

Risk Factors Comparison 2025-04-15 to 2024-04-01 Form: 10-K

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The risk factors listed below, in addition to those set forth elsewhere in this report, could affect the business, financial condition and future results of the Company. Additional risks and uncertainties that are not currently known to the Company or that are not currently believed by the Company to be material may also harm the Company's business, financial condition and results of operations. Risks Related to our Business Our **advertising revenues and** results of operations could be negatively impacted by weak economic conditions and instability in financial markets. We believe that advertising is a discretionary business expense ~~-,~~ **and Spending spending** on advertising tends to decline disproportionately during an economic recession or downturn **as** compared to other types of business spending. Consequently, weakness in the United States economy generally has an adverse effect on our advertising revenue and, therefore, our results of operations. ~~For example, the~~ **In addition to general** economic tumult caused by **downturns, persistent inflationary pressures, higher interest rates, and shifts in consumer spending behavior have created uncertainty in** the COVID-19 pandemic had a material adverse effect on our advertising revenues at our New York radio stations market. **Businesses facing rising costs of capital and tightened credit conditions may prioritize essential expenditures over advertising**, which we believe has **leading to reduced ad budgets across multiple industries. Furthermore, supply chain disruptions and labor market volatility continued-** continue to impact us even as of the date of this report **corporate profitability, prompting companies to reassess discretionary spending, including advertising investments**. Even in the absence of a **general broad economic** recession or downturn in the economy, an individual business sector (~~—~~ such as the automotive industry), **retail, or technology —** that **tends traditionally allocates significant resources** to spend more on advertising **may than other sectors might be forced to scale back** reduce its advertising expenditures if that sector experiences a downturn. **For example, the automotive industry has faced challenges due to fluctuating consumer demand, higher borrowing costs, and supply chain constraints, leading to reduced marketing budgets.** If ~~that a~~ sector's **advertising** spending represents a significant portion of our ~~advertising revenues-~~ **revenue**, any reduction in its **expenditures may negatively impact our financial performance. Additionally, the rise of alternative marketing channels, such as organic social media engagement and direct- to- consumer strategies, may further influence traditional advertising demand** expenditures may affect our revenue. Radio revenues in the **As economic conditions evolve, we remain focused on adapting to** market shifts in which we operate have been challenged and may remain so. Radio revenues in the New York market in which we operate are highly correlated to the performance of the economy of United States. New York market revenues, **optimizing our advertising offerings** as measured by the accounting firm Miller Kaplan Arase LLP ("Miller Kaplan"), during the years ended December 31, 2023 and **maintaining financial resilience in a dynamic business environment** 2022, were down 3.3% and up 1.6%, respectively. During these same periods, the U. S. Bureau of Economic Analysis reports that U. S. real gross domestic product grew 2.5% and 1.9%, respectively. We may lose audience share and advertising revenue to competing **radio broadcast** stations or other types of media. The ~~radio-~~radio broadcasting industry is highly competitive. Our ~~radio-~~radio stations compete for audiences and advertising revenue with other ~~radio-~~radio stations and station groups, as well as with other media. Shifts in population, demographics, audience tastes, consumer use of technology and forms of media and other factors beyond our control could cause us to lose market share. Any adverse change in our ~~radio stations'~~ **radio stations' market markets**, or adverse change in the relative market positions of our stations, could have a material adverse effect on our revenue or ratings, could require increased promotion or other expenses ~~in that market.~~ and could adversely affect our revenue. Other ~~radio-~~radio broadcasting companies may enter the ~~market-~~ **markets** in which we operate or markets in which we may operate in the future. These companies may be larger and have more financial resources than we have. Our ~~radio-~~radio stations may not be able to maintain or increase their current audience ratings and advertising revenue in the face of such competition. MediaCo expects to continue to routinely conduct market research to review the competitive position of our stations in ~~the~~ **their market markets**. If we determine that a station could improve its operating performance by serving a different demographic, we may change the format **or programming** of that station. Our competitors may respond to our actions by more aggressive promotions of their stations or by ~~replacing airing~~ the format **or programming** we ~~vacate-~~ **have dropped**, limiting our options if we do not achieve expected results with our new format **/ programming**. From time to time, other stations may change their format or programming, a new station may adopt a format **or programming** to compete **more** directly with our stations for audiences and advertisers, or stations might engage in aggressive promotional campaigns. These tactics could result in lower ratings and advertising revenue or increased promotion and other expenses and, consequently, lower earnings and cash flow for us. Any failure by us to respond, or to respond as quickly as our competitors, could also have an adverse effect on our business and financial performance. Because of the competitive factors we face, we cannot assure investors that we will be able to maintain or increase our current audience ratings and advertising revenue. Our **broadcast operations lack the scale of some of our competitors. The Company operates two** radio **stations** operations are entirely concentrated in the New York market. **Our, and is in the process of acquiring six** radio **and television** operations are located exclusively in the New York City Metro area. Since our radio stations' ~~revenues are concentrated in~~ **California this market, an and economic downturn, increased competition or another significant negative event-** **seven** in **Texas to which it currently provides programming and** the New York City market could reduce our revenues more dramatically than other **services** companies that do not depend as much on this market, which could have a material and adverse effect on our financial condition and results of operations. Our radio operations lack the scale of some **Some** of our competitors. MediaCo's only radio stations are two stations in **these** New York. Some of our competitors in this market **markets** have larger clusters of radio **and / or television** stations **than ours**. Our

