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SiriusXM to Acquire Stitcher

Transaction will Combine the Leading Audio Entertainment Company in the U.S. with a Pioneer in Podcast Production, Distribution, and Ad Sales

Acquisition will Create the Premier Full-Service Platform for Podcast Creators, Publishers, and Advertisers

Stitcher Podcasts Include Freakonomics Radio, My Favorite Murder, How Did This Get Made?, SuperSoul Sunday from The Oprah Winfrey Network, Office Ladies, Conan O'Brien Needs a Friend, Literally! with Rob Lowe, LeVar Burton Reads, Comedy Bang! Bang!, and WTF with Marc Maron

NEW YORK, July 13, 2020 /PRNewswire/ -- SiriusXM, the leading audio entertainment company in the U.S., announced today that it has entered an agreement with The E.W. Scripps Company (NASDAQ: SSP) to acquire Stitcher, a pioneer in podcast production, distribution, and ad sales. The transaction will advance and deepen SiriusXM's position in podcasting, the fastest-growing sector in the audio entertainment ecosystem.

With the acquisition, SiriusXM's combined properties will contain the largest addressable audience in the U.S. across all categories of digital audio – music, sports, talk, and podcasts. The transaction will also further extend the substantial reach of SiriusXM in the digital audio ad marketplace. The SiriusXM and Pandora owned-and-operated digital platforms, combined with the company's exclusive ad sales arrangement with SoundCloud for the U.S., and the Stitcher and Midroll networks that are subject to the agreement, will reach over 150 million listeners. Upon completion of the transaction, SiriusXM will be better positioned to advance the podcast ad market and help solve some of its critical challenges through precision targeting, ad efficiency, and improved measurement capabilities via a streamlined ad marketplace.

"The addition of Stitcher is an important next step as we continue to develop and strengthen our offering in the fast-growing podcasting market," said Jim Meyer, Chief Executive Officer of SiriusXM. "With Stitcher, we will expand our digital audio advertising presence and look to generate new ways for creators to find and connect with their audiences. Stitcher has a talented team with deep experience in the podcast space, and we look forward to working with them to better meet the needs of creators, advertisers, and listeners."

Stitcher creates original podcasts, operates multiple content networks that each target a specific genre and audience, and provides podcast ad agency services for leading shows. Through its Midroll Media advertising network, Stitcher acts as a sales and marketing representative to connect advertisers and podcasts based on the advertiser's desired target audience. Stitcher also owns and operates a popular mobile app listening platform where

consumers can stream the latest podcasts ranging from news, sports, talk, and entertainment shows on-demand and free of charge. Users can pay for Stitcher's monthly or annual Premium subscription, which gives them access to premium content including exclusive, ad-free, and bonus podcast episodes, along with 300+ comedy albums.

Top Stitcher podcasts include *Freakonomics Radio*, *My Favorite Murder*, *How Did This Get Made?*, *SuperSoul Sunday* from *The Oprah Winfrey Network*, *Office Ladies*, *Conan O'Brien Needs a Friend*, *Literally! with Rob Lowe*, *LeVar Burton Reads*, *Comedy Bang! Bang!*, and *WTF with Marc Maron*.

Upon closing of the transaction, SiriusXM will be the premier full-service platform for podcast creators, publishers, and advertisers – combining the largest digital audio salesforce with a leading podcast ad network. Coming on the heels of SiriusXM's recent acquisition of podcast management and analytics platform Simplecast, the addition of Stitcher, alongside industry-leading ad tech and monetization platform AdsWizz, will expand the company's existing suite of podcast hosting, analytics, insights, and marketplace offerings. Additionally, creators will benefit from the transaction through enhanced production, marketing, and promotion capabilities to drive further listening, engagement, and monetization.

Details of the Transaction

Under the terms of the asset purchase agreement, at the closing, SiriusXM will make a cash payment of \$265 million to Scripps. The agreement provides that SiriusXM will potentially make up to \$60 million in additional contingent payments based on Stitcher achieving certain financial metrics in 2020 and 2021.

The transaction is expected to close in the third quarter of 2020, subject to receipt of required regulatory approvals and the satisfaction of other customary closing conditions.

Guggenheim Securities, LLC is serving as financial advisor to SiriusXM and Weil, Gotshal & Manges LLP is serving as its legal 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. SiriusXM's recent acquisition of podcast management and analytics platform Simplecast alongside industry-leading ad tech subsidiary AdsWizz expands the company's suite of podcast hosting, analytics, insights, monetization, and marketplace offerings. 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 Stitcher

Stitcher is the best place to listen to, produce and monetize podcasts. The Stitcher app,

available for iOS and Android devices, is one of the world's most popular podcast listening platforms, with a growing network of original content and a premium subscription service. Stitcher is the parent company of Midroll Media, the leading podcast advertising network representing over 200 of the world's largest podcasts, and networks including top-ranked comedy podcast network Earwolf, Stitcher Originals and Witness Docs. With offices in Los Angeles, New York City and San Francisco, Stitcher was founded in 2007 and is a wholly owned subsidiary of The E.W. Scripps Company.

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 the intended use of proceeds of the anticipated notes offering and the anticipated closing date for the notes offering. 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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