**Risk Factors Comparison 2024-02-29 to 2023-02-23 Form: 10-K**

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

The risks and uncertainties described below are not the only ones facing us. If any of the following events occur or evolve in a way different than expected, our business, financial condition, results of operation , prospects or ability to fund a share or debt repurchase program, invest capital in or otherwise run our business, execute on our strategic plans or return capital to our shareholders could be materially and adversely affected. RISKS RELATED TO OUR BUSINESS OPERATIONS We may pursue acquisitions **Risks Related to the IntegrationAlthough we expect that the Merger will result in synergies and other benefits** , dispositions **those synergies and benefits may not be realized in the amounts anticipated** , **or may not be realized within the anticipated timeframe, or at all, and risks associated with the foregoing may also result from any extended delay in the Integration of the companies. Our ability to realize the anticipated benefits of the Merger will depend, to a large extent, on our ability to integrate our and DISH Network' s business in a manner that facilitates growth opportunities and achieves the anticipated benefits. In addition, some of the anticipated synergies are not expected to occur for a significant time period following the completion of the Merger and will require substantial** capital expenditures , **to achieve. There can be no guarantee we will achieve any of** the **these** development, acquisition and launch **benefits on the anticipated timeframe or at all. The combination** of new satellites **two separate companies is complex, costly** and **time- consuming and may require significant management attention and resources which may divert attention from our business and operations. The failure to meet the challenges involved in combining the two companies and to realize the anticipated benefits of the Merger could, among** other strategic initiatives to complement or expand **things, cause an interruption of,** our **or a loss of momentum in, our activities and could adversely affect our results of operations. The overall combination of the two companies may also result in, among other things, material unanticipated problems, expenses, liabilities, competitive responses and loss of customer and other** business **relationships. The difficulties of combining** , which may not be successful and we may lose a portion or **our operations include** all of our investment. Our success may depend on the existence of , **among** and our ability to capitalize on, opportunities to acquire or develop other **others : ● diversion** businesses or technologies or partner with other companies that could complement, enhance or expand our current business, services or products or that may otherwise offer us growth opportunities. We may pursue a number of strategic initiatives **management and employee attention** to **Integration matters; ● difficulties in integrating operations and systems** complement or expand our business. Any such strategic initiatives may involve a high degree of risk , including, but not limited to, **communications systems, administrative and information technology infrastructure, financial reporting and internal control systems; ● challenges in conforming standards, controls, procedures and accounting and** the **other** following: • **policies, business cultures and compensation structures between the two companies; ● difficulties in integrating employees and teams of the respective businesses and attracting and retaining key personnel; ● challenges in retaining and obtaining customers, suppliers and** the **other** risks **commercial relationships; ● difficulties in managing the expanded operations of a larger and more complex company; and ● potential unknown liabilities, adverse consequences and unforeseen increased expenses** associated with developing **the Integration. Many of these factors are outside of our control** and **any of** constructing new satellites; • the **them could result in lower revenues, higher costs and** diversion of our management **time** ' s attention away from our existing business onto a strategic initiative; • possible adverse effects on our and **energy, which could materially impact** our targets' and partners' business, financial condition **and** or operating results **of operations. In addition, even** during the integration process; • exposure to significant financial losses if the strategic initiatives **operations of the companies** are **integrated successfully, the full benefits of the Merger may** not successful; • **be realized, including, among others,** the inability to obtain regulatory approvals in **synergies, cost savings or sales or growth opportunities that are expected. These benefits may not be achieved within** the anticipated time frame , or at all ; • **. As a result, it cannot be assured that the Integration will result in the realization of the full benefits expected from the Merger within the anticipated time frames, or at all. 25The market price for shares of our common stock may be affected by factors different from, or in addition to,** the **those** risks associated **that historically affected the market prices of shares of DISH Network Class A Common Stock and EchoStar Class A Common Stock. Upon consummation of the Merger, DISH Network Class A Stockholders became holders of EchoStar Class A Common Stock. The businesses of DISH Network and its subsidiaries are different from those of EchoStar and its subsidiaries. Accordingly, after the consummation of the Merger, our results of operations are affected by some factors that are different from those that historically affected the results of operations of EchoStar and / or DISH Network. The results of operations of each company may also be affected by factors different from those that currently affect or have historically affected either company. Competition and Economic RisksWe face intense and increasing competition from providers of video, broadband and / or wireless services, which may require us to further increase subscriber acquisition and retention spending or accept lower subscriber activations and higher subscriber churn. Our Pay- TV business faces substantial competition from established pay- TV providers and broadband service providers and increasing competition from companies providing / facilitating the delivery of video content via the Internet to computers, televisions, and other streaming and mobile devices, including, but not limited to, wireless service providers. In recent years, the traditional pay- TV industry has matured, and industry consolidation and convergence have created competitors** with complying with regulations applicable to **greater scale and multiple product / service offerings. Some of** the **these** acquired **services charge nominal or no fees** or **for** developed business **access to their content, which could adversely affect demand** or **for our Pay- TV services.**

Moreover, new technologies ~~which may cause us to incur substantial expenses; • the disruption of relationships with employees, vendors or customers; and • the risks associated with foreign and international operations and / or investments or dispositions. New strategic initiatives may require the commitment of significant capital that would otherwise~~ have been ~~directed~~ , and will likely continue to ~~investments in our existing businesses or distributed~~ be, developed that further increase the number of competitors we face with respect to ~~shareholders~~ video services, including, but not limited to, competition from piracy- based video offerings. These developments, among others, have contributed to intense and increasing competition, which we expect to continue . We face increasing competition from content providers and other companies who distribute video directly to consumers over the Internet. These content providers and other companies, as well as traditional satellite television providers, cable companies and large telecommunication companies, are rapidly increasing their Internet- based video offerings. See " Item 1. Business – Overview – Competition " and " Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations – Trends in our Pay- TV Segment " in this Annual Report on Form 10- K for further information. Mergers and acquisitions, joint ventures and alliances among cable television providers, telecommunications companies, programming providers and others may ~~not~~ result in, among other things, greater scale and financial leverage and increase the availability of offerings from providers capable of bundling video, broadband and / or wireless services in competition with our services, and may exacerbate the risks described herein. Such providers may be able to , among other things, utilize their increased leverage over third- party content owners and programmers to withhold online rights from us and reduce the price they pay for programming at the expense of other MVPDs, including us; thwart our ability to compete in the wireless market, by, among other things, refuse to enter into data roaming agreements; underutilize key orbital spectrum resources that could be more efficiently used by us; foreclose or degrade our online video offerings at various points in the broadband pipe; and impose data caps on consumers who access our online video offerings. See " Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations – Trends in our Pay- TV Segment – Programming " in this Annual Report on Form 10- K for further information. We believe that the availability and extent of programming, including, but not limited to, unique programming services such as foreign language, sports programming and original content, and other value- added services such as access to video via mobile devices, continue to be significant factors in consumers' choice among pay- TV providers. Other pay- TV providers may have more successfully ~~develop~~ marketed and ~~execute our S~~ promoted their programming packages and value - added services ~~band~~ - and may also be better equipped ~~business strategy which could materially adversely affect our ability to grow our revenue~~ and have greater resources to increase ~~our business. Our future revenue and business growth partially depends on the~~ their ~~successful development~~ programming offerings and value ~~execution of our S~~ - ~~band strategy~~ added services to respond to increasing consumer demand . We may ~~not~~ be ~~able~~ required to ~~maintain or further develop our existing S~~ make substantial additional investments in infrastructure to respond to competitive pressure to deliver enhanced programming and other value - added services, ~~band~~ - and ~~spectrum rights. Additionally, in order to successfully develop and execute our S- band strategy, we will likely need to reach collaborative agreements with other relevant players in the S- band eco- system. We may not be able to reach such agreements with some of the relevant players, or at all, or may not be able to agree on economic terms that would provide the desired economic benefits to the Company. In addition,~~ there can be no assurance that ~~, even if we are able to successfully develop our S- band strategy,~~ we will be able to compete effectively with offerings from other pay- TV providers. 26Furthermore, this increasingly competitive environment may require us to increase subscriber acquisition and retention spending or accept lower subscriber activations and higher subscriber churn. Increasingly, we must seek to attract a greater proportion of new subscribers from our competitors' existing subscriber bases rather than from first- time purchasers of pay- TV services. In addition, because other pay- TV providers may be seeking to attract a greater proportion of their new subscribers from our existing subscriber base, we may be required to increase retention spending and / or provide greater discounts or credits to acquire and retain subscribers who may spend less on our services. Our SLING TV subscribers on average purchase lower- priced programming services than do DISH TV subscribers. Accordingly, an increase in SLING TV subscribers has a ~~customer~~ negative impact on our Pay- TV average monthly revenue per subscriber (" Pay- TV ARPU "). If our Pay- TV ARPU decreases or does not increase commensurate with increases in programming or other costs, our margins may be reduced and the long- term value of a subscriber would then decrease and could have a material adverse effect on our business, results of operations and financial condition. In addition, as a result of this increased competitive environment and the maturation of the pay- TV industry, future growth opportunities of our DISH TV business may be limited and our margins may be reduced, which could have a material adverse effect on our business, results of operations and financial condition. Our gross new DISH TV subscriber activations continue to be negatively impacted by stricter subscriber acquisition policies (including, but not limited to, a focus on attaining higher quality subscribers) and increased competitive pressures, including, but not limited to, aggressive marketing, more aggressive retention efforts, bundled discount offers combining broadband, video and / or wireless services and other discounted promotional offers. In addition, we face increased competitive pressures from content providers and other companies who distribute video directly to consumers over the Internet. These content providers and other companies, as well as traditional satellite television providers, cable companies and large telecommunication companies, are rapidly increasing their Internet- based video offerings and direct- to- consumer exclusive and non- exclusive content. There can be no assurance that our gross new DISH TV subscriber activations, net DISH TV subscriber additions, and DISH TV churn rate will not continue to be negatively impacted and that the pace of such negative impact will not accelerate. In the event that our DISH TV subscriber base ~~sufficiently~~ continues to decline or such decline accelerates, it could have a material adverse effect on our business, results of operations and financial condition. Changing consumer behavior and new technologies in our Pay- TV business may reduce our subscriber

