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SiriusXM Acquires Podcast Management and Analytics Platform Simplecast

With SiriusXM AdTech Subsidiary AdsWizz, Acquisition Enables End-to-End Offering for Podcasters on One Platform, from Creation to Monetization

NEW YORK, June 17, 2020 /PRNewswire/ --SiriusXM announced today the acquisition of Simplecast, a leading podcast management platform that enables podcasters to publish, manage, and measure their content. The Simplecast solution, paired with the award-winning monetization platform of AdsWizz, the adtech subsidiary of SiriusXM, creates an end-to-end solution that enables creators to publish and generate revenue from their podcasts, all in one place.



Led by Founder & CEO, Brad Smith, the Simplecast platform, with its leading content management, audience analytics, and dynamic audio toolset, MAE (Moveable Audio Engine), has attracted some of the largest and most highly respected brands and publishers including *Armchair Expert with Dax Shepard*, *Netflix*, *Maximum Fun*, *Cloud10*, *QCODE*, *Anna Faris is Unqualified*, *Blue Wire*, and *Revision Path*. The Simplecast platform is employed by a wide range of creators, from enterprise-level publishers and networks to independent niche podcasters.

Simplecast and AdsWizz will form SiriusXM's publisher solution business, a full-service platform designed to meet the needs of podcast creators of all sizes. The acquisition expands and strengthens SiriusXM's and Pandora's tools and monetization services for podcasters and publishers. Through AdsWizz, SiriusXM offers a leading adtech solution for podcasters and networks, from dynamic ad insertion to ad serving, new programmatic solutions for podcasting, and the AdsWizz Podcast Marketplace, PodWave. Through Pandora for Podcasters, creators can easily submit their podcasts to reach Pandora's millions of users and get access to data analytics tools and useful audience insights.

"Our goal is to provide audio publishers with state-of-the-art platforms and give them everything they need to be successful," said Alexis van de Wyer, CEO of AdsWizz.

"Empowering podcasters of any size to create, distribute, analyze, and monetize their work is the next natural step in pursuing our vision."

"From the beginning, Simplecast's mantra and mission was to remain laser-focused on podcast creators - building the best tools for publishing and insights," said Brad Smith, the Founder & CEO of Simplecast. "The opportunity and alignment with AdsWizz allows our

product -- and our customers -- access to a powerful monetization platform. Two best-in-class platforms are now able to align with the shared mission of helping publishers succeed, while each team continues to focus on their respective areas of expertise."

With the integration between AdsWizz and Simplecast's MAE, podcast publishers are able to take advantage of the integrated solution starting today.

SiriusXM was represented by Weil Gotshal & Manges LLP as counsel. Simplecast was represented by Telos Advisors, LLC as exclusive financial advisor and Sullivan & Worcester LLP as counsel.

About SiriusXM

Sirius XM Holdings Inc. (NASDAQ: SIRI) is the leading audio entertainment company in the U.S., and the premier programmer and platform for subscription and digital advertising-supported audio products. Pandora, a subsidiary of SiriusXM, is the largest ad-supported audio entertainment streaming service in the U.S. SiriusXM and Pandora together reach more than 100 million people each month with their audio products. SiriusXM, through Sirius XM Canada Holdings, Inc., also offers satellite radio and audio entertainment in Canada. In addition to its audio entertainment businesses, SiriusXM offers connected vehicle services to automakers and directly to consumers through aftermarket devices. For more about SiriusXM, please go to: www.siriusxm.com.

About Simplecast

Simplecast is a leading podcast management and analytics platform, powering podcasts from some of the world's most well-respected creators and brands — delivering nearly a billion audio requests last year. Featuring both the industry's preeminent analytics platform and dynamic audio toolset, MAE, (Moveable Audio Engine), Simplecast has more metrics and more unique insights than any other podcast technology company. Since 2013, the Simplecast suite of tools has made it effortless for podcasters of all sizes to distribute their podcasts anywhere people listen, and grow, understand, and better connect with their audiences. For more about Simplecast, please visit simplecast.com.

