



## **SPANISH BROADCASTING SYSTEM, INC. MATERIAL CHANGE REPORT**

**September 22, 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 1.02 Termination of a Material Definitive Agreement.**

After careful consideration and a thorough review of the circumstances surrounding the Asset Purchase Agreements dated as of February 9, 2023, by and among Spanish Broadcasting System, Inc. and its Subsidiaries (“SBS”) and Voz Media, Inc. (“Voz”) (the “Agreements”), on September 20, 2023 the Company terminated the Agreements.

On August 21, 2023, SBS served Voz with a written notice of material breach of the Agreements (the “Notice of Breach”). Voz failed to timely respond to the Notice of Breach or otherwise cure the breach. The closing of the transaction was scheduled to take place on September 15, 2023. Voz did not close the transaction, despite the contractual obligation to do so. Accordingly, pursuant to Section 11.1(c) of the Agreements, SBS served Voz with a notice of termination of the Agreements (the “Notice of Termination”). The Notice of Termination is without prejudice to any of SBS’s rights, powers, privileges, remedies, and defenses, now existing or hereafter arising, all of which are hereby expressly reserved.

As a result of this termination, SBS is reevaluating and reinitiating the sale of the television and real estate assets previously outlined in the Agreements. We anticipate that this process will be completed in a timely and efficient manner, with the aim of identifying a suitable buyer who aligns with our objectives.