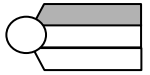


Organisation Charts

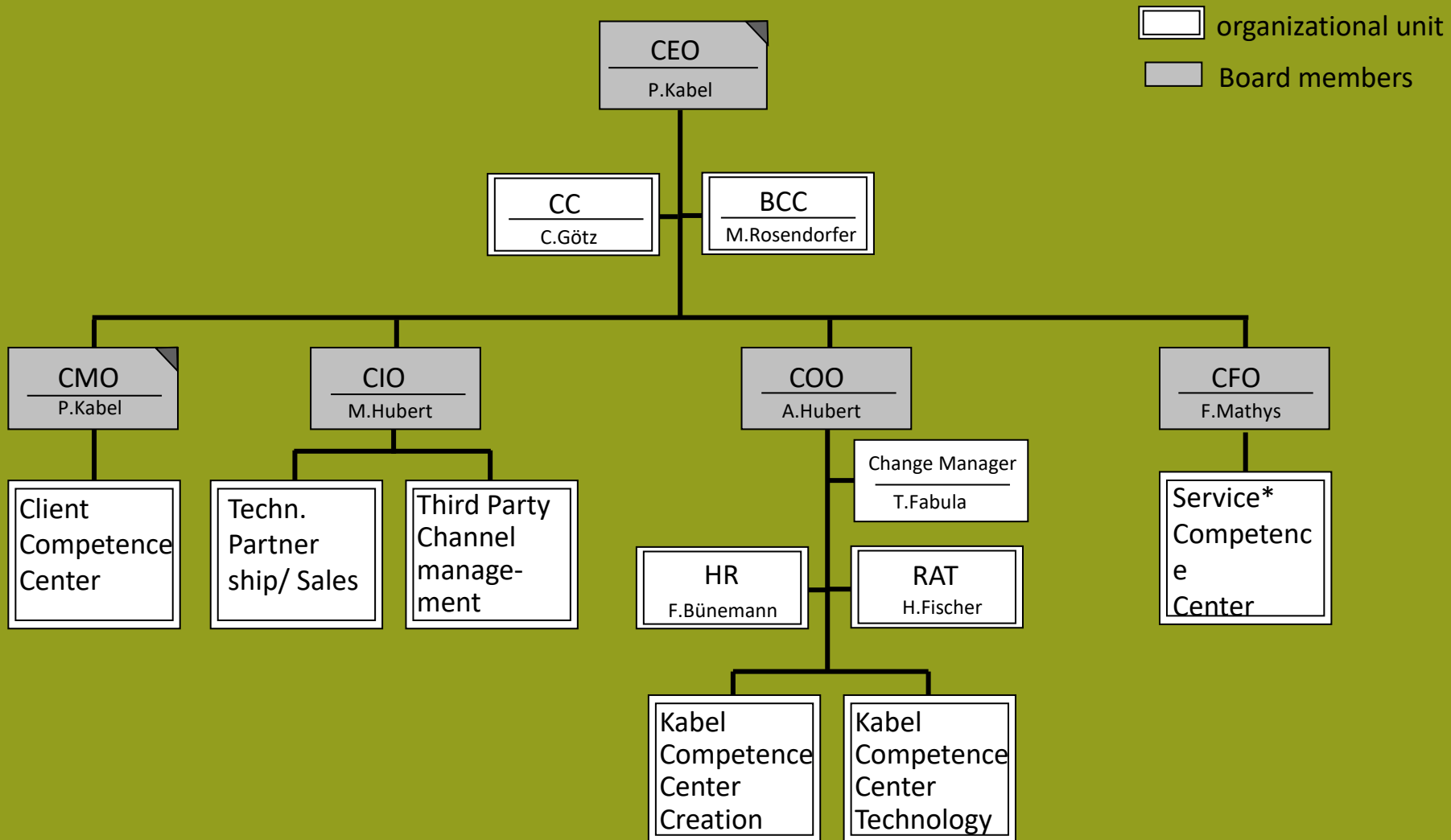
Kabel New Media AG

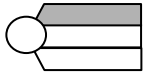
Excerpt from: Kick-off Meeting Top Management

Hamburg, May 1. 2001



OVERVIEW TARGET STRUCTURE ORGANIZATION





ROLES & RESPONSIBILITIES OF BUSINESS UNITS

Client Competence Center

- Client management (client relations, acquisition and penetration)
- Project management (P&L management, processing, and monitoring)
- Sales staff training and support
- Development of industry knowledge base (establish and exchange industry expertise both internally and externally)

Business Competence Center

- Business solution management (establish and bundle business solutions for clients)
- Portfolio management (take up new issues or terminate old ones)
- Proposal of internal requirements and strategic orientation
- Sales support for client acquisition and penetration
- Set up of Kabel internal Knowledge platform
- External presentation of Kabel business solution know-how

Kabel Competence Center

- Project and sub-project handling (Creation and organization of technological and operational competence & quality)
- Group wide management & responsibility for operational resources and expenses
- Handling of purchased services
- Sales Support (CCC and BCC)
- Development of technical and creation knowledge base (exchange both internally and externally)

