

# SPANISH BROADCASTING SYSTEM, INC. MATERIAL CHANGE REPORT

February 13, 2023

Reference is made to that certain indenture (the “Indenture”), dated February 17, 2021, by and between Spanish Broadcasting System, Inc. (the “Company”) and Wilmington Trust, National Association, as trustee (the “Trustee”) governing the Company’s 9.75% senior secured notes due 2026 (the “Notes”). This material change report has been prepared and delivered to holders of Notes in accordance with Section 4.11 of the Indenture. The Company shall be deemed to have satisfied its obligation to furnish this material change report to holders of the Notes upon posting of such report to the Company’s website to which holders of Notes are given access.

## **Item 1.01 Entry into a Material Definitive Agreement.**

### *Sale of Television Assets and Certain Real Estate Properties*

On February 9, 2023, the Company entered into various asset and real property purchase agreements,

including from the Company and its subsidiaries during the 4 years following

the acquisition of WWOZ(TV) in Puerto Rico

and real property in Miami, Florida

The Purchase Agreements are not contingent on financing and, at closing, Voz Media will pay the remaining balances, net of a \$3.8 million non-refundable deposit, with immediately available funds. As it relates to the prepaid advertising that will be bought by Voz Media, such \$7.0 million will be paid to the Company as follows: \$5.0 million at closing and \$2.0 million by the first anniversary of the closing.

The Purchase Agreements contain representations, warranties, covenants, closing conditions, termination rights, and other provisions customary in asset sale transactions in the broadcast television industry, including that the transaction is subject to the prior approval of the Federal Communications Commission (the "FCC").

The transaction is expected to receive regulatory approval by the FCC during the third quarter of 2023 and will close within five (5) business days of meeting the closing conditions set forth in the Purchase Agreements which include the FCC's Consent.