance, Raiffeisen Group, St. Gallen. Since 1999 Head of the Executive Board, Raiffeisen Group, St. Gallen.

Further activities and mandates

- Chairman of the Board of Directors, Aduno Group, Opfikon
- Member of Committee of the Board of Directors, Swiss Bankers Association
- Member of the Board of Directors, Vontobel Holding Ltd, Zurich
- Member of the Board of Directors, Helvetia Insurances, St. Gallen
- Member of the Board of Directors, Mortgage Bond Bank of the Swiss Mortgage Institutions, Zurich
- Member of the Board, Swiss Finance Institute, Zurich
- Member of the Steering Committee, UNICO Banking Group, Brussels
- Vice Chairman of the Board of Directors, Raiffeisen Jubilee Foundation, St. Gallen
- Member of the Board of Directors, Action for Foster Children, Switzerland
- Member of the Board, Foundation for Clinical Cancer Research of Eastern Switzerland, St. Gallen
- Member of the Board, Speranza (support and advancement of occupational integration and training in Switzerland), Aarau

* Member of the Audit Committee

** Member of the Nomination & Compensation Committee

*** Member of the Risk Committee

The Board of Directors is composed of up to ten members. It is elected for a period of three years. The Board of Directors constitutes itself. All business relationships with members of the Board and associated persons are conducted within the framework of regular business and are subject to the same conditions as those applicable to comparable transactions with externals. These transactions do not carry enough weight to be able to impair the freedom of judgment or independence of the members of the Board of Directors.

Internal organization and competency rules

As the company's highest governing body, the Board of Directors is responsible for supervising the Group Executive Board. The duties and competencies of the Board of Directors, its committees and the Group Executive Board as corporate bodies of SIX Group Ltd are defined in the articles of association, the organization regulations and the competency rules.

Tasks of the Board of Directors are generally assigned to the committee responsible. The Board of Directors has three committees, the Audit Committee, the Nomination & Compensation Committee and the Risk Committee. Insofar as the committees are assigned discretionary powers by the competency rules, the duties of the Board of Directors are limited to supervision of the committees. The committees regularly report to the Board of Directors, generally at each meeting. The committees of the Board of Directors also accept reports pertaining to their sphere of responsibility from the Group Executive Board and supervise the respective operating business, in particular with regard to compliance with the articles of association, regulations and directives.

Meetings of the Board of Directors and committees generally have a duration of between two hours and half a day. The Chairman of the Group Executive Board is present at all meetings of the Board of Directors and committees. The Chairmen of the committees decide whether further members of the Group Executive Board or other management staff are to be summoned, depending on

the agenda. If deemed necessary, representatives of the external auditors participate in the Board of Directors' discussion of their reports.

In the report year, the Board of Directors convened on six occasions, one of which was a one-day strategy seminar. The Chairman of the Board of Directors, respectively the Chairmen of the committees, define the meeting agenda. The deliberations and resolutions are detailed in the minutes. The minutes of the committees are sent to all members of the Board of Directors. Moreover, the Chairmen of the committees deliver an oral report on important events and resolutions at every Board of Directors' meeting.

Audit Committee (AC)

The AC consists of three to four non-executive members of the Board of Directors. The activities of the AC are stipulated by the law, the FINMA circular 08/24, the articles of association and the organization regulations (including the competency rules).

The AC assumes tasks related to accounting and financial reporting, the internal controlling system, the external auditors and the Internal Audit department. The AC's meetings are attended by the Group CEO, the Group CFO and representatives of the internal and external auditors. Four such meetings were held in the report year.

Nomination & Compensation Committee (NCC)

The NCC consists of three to four non-executive and independent members of the Board of Directors. The activities of the NCC are stipulated by the law, the articles of association and the organization regulations (including the competency rules).

On behalf of the Board of Directors, the NCC does the groundwork for all decisions on important personnel and related organizational issues at the Group supervisory and most senior executive level, including all issues pertaining to remuneration. The meetings of the NCC are attended by the Chief Executive of the Group (CEO) and the Head of Human Resources. The NCC convened on seven occasions in the report year.

Risk Committee (RC)

The RC consists of three to four non-executive and independent members of the Board of Directors. The activities of the RC are stipulated by the law, the articles of association and the organization regulations (including the competency rules).

The RC assumes the Board of Directors' duties in the framework of SIX Group Ltd's risk management pursuant to the Risk Policy. Furthermore, the RC carries out tasks related to the divisional operations of Securities Services. The RC's meetings are attended by the Group CEO, the Group CFO and the Group CRO. Three such meetings were held during the report year.

