Risk Factors Comparison 2025-02-27 to 2024-02-28 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text Moved Text Section

An investment in our common stock involves risk. Before investing in our common stock, in addition to the other information described in Item 7 (" Management' s Discussion and Analysis of Financial Condition and Results of Operations ") of Part II, you should carefully consider the following risks. Such risks are not the only ones that relate to our businesses and capitalization. The risks described below are considered to be the most material. However, there may be other unknown or unpredictable economic, business, competitive, regulatory or other factors that also could have material adverse effects on our businesses. Past financial performance may not be a reliable indicator of future performance and historical trends should not be used to anticipate results or trends in future periods. If any of the events described below or in the documents incorporated by reference herein were to occur, our businesses, prospects, financial condition, results of operations and / or cash flows could be materially adversely affected, which in turn could have a material adverse effect on the value of our common stock. Risks Relating to our Company, as a Whole The historical financial information of ~~the Liberty SiriusXM Group,~~ the Formula One Group and the Liberty Live Group included in this Annual Report on Form 10- K may not necessarily reflect their results had they been separate companies. One of the reasons for the creation of a tracking stock is to permit equity investors to apply more specific criteria in valuing the shares of a particular group, such as comparisons of earnings multiples with those of other companies in the same business sector. In valuing shares of Liberty ~~SiriusXM common stock, Liberty~~ Formula One common stock and Liberty Live common stock, investors should recognize that the historical financial information of ~~the Liberty SiriusXM Group,~~ the Formula One Group and the Liberty Live Group has been extracted from our consolidated financial statements and may not necessarily reflect what the ~~Liberty SiriusXM Group' s, the~~ Formula One Group' s and the Liberty Live Group' s results of operations, financial condition and cash flows would have been had ~~each of~~ these groups been separate, stand- alone entities pursuing independent strategies during the periods presented. We may have future capital needs and may not be able to obtain additional financing on acceptable terms. As of December 31, ~~2023~~ **2024** , we had outstanding corporate- level indebtedness in the principal amount of $ ~~3~~ **1** . ~~6~~ **7** billion ~~. At December 31, 2023, our only wholly owned consolidated subsidiary is Formula 1~~ . Our ability to access the cash flow of Formula 1 is subject to covenant restrictions set forth in the debt instruments of certain subsidiaries of Delta Topco, the parent company of Formula 1 ~~. In addition, although we consolidate Sirius XM Holdings, we do not have ready access to the cash flow of Sirius XM Holdings due to Sirius XM Holdings being a separate public company and the presence of a significant non- controlling interest~~ . Accordingly, our ability to obtain significant financing in the future, on favorable terms or at all, may be limited. If debt financing is not available to us in the future, we may obtain liquidity through the sale or monetization of our debt or equity securities, or we may issue equity securities. If additional funds are raised through the issuance of equity securities, our stockholders may experience significant dilution. If we are unable to obtain sufficient liquidity in the future, we may be unable to develop our businesses properly, complete acquisitions or otherwise take advantage of business opportunities or respond to competitive pressures, any of which could have a material adverse effect on our business, financial condition and results of operations and those attributed to our groups. ~~A~~ **I- 14A** substantial portion of our consolidated debt is held above the operating subsidiary level, and we could be unable in the future to obtain cash in amounts sufficient to service that debt and our other financial obligations. As of December 31, ~~2023~~ **2024** , we had approximately $ ~~3~~ **1** . ~~6~~ **7** billion principal amount of corporate- level debt outstanding, consisting of $ 475 million outstanding under our 2. 25 % Convertible Senior Notes due 2027, $ ~~575 million outstanding under our 3. 75 % Convertible Senior Notes due 2028, $ 586 million outstanding under our 2. 75 % Exchangeable Senior Debentures due 2049, $ 62 million outstanding under our 0. 5 % Exchangeable Senior Debentures due 2050, $~~ 1. 15 billion outstanding under our 2. 375 % Exchangeable Senior Debentures due 2053 ~~,~~ **and** $ **53** ~~695 million outstanding under a margin loan obligation incurred by our wholly owned special purpose subsidiary attributed to the Liberty SiriusXM Group and $ 58~~ million of other obligations. Our ability to meet our financial obligations will depend on our ability to access cash. Our primary sources of cash include our available cash balances, dividends and interest from our investments, monetization **of** ~~I- 26of~~ our public investment portfolio and proceeds from asset sales **. We do not have the right to cause Live Nation to pay dividends (See " — We do not have the right to manage our business affiliate, Live Nation, which means we are not able to cause it to operate in a manner that is favorable to us. ") and following the Liberty Sirius XM Holdings Split- Off, we no longer receive dividends from Sirius XM Holdings** . Further, our ability to receive dividends or payments or advances from our businesses depends on their individual operating results, any statutory, regulatory or contractual restrictions to which they may be or may become subject and the terms of their own indebtedness ~~, including Sirius XM Holdings' senior notes and credit facility and Formula 1' s subsidiary debt~~ . The agreements governing such indebtedness restrict sales of assets and prohibit or limit the payment of dividends or the making of distributions, loans or advances to stockholders, non- wholly owned subsidiaries or our partners. We generally do not receive cash, in the form of dividends ~~(other than quarterly dividends generally payable to Sirius XM Holdings stockholders pursuant to Sirius XM Holdings' dividend policy, which is subject to change at any time and is at the discretion of Sirius XM Holdings' board of directors in accordance with applicable law and after taking into account various factors affecting Sirius XM Holdings)~~ , loans, advances or otherwise, from any of our subsidiaries or business affiliates. The success of businesses attributed to each of our tracking stock groups, in part, depends on their popularity with audiences, which is difficult to predict. ~~Entertainment content production, satellite radio services and live~~ **Live** entertainment events, including sporting events, are inherently risky businesses because the revenue derived from these businesses depends primarily upon their popularity with public audiences, which is difficult to predict. The commercial success of ~~a satellite radio program or~~ live

entertainment depends upon the quality and acceptance of competing programs, the availability of alternative forms of entertainment and leisure time activities, general economic conditions and other tangible and intangible factors, many of which are difficult to predict. In the case of **sponsorship agreements** ~~ad- supported programming, events and satellite radio service~~ , audience size is an important factor when ~~advertising~~ rates are negotiated. Audience size is also an important factor when determining ticket pricing for live entertainment events and the value of broadcast rights. Consequently, low public acceptance of the ~~programs,~~ services and events provided by companies such as ~~Sirius XM Holdings,~~ Formula 1 and Live Nation could hurt the ability of these companies to maintain or grow revenue, which would adversely impact the financial performance of the groups to which these companies are attributed. Our businesses attributed to the ~~Liberty SiriusXM Group, the~~ Formula One Group and the Liberty Live Group, such as ~~Sirius XM Holdings,~~ Formula 1 and Live Nation, may not realize the benefits of acquisitions or other strategic investments and initiatives. Our business strategy and that of our subsidiaries and business affiliates, including ~~Sirius XM Holdings,~~ Formula 1 and Live Nation, may include selective acquisitions, other strategic investments and initiatives that allow them to expand their business. The success of any acquisition **, including the acquisition of Dorna,** depends upon effective integration and management of acquired businesses and assets into the acquirer' s operations, which is subject to risks and uncertainties, including the realization of the growth potential, any anticipated synergies and cost savings, the ability to retain and attract personnel, the diversion of management' s attention from other business concerns and undisclosed or potential legal liabilities of acquired businesses or assets. Weak and uncertain economic conditions may reduce consumer demand for products, services and events offered by our businesses attributed to each of our groups. A weak or uncertain economy in the U. S. or, in the case of the Formula One Group, ~~abroad~~ **globally** , could adversely affect demand for our products, services and events. A substantial portion of our revenue is derived from discretionary spending by individuals, which typically falls during times of economic recession or instability. A reduction in discretionary spending could adversely affect revenue through ~~potential downgrades by satellite radio subscribers and could overall affect subscriber churn, conversion rates and vehicle sales (in the case of Sirius XM Holdings) or~~ reduced live- entertainment and sporting event expenditures ~~(in the case of Live Nation and Formula 1)~~ . Accordingly, the ability of our businesses attributed to each of our groups to increase or maintain revenue and earnings could be adversely affected to the extent that relevant economic environments remain weak or decline further. In addition, inflation, which has significantly risen, may increase operational costs, including labor costs, and ~~continued~~ **elevated interest rates or further** increases in interest rates in response to concerns about inflation may have the effect of further increasing economic **I-** ~~uncertainty~~ **15uncertainty** and heightening these risks. We currently are unable to predict the extent of any of these potential adverse effects. ~~I- 27Our~~ -- **Our** Company has overlapping directors and management with ~~Qurate Retail~~ **QVC Group** , Liberty Broadband ~~,~~ **and** TripCo ~~and ABH~~ , which may lead to conflicting interests. As a result of transactions between 2011 and ~~2023~~ **2014** that resulted in the separate corporate existence of our Company, ~~Qurate Retail~~ **QVC Group** , Liberty Broadband and TripCo ~~, as well as the completion of the Split- Off~~ , all or most of the executive officers of Liberty also serve as executive officers of ~~Qurate Retail~~ **QVC Group** , Liberty Broadband ~~,~~ **and** TripCo ~~and ABH~~ , and there are overlapping directors **at each of QVC Group, Liberty Broadband and TripCo** . Our executive officers and members of **Liberty' s board of directors (** the **"** Board of Directors **")** have fiduciary duties to our stockholders. Likewise, any such persons who serve in similar capacities at ~~Qurate Retail~~ **QVC Group** , Liberty Broadband ~~,~~ **or** TripCo ~~or ABH~~ have fiduciary duties to that company' s stockholders. For example, there may be the potential for a conflict of interest when our Company, ~~Qurate Retail~~ **QVC Group** , Liberty Broadband ~~,~~ **or** TripCo ~~or ABH~~ pursues acquisitions and other business opportunities that may be suitable for each of them. Therefore, such persons may have conflicts of interest or the appearance of conflicts of interest with respect to matters involving or affecting more than one of the companies to which they owe fiduciary duties. Moreover, most of our Company' s directors and officers continue to own ~~Qurate Retail~~ **QVC Group** , Liberty Broadband ~~,~~ **and / or** TripCo ~~and / or ABH~~ stock and options to purchase stock in those companies. These ownership interests could create, or appear to create, potential conflicts of interest when the applicable individuals are faced with decisions that could have different implications for our Company, ~~Qurate Retail~~ **QVC Group** , Liberty Broadband ~~,~~ **and / or** TripCo ~~and / or ABH~~ . Any potential conflict that qualifies as a " related party transaction " (as defined in Item 404 of Regulation S- K under the Securities Act of 1933, as amended) is subject to review by an independent committee of the applicable issuer' s board of directors in accordance with its corporate governance guidelines. Each of Liberty Broadband ~~,~~ **and** TripCo ~~and ABH~~ has renounced its rights to certain business opportunities and its respective restated certificate of incorporation contains provisions deeming directors and officers not in breach of their fiduciary duties in certain cases for directing a corporate opportunity to another person or entity (including our Company, ~~Qurate Retail~~ **QVC Group** , Liberty Broadband ~~,~~ **and** TripCo ~~and ABH~~) instead of such company. Other potential conflicts that arise will be addressed on a case- by- case basis, keeping in mind the applicable fiduciary duties owed by the executive officers and directors of each issuer. From time to time, we may enter into transactions with ~~Qurate Retail~~ **QVC Group** , Liberty Broadband, TripCo ~~, ABH~~ and / or their respective subsidiaries or other affiliates. There can be no assurance that the terms of any such transactions will be as favorable to our Company, ~~Qurate Retail~~ **QVC Group** , Liberty Broadband, TripCo ~~, ABH~~ or any of their respective subsidiaries or affiliates as would be the case where there is no overlapping officer or director. The unfavorable outcome of pending or future litigation could have a material adverse impact on the operations and financial condition of businesses attributed to each of our groups. Our subsidiaries and business affiliates are parties to several legal proceedings arising out of various aspects of their businesses, including class actions arising out of their marketing practices. The outcome of these proceedings may not be favorable, and one or more unfavorable outcomes could have a material adverse impact on their financial condition, which can impact the financial performance of the group to which they are attributed. Certain of our subsidiaries and business affiliates have operations outside of the U. S. that are subject to numerous operational risks. Certain of our subsidiaries and business affiliates have operations in countries other than the U. S. In many foreign countries, particularly in certain developing economies, it is not uncommon to encounter business practices that are prohibited by certain regulations, such as the Foreign Corrupt Practices Act and similar

laws. Although certain of our subsidiaries and business affiliates have undertaken compliance efforts with respect to these laws, their respective employees, contractors and agents, as well as those companies to which they outsource certain of their business operations, may take actions in violation of their policies and procedures. Any such violation, even if prohibited by the policies and procedures of these subsidiaries and business affiliates or the law, could have certain adverse effects on the financial condition and reputation of these subsidiaries and business affiliates. Any failure by these subsidiaries and business affiliates to effectively manage the challenges associated with the international operation of their businesses could materially adversely affect their, and hence our, financial condition. I- **16We** ~~28Our ability to use net operating loss, disallowed business interest and tax credit carryforwards to reduce future tax payments could be negatively impacted if there is an " ownership change, " as defined under Section 382 of the Internal Revenue Code of 1986, as amended (the " Code ") of our Company. At December 31, 2023, we had a deferred tax asset attributable to federal and state net operating losses, disallowed business interest carryforwards and tax credit carryforwards of $ 452 million and, under the Code, we may carry forward our federal net operating losses, disallowed business interest deductions and tax credits in certain circumstances to offset current and future taxable income and reduce our federal income tax liability, subject to certain requirements and restrictions. If we experience an " ownership change, " as defined in Section 382 of the Code and related Treasury regulations (generally, a cumulative change in ownership that exceeds 50 % of the value of a corporation' s stock over a rolling three- year period), at a time when our market capitalization is below a certain level or proposed Treasury regulations under Section 382 of the Code issued during 2019 have become final and are applicable (taking into account the delayed effective date of such regulations), our ability to use our federal net operating loss, disallowed business interest and tax credit carryforwards could be substantially limited. This limit could impact the timing of the usage of our federal net operating loss, disallowed business interest and tax credit carryforwards, thus accelerating federal cash tax payments or causing certain federal net operating loss and tax credit carryforwards to expire prior to their use, which could affect the ultimate realization of that deferred tax asset. Similar limitations may also apply at the state level. We~~ may be subject to significant tax liabilities related to ~~the Split- Off Transactions. In connection with the Split- Off, the Formula One Distribution, and the Liberty Exchange (together, the " Split- Off Transactions "), we received an opinion of our tax counsel to the effect that, for U. S. federal income tax purposes, the Split- Off Transactions will qualify as a tax- free transaction under Section 355, Section 368 (a) (1) (D) and related provisions of the Code to Liberty and to former holders of Liberty Braves common stock and holders of Liberty Formula One common stock (except with respect to the receipt of cash in lieu of fractional shares). Additionally, it is a condition to the completion of~~ the Liberty Sirius XM Holdings Split- Off ~~that~~ **. In connection with the Liberty Sirius XM Holdings Split- Off,** we ~~receive~~ **received** an opinion of our tax counsel ~~,~~ to the effect that, for U. S. federal income tax purposes, the Liberty Sirius XM Holdings Split- Off will ~~not cause the Split- Off Transactions to fail to~~ qualify as a **generally** tax- free transaction under Section 355, Section 368 (a) (1) (D) and related provisions of the **Internal Revenue** Code **of 1986, as amended** (~~except with respect to~~ the **" Code "** ~~receipt of cash in lieu of fractional shares~~) **to Liberty and to former holders of Liberty SiriusXM common stock** . We did not obtain a private letter ruling from the Internal Revenue Service (the " IRS ") regarding the U. S. federal income tax treatment of the **Liberty Sirius XM Holdings** Split- Off ~~Transactions~~ . Opinions of counsel are not binding on the IRS or the courts, and there can be no assurance that the IRS will not challenge the conclusions reached in such opinions or that a court would not sustain such a challenge. If ~~, for any reason,~~ it is determined that the **Liberty Sirius XM Holdings** Split- Off **does** ~~Transactions do~~ not qualify ~~for tax- free treatment~~ under Section 355, Section 368 (a) (1) (D) and related provisions of the Code, we and the former holders of Liberty **SiriusXM** ~~Braves common stock and holders of Liberty Formula One~~ common stock who received ~~ABH~~ **common** stock **of Liberty Sirius XM Holdings** in the **Liberty Sirius XM Holdings** Split- Off ~~Transactions~~ could incur significant tax liabilities. Even if the **Liberty Sirius XM Holdings** Split- Off ~~Transactions~~ otherwise ~~qualify~~ **qualifies** under Section 355, Section 368 (a) (1) (D), and related provisions of the Code, the **Liberty Sirius XM Holdings** Split- Off ~~Transactions~~ would result in a significant U. S. federal income tax liability to us (but not to former holders of Liberty **SiriusXM** ~~Braves common stock or holders of Liberty Formula One~~ common stock) under Section 355 (e) of the Code if one or more persons acquire, directly or indirectly, a 50 % or greater interest (measured by vote or value) in the stock of our ~~company~~ **Company** or in the stock of ~~ABH~~ **Liberty Sirius XM Holdings** (or any successor corporation) as part of a plan or series of related transactions that includes the **Liberty Sirius XM Holdings** Split- Off ~~Transactions~~ . The process for determining whether an acquisition is part of a plan under these rules is complex, inherently factual in nature, and subject to a comprehensive analysis of the facts and circumstances of the particular case. Notwithstanding the opinion of tax counsel described above, we or ~~ABH~~ **Liberty Sirius XM Holdings** might inadvertently cause or permit a prohibited change in our or ~~ABH~~ **Liberty Sirius XM Holdings** ' ~~s~~ ownership to occur, thereby triggering tax liability to us. Prior to the **Liberty Sirius XM Holdings** Split- Off, we entered into a tax sharing agreement with ~~ABH~~ **Liberty Sirius XM Holdings** . Under this agreement, our Company is generally responsible for taxes and losses resulting from the **Liberty Sirius XM Holdings** Split- Off ~~Transactions~~ ; however, ~~ABH~~ **Liberty Sirius XM Holdings** is required to indemnify us for any taxes and losses **(other than any taxes or tax- related losses that** ~~resulting~~ **--- result** from ~~the failure~~ **Section 355 (e)** of the **Code applying to the Liberty Sirius XM Holdings** Split- Off **as a result of the Liberty Sirius XM Holdings Split- Off being part of a plan (or series of related** ~~Transactions~~ **transactions) pursuant to which one or more persons acquire a 50- percent or greater interest (measured by vote or value) in the stock of our Company) resulting from the failure of the Liberty Sirius XM Holdings Split- Off** to qualify as a **generally** tax- free transaction under Section 355, Section 368 (a) (1) (D) and related provisions of the Code, to the extent such taxes or losses (i) result primarily from, individually or in the aggregate, the breach of certain covenants made by ABH (applicable to actions or failures..... be entered into between our company and Liberty Sirius XM Holdings ~~in connection with~~ **(applicable to actions or failures to act by Liberty Sirius XM Holdings and its subsidiaries following the completion of** the Liberty Sirius XM Holdings Split- Off **) , (ii) result primarily from, individually or in the aggregate, the failure of certain representations made by Sirius XM Holdings in support of the opinion of our tax counsel regarding the generally tax- free status of the** Liberty Sirius XM