activations and may cause our subscribers to purchase fewer services from us or to cancel our services altogether, resulting in less revenue to us. New technologies, products and services are driving rapid changes in consumer behavior as consumers seek more control over when, where and how they consume content and access communication services. In particular, through technological advancements and with the large increase in the number of consumers with broadband service, a significant amount of video content has become available through online content providers for users to stream and view on their personal computers, televisions, phones, tablets, video game consoles and other devices, in some cases without a fee required to access the content. While our subscribers can use their traditional video subscription to access mobile programming, an increasing number of subscribers are also using mobile devices as the sole means of viewing video, and an increasing number of non- traditional video providers is developing content and technologies to satisfy that demand. For example, these technological advancements, changes in consumer behavior, and the increasing number of choices available to consumers regarding the means by which consumers obtain video content may cause DISH TV subscribers to disconnect our services (“ cord cutting ”), downgrade to smaller, less expensive programming packages (“ cord shaving ”) or elect to purchase through online content providers a certain portion of the services that they would have historically purchased from us. These technological advancements and changes in consumer behavior and / or our failure to effectively anticipate or adapt to such changes, could reduce our gross new Pay- TV subscriber activations and increase our subscriber churn rate and could have a material adverse effect on our business, results of operations and financial condition. New technologies could also create new competitors for us. For instance, we face increasing consumer demand for the delivery of digital video services via the Internet. We expect to continue to face increased competition from companies who use the Internet to deliver digital video services as the speed and quality of broadband and wireless networks continue to improve. 27We face certain risks competing in the wireless services industry and operating a facilities- based wireless services business. As a result of certain acquisitions we have entered the retail wireless business. We have made substantial investments to acquire certain wireless spectrum licenses. We plan to commercialize our Wireless spectrum licenses through the completion of our 5G Network Deployment. A Wireless services business presents certain risks. Any of the following risks, among others, may have a material adverse effect on our future business, results of operations and financial condition. ● The wireless services industry is dominated by incumbents. We have limited experience in the wireless services industry, which is an industry with increasing subscriber demands for data services that require increasing capital resources to maintain a robust network. The wireless services industry has incumbent and established competitors such as Verizon, AT & T and T- Mobile with substantial market share. These companies have, among other things, greater financial, marketing and other resources than us, and have existing cost and operational advantages that we lack. Market saturation is expected to continue to cause subscriber growth rates in the wireless services industry to moderate in comparison to historical growth rates, leading to increased competition for subscribers. As the industry matures, competitors increasingly must seek to attract a greater proportion of new subscribers from each other’ s existing subscriber bases rather than from first- time purchasers of wireless services. Furthermore, the cost of attracting a new subscriber is generally higher than the cost associated with retaining an existing subscriber. In addition, we face increasing competition from wireless telecommunications providers who offer mobile video offerings or partner with others to create bundled offerings. Wireless mobile video offerings have become more prevalent in the marketplace as wireless telecommunications providers have expanded the fifth generation of wireless communications. As previously noted, mergers and acquisitions, joint ventures and alliances among cable television providers, telecommunications companies, programming providers and others may result in, among other things, greater scale and financial leverage and increase the availability of offerings from providers capable of bundling video, broadband and / or wireless services in competition with our services. Such companies may be ~~profitable~~ able to, among other things, pressure third- party content owners and programmers to withhold online rights from us; utilize their increased leverage over third- party content owners and programmers to reduce the price they pay for programming at the expense of other MVPDs, including us; thwart our ability to compete in the wireless market, by, among other things, refusing to enter into data roaming agreements with us; foreclose or degrade our online video offerings at various points in the broadband pipe; and impose data caps on consumers who access our online video offerings. See “ Item 1. Business – Overview – Business Strategy – Retail Wireless ” and “ Item 7. Management’ s Discussion and Analysis of Financial Condition and Results of Operations – Wireless – Retail Wireless ” in this Annual Report on Form 10- K for further information. ● Our ability to compete effectively in the wireless services industry is dependent on a number of factors. Our ability to compete effectively in the wireless services industry depends on, among other things, our network quality, capacity and coverage; the pricing of our products and services; the quality of subscriber service; our development of new and enhanced products and services; the reach and quality of our sales and distribution channels; our ability to predict and adapt to future changes in technologies and changes in consumer demands; and our capital resources. It also depends on how successfully we anticipate and respond to various competitive factors affecting the industry, including, among others, new technologies and business models, products and services that may be introduced by competitors, changes in consumer preferences, the demand for and usage of data, video and other voice and non- voice services, demographic trends, economic conditions, and discount pricing and other strategies that may be implemented by competitors. It may be difficult for us to differentiate our products and services from other competitors in the industry, which may limit our ability to attract and retain subscribers. Our success also may depend on our ability to access and deploy adequate spectrum, deploy new technologies and offer attractive products and services to subscribers. For example, we may not be able to obtain and offer certain technologies, features or services that are subject to competitor patents or other exclusive arrangements. Our success and financial results also depend on, among other factors, our ability to achieve a lower cost structure in our

**5G Network Deployment and commercialization of our network. As we complete our 5G Network Deployment and transition a portion of our business to a MNO from an MVNO, our results of operations and financial performance will depend in part on our ability to offer wireless services more cost effectively than we are able to do so through the use of our current MVNO agreements. 28 ● We depend on certain third parties to provide us with infrastructure and products and services. We depend on various key suppliers and vendors to provide us, directly or through other suppliers, with infrastructure, equipment and services, such as switch and network equipment, handsets and other devices and equipment that we would need in order to operate a wireless services business and provide products and services to our subscribers. For example, handset and other device suppliers often rely on one vendor for the manufacture and supply of critical components, such as chipsets, used in their devices** . If **these suppliers or vendors fail to provide equipment or services on a timely basis, or at all, or fail to meet performance expectations,** we **may be unable to provide products and services as and when expected by our subscribers. Any difficulties experienced with these suppliers and vendors could result in additional expense and / or delays in operating our Wireless services. Our efforts involve significant expense and require strategic management decisions on, and timely implementation of, among other things, equipment choices, network deployment and management, and service offerings. In addition, these suppliers and vendors may also be subject to litigation with respect to technology on which we depend, including, but not limited to, litigation involving claims of patent infringement. In addition, our 5G Network Deployment utilizes an O- RAN architecture, which is designed to, among other things, incorporate components sourced from various third- party suppliers. Generally, these third- party suppliers** do not ~~execute our S~~ **ensure that their products will integrate with components provided by other third** - **party suppliers. As a result, we generally serve as the overall system integrator. Failure of these products to, among other things, effectively interoperate with one another could adversely affect our financial performance, including, but not limited to, our ability to complete our 5G Network Deployment on a cost- effective or timely basis or at all. ● Wireless services** ~~band~~ - **and our Wireless spectrum licenses are subject to government regulation. Wireless services and our Wireless spectrum licenses are subject to regulation by the FCC and other federal, state and local, as well as international, governmental authorities. These governmental authorities could adopt regulations or take other actions that would adversely affect our** business **prospects, making it more difficult and / or expensive to complete our 5G Network Deployment and to further commercialize our Wireless spectrum licenses or acquire additional licenses. The licensing, construction, operation, sale and interconnection arrangements of wireless telecommunications systems are regulated by the FCC and, depending on the jurisdiction, other federal and international,** ~~strategy~~ --- **state and local regulatory agencies. In particular, the FCC imposes significant regulation on licensees of wireless spectrum with respect to, among other things, how radio spectrum is used by licensees, the nature of the services that licensees may offer and how the services may be offered, and resolution of issues of interference between spectrum bands. The FCC grants wireless licenses for terms of generally 10- 12 years that are subject to renewal or revocation based on certain factors depending on the license including, among others, public interest considerations, level and quality of services and / or operations provided by the licensee, frequency and duration of any interruptions or outages of services and / or operations provided by the licensee, and the extent to which service is provided to, and / or operation is provided in, rural areas and tribal lands. There can be no assurances that our Wireless spectrum licenses will be renewed or that we will be able to obtain additional licenses. Failure to comply with FCC requirements in a given license area could result in revocation of the license for that license area. In addition, the FCC uses its transactional " spectrum screen " to identify prospective wireless transactions that may require additional competitive scrutiny. If a proposed transaction would exceed the spectrum screen threshold, the FCC undertakes a more detailed analysis of relevant market conditions in the impacted geographic areas to determine whether the transaction would reduce competition without offsetting public benefits. If a proposed spectrum acquisition exceeds the spectrum screen trigger, such additional review could extend the duration of the regulatory review process and there can be no assurance that such proposed spectrum acquisition would ultimately be completed, in whole or in part. 29Our pay- TV competitors may be able to leverage their relationships with programmers to reduce their programming costs and / or offer exclusive content that will place them at a competitive advantage to us. The cost of programming represents the largest percentage of our overall Pay- TV costs. Certain of our competitors own directly, partner with, and / or are affiliated with companies that own programming content that may enable them to obtain lower programming costs or offer exclusive programming that may be attractive to prospective subscribers. Unlike our larger cable and satellite competitors, some of which also provide internet or broadband based pay- TV services, we have not made significant investments in programming providers. In addition, certain programmers have begun offering a greater amount of their content on a direct- to- consumer basis, including, but not limited to, exclusive and non- exclusive content. As a result, it may be more difficult for us to obtain access to such programming networks on nondiscriminatory and fair terms, or at all. See " Item 1. Business – Government Regulations – FCC Regulations Governing our Pay- TV Operations – Cable Act and Program Access " in this Annual Report on Form 10- K for further information. Through the MNSA and the NSA, we depend on T- Mobile and AT & T to provide network services to our Wireless subscribers. Our failure to effectively manage these relationships, including without limitation, our minimum commitments, any system failure in their wireless networks, interruption in the services provided to us, and / or the termination of the MNSA or the NSA could have a material adverse effect on our business, financial condition and results of operations. In July 2021, we entered into the NSA with AT & T to provide us with wireless network services. Under the NSA, we expect AT & T will become our primary network services provider. In addition, under the NSA, we have committed to activate on AT & T a minimum percentage of certain of our Wireless subscribers and to utilize AT & T' s network for a minimum specified percentage of our domestic roaming data usage. We have agreed to pay AT & T at least $ 5 billion over the course of the 10- year term of the NSA, subject to certain**

terms and conditions. In 2020 in connection with the Asset Purchase Agreement, we entered into a master network services agreement with T- Mobile to provide us with wireless network services for a period of seven years (the " Prior MNSA "). In June 2022, we and T- Mobile entered into the MNSA, which amended the Prior MNSA. Under the MNSA, we agreed to a minimum purchase commitment to T- Mobile of $ 3. 3 billion over the course of the MNSA, subject to certain terms and conditions. As a result, failure to meet the minimum commitments to AT & T or T- Mobile could have a material adverse effect on our business, financial condition and results of operations. For example, failure to meet our minimum commitments would result in, among other things, the acceleration of financial commitments and potential termination of the NSA or the MNSA, respectively. As we continue our 5G Network Deployment, we currently depend on T- Mobile and AT & T to provide us with network services pursuant to the MNSA and the NSA, respectively, to offer Retail Wireless services. We rely on T- Mobile and AT & T to, among other things, maintain their wireless facilities and government authorizations and to comply with government policies and regulations. If T- Mobile or AT & T fails to do so, our subscriber activations and churn rate could be negatively impacted, which in turn could have a material adverse effect on our business, financial condition and results of operations. As a result, failure to manage these relationships, including, but not limited to, effectively activating subscribers on the optimal network, transitioning subscribers to a different network, managing the existing subscriber base and vendor relationships and meeting certain minimum commitments could have a material adverse effect on our business, financial condition and results of operations. In the event that a termination under the NSA or the MNSA were to occur, our Wireless subscribers may need to obtain a new device, a new SIM card or receive a software update to continue receiving Wireless services from us. These required measures would cause significant disruption to our Wireless subscriber base which could result in, among other things, a significant increase in our churn rate. A termination of either the NSA or the MNSA, respectively, could result in significant financial and operational challenges to mitigate such termination, and there can be no assurances that any attempts to mitigate a termination event would be successful on an acceptable timeframe or at all. 30We compete with the MNOs whose networks we rely on to provide wireless services to our customers, and they may seek to limit, reduce or terminate our network access to the extent that it becomes competitively advantageous to do so. We are able to offer wireless services to our customers through the 5G Network, and through our existing agreements with AT & T and T- Mobile, both of whom are competitors of ours. While our agreements with AT & T and T- Mobile currently have ten and seven- year terms from the date of signing, respectively, to the extent that either network service provider experiences, among other things, network capacity challenges, it is possible that our subscribers could be de- prioritized for access to those networks. Further, AT & T and / or T- Mobile may decide not to renew their agreements with us at acceptable rates, or at all. Any reduction in, or loss of, access to those networks in the future could significantly impact our ability to provide services to our subscribers and in turn have a material adverse effect on our business, financial condition and results of operations. Changes in how network operators handle and charge for access to data that travels across their networks could adversely impact our Pay- TV business. With respect to our Pay- TV business, we rely upon the ability of consumers to access our SLING TV services and certain DISH TV functionality through the Internet. If network operators block, restrict, slow- down or throttle or otherwise impair access to our services over their networks, our business could be negatively affected. To the extent that network operators implement usage- based pricing including, but not limited to, meaningful bandwidth caps, or otherwise try to monetize access to their networks by data providers, we could incur greater operating expenses and our SLING TV subscriber count could be negatively impacted. Furthermore, to the extent network operators create tiers of Internet access service and either charge us for or prohibit us from being available through these tiers, our SLING TV business could be negatively impacted. In addition, many network operators that provide consumers with broadband service also provide these consumers with video programming, and these network operators may have an incentive to use their network infrastructure in a manner adverse to our continued growth and success. These risks may be exacerbated to the extent network operators are able to provide preferential treatment to their data, including, for example, by offering wireless subscribers access to owned video content over the Internet without counting against a subscriber' s monthly data caps, which may give an unfair advantage to the network operator' s own video content. We cannot predict with any certainty the impact to our business that may result from changes in how network operators handle and charge for access to data that travels across their networks. Economic weakness and uncertainty may adversely affect our ability to grow or maintain our business. Our ability to grow or maintain our business may be adversely affected by economic weakness and uncertainty, which could result in the following: ● Fewer subscriber activations and increased subscriber churn rate. We could face fewer subscriber activations and increased subscriber churn rate due to, among other things: (i) certain economic factors that impact consumers, including, among others, inflation, rising interest rates, a potential downturn in the housing market in the United States (including a decline in housing starts) and higher unemployment, which could lead to a lack of consumer confidence and lower discretionary spending; (ii) increased price competition for our products and services; and (iii) the potential loss of independent third- party retailers, who generate a meaningful percentage of our gross new DISH TV and Wireless subscriber activations, because many of them are small businesses that are more susceptible to the negative effects of economic weakness. In particular, our DISH TV churn rate and Wireless churn rate may increase with respect to subscribers who purchase our lower tier programming packages and Retail Wireless services, and who may be more sensitive to economic weakness, including, among others, our pay- in- advance subscribers. ● Higher subscriber acquisition and retention costs. Our profits may be adversely affected by increased subscriber acquisition and retention costs necessary to attract and retain high- quality subscribers during a period of economic weakness. 31We are also subject to inflationary cost pressures, and if inflation continues or worsens, it could negatively impact us by increasing, among other things, our operating expenses. Inflation may lead to cost increases in multiple areas across our

