

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2023

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 0-25969



URBAN ONE, INC.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**52-1166660**  
(I.R.S. Employer  
Identification No.)

1010 Wayne Avenue,  
14th Floor  
Silver Spring, Maryland 20910  
(Address of principal executive offices)  
Registrant's telephone number, including area code  
(301) 429-3200

Securities registered pursuant to Section 12(b) of the Act:  
None

Securities registered pursuant to Section 12(g) of the Act:

Trading Symbol(s)

Name of each exchange on which registered:

Class A Common Stock, \$0.001 Par Value

UNONE

NASDAQ Stock Market

Class D Common Stock, \$0.001 Par Value

UNONEK

NASDAQ Stock Market

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files) Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7232(b)) by the registered public accounting firm that prepared or issued its audit report. Yes  No

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. Yes  No

The number of shares outstanding of each of the issuer's classes of common stock is as follows:

Class	Outstanding at June 3, 2024
Class A Common Stock, \$0.001 par value	9,853,672
Class B Common Stock, \$0.001 par value	2,861,843
Class C Common Stock, \$0.001 par value	2,045,016
Class D Common Stock, \$0.001 par value	34,919,815

The aggregate market value of common stock held by non-affiliates of the Registrant, based upon the closing price of the Registrant's Class A and Class D common stock on June 30, 2023, was approximately \$ 130.0 million.

URBAN ONE, INC. AND SUBSIDIARIES  
Form 10-K  
For the Year Ended December 31, 2023

TABLE OF CONTENTS

	<u>PART I</u>	<u>Page</u>
<a href="#">Item 1. Business</a>		6
<a href="#">Item 1A. Risk Factors</a>		20
<a href="#">Item 1B. Unresolved Staff Comments</a>		33
<a href="#">Item 1C. Cybersecurity</a>		33
<a href="#">Item 2. Properties</a>		34
<a href="#">Item 3. Legal Proceedings</a>		34
<a href="#">Item 4. Mine Safety Disclosure</a>		34
	<u>PART II</u>	
<a href="#">Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>		35
<a href="#">Item 6. [Reserved]</a>		36
<a href="#">Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</a>		36
<a href="#">Item 7A. Quantitative and Qualitative Disclosure About Market Risk</a>		36
<a href="#">Item 8. Financial Statements and Supplementary Data</a>		55
<a href="#">Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>		55
<a href="#">Item 9A. Controls and Procedures</a>		55
<a href="#">Item 9B. Other Information</a>		59
<a href="#">Item 9C. Disclosure Regarding Foreign Jurisdictions That Prevent Inspection</a>		59
	<u>PART III</u>	
<a href="#">Item 10. Directors and Executive Officers of the Registrant</a>		60
<a href="#">Item 11. Executive Compensation</a>		69
<a href="#">Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>		78
<a href="#">Item 13. Certain Relationships and Related Transactions</a>		80
<a href="#">Item 14. Principal Accounting Fees and Services</a>		81
	<u>PART IV</u>	
<a href="#">Item 15. Exhibits and Financial Statement Schedules</a>		82
<a href="#">Item 16. Form 10-K Summary</a>		86
<a href="#">SIGNATURES</a>		87

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#### CERTAIN DEFINITIONS

Unless otherwise noted, throughout this report, the terms "Urban One," "the Company," "we," "our," and "us" refer to Urban One, Inc. together with all of its subsidiaries.

We use the terms "local marketing agreement" ("LMA") or time brokerage agreement ("TBA") in various places in this report. An LMA or a TBA is an agreement under which a Federal Communications Commission ("FCC") licensee of a radio station makes available, for a fee, airtime on its station to another party. The other party provides programming to be broadcast during the airtime and collects revenues from advertising it sells for broadcast during that programming. In addition to entering into LMAs or TBAs, we will, from time to time, enter into management or consulting agreements that provide us with the ability, as contractually specified, to assist current owners in the management of radio station assets that we have contracted to purchase, subject to FCC approval. In such arrangements, we generally receive a contractually specified management fee or consulting fee in exchange for the services provided.