Holdings ~~would generally be responsible for any taxes or losses related to the~~ Split- Off **to be true and correct, or (iii) result from the application of Section 355 (e) of the Code to the Liberty Sirius XM Holdings Split- Off as a result of the treatment of the Liberty Sirius XM Holdings Split- Off as part of a plan (or series of related** ~~Transactions~~ **transactions**) pursuant to which one or more persons acquire,directly or indirectly,a 50 % or greater interest (measured by vote or value) in the stock of ~~ABH~~ **Liberty Sirius XM Holdings** (or any successor corporation), ~~or~~ **except,in the case of clauses** (~~iii~~ **i**) **and (ii),if such taxes and losses** result from ~~any~~ **an** ~~excess loss account (within the meaning of applicable U.S.Treasury Regulations) in the ABH common stock,or gain recognized under Section~~ **action required to be taken pursuant** ~~361 (b) of the Code due~~ to the ~~application of~~ **transaction agreements relating to** the **Liberty Sirius XM Holdings Split- Off** ~~basis limitation in the last sentence of Section 361 (b) (3) of the Code~~ .As the taxpaying entity,however,we are subject to the risk of non- payment by ~~ABH~~ **Liberty Sirius XM Holdings** of its indemnification obligations under the tax sharing agreement.Cash for the payment of any taxes and losses resulting from the **Liberty Sirius XM Holdings** Split- Off ~~Transactions~~ which are not allocated to and paid by ~~ABH~~ **Liberty Sirius XM Holdings** pursuant to our tax sharing agreement with ~~ABH~~ **Liberty Sirius XM Holdings** generally would be drawn ~~proportionately~~ from funds **attributed to the Liberty Live Group,except** that ~~otherwise would have been allocated to~~ **cash for the payment of any taxes and losses (a) resulting primarily from a breach by us following** the Liberty ~~SiriusXM~~ -- **Sirius XM Holdings** ~~ABH and its subsidiaries following the completion of the~~ Split- Off **of any contractual covenants made by us in connection with the Liberty Sirius XM Holdings Split- Off or (b**) ~~,(ii) result~~ **resulting** from ~~the application of~~ Section 355 (e) of the Code **applying** to the **Liberty Sirius XM Holdings** Split- Off ~~Transactions~~ as a result of the ~~treatment of the~~ **Liberty Sirius XM Holdings** Split- Off **being** ~~I- 29Transactions as~~ part of a plan (or series of related transactions) pursuant to which one or more persons acquire ~~,directly or indirectly,~~ a 50 % or greater interest (measured by vote or value) in the stock of ~~ABH (or~~ **our Company shall** ~~any successor corporation)~~ , ~~or (iii) result~~ **in each case,be drawn proportionately** from **funds attributed to** ~~any excess loss account (within~~ the ~~meaning of~~ **Formula One** Group ~~under~~ **and the Liberty Live Group based upon the relative market capitalizations of the tracking stock of each group over the first three trading days following completion of the Liberty Sirius XM Holdings Split- Off, as determined in accordance with** our tax sharing policies. ~~To~~ **I- 17To** preserve the tax- free treatment of the **Liberty Sirius XM Holdings** Split- Off ~~Transactions~~ , we may determine to forgo certain transactions that might have otherwise been advantageous to our ~~company~~ **Company** , including certain asset dispositions or other strategic transactions for some period of time following the **Liberty Sirius XM Holdings** Split- Off. In addition, our potential tax liabilities related to the **Liberty Sirius XM Holdings** Split- Off ~~Transactions~~ might discourage, delay or prevent a change of control transaction for some period of time following the **Liberty Sirius XM Holdings** Split- Off. The degradation, failure or misuse of the Company' s information systems could cause a disruption of services or improper loss, use and disclosure of personal data or other confidential information, resulting in increased costs, liabilities or loss of revenue. Cloud services, information systems and other technologies that we or our vendors or other partners use are critical to our business activities, and shutdowns or disruptions of, and cybersecurity threats and cybersecurity incidents on, such systems pose increasing risks. Disruptions, such as computer hacking and phishing, theft, computer viruses, ransomware, worms or other destructive software, process breakdowns, denial of service attacks or other malicious activities, as well as power outages, natural or other disasters (including extreme weather), terrorist activities or human error, **have occurred in the past and** may **in the future** affect the systems and services we utilize and could result in disruption of our services, misappropriation, misuse, alteration, theft, loss, leakage, falsification, and accidental or premature release or improper disclosure of confidential or other information, including intellectual property and personal data (of third parties or employees) contained on such information systems **. Further, the use of AI and machine learning by cybercriminals may increase the frequency and severity of cybersecurity attacks against us or our businesses' vendors and other service providers** . The techniques used to access, disable or degrade service or sabotage systems change frequently and continue to become more sophisticated and targeted, and the increasing use of artificial intelligence may intensify the risks of cybersecurity threats and cybersecurity incidents. While we and our vendors and partners continue to develop, implement and maintain security measures seeking to identify and mitigate the risks of cybersecurity threats and cybersecurity incidents, including unauthorized access or misuse, as discussed under Item 1C of this Annual Report on Form 10- K, such efforts are costly, require ongoing monitoring and updating and may not be successful in preventing these events from occurring. In addition, the Company' s recovery and business continuity plans may not be adequate to address any cybersecurity incidents that occur. Although no cybersecurity incident has been material to the Company' s businesses to date, we expect to continue to be subject to cybersecurity threats and cybersecurity incidents and there can be no assurance that we will not experience a material cybersecurity incident. **In addition, third party service providers, such as telecommunications and cloud services providers, have been subject to increasing cyberattacks from state- sponsored threat actors that could materially impact our information systems and operations.** Any cybersecurity ~~incidents~~ **incident** could result in a disruption of our operations, customer or advertiser dissatisfaction, damage to our reputation or brands, regulatory investigations, claims, lawsuits or loss of customers or revenue of ~~Sirius XM Holdings,~~ Formula 1 and Live Nation, and the Company may also be subject to liability under relevant contractual obligations and laws and regulations protecting personal data and may be required to expend significant resources to defend, remedy and / or address any cybersecurity incidents and claims, investigations, penalties, fines, damages or settlements arising from cybersecurity incidents. The Company may not have adequate insurance coverage to compensate it for any losses that may occur. ~~I- 30Sirius XM Holdings,~~ Formula 1 and Live Nation have been, and may in the future be, materially impacted by a pandemic or epidemic, such as COVID- 19. Although ~~Sirius XM Holdings,~~ Formula 1 ~~,~~ and Live Nation saw a return to normal business operations, schedules and events following the COVID- 19 pandemic, it is unclear whether and to what extent a future pandemic or epidemic will impact the use of and / or demand for the entertainment, events and services provided by these businesses and demand for sponsorship and advertising assets. If these businesses face cancelled events, closed venues and reduced attendance, as was the result of the COVID- 19 pandemic, the impact may substantially decrease our revenue. For

example, due to the revenue reductions caused by COVID- 19 in 2020 and 2021, these businesses looked to reduce expenses **and** ~~, but should such impacts resume, the~~ **they** ~~businesses~~ may not be able to reduce expenses to the same degree as any decline in revenue **due to any future pandemic or epidemic**, which may adversely affect our results of operations and cash flow. ~~In~~ **I- 18In** addition, our businesses are particularly sensitive to reductions in travel and discretionary consumer spending. We cannot predict the time period over which our businesses would be impacted by a future pandemic or epidemic. Over the long- term, a future pandemic or epidemic could impede economic activity in impacted regions or globally, causing a global recession, leading to a further decline in discretionary spending on sports and entertainment events and other leisure activities, which could result in long- term effects on our businesses. For the reasons set forth above and other reasons that may come to light as a result of a future pandemic or epidemic, we cannot reasonably estimate the impact to our future revenue, results of operations, cash flows or financial condition, but such impacts have been, and may in the future be, significant and could have a material adverse effect on our business, revenue, results of operations, cash flows and financial condition. Risks Relating to the ~~Liberty SiriusXM GroupSirius XM Holdings faces substantial competition and that competition is likely to increase over time. Sirius XM Holdings competes for the time and attention of its listeners with other content providers on the basis of a number of factors, including quality of experience, relevance, acceptance and perception of content quality, ease of use, price, accessibility, brand awareness, reputation and, in the case of its ad- supported Pandora service, perception of ad load, features and functionality. As consumer tastes and preferences change on the internet and with mobile and other connected products, including cars, in- home, and wearable devices, Sirius XM Holdings will need to enhance and improve its existing services, introduce new services and features, and attempt to maintain its competitive position with additional technological advances and adaptable platforms. The Pandora App has not been significantly updated in several years. If Sirius XM Holdings fails to keep pace with technological advances or fails to offer compelling product offerings and state- of- the- art delivery platforms to meet consumer demands, its ability to grow or maintain the reach of its services, attract and retain users, and attract listeners and subscribers across its services will be adversely affected. Sirius XM Holdings' ability to attract and retain subscribers and listeners also depends on its success in creating and providing popular or unique programming. A summary of certain services that compete with Sirius XM Holdings is contained in the section entitled " Item 1. Business- Competition " of this Annual Report on Form 10- K. Sirius XM Holdings' subscribers and listeners can obtain similar content for free through terrestrial radio stations, Spotify, YouTube and other internet services. Sirius XM Holdings also competes for the time and attention of its listeners with providers of other in- home and mobile entertainment services, and it competes for advertising sales with large scale online advertising platforms, such as Amazon, Facebook and Google, and with traditional media outlets. Sirius XM Holdings' streaming services also compete for listeners on the basis of the presence and visibility of its apps, which are distributed via app stores operated by Apple and Google. Sirius XM Holdings faces significant competition for listeners from these companies, which also promote their own music and content. In addition, Sirius XM Holdings' competitors' streaming products may be pre- loaded or integrated into consumer electronics products or automobiles, more broadly than Sirius XM Holdings' streaming products, creating a visibility advantage. If Sirius XM Holdings is unable to compete successfully for listeners against other media providers, then its business may suffer. Additionally, the operator of an app store may reject Sirius XM Holdings' app or amend the terms of their license in a way I- 31that inhibits Sirius XM Holdings' ability to distribute its apps, negatively affects its business, or limits its ability to increase subscribers and listeners. Competition could result in lower subscription, advertising or other revenue and an increase in Sirius XM Holdings' expenses and, consequently, lower its earnings and free cash flow. Sirius XM Holdings cannot provide assurance that it will be able to compete successfully with its existing or future competitors or that competition will not have an adverse impact on its operations and financial condition. If Sirius XM Holdings' efforts to attract and retain subscribers and listeners, or convert listeners into subscribers, are not successful, its business will be adversely affected. Sirius XM Holdings' business will be adversely affected if it is unable to attract new subscribers and listeners and retain its current subscribers and listeners. Sirius XM Holdings' ability to increase the number of subscribers and listeners to its services, retain its subscribers and listeners or convert listeners into subscribers, is uncertain and subject to many factors, including: ● the price of Sirius XM Holdings' services; ● the ease of use of Sirius XM Holdings' services; ● the effectiveness of Sirius XM Holdings' marketing programs; ● with respect to its Sirius XM service, the sale or lease rate of new vehicles in the U. S.; ● the rate at which Sirius XM Holdings' self- pay subscribers to its Sirius XM service buy and sell new and used vehicles in the U. S.; ● Sirius XM Holdings' ability to convince owners and lessees of new and used vehicles that include satellite radios to purchase subscriptions to its Sirius XM service; ● the perceived value of Sirius XM Holdings' programming and the packages and services it offers; ● Sirius XM Holdings' ability to introduce features in a manner that is favorably received by its consumers; ● Sirius XM Holdings' ability to keep up with rapidly evolving technology and features in audio entertainment; ● Sirius XM Holdings' ability to respond to evolving consumer tastes; and ● actions by Sirius XM Holdings' competitors, such as Spotify, Apple, Google, Amazon and other audio entertainment and information providers. Sirius XM Holdings engages in extensive marketing efforts and the continued effectiveness of those efforts is an important part of its business. Sirius XM Holdings engages in extensive marketing efforts across a broad range of media to attract and retain subscribers and listeners to its services. Sirius XM Holdings employs a wide variety of communications tools as part of its marketing campaigns, including telemarketing efforts and email solicitations. The effectiveness of its marketing efforts is affected by a broad range of factors, including creative and execution factors. Sirius XM Holdings' ability to reach consumers with radio and television advertising, performance and digital media, direct mail materials, email solicitations and telephone calls is an important part of its efforts and a significant factor in the effectiveness of its marketing. If Sirius XM Holdings is unable to reach consumers through email solicitations or telemarketing, including as a result of " spam " and email filters, call blocking technologies, restriction in digital media on identifying users, such as limits on " cookies, " consumer privacy regulations or " do- not- call " or other marketing regulations, its marketing efforts will be adversely affected. A decline in the effectiveness of its marketing efforts could have an adverse impact on its operations and financial condition. I- 32Sirius XM Holdings relies on third parties for the operation of its business,~~

and the failure of third parties to perform could adversely affect its business. Sirius XM Holdings' business depends, in part, on various third parties, including: ● creators and licensors of software that support Sirius XM Holdings' apps and services; ● programming providers, including agreements with owners of various copyrights in music, and on- air talent; ● manufacturers that build and distribute satellite radios; ● companies that manufacture and sell integrated circuits for satellite radios; ● vendors that operate its call centers; ● vendors that have designed or built, and vendors that support or operate, other important elements of Sirius XM Holdings' systems, including its satellites and the " cloud "- based systems it uses; ● Apple, who distributes Sirius XM Holdings' apps through its App Store and on whom Sirius XM Holdings relies to collect fees and approve the terms of its consumer offers; and ● Google, who distributes Sirius XM Holdings' apps through its App Store and on whom Sirius XM Holdings relies to collect fees and approve the terms of its consumer offers, and who plays an important role in the fulfillment of the ads Sirius XM Holdings sells on its Pandora platform. If one or more of these third parties do not perform in a satisfactory or timely manner, including complying with Sirius XM Holdings' standards and practices relating to business integrity, personnel and cybersecurity, its business could be adversely affected. The operation of Sirius XM Holdings' apps and service offerings could be impaired if errors occur in the third party software that supports Sirius XM Holdings' apps and services. It may be difficult for Sirius XM Holdings to correct any defects in third party software because the development and maintenance of the software is not within its control. Sirius XM Holdings' third party licensors may not continue to make their software available to Sirius XM Holdings on acceptable terms, invest the appropriate levels of resources in their software to maintain and enhance its capabilities, or remain in business. Failure of these third- party licensors could harm Sirius XM Holdings' streaming services. In addition, a number of third parties on which Sirius XM Holdings depends have experienced, and may in the future experience, financial difficulties or file for bankruptcy protection. Such third parties may not be able to perform their obligations to Sirius XM Holdings in a timely manner, if at all, as a result of their financial condition or may be relieved of their obligations to Sirius XM Holdings as part of seeking bankruptcy protection. Sirius XM Holdings is migrating its billing system and payment processing functions to a new service provider. Sirius XM Holdings is migrating its payment processing and related billing functions from a large multinational bank to a private company that offers online payment processing and commerce solutions for digital and internet businesses. Sirius XM Holdings' new vendor is not a bank, bank holding company or affiliated with a large multi- national bank. In addition, financial statements for Sirius XM Holdings' new payment processor are not publicly available and nationally recognized statistical rating organizations (such as Standard & Poor' s) have not issued ratings evaluating its creditworthiness and ability to pay. Sirius XM Holdings is subject to various risks associated with its new payment processor, including the risks of being an unsecured creditor, actions by credit card issuers (such as Visa, MasterCard and American Express) that could adversely affect its operations and payment processing functions, actions by government authorities that regulate financial transactions that may affect Sirius XM Holdings' new vendor' s business, operations and financial condition, and general data privacy and cybersecurity risks associated with its systems and operations. The new payment processor commingles Sirius XM Holdings' funds arising from credit and debit card transactions with other amounts owing to third parties and I- 33those commingled accounts are subject to the claims of third parties, it does not pay Sirius XM Holdings interest on amounts it holds for Sirius XM Holdings' benefit, including funds held overnight, and it has broad rights to establish reserves and debit Sirius XM Holdings' bank accounts to pay itself fees and reimburse itself and customers in the event of disputes. In addition, Sirius XM Holdings is subject to the general risk that the new vendor may not comply with its obligations relating to the settlement of transactions or the investment of Sirius XM Holdings' funds held on an intra- day and overnight basis. If the new payment processing and commerce solution does not function as provided in Sirius XM Holdings' agreement or access to these new systems are disrupted, Sirius XM Holdings' business could be adversely affected. Failure to successfully monetize and generate revenue from podcasts and other non- music content could adversely affect Sirius XM Holdings' business, operating results, and financial condition. Delivering podcasts and other non- music content involves risks and challenges, including increased competition and the need to develop new relationships with creators. Sirius XM Holdings has entered into multi- year commitments for original podcast content that is produced by third parties. These agreements generally provide Sirius XM Holdings the right to distribute the content and act as the exclusive agent for the sale of advertising in the podcasts. Payment terms for certain podcast content typically requires more upfront cash payments, including minimum guarantees to the owner or creator of the podcast, than other content licenses or arrangements. Given the multiple- year duration and largely fixed- cost nature of such commitments, if the attractiveness of such podcast content to Sirius XM Holdings' listeners and subscribers do not meet its expectations, Sirius XM Holdings' margins could be adversely impacted. In addition, the advertising market for podcasts is still developing, including the advertising technology necessary to efficiently sell audio advertising within podcasts at scale. As a result, Sirius XM Holdings' ability to profitably monetize the available advertising opportunities in podcasts remains uncertain. Growing Sirius XM Holdings' podcasting business may require additional changes to its business model and cost structure, modifications to its infrastructure, and could expose Sirius XM Holdings to new regulatory, legal and reputational risks, including infringement liability. There is no guarantee that Sirius XM Holdings will be able to generate sufficient revenue from podcasts to offset the costs of creating or acquiring this content. Sirius XM Holdings' failure to successfully monetize and generate revenue from such content, including failure to obtain or retain rights to podcasts or other non- music content on acceptable terms, or at all, or to effectively manage the numerous risks and challenges associated with such expansion, could adversely affect Sirius XM Holdings' business, operating results, and financial condition. Sirius XM Holdings may not realize the benefits of acquisitions or other strategic investments and initiatives. Sirius XM Holdings' strategy has included and may include selective acquisitions, other strategic investments and initiatives to expand its business. The success of any acquisition depends upon effective integration, cultural assimilation and management of acquired businesses and assets into its operations, which is subject to risks and uncertainties, including realizing the growth potential, the anticipated synergies and cost savings, the ability to retain and attract personnel, the diversion of management' s attention for other business concerns, and undisclosed or potential legal liabilities of the acquired business or assets. The integration process could distract

Sirius XM Holdings' management, disrupt its ongoing business or result in inconsistencies in Sirius XM Holdings' services, standards, controls, procedures and policies, any of which could adversely affect its ability to maintain relationships with customers, vendors and employees or to achieve the anticipated benefits of the acquisition. The impact of economic conditions may adversely affect Sirius XM Holdings' business, operating results, and financial condition. Sirius XM Holdings' success depends to a significant extent on discretionary consumer spending. Some of the factors that may influence consumer spending on entertainment include general economic conditions, the availability of I- 34discretionary income, consumer confidence, interest rates, inflationary pressure, and general uncertainty regarding the overall economic environment. The demand for entertainment generally is sensitive to downturns in the economy and the corresponding impact on discretionary consumer spending. Any actual or perceived deterioration or weakness in general, regional or local economic conditions, as well as other adverse economic or market conditions, could reduce Sirius XM Holdings' subscribers' or potential subscribers' discretionary income. To the extent that overall economic conditions reduce spending on discretionary items, Sirius XM Holdings' ability to attract and retain subscribers could be hindered, which could reduce its subscription revenue and negatively impact its business. Additionally, Sirius XM Holdings' financial performance is subject to economic conditions and their impact on levels of advertising spending. Expenditures by advertisers generally tend to reflect overall economic conditions, and reductions in spending by advertisers could have an adverse impact on Sirius XM Holdings' revenue and business. See " Pandora generates a significant portion of its revenue from advertising, and reduced spending by advertisers could harm its business. " Sirius XM Holdings may be adversely affected by the war in Ukraine. The war in Ukraine, and any expansion of the war in Ukraine to surrounding areas, could adversely affect Sirius XM Holdings' business and operations. In addition, AdsWizz is headquartered in Romania and Sirius XM Holdings relies on other contractors in Eastern European countries, such as Poland. An expansion of the war in Ukraine to other countries, particularly Romania, could materially affect Sirius XM Holdings' ability to deliver advertisements on its Pandora services and for third parties. A substantial number of Sirius XM service subscribers periodically cancel their subscriptions and Sirius XM Holdings cannot predict how successful it will be at retaining customers. As part of Sirius XM Holdings' business, it experiences, and expects to experience in the future, subscriber turnover (i. e., churn). The number of subscribers to the Sirius XM service declined in 2023 and may further contract in the future. If Sirius XM Holdings is unable to retain current subscribers at expected rates, or the costs of retaining subscribers are higher than expected, its financial performance and operating results could be adversely affected. Sirius XM Holdings cannot predict how successful it will be at retaining customers who purchase or lease vehicles that include a subscription to its Sirius XM service. A substantial percentage of Sirius XM subscribers are on promotional pricing plans and Sirius XM Holdings' ability to retain these subscribers or migrate them to higher priced plans is uncertain. Sirius XM Holdings' promotional pricing strategy is widely known, and this may interfere with its ability to collect its ordinary subscription prices. In addition, a substantial number of those subscribers periodically cancel their subscriptions when offered a subscription at a higher price. Sirius XM Holdings' ability to profitably attract and retain subscribers to its Sirius XM service is uncertain. A number of factors may affect Sirius XM Holdings' ability to attract and retain subscribers to its Sirius XM service. The changing demographics of trialers to Sirius XM Holdings' service, such as the increase in " Millennial generation customers, " may increase the number of subscribers accustomed to consuming entertainment through ad- supported products. These changing demographics may affect Sirius XM Holdings' ability to convert trial subscribers into self- paying subscribers. Similarly, Sirius XM Holdings' efforts to acquire subscribers purchasing or leasing used vehicles may attract price sensitive consumers. Consumers purchasing or leasing used vehicles may be more price sensitive than consumers purchasing or leasing new vehicles, convert from trial subscribers to self- paying subscribers at a lower rate, and cancel their subscriptions more frequently than consumers purchasing or leasing new vehicles. Some of Sirius XM Holdings' marketing efforts may also attract more price sensitive subscribers, and its efforts to increase the penetration of satellite radios in new, lower- priced vehicle lines may result in the growth of more economy- minded subscribers. Each of these factors may harm Sirius XM Holdings' revenue or require additional spending on marketing efforts to demonstrate the value of its Sirius XM service. I- 35Sirius XM Holdings' business depends in part upon the auto industry. A substantial portion of the subscription growth for Sirius XM Holdings' satellite radio service has come from purchasers and lessees of new and used automobiles in the U. S., and Sirius XM Holdings expects this to be an important source of subscribers for its satellite radio service in the future. Sirius XM Holdings has agreements with major automakers to include satellite radios in new vehicles, although these agreements do not require automakers to install specific or minimum quantities of radios in any given period. Many of these agreements also require automakers to provide Sirius XM Holdings data on sales of satellite radio enabled vehicles, including in many cases the consumer' s name and address. Sirius XM Holdings' business could be adversely affected if automakers do not continue to include its Sirius XM service in their products or provide Sirius XM Holdings with such data. Automotive production and sales are dependent on many factors, including labor relations matters, the availability of vehicle components, consumer credit, general economic conditions, consumer confidence and fuel costs. To the extent vehicle sales by automakers decline, or the penetration of factory- installed satellite radios in those vehicles is reduced, Sirius XM Holdings' satellite radio service may be adversely impacted. Sales of used vehicles represent a significant source of new subscribers for Sirius XM Holdings' satellite radio service. Sirius XM Holdings has agreements with auto dealers and companies operating in the used vehicle market to provide it with data on sales of used satellite radio enabled vehicles, including in many cases the consumer' s name and address. The continuing availability of this data is important and the loss of such data may harm its revenue and business. Failure of Sirius XM Holdings' satellites would significantly damage its business. The lives of the satellites required to operate the Sirius XM service vary depending on a number of factors, including: ● degradation and durability of solar panels; ● quality of construction; ● random failure of satellite components, which could result in significant damage to or loss of a satellite; ● amount of fuel the satellite consumes; ● the performance of third parties that manage the operation of its satellites; and ● damage or destruction as a result of electrostatic storms, terrorist attacks, collisions with other objects in space or other events, such as nuclear detonations, occurring in space. In the ordinary course of operation, satellites