**business, for example, rises in the prices of raw materials and manufactured goods, increased energy rates,** as ~~planned,~~ **well as increased wage pressures and other expenses related to** our ~~business~~ **labor, programming and other costs. While we attempt to increase our revenue to offset increases in costs, there is no assurance that we will be able to do so on** ~~and~~ **an acceptable timeline or at all. Therefore, costs could rise faster than associated revenue, thereby resulting in a negative impact on our** operating results ~~could be materially adversely affected~~ **, cash flows and liquidity** . We are facing increasing competition which could impact demand for, and result in increasing pricing pressures with respect to, our products and services. Our ~~business~~ **Broadband and Satellite Services segment** operates in an intensely competitive, consumer- and enterprise- driven and rapidly changing environment and competes with a growing number of companies that provide similar products and services to consumer and enterprise customers. There can be no assurance that we will be able to effectively compete against our competitors due to **, among other factors,** their significant resources and operating history. Material competitive risks to our business include, but are not limited to, the following: ~~•~~ ● Competition from new or different technology compared to our offerings; ~~•~~ ● Competition from existing or new competitors entering the same markets we serve; ~~•~~ ● Government funding for competing products and services, reducing demand for our products and services; and ~~•~~ ● Competitive pressures to provide enhanced functionality for the same or lower price with each new generation of technology. ~~Our~~ **If we are unable to take advantage of technological developments on a timely basis, or at all, we may experience a decline in demand for our services or face challenges in implementing or evolving our** business **strategy. In order to grow and remain competitive, we** will **need to adapt to changes in available technology, including, but not limited to, artificial intelligence and machine learning, continually invest in our 5G Network Deployment, increase 5G Network capacity, enhance our existing service offerings and introduce new offerings to meet our current and potential subscribers' changing service demands. Enhancing our 5G Network, including, but not limited to, our ongoing 5G Network Deployment, is subject to risks related to, among other things, equipment choices, network deployment and management, and service offerings. In addition, our 5G Network Deployment utilizes an O- RAN architecture, which is designed to, among other things, incorporate components sourced from various third- party suppliers. Generally, these third- party suppliers do not ensure that their products will integrate with components provided by other third- party suppliers. Therefore, we generally serve as the overall system integrator. As a result, adopting new and sophisticated technologies may result in implementation issues, such as scheduling and supplier delays, unexpected or increased costs, technological constraints, regulatory permitting issues, actual or perceived subscriber dissatisfaction and other issues that could cause delays in launching new technological capabilities, which in turn could result in significant costs or reduce the anticipated benefits of the upgrades. If our new services fail to retain or gain acceptance in the marketplace or if costs associated with these services are higher than anticipated, this could have a material adverse effect on our operating results. 32Operational and Service Delivery RisksAny deterioration in our operational performance and subscriber satisfaction could adversely affect our business, financial condition and results of operations. If our operational performance and subscriber satisfaction with respect to our Pay- TV, Wireless, and / or Broadband and Satellite Services businesses were to deteriorate, we may experience a decrease in subscriber activations and an increase in our subscriber churn rate, which could have a material adverse effect on our business, financial condition and results of operations. To improve our operational performance, we continue to make investments in staffing, training, information systems and other initiatives, primarily in our call center and in- home service operations, and our Broadband and Satellite Service and Retail Wireless business operations. These investments are intended to, among other things, help combat inefficiencies introduced by the increasing complexity of our business, improve subscriber satisfaction, reduce subscriber churn, increase productivity and allow us to scale better over the long run. We cannot, however, be certain that our spending will ultimately be successful in improving our operational performance, and if unsuccessful, we may have to incur higher costs to improve our operational performance. While we believe that such costs will be outweighed by longer- term benefits, there can be no assurance when or if we will realize these benefits at all. If our subscriber activations decrease, or if our subscriber churn rate, subscriber acquisition costs or retention costs increase, our financial performance will be adversely affected. We may incur increased costs to acquire new subscribers and retain existing subscribers to same or all of our Pay- TV, Wireless or Broadband and Satellite Services businesses. For example, with respect to our Pay- TV business, our gross new DISH TV subscriber activations, net DISH TV subscriber additions, and DISH TV churn rate continue to** be negatively impacted **by stricter subscriber acquisition and retention policies for our DISH TV subscribers. Retention costs with respect to our DISH TV services may be driven higher by, among other things, increased upgrades of existing subscribers' equipment. Although we expect to continue to incur expenses, such as providing retention credits and other subscriber acquisition and retention expenses, to attract and retain subscribers there can be no assurance that our efforts will generate new subscribers or result in a lower churn rate. For our Retail Wireless business, we are currently in the process of integrating our Retail Wireless operations and making certain operational changes to enhance profitability. We are working to ensure that certain subscribers we acquire and retain are profitable under our MVNO economics. As an example, certain subscribers that use high amounts of data may be profitable for a MNO but are not profitable under a MVNO. This has caused our net Wireless subscriber additions to be negatively impacted. In addition, as we transition from a MVNO to a MNO, our subscriber acquisition costs may increase due to, among other factors, certain differences between prepaid and postpaid subscribers. Although we expect to continue to incur expenses, such as providing retention credits and other subscriber acquisition and retention expenses, including, but not limited to, devices subsidy and upgrade discounts, to attract and retain subscribers, there can be no assurance that our efforts will generate new subscribers or result in a lower churn rate. Our subscriber acquisition costs and our subscriber retention costs can vary significantly from period to period and can cause material variability to our net income (loss) and free cash flow. Any material increase in subscriber**

acquisition or retention costs from current levels could have a material adverse effect on our business, financial condition and results of operations. 33With respect to our Pay- TV business, programming expenses are increasing, which may adversely affect our future financial condition and results of operations. Our programming costs represent a significant component of our total expense and we expect these costs to continue to increase on a per subscriber basis. The pay- TV industry has continued to experience an increase in the cost of programming, especially local broadcast channels and sports programming. In addition, certain programming costs are rising at a much faster rate than wages or inflation. These factors may be exacerbated by, among other factors, the increasing trend of consolidation in the media industry, partnerships between companies that offer pay- TV services and programmers and increased direct- to- consumer offerings of both exclusive and non- exclusive content, which may further increase our programming expenses. Our ability to compete successfully will depend, among other things, on our ability to continue to obtain desirable programming and deliver it to our subscribers at competitive prices. In addition, increases in programming costs cause us to increase the rates that we charge our Pay- TV subscribers, which could in turn cause our existing Pay- TV subscribers to disconnect service. Therefore, we may be unable to pass increased programming costs on to our subscribers, which could have a material adverse effect on our business, financial condition and results of operations. We depend on others to provide the programming that we offer to our Pay- TV subscribers and, if we fail to ~~adequately anticipate our satellite capacity needs or are unable to~~ obtain ~~satellite capacity~~ or lose access to certain programming, our Pay- TV subscriber activations and our subscriber churn rate may be negatively impacted . We depend on certain third parties to provide us with programming services. Our programming agreements have ~~made substantial contractual commitments~~ remaining terms ranging from less than one to up to several years and contain various renewal, expiration and / ~~for~~ - or ~~satellite capacity based~~ termination provisions. We may not be able to renew these agreements on acceptable terms ~~our~~ - or ~~existing customer contracts~~ at all, and these agreements may ~~backlog. If our existing customer contracts were to~~ be terminated prior to expiration of their ~~respective~~ original terms. In addition, our ability to provide services under these agreements and negotiate acceptable terms depends on, among other things, the number of Pay- TV subscribers we have, our actual, perceived or anticipated financial condition and our negotiating power against each programmer, which can vary depending on the size and scale of such programmer. Negotiations over programming carriage contracts are generally contentious, and certain programmers have, in the past, limited our access to their programming in connection with those negotiations and the scheduled expiration ~~dates~~ of their programming carriage contracts with us. In recent years, our net Pay- TV subscriber additions have been negatively impacted as a result of programming interruptions and threatened programming interruptions in connection with the scheduled expiration of programming carriage contracts with content providers. In addition, certain content providers have begun making a greater percentage of their content available as a stand- alone product available direct- to- consumer and acceleration of this trend may result in lower net Pay- TV subscriber additions, higher net Pay- TV subscriber losses and increased DISH TV churn rate. We cannot predict with any certainty the impact to our net Pay- TV subscriber additions, gross new DISH TV subscriber activations, and DISH TV churn rate resulting from programming interruptions or threatened programming interruptions that may occur in the future. As a result , we may at times suffer from periods of lower net Pay- TV subscriber additions or higher net Pay- TV subscriber losses. We typically have ~~insufficient revenue~~ a few programming contracts with major content providers up for renewal each year and if we are unable to ~~cover~~ renew any of these agreements on acceptable terms ~~our~~ - or at all, or ~~satellite capacity costs. On~~ the other ~~hand~~ parties terminate the agreements , there can be no assurance that we ~~may not~~ would be able to obtain substitute programming, or that such substitute programming would be comparable in quality or cost to our existing programming. In addition, failure to obtain access to certain programming or loss of access to programming, particularly programming provided by major content providers and / or programming popular with our subscribers, could have ~~sufficient satellite capacity available to meet increases~~ a material adverse effect on our business, financial condition and results of operations, including, among other things, our net Pay- TV subscriber additions. Our programming signals in ~~demand~~ our Pay- TV business are subject to theft, and we are vulnerable to other forms of fraud that could require significant expenditures to remedy. Increases in theft of our signal or our competitors' signals could, in addition to reducing gross new DISH TV subscriber activations, also cause our DISH TV churn rate to increase. 34We may not be able to ~~quickly or easily adjust~~ obtain necessary retransmission consent agreements at acceptable rates, ~~our~~ - or at all, from local network stations. The Copyright Act generally gives satellite companies a statutory copyright license to retransmit local broadcast channels by satellite back into the market from which they originated, subject to obtaining the retransmission consent of local broadcast television stations that do not elect " must carry " status, as required by the Communications Act. If we fail to reach retransmission consent agreements with such broadcasters, we cannot carry their signals. This could have an adverse effect on our strategy to compete with cable and other satellite companies that provide local signals. While we have generally been able to reach retransmission consent agreements with most of these local network stations, from time to time there are stations with which we have not been able to reach an agreement, resulting in the removal of their channels primarily from our DISH TV lineup. There can be no assurance that we will secure these agreements or that we will secure new agreements on acceptable terms, or at all, upon the expiration of our current retransmission consent agreements, some of which are short- term. In recent years, national broadcasters have used their ownership of certain local broadcast stations to require us to carry additional cable programming in exchange for retransmission consent of their local broadcast stations. These requirements may place constraints on available capacity on our ~~to such changes in demand. At present, until the launch and operation of additional~~ satellites for other programming. Furthermore, the rates we are charged for retransmitting local channels have been increasing substantially and may exceed our ability to increase our prices to our subscribers, which could have a material adverse effect on our business, financial condition and results