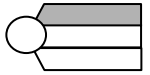
Service Competence Center

Central

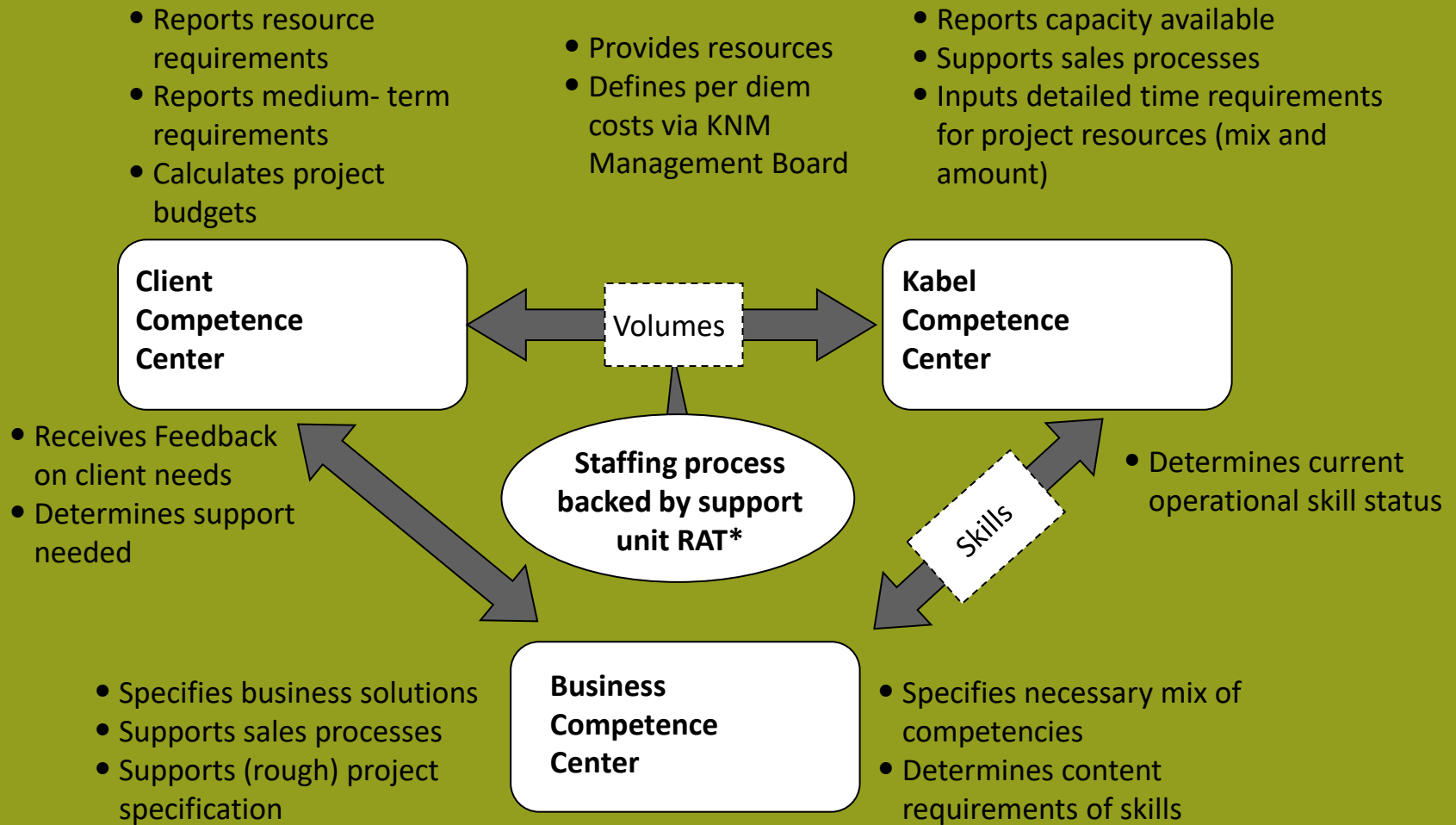
- Central responsibilities (e.g., Finance, IT, PR, Legal, Purchase)
- Provision of central services (e.g., payroll, invoicing) to minimize decentralized support functions

Decentralized

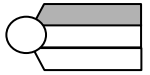
- Provision of infrastructure (e.g., offices, IT)
- Local responsibility for infrastructure costs (Office Manager)



INTERACTION AMONG BUSINESS UNITS



* RAT= Resource allocation team; Detailed process to be defined



EXTERNAL INTERACTION OF BUSINESS UNITS

- Secures new client acquisition
- Maintains coverage of existing clientele
- Documents client needs
- Organizes and monitors projects
- Communicates Kabel industry knowledge

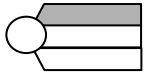
**Client
Competence
Center**

**Kabel
Competence
Center**

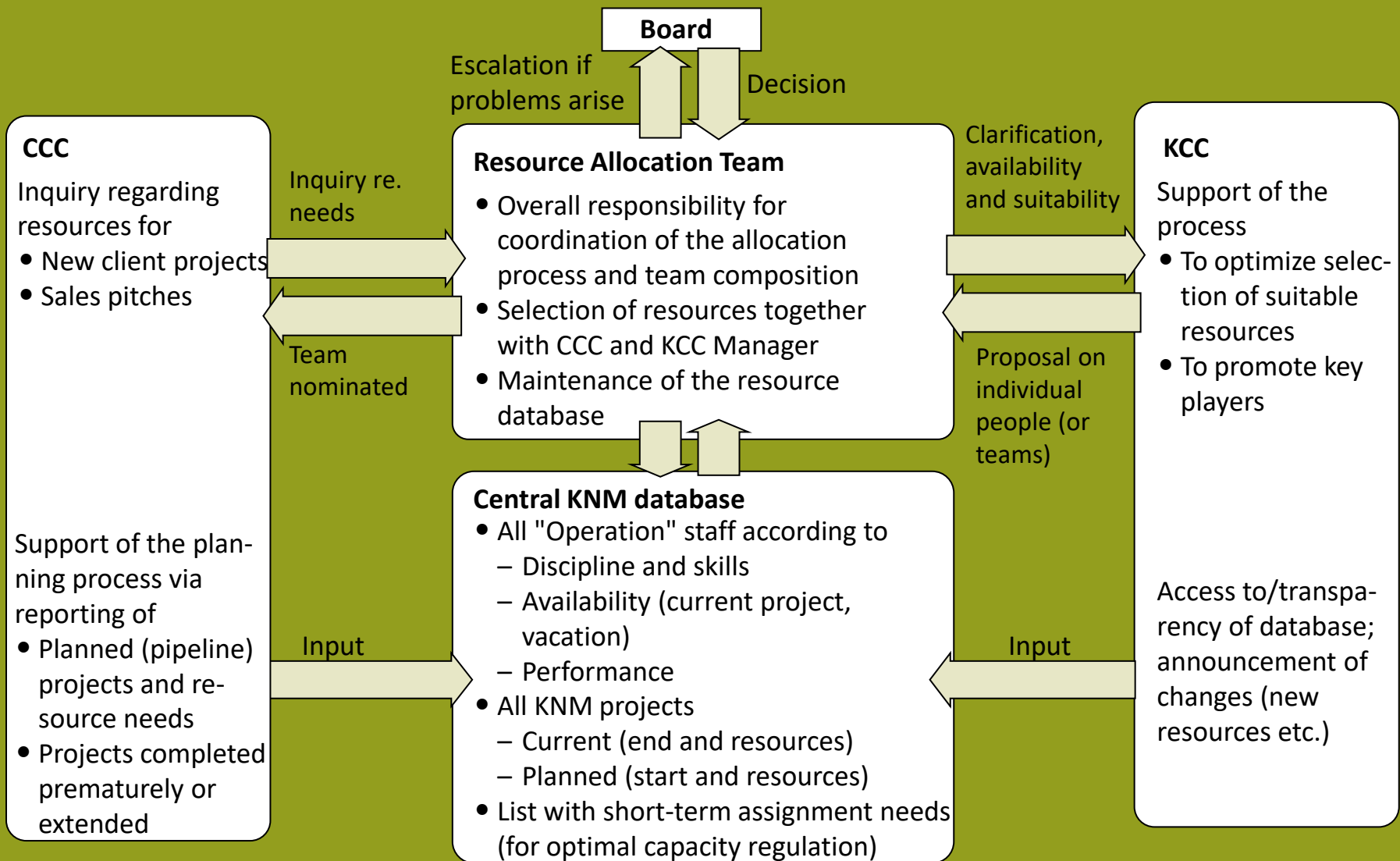
- Documents technological trends
- Recruits operat. personnel
- Benchmarks costs
- Handles projects
- Communicates Kabel operational knowledge

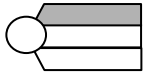
**Business
Competence
Center**

- Documents and evaluates market trends
- Communicates Kabel business solution knowledge