experience failures of component parts and operational and performance anomalies. Components on several of Sirius XM Holdings' in- orbit satellites have failed, and from time to time it has experienced anomalies in the operation and performance of these satellites. These failures and anomalies are expected to continue in the ordinary course, and Sirius XM Holdings cannot predict if any of these possible future events will have a material adverse effect on its operations or the life of its existing in- orbit satellites. In addition, Sirius XM Holdings has entered into agreements for the construction and launch of four new satellites that are expected to be launched over the next four years, and material delays in the deployment of these satellites could be harmful to its business. The Sirius network of terrestrial repeaters communicates with a single third- party satellite. The XM network of terrestrial repeaters communicates with a single XM satellite. If the satellites communicating with the applicable repeater network fail unexpectedly, the services would be disrupted for several hours or longer. Any material failure of Sirius XM Holdings' operating satellites could cause it to lose customers for its Sirius XM service and could materially harm its reputation and its operating results. Sirius XM Holdings does not have insurance for its in- orbit satellites. Additional information regarding Sirius XM Holdings' fleet of satellites is contained in the section I- 36entitled " Item 1. Business — Sirius XM Holdings — Satellites, Terrestrial Repeaters and Other Satellite Facilities " of this Annual Report on Form 10- K. The Sirius XM service may experience harmful interference from wireless operations. The development of applications and services in spectrum adjacent to the frequencies licensed to Sirius XM Holdings, as well as the combination of signals in other frequencies, may cause harmful interference to its satellite radio service in certain areas of the U. S. Elimination of this interference may not be possible in all cases. In other cases, Sirius XM Holdings' efforts to reduce this interference may require extensive engineering efforts and additions to its terrestrial infrastructure. These mitigation efforts may be costly and take several years to implement and may not be entirely effective. In certain cases, Sirius XM Holdings is dependent on the FCC to assist it in preventing harmful interference to its service. Pandora' s ad- supported service has suffered a substantial and consistent loss of monthly active users, which may adversely affect the Pandora and Off- platform business. The number of monthly active users to Sirius XM Holdings' ad- supported Pandora service has declined consistently for several years, including in 2023, and is likely to further contract in the future. The size of Sirius XM Holdings' ad- supported listener base is an important element of its Pandora service. The decline in Sirius XM Holdings' listener base has resulted in fewer listener hours and available advertising spots on its Pandora service, which ultimately may result in declines in advertising revenue, and adversely affect its Pandora and Off- platform business. The contraction of Sirius XM Holdings' ad- supported listener base also decreases the size of demographic groups targeted by advertisers, which may hurt Sirius XM Holdings' ability to deliver advertising in a manner that maximizes advertisers' return on investment and compete with other streaming advertising platforms. The Pandora and Off- platform business generates a significant portion of its revenue from advertising, and reduced spending by advertisers could harm its business. The Pandora and Off- platform business currently generates a majority of its revenue from third parties advertising on the Pandora ad- supported service and other platforms. As is common in the audio entertainment industry, these advertisers do not have long- term advertising commitments with Pandora and can terminate their contracts at any time. Expenditures by advertisers tend to be cyclical, reflecting overall economic conditions and budgeting and buying patterns. Adverse macroeconomic conditions have affected, and may continue to affect, the demand for audio advertising, resulting in fluctuations in the amounts advertisers spend on advertising, which could harm Sirius XM Holdings' financial condition and operating results. Sirius XM Holdings' failure to convince advertisers of the benefits of its Pandora ad- supported service could harm its business. Sirius XM Holdings' ability to attract and retain advertisers, and ultimately to sell its advertising inventory, depends on a number of factors, including: ● the number of listener hours on the Pandora ad- supported service, particularly the number of listener hours attributable to high- value demographics; ● keeping pace with changes in technology and its competitors, some of which have significant influence over the distribution of the Pandora app; ● competing effectively for advertising with other dominant online services, such as Spotify, Google, Facebook and YouTube, as well as other marketing and media outlets; ● successfully competing for local radio advertising; I- 37 ● demonstrating the ability of advertisements to reach targeted audiences, including the value of mobile digital advertising; ● ensuring that new ad formats and ad product offerings are attractive to advertisers and that inventory management decisions (such as changes to ad load, frequency, prominence and quality of ads that Sirius XM Holdings serves listeners) do not have a negative impact on listener hours; and ● adapting to technologies designed to block the display of its ads. Advertisers may leave Sirius XM Holdings for competing alternatives at any time. Failure to demonstrate to advertisers the value of its Pandora service would result in reduced spending by, or loss of, advertisers, which would harm its revenue and business. If Sirius XM Holdings is unable to maintain revenue growth from its advertising products, its results of operations will be adversely affected. In order to effectively monetize listener hours, Sirius XM Holdings must, among other things, penetrate local advertising markets and develop compelling ad product solutions. The substantial majority of the total listening to the Pandora service occurs on mobile devices. Sirius XM Holdings is engaged in efforts to continue to convince advertisers of the capabilities and value of mobile digital advertising and to direct an increasing portion of their advertising spend to its ad- supported Pandora service. Sirius XM Holdings is continuing to build its sales capability to penetrate local advertising markets, which places Sirius XM Holdings in competition with terrestrial radio. Sirius XM Holdings may not be able to capture an increasing share of local and audio advertising revenue, which may have an adverse impact on its future revenue. Changes to mobile operating systems and browsers may hinder Sirius XM Holdings' ability to sell advertising and market its services. Sirius XM Holdings uses shared common device identifiers that are universal in the advertising technology ecosystem, such as Apple' s Identifier for Advertisers, a random device identifier assigned by Apple to a user' s device. Sirius XM Holdings uses these common device identifiers for targeting, advertising effectiveness and measurement for Pandora' s advertising business and for Pandora' s consumer marketing purposes. These common device identifiers enable Sirius XM Holdings to match audiences, including with second- and third- party data providers and measurement vendors and enhance Pandora' s advertising targeting segments with additional data. In its programmatic advertising business, Sirius XM Holdings uses common identifiers for several important functions, such as

targeting and bidding. Sirius XM Holdings also uses common device identifiers to evaluate the success of its Pandora brand consumer marketing campaigns. Apple, as well as mobile operating system and browser providers, have implemented product features and plans that may adversely impact Sirius XM Holdings' ability to use these common identifiers and data collected in connection with these common identifiers in its Pandora business. If Sirius XM Holdings fails to accurately predict and play music, comedy or other content that its Pandora listeners enjoy, it may fail to retain existing and attract new listeners. A key differentiating factor between the Pandora service and other music content providers is its ability to predict music that its listeners will enjoy. The effectiveness of Sirius XM Holdings' personalized playlist generating system depends, in part, on its ability to gather and effectively analyze large amounts of listener data and feedback. Sirius XM Holdings may not continue to be successful in enticing listeners to its Pandora service to give a thumbs- up or thumbs- down to enough songs to effectively predict and select new and existing songs. In addition, Sirius XM Holdings' ability to offer listeners songs that they have not previously heard and impart a sense of discovery depends on its ability to acquire and appropriately categorize additional tracks that will appeal to its listeners' diverse and changing tastes. Many of Sirius XM Holdings' competitors currently have larger music and content catalogs than it offers and they may be more effective in providing their listeners with an appealing listener experience. I- 38Sirius XM Holdings also provides comedy and podcast content on its Pandora service, and it tries to predict what its listeners will enjoy using technology similar to the technology that it uses to generate personalized playlists for music. The risks that apply to Sirius XM Holdings' ability to satisfy its listeners' musical tastes apply to comedy, podcasts and other content to an even greater extent, particularly since Sirius XM Holdings does not yet have as large a data set on listener preferences for comedy, podcasts and other content, and have a smaller catalog of such content as compared to music. Sirius XM Holdings' ability to predict and select music, comedy, podcasts and other content that its listeners enjoy is important to the perceived value of its Pandora service to consumers and the failure to make accurate predictions would adversely affect its ability to attract and retain subscribers and listeners, increase listener hours and sell advertising. Privacy and data security laws and regulations may hinder Sirius XM Holdings' ability to market its services, sell advertising and impose legal liabilities. Sirius XM Holdings receives a substantial amount of personal data on purchasers and lessees of new and used vehicles from third parties. Sirius XM Holdings uses this personal data to market its services. Sirius XM Holdings collects and uses demographic, service usage, purchase history and other information, including location information, from and about its listeners through the internet. Further, Sirius XM Holdings and third parties use tracking technologies, including " cookies " and related technologies, to help it manage and track its listeners' interactions with its services and deliver relevant advertising. Various federal and state laws and regulations, as well as the laws of foreign jurisdictions, govern the collection, use, retention, sharing and security of the personal data Sirius XM Holdings receives. Privacy groups and government authorities have increasingly scrutinized the ways in which companies collect and share personal data, including linking personal identities and data associated with particular users or devices with data collected through the internet, and Sirius XM Holdings expects such scrutiny to increase. Alleged violations of laws and regulations relating to privacy and personal data may expose Sirius XM Holdings to potential liability, may require Sirius XM Holdings to expend significant resources in responding to and defending such allegations and claims and could in the future result in negative publicity and a loss of confidence in Sirius XM Holdings by its subscribers, listeners, advertisers and other third parties with whom it does business. Privacy- related laws and regulations, such as the California Consumer Privacy Act and the European General Data Protection Regulation, are evolving and subject to potentially differing interpretations. Various federal and state legislative and regulatory bodies as well as foreign legislative and regulatory bodies may expand current or enact new laws regarding privacy and data security- related matters. New laws, amendments to or re-interpretations of existing laws and contractual obligations, as well as changes in Sirius XM Holdings' listeners' expectations and demands regarding privacy and data security, may limit its ability to collect and use consumer data. Restrictions on Sirius XM Holdings' ability to receive, collect and use consumer data could limit its ability to attract and retain subscribers and listeners to its services. In addition, restrictions on Sirius XM Holdings' ability to collect, access and process listener data, or to use or disclose listener data or profiles that it develops using such data, could limit Sirius XM Holdings' ability to market its content and services to its potential listeners and offer targeted advertising opportunities to its advertisers, each of which are important to its business. Increased regulation of personal data utilization practices and compliance administration could increase Sirius XM Holdings' costs of operation or otherwise adversely affect its business. Consumer protection laws and Sirius XM Holdings' failure to comply with them could damage its business. Federal and state consumer protection laws, rules and regulations cover nearly all aspects of Sirius XM Holdings' marketing efforts, including the content of its advertising, the terms of consumer offers and the manner in which it communicates with consumers. The State of New York has filed a suit against Sirius XM Holdings relating to its subscription cancellation practices and other governmental authorities have commenced investigations into Sirius XM Holdings' consumer practices, including the manner in which it allows consumers to cancel subscriptions to its services. The nature of Sirius XM Holdings' business requires it to expend significant resources to try to ensure that its marketing activities comply with consumer protection laws, including laws relating to telemarketing activities and privacy. These efforts may not be successful and Sirius XM Holdings may have to expend even greater resources in its compliance efforts. I- 39Modifications to consumer protection laws, including laws regarding the pricing of Sirius XM Holdings' services and the manner in which consumers can cancel its services as well as decisions by courts and administrative agencies interpreting these laws, could have an adverse impact on Sirius XM Holdings' ability to attract and retain subscribers and listeners to its services. There can be no assurance that new laws or regulations will not be enacted or adopted, preexisting laws or regulations will not be more strictly enforced or that its operations will comply with all applicable laws, which could have an adverse impact on its operations and financial condition. Failure to comply with FCC requirements could damage Sirius XM Holdings' business. Sirius XM Holdings holds FCC licenses and authorizations to operate commercial satellite radio services in the U. S., including satellites, terrestrial repeaters, and related authorizations. The FCC generally grants licenses and authorizations for a fixed term. Although Sirius XM Holdings expects its licenses and authorizations to be renewed in the

ordinary course upon their expiration, there can be no assurance that this will be the case. Any assignment or transfer of control of any of Sirius XM Holdings' FCC licenses or authorizations must be approved in advance by the FCC. The operation of Sirius XM Holdings' satellite radio systems is subject to significant regulation by the FCC under authority granted through the Communications Act of 1934 and related federal law. Sirius XM Holdings is required, among other things, to operate only within specified frequencies; to coordinate its satellite radio services with radio systems operating in the same range of frequencies in neighboring countries; and to coordinate its communications links to its satellites with other systems that operate in the same frequency band. Noncompliance by Sirius XM Holdings with these requirements or other conditions or with other applicable FCC rules and regulations could result in fines, additional license conditions, license revocation or other detrimental FCC actions. There is no guarantee that Congress will not modify the statutory framework governing Sirius XM Holdings' services, or that the FCC will not modify its rules and regulations in a manner that would have an adverse impact on Sirius XM Holdings' operations. Environmental, social and governance expectations and related reporting obligations may expose Sirius XM Holdings to potential liabilities, increased costs, reputational harm and other adverse effects. Many governments, regulators, investors, employees, customers and other stakeholders are focused on environmental, social and governance (or " ESG ") considerations, including climate change and greenhouse gas emissions; human capital management, including diversity, equity and inclusion; cybersecurity; content moderation; and human and civil rights. Sirius XM Holdings' reporting and disclosures in response to these expectations may require additional investments and reporting processes, introduce additional compliance risk, and depend in part on third- party performance or data that is outside its control. Related initiatives, and implementation of these initiatives, also involve risks and uncertainties, and Sirius XM Holdings cannot guarantee that it will achieve any announced environmental, social and governance objectives. In addition, some stakeholders may disagree with Sirius XM Holdings' initiatives and objectives. Any failure, or perceived failure, to further our initiatives, adhere to public statements, comply with federal or state ESG laws and regulations, or meet evolving and varied stakeholder expectations and standards could result in legal and regulatory proceedings against Sirius XM Holdings and adversely affect its business, reputation, financial condition, and operations results. Sirius XM Holdings may face lawsuits, incur liability or suffer reputational harm as a result of content published or made available through its services. The nature of Sirius XM Holdings' business could expose it to claims or public criticism related to defamation, illegal content, misinformation, and content regulation. Sirius XM Holdings could incur costs investigating and defending any such claims. In addition, some stakeholders may disagree with third- party content provided through Sirius XM Holdings' services, and negative public criticism of this content could damage its reputation and brands. If Sirius XM Holdings incurs material costs, liability, or negative consumer reaction as a result of these occurrences, its business, financial condition and operating results could be adversely impacted. I-40If Sirius XM Holdings fails to protect the security of personal information about its customers, it could be subject to costly government enforcement actions and private litigation and its reputation could suffer. The nature of Sirius XM Holdings' business involves the receipt and storage of personal information about its subscribers and listeners, including credit and debit card information. Sirius XM Holdings has a program in place to detect and respond to data security incidents. However, the techniques used to gain unauthorized access to data systems are constantly evolving and may not be detected for long periods of time. Sirius XM Holdings may be unable to anticipate or prevent unauthorized access to data pertaining to its customers, including credit card and debit card information and other personally identifiable information. Sirius XM Holdings' services, which are supported by its own systems and those of third- party vendors, could be subject to computer malware and attacks as well as to catastrophic events (such as fires, floods, hurricanes or tornadoes), any of which could lead to system interruptions, delays, or shutdowns, causing loss of critical data or the unauthorized access to personally identifiable information. If Sirius XM Holdings fails to protect the security of personal information about its customers or if an actual or perceived breach of security occurs on its systems or a vendor' s systems, Sirius XM Holdings could be exposed to costly government enforcement actions and private litigation and its reputation could suffer. Sirius XM Holdings may also be required to expend significant resources to address these problems, including notification under various data privacy regulations, and its reputation and operating results could suffer. In addition, Sirius XM Holdings' subscribers and listeners, as well as potential customers, could lose confidence in its ability to protect their personal information, which could cause them to discontinue the use of Sirius XM Holdings' services. This loss of confidence would also harm Sirius XM Holdings' efforts to attract and retain advertisers and to obtain personal information from third parties, and unauthorized access to its programming would potentially create additional royalty expense with no corresponding revenue. Such events could adversely affect its results of operations. The costs of maintaining adequate protection, including insurance protection, against such threats as they develop in the future (or as legal requirements related to data security increase) could be material. In addition, hardware, software, or applications Sirius XM Holdings develops or procures from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Unauthorized parties may also attempt to gain access to Sirius XM Holdings' systems or facilities, or those of third parties with whom it does business, through fraud, trickery, or other forms of deceiving its employees, contractors or other agents. Sirius XM Holdings may not be able to effectively control the unauthorized actions of third parties who may have access to the data it collects. To date, Sirius XM Holdings is not aware that it has had a significant cyber- attack or breach that has had a material impact on its business or results of operations. Sirius XM Holdings has implemented systems and processes intended to secure its IT systems and prevent unauthorized access to or loss of sensitive, confidential and personal data, including through the use of encryption and authentication technologies. Additionally, Sirius XM Holdings has increased its monitoring capabilities to enhance early detection and timely response to potential security anomalies. The cyber security measures Sirius XM Holdings has implemented, however, may not be sufficient to prevent all possible attacks and may be vulnerable to hacking, employee error, ransom attacks, malfeasance, system error, faulty password management or other irregularities. Further, the development and maintenance of these measures are costly and require ongoing monitoring and updating as technologies change and efforts to overcome security measures become increasingly sophisticated. Sirius XM