The radio broadcasting industry commonly refers to "station operating income" which consists of net income (loss) before depreciation and amortization, income taxes, interest expense, interest income, noncontrolling interests in income of subsidiaries, other income, net, loss from unconsolidated joint venture, corporate selling, general and administrative expenses, stock-based compensation, impairment of goodwill, intangible assets, and long-lived assets and (gain) loss on retirement of debt. However, given the diverse nature of our business, station operating income is not truly reflective of our multi-media operation and, therefore, we use the term broadcast and digital operating income. Broadcast and digital operating income is a significant basis used by our management to evaluate the operating performance of our core operating segments. Broadcast and digital operating income provides helpful information about our results of operations, apart from expenses associated with our fixed and long-lived intangible assets, income taxes, investments, impairment charges, debt financings and retirements, corporate overhead and stock-based compensation. Our measure of broadcast and digital operating income is similar to our custom use of station operating income; however, it reflects our more diverse business, and therefore, may not be similar to "station operating income" or other similarly titled measures as used by other companies. Broadcast and digital operating income does not represent operating income or loss, or cash flow from operating activities, as those terms are defined under GAAP, and should not be considered as an alternative to those measurements as an indicator of our performance.

Unless otherwise indicated:

- we obtained total radio industry revenue levels from the Radio Advertising Bureau (the "RAB");
- we obtained audience share and ranking information from Nielsen Audio, Inc. ("Nielsen"); and
- we derived historical market statistics and market revenue share percentages from data published by Miller, Kaplan, Arase & Co., LLP ("Miller Kaplan"), a public accounting firm that specializes in serving the broadcasting industry and BIA/Kelsey ("BIA"), a media and telecommunications advisory services firm.

**Cautionary Note Regarding Forward-Looking Statements**

Our disclosure and analysis in this annual report on Form 10-K for the year ended December 31, 2023 ("Form 10-K") concerning our operations, cash flows and financial position, contain forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements do not rely historical facts, but rather reflect our current expectations concerning future operations, results and events. All statements other than statements of historical fact are "forward-looking statements" including any projections of earnings, revenues or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new activities, services or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. You can identify some of these forward-looking statements by our use of words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "likely," "may," "estimates" and similar expressions. You can also identify a forward-looking statement in that such statements discuss matters in a way that anticipates operations, results or events that have not already occurred but rather will or may occur in future periods. We cannot guarantee that we will achieve any forward-looking plans, intentions, results, operations or expectations. Because these statements apply to future events, they are subject to risks and uncertainties, some of which are beyond our control that could cause actual results to differ materially from those forecasted or anticipated in the forward-looking statements. These risks, uncertainties and factors include (in no particular order), but are not limited to:

- public health crises, epidemics and pandemics such as COVID-19 and other future pandemics and their impact on our business and the businesses of our advertisers, including disruptions and inefficiencies in the supply chain;
- lingering impacts of the COVID-19 pandemic (particularly in our largest markets, Atlanta; Baltimore; Charlotte; Dallas; Houston; Indianapolis; and Washington, DC), including changes in social and business dynamics and the impact of any future outbreaks or variants and reduced government stimulus, the impact on our employees, and the extent of the impact of the changes in social and business dynamics on overall demand for advertising across our various media;
- recession, economic volatility, financial market unpredictability and fluctuations in the United States and other world economies that may affect our business and financial condition, and the business and financial conditions of our advertisers;
- our degree of leverage, certain cash commitments related thereto, and potential inability to finance strategic transactions given fluctuations in market conditions;
- fluctuations in the local economies of the markets in which we operate (particularly our largest markets, Atlanta; Baltimore; Charlotte; Dallas; Houston; Indianapolis; and Washington, DC) or fluctuations within individual business sectors experiencing a downturn even in the absence of a broader recession could negatively impact our ability to meet our cash needs;
- increased costs due to inflation or any changes in music royalty fees;
- risks associated with the implementation and execution of our business diversification strategy, including our strategic actions with respect to expansion into gaming;
- risks associated with our investments or potential investment in gaming businesses;
- regulation by the FCC relative to maintaining our broadcasting licenses, enacting media ownership rules and enforcing of indecency rules;
- changes in our key personnel and on-air talent;
- increases in competition for and in the costs of our programming and content, including on-air talent and content production or acquisitions availability/costs;