competitors may be able to leverage their market share to extract a greater percentage of available advertising revenues in **this our market markets** and may be able to realize **greater** operating efficiencies by programming multiple stations in the **same** market. Also, **where such groups air** given our reliance on urban formats in New York, **or programming targeting audiences substantially similar to ours** the Company's financial condition and results of operations could be materially and adversely affected by **such additional content urban-format** competition by our competitors. **Our inability to successfully affiliate with radio, television, and other third-party content distributors, or to convert any acquired radio and television stations to our programming / formats could have an adverse effect on our business, financial condition or results of operations. As an owner of program networks and provider of both video and audio programming, our success is dependent on establishing affiliations or similar programming arrangements with third-party station operators and other parties to broadly distribute our programming, as well as to maximize the distribution of our content over our own existing stations and stations we acquire. The inability to create new affiliation or similar programming arrangements with third party distributors, as well as the inability to successfully convert our currently owned or subsequently acquired stations to distribute our program content could adversely impact our business and financial performance. The loss of affiliation agreements, renewal on less favorable terms or unfavorable interpretations thereof could have an adverse effect on our business, financial condition or results of operations. Our networks provide affiliated stations and other distributors regularly scheduled programming in exchange for airing network commercials during that programming and payment of reverse compensation. The loss of such affiliation agreements could adversely affect our results of operations by reducing the reach of our programming and therefore our attractiveness to advertisers. Additionally, renewal of these affiliation agreements on less favorable terms may adversely affect our results of operations. Consolidation among station group owners could increase their negotiating leverage. Competitive pressures faced by Multichannel Video Programming Distributors (" MVPDs "), particularly in light of evolving consumer consumption patterns and new distribution models, could adversely affect the terms of our programming renewals with MVPDs. In addition, MVPDs continue to develop alternative offerings and to the extent these offerings do not include our content and become widely accepted in lieu of traditional offerings, we could experience a decline in affiliate revenues. We may fail to realize any benefits and incur unanticipated losses related to any acquisition. The success of any strategic acquisition depends, in part, on our ability to successfully combine the acquired business and assets with our business and our ability to successfully manage the assets so acquired. It is possible that the integration process could result in the loss of key employees, the disruption of ongoing business or inconsistencies in standards, controls, procedures and policies that adversely affect our ability to maintain relationships with clients, customers and employees or to achieve the anticipated benefits of an acquisition. Successful integration may also be hampered by any differences between the operations and corporate culture of the two organizations. Additionally, general market and economic conditions may inhibit our successful integration of any business. If we experience difficulties with the integration process, the anticipated benefits of an acquisition may not be realized fully, or at all, or may take longer to realize than expected. Finally, any cost savings that are realized may be offset by losses in revenues from the acquired business, any assets or operations disposed of in connection therewith or otherwise, or charges to earnings in connection with such acquisitions**. Summer Jam is highly sensitive to public tastes and is dependent on our ability to secure popular artists, and our ticketing revenue can be impacted by changes in consumer preferences. Our business is highly sensitive to rapidly changing public tastes and is dependent on the availability of popular artists and events. Summer Jam depends in part on our ability to anticipate the tastes of consumers and to offer events that appeal to them. Since we rely on unrelated parties to create and perform at live music events, any unwillingness or lack of availability of popular artists could limit our ability to generate revenue. In particular, there are a limited number of artists that can headline or who can sell out larger venues, which we rent. Accordingly, our ticket sales 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, artists are booked four to eight months in advance of the beginning of the tour and we often agree to pay an artist a fixed guaranteed amount prior to our receiving any revenue. Therefore, if the public is not receptive, or an artist cancels, we may incur a loss depending on the amount of the fixed guarantee or incurred costs relative to any revenue earned, as well as revenue we could have earned at booked venues. Furthermore, consumer preferences change from time to time, and our failure to anticipate, identify or react to these changes could result in reduced demand for our **services events**, which would adversely affect our business, financial condition and results of operations. We are a " controlled company " within the meaning of the Nasdaq listing standards and, as a result, qualify for, and rely on, exemptions from certain corporate governance requirements. Investors in our Class A common stock will not have the same protections afforded to shareholders of companies that are subject to such requirements. As of December 31, **2023-2024**, SG Broadcasting controlled approximately **72-56.3-7%** of the outstanding voting interests of MediaCo through its ownership of MediaCo Class B common stock. Because of the voting power of SG Broadcasting, we are considered a " controlled company " for purposes of Nasdaq requirements. As such, we are exempt from certain corporate governance requirements of Nasdaq, including the requirements that: • a majority of the board of directors consist of independent directors, • we have a Nominating and Corporate Governance Committee that is composed entirely of independent directors, and • we have a Compensation Committee that is composed entirely of independent directors. Currently, MediaCo does have a majority of independent directors and the Compensation Committee does consist entirely of independent directors; however, we do not have a Nominating and Corporate Governance Committee. MediaCo could choose to take advantage of the exemptions relating to the board and the Compensation Committee. Accordingly, investors in our Class A common stock would not have the same protections afforded to shareholders of companies that are subject to all of Nasdaq's corporate governance requirements. We must respond to the rapid changes in technology, services and standards that characterize the **radio** broadcasting industry in order to remain competitive, and changes in technology may increase the risk of material intellectual