Holdings uses AI in its business, and challenges with properly managing its use could result in reputational harm, competitive harm, and legal liability, and adversely affect Sirius XM Holdings' results of operations. Sirius XM Holdings incorporates AI solutions into its digital infrastructure, services, offerings and features, and these applications may become important in Sirius XM Holdings' operations over time. Competitors or other third parties may incorporate AI into their products more quickly or more successfully than Sirius XM Holdings, which could impair its ability to compete effectively and adversely affect its results of operations. Additionally, if the content, analyses, search results or recommendations that AI applications assist in producing are, or are alleged to be, deficient, inaccurate, or biased, Sirius XM Holdings' business, reputation, financial condition, and results of operations could be adversely affected. I- 41The use of AI applications may result in cybersecurity incidents that implicate the personal data of consumers. Any such cybersecurity incidents related to Sirius XM Holdings' use of AI applications could adversely affect its reputation and results of operations. AI also presents emerging ethical issues, such as the proper use of copyrighted material with AI applications, and if Sirius XM Holdings' use of AI becomes controversial, it may experience brand or reputational harm, competitive harm, or legal liability. The rapid evolution of AI, including potential government regulation of AI, will require significant resources to develop, test and maintain Sirius XM Holdings' platform, offerings, services, and features to help it implement AI ethically in order to minimize unintended, harmful impact. Interruption or failure of Sirius XM Holdings' IT and communications systems could impair the delivery of its service and harm its business. Sirius XM Holdings relies on its own systems and systems of third party vendors to enable subscribers and listeners to access its Pandora and Sirius XM services in a dependable and efficient manner. Any degradation in the quality, or any failure, of Sirius XM Holdings' systems could reduce its revenue, cause it to lose customers and damage its brands. Although Sirius XM Holdings has implemented practices designed to maintain the availability of the IT and service delivery systems it relies on and mitigate the harm of any unplanned interruptions, Sirius XM Holdings cannot anticipate all eventualities. Sirius XM Holdings occasionally experience unplanned outages or technical difficulties. Sirius XM Holdings could also experience loss of data or processing capabilities, which could cause it to lose customers and could harm its reputation and operating results. Sirius XM Holdings relies on internal systems and external systems maintained by manufacturers, distributors and service providers to take, fulfill and handle customer service requests and host certain online activities. Any interruption or failure of Sirius XM Holdings' internal or external systems could prevent it from servicing customers or cause data to be unintentionally disclosed. Sirius XM Holdings' services have experienced, and are expected to continue to experience, periodic service interruptions and delays involving its own systems and those of its vendors. Sirius XM Holdings' data centers and its IT and communications systems are vulnerable to damage or interruption from natural disasters, malicious attacks, fire, power loss, telecommunications failures, computer viruses or other attempts to harm its systems. The occurrence of any of these events could result in interruptions in Sirius XM Holdings' services and unauthorized access to, or alteration of, the content and data contained on its systems and that these third- party vendors store and deliver on its behalf. Damage or interruption to data centers and IT and communications centers could expose Sirius XM Holdings to data loss or manipulation, disruption of service, monetary and reputational damages, competitive disadvantage and significant increases in compliance costs and costs to improve the security and resiliency of its computer systems. The compromise of personal, confidential or proprietary information could also subject Sirius XM Holdings to legal liability or regulatory action under evolving cybersecurity, data protection and privacy laws and regulations enacted by the U. S. federal and state governments or other foreign jurisdictions or by various regulatory organizations. As a result, Sirius XM Holdings' ability to conduct its business and its results of operations might be adversely affected. The market for music rights is changing and is subject to significant uncertainties. Sirius XM Holdings must maintain music programming royalty arrangements with, and pay license fees to, owners of rights in musical works in order to operate its services. Traditionally, BMI, ASCAP, SESAC and GMR have negotiated for these copyright users, collected royalties and distributed them to songwriters and music publishers. These traditional arrangements are changing. The fracturing of the traditional system for licensing rights in musical works may have significant consequences to Sirius XM Holdings' business, including increasing licensing costs and reducing the availability of certain pieces for use on its services. Under the Copyright Act, Sirius XM Holdings also must pay royalties to copyright owners of sound recordings for the performance of such sound recordings on its Sirius XM service. Those royalty rates may be established through negotiation or, if negotiation is unsuccessful, by the CRB. Owners of copyrights in sound recordings have created SoundExchange, an organization which negotiates licenses and collects and distributes royalties on behalf of record companies and performing artists. SoundExchange is exempt by statute from certain U. S. antitrust laws and exercises I- 42significant market power in the licensing of sound recordings. Under the terms of the CRB' s existing decision governing sound recording royalties for satellite radio, Sirius XM Holdings is required to pay a royalty based on its gross revenue associated with its satellite radio service, subject to certain exclusions, of 15. 5 % per year through December 31, 2027. Pandora' s services depend upon maintaining complex licenses with copyright owners, and these licenses contain onerous terms. Pandora has direct license agreements with many sound recording copyright and musical work copyright owners. These agreements grant Sirius XM Holdings the right to operate Pandora Premium, and add interactive features, such as replays, additional skips and offline play, to Pandora' s ad- supported service and to Pandora Plus. The economic terms of these direct licenses are onerous and, as a result, Sirius XM Holdings may not be able to profitably operate the Pandora services. However, the economic terms of these direct licenses may be " market, " given the rates paid by Pandora' s competitors. Competition for Pandora' s services are primarily offered by entities that provide music and entertainment services as a small part of a larger business, such as Apple, Google and Amazon. These competitors have the ability to bear these onerous economic provisions to a much greater extent than the Pandora business. Sirius XM Holdings may not be able to negotiate or obtain lower royalty rates under these direct licenses. These direct licenses are complex. Sirius XM Holdings may not be in compliance with the terms of these licenses, which could result in the loss of some or all of these licenses and some or all of the rights they convey. Similarly, many of these licenses provide that if the licensor loses rights in a portion of the content licensed under the agreement, that content may be removed from the license going-

forward. If Pandora fails to maintain these direct licenses, or if rights to certain music were no longer available under these licenses, then Sirius XM Holdings may have to remove the affected music from Pandora' s services, or discontinue certain interactive features for such music, and it might become commercially impractical for Sirius XM Holdings to operate Pandora Premium, Pandora Plus or certain features of its advertising supported service. Any of these occurrences could have an adverse effect on Sirius XM Holdings' business, financial condition and results of operations. Several of these direct licenses also include provisions related to the terms of those agreements relative to other content licensing arrangements, which are commonly referred to as " most favored nation " clauses. These provisions have caused, and may in the future cause, Sirius XM Holdings' payments under those agreements to escalate substantially. In addition, SoundExchange, many record labels, music publishers and performing rights organizations have the right to audit Sirius XM' s royalty payments, and these audits often result in disputes over whether it has paid the proper amounts. As a result of such audits, Sirius XM Holdings could be required to pay additional amounts, audit fees and interest or penalties, and the amounts involved could adversely affect its business, financial condition and results of operations. There is no guarantee that these direct licenses will be renewed in the future or that such licenses will be available on the economic terms associated with the current licenses. If Sirius XM Holdings is unable to secure and maintain direct licenses for the rights to provide music on its Pandora services on terms similar to those under its current direct licenses, Sirius XM Holdings' content costs could rise and adversely affect its business, financial condition and results of operations. Failure to protect Sirius XM Holdings' intellectual property or actions by third- parties to enforce their intellectual property rights could substantially harm its business and operating results. Development of Sirius XM Holdings' systems has depended upon the intellectual property that it has developed, as well as intellectual property licensed from third parties. If the intellectual property that Sirius XM Holdings has developed or used is not adequately protected, others will be permitted to and may duplicate portions of its systems or services without liability. In addition, others may challenge, invalidate, render unenforceable or circumvent Sirius XM Holdings' intellectual property rights, patents or existing licenses or it may face significant legal costs in connection with defending and enforcing those intellectual property rights. Some of the know- how and technology Sirius XM Holdings has developed, and plans to develop, is not now, nor will it be, covered by U. S. patents or trade secret protections. Trade secret protection and contractual agreements may not provide adequate protection if there is any unauthorized use or I- 43disclosure. The loss of necessary technologies could require Sirius XM Holdings to substitute technologies of lower quality performance standards, at greater cost or on a delayed basis, which could harm Sirius XM Holdings. Other parties may have patents or pending patent applications, which will later mature into patents or inventions that may block or put limits on Sirius XM Holdings' ability to operate its system or license its technologies. Sirius XM Holdings may have to resort to litigation to enforce its rights under license agreements or to determine the scope and validity of other parties' proprietary rights in the subject matter of those licenses. This may be expensive and Sirius XM Holdings may not succeed in any such litigation. Third parties may assert claims or bring suit against Sirius XM Holdings for patent, trademark or copyright infringement, or for other infringement or misappropriation of intellectual property rights. Any such litigation could be costly, divert Sirius XM' s efforts from its business, subject it to significant liabilities to third parties, require it to seek licenses from third parties, block its ability to operate its services or license its technology, or otherwise adversely affect its ability to successfully develop and market its services. Some of Sirius XM Holdings' services and technologies may use " open source " software, which may restrict how Sirius XM Holdings uses or distributes its services or require that it release the source code subject to those licenses. Sirius XM Holdings may incorporate in some products software licensed under " open source " licenses. Open source licenses often require that the source code be made available to the public and that any modifications or derivative works to the open source software continue to be licensed under open source licenses. Few courts have interpreted open source licenses, and the manner in which these licenses may be interpreted and enforced is therefore subject to uncertainty. In the event that portions of Sirius XM Holdings' proprietary technology are determined to be subject to an open source license, Sirius XM Holdings may be required to publicly release portions of its source code, be forced to re- engineer all or a portion of its technologies, or otherwise be limited in the licensing of its technologies, each of which could adversely affect its ability to sustain and grow its business. Rapid technological and industry changes and new entrants could adversely impact Sirius XM Holdings' services. The audio entertainment industry is characterized by rapid technological change, frequent product and feature innovations, changes in customer requirements and expectations, evolving standards and new entrants offering products and services. If Sirius XM Holdings is unable to keep pace with these changes, its business may not succeed. Products using new technologies could make Sirius XM Holdings' services less competitive in the marketplace. Sirius XM Holdings has a significant amount of indebtedness, and its debt contains certain covenants that restrict its operations. As of December 31, 2023, Sirius XM Holdings had an aggregate principal amount of approximately $ 9. 3 billion of indebtedness outstanding. Sirius XM Holdings' indebtedness increases its vulnerability to general adverse economic and industry conditions; requires it to dedicate a portion of its cash flow from operations to payments on indebtedness, reducing the availability of cash flow to fund capital expenditures, marketing and other general corporate activities; limits its ability to borrow additional funds; and may limit its flexibility in planning for, or reacting to, changes in its business and the audio entertainment industry. In addition, Sirius XM Holdings' borrowings under its Senior Secured Revolving Credit Facility carry a variable interest rate based on the Secured Overnight Financing Rate (" SOFR "). Sirius XM Holdings may, in the future, hedge against interest rate fluctuations by using hedging instruments such as swaps, caps, options, forwards, futures or other similar products. These instruments may be used to selectively manage risks, but there can be no assurance that Sirius XM Holdings will be fully protected against material interest rate fluctuations. I- 44If Sirius XM Holdings is unable to attract and retain qualified personnel, its business could be harmed. Sirius XM Holdings believes that its success depends on its continued ability to attract and retain qualified management, sales, technical and other personnel. All of Sirius XM Holdings' employees, including its executive officers, are free to terminate their employment with Sirius XM Holdings at any time, and their knowledge of its business may be difficult to replace. Qualified individuals are in high demand, particularly in the media and technology industries, and Sirius XM Holdings may incur

~~significant costs to attract and retain employees. If Sirius XM Holdings is unable to attract and retain its key employees, it may not be able to achieve its objectives, and its business could be harmed. Sirius XM Holdings' facilities could be damaged by natural catastrophes or terrorist activities. An earthquake, hurricane, tornado, flood, cyber- attack, terrorist attack, civil unrest or other catastrophic event could damage Sirius XM Holdings' data centers, studios, terrestrial repeater networks or satellite uplink facilities, interrupt its services and harm its business. Sirius XM Holdings also has significant operations in the San Francisco Bay Area, a region known for seismic activity. Natural disasters and extreme weather conditions can be caused or exacerbated by climate change. Any damage to the satellites that transmit to Sirius XM Holdings' terrestrial repeater networks would likely result in degradation of the affected service for some Sirius XM subscribers and could result in complete loss of Sirius XM satellite service in certain or all areas. Damage to Sirius XM Holdings' satellite uplink facilities could result in a complete loss of its Sirius XM satellite service until it could transfer operations to suitable back- up facilities. The unfavorable outcome of pending or future litigation could have an adverse impact on Sirius XM Holdings' operations and financial condition. Sirius XM Holdings is party to several legal proceedings arising out of various aspects of its business, including possible class actions arising out of its marketing practices and governmental actions and possible class actions and mass arbitrations arising from its pricing and cancellation practices. The outcome of these proceedings may not be favorable, and one or more unfavorable outcomes could have an adverse impact on its financial condition. Sirius XM Holdings may be exposed to liabilities that other entertainment service providers would not customarily be subject to. Sirius XM Holdings designs, establishes specifications, sources or specifies parts and components, and manages various aspects of the logistics of the production of satellite radios and its apps. As a result of these activities, Sirius XM Holdings may be exposed to liabilities associated with the design, manufacture and distribution of radios and apps that the providers of an entertainment service would not customarily be subject to, such as liabilities for design defects, patent infringement and compliance with applicable laws, as well as the costs of returned product. Sirius XM Holdings' business and prospects depend on the strength of its brands. Maintaining and enhancing Sirius XM Holdings' brands is an important part of its strategy to expand its base of subscribers, listeners and advertisers. Sirius XM Holdings' brands may be impaired by a number of factors, including service outages, data privacy and security issues and exploitation of its trademarks by others without permission. Sirius XM Holdings' ability to maintain and enhance its brands also depends in part on its ability to continue to develop and provide an innovative and high- quality entertainment experience, which Sirius XM Holdings may not do successfully. I- 45Risks Relating to the~~ Formula One Group **There** ~~Risks Relating to the Formula 1 BusinessThere~~ could be a decline in the popularity of Formula 1, which may have a material adverse effect on Formula 1' s ability to exploit its commercial rights to the World Championship. The success of Formula 1' s business and its ability to profitably renew or enter into beneficial new commercial arrangements, including race promotion, media rights and sponsorship contracts, is largely dependent upon the continued popularity of the World Championship. Similarly, the sponsorship and other revenue generation of the Teams are dependent on such continued popularity and, if such revenue decreased, it may impact their ability or willingness to continue participating in the World Championship. The popularity of Formula 1, globally and in particular countries and regions, may be influenced by competition from any rival championship and other forms of motor sport or similar entertainment which challenge Formula 1' s position and reputation as the pinnacle of world motor sport, the continued participation of the leading Teams, the perceived entertainment value of the World Championship, changes in societal views on automobiles more generally and an unfavorable economic climate which may discourage fans from attending Events or make it more difficult to expand into new markets, all of which could change rapidly and cannot be predicted. See " — Rival motor sport events could be established involving existing Teams or different teams, or existing Teams may divert their resources to participate in another motor sport event, which could lead to fewer Teams and race circuits being involved in Formula 1, or a Team' s primary engagement in motor sport being in another motor sport event, either of which could diminish the competitive position of Formula 1. " Formula 1 also faces stiff competition from other live sporting events, and with sporting events delivered over television networks, radio, the Internet and online services, mobile applications and other alternative sources, as well as from the availability of alternative forms of entertainment and leisure activities. Formula 1 competes for attendance, viewership and advertising with a wide range of alternatives, such as top flight soccer leagues in many of its non- U. S. markets. As a result of the large number of options available, Formula 1 faces strong competition for the attention of sports fans. Further, a scandal which undermines the credibility of the sport, such as a race fixing scandal, or accident could also impact the popularity of Formula 1. In particular regions, the popularity of the World Championship varies depending upon the participation and performance of drivers and Teams from that region. There is no assurance that Formula 1 will be able to compete effectively with other forms of sports or entertainment or that the World Championship will maintain its popularity either globally or in any particular country or region. Any decrease in the continued popularity of the World Championship may affect Formula 1' s ability to enter into or renew race promotion, media rights, advertising, sponsorship or other commercial agreements which may materially adversely affect Formula 1' s business, financial condition, results of operations and prospects, and in turn materially adversely impact the Formula One Group. Termination of the 100- Year Agreements could cause Formula 1 to discontinue its operations. Under the 100- Year Agreements, entered into by Formula 1 and the FIA in 2001, Formula 1 was granted an exclusive license with respect to all of the commercial rights to the World Championship, including its trademarks. This license, which took effect on January 1, 2011 and will expire on December 31, 2110, maintains Formula 1' s exclusive commercial rights to the World Championship which Formula 1 held under previous agreements with the FIA, among other things. The license under the 100- Year Agreements is critical to the ongoing operation of Formula 1' s business. Formula 1' s rights under these agreements can be terminated by the FIA if Formula 1 materially breaches the relevant agreements (with certain of such breaches subject to certain cure rights), undergoes an unpermitted change of control, **I-** ~~interferes~~ **19interferes** with certain of the FIA' s rights under the 100- Year Agreements or experiences certain insolvency events. If Formula 1' s license under the 100- Year Agreements was terminated in accordance with its terms or the FIA or another person successfully challenged the validity of that license (or the 100- Year Agreements as a whole), it could

cause Formula 1 to discontinue its operations, lead to the termination of substantially all of Formula 1' s commercial contracts, prevent Formula 1 from exploiting the commercial rights to the World Championship and require Formula 1 to discontinue use of the World Championship trademarks and other intellectual property rights, which would materially adversely impact the Formula One Group. ~~I- 46Teams~~ -- **Teams** may, in certain circumstances, terminate their existing commitment to participate in the World Championship until (and including) 2025 or breach their obligations and withdraw. Formula 1' s ability to effectively stage the World Championship depends on the ongoing involvement of its participants. Pursuant to the 2021 Concorde Agreement, each of the current 10 Teams have committed to participate in the World Championship until December 31, 2025, subject to earlier termination upon the occurrence of certain events. Formula 1 cannot provide assurance that any of the Teams will commit to participate in the World Championship beyond 2025, or that the FIA will enter into a subsequent Concorde Agreement beyond 2030. If any of the current Teams cease to participate in the World Championship, Formula 1 may attempt to encourage new entrants to the World Championship; however, there is no assurance Formula 1 will be able to do this. If such Teams were not replaced, it could result in fewer competitors in the World Championship as compared to recent seasons which may impact the perceived entertainment value of Events. In addition, any negotiation for an extension to the term of the Team Agreements or the Concorde Arrangements could result in less favorable terms to Formula 1. Even if a Team has committed to participate in the World Championship it may be able to exercise termination rights under the 2021 Concorde Agreement in certain circumstances and withdraw. For additional information regarding the 2021 Concorde Agreement, see " Item 1. Business — Formula 1 — Key Commercial Agreements — Key Provisions. " A lesser number of teams may reduce the popularity of Formula 1 which may affect its ability to enter into or renew race promotion, media rights, advertising, sponsorship or other commercial agreements, which may materially and adversely affect Formula 1' s business, financial condition, results of operations and prospects, and in turn may materially adversely impact the Formula One Group. The FIA may take actions which are not in Formula 1' s interest. The FIA is the governing body of the World Championship and a party to the 100- Year Agreements and the 2013 Concorde Implementation Agreement. In its capacity as the governing body of the World Championship, the FIA must place safety and other sporting concerns over Formula 1' s commercial interests. As a result, the FIA may take actions with respect to safety and sporting standards and regulations which conflict with Formula 1' s interests as the commercial rights holder, including by increasing the cost to Teams of participating in the World Championship, diminishing the visual and sonic spectacle of Events, imposing fines on or excluding Teams, cancelling or delaying an Event, withholding approval for the staging of an Event, a new circuit or Formula 1' s proposed season calendar or establishing regulations without the support of the Teams. As a party to the 100- Year Agreements and the 2021 Concorde Governance Agreement, the FIA has certain rights, and the exercise or purported exercise of the FIA' s rights thereunder may conflict with Formula 1' s interests. Any actions taken by the FIA which conflict with Formula 1' s interests may adversely impact Formula 1' s operations and revenue, and in turn may materially adversely impact the Formula One Group. Formula 1 may be subject to enforcement actions under competition laws. As further described in " Item 1. Business — Regulatory Matters ~~— Competition Laws and Formula 1~~ , " following an investigation by the E. C. in 1999 in relation to Formula 1' s compliance with competition laws, Formula 1 modified certain of its business practices and changed the terms of a number of Formula 1' s commercial contracts. Following these modifications and changes, the E. C. issued two comfort letters to Formula 1 in October 2001 stating that Formula 1 was no longer under investigation. Comfort letters are not binding on the E. C. and if it believes there has been a material change in circumstances, it could take further enforcement action. The E. C. issued a press release in October 2003 stating that it was satisfied that Formula 1 had complied with the modified practices and terms that had led to its issuing its comfort letters and that it had ended its **I-** ~~monitoring~~ **20monitoring** of Formula 1' s compliance. In adopting practices and concluding commercial contracts (including as to contracts with broadcasters (and the manner in which these rights are offered), contracts with Teams and contracts with promoters), Formula 1 takes into account the modified practices that formed the basis of the EC' s comfort letters. Formula 1 is also required to comply with general European Union and national competition laws, which require Formula 1 at all times to ensure its business practices and agreements are consistent with the operation of competitive markets. Failure to comply with the relevant practices, terms, laws and rules can give rise to challenges by the EC, national ~~I- 47competition~~ -- **competition** regulators and other interested parties. In addition, they could cause or deem certain of Formula 1' s commercial contracts (including the Team Agreements) to be unenforceable in whole or in part and / or require various terms (including duration, scope and exclusivity) to be modified, and / or Formula 1 could be liable for damages or other sanctions **. In August 2024, we received a notification from the Department of Justice, Antitrust Division that an investigation has been opened with respect to Formula 1' s conduct concerning the application by Andretti Formula Racing to enter the World Championship. Although we are fully cooperating with the investigation, there can be no assurance of the outcome** . Formula 1 has sought to adopt practices and conclude commercial contracts that take into account competition law as it applies to the specific nature of Formula 1' s sporting and entertainment businesses, Formula 1' s role within those businesses and the roles of the counterparties to Formula 1' s commercial contracts. However given the uncertainty of the law in this area, and the possibility of third parties instigating action, there is a risk of further E. C. investigations, challenges or proceedings against Formula 1. For example, two Teams made a complaint against Formula 1 to the E. C. in September 2015 regarding the distribution of the Prize Fund and current sporting governance arrangements (though Formula 1 rejected the complaint as being without merit and believed it was in any event, a commercial dispute and not one that involved any breach of competition law). Although this particular complaint was withdrawn by the two Teams in early 2018, for the reasons set out above, no assurance can be given that there will be no future E. C. investigations, challenges or proceedings regarding unasserted matters. Any of the foregoing could materially and adversely affect Formula 1' s business, financial condition, results of operations and prospects, which in turn could materially adversely impact the Formula One Group. Formula 1 may be unable to renew, replace or renegotiate on favorable terms one or more of Formula 1' s race promotion, media rights or sponsorship contracts. Formula 1' s race promotion, media rights and sponsorship contracts typically have terms of three to