This communication contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about future financial and operating results, our plans, objectives, expectations and intentions with respect to future operations, products and services; and other statements identified by words such as "will likely result," "are expected to," "will continue," "is anticipated," "estimated," "believe," "intend," "plan," "projection," "outlook" or words of similar meaning. Such forward-looking statements are based upon the current beliefs and expectations of our management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and generally beyond our control. Actual results and the timing of events may differ materially from the results anticipated in these forward-looking statements.

The following factors, among others, could cause actual results and the timing of events to differ materially from the anticipated results or other expectations expressed in the forward-looking statements: the current coronavirus (COVID-19) pandemic is adversely impacting our business; our substantial competition that is likely to increase over time; our efforts to

attract and retain subscribers and listeners, or convert listeners into subscribers, which may not be successful, and may adversely affect our business; our Pandora ad-supported business has suffered a loss of monthly active users, which may adversely affect our Pandora business; privacy and data security laws and regulations may hinder our ability to market our services, sell advertising and impose legal liabilities; we engage in extensive marketing efforts and the continued effectiveness of those efforts are an important part of our business; consumer protection laws and our failure to comply with them could damage our business; a substantial number of our Sirius XM subscribers periodically cancel their subscriptions and we cannot predict how successful we will be at retaining customers; our ability to profitably attract and retain subscribers to our Sirius XM service as our marketing efforts reach more price-sensitive consumers is uncertain; our failure to convince advertisers of the benefits of our Pandora ad-supported service could harm our business; if we are unable to maintain revenue growth from our advertising products, particularly in mobile advertising, our results of operations will be adversely affected; if we fail to accurately predict and play music, comedy or other content that our Pandora listeners enjoy, we may fail to retain existing and attract new listeners; if we fail to protect the security of personal information about our customers, we could be subject to costly government enforcement actions and private litigation and our reputation could suffer; interruption or failure of our information technology and communications systems could impair the delivery of our service and harm our business; we rely on third parties for the operation of our business, and the failure of third parties to perform could adversely affect our business; our business depends in part upon the auto industry; our Pandora business depends in part upon consumer electronics manufacturers; the market for music rights is changing and is subject to significant uncertainties; our ability to offer interactive features in our Pandora services depends upon maintaining licenses with copyright owners; the rates we must pay for "mechanical rights" to use musical works on our Pandora service have increased substantially and these new rates may adversely affect our business; failure of our satellites would significantly damage our business; our Sirius XM service may experience harmful interference from wireless operations; failure to comply with FCC requirements could damage our business; economic conditions, including advertising budgets and discretionary spending, may adversely affect our business and operating results; if we are unable to attract and retain qualified personnel, our business could be harmed; we may not realize the benefits of acquisitions or other strategic investments and initiatives, including the acquisition of Pandora; our use of pre-1972 sound recordings on our Pandora service could result in additional costs; we may from time to time modify our business plan, and these changes could adversely affect us and our financial condition; we have a significant amount of indebtedness, and our debt contains certain covenants that restrict our operations; our facilities could be damaged by natural catastrophes or terrorist activities; the unfavorable outcome of pending or future litigation could have an adverse impact on our operations and financial condition; failure to protect our intellectual property or actions by third parties to enforce their intellectual property rights could substantially harm our business and operating results; some of our services and technologies may use "open source" software, which may restrict how we use or distribute our services or require that we release the source code subject to those licenses; rapid technological and industry changes and new entrants could adversely impact our services; existing or future laws and regulations could harm our business; we may be exposed to liabilities that other entertainment service providers would not customarily be subject to; our business and prospects depend on the strength of our brands; we are a "controlled company" within the meaning of the NASDAQ listing rules and, as a result, qualify for, and rely on, exemptions from certain corporate governance

requirements; while we currently pay a quarterly cash dividend to holders of our common stock, we may change our dividend policy at any time; and our principal stockholder has significant influence, including over actions requiring stockholder approval, and its interests may differ from the interests of other holders of our common stock. Additional factors that could cause our results to differ materially from those described in the forward-looking statements can be found in our Annual Report on Form 10-K for the year ended December 31, 2019 and Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, which are filed with the Securities and Exchange Commission (the "SEC") and available at the SEC's Internet site (<http://www.sec.gov>). The information set forth herein speaks only as of the date hereof, and we disclaim any intention or obligation to update any forward looking statements as a result of developments occurring after the date of this communication.

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