property infringement claims. The radio-broadcasting industry is subject to rapid technological changes, evolving industry standards and the emergence of competition from new technologies and services. We cannot assure that we will have the resources to acquire new technologies or to introduce new services that could compete with these new technologies. Various media technologies and services that have been developed or introduced include: • satellite-delivered **program digital audio radio service services**, which **has have** resulted in subscriber-based satellite radio-services with numerous niche formats; • audio **and video** programming by cable systems, direct-broadcast satellite systems, Internet **content streaming** providers and other digital **audio broadcast** formats, including podcasts; • personal digital audio devices; • HD Radio®, which provides multi-channel, multi-format digital radio services in the same bandwidth currently occupied by traditional AM and FM radio services; and • low-power FM radio, which could result in additional FM radio broadcast outlets. New media has resulted in fragmentation in the **radio-audio broadcasting and video** advertising **market markets**, but we cannot predict the impact that additional competition arising from new technologies may have on the radio-broadcasting industry or on our financial condition and results of operations. A number of automakers are introducing more advanced, interactive dashboard technology including the introduction of technologies like Apple CarPlay and Google Android Auto that enable vehicle entertainment systems to more easily interface with a consumer's smartphone and include alternative audio entertainment options. Programmatic buying, which enables an advertiser to purchase advertising inventory through an exchange or other service and bypass the traditional personal sales relationship, has become widely adopted in the purchase of digital advertising and is an emerging trend in the **radio broadcast** industry. We cannot predict the impact programmatic buying may have on the **radio** industry or our financial condition and results of operations. Additionally, technological advancements in the operation of **radio broadcast** stations and related businesses have increased the number of patent and other intellectual property infringement claims brought against broadcasters. While MediaCo has not historically been subject to material patent and other intellectual property claims and takes certain steps to limit the likelihood of, and exposure to, such claims, no assurance can be given that material claims will not be asserted in the future. **Alternative or new technologies, including artificial intelligence technologies, may be developed that provide services superior to those available from us, which may adversely affect our business. Failure to provide these services or to upgrade to new technologies on a timely basis and at an acceptable cost, or to secure any necessary regulatory approvals to roll out such new technologies on a timely basis, all could have a material adverse effect on our ability to compete with carriers in our markets and may expose us to additional risks. For example, failure to implement the right artificial intelligence technologies could lead to poor customer experience or brand damage. Any problems with our implementation or use of artificial intelligence or other technological advancements could also negatively impact our business or results of our operations.** Our business depends heavily on maintaining our FCC licenses. We could be prevented from operating a **radio** station if we fail to maintain its licenses. The radio-broadcasting industry is subject to extensive and changing regulation. The Communications Act and FCC rules and policies require FCC approval for transfers of control and assignments of FCC licenses. The filing of petitions or complaints against FCC licensees could result in the FCC delaying the grant of, or refusing to grant, its consent to the **renewal, assignment, or transfer of control** of licenses **to or from an FCC licensee or the transfer of control of an FCC licensee**. In certain circumstances, the Communications Act and FCC rules and policies will operate to impose limitations on **alien foreign** ownership and voting of our common stock. There can be no assurance that there will not be changes in the current regulatory scheme, imposition of additional regulations, or the creation of new regulatory **agencies bodies**, which changes could restrict or curtail our ability to acquire, operate and dispose of stations or, in general, to compete profitably with other operators of **radio and other** media properties. Each of our **radio** stations operates pursuant to one or more licenses issued by the FCC. Under FCC rules, **radio broadcast** licenses are **normally** granted for a term of eight years. Our **most recent broadcast** licenses- **license renewal applications** were **granted for such a term successfully renewed in 2022 through June 2030**. While we are not aware of facts or circumstances that would prevent us from having our current licenses renewed in the future, third parties could challenge our renewal applications and there can be no assurance that the licenses will be renewed or that renewals will not include conditions or qualifications that could adversely affect our business and operations. Failure to obtain the renewal of any of our broadcast licenses would likely have a material adverse effect on our business and operations. In addition, if we or any of our officers, directors or significant **stockholders shareholders** materially violates the FCC's rules and regulations or the Communications Act, is convicted of a felony or is found to have engaged in unlawful anticompetitive conduct or fraud upon a government agency, the FCC may, in response to a petition from a third party or on its own initiative, commence a proceeding to impose sanctions upon us which could involve the imposition of monetary fines, the revocation of our broadcast licenses or other sanctions. We **must purchase television programming in advance of knowing whether a particular show will be popular enough for us to recoup our costs. One of our most significant costs is the purchase of television programming. If a particular program is not sufficiently popular among audiences in relation to the cost we pay for such program, we may not be able to sell enough related advertising time for us to recover the costs we pay to broadcast the program. We also must usually purchase programming several years in advance, and we may have to commit to purchase more than one year's worth of programming, resulting in the incurrence of significant costs in advance of our receipt of any related revenue. We may also replace programs that are performing poorly before we have recaptured any significant portion of the costs we incurred in obtaining such programming or fully expensed the costs for financial reporting purposes. Any of these factors could reduce our revenues, result in the incurrence of impairment charges, or otherwise cause our costs to escalate relative to revenues.** We disseminate large amounts of content to the public. An ill-conceived or mistimed on-air statement or social media post could have a material adverse effect on our business. The FCC's rules prohibit the broadcast of obscene material at any time and prohibit **broadcasting** indecent material between the hours of 6 a. m. and 10 p. m. **local time**. Broadcasters **face the risk violating of being found to have violated** the prohibition on the broadcast of indecent material because of the FCC's broad definition of such material, coupled with the spontaneity of live programming. Congress has dramatically increased the penalties