Internal Audit

Internal Audit functionally reports to the Audit Committee and administratively directly to the Chairman of the Board of Directors. It supports the supervisory and controlling functions of the Board of Directors and executes the audit tasks assigned to it. It disposes of an unrestricted right of audit within SIX Group Ltd and all Group companies and has access to all business documents at all times. Internal Audit coordinates its activities with the external auditors, Compliance and Risk Controlling.

Means of information and supervision with regard to the Group Executive Board

SIX Group Ltd disposes of a fully developed management information system (MIS), which supports the Board of Directors in the performance of its supervisory duties and in monitoring the competencies assigned to the Group Executive Board. A comprehensive interim statement containing budget and year-on-year comparisons is submitted quarterly to the Board of Directors.

The Chairman of the Board of Directors is provided with the minutes of the Group Executive Board's meetings.

Risk management and compliance

The Board of Directors is informed about the risk situation at regular intervals. For market risk, the current situation is compared with the related limits. The systems and methods used are described in the Risk management section of the financial part of this annual report. The current risk situation is outlined in the section Risk situation. Furthermore, the Group disposes of an internal control system (ICS) consisting of regulations, internal directives and corresponding measures which ensure that business operations are conducted adequately. A corresponding compliance program, moreover, ensures that statutory and regulatory requirements are met. The annual report on compliance activities is approved by the Risk Committee.

Group Executive Board

Members of the Group Executive Board

The Group Executive Board (GExB) of SIX Group consists of eight members.

Dr. Urs Rügsegger

Swiss citizen, Group Chief Executive Officer (CEO). Training: Studies in Business Administration, University of St. Gallen; Ph.D. in Economics, USG.

Career

Suisse Reinsurance Company Ltd: 1991–1993 Head of Finance and Services at the subsidiary group Audatex Ltd, Swiss Re. St. Galler Kantonalbank: 1993–1997 Head of Accounting, Controlling and Risk Management. 1997–2000 Head of the Projects & Organization unit, Member of the Executive Board. 2000–2001 Head of the Service Center. 2001–2008 CEO. Since 2008 Group CEO, SIX Group Ltd, Zurich.

Further activities and mandates

- Member of the Board of Directors, Eurex subsidiaries Zurich/Frankfurt
- Chairman of the Board of Directors, Cetrel SA, Luxembourg
- Member of the Board of Directors, Concert and Theater Society, St. Gallen
- Dr. Urs Rügsegger also presides over or serves on the Boards of Directors of various Group companies.

Christoph Bigger

Swiss citizen, Chief Executive Officer (CEO) ad interim, Cash Markets division. Training: University of Fribourg, lic. iur. utr.; Attorney at Law (Canton of St. Gallen)

Career

1991–1997 Credit Suisse Group. 1997–1999 Consulting. 1999–2000 Executive Director of Marketing Worldwide and Director of Product Development, Clearstream Banking, Luxembourg. 2000–2003 CEO of foreign subsidiaries domiciled in Paris and Zurich, DAB Bank Ltd. 2004–2006 Head of Strategic Business Development, SWX Swiss Exchange, Zurich. 2006–2008 Member of the

Executive Board, Head of Business Development & Operations, SWX Swiss Exchange, Zurich.

Further activities and mandates

- Vice Chairman of the Board of Directors, Scoach Holding S.A., Luxembourg
- Vice Chairman of the Board of Directors, Scoach Switzerland Ltd, Zurich
- Vice Chairman of the Supervisory Board, Scoach Europe Ltd, Frankfurt
- Member of the Board, FESE (Federation of European Stock Exchanges), Brussels
- Member of the Board, SFOA (Swiss Futures and Options Association), Geneva
- Christoph Bigger also serves on the Boards of Directors of various Group companies.

Thomas Zeeb

Canadian citizen, Chief Executive Officer (CEO), Securities Services division. Training: BA Honors Business Administration, University of Western Ontario, London, Ontario; MBA, Katholieke Universiteit Leuven, Leuven, Belgium.

Career

1996–1998 Vice President, Sales Manager, Continental Europe, Bank of New York, London. 1998–2002 Managing Director – Head of Sales, Bank of New York, London. 2002–2004 Managing Director, Non-Bank Client Executives, Bank of New York, London. 2004–2005 Director, Head of Section, Clearstream Banking SA, London. 2006 Director, Head of Department, Clearstream Banking SA, London. 2006–2008 Member of the Board, Clearstream International SA, Luxembourg. 2006–2008 Member of the Board, Clearstream Banking SA, Luxembourg. 2008–August Member of the Supervisory Board, Clearstream Banking Frankfurt, Frankfurt. Since 2008, CEO, Securities Services division, SIX Group Ltd, Zurich.