of operations. We have limited satellite capacity and failures or reduced capacity could adversely affect our business, financial condition and results of operations. Operation of our Pay- TV and Broadband and Satellite Services businesses requires that our systems can utilize, we have adequate satellite transmission capacity for there -- the programming and services we offer. While we generally have had in- orbit satellite capacity sufficient to transmit our existing channels and provide satellite internet coverage and some backup capacity to recover the transmission of certain critical programming and coverage, our backup capacity is limited additional capacity in North America . Our ability to earn revenue from our Pay- TV and in certain areas Broadband and Satellite Services businesses depends on, among other things, the usefulness of Latin America our owned and leased satellites, each of which has a limited useful life. A number of factors affect the useful lives of the satellites , including within our own fleet , among other things, the quality of their construction, the durability of their component parts, the ability to continue to maintain proper orbits and control over the satellites ' functions , which could materially the efficiency of the launch vehicles used, and adversely affect the remaining on- board fuel following in- orbit insertion. Generally, the minimum design life of each of our ability owned and leased satellites ranges from 12 to 15 years. We can provide services no assurance, however, as to customers and grow our revenue and business the actual useful lives of any of these satellites . Our business operating results could be adversely affected if the useful life of any of our owned or leased satellites was significantly shorter than the minimum design life. See " Item 1A. Risk Factors – Risks Related to our Satellites " in this Annual Report on Form 10- K for further information. Extreme weather may result in risk of damage to our infrastructure and therefore our ability to provide services, and may lead to changes in federal, state and foreign government regulation, all of which could materially and adversely affect our business, results of operations and financial condition. Extreme weather has the potential to directly damage our network facilities and other infrastructure and / or disrupt our ability to build and maintain portions of our network, and could potentially disrupt suppliers' ability to, among other things, provide the products and services we require to support our operations. Any such disruption could delay our 5G Network Deployment plans, interrupt service for our customers, increase our costs and have a negative effect on our operating results. The potential physical effects of extreme weather, such as storms, floods, fires, freezing conditions, sea- level rise and other adverse weather events could negatively affect our operations and infrastructure and, as a result, our financial results. Operational impacts resulting from extreme weather, such as, among other things, damage to our network infrastructure, could result in increased costs and loss of revenue. We could be required to incur significant costs to improve the resiliency of our infrastructure and otherwise prepare for, respond to and mitigate such weather events. It is impossible to accurately predict the materiality of any potential losses or costs associated with extreme weather. 35Our failure to effectively invest in, introduce, and implement new competitive products and services could cause our products and services to become obsolete and could negatively impact our business. Technology in the pay- TV, wireless and broadband and satellite services industries changes rapidly as new technologies are developed not able to renew our capacity leases at economically viable rates , which could cause or our products and services if sufficient capacity is not available to us become obsolete . We are dependent upon third- party providers for components, manufacturing, installation services and customer support services, and our results of operations may be materially adversely affected if any of these third- party providers fail to appropriately deliver the contracted goods or our services. Our dependence upon third- party providers causes certain risks to our business, including the following: • Components. A limited number of suppliers manufacture, and in some cases a single supplier manufactures, some of the key components required to build our products. We do not generally maintain long- term agreements with our suppliers or subcontractors for our products. If we change or lose suppliers, we could experience a delay in manufacturing our products. In addition, if either our current suppliers or any new suppliers increase prices beyond what we currently pay, we may be unable to produce our products at competitive prices and we may be unable to satisfy demand from our customers. • Commodity Price Risk. Fluctuations in pricing of raw materials can affect our product costs and we may not be able to pass keep pace with technological developments. Our operating results are dependent to a significant extent upon our ability to continue to introduce new products and services, to upgrade existing products and services on the increased a timely basis, and to reduce costs of our existing products and services. We may not be able to successfully identify new product our - or customers service opportunities or develop and market these opportunities in a timely or cost- effective manner . Additionally The research and development of new , technologically advanced products is a complex and uncertain process requiring high levels of innovation and investment. The success of new product and service development depends on many factors, including among others, the following: ● the difficulties and delays in the development, production, timely completion, testing and marketing of products and services; ● the cost of the products and services; ● the proper identification of subscriber need and subscriber acceptance of products and services; ● the development of, approval of and compliance with industry standards; ● the amount of resources we must devote to the development of new technologies; and ● the ability to differentiate our products and services and compete with other companies in the same markets. If the new technologies on which we focus our research and development investments fail to achieve acceptance in the marketplace, our competitive position could be negatively impacted, causing a reduction in our revenues and earnings. For example, our competitors could use proprietary technologies that are seeing increasing inflationary price pressure perceived by the market as being superior. In addition, delays in the delivery of components or other unforeseen problems associated with our technology may occur that could materially and where adversely affect our ability to generate revenue, offer new products and services and remain competitive. Furthermore, after we have incurred substantial fixed- price customer contracts, we may have to absorb the increased costs , one . • Manufacturing. While we develop and manufacture prototypes for - or certain more of our the products , we use contract manufacturers to produce a portion of our - or hardware services under our development, or under development by one or more of our strategic partners, could become obsolete prior to it being widely adopted . If our these contract manufacturers fail to provide

products **and services are not competitive** ~~that meet our specifications in a timely manner or at all~~ , our business could **suffer and our financial performance could** be ~~adversely~~ **negatively** impacted. **Our products** ~~• Installation, customer support,~~ and ~~other~~ services ~~. Some of our products and services utilize a network of third- party service providers. The costs incurred for these services may increase due to a shortage of experienced workers and higher salaries required to recruit and retain a skilled third- party workforce. A decline in levels of service or attention to the needs of our customers could adversely affect our reputation, renewal rates and ability to win and retain customers. In addition, if the agreements for the provision of these services are terminated or not renewed, we could face difficulties replacing these service providers. Our foreign operations and investments expose us to risks and restrictions not present in our domestic operations. Our sales outside the U. S. accounted for 23. 7 %, 21. 4 % and 19. 6 % of our revenue for the years ended December 31, 2022, 2021 and 2020, respectively. We expect our foreign operations to represent a significant and growing portion of our business. Our foreign operations involve varying degrees of risk and uncertainties inherent in doing business abroad. Such risks include: • Complications in complying with restrictions on foreign ownership and investment and limitations on repatriation of earnings. We may not be permitted to be the sole owner of our operations in some countries and may have to enter into partnership or joint venture relationships. Many foreign legal regimes and / or our contractual arrangements restrict our repatriation of earnings to the U. S. from our subsidiaries and joint venture entities. Applicable law in such foreign countries~~ may also **experience quality problems** ~~limit our ability to distribute or access our assets or offer our products and services in certain circumstances. In such event, we will not have unrestricted access to the cash flow and assets of our subsidiaries and joint ventures. • Regulatory restrictions. Satellite market access, landing rights and terrestrial wireless rights are dependent on the national regulations established by foreign governments and international non- governmental bodies. Non- compliance with these requirements may result in the loss of the authorizations and licenses to conduct business in these countries, as well as fines, penalties, or other sanctions. • Financial and legal constraints and obligations. Operating pursuant to foreign licenses subjects us to certain financial constraints and obligations~~ , including, but not limited to ~~: (a) tax liabilities that may~~ **, outages and service slowdowns, from time to time. If the quality of** ~~or~~ **our** ~~may~~ **products and services does** not **meet our subscribers' expectations, then our business, and ultimately our reputation, could** be ~~dependent~~ **negatively impacted. We rely** on **a single vendor** ~~revenue; (b) the regulatory requirements associated with maintaining such licenses, which may be subject to interpretation by foreign courts and regulatory bodies; (c) the burden of creating and maintaining additional entities, branches, facilities and /~~ or **a limited number of vendors to provide** ~~staffing in foreign jurisdictions; and (d) regulations requiring that we make~~ certain **key products** ~~satellite capacity available for~~ **or** ~~" free " or available at reduced rates. • Compliance with applicable export control laws and regulations in the U. S. and other countries. We must comply with all applicable export control and trade sanctions laws and regulations of the U. S. and other countries. A violation any export or trade- related regulations could materially adversely affect our business. • Changes in exchange rates between foreign currencies and the U. S. dollar. Fluctuations in currency exchange rates, recessions and currency devaluations have affected, and may in the future affect, revenue, profits and cash earned from our international businesses. • Regulations may favor state- owned enterprises or local service providers. Many of the countries in which we conduct business have traditionally had state- owned or state- granted monopolies on telecommunications~~ services ~~that favor~~ **to us,** ~~an~~ **and the inability of** ~~incumbent service provider. We face competition from~~ these **key vendors** ~~favored and entrenched companies in countries that have not liberalized. We may not be able to generate cash~~ to meet our ~~debt service~~ needs ~~or fund our operations. As of December 31, 2022, our total indebtedness was $ 1. 5 billion. Our ability to make payments on or to refinance our indebtedness and to fund our operations will depend on our ability to generate cash in the future. If we are unable to generate sufficient cash, we may be forced to take actions such as revising or delaying our strategic plans, reducing or delaying capital expenditures and / or the development, design, acquisition and construction of new satellites, selling assets, restructuring or refinancing our debt or seeking additional equity capital. We may not be able to implement any of these actions on satisfactory terms, or at all. Covenants in our indentures restrict our business in many ways. The indentures governing the Hughes Satellite Systems Corporation (" HSSC ") 5. 250 % Senior Secured Notes due August 1, 2026 and 6. 625 % Senior Unsecured Notes due August 1, 2026 contain various covenants, subject to certain exceptions, that limit HSSC' s ability and / or certain of its subsidiaries' ability to, among other things: • incur additional debt; • pay dividends or make distributions on HSSC' s capital stock or repurchase HSSC' s capital stock; • allow to exist certain restrictions on such subsidiaries' ability to pay dividends, make distributions, make other payments, or transfer assets; • make certain investments; • create liens or enter into sale and leaseback transactions; • enter into transactions with affiliates; • merge or consolidate with another company; and • transfer and sell assets. Failure to comply with these and certain other financial covenants, if not cured or waived, may result in an event of default under the indentures, which~~ could have a material adverse effect on our business **. Historically, we have contracted with and rely on a single vendor or a limited number of vendors to provide certain key products or services to us such as information technology support, billing systems, security access devices, and many components that we provide to subscribers in order to deliver services from our Pay- TV, Wireless and Broadband or Satellite Services businesses. We also rely on a limited number of vendors to supply our wireless devices and wireless network equipment used in connection with our 5G Network Deployment. If these vendors are unable to meet our needs because, among other things, they fail to perform adequately, are no longer in business, are experiencing shortages or supply chain issues or discontinue a certain product or service we need, our business** , financial condition ~~,~~ **and** results of operations **may be adversely affected. We have experienced in the past and may continue to experience shortages driven by raw material availability (which may be negatively impacted by, among other things, COVID- 19 policies, trade protection policies such as tariffs and or / escalating trade tensions, particularly with countries in Asia), manufacturing capacity, labor shortages, industry allocations, natural disasters, logistical delays and significant changes in the financial or business conditions of its suppliers that negatively impact** ~~or~~ **our** ~~prospects~~ **operations** . ~~If~~ **36While alternative sources for these products and services exist, we may not be able to develop these alternative sources quickly and cost- effectively, or at all,**