for broadcasting obscene, indecent or profane programming and broadcasters can potentially face license revocation ~~or non-renewal or qualification proceedings~~ **(in the case of indecency, when such material is broadcast outside the permitted window)** in the event that they broadcast such material. In addition, the FCC's heightened focus on indecency, against the broadcast industry generally, may encourage third parties to oppose our license renewal applications or applications for consent to acquire broadcast ~~stations~~ **station licenses**. As a result of these developments, we have implemented certain measures that are designed to reduce the risk of broadcasting indecent material ~~in that would violation-violate~~ of the FCC's rules. These and other future modifications to our programming in an effort to reduce the risk of indecency violations could have an adverse effect on our competitive position. Even statements or social media posts that do not violate the FCC's indecency rules could offend our audiences and advertisers or infringe the rights of third parties, resulting in a decline in ratings, a loss in revenues, a challenge to our broadcast licenses, or extended litigation. While we maintain insurance covering some of these risks, others are effectively uninsurable and could have a material adverse effect on our financial condition and results of operations. Misalignment with public and consumer taste and preferences could negatively impact advertising demand and profitability of our business. Our business creates content for our target audiences. Our business relies on an alignment between our brands and our audience taste and preferences through the distribution of content over- the- air ~~and~~ **digitally and visually**. If the alignment between our brands and our audience shifts, then we might experience a shift in advertising revenue and categories. Changes in current Federal regulations could adversely affect our business operations. Congress and the FCC have under consideration, and may in the future consider and adopt, new laws, regulations and policies that could, directly or indirectly, affect the profitability of our broadcast ~~stations or our ability to acquire additional~~ stations. In particular, Congress is considering a revocation of radio's exemption from paying royalties to performing artists for ~~use-broadcast~~ of their recordings (~~radio stations already pays~~ ~~pay~~ a royalty to songwriters). A requirement to pay additional royalties could have a material and adverse effect on our financial condition and results of operations. Our business strategy and our ability to operate profitably depend on the continued services of our key employees, the loss of whom could have a material adverse effect on our business. Our success depends in large part upon the leadership and performance of our ~~radio-media~~ management teams and other key personnel. Operating as an independent public company demands a significant amount of time and effort from our management and other personnel and may give rise to increased turnover. If we lose the services of members of our management team or other key personnel, we may not be able to successfully manage our business or achieve our business objectives. We need to continue to attract and retain qualified key personnel in a highly competitive environment. Our ability to attract, recruit and retain such talent will depend on a number of factors, including the hiring practices of our competitors, the performance of our developing business programs, our compensation and benefits, and economic conditions affecting our industry generally. Our ~~media radio stations'~~ personnel includes several on- air personalities and hosts of syndicated ~~radio~~ programs with large and loyal audiences in their respective broadcast areas. These on- air personalities are sometimes significantly responsible for the ranking of a station and, thus, the ability of the station to sell advertising. Such on- air personalities or other key individuals may not remain with our ~~radio~~ stations and we may not retain their audiences, which could affect our competitive position. If we cannot effectively hire and retain qualified employees, our business, prospects, financial condition and results of operations could suffer. Impairment losses related to our intangible assets could reduce our earnings in the future. As of December 31, ~~2023~~ **2024**, our intangible assets comprised ~~68-64~~ % of our total assets. We did not record any impairment charges during the years ended December 31, **2024 and 2023** ~~and 2022~~. However, if events occur or circumstances change, the fair value of our intangible assets might fall below the amount reflected on our balance sheet, and we may be required to recognize impairment charges in our statement of operations, which may be material, in future periods. Our operating results have been and may again be adversely affected by acts of war, a global health crisis, terrorism and natural catastrophes. Acts of war and terrorism against the United States, and the country's response to such acts, may negatively affect the U. S. advertising market, which could cause our advertising revenues to decline due to advertising cancellations, delays or defaults in payment for advertising time, and other factors. In addition, these events may have other negative effects on our business, the nature and duration of which we cannot predict. For example, after the September 11, 2001 terrorist attacks, we decided that the public interest would be best served by the presentation of continuous commercial- free coverage of the unfolding events on our stations. This temporary policy had a material adverse effect on our advertising revenues and operating results for the month of September 2001. Similarly, the COVID- 19 pandemic caused severe trauma to our business during 2020 and the years following, with advertisers pulling advertisements and events like Summer Jam being canceled. Future events like those of September 11, 2001, or the COVID- 19 pandemic, may have a material adverse effect on our advertising revenues and operating results. Additionally, the attacks on the World Trade Center on September 11, 2001 resulted in the destruction of the transmitter facilities that were located there. Although we had no transmitter facilities located at the World Trade Center, broadcasters that had facilities located in the destroyed buildings experienced temporary disruptions in their ability to broadcast. Since we tend to locate transmission facilities for stations serving urban areas on tall buildings or other significant structures, such as the Empire State Building in New York, further terrorist attacks or other disasters could cause similar disruptions in our broadcasts in the areas affected. If these disruptions occur, we may not be able to locate adequate replacement facilities in a cost- effective or timely manner or at all. Failure to remedy disruptions caused by terrorist attacks or other disasters and any resulting degradation in signal coverage could have a material adverse effect on our business and results of operations. Similarly, hurricanes, floods, tornadoes, earthquakes, ~~wildfires wild-fires~~ and other natural disasters can have a material adverse effect on our operations in any given market. While we generally carry insurance covering such catastrophes, we cannot be sure that the proceeds from such insurance will be sufficient to offset the costs of rebuilding or repairing our property or the lost income. Our business is dependent upon the proper functioning of our internal business processes and information systems. The modification, change of, or interruption of such systems may disrupt our business, processes and internal controls. The proper functioning of our internal business processes and information systems is critical to the efficient operation and management of our business. If these

