



SPANISH BROADCASTING SYSTEM, INC. MATERIAL CHANGE REPORT

February 15, 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 8.01 Other Events.

Declaratory Ruling Granting Increase in Foreign Equity Ownership Threshold

On February 3, 2023, the Federal Communications Commission released a Declaratory Ruling (“Ruling”) granting the Petition for such relief filed by the Company. The Ruling permits the Company to exceed the 25% benchmark for foreign equity investment established under Section 310(b)(4) of the Communications Act of 1934, as amended. Specifically, the Ruling allows foreign investors to own up to 49.99% of the Company’s equity in the aggregate. As a result of the Ruling, the Company has issued an additional 1,167,568 shares of its Class A Common Stock to former holders of its Series B Preferred Stock. This share distribution to non-U.S. individuals and entities completes the terms of a settlement agreed to just over two years ago, which terminated the shareholder litigation filed in the Delaware Chancery Court in Cedarview Opportunities Master Fund, L.P., et al. v. Spanish Broadcasting System, Inc. Pursuant to the settlement agreement, that case was dismissed on February 18, 2021.