



Corporate Governance Guidelines

The DIRECTV Group, Inc. Corporate Governance Guidelines

As revised by the Board on February 7, 2006

These Corporate Governance Guidelines of The DIRECTV Group, Inc. (the "Company") were approved by the Company's Nominating and Corporate Governance Committee and approved and adopted by the Company's Board of Directors ("Board") on March 16, 2004. The Nominating and Corporate Governance Committee shall review these Guidelines periodically and recommend amendments to the Board as necessary.

I. Responsibilities and Compensation of the Board

- A. **Responsibilities.** The Board is responsible for the management of the property, business and affairs of the Company, in the interests of the Company stockholders. The Board fulfills this basic responsibility, directly or by delegating certain responsibilities to Committees of the Board or management of the Company, as follows:
- a. through carefully reviewing material provided in preparation for Board or Committee meetings; by regular attendance, and careful attention, at Board and Committee meetings; and by otherwise becoming properly informed regarding the Company's management, property, business and affairs;
 - b. by regularly evaluating, fixing the compensation of, and, where appropriate, electing or replacing executive officers of the Company;
 - c. by providing advice and counsel to the Chief Executive Officer of the Company;
 - d. by approving the Company's strategic plans and basic business objectives;
 - e. by evaluating and approving or, where appropriate, rejecting material business transactions, including Related Party Transactions (as defined by the Audit Committee in accordance with the Company's By-Laws);
 - f. by reviewing the Company's financial and business performance, and any major changes in appropriate auditing and accounting principles and practices; by providing oversight of internal and external audit processes and financial reporting; through establishing and evaluating risk assessment and legal compliance procedures and practices; and
 - g. by performing such other functions as the Board determines are appropriate or as are otherwise legally required.
- B. **Compensation.** The Compensation Committee recommends to the Board for approval the form and amount of director compensation and evaluates the status of Board compensation in relation to comparable U.S. companies (in terms of size, type of business, etc.), reporting its findings and recommendations to the Board for approval.

II. Board Committees

The Board currently has three committees: Audit, Compensation and Nominating and Corporate Governance. Membership on such committees is limited to Independent Directors (as determined in accordance with the Company's By-Laws and the Corporate Governance Standards of the New York Stock Exchange). The Board retains discretion to form new committees or disband current committees depending upon the circumstances, subject to the Company's Certificate of Incorporation and By-Laws and applicable law.

The Nominating and Corporate Governance Committee, after consultation with the Chairman of the Board and the Chief Executive Officer, and with consideration of the desires of individual directors, makes recommendations to the Board concerning the function, composition, structure, skills, characteristics and diversity of the Board and its Committees, for Board approval.

III. Senior Management

The Company currently has a Chairman of the Board, a Vice Chairman, a President and Chief Executive Officer, a Chief Financial Officer, a Chief Accounting Officer, a General Auditor, a General Counsel, a Secretary and a Treasurer, as well as certain Vice Presidents and other subordinate officers. Responsibilities of the senior management of the Company are established in accordance with the By-Laws or as otherwise determined by the Board.

The Chief Executive Officer has general supervision of the property, business and affairs of the Company and manages the day-to-day operations of the Company.

IV. Information for Board and Committees

A. Director Orientation and Continuing Education

The Board has delegated to the Nominating and Corporate Governance Committee the task of designing, with Company management, an appropriate orientation program for new directors that would include background material, meetings with senior management and visits to Company facilities. This Committee also explores, makes available and provides continuing education opportunities for directors, from time to time.

B. Board Agenda, Information and Presentation

The Chairman of the Board, with input from the Chief Executive Officer, establishes the agenda for each Board meeting. Each director is free to suggest the inclusion of additional items on the agenda and the Chairman of the Nominating and Corporate Governance Committee is specifically responsible for consulting with the Chairman of the Board and the Chief Executive Officer on agenda items for the Board meetings and on the information to be provided to directors in advance of the Board meetings.

Information and data that is important to the Board's understanding of the business is distributed in writing to the Board generally three to five days before the Board meets, although a shorter or longer time for such distribution may be appropriate depending on the circumstances and the matters to be considered. Management is responsible for assuring that sufficient information is provided for the Board to appropriately consider the relevant matter.

C. Board Access to Senior Management and Advisors

Directors have complete access to senior management of the Company and its principal subsidiaries and to the Board's advisors. Directors are expected to use good judgment to ensure that this contact is not distracting to the business operation of the Company, and that independent advisors are used efficiently.