seven years, three to five years and three to five years, respectively, but may on occasion be of longer duration. When these contracts expire, Formula 1 may not be able to renew or replace them with contracts on similar terms or at all. Further, counterparties to Formula 1 contracts may seek to terminate or renegotiate them, and Formula 1 may not be able to replace terminated contracts with contracts on similar terms or at all or renegotiate contracts on terms that are as favorable to us. Formula 1' s ability to renew, replace or renegotiate its contracts on similar terms, or at all, is dependent on a number of factors which Formula 1 may not be able to control or predict including the popularity of Formula 1, the value of live sports rights generally, relevant regulations, economic conditions in the relevant countries and the spending capacity and priorities of Formula 1' s counterparties. Additionally, many of Formula 1' s race promotion and media rights contracts are directly or indirectly with, or guaranteed by, governmental bodies or agencies and a change in their spending capacity or priorities could impact Formula 1' s negotiations with them. A failure to renew, replace or renegotiate Formula 1' s existing contracts on similar or improved terms could result in, among other things, the cancellation of an Event, the payments Formula 1 receives decreasing, the term of the contracts being shortened, termination rights being granted to Formula 1' s counterparties and other contractual terms and conditions being introduced which could materially and adversely affect Formula 1' s business, financial condition, results of operations and prospects, and in turn could materially adversely impact the Formula One Group. Formula 1 is exposed to credit- related losses in the event of non- performance by counterparties to Formula 1' s key commercial contracts. Future payments under Formula 1' s core commercial contracts, including Formula 1' s race promotion, media rights and sponsorship contracts are typically made periodically over the course of several years. Formula 1' s ability to **I-** ~~generate~~ **21generate** cash flow is heavily dependent on collecting amounts owed to it under these contracts. A change in the credit quality of one or more of Formula 1' s counterparties over the term of their contract with Formula 1 may increase the risk of non- payment. Certain of Formula 1' s counterparties are directly or indirectly governments or agencies thereof, some of which have recently experienced a deterioration in their credit quality. Formula 1 may also generally experience difficulties or be unable to recover payments owed to it by governments or agencies thereof because of their sovereign or semi- sovereign status. Additionally, an appreciation of the U. S. dollar against the functional currencies of Formula 1' s counterparties increases the risk of non- payment. See " — Fluctuations in the value of the U. S. dollar against the functional currencies of Formula 1' s business and Formula 1' s counterparties' business could adversely affect Formula 1' s profitability and the Formula One Group. " The failure of one or more of Formula 1' s counterparties to pay outstanding ~~I- 48amounts --~~ **amounts** owed to it could have a material adverse effect on Formula 1' s cash flows and results of operation, and in turn could materially adversely impact the Formula One Group. Potential challenges by tax authorities in the jurisdictions in which Formula 1 operates could adversely affect Formula 1' s financial results and position and in turn, the Formula One Group. Formula 1' s taxes are based upon the applicable tax laws and tax rates in effect in the jurisdictions in which it operates and upon the nature of Formula 1' s business arrangements and activities with and in such jurisdictions. When computing its tax obligations in these jurisdictions, Formula 1 endeavors to apply national and international tax rules consistently and in accordance with generally accepted interpretations and practice. However, such rules, and their application to Formula 1' s business, may not be entirely clear in all cases and may be interpreted differently by the applicable tax authorities. There can be no assurance that, upon review of Formula 1' s positions, the applicable tax authorities will agree with such positions. If a tax authority successfully challenges Formula 1' s positions with respect to its business arrangements, intercompany pricing policies, or the taxable presence of subsidiaries in certain jurisdictions, or if Formula 1 loses a material tax dispute in any jurisdiction, then Formula 1 may be exposed to additional tax liabilities and penalties, which may adversely affect its financial condition, results of operations and prospects, and in turn may materially adversely impact the Formula One Group. Changes in tax laws could adversely affect Formula 1 and the Formula One Group. Formula 1 operates in various jurisdictions and is subject to changes in applicable tax laws, treaties or regulations in those jurisdictions. A material change in the tax laws, treaties or regulations, or their interpretation, of any jurisdiction with which Formula 1 does business, or in which Formula 1 has significant operations, could adversely affect Formula 1. For example, during October 2021, the Organisation for Economic Cooperation and Development (the " OECD ") announced that 136 countries and tax jurisdictions had agreed to implement a new " Two Pillar " approach to international taxation. ~~Several~~ **Numerous** countries have now enacted **, or are in the process of enacting,** new legislation consistent with this approach, which ~~takes~~ **took** effect for the first time in 2024. More countries have committed to introduce similar legislation, at different times and in different ways, through their individual agreement to tax treaty changes and through changes to their own domestic tax laws. The first of the OECD' s " pillars " establishes a new taxing right for countries in which a business has a significant economic presence, even though it may not have the degree of physical presence in that country needed to establish a taxing right under existing tax treaties. This new taxing right is subject to several conditions, exclusions and exceptions, and will initially affect only multinational enterprises with global turnover above 20 billion euros. The second pillar establishes a Global Minimum Tax Rate of 15 %, such that multinational enterprises with an effective tax rate in a jurisdiction below this minimum rate will need to pay additional tax, which could be collected by the parent company' s tax authorities or by those in other countries, depending on whether and how each country implements the OECD' s approach in its tax treaties and domestic tax legislation. In an initial transition period from 2024 to 2026, enterprises are exempt from this additional tax if certain " Safe Harbour " tests are met. Depending on how the jurisdictions in which Formula 1 operates, and those in which Liberty and its subsidiaries are based, choose to implement the OECD' s approach in their tax treaties and domestic tax laws, and depending on the **I-** ~~future~~ **22future** evolution of the OECD' s " Two Pillar " approach ~~.~~ **,** Formula 1 could be adversely affected due to its income being taxed at higher effective rates. Formula 1 may face difficulties expanding into new markets, including as a result of being unable to attract race promoters for new Events. Formula 1 has recently staged Events in a number of new markets and intends to explore further opportunities for expansion. Attracting the relevant race promoters to the World Championship in these markets on terms that are attractive to Formula 1 will be largely dependent on the popularity of the Formula 1 brand in these markets and Formula 1' s perceived ability to deliver the benefits that race promoters desire, such as publicity for the host

city / region, economic impact or tourism. See " — There could be a decline in the popularity of Formula 1 which may have a material adverse ~~I- 49effect --~~ **effect** on Formula 1' s ability to exploit its commercial rights to the World Championship. " Additionally, Formula 1 may have difficulties entering into agreements with race promoters that have the necessary resources and experience to obtain all the necessary FIA, governmental and sporting approvals and successfully stage an Event. Events in new markets also require significant investments in circuit infrastructure and other administrative costs by Formula 1' s race promoters which may not be recouped and may generate fees below those received from Formula 1' s Events staged in more developed markets. In addition, under the 2021 Concorde Agreement, the consent of 70 % of the Teams is required if there are more than 24 Events in a season or if there are fewer than eight Events across Europe and North America combined. See " Item 1. Business — Formula 1 — Key Commercial Agreements — Key Provisions. " Also, under the 100- Year Agreements as amended by the 2013 Concorde Implementation Agreement, Formula 1 must obtain the FIA' s approval to stage more than 25 Events (or beginning in 2031, more than 17 Events unless the FIA and Formula 1 make a new agreement on this point), and there is no assurance such approval will be obtained. Formula 1' s business is subject to laws and regulations including with respect to advertising, media rights and the environment, and changes in and judicial interpretations of such laws and regulations could have a material adverse effect on Formula 1 and the Formula One Group. Formula 1' s business is subject to laws and regulations including advertising, media rights, environmental and health and safety laws and regulations. Such regimes are subject to periodic governmental review, legislative initiatives and judicial interpretations, any of which could adversely affect Formula 1' s business and its profitability. A substantial part of Formula 1' s, broadcasters' and the Teams' revenue come from sponsorship contracts. If new restrictions or bans on advertising specific products or services which are advertised in Formula 1 are introduced, it may reduce Formula 1' s or the Teams' sponsorship revenue or advertising revenue of Formula 1' s broadcasters, which in turn may reduce the value of Formula 1' s media rights contracts and impact the Teams' desire to continue participating in Formula 1. For example, advertising of alcohol is restricted in certain countries where Events are held. Advertising laws could also be introduced which prevent the broadcast of images which include a restricted brand, thereby preventing Formula 1 from licensing the television rights in an affected country. Additionally, as Formula 1 expands into new markets, local customs, practices and cultural sensitivities may require Formula 1 and the Teams to restrict advertising of certain products even if not required by law. Broadcasting laws could be introduced which require that Events be broadcast only on free- to- air television which would prevent Formula 1 from entering into pay television contracts in the relevant jurisdiction. Additionally, judicial decisions or other governmental action could interfere with the manner in which Formula 1 exploits its media rights, including in relation to Formula 1' s segmentation of such rights among different geographic regions. Environmental laws could also be introduced which place limits on engine design and Event activities. Motor sport has also been banned in certain countries. For example, Switzerland banned motor sport from 1955 to 2007 following an accident at the 24 Hours of Le Mans that killed spectators and a driver. A ban on motor sport in any country where Formula 1 holds an Event could result in a reduction in Formula 1' s revenue and as a consequence, may materially and adversely affect Formula 1' s business, financial condition and prospects, which in turn may materially adversely impact the Formula One Group. ~~The economic and security relationship between the U. K. and the E. U. following Brexit could have a material adverse effect on our business. Following the withdrawal of the U. K. from the E. U., commonly referred to as " Brexit, " the E. U. reached a trade agreement with the U. K. on the terms of its future cooperation with the E. U., effective as of January 1, 2021 (the " Trade Agreement "). The Trade Agreement offers U. K. and E. U. companies preferential access to each other' s markets, ensuring imported goods will be free of tariffs and quotas; however, economic relations between the U. K. and the E. U. are now more restricted than they were previously. The Trade Agreement does not incorporate the full scope of the services sector, and businesses such as banking and finance face a more uncertain future. The U. K. and E. U. concluded technical discussions on a separate memorandum of understanding in March 2021, creating a framework for dialogue between the U. K. and the E. U. on financial services regulation. l- 50As Formula 1 operates its business principally through U. K.- based subsidiaries and a number of Events 23Events take place within the E. U., Brexit and the terms of the Trade Agreement may have negative impacts that could adversely affect our business, financial condition and operating results. We therefore continue to monitor any effects of Brexit and the Trade Agreement on our operations, and to identify appropriate mitigating actions to prevent significant disruption to our operations. Events~~ beyond Formula 1' s control may cause one or more Events to be cancelled or postponed or prevent Formula 1 from providing an international television feed, each of which could result in the loss of revenue under Formula 1' s commercial contracts. An Event may have to be postponed or cancelled, or Formula 1 may be unable to provide an international television feed of an Event, due to factors beyond its control, including an inability to transport Formula 1' s and the Teams' equipment to an Event, power failures **, natural disasters or extreme weather, geopolitical conditions or international conflicts** , parties to Formula 1 race promotion contracts terminating those contracts, embargoes or sanctions, cancellation of large- scale public events by a competent authority due to a security or terrorism risk, or outbreak of disease, which could result in the loss of revenue under Formula 1' s commercial contracts. Most recently, the 2023 Emilia- Romagna Grand Prix was cancelled due to severe flooding in the region. Additionally, the 2022 Russian Grand Prix was cancelled due to circumstances arising from Russia' s invasion of Ukraine. During the 2021 and 2020 seasons, a number of Events were cancelled and / or replaced due to the COVID- 19 pandemic. As a general matter, Formula 1' s insurance policies do not cover the cancellation of an Event. Whether a race promoter is required to pay Formula 1 the race promotion fee with respect to an Event that is cancelled due to any factor beyond the control of Formula 1 depends on the terms and provisions of the applicable promoter agreement. In addition, Formula 1' s broadcast contracts include a provision to reduce the fee payable to Formula 1 if there are fewer than a specified number of Events in a season for reasons other than a force majeure event. The minimum number of Events varies by broadcast contract but is typically between 14 and 16 Events. However, if an Event were to be cancelled due to the race promoter failing to meet its obligations under the race promotion contract, then Formula 1 may be entitled to indemnification from the race promoter for any lost media rights revenue. If an Event is not held, cancelled or does

not receive international television coverage (for example, as a result of a technical problem), Formula 1' s fees under the relevant sponsorship contract are likely to be reduced unless the sponsorship contract allows Formula 1 to substitute another Event for the cancelled Event and Formula 1 does so. If an Event is cancelled, Formula 1 will also be required to refund amounts paid under other arrangements, including amounts paid for tickets to the Paddock Club, the principal high end corporate hospitality offering at certain Event weekends. Accidents during Events may cause losses that are not covered by insurance, disrupt an Event and cause Formula 1 reputational damage. Racing accidents occur in Formula 1 and its support races. The last racing accident to cause the death of a driver was in 2019 during a Formula 2 support race at the Belgian Grand Prix and there have also been two fatalities involving race marshals since 1994. Fatal accidents, particularly if they involve public spectators, could damage the reputation of Formula 1 and decrease its popularity, any of which could have a material adverse effect on Formula 1. Accidents can also result in the cancellation of a practice, a qualifying session or a race. Additionally, persons harmed in any accident could seek compensation from Formula 1. Formula 1 and its promoters purchase insurance coverage for each Event. However, there can be no assurance that such insurance policies will provide adequate coverage at all times and in all circumstances. If Formula 1 is held liable for damages beyond the scope of the insurance coverage available to Formula 1 (including the insurance contract procured by the race promoter to include coverage for Formula 1), Formula 1' s business, financial condition and results of operations could be materially and adversely affected, which in turn could materially adversely affect the Formula One Group. Terrorist acts during Events may cause Formula 1 damage and losses that are not covered by insurance. Formula 1 is a high profile sport with a global fan base and Events are attended by a large number of spectators. An Event, like any other major sporting event, could be the target of an actual or threatened terrorist act, either of which could disrupt Formula 1 and lead to the cancellation of Events, increase security requirements and result in a decline of spectator attendance at Events. Additionally, persons harmed in any terrorist act may attempt to seek compensation from Formula 1. The general risk of a terror attack has increased recently in a number of the countries in which Events are held. ~~I- 51Formula --~~ **Formula** 1 purchases annual insurance policies covering all Events, and individual race promoters purchase insurance coverage for their own Events under which Formula 1 is also covered, which provide coverage for third party liability covering personal injury, equipment and property damage. However, there can be no assurance that this insurance will be adequate at all times and in all circumstances. Terrorism is expressly excluded from the public liability coverage arranged by the race promoters, although Formula 1' s own insurance policies cover both its broadcast and Event systems equipment and its employer and public liabilities exposures for terrorism risks. However, attacks involving an active assailant are not **I- ~~covered~~ 24covered** by insurance policies for terrorism, and would require supplemental coverage. If Formula 1 is held liable for damages beyond the scope of the insurance coverage (its own and that arranged by the race promoter) and / or is unable to obtain indemnification from the relevant insurer (s), Formula 1' s business, financial condition and results of operations could be materially and adversely affected, which in turn could materially adversely affect the Formula One Group. Rival motor sport events could be established involving existing Teams or different teams, or existing Teams may divert their resources to participate in another motor sport event, which could lead to fewer Teams and race circuits being involved in Formula 1, or a Team' s primary engagement in motor sport being in another motor sport event, either of which could diminish the competitive position of Formula 1. In the future, it is possible that a rival motor racing series similar to Formula 1 could be established, involving existing Teams and / or different teams or an existing motor sport event could become more popular and become a rival series to Formula 1. Such a rival series could lead to fewer Teams and race circuits in Formula 1, reduce the budget that a Team is willing to spend on its participation in Formula 1, or diminish the competitive position of Formula 1 and have a material adverse effect on Formula 1' s results of operations and business and the Formula One Group. In addition, certain of Formula 1' s commercial contracts could be terminated if Formula 1 ceased to be the premier motor racing series for open wheel single-seater cars. Pursuant to the 2021 Concorde Agreement, each of the 10 Teams have committed to participate in the World Championship until December 31, 2025. If a rival motor racing series is established (or if an existing series develops into a rival series), this may reduce the popularity of Formula 1 leading to a decline in the value of Formula 1' s commercial contracts which may materially adversely affect Formula 1' s business, financial condition, results of operations and prospects, and in turn may materially adversely affect the Formula One Group. See " — There could be a decline in the popularity of Formula 1 which may have a material adverse effect on Formula 1' s ability to exploit its commercial rights to the World Championship " and " — Teams may, in certain circumstances, terminate their existing commitment to participate in the World Championship until (and including) 2025 or breach their obligations and withdraw. " Changes in consumer viewing habits and the emergence of new content distribution platforms could adversely affect Formula 1' s business and the Formula One Group. The manner in which consumers view televised sporting events is changing rapidly with the emergence of alternative distribution platforms. Digital cable, internet and wireless content providers are continuing to improve technologies, content offerings, user interface and business models that allow consumers to access video- on- demand or internet- based tools with interactive capabilities including start, stop and rewind. Formula 1' s exclusive commercial rights place no limits on the platforms on which it can operate, including online. However, such developments may impact the profitability or effectiveness of Formula 1' s existing licensing practices and there is no guarantee that Formula 1 will be successful in adapting its licensing practices and / or media platform as consumer viewing habits change. If Formula 1 is unsuccessful in adapting its licensing practices and / or media platform as consumer viewing habits change, Formula 1' s viewership levels (whether on traditional or new platforms) may decrease and / or its licensing practices may become less profitable leading to the possibility of a reduction in the value of its media rights and sponsorship contracts. Any reduction in the value of Formula 1' s commercial rights and / or contracts may materially and adversely affect its revenue, business, financial condition, results of operations and prospects, which in turn may materially adversely affect the Formula One Group. While Formula 1' s monetization of its television rights has increased in recent years, there can be no assurance that such increases will continue or that Formula 1' s level of such monetization will be comparable to that of other sporting events. **If** ~~I- 52If~~ confidential information regarding Formula 1' s business arrangements is disclosed or

leaked, it could affect Formula 1' s relationships with counterparties and / or Teams and result in less favorable commercial contracts and adversely affect Formula 1' s business and the Formula One Group. The success of Formula 1' s business depends on maintaining good relationships with Formula 1' s counterparties (including race promoters, broadcasters and sponsors) and the Teams and entering into race promotion, media rights, sponsorship and other commercial contracts on favorable terms. If confidential information regarding Formula 1' s business arrangements with its counterparties and / or the Teams were to be disclosed or leaked, it could harm Formula 1' s relationships with those parties and result in less favorable terms in its commercial contracts, including with respect to **I- ~~pricing~~ 25pricing** and adversely affect its business, results of operation, financial condition and prospects, which in turn could materially adversely affect the Formula One Group. Formula 1 depends on trademarks, copyrights and intellectual property. Formula 1 relies on certain trademarks, copyrights and other intellectual property to protect its rights, including its brands, logos and television footage. The existence of complex factual and legal issues may give rise to uncertainty as to the validity or subsistence, scope and enforceability of a particular trademark, copyright or other intellectual property or contractual right in a particular jurisdiction. While historically Formula 1 has been widely transmitted by free- to- air television which reduced its attractiveness as a target for piracy and other infringement, Formula 1 is increasingly transmitted by pay TV operators that are greater targets for piracy. In any event, Formula 1' s intellectual property, and in particular the Formula 1 brand (including the F1 logo) and television footage are potential targets for counterfeiting, piracy and other infringement. New technologies such as the convergence of computing, communication, and entertainment devices, the falling prices of devices incorporating such technologies, increased broadband internet speed and penetration and increased availability and speed of mobile data transmission have made the unauthorized digital pirating and distribution of televised sporting events easier and faster and enforcement of intellectual property rights more challenging. The unauthorized use of intellectual property in the entertainment industry generally continues to be a significant challenge for intellectual property rights holders. If Formula 1 is unsuccessful in preventing widespread piracy and illegal live streaming of Events in the future, these activities could result in lost revenue and a reduction in the value of Formula 1' s media rights which may materially and adversely affect Formula 1' s business, results of operation, financial condition and prospects, and in turn may materially adversely affect the Formula One Group. **Further, the availability of certain artificial intelligence tools could facilitate the creation of infringing works based on the unauthorized use of our and our business affiliates' intellectual property. The legal landscape for some new technologies, including some artificial intelligence tools remains uncertain, and development of the law in this area could impact our and our business affiliates' intellectual property. Formula 1' s processing, storing, sharing, use, disclosure and protection of personal data could give rise to liabilities as a result of governmental regulation, conflicting legal requirements and policies or differing views of personal privacy rights. Formula 1 receives, transmits and stores a large volume of personal data and other user data, primarily in the processing of consumer transactions and managing its employees. The processing, storage, sharing, use, disclosure and protection of this information are governed by the privacy and data security policies maintained by Formula 1. Moreover, there are federal, state and international laws regarding privacy and the processing, storage, sharing, use, disclosure and protection of personal data and user data. Specifically, personal data is increasingly subject to legislation and regulations, in numerous jurisdictions around the world, which are intended to protect the privacy of personal data that is collected, processed and transmitted in or from the governing jurisdiction. Compliance with these laws and regulations may be onerous and expensive and may be inconsistent from jurisdiction to jurisdiction, further increasing the cost of compliance. For example, the European Court of Justice in 2015 invalidated the U. S.- EU Safe Harbor Framework, which facilitated personal data transfers to the U. S. in compliance with applicable European data protection laws. The E. U.- U. S. Privacy Shield, which replaced the U. S.- E. U. Safe Harbor Framework, and became fully operational in 2016, provided a mechanism to comply with data protection requirements when transferring personal data from the European Union (" E. U. ") to the U. S. On July 16, 2020, the Court of Justice of the European Union invalidated the E. U.- U. S. Privacy Shield, and imposed new obligations on the use of standard contractual clauses (" SCCs ")- another key mechanism to allow data transfers between the U. S. and the E. U. The E. C. adopted revised SCCs on June 4, 2021. In October 2024, the E. C. announced a consultation regarding new SCCs, which may be adopted in final form in 2025. In March 2022, the U. S. and the E. C. announced a new Transatlantic Data Privacy Framework (" DPF ") to replace the E. U.- U. S. Privacy Shield. On December 13, 2022, the E. C. issued an adequacy decision initiating the formal adoption process for the DPF and the E. U. formally adopted the adequacy decision on July 10, 2023. The U. S. and the E. U. implemented the DPF in July 2023. Further, the General Data Protection Regulation (" GDPR "), which became effective in 2018, gives consumers in the E. U. additional rights and imposes additional restrictions and penalties on companies for illegal collection and misuse of personal data. The timing of enactment of the E. U.' s proposed ePrivacy Regulation, which, among other things, would adopt additional regulation of I- 26 " cookies " and other internet tracking tools, is uncertain. Following the U. K.' s withdrawal from the E. U. (" Brexit "), on June 28, 2021, the E. C. determined that the U. K.' s data protection laws essentially are equivalent to data protection laws in the European Economic Area. As a result, personal data transfers from the E. U. to the U. K. may continue without a new data transfer framework. California has enacted the California Consumer Privacy Act of 2018 (" CCPA "), which, among other things, allows California consumers to request that certain companies disclose the types of personal information collected by such companies. The CCPA became effective on January 1, 2020. The California Attorney General has issued draft implementing regulations and guidance regarding the CCPA and undertook enforcement actions in 2024 regarding violations of the law. In November 2020, California voters approved the California Privacy Rights Act of 2020 (" CPRA "), which amends and expands the CCPA and establishes the California Privacy Protection Agency (" CPPA ") to implement and enforce consumer privacy laws. Regulations under the CPRA became effective in March 2023. The CPPA also proposed new regulations in November 2024 that would require companies to conduct risk**