ORGANIZATION OF RESOURCE ALLOCATION





ADDITIONAL MANAGEMENT BOARDS

CCC board

BCC board

Change management board

Employee board

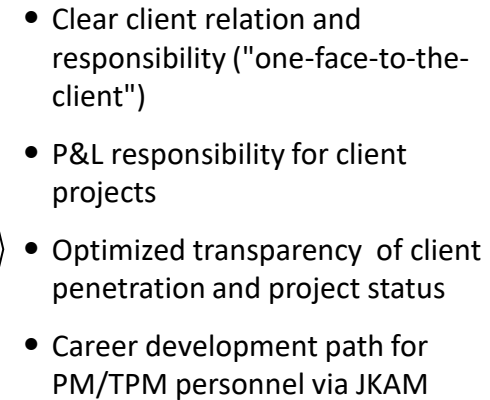
Extended management board

Focus

- Exchange of current and planned client activities across industry sectors
- Definition of strategic direction
- Preparation of KNM board reports
- Discussion of new trends/technologies and evaluation of relevance for KNM business
- Selection of potential new project topics
- Review of current BCC activities and proposed project business plans
- Review of current implementation status
- Discussion and solving of operational process problems and people issues
- Preparation of employee board
- Discussion of operational changes and specific status/problems of location
- Discussion of strategic topics
- Information of Top-Management
- Lower meeting frequency (ca.bi-monthly)

Participants

- CMO, CIO
- Selection of SKAMs
- BCC representative (guest)
- CEO, CIO
- BCC manager
- Selection of SKAMs and KCC representatives
- Change manager
- Change agents
- Practice leader creations
- Local change agent
- Location employees
- tbd



* Junior Key Account Manager

CLIENT COMPETENCE CENTER - DETAILED TASKS AND REQUIREMENTS

Tasks

Client
and sales
management

- Draft and refine client strategies and business plans
- Provide client support and increase coverage of existing clients (penetration)
- Acquire new clients
- Act as contact for (top) management clients
- Process and evaluate management reports (internal and external)

Project
management

- Handle and assume responsibility for client projects
- Assume P&L responsibility (by project and by client)
- Ensure overall quality in client projects
- Select and monitor project team

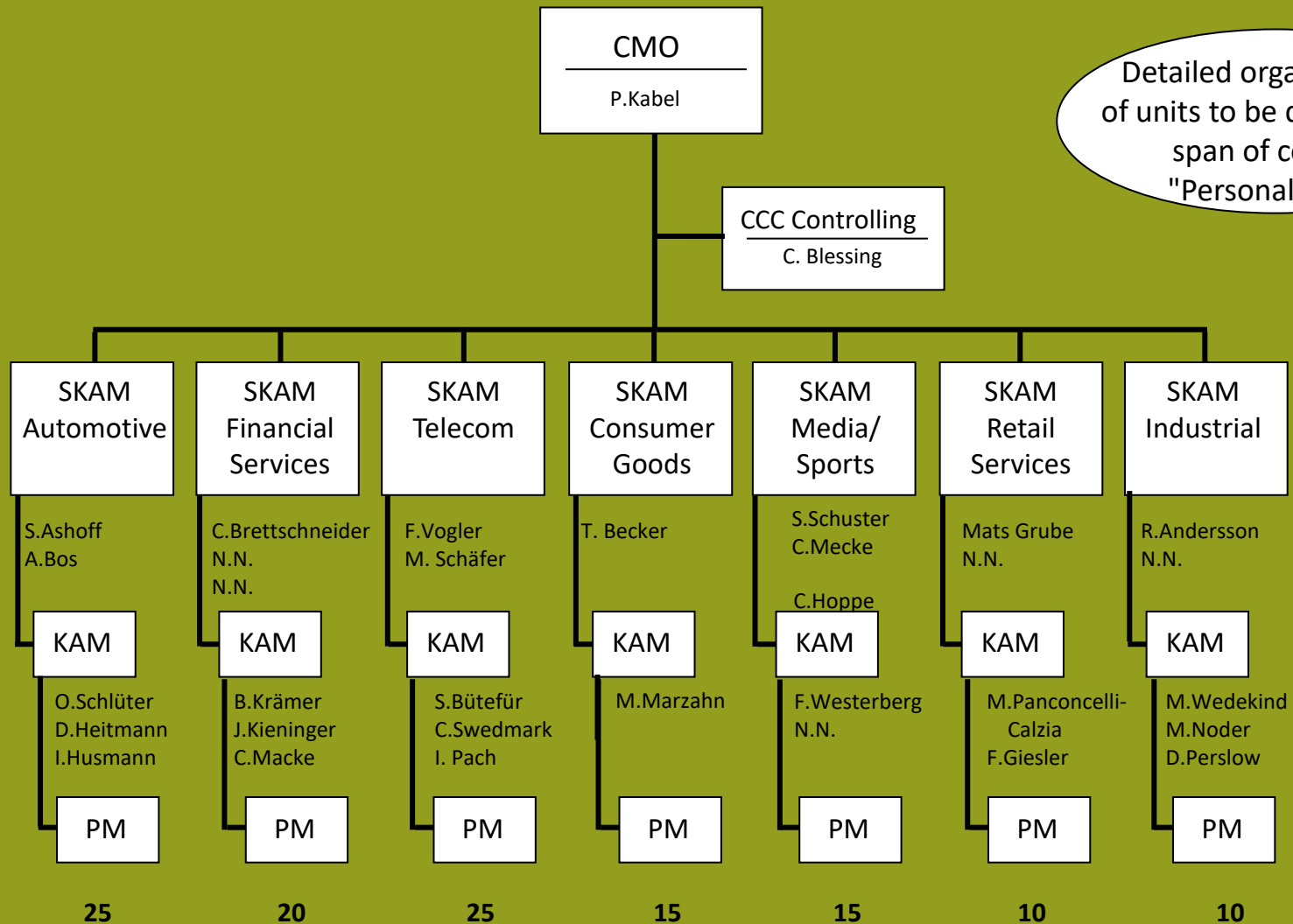
Sales personnel
development

- Identify and train junior key account managers (e.g., from PMs, TPM, consultant pool)

Build
know-how

- Build industry/client expertise
- Ensure internal exchange of expertise and demonstrate expertise externally

TARGET STRUCTURE ORGANIZATION – CCC



CCC BOARD - DETAILED TASKS AND REQUIREMENTS

Tasks

Create transparency

- Exchange information on the current/future situation of marketing and sales department
- Agree and optimize overall sales personnel capacity
- Identify overlap in prospective client/industry leads; decide assignments

Define strategy

- Specify strategic client orientation
- Identify prospective clients
- Assign KAMs to new clients

Communication

- Set up a communications platform among top management Marketing and Sales and industry sectors
- KAM reported status on client/market developments to BCC, CMO, and Operations
- BCC reported status on current and potential issues