Further activities and mandates

- Thomas Zeeb also presides over or serves on the Boards of Directors of various Group companies.
- Member of the Board, Link Up Markets



The Group Executive Board as at 1 January 2009 (from left to right): Christoph Bigger, Felix Aeschlimann, Ursula C. La Roche-Ender, Urs Rügsegger, Jörg Buser, Robert Borntäger, Hans-Martin Moser, Thomas Zeeb

Jörg Buser

Swiss citizen, Chief Executive Officer (CEO) ad interim of the Financial Information division. Training: Engineer's degree FH, MAS Business Administration, MAS Computer Science.

Career

Since 1987 CEO, Rolotec Ltd, Bienne.

Further activities and mandates

– Delegate of the Board of Directors, Rolotec Ltd, Bienne

Hans-Martin Moser

Swiss citizen, Chief Executive Officer (CEO), Multipay division. Training: Business economist.

Career

1979–1996 Marketing & Sales, Kraft Jacobs Suchard Ltd, Switzerland. 1997–2000 Trade Marketing, Hero Switzerland Ltd, Lenzburg. 2001–2003 CEO, Dannemann Switzerland Ltd, Geneva. 2004–2007 CEO, Telekurs Multipay Ltd, Zurich. Since 2008 CEO, Multipay division, SIX Group Ltd, Zurich.

Further activities and mandates

– Member of the Board, Society for Technical Cooperation ep2
 – Chairman, Card Committee MasterCard, Switzerland
 – Member, Issuer Acquirer Forum VISA, Switzerland
 – Hans-Martin Moser also presides over the Boards of Directors of various Group companies

Felix Aeschlimann

Swiss citizen, Chief Executive Officer (CEO), Cards & Payments division. Training: Commercial clerk with federal certificate.

Career

1983–1986 COO, Vice Director, Swiss Bank Corporation, Luxembourg. 1986–1990 Head of the IT Division, Executive Director, Swiss Bank Corporation, London. 1990–1994 Head of the IT Division, Managing Director, Swiss Bank Corporation, Basel and Zurich. 1994–1997 COO, Member of the Executive Board, Financial Services, SBZ, Olten. 1997–2003 Head of the Financial Solutions division, Member of the Executive Board, IT company Systor Ltd, Basel and Zurich. 2003–2007 Head of Card Solutions, Member of the Executive Board, Financial Services, Telekurs Ltd, Zurich. Since 2008 CEO, Cards & Payments division, SIX Group Ltd, Zurich.

Further activities and mandates

– Member of the Board of Directors, Cetrel SA, Luxembourg
 – Member of the Board of Directors, Rolotec Ltd, Bienne
 – Member of the Board of Directors, Finance Forum Management Ltd, Freienbach
 – Felix Aeschlimann also presides over or serves on the Boards of Directors of various Group companies.

Robert Boroträger

Swiss citizen, Chief Executive Officer (CEO), IT & Logistics division. Training: Studies in Computer Sciences, Swiss Federal Institute of Technology (ETH), Zurich; studies in Economics with focus on Informatics, University of Zurich, lic. oec. diploma in Business Informatics; further training in Executive Management, IMD, Lausanne.

Career

Various positions in IT as consultant and developer. 1993–1998 CEO, Swissair, Sweden and Hungary. 1998–2001 Chief Information Officer, Member of the Executive Board, Swisscargo Ltd and Cargologic Ltd, Zurich. 2002–2003 CEO, Integralis Switzerland Ltd. 2003–2005 Chief Information Officer, Member of the Extended Executive Board, Swiss International Airlines Ltd., Zurich. 2005–2007 CEO and Member of the Executive Board, Telekurs Services Ltd/Telekurs Holding, Zurich. Since 2008 CEO, IT & Logistics division, SIX Group Ltd, Zurich.

Further activities and mandates

- Member of the Board, Swiss IT Leadership Forum
- Robert Boroträger is also the Chairman of the Board of Directors of a Group company.

Ursula C. La Roche-Ender

Swiss citizen, Chief Financial Officer (CFO), Finance & Risk division. Training: Studies at the Universities of Fribourg and Göttingen; lic. phil. and degree in Undergraduate Teaching; studies at the University of St. Gallen; lic. oec., USG.

Career

1992–1993 Group Controller, Telekurs Ltd, Zurich. 1992–1997 Head of Financial Accounting, Telekurs Ltd/Telekurs Holding Ltd, Zurich. 1997 Accounting Specialist US GAAP Conversion Project, Zurich Financial Services, Zurich. 1997–2000 Head of Financial Accounting, Credit Suisse Private Banking, Zurich. 2000–2003 Group Capital Manager, Credit Suisse Group, Zurich. 2003–2007 Head of Finance and Control, Member of the Group Executive Board, Telekurs Group, Zurich. Since 2008 Head of Finance & Risk, Group CFO, SIX Group Ltd, Zurich.