- financial losses that may be incurred due to impairment charges against our broadcasting licenses, goodwill, and other intangible assets;
- increased competition for advertising revenues with other radio stations, broadcast and cable television, newspapers and magazines, outdoor advertising, direct mail, internet radio, satellite radio, smart phones, tablets, and other wireless media, the internet, social media, and other forms of advertising;
- the impact of our acquisitions, dispositions and similar transactions, as well as consolidation in industries in which we and our advertisers operate;
- developments and/or changes in laws and regulations, such as the California Consumer Privacy Act or other similar federal or state regulation through legislative action and revised rules and standards;
- disruptions to our technology network including computer systems and software, whether by man-made or other disruptions of our operating systems, structures or equipment, including as we further develop alternative work arrangements, as well as natural events such as pandemic, severe weather, fires, floods and earthquakes;
- material weaknesses identified in our internal control over financial reporting which, if not remediated, could result in material misstatements in our consolidated financial statements;
- failure to meet the continued listing standards of NASDAQ Stock Market ("NASDAQ"), which could cause our common stock to be delisted, and which could have a material adverse effect on the liquidity and market price of our common stock and expose the Company to litigation; and
- other factors mentioned in our filings with the Securities and Exchange Commission ("SEC") including the factors discussed in detail in Item 1A, "Risk Factors," contained in this report.

You should not place undue reliance on these forward-looking statements, which reflect our views based only on information currently available to us as of the date of this report. We undertake no obligation to publicly update or revise any forward-looking statements because of new information, future events or otherwise.

**PART I**

**ITEM 1. BUSINESS**

**Overview**

Urban One, Inc., a Delaware corporation, and its subsidiaries, (collectively, "Urban One," the "Company", "we", "our" and/or "us") is an urban-oriented, multi-media company that primarily targets African-American and urban consumers. Our core business is our radio broadcasting franchise which is the largest radio broadcasting operation that primarily targets African-American and urban listeners. As of December 31, 2023, we owned and/or operated 72 independently formatted, revenue producing broadcast stations (including 57 FM or AM stations, 13 HD stations, and the 2 low power television stations we operate), located in 13 of the most populous African-American markets in the United States. While a core source of our revenue has historically been and remains the sale of local and national advertising for broadcast on our radio stations, our strategy is to operate the premier multi-media entertainment and information content platform targeting African-American and urban consumers. Thus, we have diversified our revenue streams by making acquisitions and investments in other complementary media properties. Our diverse media and entertainment interests include TV One, LLC ("TV One"), which operates two cable television networks targeting African-American and urban viewers, TV One and CLEO TV; our 90.0% ownership interest Reach Media, Inc. ("Reach Media") which operates the Rickey Smiley Morning Show and our other syndicated programming assets, including the Get Up! Mornings with Erica Campbell Show, and the DL Hughley Show; and Interactive One, LLC ("Interactive One"), our wholly owned digital platform serving the African-American community through social content, news, information, and entertainment websites, including its iONE Digital, Cassius and Bossip, HipHopWired and MadameNoire digital platforms and brands. During the year ended December 31, 2023, the Company completed the sale of its investment in MGM National Harbor (the "MGM Investment"), a gaming resort located in Prince George's County, Maryland. Please refer to Note 3(g) – Investments of our consolidated financial statements for more details. Through our national multi-media operations, we provide advertisers with a unique and powerful delivery mechanism to communicate with African-American and urban audiences.

Our core radio broadcasting franchise operates under the brand "Radio One." We also operate other brands, such as TV One, CLEO TV, Reach Media, iONE Digital and One Solution, while developing additional branding reflective of our diverse media operations and our targeting of African-American and urban audiences.

**Principles of Consolidation**

The consolidated financial statements include the accounts and operations of Urban One and subsidiaries in which Urban One has a controlling financial interest, which is generally determined when the Company holds a majority voting interest. All intercompany accounts and transactions have been eliminated in consolidation. Noncontrolling interests have been recognized where a controlling interest exists, but the Company owns less than 100% of the controlled entity.

The Company is required to include in its consolidated financial statements, the financial statements of variable interest entities ("VIE"). Under the VIE model, the Company consolidates an investment if it has control to direct the activities of the entity and the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE.