assessment, annual cybersecurity audits and set up notice and opt- out and access procedures for the use of automated decision- making technology. These proposed new requirements could increase Formula 1' s costs of compliance and impact its operations and the products and services it offers. Since the enactment of the CCPA, 19 additional states have enacted comprehensive privacy legislation. In addition to broad consumer privacy laws, states in the U. S. are enacting and may continue to enact sectoral- specific privacy laws focused on health data, data about people under the age of 18, biometric data, the use of algorithms by organizations, and other matters. In addition to the increasing adoption of privacy laws by governments, other platforms where Formula 1 operates (including social media platforms) may have separate policies that limit its use of personal information that Formula 1 collects through its operations on such platforms, either now or in the future. Private litigants are also using federal and state laws to pursue litigation related to the use of personal data, video content, chat tools and other communication tools, and trackers commonly used by organizations in the operation of consumer- facing websites and applications. Formula 1' s failure, and / or the failure by the various third party vendors and service providers with which it does business, to comply with applicable privacy policies or federal, state or similar international laws and regulations, or changes in applicable laws and regulations, or changes in the policies of third party platforms where Formula 1 conducts business, or any compromise of security that results in the unauthorized release of personal identifiable information or other user data could damage its reputation and the reputation of its third party vendors and service providers, discourage potential fans, result in fines and / or proceedings by governmental agencies and / or fans and / or result in limits on Formula 1' s use of personal information it uses in the operation of its business, any one or all of which could adversely affect Formula 1' s business, financial condition and results of operations. In addition, Formula 1 may not have adequate insurance coverage to compensate for losses. The terms of Formula 1' s indebtedness may limit its financial and operating flexibility. Covenants contained in the agreements governing Formula 1' s credit facilities will restrict the ability of its subsidiaries to, among other things: ● incur or guarantee additional indebtedness or be a creditor in respect of financial indebtedness; ● pay dividends, redeem their share capital, purchase capital stock, make investments or other restricted payments; ● make any payment in respect, or on account of, indebtedness owing to Liberty or certain of its affiliates; ● in certain circumstances, make any payment or distribution in respect, or on account of, intra- group debt; ● issue or sell capital stock; ● acquire assets or make investments; ● sell assets (including capital stock of subsidiaries); ● create liens; **I- 27** ● enter into sale and leaseback or finance lease transactions; ● acquire an interest in or invest in any joint venture; ~~I- 53~~ ● enter into transactions with shareholders or affiliates except on arm' s length terms for full market value, including in relation to the provision of goods or services; ● enter into any contractual or similar restriction which restricts their ability to pay dividends or other distributions, make intra- group loan repayments, loan repayments or loans; ● effect a consolidation or merger; ● amend material commercial contracts; and ● enter into derivative transactions in respect of exposures which are unconnected to Formula 1' s credit facilities. ~~In addition, those covenants restrict certain holding companies in Formula 1 from trading, carrying on business, owning assets or incurring liabilities.~~ Formula 1 may also be required to repay its credit facilities upon the occurrence of certain events and Formula 1 cannot give any assurance that it will be able to finance such a repayment. Failure to comply with an obligation to repay the credit facilities would result in an event of default which could have a material adverse effect on Formula 1 and the Formula One Group. These restrictive covenants could limit Formula 1' s ability to pursue Formula 1' s growth plans, restrict Formula 1' s flexibility in planning for, or reacting to, changes in Formula 1' s business and industry and increase Formula 1' s vulnerability to adverse economic and industry conditions. Formula 1 may enter into additional financing arrangements in the future, which could further restrict Formula 1' s flexibility. Fluctuations in the value of the U. S. dollar against the functional currencies of Formula 1' s business and Formula 1' s counterparties' business could adversely affect Formula 1' s profitability and the Formula One Group. In ~~2023~~ **2024** , a significant proportion of Formula 1' s revenue and costs were denominated in U. S. dollars. Formula 1 also operates in a number of other currencies, most notably the pound sterling and Euro. There may be a mismatch between the amount of a local currency Formula 1 generates in revenue and incurs in expenses. Our financial statements translate local currency transactions into U. S. dollars. Formula 1 occasionally uses derivatives to hedge its exposure to more significant foreign currency risk. There is no assurance that such measures will be successful and fluctuations in the value of the U. S. dollar against Formula 1' s functional currencies could affect its profitability. Additionally, most payments Formula 1 receives from Formula 1' s counterparties under Formula 1' s commercial contracts are denominated in U. S. dollars while their revenue is typically denominated in other currencies, most notably the Euro or the local currency in the country where the relevant Event is held. An appreciation of the U. S. dollar, against the functional currencies of Formula 1' s counterparties whose revenue is denominated in a currency other than U. S. dollars, increases the cost of their payments to Formula 1 in their functional currencies and the risk that they will not make their payments to Formula 1 or cause them to request Formula 1 to enter into a new contract with such counterparty, which could affect Formula 1' s profitability and financial position, and in turn could impact the Formula One Group. See " — Formula 1 is exposed to credit- related losses in the event of non- performance by counterparties to Formula 1' s key commercial contracts. " ~~Formula 1 is reliant upon the retention of certain key personnel and the hiring of strategically valuable personnel, and Formula 1 may lose or be unable to hire one or more of such personnel. Formula 1' s commercial success is dependent to a considerable extent on the abilities and reputation of Formula 1' s management. Formula 1' s senior management team has a wealth of experience both in Formula 1 and in the media sector more widely. Stefano Domenicali, Formula 1' s Chief Executive Officer, brings his history of success in Formula 1 racing at Ferrari and the broader auto industry at Audi and Lamborghini. Formula 1' s Chief Financial Officer, Duncan Llowarch, and Chief Legal Officer and Chief Administrative Officer, Sacha Woodward Hill, have 27 years and 28 years of experience in Formula 1, respectively. While Formula 1 has the benefit of a strong management team and contracted revenue which provide Formula 1 stability in the near term, the voluntary departure of any key personnel could disrupt Formula 1' s operations and have a material adverse effect on Formula 1' s business and results of operations, which in turn could materially adversely impact the Formula~~

~~One Group. Liberty and Formula 1 continue to take steps to hire I- 54new members of management for the Formula 1 team as Liberty continues to expand the Formula 1 business. If Liberty and Formula 1 are unable to make strategic hires to strengthen the management of Formula 1, or if we are unable to retain these strategic hires over the long- term, the Formula 1 business may suffer.~~ The Teams have certain governance rights under the 2021 Concorde Agreement that may limit or, at a minimum, influence actions that Liberty may seek to cause Formula 1 to take. The Teams are entitled to certain consent rights under the 2021 Concorde Agreement, including in relation to the number of Events in a season exceeding 24 or if there are fewer than eight Events across Europe and North America combined and the introduction of new sporting and technical regulations applying to the World Championship. The interests or opinions of the Teams with regard to certain actions proposed to be taken by Formula 1 may differ from those of Liberty. In such event, the Teams may be able to block these actions. **I- ~~Risks~~ 28Risks** Relating to the Liberty Live GroupWe do not have the right to manage our business affiliate, Live Nation, which means we are not able to cause it to operate in a manner that is favorable to us. We do not have the right to manage the businesses or affairs of our business affiliate Live Nation. Rather, our rights take the form of representation on the board of directors and board committees of Live Nation. Although our board representation rights may enable us to exercise influence over the management or policies of Live Nation, such representation will not enable us to cause Live Nation to take any actions we believe are favorable to us (such as paying dividends or distributions). Our equity method investment in Live Nation may have a material impact on net earnings of Liberty and the Liberty Live Group. We have a significant investment in Live Nation that is attributed to the Liberty Live Group, which we account for under the equity method of accounting. Under the equity method, we report our proportionate share of the net earnings or losses of our equity affiliates in our statement of operations under " share of earnings (losses) of affiliates, " which contributes to our earnings (loss) before income taxes. Due to the impact of COVID- 19, Live Nation recorded significant losses during the years ended December 31, 2021 and 2020. If the earnings or losses of Live Nation are material in any year, those earnings or losses may have a material effect on our net earnings or losses and those attributed to the Liberty Live Group. Notwithstanding the impact on our net earnings or losses and those attributed to the Liberty Live Group, we do not have the ability to cause Live Nation to pay dividends or make other payments or advances to its stockholders, including us. In addition, our investment in Live Nation is in publicly traded securities, which is not reflected at fair value on our balance sheet and is subject to market risk that is not directly reflected in our statement of operations. ~~The~~ **Live Nation' s** business **is highly sensitive to public tastes and is dependent on its ability to secure popular artists and other live music events, and Live Nation and its ticketing clients may be unable to anticipate or respond to changes in consumer preferences, which may result in decreased demand for its services. Live Nation' s business is highly sensitive to rapidly changing public tastes and is dependent on the availability** of **popular artists and events. Live Nation' s live entertainment business depends in part on its ability to anticipate the tastes of consumers and to offer events that appeal to them. Since Live Nation relies on unrelated parties to create and perform at live music events, any unwillingness to tour or lack of availability of popular artists could limit its ability to generate revenue. In particular, there are a limited number of artists that can headline a major North American or global tour or who can sell out larger venues, including many of Live Nation' s amphitheaters. If those artists do not choose to tour, or if** Live Nation is ~~subject~~ **unable** to ~~a number of risks and uncertainties~~ **secure the rights to their future tours** , ~~including many of which~~ **then its concerts business would be adversely affected. Live Nation' s artist management business could be adversely affected if the artists it represents do not tour or perform as frequently as anticipated, or if such tours or performances** are **not** ~~similar to those above with respect to Sirius XM Holdings, such~~ as **widely attended by fans as anticipated due** ~~: ● " Sirius XM Holdings faces substantial competition and that competition is likely~~ to ~~increase over time; " ● " Sirius XM Holdings~~ **changing tastes, general economic conditions or otherwise. Live Nation' s ticketing business** relies on third parties **to create and perform live entertainment, sporting and leisure events and to price tickets to such events. Accordingly, Live Nation' s ticketing business' success depends, in part, upon the ability of these third parties to correctly anticipate public demand** for **particular events, as well as** the **availability of popular artists, entertainers and teams. In addition, Live Nation' s live entertainment business typically books its live music tours four to eight months in advance of the beginning of the tour and often agrees to pay an artist a fixed guaranteed amount prior to receiving any revenue. Therefore, if the public is not receptive to the tour, or Live Nation or an artist cancel the tour, Live Nation may incur a loss for the tour depending on the amount of the fixed guarantee or incurred costs relative to any revenue earned, as well as revenue Live Nation could have earned at booked venues. Live Nation has cancellation insurance policies in place to cover a** ~~operation~~ **--- portion** of **its losses if an artist cancels a tour but such policies may not be sufficient and are subject to deductibles. Furthermore, consumer preferences change from time to time, and Live Nation' s failure to anticipate, identify or react to these changes could result in reduced demand for its services, which would adversely affect** its business, **financial condition** and **results of operations. I- 29Live Nation' s business depends on relationships between key promoters, executives, agents, managers, artists and clients and any adverse changes in** ~~the~~ **these** ~~failure~~ **relationships could adversely affect Live Nation' s business, financial condition and results** of **operations. The live music business is uniquely dependent upon personal relationships, as promoters and executives within live music companies such as Live Nation' s leverage** ~~third-~~ **their** ~~parties~~ **existing network of relationships with artists, agents and managers in order** to ~~perform~~ **secure the rights to the live music tours and events which are critical to Live Nation' s success. Due to the importance of those industry contacts to Live Nation' s business, the loss of any of its promoters, officers or other key personnel** could adversely affect its business **. Although Live Nation has entered into long- term agreements with many of those individuals described above to protect its interests in those relationships, Live Nation can give no assurance that all or any of those key employees or managers will remain with it or will retain their associations with key business contacts, including music artists, as some agreements between a manager and an artist are not for a fixed period of time and are instead terminable at will. The success of Live Nation' s ticketing business depends, in significant part, on its ability to maintain and renew relationships**

with existing clients and to establish new client relationships. Live Nation anticipates that, for the foreseeable future, the substantial majority of its ticketing segment revenue will be derived from both online and mobile sales of tickets. Live Nation also expects that revenue from primary ticketing services, which consists primarily of its portion of per ticket convenience charges and per order service fees, will continue to comprise the substantial majority of its ticketing segment revenue. Live Nation cannot provide assurances that it will be able to maintain existing client contracts, or enter into or maintain new client contracts, on acceptable terms, if at all, and the failure to do so could have a material adverse effect on Live Nation' s business, financial condition and results of operations. Another important component of Live Nation' s success is its ability to maintain existing and to build new relationships with third- party distribution channels, advertisers, sponsors and service providers. Any adverse change in those relationships, including the inability of those parties to fulfill their obligations to Live Nation' s businesses for any reason, could adversely affect its business, financial condition and results of operations. Live Nation faces intense competition in the live music and ticketing industries, and it may not be able to maintain or increase its current revenue, which could adversely affect its business, financial condition and results of operations. Live Nation' s businesses are in highly competitive industries, and it may not be able to maintain or increase its current revenue due to such competition. The live music industry competes with other forms of entertainment for consumers' discretionary spending and within this industry Live Nation competes with other venues to book artists, and, in the markets in which it promotes music concerts, it faces competition from other promoters and venue operators. Live Nation' s competitors compete with it for key employees who have relationships with popular music artists and who have a history of being able to book such artists for concerts and tours. These competitors may engage in more extensive development efforts, undertake more far- reaching marketing campaigns, adopt more aggressive pricing policies and make more attractive offers to existing and potential artists. Due to increasing artist influence and competition to attract and maintain artist clients, Live Nation may enter into agreements on terms that are less favorable to it, which could negatively impact its financial results. Live Nation' s competitors may develop services, advertising options or music venues that are equal or superior to those Live Nation provides or that achieve greater market acceptance and brand recognition than Live Nation achieves. Within the live music industry, Live Nation' s artist management business also competes with numerous other artist management companies and individual managers in the United States alone, both to discover new and emerging artists and to represent established artists. Across the live music industry, it is possible that new competitors may emerge and rapidly acquire significant market share. Live Nation' s ticketing business faces significant competition from other national, regional and local primary ticketing service providers to secure new and retain existing clients on a continuous basis. Additionally, it faces significant and increasing challenges from companies that sell self- ticketing systems and from clients who choose to self- ticket, through the integration of such systems into their existing operations or the acquisition of primary ticket services providers or by increasing sales through venue box offices and season and subscription sales. Live Nation also faces competition in the resale of tickets from resale marketplaces and from other ticket resellers with online distribution capabilities. The advent of new technology, particularly as it relates to online ticketing, has amplified this competition. The intense I-30competition that Live Nation faces in the ticketing industry could cause the volume of our ticketing services business to decline. As Live Nation is also a content provider and venue operator it may face direct competition with its prospective or current primary ticketing clients, who primarily include live event content providers. This direct competition with Live Nation' s prospective or current primary ticketing clients could result in a decline in the number of ticketing clients it has and a decline in the volume of its ticketing business, which could adversely affect Live Nation' s business, financial condition and results of operations. In the secondary ticket sales market, Live Nation has restrictions on its business that are not faced by its competitors, imposed as a result of agreements entered into with the Federal Trade Commission (" FTC "), the Attorneys General of several individual states, and various international governing bodies. These restrictions include: a requirement to clearly and conspicuously disclose on any primary ticketing website where a link or redirect to a resale website owned or controlled by Live Nation is posted, that the link is directing the user to a resale website and that ticket prices often exceed the ticket' s original price ; and a requirement to make certain clear and conspicuous disclosures and in certain instances disclose when a ticket being offered for resale is not " in- hand " as well as a requirement to monitor and enforce the compliance of third parties offering tickets on Live Nation' s websites with such disclosure requirements. There are certain state laws that now ban such speculative ticket listings, and the New York Attorney General has in the past brought lawsuits against resale companies for these practices; Live Nation does not, however, allow the use of such speculative ticketing practices on its websites. Other variables related to the competitive environment that could adversely affect Live Nation' s financial performance by, among other things, leading to decreases in overall revenue, the number of sponsors, event attendance, ticket prices and fees or profit margins include: ● "an increased level of competition for advertising dollars, which may lead to lower sponsorships as Live Nation attempts to retain advertisers or which may cause it to lose advertisers to its competitors offering better programs that Live Nation is unable or unwilling to match; ● unfavorable fluctuations in operating costs, including increased guarantees to artists, which Live Nation may be unwilling or unable to pass through to its customers via higher ticket prices; ● inability or unwillingness to fund the significant up- front cash requirements associated with Live Nation' s touring and ticketing businesses due to insufficient cash on hand or capacity under its senior secured credit facility, which could result in the loss of key tours to competitors or the inability to secure and retain ticketing clients; ● competitors' offerings that may include more favorable terms than Live Nation does in order to obtain agreements for new venues or ticketing arrangements or to obtain events for the venues they operate; ● technological changes and innovations that Live Nation is unable to adopt or are late in adopting that offer more attractive entertainment alternatives than it or other live entertainment providers currently offer, which may lead to a reduction in attendance at