information technology systems fail or are interrupted, our operations may be adversely affected and operating results could be harmed. Our business processes and information systems need to be sufficiently scalable to adapt to the size of our business and may require modifications or upgrades that expose us to a number of operational risks. Our information technology systems, and those of third party providers, may also be vulnerable to damage or disruption caused by circumstances beyond our control. These include catastrophic events, power anomalies or outages, natural disasters, computer system or network failures, viruses or malware, physical or electronic intrusions, unauthorized access and cyber- attacks. Any material disruption, malfunction or similar challenges with our business processes or information systems, or disruptions or challenges relating to the transition to new processes, systems or providers, could have a material adverse effect on our financial condition and results of operations. We and our business partners maintain significant amounts of data electronically in various locations. This data relates to all aspects of our business, including certain customer, consumer, supplier, partner and employee data. We maintain systems and processes designed to protect this data, but notwithstanding such protective measures, there is a risk of intrusion, cyber- attacks or tampering that could compromise the integrity and privacy of this data. In addition, we provide confidential and proprietary information to our third- party business partners in certain cases where doing so is necessary to conduct our business. While we obtain assurances from those parties that they have systems and processes in place to protect such data, and where applicable, that they will take steps to assure the ~~protections-~~ **protection** of such data by third parties, nonetheless those partners may also be subject to data intrusion or otherwise compromise the protection of such data. Any compromise of the confidential data of our customers, consumers, suppliers, partners, employees or ourselves, or failure to prevent or mitigate the loss of or damage to this data through breach of our information technology systems or other means could substantially disrupt our operations, harm our customers, consumers, employees and other business partners, damage our reputation, violate applicable laws and regulations, and could have a material adverse effect on our financial condition and results of operations. We may not be successful in identifying any additional suitable acquisition or investment opportunities. As part of our business strategy, we may pursue acquisitions or other investment opportunities. However, there is no assurance that we will be successful in identifying or consummating any suitable acquisitions and certain acquisition opportunities may be limited or prohibited by applicable regulatory regimes. Even if we do complete acquisitions or business combinations, there is no assurance that any of them will be of value in enhancing our business or our financial condition. In addition, our ongoing activities could divert a substantial amount of our management time and may be difficult for us to integrate, which could adversely affect management's ability to identify and consummate other investment opportunities. The failure to identify or successfully integrate future acquisitions and investment opportunities could have a material adverse effect on our results of operations and financial condition. Because we face significant competition for acquisition and investment opportunities, it may be difficult for us to fully execute our business strategy. We expect to encounter intense competition for acquisition and investment opportunities from both strategic investors and other potential competitors, such as private investors (which may be individuals or investment partnerships), blank check companies, and other entities, domestic and international, competing for the type of businesses that we may intend to acquire. Many of these competitors possess greater technical, human and other resources, or more local industry knowledge, or greater access to capital, than we do and our financial resources will be relatively limited when contrasted with those of many of these competitors. These factors may place us at a competitive disadvantage in successfully completing future acquisitions and investments. In addition, while we believe that there are numerous target businesses that we could potentially acquire or invest in, our ability to compete with respect to the acquisition of certain target businesses that are sizable will be limited by our available financial resources. This inherent competitive limitation gives others an advantage in pursuing acquisition and investment opportunities. **Certain acquisitions, such as radio and television stations, are subject to the approval of the FCC and potentially, other regulatory authorities, such as the DOJ. The need for FCC and other regulatory approvals could restrict our ability to consummate future transactions and potentially require us to divest certain stations or businesses if the FCC or other regulatory authority believes that a proposed acquisition would result in excessive concentration in a market, even if the proposed combinations may otherwise comply with FCC ownership limitations or other regulations. There can be no assurance that future acquisitions will be approved by the FCC or other regulatory authorities, or that a requirement to divest existing stations or businesses will not have an adverse outcome on the transaction.** Future acquisitions or investments, or similar strategic transactions, could involve unknown risks that could harm our business and adversely affect our financial condition. We may make acquisitions, or engage in other similar strategic transactions, in a variety of industries and market sectors including but not limited to the **radio-media** industry. Future acquisitions that we consummate will involve unknown risks, some of which will be particular to the industry in which the acquisition target operates. We may be unable to adequately address the financial, legal and operational risks raised by such acquisitions, especially if we are unfamiliar with the industry in which we invest. The realization of any unknown risks could prevent or limit us from realizing the projected benefits of the acquisitions, which could adversely affect our financial condition and liquidity. In addition, our financial condition and results of operations will be subject to the specific risks applicable to any company in which we invest. **The FCC's ownership restrictions limit our ability to own and operate multiple television or radio stations. The FCC's ownership rules generally prohibit us from acquiring an "attributable interest" in television stations located in markets containing more than 39 % of the nation's television households (as calculated by the FCC, including through application of the 50 % "UHF Discount" for UHF television stations), and in two television stations located in the same market unless the stations' signal contours do not overlap or at least one of the stations is not ranked among the top- four stations in the market (the "top- four" prohibition). In December 2023, the FCC adopted two modifications to the top- four prohibition that make it more restrictive. These rule changes took effect in March 2024. First, the FCC extended the top- four prohibition to include low power television ("LPTV") stations and multicast streams. As a result of this change, a top- four television station licensee is prohibited from acquiring the network-affiliation of another top- four station in its market and then placing that programming on one of its own multicast**