**Recent Developments**

On April 11, 2023, the Company entered into a definitive asset purchase agreement with Cox Media Group ("the CMG Acquisition") to purchase its Houston radio cluster. Under the terms of the agreement, the Company agreed to acquire 93Q Country KKBQ-FM, classic rock station The Eagle 106.9 & 107.5 KHPT-FM and KGLK-FM, and Country Legends 97.1 KTHT-FM. The transaction price was \$27.5 million. The acquisition was completed on August 1, 2023. As part of the FCC approval of and closing conditions of the CMG Acquisition, the Company was required to divest two stations KTHT-FM and KROI-FM before it could close the CMG Acquisition. On June 7, 2023, the Company entered into a definitive asset purchase agreement with Educational Media Foundation ("EMF") to sell KTHT-FM, and all its assets, for \$3.1 million ("the KTHT Divestiture"). Immediately prior to the closing of the CMG Acquisition on August 1, 2023, the KTHT-FM assets were transferred directly into an irrevocable trust until the sale to EMF was finalized. On November 1, 2023, after the approval by the FCC, the KTHT Divestiture was completed.

In anticipation of the FCC divestiture requirement and the CMG Acquisition, the Company agreed to sell its KROI-FM radio broadcasting license along with the associated station assets from the radio broadcasting segment to an unrelated third party for approximately \$7.5 million. The identified assets and liabilities of KROI-FM have a combined carrying value of approximately \$9.9 million and \$2.4 million, respectively. The major category of the assets included radio broadcasting licenses in the amount of approximately \$7.3 million (net of impairment of approximately \$16.8 million included in impairment of goodwill, intangible assets, and long-lived assets, on the consolidated statement of operations). On August 1, 2023, immediately prior to the closing of the CMG Acquisition, the identified assets and liabilities were transferred to an irrevocable trust and removed from the Company's ownership and consolidated balance sheet as part of customary closing terms. The identified assets and liabilities will remain in the trust until the transaction is complete, which is anticipated to occur in 2024. As the identified assets and liabilities of KROI-FM were held in an irrevocable trust and the respective divestiture had not been completed as of December 31, 2023, the Company has recorded a right to receive payment from KROI-FM's acquirer as a receivable of \$5.6 million within other current assets in the consolidated balance sheet as of December 31, 2023.

#### **Segments**

As part of our consolidated financial statements, consistent with our financial reporting structure and how the Company currently manages its businesses, we have provided selected financial information on the Company's four reportable segments: (i) radio broadcasting; (ii) cable television; (iii) Reach Media; and (iv) digital. Business activities unrelated to these four segments are included in an "all other" category which the Company refers to as "All Other - Corporate/Eliminations." (See Note 15 – *Segment Information* of our consolidated financial statements.)

#### **Our Radio Station Portfolio, Strategy and Markets**

As noted above, our core business is our radio broadcasting franchise which is the largest radio broadcasting operation in the country primarily targeting African-American and urban listeners. Within the markets in which we operate, we strive to build clusters of radio stations with each radio station targeting different demographic segments of the African-American population. This clustering and programming segmentation strategy allows us to achieve greater penetration within the distinct segments of our overall target market. In addition, we have been able to achieve operating efficiencies by consolidating office and studio space where possible to minimize duplicative management positions and reduce overhead expenses. Depending on market conditions, changes in ratings methodologies and economic and demographic shifts, from time to time, we may reprogram some of our stations in underperforming segments of certain markets.

As of December 31, 2023, we owned and/or operated 72 independently formatted, revenue producing broadcast stations (including 57 FM or AM stations, 13 HD stations, and the 2 low power television stations we operate but excluding translators) located in 13 of the most populous African-American markets in the United States. The following tables set forth further selected information about our portfolio of radio stations that we owned and/or operated as of December 31, 2023.

Market	Urban One				Entire Audience Four Book Average Audience Share(1)	Ranking by Size of African-American Population Persons 12+(2)	Market Data			
	Number of Stations*						Estimated Fall 2023 Metro Population Persons 12+			
	FM	AM	HD	LP/TV**			Total (millions)	African- American %		
Atlanta	4		1		15.4	2	5.2	36		
Washington, DC	4	2			10.9	3	5.1	27		
Dallas	2				3.8	5	6.6	18		
Houston	5		4		21.1	6	6.2	18		
Philadelphia	2		2		4.5	7	4.7	20		
Baltimore	2	2	1		13.1	11	2.4	30		
Charlotte	5	1	1		20.4	12	2.5	23		
Raleigh-Durham	4				16.7	19	1.8	21		
Cleveland	2	2	1		12.2	21	1.8	20		
Richmond	4	2			18.0	25	1.1	29		
Columbus	5			1	7.2	26	1.8	18		
Indianapolis	5	1	2	1	32.3	30	1.7	17		
Cincinnati	2	1	1		6.1	34	1.9	13		
Total	46	11	13	2						

(1) Audience share data are for the 12+ demographic and derived from the Nielsen Survey ending with the Fall 2023 Nielsen Survey.