live events, a loss of ticket sales or lower ticket fees; and ● other entertainment options available to Live Nation' s audiences that it does not offer. The success of Live Nation' s ticketing business and other operations depends, in part, on the integrity of its systems and infrastructure, as well as affiliate and third- party computer systems, computer networks and other communication systems. System interruption and the lack of integration and redundancy in these systems and infrastructure may have an adverse impact on Live Nation' s business, financial condition and results of operations. System interruption and the lack of integration and redundancy in the information systems and infrastructure, both of Live Nation' s own ticketing systems and other computer systems and of affiliate and third- party software, computer networks and other communications systems service providers on which it relies, may adversely affect its ability to operate websites, process and fulfill transactions, respond to customer inquiries and generally maintain cost- efficient operations. Such interruptions could occur by virtue of natural disaster, malicious actions such as hacking or acts of terrorism or war, or human error. In addition, the loss of some or all of certain key personnel could require Live Nation to expend additional resources to continue to maintain its software and systems and could subject it to systems interruptions. The large I- 31infrastructure plant that is required to operate Live Nation' s systems requires an ongoing investment of time, money and effort to maintain or refresh hardware and software and to ensure it remains at a level capable of servicing the demand and volume of business that Ticketmaster receives. Failure to do so may result in system instability, degradation in performance, or unfixable security vulnerabilities that could adversely impact both the business and the consumers utilizing its services. While Live Nation has backup systems for certain aspects of its operations, disaster recovery planning by its nature cannot be sufficient for all eventualities. In addition, Live Nation may not have adequate insurance coverage to compensate for losses from a major interruption. If **any of** ~~Sirius XM Holdings fails to protect the~~ **these adverse events were to occur, it could adversely affect Live Nation' s business, financial condition and results of operations. Data loss or other breaches of Live Nation' s network** security **could materially harm its business and results of operations, and the processing, storage, use and disclosure** of personal **or sensitive information could give rise to liabilities and additional costs as a result of governmental regulation, litigation and conflicting legal requirements relating to personal privacy rights. Due to the nature of Live Nation' s business, it processes, stores, uses, transfers and discloses certain personal or sensitive** information about its customers **and employees. Penetration of its network or other misappropriation or misuse of personal or sensitive information and data , including credit card information and other personally identifiable information, could cause interruptions in Live Nation' s operations and subject** it **to increased costs, litigation, inquiries and actions from governmental authorities, and financial or other liabilities. In addition, security breaches, incidents or the inability to protect information could lead to increased incidents of ticketing fraud and counterfeit tickets. Security breaches and incidents could also significantly damage its reputation with consumers, ticketing clients and other third parties, and could result in significant costs related to remediation efforts, such as credit or identity theft monitoring. Although Live Nation has developed systems and processes that are designed to protect customer and employee information and to prevent security breaches or incidents (which could result in data loss or other harm or loss), such measures cannot provide absolute security or certainty. It is possible that advances in computer and hacker capabilities, new variants of malware, the development of new penetration methods and tools, inadvertent violations of company policies or procedures or other developments could result in a compromise of customer or employee information or a breach of the technology and security processes that are used to protect customer and employee information. The techniques used to obtain unauthorized access, automate or expedite transactions or other activities on its platform, disable or degrade service or sabotage systems (or otherwise bring about one or more of these effects) may change frequently and as a result, may be difficult for its business to detect for long periods of time and may impact the efficacy of its defenses and / or the products and services Live Nation provides. In addition, despite Live Nation' s best efforts, Live Nation may be unaware of or unable to anticipate these techniques or implement adequate preventative measures. Live Nation has expended significant capital and other resources to protect against and remedy such potential security breaches, incidents and their consequences, including the establishment of a dedicated cybersecurity organization within its larger technology environment, and will continue to do so in the future. Live Nation also face risks associated with security breaches and incidents affecting third parties with which it is affiliated or with which we otherwise conduct business. In particular, hardware, software or applications it develops or procures from third parties may contain, and have contained, defects in design or manufacture and / or may pose a security risk that could unexpectedly compromise information security, but none of which have been material to date. Consumers are generally concerned with the security and privacy of the internet, and any publicized security problems affecting our businesses and / or third parties may discourage consumers from doing business with Live Nation, which could have an adverse effect on its business, financial condition and results of operations. In addition to the above concerns related to network and data security, the collection, transfer, use, disclosure, security and retention of personal or sensitive information and other user data are governed by existing and evolving federal, state and international laws. Live Nation has expended significant capital and other resources to keep abreast of the evolving privacy landscape, including the establishment of a dedicated global privacy organization within its legal team. However, Live Nation' s business** could be ~~subject~~ **adversely affected if legislation or regulations are expanded** to ~~costly~~ **require changes in business practices or policies (including, for example, practices or policies regarding the collection, transfer, use, disclosure, security, and retention of personal or sensitive information), or if governing jurisdictions interpret or I- 32implement legislation or regulations in a manner which negatively affects its business, financial condition and / or results of operations. Due to the changes in the data privacy regulatory environment, Live Nation may incur additional costs and challenges to its business that restrict or limit its ability to collect, transfer, use, disclose, secure, or retain personal or sensitive information. These changes in data privacy laws may require Live Nation to**

modify its current or future products, services, programs, practices or policies, which may in turn impact the products and services available to Live Nation' s customers. Regulators and government enforcement actions **worldwide are imposing significant fines against companies for data privacy violations. Live Nation' s business operations, including its ticketing business, involve the collection, transfer, use, disclosure, security, and disposal of personal or sensitive information in various locations around the world, including the E. U., where the GDPR governs data privacy and can result in the imposition of significant fines and penalties. In addition, following the withdrawal of the U. K. from the E. U. on December 31, 2020, Live Nation was required to separately comply with the U. K.' s data protection law, under which additional fines and penalties could be imposed independent of the GDPR. U. K. data protection law has continued to evolve and, notwithstanding the current E. U. decision that allows data to be transferred from the E. U. to the U. K., Live Nation anticipates additional changes to U. K. data protection law within the next 12- 18 months. In the United States, several states (including California, Virginia, and Colorado) have required Live Nation to update its policies and procedures to continue to protect data as required under those laws. State and federal legislators in the United States continue to consider, and enact, new privacy laws, which may require further updates to ensure compliance. Additional changes to data privacy laws and regulations around the world, including in the E. U., U. K., and / or the United States, could lead to additional compliance costs and could increase Live Nation' s overall risk. As Live Nation expands its operations into new jurisdictions, the costs associated with compliance with applicable local data privacy laws and regulations increases. It is possible that government or industry regulation in these markets will require Live Nation to deviate from its standard processes and / or make changes to its products, services and operations, which will increase operational cost and risk. Live Nation' s failure or the failure of the various third- party vendors and service providers with which it is affiliated or otherwise conduct business to comply with applicable federal, state or international laws and regulations and / or to comply with its privacy policies and / or or any compromise of security that results in the unauthorized collection, transfer, use or disclosure of personal or sensitive information or other user data may result in negative publicity resulting in reputation or** ~~and~~ **brand damage, may discourage potential users from purchasing tickets or trying Live Nation' s products and services, and may result in proceedings / fines by governmental agencies and / or** private litigation **brought by consumers; the realization of one or all of the foregoing could adversely affect Live Nation' s business, financial condition** and **results of operations. Live Nation may fail to adequately protect** its ~~reputation could suffer; " ● " Interruption or failure of Sirius XM Holdings' IT and communications systems could impair the delivery of its service and harm its business; " and ● " Failure to protect Sirius XM Holdings' intellectual property or actions by third- parties to enforce their~~ intellectual property rights **or may be accused of infringing upon intellectual property rights of third parties. Live Nation regards its intellectual property rights, including patents, trademarks and domain names, copyrights, trade secrets and similar intellectual property (as applicable) as critical to its success. Live Nation also relies heavily upon software codes, informational databases and other components that make up its products and services. Live Nation has been granted trademark registrations and patents and / or have trademark and patent applications pending with the United States Patent and Trademark Office and / or various foreign authorities for various proprietary trademarks, technologies and other inventions. Any patent or trademark application filed may not result in a patent or trademark registration being issued, or existing or future patents or trademarks may not be adjudicated valid by a court or be afforded adequate protection against competitors. Likewise, the issuance of a patent or trademark registration to Live Nation does not mean that its processes, inventions or trademark will not be found to infringe upon rights previously issued to third parties. Live Nation relies on a combination of laws and contractual restrictions with employees, customers, suppliers, affiliates and others to establish and protect these proprietary rights. Despite these precautions, it may be possible for a third party to copy or otherwise obtain and use Live Nation' s intellectual property without authorization which, if discovered, might require legal action to correct. In addition, third parties may independently and lawfully develop substantially similar intellectual properties. I- 33From time to time, Live Nation is subject to legal proceedings and claims in the ordinary course of business, including claims of alleged infringement of the intellectual property rights of third parties. Live Nation' s failure to protect its intellectual property rights in a meaningful manner or challenges to related contractual rights** could ~~substantially harm~~ **result in erosion of brand names or other intellectual property and could adversely affect** its business **, financial condition** and ~~operating~~ results **of operations** . ~~" I-~~ **Therefore, litigation may be necessary in the future to enforce its intellectual property rights, protect trade secrets or determine the validity and scope of proprietary rights claimed by others. Any litigation of this nature, regardless of outcome or merit, could result in substantial costs and diversion of management and technical resources, any of which could adversely affect Live Nation' s business, financial condition and results of operations.** ~~55Risks -- Risks~~ Relating to the Ownership of Our Common Stock Due to Our Tracking Stock CapitalizationThe following risks relate to the ownership of our common stock due to our tracking stock capitalization. ~~However, while the Transactions are pending, Liberty is currently subject to certain contractual restrictions and therefore may not be able to take some or all of the actions described below. See " — Risks Relating to the proposed Liberty Sirius XM Holdings Split- Off and Merger — " We (with respect to the Liberty SiriusXM Group) and Liberty Sirius XM Holdings are subject to contractual restrictions while the Transactions are pending, which could adversely affect our business (with respect to the Liberty SiriusXM Group and Liberty Sirius XM Holdings) and could adversely affect Liberty Sirius XM Holdings. "~ Holders of ~~Liberty SiriusXM common stock,~~ Liberty Formula One common stock and Liberty Live common stock are common stockholders of our Company and, therefore, are subject to risks associated with an investment in our Company as a whole, even if a holder does not own shares of common stock of ~~all~~ **both** of our groups. Even though we have attributed, for financial reporting purposes, all of our consolidated assets, liabilities, revenue, expenses and cash flows among ~~the Liberty SiriusXM Group,~~ the Formula One Group and the Liberty Live Group in order to prepare the separate financial statement schedules for each of those groups, we will retain legal title to all of

our assets and our tracking stock capitalization does not limit our legal responsibility, or that of our subsidiaries, for the liabilities included in any set of financial statement schedules. Holders of ~~Liberty SiriusXM common stock,~~ Liberty Formula One common stock and Liberty Live common stock do not have any legal rights related to specific assets attributed to their associated group and, in any liquidation ~~, holders of Liberty SiriusXM common stock~~ , holders of Liberty Formula One common stock and holders of Liberty Live common stock will be entitled to receive a pro rata share of our available net assets based on their respective numbers of liquidation units. Possible market confusion may result from holders of our tracking stocks mistakenly believing that they (i) directly own stock of a company that is attributed to one of our tracking stocks and (ii) have any equity or voting interests with respect to companies attributed to one of our tracking stocks. Our company holds interests in various companies, including public companies, and these interests are attributed to our tracking stock groups. In particular, following the Reclassification, the ~~assets of the Liberty SiriusXM Group are primarily comprised of our company' s ownership interests in Sirius XM Holdings and corporate cash, the~~ Formula One Group is comprised of our subsidiary that owns the Formula 1 business and the Liberty Live Group is primarily comprised of our interest in Live Nation. Depending on the composition of the assets underlying our tracking stock groups from time to time, confusion in the marketplace may occur if holders of our tracking stock mistakenly believe they own stock of a company attributed to the applicable tracking stock group. ~~This may especially be true in cases where a tracking stock group has a name that is similar to the publicly traded company attributed to the applicable tracking stock group, as is the case of the Liberty SiriusXM Group and Sirius XM Holdings.~~ As described above, holders of ~~Liberty SiriusXM common stock,~~ Liberty Formula One common stock and Liberty Live common stock do not have any legal rights related to specific assets attributed to their associated tracking stock group. Similarly, holders of these tracking stocks do not, by virtue of their ownership of our tracking stock, own any equity or voting interest in any company attributed to one of our tracking stock groups, including any public companies. We may split off, spin off or reattribute assets, liabilities and businesses attributed to our tracking stock groups in a manner that may disparately impact some of our stockholders if our Board of Directors determines such transaction to be in the best interest of all of our stockholders, and in some cases, not all of our stockholders would be entitled to vote on such a transaction. Pursuant to the terms of Liberty' s restated certificate of incorporation (its " Charter "), the Board of Directors may determine that it is in the best interest of all of Liberty' s stockholders to effect a redemptive split- off whereby all or a portion of the outstanding shares of a particular tracking stock would be redeemed for shares of common stock of a subsidiary (" Splitco ") that holds all or a portion of the assets and liabilities attributed to such tracking stock group subject to the approval of only the holders of the tracking stock to be redeemed. ~~However~~ **For example** , **Liberty split- off its wholly owned subsidiaries, Atlanta Braves Holdings in 2023 and Liberty Sirius XM Holdings in 2024, and has announced a plan to split- off Liberty Live Group (immediately prior to which, QuintEvents would be reattributed from** the **Formula One Group to the Liberty Live Group). The** vote of holders of Liberty' s other ~~I- 56tracking~~ -- **tracking** stocks **have not been and** would not **in the future** be required, unless Splitco also held assets and liabilities of such other tracking stock group (s). If Liberty were to effect a **I-** ~~redemptive~~ **34redemptive** split- off **in the future** , then, pursuant to the terms of its Charter, Liberty would be required to redeem the outstanding shares of the affected tracking stock from its holders on an equal per share basis (i. e., it could not redeem shares from holders of only certain series of the affected tracking stock or redeem from all holders of the affected tracking stock on a non- pro rata basis). Following ~~a~~ **any future** redemptive split- off, holders of the other tracking stock (s) would continue to hold stock tracking the performance of Liberty' s remaining assets and liabilities which would not have changed after the redemptive split- off, unless a reattribution among the tracking stock groups occurred in connection with the redemptive split- off (as discussed below). In addition, in the case of a partial redemptive split- off, holders of the affected tracking stock would hold shares of Splitco and continue to hold a reduced number of shares of the affected tracking stock which would track the remaining assets and liabilities retained by Liberty and attributed to such tracking stock group after the split- off. Liberty is also permitted, pursuant to the terms of its Charter, to effect a spin- off of certain of its assets and liabilities through the dividend of shares of a subsidiary holding such assets and liabilities, and the spin- off would not be subject to prior stockholder approval. In this situation, a tracking stock holder would retain their tracking stock shares and receive shares of the spun- off entity. Furthermore, in structuring these transactions, the Board of Directors may determine to alter the composition of the assets and liabilities underlying its tracking stock groups through a reattribution. As contemplated by both the Charter and the management and allocation policies designed to assist Liberty in managing and separately presenting the businesses and operations attributed to our tracking stock groups, the Board of Directors is vested with the discretion to reattribute assets and liabilities from one tracking stock group to another tracking stock group without the approval of any of its stockholders, and the only limitations on its exercise of such discretion are that the reattribution be in the best interest of all of Liberty' s stockholders and that the reattribution be done on a fair value basis. Holders of the affected tracking stock groups will not be entitled to a separate vote to approve a reattribution, even if such reattribution is occurring in connection with a redemptive split- off and such stockholders would otherwise be entitled to vote on the redemptive split- off itself. Our Board of Directors' ability to reattribute businesses, assets and expenses between and among tracking stock groups may make it difficult to assess the future prospects of our tracking stock groups based on past performance. Any reattribution made by the Board of Directors (as discussed above), as well as the existence, in and of itself, of the right to effect a reattribution may impact the ability of investors to assess the future prospects of the businesses and assets attributed to a tracking stock group, including liquidity and capital resource needs, based on past performance. Stockholders may also have difficulty evaluating the liquidity and capital resources of the businesses and assets attributed to each group based on past performance, as the Board of Directors may use one group' s liquidity to fund another group' s liquidity and capital expenditure requirements through the use of inter- group loans and inter- group interests. We could be required to use assets attributed to one group to pay liabilities attributed to another group. The assets attributed to one group are potentially subject to the liabilities attributed to another group, even if those liabilities arise from lawsuits, contracts or indebtedness that are attributed to such other group. While our current management and allocation policies provide that reattributions of assets between groups

will result in the creation of an inter- group loan or an inter- group interest or an offsetting reattribution of cash or other assets, no provision of our current Charter prevents us from satisfying liabilities of one group with assets of another group, and our creditors are not in any way limited by our tracking stock capitalization from proceeding against any assets they could have proceeded against if we did not have a tracking stock capitalization. The market price of Liberty ~~SiriusXM common stock, Liberty~~ Formula One common stock and Liberty Live common stock may not reflect the performance of the businesses and assets attributed to the ~~Liberty SiriusXM Group, the~~ Formula One Group and the Liberty Live Group, respectively, as we intend. We cannot assure you that the market price of the common stock related to a group will, in fact, reflect the performance of the group of businesses, assets and liabilities attributed to that group. Holders of ~~Liberty SiriusXM common stock,~~ Liberty Formula One common stock and Liberty Live common stock are common stockholders of our Company as **a** ~~I- 57a~~ whole and, as such, are subject to all risks associated with an investment in our Company and all of our businesses, assets and liabilities. As a **I-** ~~result~~ **35result** , the market price of each tracking stock may, in part, reflect events that are intended to be reflected or tracked by a different tracking stock of our Company. In addition, investors may discount the value of the stock related to a group because it is part of a common enterprise rather than a stand- alone entity. The market price of ~~Liberty SiriusXM common stock,~~ Liberty Formula One common stock and Liberty Live common stock may be volatile, could fluctuate substantially and could be affected by factors that do not affect traditional common stock. The market prices of Liberty ~~SiriusXM common stock, Liberty~~ Formula One common stock and Liberty Live common stock ~~and~~ may be materially affected by, among other things: ● actual or anticipated fluctuations in a group' s operating results or in the operating results of particular companies attributable to such group; ● potential acquisition activity by our Company (regardless of the group to which it is attributed) or the companies in which we invest; ● issuances of debt or equity securities to raise capital by our Company or the companies in which we invest and the manner in which that debt or the proceeds of an equity issuance are attributed to each of the groups; ● changes in financial estimates by securities analysts regarding Liberty ~~SiriusXM common stock, Liberty~~ Formula One common stock or Liberty Live common stock or the companies attributable to our tracking stock groups; ● the complex nature and the potential difficulties investors may have in understanding the terms of our ~~three~~ tracking stocks, as well as concerns regarding the possible effect of certain of those terms on an investment in our stocks; and ● general market conditions. The market value of ~~Liberty SiriusXM common stock,~~ Liberty Formula One common stock or Liberty Live common stock could be adversely affected by events involving the assets and businesses attributed to ~~one or more of~~ the other ~~groups~~ **group** . Because we are the issuer of ~~Liberty SiriusXM common stock,~~ Liberty Formula One common stock and Liberty Live common stock, an adverse market reaction to events relating to the assets and businesses attributed to one of our groups, such as earnings announcements, announcements of new products or services or acquisitions or dispositions that the market does not view favorably, may cause an adverse market reaction in the common stock of the other ~~groups~~ **group** . This could occur even if the triggering event is not material to us as a whole. Certain events may also have a greater impact on one group than the same triggering event would have on another group due to the asset composition of the affected group. In addition, the incurrence of significant indebtedness by us or any of our subsidiaries on behalf of one group, including indebtedness incurred or assumed in connection with acquisitions of or investments in businesses, could affect our credit rating and that of our subsidiaries and, therefore, could increase the borrowing costs of businesses attributable to our other ~~groups~~ **group** or the borrowing costs of our Company as a whole. We may not pay dividends equally or at all on Liberty ~~SiriusXM common stock, Liberty~~ Formula One common stock or Liberty Live common stock. We do not presently intend to pay cash dividends on ~~Liberty SiriusXM common stock,~~ Liberty Formula One common stock or Liberty Live common stock for the foreseeable future. However, we have the right to pay dividends on the shares of common stock related to each group in equal or unequal amounts, and we may pay dividends on the shares of common stock related to one group and not pay dividends on shares of common stock related to another group. In addition, any dividends or distributions on, or repurchases of, shares relating to a group will reduce our assets legally available to be paid as dividends on the shares relating to another group. ~~I- 58Our~~ **Our** tracking stock capital structure could create conflicts of interest, and our Board of Directors may make decisions that could adversely affect only some holders of our common stock. Our tracking stock capital structure could give rise to occasions when the interests of holders of stock related to one group might diverge or appear to diverge from the interests of holders of stock related to ~~one or both of~~ the other ~~groups~~ **group** . In addition, **I-** ~~given~~ **36given** the nature of their businesses, there may be inherent conflicts of interests between ~~the Liberty SiriusXM Group,~~ the Formula One Group and the Liberty Live Group. Our tracking stock groups are not separate entities and thus holders of Liberty ~~SiriusXM common stock, Liberty~~ Formula One common stock and Liberty Live common stock do not have the right to elect separate boards of directors. As a result, our Company' s officers and directors owe fiduciary duties to our Company as a whole and all of our stockholders as opposed to only holders of a particular group. Decisions deemed to be in the best interest of our Company and all of our stockholders may not be in the best interest of a particular group ~~or groups~~ when considered independently. Examples include: ● decisions as to the terms of any business relationships that may be created between ~~groups, such as between~~ the ~~Liberty SiriusXM~~ **Formula One** Group and the Liberty Live Group ~~or between the Liberty SiriusXM Group and the Formula One Group~~ ; ● the terms of any reattributions of assets between ~~one or more~~ groups; ● decisions as to the allocation of consideration among the holders of ~~Liberty SiriusXM common stock,~~ Liberty Formula One common stock and Liberty Live common stock, or among the series of stocks relating to our groups, to be received in connection with a merger involving our Company; ● decisions as to the allocation of corporate opportunities between the groups, especially where the opportunities might meet the strategic business objectives of more than one group; ● decisions as to operational and financial matters that could be considered detrimental to one ~~or more groups~~ **group** but beneficial to **the** ~~another~~ **other** ; ● decisions as to the conversion of shares of common stock of one group into shares of common stock of **the** ~~another~~ **other** ; ● decisions regarding the creation of, and, if created, the subsequent increase or decrease of any inter- group interest that one group may own in **the** ~~another~~ **other** group; ● decisions as to the internal or external financing attributable to businesses or assets attributed to any of our groups; ● decisions as to the dispositions of assets of any of our groups; and ●