streams or on a commonly owned LPTV station in that market. Existing combinations are grandfathered, but may not be transferred or assigned unless the FCC makes a case-by-case ruling that transfer or assignment of the combination is in the public interest. Second, the FCC modified its methodology for determining a station's audience share for purposes of the top-four prohibition (and failing station waiver requests) to (i) consider audience share data over a 12-month period immediately preceding the date the application is filed, (ii) expanding the relevant daypart for audience share data, and (iii) requiring the inclusion of audience share data for all free-to-consumer, non-simulcast multicast streams when making the top-four calculation. With regard to radio, the FCC's local radio ownership rule limits the number of commercial radio stations in a radio market in which a person or entity may hold an attributable interest based on the number of radio stations in that market: • if the market has 45 or more radio stations, one entity may hold an attributable interest in up to eight stations, not more than five of which may be in the same service (AM or FM); • if the market has between 30 and 44 radio stations, one entity may hold an attributable interest in up to seven stations, not more than four of which may be in the same service; • if the market has between 15 and 29 radio stations, one entity may hold an attributable interest in up to six stations, not more than four of which may be in the same service; and • if the market has 14 or fewer radio stations, one entity may hold an attributable interest in up to five stations, not more than three of which may be in the same service; however one entity may not hold an attributable interest in more than 50% of the stations in the market. Because the FCC reviews applications for assignment or transfer of control of a broadcast station license to determine whether the proposed transaction complies with its rules and is in the public interest, each proposed broadcast transaction must comply with the above ownership restrictions (or obtain a waiver of them) and demonstrate that approval of the transaction is in the public interest. As a result, we cannot predict whether the FCC will approve a proposed transaction, and our ability to expand through additional station acquisitions or through agreements that create attributable interests in non-owned stations may be constrained. We have engaged in restructuring activities in the past and may implement further restructurings in the future and our restructuring efforts may not be successful or generate expected cost savings. We actively seek to adapt our cost structure to the changing economics of the industry and to take advantage of the investments we have made in new technologies to build an operating infrastructure that provides better quality and newer products and delivers new cost efficiencies. There can be no assurance that we will be successful in upgrading our systems and processes effectively or on the timetable and at the costs contemplated, or that we will achieve the expected long-term cost savings. We may implement further restructuring activities, make additions, reductions or other changes to our management or workforce based on other cost reduction measures or changes in the markets and industry in which we compete. Restructuring activities can create unanticipated consequences and negative impacts on the business, and we cannot be sure that any ongoing or future restructuring efforts will be successful or generate expected cost savings.

Risks Related to Indebtedness: The terms of any future indebtedness may restrict our current and future operations, particularly our ability to respond to changes in market conditions or to take some actions. Any future long-term debt instruments may impose significant operating and financial restrictions on us. These restrictions will likely significantly limit or prohibit, among other things, our ability to incur additional indebtedness, pay dividends on securities, incur liens, enter into asset purchase or sale transactions, merge or consolidate with another company, dispose of our assets or make certain other payments or investments. These restrictions may limit our ability to grow our business through acquisitions and could limit our ability to respond to market conditions or meet extraordinary capital needs. They also could restrict our corporate activities in other ways and could adversely affect our ability to finance our future operations or capital needs. To service our indebtedness and other obligations, we will require a significant amount of cash. Our ability to generate cash depends on many factors beyond our control. Our **First Lien November 25, 2019 convertible promissory note payable to Emmis Communications Corporation (the "Emmis Convertible Promissory Note")** is paid in kind ("PIK"), but any future long-term **Term debt agreements will likely Loan and Second Lien Term Loan** require **monthly** us to pay periodic interest and principal payments during the term of such indebtedness. Our ability to make payments on indebtedness and to fund capital expenditures will depend on our ability to generate cash in the future. This ability to generate cash, to a certain extent, will be subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. Our businesses might not generate sufficient cash flow from operations. We might not be able to complete future offerings, and future borrowings might not be available to us in an amount sufficient to enable us to pay our indebtedness or to fund our other liquidity needs. ~~We have significant current debt service obligations that cause substantial doubt about our ability to continue as a going concern. The Company has debt service obligations of approximately \$ 7.1 million due under its Emmis Convertible Promissory Note (as defined in Note 13) from April 1, 2024 (the date of issuance of these financial statements) through April 1, 2025. As a result of this debt service obligation to Emmis, management anticipates the Company will be unable to meet its liquidity needs for the next twelve months with cash and cash equivalents on hand and projected cash flows from operations. Management is prepared to implement additional cost cutting measures, as necessary, and intends to seek additional borrowings to meet its debt service obligations, if needed. While the Company has been successful in obtaining additional liquidity in the past, no assurances can be made that the Company will receive such liquidity in the future. As a result of the conditions identified above, management has concluded that there is substantial doubt about the Company's ability to continue as a going concern within one year after the date that the financial statements are issued. The Company's independent auditor has included an explanatory paragraph regarding the substantial doubt about the Company's ability to continue as a going concern in its report on these consolidated financial statements.~~ **Risks Related to our Common Stock:** SG Broadcasting possesses significant voting interest with respect to our outstanding common stock, which limits the influence on corporate matters by a holder of MediaCo Class A common stock. As of December 31, 2023-2024, SG Broadcasting held approximately 96.9-1% of the voting interests of our outstanding common stock on a fully diluted basis. Accordingly, SG Broadcasting has the ability to significantly influence our management and affairs through the election and removal of our board

of directors and all other matters requiring shareholder approval unless a separate vote of the MediaCo Class A common stock is required by our articles of incorporation or Indiana law, including any future merger, consolidation or sale of all or substantially all of our assets. This concentrated voting interest could also discourage others from initiating any potential merger, takeover or other change-of-control transaction that may otherwise be beneficial to our shareholders. Furthermore, this concentrated control limits the practical effect of the influence by holders of MediaCo Class A common stock over our business and affairs, through any shareholder vote or otherwise. Accordingly, the effects of any of the above could depress the price of MediaCo Class A common stock. Standard General's and Emmis' interests may conflict with those of other shareholders. SG Broadcasting, a company wholly owned by funds managed by Standard General, beneficially owns shares representing approximately 94.96% of the outstanding combined voting power of all classes of our common stock. Therefore, SG Broadcasting is in a position to exercise substantial influence over the outcome of most matters submitted to a vote of our shareholders, including the election of a majority of our directors, the determination to engage in a merger, acquisition or disposition of a material amount of assets, or otherwise.