(2) Population estimates are from the Nielsen Radio Market Survey Population, Rankings and Information, Fall 2023.

\* 19 non-independently formatted HD stations and 14 non-independently formatted translators owned and operated by the Company are not included in the above station count. Changes in the programming of our HD stations or translators may alter our station count from time to time.

\*\* Low power television station

Market	Market Rank Population 2023	Format	Target Demo
Atlanta	7		
WAMJ/WUMJ		Urban AC	25-54
WHTA		Urban Contemporary	18-34
WPZE		Contemporary Inspirational	25-54
WAMJ-HD2		Urban Contemporary	25-54
Washington DC	8		
WKYS		Urban Contemporary	18-34
WMMJ/WDCJ		Urban AC	25-54
WPRS		Contemporary Inspirational	25-54
WOL-AM		News/Talk	35-64
WYCB-AM		Gospel	35-64
Philadelphia	9		
WPPZ		Adult Contemporary	25-54
WRNB		Urban Contemporary	25-54
WPPZ-HD2		Contemporary Inspirational	25-54

WRNB-HD2	Urban AC	25-54
<b>Houston</b>	<b>6</b>	
KBXX	Urban Contemporary	18-34
KMJQ	Urban AC	25-54
KKBQ	Country	25-54
KGLK/KHPT	Classic Rock	25-54
KMjq HD2	Contemporary Inspirational	25-54
WGLK HD2	Variety 80s/90s	25-54
KKBQ HD 2	Country Legends	25-54
KKBQ HD 3	Texas Country	25-54
<b>Dallas</b>	<b>5</b>	
KBFB	Urban Contemporary	18-34
KZMJ	Urban Contemporary	25-54
<b>Baltimore</b>	<b>23</b>	
WERQ	Urban Contemporary	18-34
WOLB	News/Talk	35-64
WWIN-FM	Urban AC	25-54
WWIN-AM	Gospel	35-64
WLIF-HD2	Contemporary Inspirational	25-54
<b>Charlotte</b>	<b>21</b>	
WPZS	Contemporary Inspirational	25-54
WOSF	Urban AC / Old School	25-54
WOSF-HD2	Urban Contemporary	18-34
WBT AM/FM	News Talk	25-54
WFNZ	Sports Talk	25-54
WLNK	Hot Adult Contemporary	25-54
<b>Cincinnati</b>	<b>33</b>	
WIZF	Urban Contemporary	18-34
WOSL	Urban AC / Old School	25-54
WDBZ-AM	Talk	35-64
WIZF-HD3	Hispanic	25-54
<b>Cleveland</b>	<b>35</b>	
WENZ	Urban Contemporary	18-34
WERE-AM	News/Talk	35-64
WJMO-AM	Contemporary Inspirational	35-64
WZAK	Urban AC	25-54
WENZ-HD2	Contemporary Inspirational	25-54

<b>Columbus</b>	<b>36</b>		
WCKXWHTD		Urban Contemporary	18-34
WXMG		Urban AC	25-54
WJYD		Contemporary Inspirational	25-54
WWLG		Hispanic	25-54
WQMC-TV		Television	25-54
<b>Raleigh</b>	<b>37</b>		
WFXC/WFXK		Urban AC	25-54
WQOK		Urban Contemporary	18-34
WNNL		Contemporary Inspirational	25-54
<b>Indianapolis</b>	<b>38</b>		
WTLC-FM		Urban AC	25-54
WHHH		Urban Contemporary	18-34
WTLC-AM		Contemporary Inspirational	35-64
WIBC		News Talk	25-54
WHHH-HD2/HD3		Regional Mexican	25-54
WLHK		Country	25-54
WIBC-HD2		Sports Talk	25-54
WYXB		Adult Contemporary	25-54
WDNI-TV		Television	25-54
<b>Richmond</b>	<b>53</b>		
WKJS/WKJM		Urban AC	25-54
WCDX		Urban Contemporary	18-34
WPZZ		Contemporary Inspirational	25-54
WXGI-AM/WTPS-AM		Classic Hip Hop	25-54