**which could materially impair our ability to timely deliver our products to our subscribers or operate our business. Furthermore, our vendors may request changes in pricing, payment terms or other contractual obligations between the parties, which could require us to make substantial additional investments. We depend on independent third parties to solicit orders for our services that represent a meaningful percentage of our total gross new subscriber activations. While we offer products and services through direct sales channels, a meaningful percentage of our total gross new subscriber activations are generated through independent third parties such as small retailers, direct marketing groups, local and regional consumer electronics stores, nationwide retailers, and telecommunications companies. Most of our independent third- party retailers are not exclusive to us and some of our independent third- party retailers may favor our competitors' products and services over ours based on the relative financial arrangements associated with marketing our products and services and those of our competitors. Furthermore, most of these independent third- party retailers are significantly smaller than we are and may be more susceptible to economic weaknesses that make it more difficult for them to operate profitably. From time to time, we may adjust the economic terms of agreements with our independent third- party retailers to, among other things, further align our interests with theirs. It may be difficult to better align our interests with our independent third- party retailers because of their capital and liquidity constraints. In addition, any changes we may make may not result in the intended benefits and as a result, negatively affect our operating results. Loss of these relationships could have an adverse effect on our subscriber base and** certain ~~events~~ of ~~default occur and are continuing under the respective indenture, the trustee under that indenture or~~ **our** ~~the~~ **other** ~~requisite holders of the~~ **key operating metrics because we may** ~~notes~~ -- **not** ~~under that indenture may declare all such notes to~~ be **able** ~~immediately due and payable and, in the case of the indenture governing our secured notes, could proceed against the collateral that secures the secured notes. If certain other events of default occur, the indentures will become immediately due and payable. Certain of our subsidiaries have pledged a significant portion of our assets as collateral~~ to **develop comparable alternative** ~~secure the 5. 250 % Senior Secured Notes due August 1, 2026. A natural disaster could diminish our ability to provide service to our customers. Natural disasters could damage or destroy our ground infrastructure and / or our other or our vendors' infrastructure, equipment and facilities, resulting in a disruption~~ - **distribution channels** ~~of service to our customers, which may adversely affect our business~~ . **Risks Related to our Human CapitalWe** ~~RISKS RELATED TO OUR HUMAN CAPITAL We~~ rely on **highly skilled personnel for our business, and any inability to hire and retain** key personnel **or to hire qualified personnel** ~~and the loss of their services~~ may negatively affect our ~~businesses~~ -- **business, financial condition and results of operations** . We believe that our future success depends to a significant extent upon the performance of Mr. Charles W. Ergen, our Chairman, and certain other key executives. The loss of Mr. Ergen or certain other key executives, the ability to effectively provide for the succession of our senior management, or the ability of Mr. Ergen or such other key executives to devote sufficient time and effort to our ~~business~~ **businesses** could have a material adverse effect on our business, financial condition and results of operations. Although some of our key executives may have agreements relating to their equity compensation that limit their ability to work for or consult with competitors, we generally do not have employment agreements with them. ~~To~~ **In addition,** the ~~extent Mr. Ergen is performing services~~ **success of the Integration will depend in part on the retention of personnel critical to our business and operations due to,** for **example** ~~both DISH Network and us~~ , ~~his attention may~~ **their technical skills or management expertise. Competition for qualified personnel can** be ~~diverted away from~~ **intense and qualified personnel can be in high demand. Current and prospective employees may experience uncertainty about their future role until strategies regarding these employees are announced** ~~our~~ - **or** ~~business~~ **executed, which may impair our ability to attract, retain** and ~~therefore adversely affect~~ **motivate key management, technical and other personnel following the Merger. If we are unable to attract and retain personnel, including key management, who are critical to the successful Integration and future operations of the companies, we could face, among other risks, disruptions in their operations, loss of existing customers, loss of key information, expertise** ~~our~~ - **or** ~~business~~ **know- how and unanticipated additional recruitment and training costs** . **In addition, the loss of key personnel could diminish the anticipated benefits of the Merger.** ~~Our~~ **37Our** business growth and customer retention strategies rely in part on the work of technically skilled employees. Our response to technological developments depends, to a significant degree, on the work of technically skilled employees. In addition, we have made and will continue to make significant investments in **, among other things,** research, development ~~,~~ and marketing for new products, services, satellites and related technologies, as well as entry into new business areas. Investments in new technologies, satellites and business areas are inherently dependent on these technically skilled employees as well. Competition for the services of such employees has become more intense as demand for these types of employees grows. We compete with other companies for these employees and although we strive to attract ~~and~~ **,** retain **, motivate and manage** these employees, we may not succeed in these respects. Additionally, if we were to lose certain key technically skilled employees, the loss of knowledge and intellectual capital might have an adverse impact on our business. ~~Restrictions~~ **Furthermore, we believe that our Wireless business, including, but not limited to, our ability to complete our 5G Network Deployment, is dependent** on ~~immigration or~~ **our ability** ~~increased enforcement of immigration laws could limit our access~~ to ~~qualified~~ **identify, hire, develop, motivate** and **retain a team of highly** skilled **personnel with knowledge** ~~professionals, increase our cost~~ of ~~doing~~ **the wireless industry. Our Wireless** business ~~or otherwise disrupt our operations~~ **will be adversely affected if we fail to effectively hire, develop, motivate and retain highly skilled personnel with knowledge of the wireless industry** . The success of our business is **also** dependent on our ability to recruit engineers and other professionals, including those who are citizens of other countries. Immigration laws in the U. S. and other countries in which we operate are subject to legislative and regulatory changes, as well as variations in the standards of application and enforcement due to **, among other things,** political forces and economic conditions. It is difficult to predict the political and economic events that could affect immigration laws, or the restrictive impact they could have on obtaining or renewing work visas for our professionals. If immigration laws are changed or if new and more restrictive government regulations are enacted or increased,

our access to qualified and skilled professionals may be limited. ~~RISKS RELATED TO OUR SATELLITES Our ability to operate and control our satellites is subject to risks~~ **Risks** ~~related~~ **Related** to ~~DISH Network' s operation and third- parties' operation of satellite operations centers. In September 2019, we transferred~~ our ~~satellite operation centers, which are used to monitor and control our satellites~~ **SatellitesOur** ~~, to DISH Network in connection with our 2019 transfer to DISH of our broadband satellite services and certain related businesses and assets (the " BSS Transaction "). Therefore, we now are subject to the inherent risks of having a related party operate, maintain and manage these satellite operations centers. In addition, certain of our satellites are operated, maintained and managed by third parties. Our~~ owned and leased satellites in orbit are subject to significant operational and environmental risks that could limit our ability to utilize these satellites. Satellites are subject to significant operational risks while in orbit. These risks include **, but are not limited to,** malfunctions, commonly referred to as anomalies, which have occurred and may occur in the future in our satellites and the satellites of other operators. Any single anomaly could materially and adversely affect our ability to utilize the satellite. Anomalies may also reduce **, among other things,** the expected capacity, commercial operation and / or useful life of a satellite, thereby reducing the revenue that could be generated by that satellite, or create additional expenses due to the need to provide replacement or back- up satellites or satellite capacity earlier than planned and could have a material adverse effect on our business. We may not be able to prevent or mitigate the impacts of anomalies in the future. Meteoroid events, decommissioned satellites, ~~and~~ increased solar activity **and other adverse events** also pose a potential threat to all in- orbit satellites. We may be required to perform maneuvers to avoid collisions and these maneuvers may prove unsuccessful or could reduce the useful life of the satellite through the expenditure of fuel to perform these maneuvers. Generally, the minimum design life of each of our satellites is 15 years. We can provide no assurance, however, as to the actual operational lives of our satellites, which may be shorter or longer than their design lives. Our ability to earn revenue depends on the continued operation of our satellites, each of which has a limited useful life. We generally do not carry in- orbit insurance on our satellites or payloads because we have assessed that the cost of insurance is not economical relative to the risk of failures. If one or more of our in- orbit uninsured satellites or payloads fail, we could be required to record significant impairment charges for the satellite or payload. ~~Our~~ **38Our** satellites under construction ~~, including the EchoStar XXIV satellite,~~ are subject to risks related to **, among other things,** construction, technology, regulations and launch that could limit our ability to utilize these satellites, increase costs and adversely affect our business. Satellite construction and launch are subject to significant risks, including **, but not limited to,** manufacturing and delivery delays, anomalies, launch failure and incorrect orbital placement. The technologies in our satellite designs are very complex and difficulties in constructing our designs could result in delays in the deployment of our satellites or increased or unanticipated costs ~~. For example, we have seen delays in the delivery calendar for EchoStar XXIV~~ . There can be no assurance that the technologies in our existing satellites or in new satellites that we design, acquire and build will work as we expect, will not become obsolete, that we will realize any or all of the anticipated benefits of our satellite designs or our new satellites, and / or that we will obtain all regulatory approvals required to operate our new or acquired satellites **on an acceptable timeline or at all** . Launch anomalies and failures can result in significant delays in the deployment of satellites because of the need both to construct replacement satellites, which can take significant amounts of time, and to obtain other launch opportunities. Such significant delays have and could in the future materially affect **, among other things,** our business, our ability to meet regulatory or contractual required milestones, the availability and our use of other or replacement satellite resources and our ability to provide services to customers. In addition, significant delays in a satellite program could give customers who have purchased or reserved capacity on that satellite a right to terminate their service contracts relating to the satellite. We may not be able to accommodate affected customers on other satellites until a replacement satellite is available. In addition, we ~~may~~ **generally do** not **carry** ~~be able to obtain launch or~~ in- orbit insurance on ~~reasonable~~ **our satellites or payloads because we have assessed that the cost of insurance is not** ~~economic~~ **economical** ~~terms or at all~~ **relative to the risk of failures** . If we do obtain launch or in- orbit insurance, it may not cover the full cost of constructing and launching or replacing a satellite nor fully cover our losses in the event of a launch failure or significant degradation. Our use of certain satellites is often dependent on satellite coordination agreements, which may be difficult to obtain. Satellite operators are required to enter into international spectrum coordination agreements with other affected satellite operators and must be approved by the relevant governments. If a required agreement cannot be concluded, we may have to operate the applicable satellite (s) in a manner that does not cause harmful radio frequency interference with the affected satellite. If we cannot do so, we may have to cease operating such satellite (s) at the affected orbital locations. We may face interference from other services sharing satellite spectrum. The FCC and other **national, state, local and international** regulators have adopted rules or may adopt rules in the future that require us to share spectrum on a basis with other radio services. There can be no assurance that these operations would not interfere with our operations and adversely affect our business. **In the event that the FCC and /** ~~RISKS RELATED TO OUR PRODUCTS AND TECHNOLOGY Our future growth depends on growing demand for~~ - **or another regulator determines that** our **spectrum interferes with another** ~~services~~ - **service** ~~. Future demand and effective delivery for our products and services will depend significantly on the growing demand for our services~~ , ~~such as broadband internet connectivity. If the deployment of, or demand for, our services is not as widespread or as rapid as~~ we ~~or~~ **may be required to, among other things, find** ~~our~~ - **or** ~~customers expect, our revenue growth~~ **develop a solution. We cannot make any assurance that we** will be ~~negatively impacted~~ **able to do so on an acceptable timeline or at all, or that such solution will not adversely affect our business** . **Risks Related to our Products and Technology** Our business depends on certain intellectual property rights and on not infringing the intellectual property rights of others. We rely on our patents, copyrights, trademarks ~~,~~ **and** trade secrets, **as well as** licenses and other agreements **with our vendors and other parties,** to **use our technologies,** conduct our ~~business~~ **operations and sell our products and services** . Legal challenges to our intellectual property rights and claims of intellectual property infringement **by third parties** could ~~result in significant~~ **require that we enter into royalty or licensing agreements on unfavorable terms, incur substantial** monetary liability ~~and~~ **or be enjoined preliminarily or permanently from further use**