Specify standards


- Specify standards for CCC processes
- Specify standards for KAM evaluation

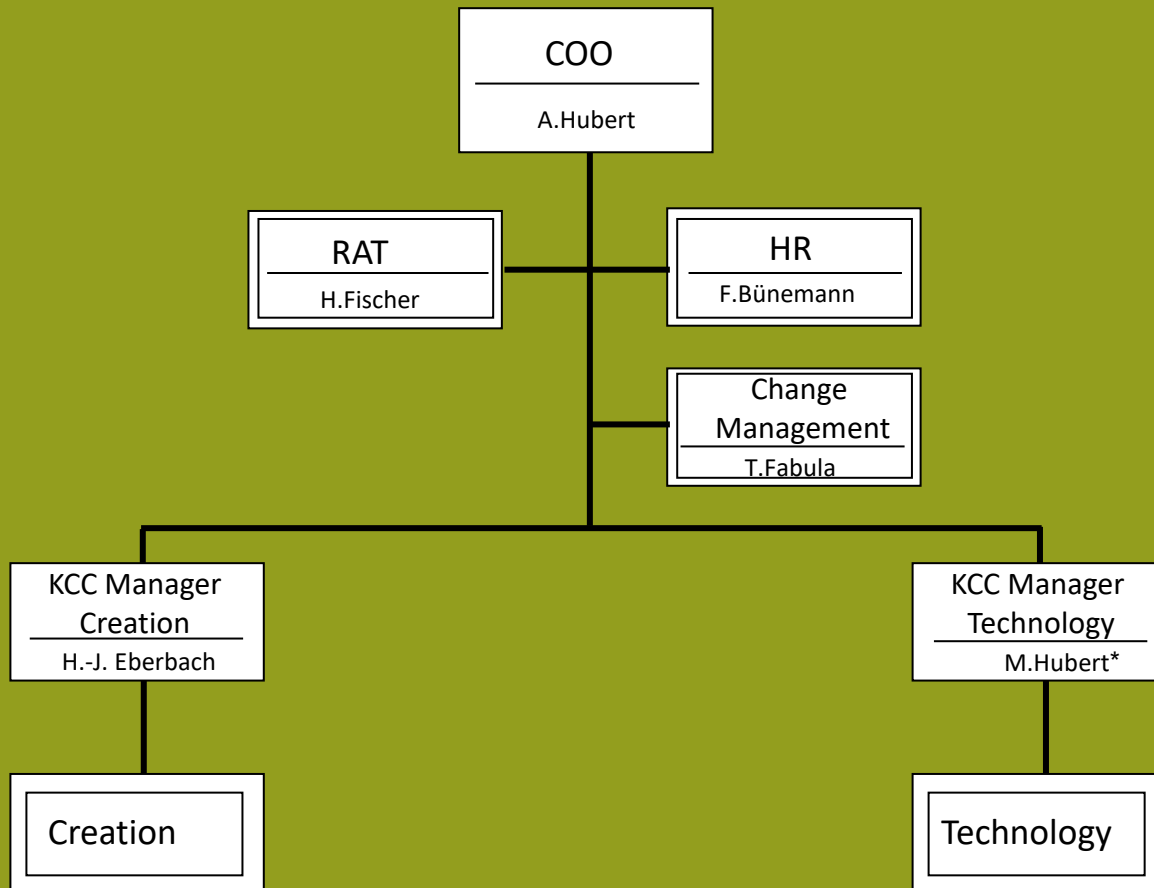
People development

- Decide on new SKAMs, KAMs, JKAMs

Members:
CMO, CIO, selected SKAMs
Guests:
Manager BCC/KCC

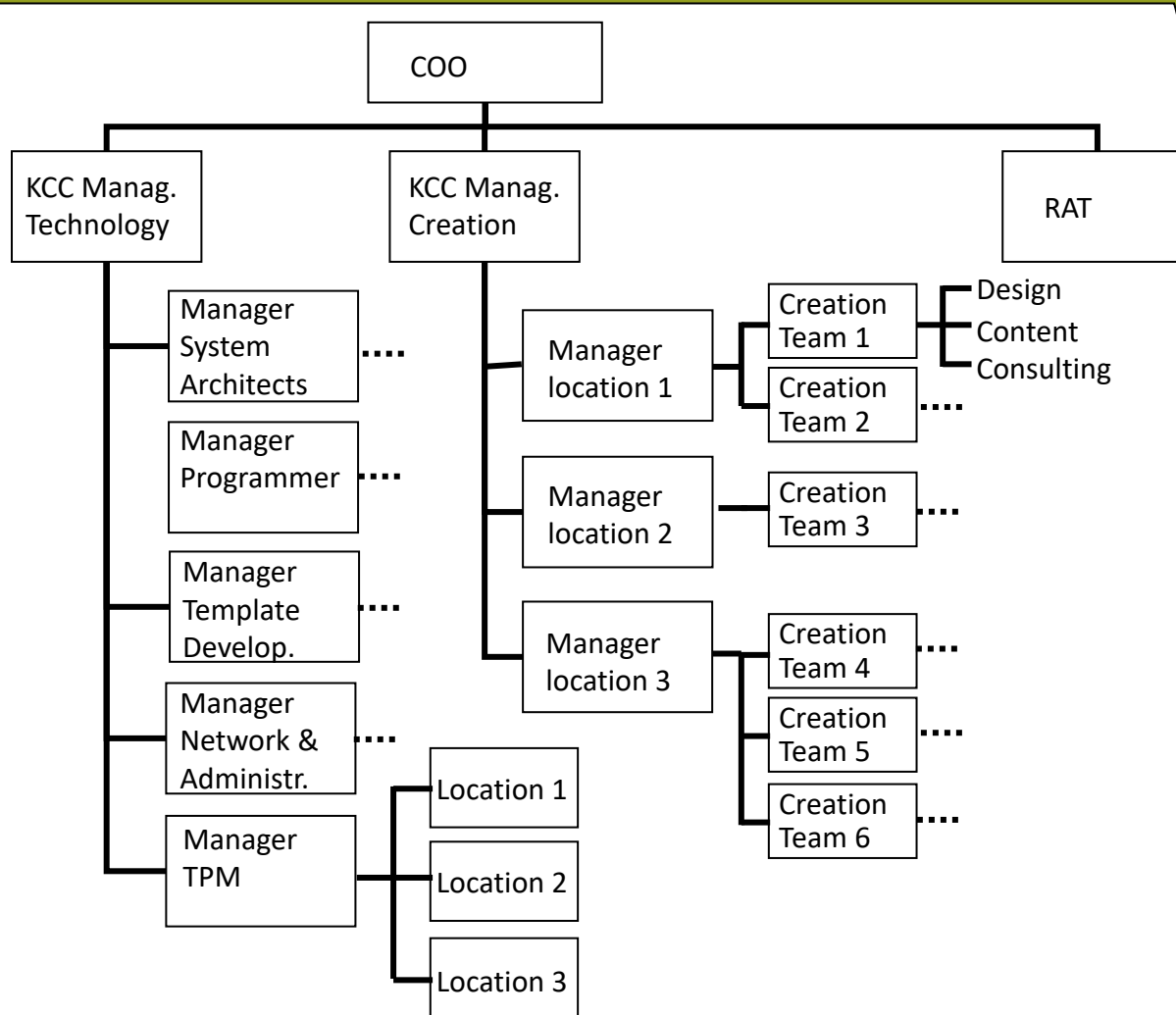
TARGET ORGANIZATION - OPERATIONS

 organizational unit



* interim management

TARGET ORGANIZATION OPERATIONS - KCC AND RAT



Group wide organization with

- Central coordination/ responsibility (KCC Technology, KCC Creation)
- Cross-regional team assembly/ sub-structure (one manager per location and team leader for 7 members approx.)
- Maximized transparency of utilization and efficiency of production units and resources