~~Additionally, other than with respect to the Emmis Convertible Promissory Note, which is convertible into MediaCo Class A common stock, Emmis holds 362,099 shares of Class A common stock of MediaCo, and its officers serve as the MediaCo Class A Directors. These officers were initially shareholders of MediaCo, but no assurance can be given that they have or will retain their ownership of MediaCo shares. Further, so long as amounts remain outstanding under the Emmis Convertible Promissory Note, MediaCo's board of directors is obligated to nominate as MediaCo Class A Directors only persons specified by Emmis. Under Indiana law, directors of MediaCo may, in considering the best interests of the Company, consider the effects of any action on shareholders, employees, suppliers, and customers of the Company, and communities in which offices or other facilities of the Company are located, and any other factors the directors consider pertinent.~~ MediaCo Class A common stock may cease to be listed on Nasdaq. MediaCo's Class A common stock is listed on Nasdaq under the ticker symbol "MDIA". We may not be able to meet the continued listing requirements of Nasdaq, which require, among other things, a minimum closing price of MediaCo Class A common stock, a minimum market capitalization and minimum shareholders' equity. If we are unable to satisfy the requirements of Nasdaq for continued listing, MediaCo Class A common stock would be subject to delisting from that market, and we might or might not be eligible to list our shares on another market.

~~On September 15, 2023, we received a notification letter from the Nasdaq Listing Qualifications Department (the "Staff") notifying us that, because the closing bid price for our Class A common stock was below \$ 1.00 for 30 consecutive business days, we no longer met the minimum bid price requirement for continued listing on The Nasdaq Capital Market under Nasdaq Marketplace Rule 5550 (a) (2), requiring a minimum bid price of \$ 1.00 per share (the "Minimum Bid Price Requirement"). In accordance with Nasdaq Listing Rule 5810 (c) (3) (A) (ii), we were given 180 calendar days, or until March 13, 2024, to regain compliance with the Minimum Bid Price Requirement. We did not achieve compliance during that period. On March 14, 2024, we received a notification letter from the Staff notifying us that that we had been granted an additional 180 days, or until September 9, 2024, to regain compliance with the Minimum Bid Price Requirement, based on meeting the continued listing requirement for market value of publicly held shares and all other applicable requirements for initial listing on The Nasdaq Capital Market with the exception of the bid price requirement, and our written notice of our intention to cure the deficiency during the compliance period. If at any time before September 9, 2024, the bid price of our Class A common stock closes at \$ 1.00 per share or more for a minimum of 10 consecutive business days, the Staff will provide written confirmation that we have achieved compliance. If we do not regain compliance with the Minimum Bid Price Requirement by the end of the second compliance period, the Class A common stock will become subject to delisting. In the event that we receive notice that the Class A common stock is being delisted, the Nasdaq listing rules permit us to appeal a delisting determination by the Staff to a hearings panel. We intend to continue to monitor the closing bid price of the Common Stock between now and September 9, 2024, and will consider available options to regain compliance with the Minimum Bid Price Requirement, including initiating a reverse stock split. However, there can be no assurance that we will be able to regain compliance with the Minimum Bid Price Requirement or will otherwise be in compliance with other Nasdaq Listing Rules. If our Class A common stock were to be delisted from Nasdaq, and we might or might not be eligible to list our shares on another market.~~ Such as delisting could negatively impact us by, among other things, reducing the liquidity and market price of our Class A common stock. Our By-Laws designate the Circuit or Superior Courts of Marion County, Indiana, or the United States District Court for the Southern District of Indiana in a case of pendant jurisdiction, as the exclusive forum for certain litigation that may be initiated by holders of shares of MediaCo, which would discourage lawsuits against us and our director and officers. Pursuant to our By-laws, to the fullest extent permitted by law, unless we consent in writing to the selection of an alternative forum, the Circuit or any Superior Court of Marion County Indiana, or the United States District Court for the Southern District of Indiana in a case of pendent jurisdiction, shall be the sole and exclusive forum for:

- any derivative action or proceeding brought on behalf of the Company,
- any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee or agent of MediaCo to the Company or the holders of shares of MediaCo,
- any action asserting a claim arising pursuant to any provision of the Indiana Business Corporation Law (the "IBCL"), the Articles of Incorporation or the By-laws, or
- any action asserting a claim governed by the internal affairs doctrine, in each case subject to said court having personal jurisdiction over the indispensable parties named as defendants.