Further activities and mandates

- Member of the Board of Directors, Cetrel SA, Luxembourg
- Ursula C. La Roche-Ender also presides over or serves on the Boards of Directors of various Group companies.

Thomas Gross

Swiss citizen, Chief Executive Officer (CEO) of the Financial Information division since 1 April 2009. Training: lic. iur., University of Neuchâtel; MBA, MIT Sloan School of Management, Cambridge, USA.

Career

1989 Project Manager, BSI, Lugano. 1989–1990 Project Manager, SMH, Bienne. 1991–1992 Assistant to the Chairman, IPC Intercontinental Packaging Corporation, Rütli/Tuckahoe NY, USA. 1992–1993 Sales representative, Hilti, Leipzig. 1995–2001 Management consultant, McKinsey & Co., Zurich and São Paulo. 2001–2004 Head of Inhouse Consulting, Credit Suisse, Zurich. 2004–2009 Head of Securities Settlement, Credit Suisse, Zurich.

Official and political functions

- Member of the School Board of Kantonsschule Rychenberg, Winterthur

Dr. Christian André Katz

Swiss citizen, Chief Executive Officer (CEO), Cash Markets division since May 2009. Training: lic. oec. USG; Dr. oec. USG.

Career

1993–1997 Derivatives Sales, Credit Research, SBC Warburg, Zurich and Hong Kong. 1997–1998 Senior Manager, Head of Asia Research, London Forfeiting Company, London and Hong Kong. 1998–2005 Vice President, Head of Equities Sales for Switzerland, J.P. Morgan, London. 2005–2006 Vice President, Head of Research Marketing for Europe, J.P. Morgan, London. 2006–2009 Managing Director, Head of Equities & Institutional Equity Derivatives and Office Head, Goldman Sachs International, Zurich Representative Office, Zurich.

Remuneration

Upon request of the Nomination & Compensation Committee, the Board of Directors defines Group-wide remuneration guidelines. The members of the Board of Directors receive a fixed salary. The Chairman of the Board of Directors and the members of the Group Executive Board receive a fixed basic salary as well as a variable cash payment. The latter is dependent on both company revenue and individual performance. Part of the Group CEO's variable cash payment is held for three years and paid out subject to continued employment with the company (deferred payment). In the year under review, 14 members of the Group Executive Board and 10 members of the Board of Directors were paid a total of CHF 13.7 m. This also includes members of the Executive Board who either left, joined or intermittently filled a position during the course of the year. Along with the basic salary and variable payment, the amount also covers social and fringe benefits customary in the industry. SIX Group does not grant loans of any kind to either its employees or corporate bodies.

Performance analysis is based on quantitative and qualitative objectives individually defined at the beginning of each business year. The objectives encompass the business result, strategy implementation and personal conduct.

SIX Group Ltd auditors

Ernst & Young Ltd was appointed as auditor of SIX Group Ltd on 01.01.2008 (having already been chosen as auditor of SWX Group, SIX Group Ltd's previous trade name, since 2002). The Mandate Manager is Thomas Schneider, accredited audit expert (he held the same position at SWX Group from 2005). Iqbal Khan, also an accredited audit expert, is the auditor in charge.

Supervision and control of external auditors and Group auditors resides with the Board of Directors. Discussing the reports of internal and external auditors lies within the sphere of competence of the Board of Directors, who are supported in this endeavor by the Audit Committee. The Audit Committee regularly receives and discusses

reports from representatives of the external auditors or the Group auditors. Detailed information on remuneration is provided in the financial part. http://www.six-group.com/about/publications/annual_report_en.html.

Auditor's fees

CHF 1,000	31.12.2008
Audit fee of Ernst & Young Ltd	1,592
Additional fees of Ernst & Young Ltd for audit-related services	853

Information policy

Up-to-date information is available at www.six-group.com. Calls for meetings and messages to the shareholders are sent by post to the addresses mentioned in the share register. Subject to legal requirements, announcements to creditors are published in the Swiss Official Gazette of Commerce.

SIX Group Ltd publishes its business results semiannually. All registered shareholders are sent a brief report (shareholder letter) containing an overview of the Group's business development and activities. The annual report can be downloaded from the SIX Group's website or ordered from the following address:

SIX Management AG
Corporate Communications
Selnaustrasse 30, P.O. Box 1758, 8021 Zurich, Switzerland