KABEL COMPETENCE CENTER - DETAILED TASKS & REQUIREMENTS

Tasks

Project execution

- Handle projects and subprojects
- Conduct operational quality assurance (technology and production)
- Perform operational maintenance and refinement of the business solutions on client projects
- Select appropriate members for the team

Personnel management

- Install cross-locational responsibility for personnel cost centers (KCCs)
- Install responsibility for personnel management: personnel planning and adjustment, personnel recruiting and salary negotiation, personnel evaluation, personnel training, etc.
- Ensure close coordination/sharing of responsibility with RAT

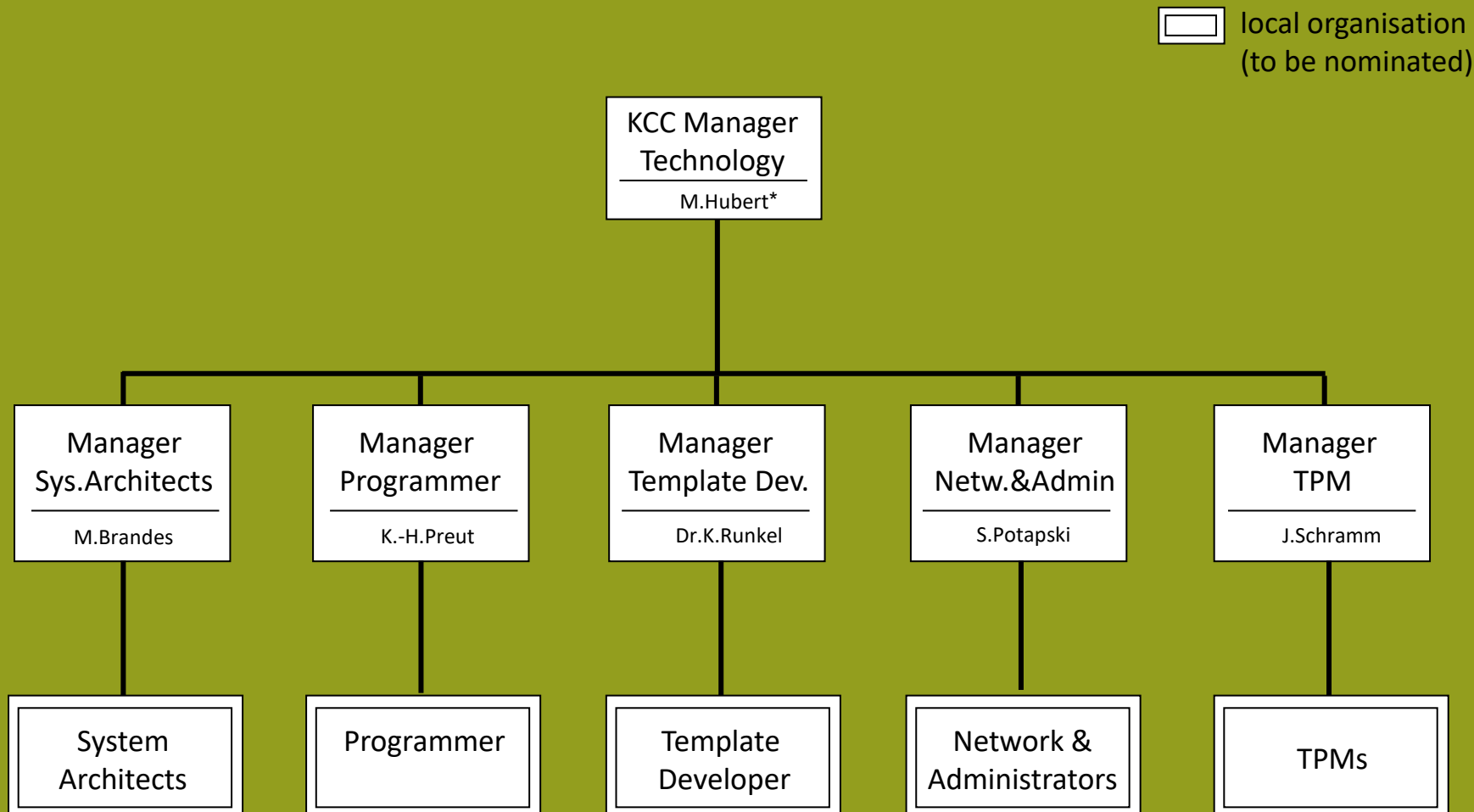
Sales/BCC support

- Support the client acquisition and coverage process by transferring know-how and providing resources
- Support business solution development by transferring know-how and providing resources