The Chairman of the Board or the Chief Executive Officer may invite members of senior management to attend meetings of the Board. The Board encourages such attendance by persons who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) have future potential such that management believes the Board should have greater exposure to the individual.

D. Stockholder Access to Non-Management Directors

Stockholders wishing to communicate with the non-management directors may send a letter by regular or express mail addressed to the Secretary, The DIRECTV Group, Inc., Building R8, M/S A108, 2230 E. Imperial Highway, El Segundo, CA 90245, Attention: Board of Directors. All correspondence sent to that address will be delivered to those directors on a quarterly basis, unless management determines in an individual case that it should be sent more promptly. All correspondence to directors will be acknowledged by the Secretary and may also be forwarded within the Company to an appropriate subject matter expert for review. Stockholder concerns relating to accounting, internal controls or auditing matters are immediately brought to the attention of the Company's internal audit function and handled in accordance with procedures established by the Audit Committee with respect to such matters which include an anonymous toll-free hotline (1-800-860-4031).

V. Director Qualification Standards

A. Selection of Board Nominees

The Board is responsible for recommending director nominees to stockholders for election. The Board has delegated the screening process to the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis,

the appropriate skills and characteristics required of directors in the context of the then current make-up of the Board. This assessment includes issues of judgment, diversity, experience, skills (such as understanding of relevant technologies, business background, etc.), in the context of an assessment of the perceived needs of the Board at that time.

The Nominating and Governance Committee considers recommendations for Board candidates submitted by stockholders using the same criteria it applies to recommendations from directors and members of management. Subject to limitations in the Company's Certificate of Incorporation, By-Laws and applicable law, stockholders may submit recommendations by writing to this Committee in care of Secretary, The DIRECTV Group, Inc., Building R8, M/S A108, 2230 E. Imperial Highway, El Segundo, CA 90245.

Invitations to serve as a nominee are extended by the Board itself via the Chairman of the Board and the Chairman of the Nominating and Governance Committee.

B. Board Independence

The Board has a majority of directors that it has affirmatively determined lack a "material relationship" with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company or its Subsidiaries or with the Purchaser Group or its Affiliates (as defined in the Company's Certificate of Incorporation) (collectively referred to as the "Affiliated Group")), subject to the guidance provided by the Corporate Governance Standards of the New York Stock Exchange. Relevant defined terms in the Company's Certificate of Incorporation are attached as Exhibit A.

A material relationship will be found to exist and a director will not be independent if:

1. within the past three years
 - a. the director is or has been an employee of the Affiliated Group or an immediate family member is or has been an executive officer of the Affiliated Group;
 - b. the director has received, or has an immediate family member who has received during any twelve-month period, more than \$100,000 in direct compensation from the Affiliated Group, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided that such compensation is not contingent in any way on continued service);
 - c. the director or an immediate family member is a current partner of a firm that is the Affiliated Group's internal or external auditor; the director is a current employee of such firm; the director has an immediate family member who is a current employee of such a firm and who participates in the firm's audit, assurance or tax compliance practice; or the director or an immediate family member was (but no longer is) a partner or employee of such firm and personally worked on the Affiliated Group's audit within that time;
 - d. the director or an immediate family member is or has been employed as an executive officer of another company where any of the Affiliated Group's present executive officers at the same time serves or served on that company's compensation committee; and
 - e. the director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Affiliated Group for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's gross revenues.
2. the director is affiliated with a tax-exempt entity that within the past 12 months received significant contributions from the Affiliated Group (revenue of the greater of 2% of the entity's consolidated gross revenues or \$1 million is considered significant); and
3. the director has any other relationships with the Affiliated Group or with members of senior management that the Board determines to be material.

For purposes of this determination, an "immediate family" includes a person's spouse, parents, siblings, children, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone who shares such person's residence.

C. Charitable Contributions

The Nominating and Corporate Governance Committee is responsible for evaluating at least annually, and reporting to the Board regarding, charitable contributions by the Company to any nonprofit organization with which any director is affiliated.

D. Commitment and Limits on Other Activities

As an alternative to specific rules limiting the number or type of boards on which a director may serve, or other activities in which a director may engage, the Nominating and Corporate Governance Committee formally reviews these matters at the expiration of the director's term in connection with its evaluation of each director's continuing on the Board. Directors are asked to advise the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another board.

E. Term and Age Limits

As an alternative to term and age limits, the Nominating and Corporate Governance Committee formally reviews each director's continuation on the Board at the expiration of the director's term.