AC-refers to Adult Contemporary

Old School - refers to Old School Hip/Hop

For the year ended December 31, 2023, approximately 31.2% of our net revenue was generated from the sale of advertising in our core radio business, excluding Reach Media. We consider our radio broadcasting segment to be our core radio business. Within our core radio business, seven (Atlanta, Baltimore, Charlotte, Cleveland, Houston, Indianapolis, and Washington, DC) of the 13 markets in which we operated radio stations throughout 2023 or a portion thereof accounted for approximately 76.6% of our radio station net revenue for the year ended December 31, 2023. Revenue from the operations of Reach Media, along with revenue from the seven significant contributing radio markets, accounted for approximately 36.1% of our total consolidated net revenue for the year ended December 31, 2023. Adverse events or conditions (economic, including government cutbacks or otherwise) could lead to declines in the contribution of Reach Media or declines in one or more of the seven significant contributing radio markets, which could have a material adverse effect on our overall financial performance and results of operations.

#### **Radio Advertising Revenue**

Substantially all net revenue generated from our radio franchise is generated from the sale of local, national and network advertising. Local sales are made by the sales staff located in our markets. National sales are made primarily by Katz Communications, Inc. ("Katz"), a firm specializing in radio advertising sales on the national level. Katz is paid agency commissions on the advertising sold. Approximately 57.5% of our net revenue from our core radio business for the year ended December 31, 2023, was generated from the sale of local advertising and 34.9% from sales to national advertisers, including network/syndication advertising. The balance of net revenue from our radio segment is primarily derived from ticket sales, and revenue related to sponsored events, management fees and other alternative revenue.

Advertising rates charged by radio stations are based primarily on:

- a radio station's audience share within the demographic groups targeted by the advertisers;
- the number of radio stations in the market competing for the same demographic groups; and
- the supply and demand for radio advertising time.

A radio station's listenership is measured by the Portable People Meter™ (the "PPM™") system or diary ratings surveys, both of which estimate the number of listeners tuned to a radio station and the time they spend listening to that radio station. Ratings are used by advertisers to evaluate whether to advertise on our radio stations, and are used by us to chart audience size, set advertising rates and adjust programming. Advertising rates are generally highest during the morning and afternoon commuting hours.

#### **Cable Television, Reach Media and Digital Segments, Strategy and Sources of Revenue and Income**

As a diversified media company, our operations include media forms that are complementary to our radio business. In a strategy similar to our radio market segmentation, we have multiple complementary media and online brands. Each of these brands focuses on a different segment of African-American consumers. With our multiple brands, we are able to direct advertisers to specific audiences within the urban communities in which we are located, or to bundle the brands for advertising sales purposes when advantageous.

TV One, our primary cable television franchise targeting the African-American and urban communities, derives its revenue from advertising and affiliate revenue. Advertising revenue is derived from the sale of television airtime to advertisers and is recognized when the advertisements are run. TV One also derives revenue from affiliate fees under the terms of various affiliation agreements generally based upon a per subscriber royalty for the right to distribute the Company's programming under the terms of the distribution contracts. Our other cable television franchise, CLEO TV, is a lifestyle and entertainment network targeting Millennial and Gen X women of color that is also operated by TV One, LLC. CLEO TV derives its revenue principally from advertising.

Reach Media, our syndicated radio unit, primarily derives its revenue from the sale of advertising in connection with its syndicated radio shows, including the Rickey Smiley Morning Show, Get Up! Mornings with Erica Campbell Show and the DL Hughley Show. In addition to being broadcast on 50 Urban One stations, our syndicated radio programming also was available on 224 non-Urban One stations throughout the United States as of December 31, 2023.

We have launched websites that simultaneously stream radio station content for each of our radio stations, and we derive revenue from the sale of advertisements on those websites. We generally encourage our web advertisers to run simultaneous radio campaigns and use mentions in our radio airtime to promote our websites. By providing streaming, we have been able to broaden our listener reach, particularly to "office hour" listeners, including at home "office hour" listeners. We believe streaming has had a positive impact on our radio stations' reach to listeners. In addition, our station websites link to our other online properties operated by our primary digital unit, Interactive One. Interactive One operates the largest social networking site primarily targeting African-Americans and other branded websites, including Bossip, HipHopWired and MadameNoire. Interactive One derives revenue from advertising services on non-radio station branded

websites, and studio services where Interactive One provides services to other publishers. Advertising services include the sale of banner and sponsorship advertisements. Advertising revenue is recognized as impressions (the number of times advertisements appear in viewed pages) are delivered.