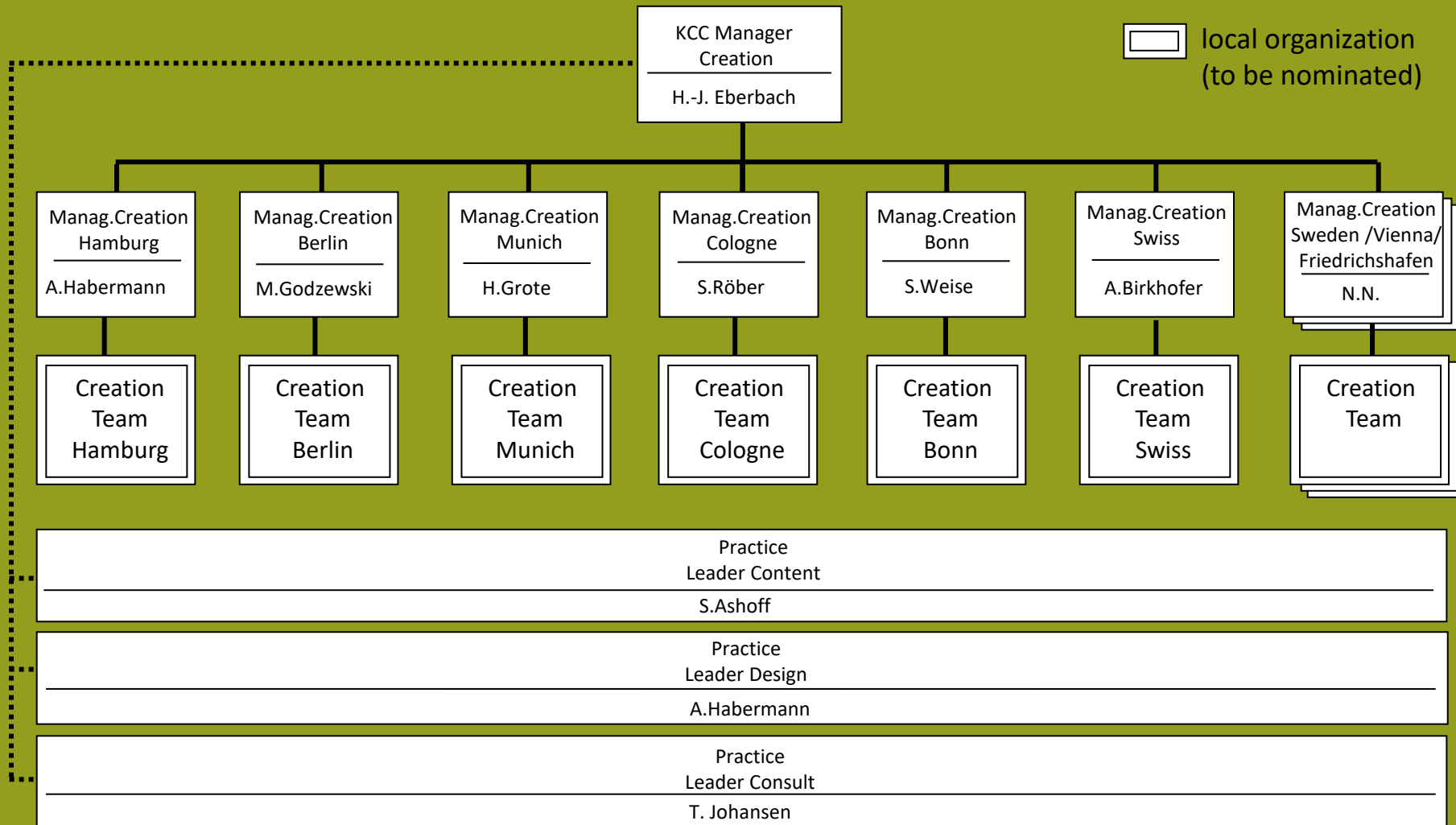
Know-how development

- Build up know-how (technology, production)
- Ensure internal exchange of expertise and demonstrate expertise externally

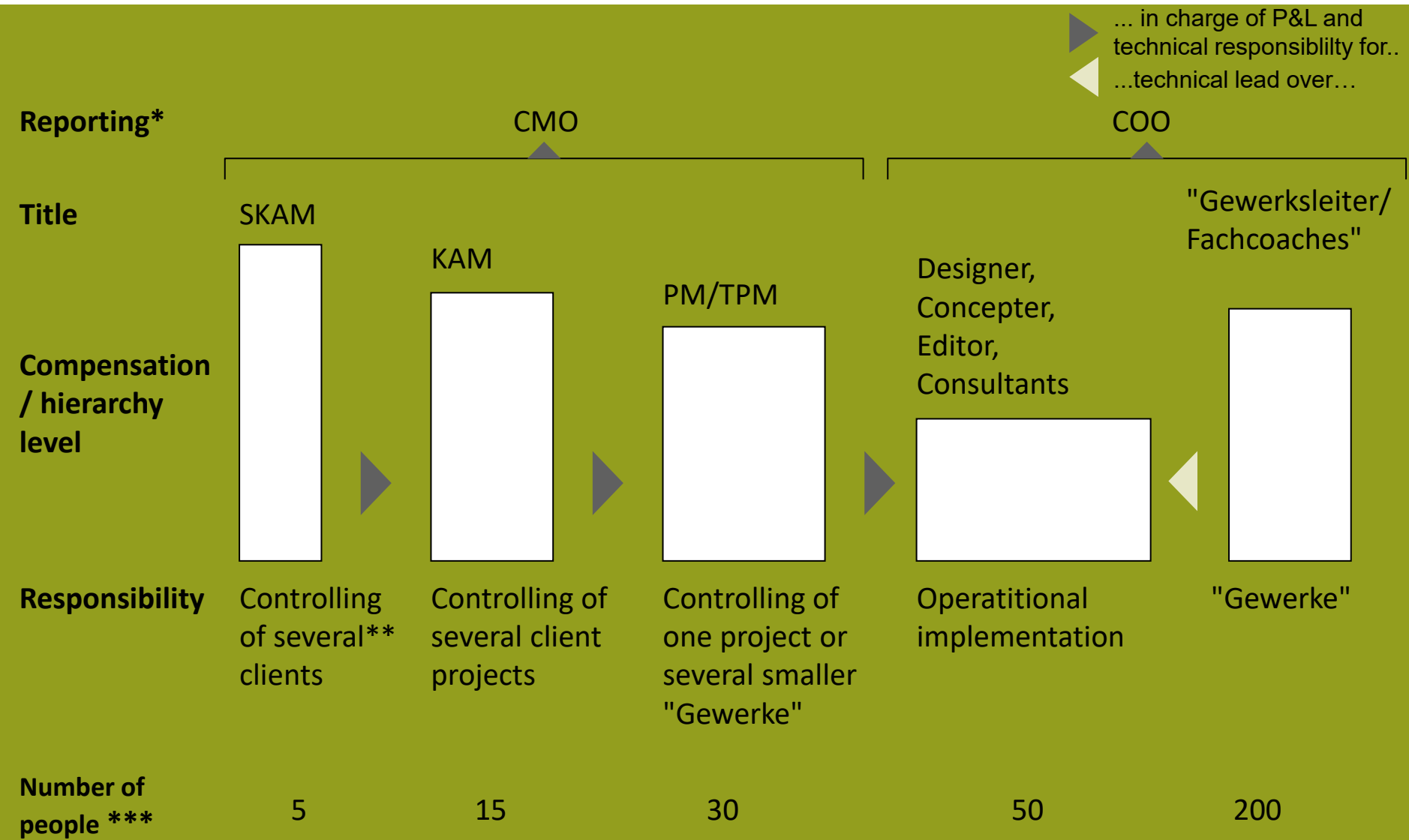
OVERVIEW TARGET ORGANIZATION – KCC TECHNOLOGY