decisions as to the payment of dividends on the stock relating to any of our groups. Our directors' or officers' equity ownership may create or appear to create conflicts of interest. If directors or officers own disproportionate interests (in percentage or value terms) in ~~Liberty SiriusXM common stock,~~ Liberty Formula One common stock or Liberty Live common stock, that disparity could create or appear to create conflicts of interest when they are faced with decisions that could have different implications for the holders of Liberty ~~SiriusXM common stock, Liberty~~ Formula One common stock or Liberty Live common stock. Other than pursuant to our management and allocation policies, we have not adopted any specific procedures for consideration of matters involving a divergence of interests among holders of shares of stock relating to our ~~three~~ **two** groups, or among holders of different series of stock relating to a specific group. Rather than develop additional specific procedures in advance, the Board of Directors intends to exercise its judgment from time to time, depending on the circumstances, as to how best to: ● obtain information regarding the divergence (or potential divergence) of interests; ~~I- 59~~ ● determine under what circumstances to seek the assistance of outside advisers; ● determine whether a committee of the Board of Directors should be appointed to address a specific matter and the appropriate members of that committee; and ● assess what is in our best interests and the best interests of all of our stockholders. **I-** ~~The~~ **37The** Board of Directors believes the advantage of retaining flexibility in determining how to fulfill its responsibilities in any such circumstances as they may arise outweighs any perceived advantages of adopting additional specific procedures in advance. Our Board of Directors may change the management and allocation policies to the detriment of one or more groups without stockholder approval. The Board of Directors has adopted certain management and allocation policies to serve as guidelines in making decisions regarding the ~~relationships~~ **relationship between** ~~among the Liberty SiriusXM Group,~~ the Formula One Group and the Liberty Live Group with respect to matters such as tax liabilities and benefits, inter- group loans, inter- group interests, attribution of assets, financing alternatives, corporate opportunities and similar items. These policies also set forth the initial focuses and strategies of these groups and the initial attribution of our businesses, assets and liabilities among them. These policies are not included in the current Charter. The Board of Directors may at any time change or make exceptions to these policies. Because these policies relate to matters concerning the day- to- day management of our Company as opposed to significant corporate actions, such as a merger involving our Company or a sale of substantially all of our assets, no stockholder approval is required with respect to their adoption or amendment. A decision to change, or make exceptions to, these policies or adopt additional policies could disadvantage one ~~or more groups~~ **group** while advantaging the other ~~(s)~~. Holders of shares of stock relating to a particular group may not have any remedies if any action by our directors or officers has an adverse effect on only that stock, or on a particular series of that stock. Principles of Delaware law and the provisions of our current Charter may protect decisions of the Board of Directors that have a disparate impact upon holders of shares of stock relating to a particular group, or upon holders of any series of stock relating to a particular group. Under Delaware law, the Board of Directors has a duty to act with due care and in the best interests of all of our stockholders, regardless of the stock, or series, they hold. Principles of Delaware law established in cases involving differing treatment of multiple classes or series of stock provide that a board of directors owes an equal duty to all stockholders and does not have separate or additional duties to any subset of stockholders. Judicial opinions in Delaware involving tracking stocks have established that decisions by directors or officers involving differing treatment of holders of tracking stocks may be judged under the business judgment rule. In some circumstances, our directors or officers may be required to make a decision that is viewed as adverse to the holders of shares relating to a particular group or to the holders of a particular series of that stock. Under the principles of Delaware law and the business judgment rule referred to above, a stockholder may not be able to successfully challenge decisions that they believe have a disparate impact upon the stockholders of one of our groups if a majority of the Board of Directors is disinterested and independent with respect to the action taken, is adequately informed with respect to the action taken and acts in good faith and in the honest belief that the Board of Directors is acting in the best interest of Liberty and all of our stockholders. Stockholders will not vote on how to attribute consideration received in connection with a merger involving our Company among holders of Liberty ~~SiriusXM common stock, Liberty~~ Formula One common stock and Liberty Live common stock. Our current Charter does not contain any provisions governing how consideration received in connection with a merger or consolidation involving our Company is to be attributed to ~~the holders of Liberty SiriusXM common stock,~~ holders of Liberty Formula One common stock and holders of Liberty Live common stock or to the holders of different series of stock, and none of the holders of ~~Liberty SiriusXM common stock,~~ Liberty Formula One common stock or Liberty Live common stock will have a separate class vote in the event of such a merger or consolidation. Consistent with applicable principles of Delaware law, the Board of Directors will seek to divide the type and amount of consideration received in a merger or consolidation involving our Company among holders of Liberty ~~SiriusXM common stock, Liberty~~ Formula One common stock and Liberty Live common stock in a fair manner. As the different ways the Board of Directors ~~I- 60may~~ **may** divide the consideration between holders of stock relating to the different groups, and among holders of different series of a particular stock, might have materially different results, the consideration to be received by holders of ~~Liberty SiriusXM common stock,~~ Liberty Formula One common stock and Liberty Live common stock in any such merger or consolidation may be materially less valuable than the consideration they would have received if they had a separate class vote on such merger or consolidation. ~~We~~ **I- 38We** may dispose of assets of ~~the Liberty SiriusXM Group,~~ the Formula One Group or the Liberty Live Group without stockholder approval. Delaware law requires stockholder approval only for a sale or other disposition of all or substantially all of the assets of our Company taken as a whole, and our current Charter does not require a separate class vote in the case of a sale of a significant amount of assets of ~~any~~ **either** of our groups. As long as the assets attributed to ~~the Liberty SiriusXM Group,~~ the Formula One Group or the Liberty Live Group proposed to be disposed of represent less than substantially all of our assets, we may approve sales and other dispositions of any amount of the assets of such group without any stockholder approval. If we dispose of all or substantially all of the assets attributed to ~~any~~ **either** group (which means, for this purpose, assets representing 80 % of the fair market value of the total assets of the disposing group, as determined by the Board of Directors), we would be required under the terms of our current Charter, if the disposition is not an exempt disposition under the

terms of our current charter, to choose one or more of the following three alternatives: ● declare and pay a dividend on the disposing group' s common stock; ● redeem shares of the disposing group' s common stock in exchange for cash, securities or other property; and / or ● convert all or a portion of the disposing group' s outstanding common stock into common stock of another group. In this type of a transaction, holders of the disposing group' s common stock may receive less value than the value that a third- party buyer might pay for all or substantially all of the assets of the disposing group. The Board of Directors will decide, in its sole discretion, how to proceed and is not required to select the option that would result in the highest value to holders of any stock related to a particular group. Holders of Liberty ~~SiriusXM common stock, Liberty~~ Formula One common stock or Liberty Live common stock may receive less consideration upon a sale of the assets attributed to that group than if that group were a separate company. If the ~~Liberty SiriusXM Group, the~~ Formula One Group or the Liberty Live Group were a separate, independent company and its shares were acquired by another person, certain costs of that sale, including corporate level taxes, might not be payable in connection with that acquisition. As a result, stockholders of a separate, independent company with the same assets might receive a greater amount of proceeds than the holders of Liberty ~~SiriusXM common stock, Liberty~~ Formula One common stock or Liberty Live common stock would receive upon a sale of all or substantially all of the assets of the group to which their shares relate. In addition, we cannot assure you that in the event of such a sale the per share consideration to be paid to holders of Liberty ~~SiriusXM common stock, Liberty~~ Formula One common stock or Liberty Live common stock, as the case may be, will be equal to or more than the per share value of that share of stock prior to or after the announcement of a sale of all or substantially all of the assets of the applicable group. Further, there is no requirement that the consideration paid be tax- free to the holders of the shares of common stock related to that group. Accordingly, if we sell all or substantially all of the assets attributed to the ~~Liberty SiriusXM Group, the~~ Formula One Group or the Liberty Live Group, our stockholders could suffer a loss in the value of their investment in our stock. **In** ~~I- 61In~~ the event of a liquidation of Liberty, holders of ~~Liberty SiriusXM common stock,~~ Liberty Formula One common stock and Liberty Live common stock will not have a priority with respect to the assets attributed to the related tracking stock group remaining for distribution to stockholders. Under our current Charter, upon Liberty' s liquidation, dissolution or winding up, holders of Liberty ~~SiriusXM common stock, Liberty~~ Formula One common stock and Liberty Live common stock will be entitled to receive, in respect of their shares of such stock, their proportionate interest in all of Liberty' s assets, if any, remaining for distribution to holders of common stock in proportion to their respective number of " liquidation units " per share, as previously determined in connection with the Reclassification. Hence, the assets to be distributed to a holder of any of our tracking stocks upon a liquidation, dissolution or winding up of Liberty will have nothing to do with the value of the assets attributed to the related tracking stock group or to changes in the relative value of ~~the Liberty SiriusXM common stock,~~ Liberty Formula One common stock and Liberty Live common stock over time. **I-** ~~The~~ **39The** Board of Directors may elect to convert the common stock relating to one group into common stock relating to ~~another~~ -- **other** group, thereby changing the nature of a stockholder' s investment and possibly diluting their economic interest in our Company, which could result in a loss in value to them. Our current Charter permits the Board of Directors to convert all of the outstanding shares of common stock relating to any of our groups into shares of common stock of another group on specified terms. A conversion would preclude the holders of stock related to each group involved in such conversion from retaining their investment in a security that is intended to reflect separately the performance of the relevant group. We cannot predict the impact on the market value of our stock of (1) the Board of Directors' ability to effect any such conversion or (2) the exercise of this conversion right by the Board of Directors. In addition, the Board of Directors may effect such a conversion at a time when the market value of our different stocks could cause the stockholders of one group to be disadvantaged. Holders of Liberty ~~SiriusXM common stock, Liberty~~ Formula One common stock and Liberty Live common stock vote together and have limited separate voting rights. Holders of Series A and Series B ~~Liberty SiriusXM common stock,~~ Liberty Formula One common stock and Liberty Live common stock vote together as a single class, except in certain limited circumstances prescribed by our current Charter and under Delaware law. Each share of Series B common stock of each group has ten votes per share, and each share of Series A common stock of each group has one vote per share. Holders of Series C common stock of each group have no voting rights, other than those required under Delaware law. When holders of Liberty ~~SiriusXM common stock, Liberty~~ Formula One common stock and Liberty Live common stock vote together as a single class, holders having a majority of the votes are in a position to control the outcome of the vote even if the matter involves a conflict of interest among our stockholders or has a greater impact on one group than another. Transactions in ~~Liberty SiriusXM common stock,~~ Liberty Formula One common stock and Liberty Live common stock by our insiders could depress the market price of those stocks. Sales of, or hedging transactions such as collars relating to, shares of ~~Liberty SiriusXM common stock,~~ Liberty Formula One common stock or Liberty Live common stock by our Chairman of the Board of Directors, or any of our other directors or executive officers, could cause a perception in the marketplace that the stock price of the relevant shares has peaked or that adverse events or trends have occurred or may be occurring at our Company or the group to which the shares relates. This perception can result notwithstanding any personal financial motivation for these transactions. As a result, insider transactions could depress the market price for shares of ~~the Liberty SiriusXM common stock,~~ Liberty Formula One common stock or Liberty Live common stock. ~~I- 62Our~~ -- **Our** capital structure, as well as the fact that ~~the Liberty SiriusXM Group,~~ the Formula One Group and the Liberty Live Group are not independent companies, may inhibit or prevent acquisition bids for the businesses attributed to the ~~Liberty SiriusXM Group, the~~ Formula One Group or the Liberty Live Group and may make it difficult for a third party to acquire us, even if doing so may be beneficial to our stockholders. If the ~~Liberty SiriusXM Group, the~~ Formula One Group and the Liberty Live Group were separate independent companies, any person interested in acquiring ~~the Liberty SiriusXM Group,~~ the Formula One Group or the Liberty Live Group without negotiating with management could seek control of that group by obtaining control of its outstanding voting stock, by means of a tender offer or a proxy contest. Although we intend Liberty ~~SiriusXM common stock, Liberty~~ Formula One common stock and Liberty Live common stock to reflect the separate economic performance of ~~the Liberty SiriusXM Group,~~ the Formula One Group and the Liberty Live Group,

respectively, those groups are not separate entities and a person interested in acquiring only one group without negotiation with our management could obtain control of that group only by obtaining control of a majority in voting power of all of the outstanding voting shares of our Company. The existence of shares of common stock, and different series of shares, relating to different groups could present complexities and in certain circumstances pose obstacles, financial and otherwise, to an acquiring person that are not present in companies that do not have a capital structure similar to ours. Certain provisions of our current Charter and bylaws may discourage, delay or prevent a change in control of our Company that a stockholder may consider favorable. These provisions include: ● authorizing a capital structure with multiple series of common stock: a Series B common stock related to each group that entitles the holders to ten votes per share, a Series A common stock related to each group that entitles the holder to one vote per share, and a Series C common stock related to each group that, except as otherwise required by Delaware law, entitles the holder to no voting rights; ● classifying the Board of Directors with staggered three- year terms, which may lengthen the time required to gain control of the Board of Directors; ● limiting who may call special meetings of stockholders; ● prohibiting stockholder action by written consent, thereby requiring all stockholder actions to be taken at a meeting of the stockholders; ● establishing advance notice requirements for nominations of candidates for election to the Board of Directors or for proposing matters that can be acted upon by stockholders at stockholder meetings; ● requiring stockholder approval by holders of at least 66⅔ % of our aggregate voting power or the approval by at least 75 % of the Board of Directors with respect to certain extraordinary matters, such as a merger or consolidation of our Company, a sale of all or substantially all of our assets or an amendment to our current Charter; and ● the existence of authorized and unissued stock, including " blank check " preferred stock, which could be issued by the Board of Directors to persons friendly to our then current management, thereby protecting the continuity of our management, or which could be used to dilute the stock ownership of persons seeking to obtain control of our Company. Liberty' s Chairman, John C. Malone, beneficially owns shares (based on outstanding share information as of January 31, 2024) representing the power to direct approximately 49 % of the aggregate voting power in Liberty, due to his beneficial ownership of approximately 97 % of the outstanding shares of each of the Series B Liberty SiriusXM common stock, the Series B Liberty Formula One common stock and the Series B Liberty Live common stock. I- 63Risks Relating to the proposed Liberty Sirius XM Holdings Split- Off and MergerWe intend to split- off our Liberty SiriusXM Group into an independent, publicly- traded company which will combine with Sirius XM Holdings. The proposed Transactions may not be completed on the currently contemplated timeline or at all and may not achieve the intended benefits. We have announced our intention to split- off our Liberty SiriusXM Group (the " Liberty Sirius XM Holdings Split- Off ") into an independent, publicly- traded company, Liberty Sirius XM Holdings, and combine it with Sirius XM Holdings through a merger of Merger Sub with and into Sirius XM Holdings, with Sirius XM Holdings surviving the merger as a wholly owned subsidiary of Liberty Sirius XM Holdings (the " Merger " and, together with the Liberty Sirius XM Holdings Split- Off, the " Transactions ") early in the third quarter of 2024, subject to the satisfaction of certain conditions, including obtaining certain requisite approvals of the holders of Series A and Series B Liberty SiriusXM common stock, the receipt of opinions of tax counsel, certain regulatory approvals and other customary closing conditions. In addition, the Merger is dependent and conditioned on the approval and completion of the Liberty Sirius XM Holdings Split- Off, and the Merger will not be completed unless the Liberty Sirius XM Holdings Split- Off is completed. If the Liberty Sirius XM Holdings Split- Off is completed, the Merger will also be completed. Unanticipated developments, including possible delays in obtaining requisite approvals could delay or prevent the proposed Liberty Sirius XM Holdings Split- Off and / or Merger from occurring or cause the proposed Liberty Sirius XM Holdings Split- Off and / or Merger to occur on terms or conditions that are less favorable and / or different than expected. Even if the Transactions are completed, we may not realize some or all of the anticipated benefits from the Transactions. We expect to incur costs and expenses in connection with the Transactions. We expect that we will incur certain nonrecurring costs in connection with the consummation of the Transactions, including investment banking, legal and accounting fees and financial printing and other related charges. A majority of these costs have already been incurred or will be incurred regardless of whether the Transactions are completed. While many of the expenses that will be incurred, by their nature, are difficult to estimate accurately at the present time, our management continues to assess the magnitude of these costs, and additional unanticipated costs may be incurred in connection with the Transactions. Although we expect that the realization of benefits related to the Transactions will offset such costs and expenses over time, no assurances can be made that this net benefit will be achieved in the near term, or at all. The announcement and pendency of the Transactions could divert the attention of management and cause disruptions in our businesses as a whole and in the Liberty SiriusXM Group, which could have an adverse effect on our business and financial results. Our management may be required to divert a disproportionate amount of attention away from their day- to- day activities and operations, and devote time and effort to consummating the Transactions. The risks, and adverse effects, of such disruptions and diversions could be exacerbated by a delay in the completion of the Transactions. These factors could adversely affect our financial position or results of operations, regardless of whether the Transactions are completed. We (with respect to the Liberty SiriusXM Group) and Liberty Sirius XM Holdings are subject to contractual restrictions while the Transactions are pending, which could adversely affect our business (with respect to the Liberty SiriusXM Group and Liberty Sirius XM Holdings) and could adversely affect Liberty Sirius XM Holdings. The Agreement and Plan of Merger, dated December 11, 2023, by and among us, Liberty Sirius XM Holdings, Sirius XM Holdings and Merger Sub (the " Merger Agreement ") imposes certain restrictive interim covenants on us (with respect to the Liberty SiriusXM Group and Liberty Sirius XM Holdings) and Liberty Sirius XM Holdings during the pendency of the Merger Agreement. For instance, subject to certain exceptions set forth in the Merger Agreement, the consent of the special committee of the board of directors of Sirius XM Holdings (the " Special Committee ") (on behalf of Sirius XM Holdings) is required in respect of, among other things, amendments to our (with respect to the Liberty SiriusXM Group) or Liberty Sirius XM Holdings' organizational documents, the incurrence of debt for borrowed money, payments of certain dividends with respect to Liberty SiriusXM common stock and common stock of Liberty Sirius XM Holdings, certain issuances of shares of Liberty

SiriusXM common stock and common stock of Liberty Sirius XM I- 64Holdings and payments of certain liabilities. These restrictions may prevent us and Liberty Sirius XM Holdings from taking certain actions during the period from the date of the Merger Agreement to the effective time of the Merger, including making certain acquisitions or otherwise pursuing certain business opportunities, or making certain changes to shares of Liberty SiriusXM common stock or common stock of Liberty Sirius XM Holdings, that our and the Liberty Sirius XM Holdings board of directors, respectively, may deem beneficial. The Transactions are subject to conditions, some or all of which may not be satisfied, or completed on a timely basis, if at all. Failure to complete the Transactions could negatively impact our business and / or financial results and cause the stock price of Liberty SiriusXM common stock to decline, perhaps significantly. The completion of the Transactions is subject to a number of conditions, including obtaining certain requisite approvals of the holders of Series A and Series B Liberty SiriusXM common stock, the receipt of opinions of tax counsel, certain regulatory approvals and other customary closing conditions. We cannot make any assurances that the Transactions will be completed on the terms or timeline currently contemplated, or at all. Some of the conditions to the completion of the Transactions are outside our control and outside the control of other parties to the Transactions. We have and will continue to expend time and resources and incur expenses related to the proposed Transactions. If the Transactions are not completed for any reason, our ongoing business may be adversely affected and we will be subject to several risks and consequences, including the following: ● we may be required, under certain circumstances, to pay Sirius XM Holdings a termination fee of $ 450 **40** million in cash; ● we will be required to pay certain costs relating to the Transactions, whether or not the Transactions are completed, such as significant fees and expenses relating to financial advisory, legal, accounting, consulting and other advisory fees and expenses, employee- benefit and related expenses, regulatory filings and filing and printing fees; and ● matters relating to the Transactions may require substantial commitments of time and resources by our management and the expenditure of significant funds in the form of fees and expenses, which could otherwise have been devoted to day- to- day operations and other opportunities that may have been beneficial to us. In addition, if the Transactions are not completed, we may experience negative reactions from the financial markets and from our employees, commercial partners and customers. We could also be subject to litigation, including litigation related to failure to complete the Merger or to enforce obligations under the Merger Agreement. If the Merger is not consummated, there can be no assurance that the risks described above will not materially affect our business, financial results and stock prices. The stock price of Liberty SiriusXM common stock may decline, perhaps significantly, to the extent such stock price reflects a market assumption that the Transactions will be completed, or based on the market' s perception as to why the Transactions were not completed. The Merger Agreement contains provisions that could discourage a potential competing acquiror of us (with respect to the Liberty SiriusXM Group) or Liberty Sirius XM Holdings, or could result in any competing proposal being at a lower price than it otherwise might be. Pursuant to the terms, and during the pendency, of the Merger Agreement, we (with respect to the Liberty SiriusXM Group) and Liberty Sirius XM Holdings have agreed to non- solicitation obligations with respect to third- party acquisition proposals (including provisions restricting our and Liberty Sirius XM Holdings' ability to provide confidential information to third parties) and have agreed to certain restrictions on us, Liberty Sirius XM Holdings and our and their representatives' ability to respond to any such proposals. However, subject to the terms of the Merger Agreement, Liberty Media' s board of directors may make a Liberty Adverse Recommendation Change (as defined in the Merger Agreement), in which case, Sirius XM Holdings may terminate the Merger Agreement and receive a termination fee from us in an amount equal to $ 450 million in cash. I- 65