**of the intellectual property in question or from the continuation of our business as currently conducted, which could** require us to change our business practices or limit our ability to compete effectively or could ~~otherwise~~ have **an** ~~a material~~ adverse effect on our ~~business~~ **results of operations** . ~~Even~~ **39Even** if **we believe** any such challenges or claims **are** ~~prove to be~~ without merit, they can be time ~~–~~consuming and costly to defend and ~~may~~ divert management' s attention and resources away from our business. Moreover, **because of the rapid pace of technological change,** we rely ~~in part~~ on technologies developed **by** or licensed ~~by~~ **from** third parties ~~. If~~ **, and if** we are unable to obtain or ~~retain~~ **continue to obtain** licenses ~~or other required intellectual property rights~~ from these third parties on reasonable terms **or at all** , our business **, financial condition and results of operations** could be adversely affected. In addition, we work with **certain third parties such as vendors, contractors and** suppliers for the development and manufacture of components that are integrated into our products and **services, and** our products **and services** may contain technologies provided to us by these ~~suppliers~~ **third parties or other third parties** . We may have little or no ability to determine in advance whether any such technology infringes the intellectual property rights of others ~~, or whether such suppliers have obtained or continue to obtain the appropriate licenses or other intellectual property rights to use such technology~~ . Our **vendors, contractors and** suppliers may not be required to indemnify us **if** ~~in the event that~~ a claim of infringement is asserted against us, **license the potential infringing technology from other third parties** or they may be required to indemnify us only up to a maximum amount **, above which we would be responsible for any further costs or damages** . Legal challenges to these intellectual property rights may impair our ability to use the products **, services** and technologies that we need in order to operate our business and may **materially and adversely affect our business, financial condition and results of operations. Furthermore, our digital content offerings depend in part on effective digital rights management technology to control access to digital content. If the digital rights management technology that we use is compromised or otherwise malfunctions, content providers may be unwilling to provide access to their content. Changes in the copyright laws or how such laws may be interpreted could impact our ability to deliver content and provide certain features and functionality, particularly over the Internet. We are, and may become, party to various lawsuits which, if adversely decided, could** have a **significant adverse impact on our business, particularly lawsuits regarding intellectual property. We are, and may become, subject to various legal proceedings and claims which arise in the ordinary course of business, including, among other things, intellectual property disputes. Many entities, including some of our competitors, have or may in the future obtain patents and other intellectual property rights that may cover or affect products or services related to those that we offer. In general, if a court determines that one or more of our products or services infringes on intellectual property held by others, we may be required to cease developing or marketing those products or services, to obtain licenses from the holders of the intellectual property at a** material **cost, or to redesign those products or services in such a way as to avoid infringing the intellectual property. If those intellectual property rights are held by a competitor, we may be unable to obtain the intellectual property at any price, which could** ~~adverse~~ **adversely** ~~effect~~ **affect** ~~on~~ our ~~business~~ **competitive position** . See **"** ~~further discussion under~~ Item 1. Business ~~—~~ **–** Patents and **Other Intellectual Property " in** ~~Trademarks and Item 3. Legal Proceedings of~~ this **Annual Report on** Form 10- K ~~. Litigation or~~ **for further information** ~~governmental proceedings could result in material adverse consequences~~ . We **may not be aware of all intellectual property rights that our services or the products used in connection with our services may potentially infringe. In addition, patent applications in the United States** are ~~involved in lawsuits~~ **confidential until the Patent and Trademark Office either publishes the application or issues a patent (whichever arises first). Therefore** , ~~regulatory inquiries, audits, consumer~~ **it is difficult to evaluate the extent to which our services or the products used in connection with our services may infringe** claims **contained in pending patent applications** ~~and governmental and other legal proceedings~~ . **Furthermore, it** ~~Some of these proceedings may raise difficult and complicated factual and legal issues and can be subject to uncertainties and complexities. The timing of the final resolutions~~ is **sometimes not** ~~typically uncertain. Additionally, the~~ possible ~~outcomes of, or resolutions~~ to **determine definitively whether a claim** ~~, these proceedings could include adverse judgments, settlements, injunctions or liabilities, any~~ of **infringement is valid** ~~which could require substantial payments or have other adverse impacts on our business~~ . If our products contain defects, we could be subject to significant costs to correct such defects and our product and network service contracts could be delayed or cancelled, which could adversely affect our revenue. ~~The~~ **Our** products and ~~the~~ networks we deploy are highly complex, and some may contain defects when first introduced or when new versions or enhancements are released, despite testing and our quality control procedures. Defects may also occur in components and products that we purchase from third parties. In addition, many of our products and network services are designed to interface with our customers' existing networks, each of which has different specifications and utilizes multiple protocol standards. Our products and services must interoperate with the other products and services within our customers' networks, as well as with future products and services that might be added to these networks, to meet our customers' requirements. There can be no assurance that we will be able to detect and fix all defects in the products and networks we sell **, in a timely manner or at all** . The occurrence of, and failure to remedy, any defects, errors or failures in our products or network services could materially affect our business. ~~RISKS RELATED TO CYBERSECURITY~~ **We experience** cyber-attacks and other attempts to gain unauthorized access to our systems on a consistent basis.We have experienced and may experience in the future security issues,whether due to ~~,among other things,~~ insider error or malfeasance or system errors or vulnerabilities in our or our ~~third~~ **3rd** parties' systems,which could result in ~~,among other things,~~ substantial legal and financial exposure,government inquiries and enforcement actions,litigation, ~~diversion of management time and attention from our existing businesses~~ and unfavorable media coverage.We may be unable to anticipate or detect attacks or vulnerabilities or implement **adequate preventative measures.Attacks and security issues could also compromise trade secrets and other sensitive information.** The confidentiality, integrity, and availability of our services and products depends on the continuing operation of our information technology and other enabling systems. Our systems are vulnerable to damage, intrusion, or disruption from **, among other things,** criminal and / or terrorist attacks, telecommunications failures, computer viruses,

ransomware attacks, digital denial of service attacks, phishing, **and /** or other attempts to injure or maliciously access our systems. Some of our systems are not fully redundant, and disaster recovery planning cannot account for all possibilities. In addition, our products and services are highly technical and complex and may contain errors or vulnerabilities, which could result in interruptions in or failure of our services or systems. **Failure to respond, mitigate and / or remedy any cyber- attack or other information technology failure on a timely basis or at all, could materially affect our business.** Our international businesses expose us to additional risks that could harm our business. Our international operations **in our Broadband and Satellite Services businesses** continue to grow. In addition to risks described elsewhere **herein** ~~in this segment~~, the different regions and countries in which we operate our businesses outside of the U. S. expose us to increased risks due to different privacy and cyber- related laws in each of these locations. The same cyber- related issue could have different consequences depending on **, among other factors,** the region or country of occurrence, the laws applicable in each case and the different levels of enforcement by regulatory and governmental authorities in each jurisdiction. These risks include **,** but are not limited to **,** the following: ~~a.~~ **42 ●** Data privacy and security concerns relating to our technology and ~~our~~ practices could **, among other things,** damage our reputation, cause us to incur significant liability, and deter current and potential users or customers from using our products and services **; ●** ~~; b.~~ Software bugs or defects, security breaches, and attacks on our systems could result in the improper disclosure of our user data which could harm **, among other things,** our business reputation ~~; c.~~ **and result in legal and / or government action; ●** Concerns about our practices about the collection, use, disclosure, or security of personal information or other data- privacy- related matters, even if unsubstantiated, could harm our reputation and financial condition. Our policies and practices may change over time as expectations regarding privacy and data change. We experience cyber- attacks and other...... trade secrets and other sensitive information. Our ongoing investments in security will likely continue to identify new vulnerabilities within our services and products. In addition to our efforts to **, among other things,** mitigate cyber- attacks **and improve our products and services** , we are making significant investments to assure that our products are resistant to compromise. As a result of these efforts, we could discover new vulnerabilities within our products and systems that would be undesirable for our users and customers. We **have discovered and remediated, and may discover new vulnerabilities due to the scale of activities on our platforms, and** may not ~~discover all~~ **be able to mitigate or fix** such vulnerabilities ~~due to the scale of activities~~ on **acceptable timeframes** ~~our~~ - **or** ~~platforms~~ **at all** , ~~or~~ due to other factors, including **,** but not limited to **,** issues outside of our control such as natural disasters / climate change such as sea level rise, drought, flooding, wildfires, increased storm severity, pandemics like COVID- 19 and power loss, and we may be notified of such vulnerabilities via third parties. Any of the foregoing developments may **, among other things,** negatively affect user and customer trust, harm our reputation and brands, and adversely affect our business and financial results. Any such developments may also subject us to litigation and regulatory inquiries, which could result in monetary penalties and damages, distract management' s time and attention, and lead to enhanced regulatory oversight. **Acquisition** ~~Compliance with data privacy laws may be costly,~~ and ~~non~~ **Capital Structure Risks We have substantial debt outstanding and may incur additional debt. As of December 31, 2023, our total long** - **term debt** ~~compliance with such laws may result in significant liability. The personal information~~ and **finance lease obligations (including current portion) outstanding, including** ~~data we process and store is increasingly subject to data security and data privacy laws of many jurisdictions. These laws impose a significant compliance burden and complying with them~~ - **the debt of** ~~has required us to change our business practices or~~ **our subsidiaries** ~~the functionality of our products and services. Privacy laws and regulations are becoming more complex and onerous~~ , ~~and a data privacy breach~~ **was $ 22. 764 billion. Our debt levels** could have **significant consequences, including, but not limited to; ● making it more difficult to satisfy our obligations; ●** a **dilutive effect on our outstanding equity capital or future earnings; ● increasing our vulnerability to general adverse economic conditions, including, but not limited to, changes in interest rates; ● requiring us to devote a substantial portion of our cash to make interest and principal payments on our debt, thereby reducing the amount of cash available for other purposes. As a result, we would have limited financial and operating flexibility to changing economic and competitive conditions; ● limiting our ability to raise additional debt because it may be more difficult for us to obtain debt financing on attractive terms or at all; and ● placing us at a disadvantage compared to our competitors that are less leveraged. In addition, we will incur additional debt in the future. The terms of the indentures relating to our senior notes, senior secured notes and our Convertible Notes permit us to incur additional debt. If new debt is added to our current debt levels, the risks we now face could intensify. 43We have made substantial investments to acquire certain wireless spectrum licenses and other related assets, and may be unable to realize a return on these assets. We have invested a total of over $ 30 billion to acquire certain Wireless spectrum licenses. we may need to make significant additional investments or partner with others to, among other things, complete the 5G Network Deployment and further commercialize, build- out and integrate these licenses and related assets and any additional acquired licenses and related assets, as well as to comply with regulations applicable to such licenses. Depending on the nature and scope of such activities, any such investments or partnerships could vary significantly. In addition, as we complete our 5G Network Deployment, we have and will continue to incur significant additional expenses related to, among other things, research and development, wireless testing, and ongoing upgrades to the wireless network infrastructure, software, and third- party integration. As a result of these investments, among other factors, we plan to raise additional capital, which may not be available on favorable terms. We may also determine that additional wireless spectrum licenses may be required to complete our 5G Network Deployment and to compete effectively with other wireless service providers. We may need to make significant additional investments or partner with others to, among other things, complete our 5G Network Deployment and further commercialize, build- out and integrate these licenses and related assets and any additional acquired licenses and related assets, as well as to comply with regulations applicable to such licenses. Depending on the nature and scope of such activities, any such investments or partnerships could vary significantly. There is no assurance that the FCC will find our 5G Network Deployment**