OVERVIEW TARGET ORGANIZATION – KCC CREATION



TARGET ORGANIZATION – P&L RESPONS. CLIENT PROJECT CREATION

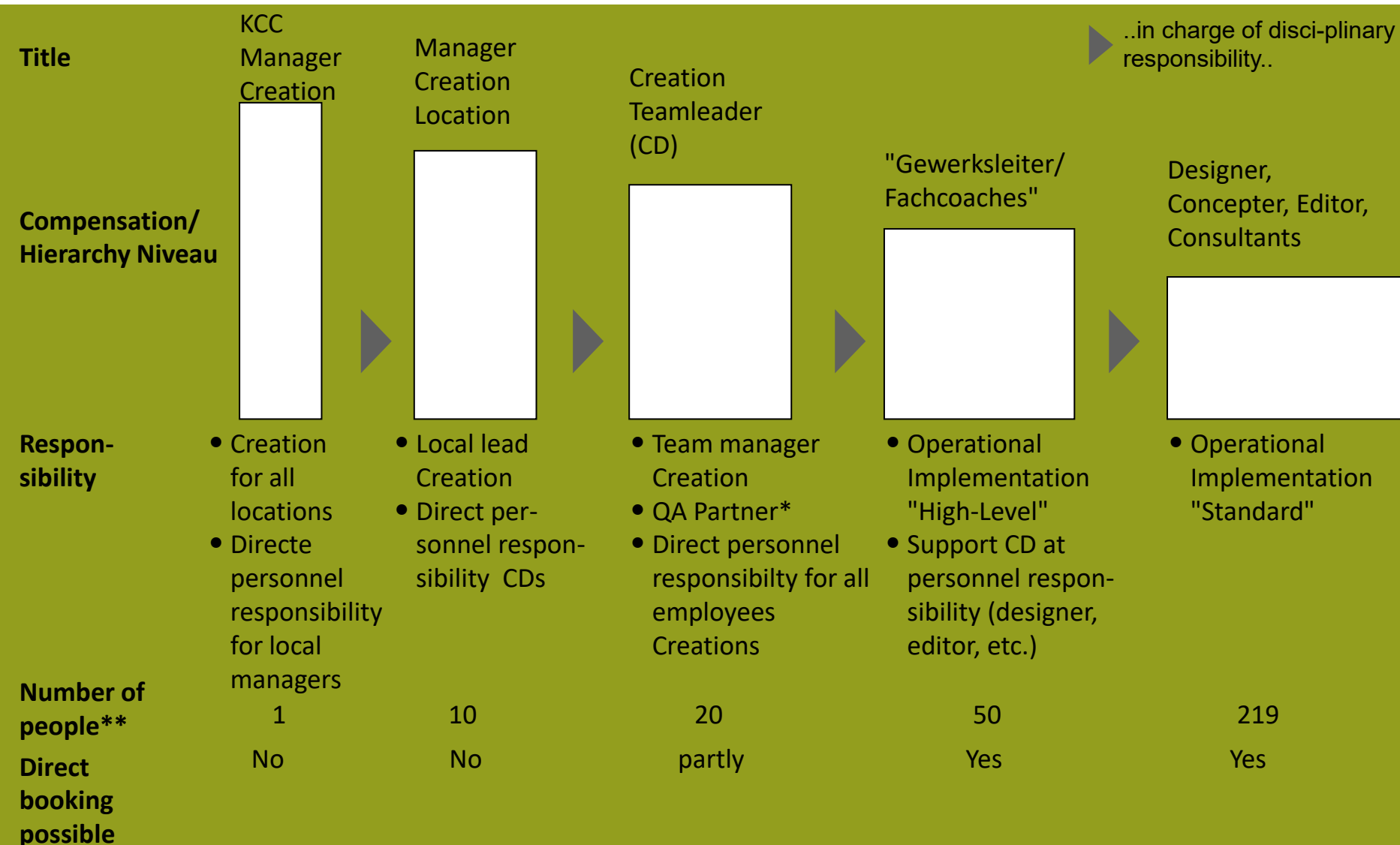


* and disciplinary responsibility

** or huge single clients

*** rough allocation across all locations

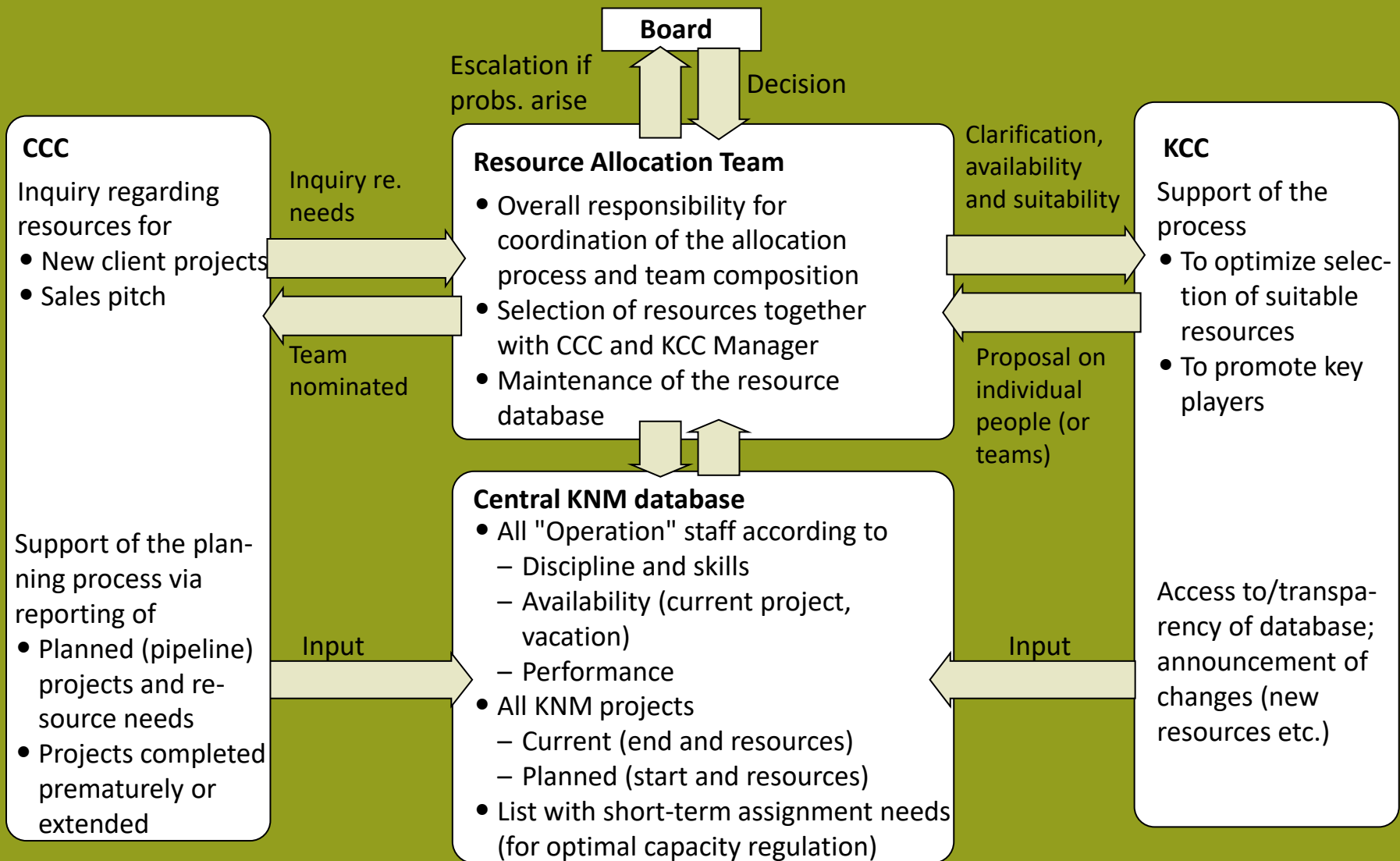
TARGET ORGANIZATION – DISCIPLINARY RESPONSIBILITY CREATION



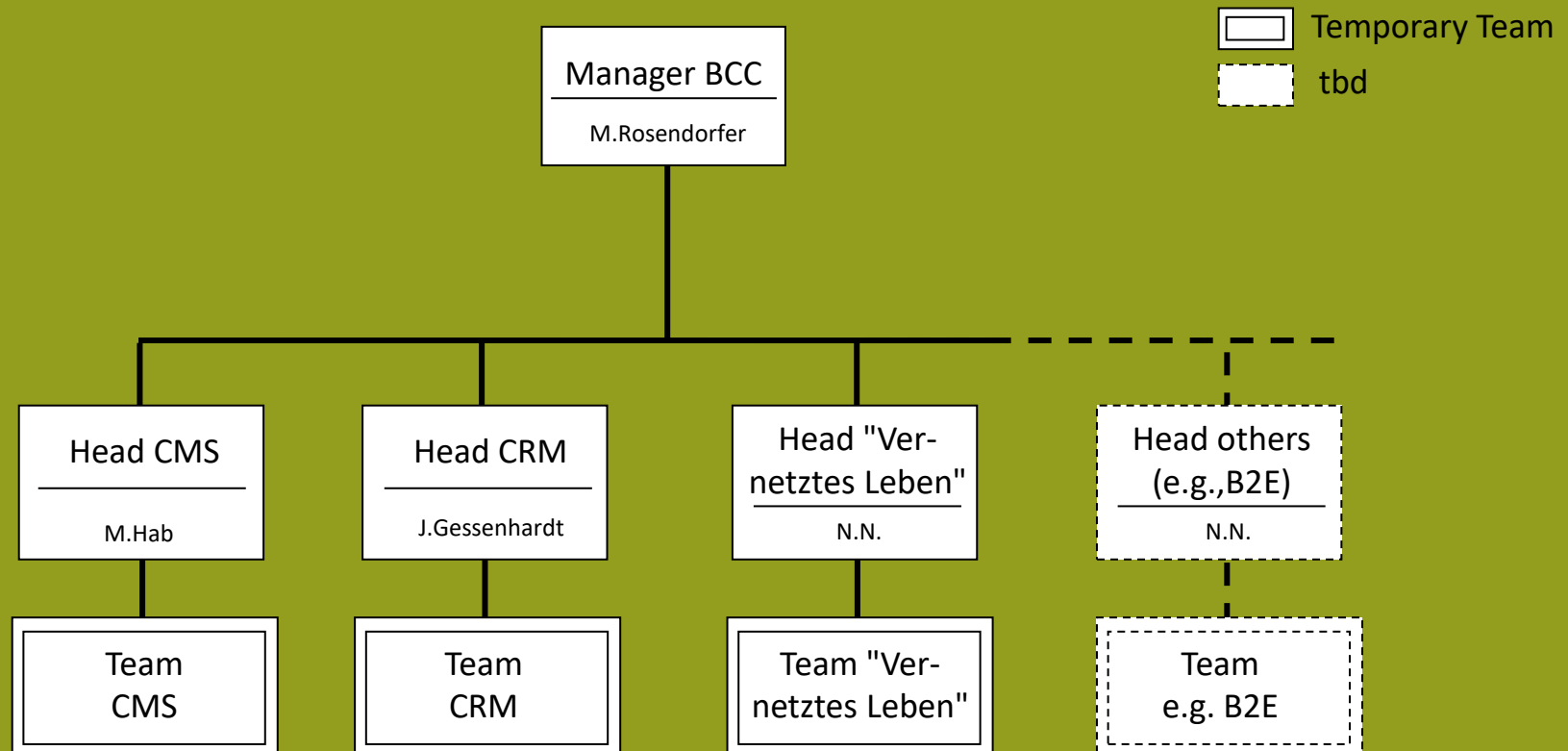
* Quality Assurance for other projects (temporare, repetitive)

** rough allocation across all locations

ORGANIZATION OF RESOURCE ALLOCATION



OVERVIEW TARGET ORGANIZATION – BCC



BUSINESS COMPETENCE CENTER - DETAILED TASKS & REQUIREMENTS

Tasks

Strategic
portfolio
management

- Evaluate the relevance of trends and technologies with a view to the definition of KNM-internal requirements and strategic (re-)design
- Take up new issues and conclude or terminate old ones

Business
solution
management

- Bundle and build innovative/new business solutions for old and new clients (solution packages/service lines)
- Transfer solutions maintenance to CCC/KCCs when implemented in a client project

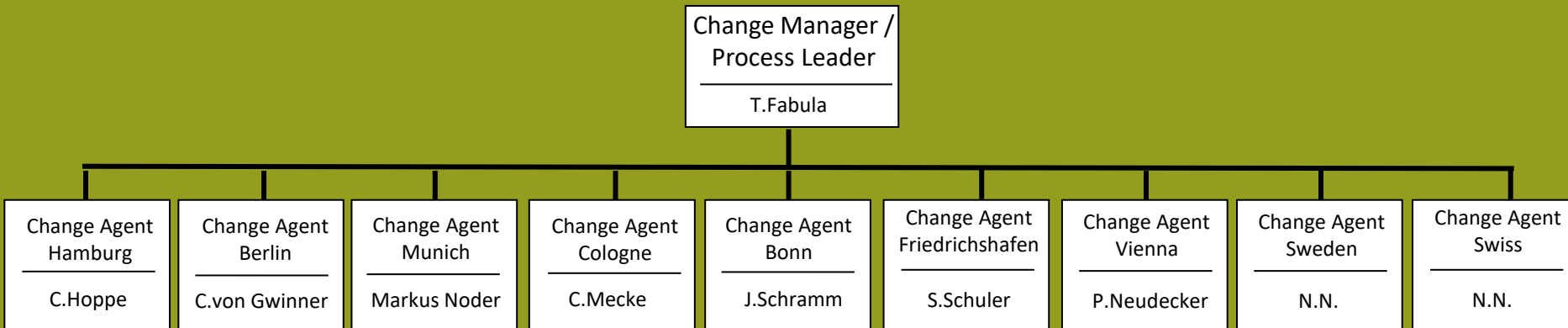
Sales
support

- Support the client acquisition and coverage process by managing know-how and assuming responsibility for the interface between CCC and KCC at sales pitches

Know-how
development

- Develop business solution know-how (themes, technology, trends)
- Design and implement Kabel internal knowledge management processes
- Ensure internal exchange of expertise and demonstrate expertise externally

OVERVIEW TARGET ORGANIZATION – CHANGE MANAGEMENT



CHANGE MANAGEMENT TEAM - DETAILED TASKS AND REQUIREMENTS

Tasks

Implementa- tion

- Assure implementation of new, standardized processes in all KNM locations
 - Present and discuss process flows with all respective personnel
 - Follow up problems and adress to process manager/ KNM management

Communica- tion

- Communicate organizational changes in locations
 - Support local roadshows (16-18 May) to announce implementation of new structure and personnel reduction
 - Organize and execute employee boards to coninously inform employees and collect feedback

Controlling

- Controll and report status of implementation
 - Update and check milestone plan
 - Frequent information of KNM top management
 - Dccument change process