VI. Board and Committee Meetings

A. Regular Meetings

The Board and the Audit Committee each meets at least quarterly. The Compensation Committee and the Nominating and Corporate Governance Committee each meets at least twice a year.

B. Executive Sessions

The non-employee directors (i.e., those directors who at the time of taking office as a director, are not employees of the Company or any subsidiary of the Company) meet in executive session at each meeting of the Board unless otherwise determined at the meeting, without members of management present. If any of the non-employee directors does not qualify as an independent director, at least annually an additional executive session is held attended only by independent directors.

The executive sessions of the independent directors have such agendas and procedures as are determined by the Chairman of the Nominating and Corporate Governance Committee. The authority in such sessions to act on behalf of the Company or the Board on any matters requires an express delegation of authority by the Board.

The Board has selected the Chairman of the Nominating and Corporate Governance Committee to serve as lead director and preside at the executive sessions of the independent directors.

VII. Performance Evaluations; Succession Planning

A. Formal Evaluation of Chief Executive Officer

The Board has delegated to the Compensation Committee the task of evaluating the Chief Executive Officer annually and reporting its recommendations to the Board. The Chairman of the Compensation Committee (together with the Chairman of the Nominating and Corporate Governance Committee or the Chairman of the Board if the Chairman of the Board is an independent director) communicates the Board's conclusions to the Chief Executive Officer.

The evaluation is based on objective criteria including performance of the business, accomplishment of long-term strategic objectives and development of management. The evaluation is used by the Compensation Committee in determining the Chief Executive Officer's compensation, subject to applicable terms of his employment agreement and relevant compensation plans approved by the Compensation Committee, the Board and stockholders, if required.

B. Annual Board and Committee Performance Evaluations

The Board will conduct an annual self-evaluation of its performance and the performance of its committees. The Nominating and Corporate Governance Committee recommends to the Board and its Committees the methodology for such evaluations and oversees the completion of such evaluation.

C. Succession Planning

The Chief Executive Officer reports at least annually to the Board on the Company's program for management development and on succession planning. In its consideration of these issues, it is the policy of the Board to consider issues related to Chief Executive Officer and senior executive selection and performance.

In addition, the Chairman of the Board and the Chief Executive Officer establish, and the Board periodically discusses, recommendations as to a successor in the event of the sudden resignation, retirement, death or disability of the Chief Executive Officer.

Exhibit A

"Control" means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise or the beneficial ownership (as such term is used in Rule 13d-3 of the Securities Exchange Act of 1934, as amended) of more than fifty percent (50%) of the voting securities of a Person.

"Person" means any individual, corporation, partnership, limited liability company, firm, joint venture, association, joint-stock company, trust, unincorporated organization, governmental authority or other entity.

"Purchaser" shall mean The News Corporation Limited, an Australian corporation.

"Purchaser Affiliate" means, as of any particular time, a Person that, directly or indirectly through one or more intermediaries, Controls, is Controlled by or is under common Control with the Purchaser as of such time; provided, however, that the term "Purchaser Affiliate" shall not include Hughes and its Subsidiaries.

"Purchaser Group" means Purchaser, Subsidiaries of Purchaser or Purchaser Successors and (i) K. Rupert Murdoch and any executor, administrator, guardian, conservator or similar legal representative thereof, (ii) any member of the immediate family of K. Rupert Murdoch, (iii) Cruden Investments Pty. Limited, an Australian company, and any successor (by merger, consolidation, transfer of assets or otherwise) to all or substantially all of its business and assets, (iv) any settlement and trusts, and any entities which are controlled by settlements and trusts, set up for the benefit of K. Rupert Murdoch or members of his family (exclusively or also for the benefit of others) and (v) any Person acting as agent for Purchaser, any Subsidiary of Purchaser, any Purchaser Successor or any Person described in clauses (i) through (iv) hereof.

"Purchaser Successor" means any Person to whom any member of the Purchaser Group transfers (other than pursuant to open market transactions) more than ten percent (10%) of the outstanding voting securities of Hughes or any successor of any such Person.

"Subsidiary" with respect to a Person, means any corporation, limited liability company, partnership, trust or unincorporated organization of which such Person owns, directly or indirectly, fifty percent (50%) or more of the outstanding stock or other equity interests, the holders of which are entitled to vote for the election of the board of directors or others performing similar functions with respect to such corporation, limited liability company, partnership, trust or unincorporated organization.