**sufficient to meet the build- out requirements to which our Wireless spectrum licenses are subject. Failure to comply with FCC build- out requirements and / or renewal requirements in a given license area could result in, among other things, revocation of the license for that license area. The revocation of a material portion of our Wireless spectrum licenses would have a significant** material adverse effect on our **5G Network Deployment and our future** business ~~. RISKS RELATED TO THE REGULATION OF OUR BUSINESS The risk of non- compliance with laws and regulations~~ , **results** ~~including the risk~~ of ~~changes to laws and regulations, could adversely affect our business. Our business is regulated by numerous governmental agencies and other regulatory bodies, both domestically and internationally. Also, our international~~ operations ~~are subject to the laws~~ and **financial condition** ~~regulations of many different jurisdictions that may differ significantly from U~~ . ~~S. laws and regulations. Violations of~~ **We will need to raise additional capital in** ~~these~~ -- **the future,** ~~laws and regulations could result in fines or penalties or other sanctions~~ which could have a material adverse impact on...... applications for licenses and other authorizations that may not be ~~granted. Generally~~ **available on favorable terms** , **to fund** ~~all licenses granted by~~ the ~~FCC and most~~ **efforts described above, as well as, among** other ~~countries are subject to expiration unless renewed by the regulatory agency. Our satellite licenses are currently set to expire at various times. In addition, we occasionally receive special temporary authorizations that are granted for limited periods of time (e. g., 180 days or less) and subject to possible renewal. Generally, our licenses and special temporary authorizations have been renewed on a routine basis, but there can be no assurance that this~~ **things** ~~will continue. RISKS RELATED TO THE BSS TRANSACTION If the BSS Transaction does not qualify as a tax - free distribution and merger under the Internal Revenue Code of 1986~~ , **make** as amended (the “ Code ”...... We may not be able to resolve any potential **Northstar Re- Auction Payment** ~~conflicts of interest with DISH Network and, even if we do so, the resolution may be less favorable to us than if we were dealing with an~~ **and SNR Re- Auction Payment for the AWS- 3 licenses retained by the FCC** ~~unaffiliated party. We do not have any agreements not to compete with DISH Network. However, many of our potential customers who compete with DISH Network have historically perceived us as a competitor due to our affiliation with DISH Network~~ . There can be no assurance that we will be **able to profitably deploy these Wireless spectrum licenses, which may affect the carrying amount of these assets and our future financial condition or results of operations. Furthermore, the fair values of wireless spectrum licenses may vary significantly in the future. In particular, valuation swings could occur if: ● the consolidation in the wireless industry allows or requires wireless carriers to sell significant portions of their wireless spectrum holdings, which could in turn reduce the value of our spectrum holdings; ● the sale of spectrum by one or more wireless providers occurs; ● the FCC pursues certain policies designed to increase the number of wireless spectrum licenses available in each of our markets; or ● the FCC conducts additional wireless spectrum auctions. If the fair value of our Wireless spectrum licenses were to decline significantly, the value of these licenses could be subject to impairment charges. We assess potential impairments to our indefinite- lived intangible assets annually or more often if indicators of impairment arise to determine whether there is evidence that indicates an impairment condition may exist. We capitalize our interest expense associated with the acquisition or construction of certain assets including, among others, our Wireless spectrum licenses. As the carrying amount of these licenses exceeds the carrying value of our long- term debt, substantially all of our interest expense is being capitalized. This capitalized interest increases the carrying amount of these licenses for purposes of impairment testing, under which we consider whether it is more likely than not that the fair value of these licenses exceeds the carrying amount of these licenses. An increase in the carrying amount of these licenses combined with other changes in circumstances and / or market conditions could result in an increased risk of an impairment of these licenses in the future, and an impairment of these assets may have a material adverse effect on our business, results of operations and financial condition. 44We may pursue acquisitions, dispositions, capital expenditures, the development, acquisition and launch of new satellites and other strategic initiatives to complement or expand our business, which may not be** successful **and we may lose a portion or all of our investment** in **these acquisitions and transactions. Our future success may depend on opportunities to buy or otherwise invest in other businesses or technologies that could complement, enhance or expand our current business or products or that might otherwise offer us growth opportunities. To pursue this strategy successfully, we must identify attractive acquisition or investment opportunities and successfully complete transactions, some of which may be large and complex. We may not be able to identify or complete attractive acquisition or investment opportunities due to, among other things, the intense competition for these transactions. If we are not able to identify and complete such acquisition or investment opportunities, our future results of operations and financial condition may be adversely affected. We may be unable to obtain in the anticipated time frame, or at all, any regulatory approvals required to complete proposed acquisitions and other strategic transactions. Furthermore, the conditions imposed for obtaining any necessary approvals could delay the completion of such transactions for a significant period of time or prevent them from occurring at all. We may not be able to complete such transactions, and such transactions, if executed, pose significant risks and could have a negative effect on our operations. Any transactions that we are able to identify and complete may involve a number of risks, including, but not limited to: ● the risks associated with developing and constructing new satellites; ● the diversion of management' s attention from our existing business onto a strategic initiative; ● the possible adverse effects on our and our targets' and partners' business, financial condition or operating results during the Integration process; ● the high degree of risk inherent in these transactions, which could become substantial over time, and higher exposure to significant financial losses if the underlying ventures are not successful on an acceptable timeline or at all; ● the possible inability to achieve the intended objectives of the transaction; and ● the risks associated with complying with contractual provisions and regulations applicable to the acquired business, which may cause us to incur substantial expenses; ● the disruption of relationships with employees, vendors or customers; and ● the risks associated with foreign and international operations and / or investments or dispositions. In addition, we may not be able to successfully or profitably integrate, operate, maintain and manage our newly acquired operations or employees on an**

**acceptable timeline or at all. We may not be able to maintain uniform standards, controls, procedures and policies, and this may lead to, among other things, operational inefficiencies. In addition, the Integration process may strain our financial and managerial controls and reporting systems and procedures. New acquisitions, joint ventures and other transactions may require the commitment of significant capital that would otherwise be directed to investments in our existing business. To pursue acquisitions and other strategic transactions, we may need to raise additional capital in the future, which may not be available on favorable terms, or at all. In addition to committing capital to complete the acquisitions, substantial capital may be required to operate the acquired businesses following their acquisition. These acquisitions may result in significant financial losses if the intended objectives of the transactions are not achieved. Some of the businesses that we have acquired have experienced significant operating and financial challenges in their recent history, which in some cases resulted in these businesses commencing bankruptcy proceedings prior to our acquisition. We may acquire similar businesses in the future. There is no assurance that we will be able to successfully address the challenges and risks encountered by these businesses following their acquisition. If we are unable to successfully address these challenges and risks, our business, financial condition and / or results of operations may suffer. 45We will need additional capital, which may not be available on favorable terms, to fund current obligations, continue investing in our business and to finance acquisitions and other strategic transactions. We do not currently have the necessary cash on hand and / or projected future cash flows to fund the November 2024 debt maturity and subsequent interest on our outstanding debt. To address our capital needs, we are in active discussions with funding sources to raise additional capital and refinance our outstanding debt. We cannot provide assurances that we will be successful in obtaining such new financing and / or refinancing the existing debt obligations necessary for us to have sufficient liquidity. If we are not successful in these endeavors, then capital expenditures to meet future FCC build out requirements and wireless customer growth initiatives will be adversely affected. Weakness in the equity markets could make it difficult for us to raise equity financing without incurring substantial dilution to our existing shareholders. Adverse changes in the credit markets including, but not limited to, rising interest rates and macro- economic conditions, could increase our borrowing costs and / or make it more difficult for us to obtain financing for our operations or for us to refinance existing indebtedness on favorable terms. Continued rising interest rates could increase our cost of capital and require us to devote a higher percentage of our cash flow to interest payments, which could have a material adverse effect on our financial results. In addition, economic weakness, weak results of operations or other factors may limit our ability to, among other things, generate sufficient internal cash to fund investments, capital expenditures, acquisitions and other strategic transactions, as well as to fund ongoing operations and service our debt. We may be unable to generate cash flows from operating activities sufficient to pay the principal, premium, if any, and interest on our debt and other obligations. If we are unable to service our debt and other obligations from cash flows from operating activities, we may need to refinance or restructure all or a portion of such obligations prior to maturity. Any refinancing or restructuring could have a material adverse effect on our business, results of operations and / or financial condition. In addition, we cannot guarantee that any refinancing or restructuring would sufficiently meet any debt or other obligations then due. If we do not pay interest or otherwise fulfill our debt obligations when due, our business, cash flows, results of operations and financial condition would be materially adversely impacted. In addition, the going concern qualification issued by our auditors could adversely impact investors as well as our relationships with employees and suppliers. Furthermore, our borrowing costs can be affected by short and long- term debt ratings assigned by independent rating agencies, which are based, in significant part, on, among other factors, our performance as measured by their credit metrics. A decrease in these ratings would likely increase our cost of borrowing and / or make it more difficult for us to obtain financing. A severe disruption in the global financial markets could impact some of the financial institutions with which we do business, and such instability could also affect our access to financing. As a result, these conditions could make it difficult for us to accurately forecast and plan future business activities because we may not have access to funding sources necessary for us to pursue organic and strategic business development opportunities. The conditional conversion features of our Convertible Notes, if triggered, may adversely affect our financial condition. In the event the conditional conversion features of the Convertible Notes are triggered, holders of the Convertible Notes will be entitled to convert the Convertible Notes at any time during specified periods at their option. If one or more holders elect to convert their Convertible Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our Class A common stock, we would be required to make cash payments to satisfy all or a portion of our conversion obligation based on the conversion rate, which could adversely affect our liquidity. In addition, even if holders do not elect to convert their Convertible Notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the Convertible Notes as a current rather than long- term liability, which could result in a material reduction of our net working capital. 46The convertible note hedge and warrant transactions that we entered into in connection with the offering of the Convertible Notes due 2026 may affect the value of the Convertible Notes due 2026 and our Class A common stock. In connection with the offering of the Convertible Notes due 2026, we entered into convertible note hedge transactions with certain option counterparties (each an " option counterparty "). The convertible note hedge transactions are expected generally to reduce the potential dilution upon conversion of the Convertible Notes due 2026 and / or offset any cash payments we are required to make in excess of the principal amount of converted Convertible Notes due 2026, as the case may be. We also entered into warrant transactions with each option counterparty. The warrant transactions could separately have a dilutive effect on our Class A common stock to the extent that the market price per share of our Class A common stock exceeds the strike price of the warrants, unless we elect to settle the warrants in cash. In connection with establishing its initial hedge of the convertible note hedge and warrant transactions, each option counterparty or an affiliate thereof may have entered into various derivative**