Though Section 27 of the Exchange Act creates exclusive federal jurisdiction over all suits brought to enforce any duty or liability created by the Exchange Act or the rules and regulations under it, the Company intends for this forum selection provision to apply to the fullest extent permitted by law, including to actions or claims arising under the Securities Act. While holders of shares of MediaCo cannot waive compliance with the federal securities laws and the rules and regulations under it, and therefore the forum selection provision does not apply to claims arising under the Exchange Act or the rules and regulations under it, this forum selection provision may limit the ability of holders of shares of MediaCo to bring a claim arising in other instances in a judicial forum that they find favorable for disputes with us or our directors or officers, which may discourage such lawsuits against the Company and / or our directors and

officers. Alternatively, if a court outside of the State of Indiana were to find this forum selection provision inapplicable to, or unenforceable in respect of, one or more of the types of actions or claims described above, we may incur additional costs associated with resolving such matters in other jurisdictions, which could harm our business, prospects, financial condition and results of operations. We are an “ emerging growth company ” and ~~as a result of~~ **“ smaller reporting company ” and we cannot be certain if** the reduced **reporting disclosure and governance** requirements applicable to emerging growth companies ~~;~~ **MediaCo Class A or smaller reporting companies will make our** common stock ~~may be~~ less attractive to investors ~~for so long as we remain an emerging growth company~~. We are an “ emerging growth company, ” as defined in the JOBS Act, and we intend to take advantage of some of the exemptions from reporting requirements that are afforded to emerging growth companies, including, but not limited to, exemption from the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We cannot predict if investors will find MediaCo Class A common stock less attractive because we intend to rely on these exemptions. If some investors find MediaCo Class A common stock less attractive as a result, there may be a less active trading market for MediaCo Class A common stock and its stock price may be lower or more volatile as a result. We may take advantage of these exemptions until we no longer qualify as an emerging growth company. **We could be an emerging growth company until December 31, 2025. When we cease to be an emerging growth company, we could be required to incur additional professional fees and internal costs related to any heightened disclosure. However, even after we no longer qualify as an emerging growth company, we may still qualify as a “ smaller reporting company, ” which would allow us to take advantage of many of the same exemptions from disclosure requirements, including not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes- Oxley Act, if our revenues remain less than \$ 100. 0 million, and reduced disclosure obligations regarding executive compensation in this Annual Report on Form 10- K as well as our periodic reports and proxy statements. We are also a “ smaller reporting company, ” meaning that the market value of our stock held by non- affiliates is less than \$ 700. 0 million as of the prior June 30 and our annual revenue is less than \$ 100. 0 million during the most recently completed fiscal year. We may continue to be a smaller reporting company if either (i) the market value of our stock held by non- affiliates is less than \$ 250. 0 million or (ii) our annual revenue is less than \$ 100. 0 million during the most recently completed fiscal year and the market value of our stock held by non- affiliates is less than \$ 700. 0 million as of the prior June 30. If we are a smaller reporting company at the time we cease to be an emerging growth company, we may continue to rely on exemptions from certain disclosure requirements that are available to smaller reporting companies. Specifically, as a smaller reporting company we may choose to present only the two most recent fiscal years of audited financial statements in our Annual Report on Form 10- K and, similar to emerging growth companies, smaller reporting companies have reduced disclosure obligations regarding executive compensation. Material weaknesses in our internal control over financial reporting could result in material misstatements in our financial statements not being prevented or detected, which could affect investor confidence in the accuracy and completeness of our financial statements and could negatively impact our stock price and financial condition. As a public company, we are required to comply with the SEC’ s rules implementing Sections 302 and 404 of the Sarbanes- Oxley Act. The Company is an emerging growth company and may choose to take advantage of exemptions from various reporting requirements applicable to other public companies but not to emerging growth companies. As an emerging growth company, the Company is not subject to Section 404 (b) of the Sarbanes- Oxley Act of 2002, which would require that our independent auditors review and attest as to the effectiveness of our internal control over financial reporting. Management is required to make an annual assessment of internal controls over financial reporting pursuant to Section 404 (a), including the disclosure of any material weaknesses identified by management in internal control over financial reporting. As described in Part II, Item 9A — “ Controls and Procedures ”, management has identified a material weakness in the Company’ s internal control over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company’ s annual or interim financial statements will not be prevented or detected on a timely basis. The Company has developed a remediation plan to address the identified material weakness. If the Company’ s remediation efforts are insufficient or if additional material weaknesses in internal control over financial reporting are discovered or occur in the future, the Company’ s consolidated financial statements may contain material misstatements and it could be required to revise or restate its financial results, which could materially and adversely affect the Company’ s business, results of operations and financial condition, restrict its ability to access the capital markets, require it to expend significant resources to correct the material weaknesses, subject it to fines, penalties, or judgments, harm its reputation, or otherwise cause a decline in investor confidence.**