transactions with respect to our Class A common stock concurrently with or shortly after the pricing of the Convertible Notes due 2026. This activity could increase (or reduce the size of any decrease in) the market price of our Class A common stock or the Convertible Notes due 2026 at that time. In addition, each option counterparty or an affiliate thereof may modify its hedge position by entering into or unwinding various derivatives with respect to our Class A common stock and / or purchasing or selling our Class A common stock or other securities of ours in secondary market transactions prior to the maturity of the Convertible Notes due 2026 (and is likely to do so during any ~~commercial relationships~~ observation period related to a conversion of the Convertible Notes due 2026). This activity could also cause or avoid an increase or a decrease in the market price of our Class A common stock or the Convertible Notes due 2026. In addition, if any such convertible note hedge and warrant transactions fail to become effective, each option counterparty may unwind its hedge position with respect to our Class A common stock, which could adversely affect the value of our Class A common stock and the value of the Convertible Notes due 2026. We are subject to counterparty risk with respect to the convertible note hedge transactions. Each option counterparty to the convertible note hedge transactions is a financial institution, and we will be subject to the risk that it might default under the convertible note hedge transaction. Our exposure to the credit risk of an option counterparty will not be secured by any collateral. Global economic conditions have from time to time resulted in the actual or perceived failure or financial difficulties of many financial institutions, including, but not limited to, the bankruptcy filing by Lehman Brothers Holdings Inc. and its various affiliates. If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at that time under our transactions with the option counterparty. Our exposure will depend on many factors but, generally, the increase in our exposure will be correlated to the increase in the market price and in the volatility of our Class A common stock. In addition, upon a default by an option counterparty, we may suffer adverse tax consequences and more dilution than we currently anticipate with respect to our Class A common stock. We can provide no assurances as to the financial stability or viability of any option counterparty. From time to time a portion of our investment portfolio may be invested in securities that have limited liquidity and may not be immediately accessible to support our financing needs. From time to time a portion of our investment portfolio may be invested in strategic investments, and as a result, a portion of our portfolio may have restricted liquidity. If the credit ratings of these securities deteriorate or there is a lack of liquidity in the marketplace, we may be required to record impairment charges. Moreover, the uncertainty of domestic and global financial markets can greatly affect the volatility and value of our marketable investment securities. In addition, a portion of our investment portfolio may include strategic and financial investments in debt and equity securities of public companies that are highly speculative and that may experience volatility. Typically, these investments are concentrated in a small number of companies. The fair value of these investments can be significantly impacted by the risk of adverse changes in securities markets generally, as well as risks related to the performance of the companies whose securities we have invested in, risks associated with specific industries, and other factors. These investments are subject to significant fluctuations in fair value due to the volatility of the securities markets and of the underlying businesses. The concentration of these investments as a percentage of our overall investment portfolio fluctuates from time to time based on, among other things, the size of our investment portfolio and our ability to liquidate these investments. 47In addition, because our portfolio may be concentrated in a limited number of companies, we may experience a significant loss if any of these companies, among other things, defaults on its obligations, performs poorly, does not generate adequate cash flow to fund its operations, is unable to obtain necessary financing on acceptable terms, or at all, or files for bankruptcy, or if the sectors in which these companies operate experience a market downturn. To the extent we require access to funds, we may need to sell these securities under unfavorable market conditions, record impairment charges and fall short of our financing needs. Covenants in our and our subsidiaries' Indentures restrict our business in many ways. There are restrictive covenants in our and our subsidiaries' Indentures that restrict us and our subsidiaries (as applicable), under certain circumstances, from taking certain actions such as, among other things: ● incur additional debt; ● allow to exist certain restrictions on certain subsidiaries' ability to pay dividends, make distributions, make other payments or transfer assets; ● restrict our ability to make investments or make other payments in respect of our equity securities or our other indebtedness; ● limit our ability to incur indebtedness that is senior to, equal or subordinate to certain Indebtedness, or to engage in certain sale / leaseback transactions; ● enter into certain transactions with affiliates; ● merge or consolidate with another company; ● restrict our ability to repurchase or prepay any other of our securities or other indebtedness; and ● restrict our ability to enter into highly leveraged transactions. Our ability to, among other things, recapitalize, incur additional debt, secure existing or future debt or take a number of other actions may be limited by the terms of the our Indentures, business and tax considerations and legal restrictions, including, but not limited to, repurchasing indebtedness or capital stock or paying dividends, and could have the effect of diminishing our ability to make payments on our outstanding Indebtedness when due. Risks Related to the Regulation of Our Business Our services depend on FCC licenses that can expire or be revoked or modified and applications for FCC licenses that may not be granted. If the FCC were to cancel, revoke, suspend, restrict, significantly condition, or fail to renew any of our licenses or authorizations, or fail to grant our applications for FCC licenses that we may file from time to time, it could have a material adverse effect on our business, financial condition and results of operations. As an example, a loss of a frequency authorization would reduce the amount of spectrum available to us, ~~potential~~ potentially ~~customers~~ reducing the amount of DISH TV, Wireless, and / or Broadband and Satellite Services offerings available to our DISH TV, Wireless, and / or Broadband and Satellite Services subscribers. The materiality of such a loss of authorizations would vary based upon, among other things, the location of the frequency used, or the availability of replacement spectrum. In addition, Congress and other Administrative and Regulatory agencies often consider and

**enact legislation that affects us and FCC proceedings to implement the Communications Act and enforce its regulations are ongoing. We cannot predict the outcomes of these legislative or regulatory proceedings or their effect on our business. Wireless services and our Wireless spectrum licenses are subject to regulation by the FCC and, depending on the jurisdiction, other federal, state and local, as well as international, governmental authorities and regulatory agencies, including, among other things, regulations governing the licensing, construction, operation, sale and interconnection arrangements of wireless telecommunications systems. In particular, the FCC imposes significant regulation on licensees of wireless spectrum with respect to, among others, how radio spectrum is used by licensees, the nature of the services that licensees may offer and how the services may be offered, and resolution of issues of interference between spectrum bands. The FCC grants wireless licenses for terms of generally 10- 12 years that are subject to renewal or revocation. 48There can be no assurances that our Wireless spectrum licenses will be renewed. Failure to comply with FCC build- out requirements in a given license area may result in acceleration of other build- out requirements or in the modification, cancellation, or non- renewal of licenses. See Note 15 in the Notes to our Consolidated Financial Statements in this Annual Report on Form 10- K for further information. Changes in levels of U. S. government spending or overall spending priorities could impact, among other things, our business, financial condition and results of operations. We derive a portion of our revenue from subscribers** who **receive benefits under the Affordable Connectivity Program (" ACP "), an FCC benefit program that helps ensure that households can afford access to broadband. Levels of U. S. government spending** are ~~competitors~~ **very difficult to predict and may be impacted by numerous factors such as, among others, the political environment, macroeconomic conditions and the ability** of ~~DISH Network sanctions which~~ could have a material adverse impact on our business.Additionally,our ability to operate and grow our business depends on laws and regulations that govern the frequency bands and / or orbital locations we operate in or may operate in in the future.These laws and regulations are subject to the administrative and political process and do change from time to time.Our business could suffer a material adverse impact if laws and regulations change and we are not able to adapt to these changes efficiently. ~~If our internal controls are not effective~~ **Our business depends on regulatory authorizations issued by the FCC and state and foreign regulators that can expire** , **be revoked** ~~our~~ - **or** ~~business~~ **modified** , ~~our stock price~~ and **applications for licenses** ~~investor confidence in our financial results may be adversely affected.We periodically evaluate~~ and **other authorizations that** ( ~~particularly~~ **or** if ~~true,correct and complete~~ **our auditors do not agree with our assessment of the effectiveness of** ,or **are unable to express** ~~any~~ - **an opinion on** ~~undertaking to be fully complied with~~ , **our internal control over financial reporting),investors,subscribers and business partners** could **lose confidence** ~~affect the validity of the tax opinions and result~~ in **the accuracy of** ~~tax liabilities for our shareholders and / or~~ **our** ~~us~~ **financial reports,which could in turn have a material adverse effect on our business** . ~~RISKS RELATED TO OUR OWNERSHIP We~~ **49Risks Related to Ownership of our Common StockWe** are controlled by one principal stockholder who is our Chairman.Charles W.Ergen,our Chairman,beneficially owns approximately ~~60~~ **54** % of our total equity securities (assuming conversion of the Class B common stock beneficially owned by Mr.Ergen into Class A common stock and giving effect to the exercise of options held by Mr.Ergen that are either currently exercisable as of,or may become exercisable within 60 days after,February ~~6~~ **27** ,2023) and beneficially owns approximately ~~93~~ **91.4** % of the total voting power of all classes of shares (assuming no conversion of any Class B common stock and giving effect to the exercise of options held by Mr.Ergen that are either currently exercisable as of,or may become exercisable within 60 days after,February ~~6~~ **27** ,2023).Through his beneficial ownership of our equity securities,Mr.Ergen has the ability to elect a majority of our directors and to control all other matters requiring the approval of our stockholders.As a result of Mr.Ergen' s voting power, ~~we are a " controlled company " as defined in the NASDAQ listing rules and,therefore,are not subject to NASDAQ requirements that would otherwise require~~ we ~~continue of Mr.Ergen' s voting power,we~~ are a " controlled company " as defined in the NASDAQ listing rules and,therefore,are not subject to NASDAQ requirements that would otherwise require us to have (i) a majority of independent directors;(ii) a nominating committee composed solely of independent directors;(iii) compensation of our executive officers determined by a majority of the independent directors or a compensation committee composed solely of independent directors;(iv) a compensation committee charter which provides the compensation committee with the authority and funding to retain compensation consultants and other advisors;and / or (v) director nominees selected,or recommended for the Board ~~' s~~ **of Directors** selection,either by a majority of the independent directors or a nominating committee composed solely of independent directors. **Pursuant** ~~We have potential conflicts of interest with DISH Network due~~ to ~~our common ownership.A substantial majority~~ **the Amended Support Agreement (which was signed as part** of the ~~voting power of~~ **Merger),Mr.Ergen and** the ~~shares~~ **other Ergen Stockholders have agreed not to vote,or cause or direct** to be **voted, the shares of EchoStar Class A Common Stock owned by them, other than with respect to any matter presented to the holders of EchoStar Class A Common Stock on which holders of EchoStar Class B Common Stock are not entitled to vote, for three years following the closing of the Merger, such that the Ergen Stockholders' voting power of EchoStar will be approximately 90. 4 % for such three- year period. In addition, pursuant to the Amended Support Agreement, EchoStar and the Ergen Stockholders entered into the Registration Rights Agreement reasonably providing for the registration of the Ergen Stockholders' shares of EchoStar Class A Common Stock or EchoStar Class B Common Stock** ~~perceived~~ - **received** as **part** ~~affiliated with DISH Network as a result~~ of **the merger consideration and / or EchoStar Class B** ~~common~~ **Common** ~~ownership, certain shared management services and~~ **Stock held by such stockholders immediately prior to** ~~other~~ -- **the** ~~arrangements with DISH Network)~~ **closing of the Merger, at EchoStar' s sole cost and expense** . It may be difficult for a third party to acquire us, even if doing so may be beneficial to our shareholders, because of our capital structure. Certain provisions of our articles of incorporation and bylaws may discourage, delay or prevent a change in control of our ~~company~~ **Company** that a shareholder may consider favorable. These provisions include the following: ~~•~~ **●** a capital structure with multiple classes of common stock: a Class A that entitles the holders to one vote per share; a Class B that entitles the holders to ten votes per share; a Class C that entitles the holders to one

vote per share, except upon a change in control of our company in which case the holders of Class C are entitled to ten votes per share; and a non- voting Class D; ~~•~~ **●** a provision that authorizes the issuance of " blank check " preferred stock, which could be issued by our ~~board~~ **Board** of ~~directors~~ **Directors** to increase the number of outstanding shares and thwart a takeover attempt; ~~•~~ **●** a provision limiting who may call special meetings of shareholders; and ~~•~~ **●** a provision establishing advance notice requirements for nominations of candidates for election to our ~~board~~ **Board** of ~~directors~~ **Directors** or for proposing matters that can be acted upon by shareholders at shareholder meetings. As discussed above, Mr. Ergen beneficially owns approximately ~~60~~ **54** % of our total equity securities and approximately ~~93~~ **91. 4** % of the total voting power of all classes of shares and such ownership may make it impractical for any third party to obtain control of us. **50** ~~In addition, pursuant to our articles of incorporation we have a significant amount of authorized and unissued stock that would allow our board of directors to issue shares to persons friendly to current management, thereby protecting the continuity of management, or which could be used to dilute the stock ownership of persons seeking to obtain control of us. RISKS RELATED TO THE COVID- 19 PANDEMIC Our operations, and those of our customers, suppliers, vendors, and other third parties with whom we conduct business, including regulatory agencies, have been, and may continue to be, adversely affected by the COVID - 19 pandemic. The effects of the COVID- 19 pandemic have disrupted our and our customers', suppliers', vendors' and other business partners' and investees' businesses, and have delayed the manufacture and deployment of our satellites, specifically our EchoStar XXIV satellite. Additionally, some regulatory bodies may still have reduced activities which may materially delay the review and / or approval of licenses or authorizations we need to operate our business. We cannot currently estimate or determine the final magnitude of these impacts. Additionally, many of our subscribers continue to work remotely or engage in distance learning. These activities have increased the usage on our HughesNet service so that there is little or no capacity remaining for subscriber growth in our most popular geographic areas. This limitation on capacity has resulted in our subscribers experiencing slower speeds, which, in turn, has resulted in higher churn. GENERAL RISKS Our articles of incorporation designate the Eighth Judicial District Court of Clark County of the State of Nevada as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or agents. Any person purchasing or otherwise acquiring any interest in any shares of our capital stock shall be deemed to have notice of and to have consented to this provision of our articles of incorporation. This choice of forum provision may limit our stockholders' ability to bring certain claims, including claims against our directors, officers or employees, in a judicial forum that the stockholder finds favorable and therefore the choice of forum provision may discourage lawsuits or increase costs with respect to such claims. We may face other risks described from time to time in periodic and current reports we file with the SEC.~~