Finally, we have made other investments in the entertainment industry, such as our past investment in MGM National Harbor, a casino operation in Prince George's County, Maryland. Our MGM Investment entitled us to an annual cash distribution based on net gaming revenue from gaming activities conducted on the site of the facility. In March 2023, the Company exercised the put option available to it and received approximately \$136.8 million at the time of settlement of the put option in April 2023. Future opportunities could include investments in, acquisitions of, or the development of companies in diverse media businesses, gaming and entertainment, music production and distribution, movie distribution, internet-based services, and distribution of our content through emerging distribution systems such as the Internet, smartphones, cellular phones, tablets, and the home entertainment market.

**Competition**

The media industry is highly competitive and we face intense competition across our core radio franchise and all of our complementary media properties and investments. Our media properties compete for audiences and advertising revenue with other radio stations and with other media such as broadcast and cable television, the Internet, satellite radio, newspapers, magazines, direct mail and outdoor advertising, some of which may be owned or controlled by horizontally-integrated companies. Audience ratings and advertising revenue are subject to change and any adverse change in a market could adversely affect our net revenue in that market. If a competing radio station converts to a format similar to that of one of our radio stations, or if one of our competitors strengthens its signal or operations, our stations could suffer a reduction in ratings and advertising revenue. Other media companies which are larger and have more resources may also enter or increase their presence in markets or segments in which we operate. Although we believe our media properties are well positioned to compete, we cannot assure you that our properties will maintain or increase their current ratings, market share or advertising revenue.

Providing content across various platforms is a highly competitive business. Our digital and cable television segments compete for the time and attention of internet users and viewers and, thus, advertisers and advertising revenues with a wide range of internet companies such as Amazon™, Netflix™, Yahoo!™, Google™, and Microsoft™, with social networking sites such as Facebook™ and TikTok™ and with traditional media companies, which are increasingly offering their own digital products and services both organically and through acquisition. We experience competition for the development and acquisition of content, distribution of content, sale of commercial time on our digital and cable television networks and viewership. There is competition from other digital companies, production studios and other television networks for the acquisition of content and creative talent such as writers, producers and directors. Our ability to produce and acquire popular content is an important competitive factor for the distribution of our content, attracting viewers and the sale of advertising. Our success in securing popular content and creative talent depends on various factors such as the number of competitors providing content that targets the same genre and audience, the distribution of our content, viewership, and the production, marketing and advertising support we provide.

Our TV One and CLEO TV cable television networks compete with other networks and platforms for the acquisition and distribution of content and for fees charged to cable television operators, DTH satellite service providers, and other distributors that carry our content. Our ability to secure distribution agreements is necessary to ensure the retention of our audiences. Our contractual agreements with distributors are renewed or renegotiated from time to time in the ordinary course of business. Growth in the number of networks distributed, consolidation and other market conditions in the cable and satellite distribution industry, and increased popularity of other platforms may adversely affect our ability to obtain and maintain contractual terms for the distribution of our content that are as favorable as those currently in place. The ability to secure distribution agreements is dependent upon the production, acquisition and packaging of original content, viewership, the marketing and advertising support and incentives provided to distributors, the product offering across a series of networks within a region, and the prices charged for carriage.

Our networks and digital products compete with other television networks, including broadcast, cable, local networks and other content distribution outlets for their target audiences and the sale of advertising. Our success in selling advertising is a function of the size and demographics of our audiences, quantitative and qualitative characteristics of the audience of

each network, the perceived quality of the network and of the particular content, the brand appeal of the network and ratings/algorithms as determined by third-party research companies or search engines, prices charged for advertising and overall advertiser demand in the marketplace.

**Federal Antitrust Laws**

The agencies responsible for enforcing the federal antitrust laws, the Federal Trade Commission ("FTC") or the Department of Justice, may investigate certain acquisitions. We cannot predict the outcome of any specific FTC or Department of Justice investigation. Any decision by the FTC or the Department of Justice to challenge a proposed acquisition could affect our ability to consummate the acquisition or to consummate it on the proposed terms. For an acquisition meeting certain size thresholds, the Hart-Scott-Rodino Antitrust Improvements Act of 1976 requires the parties to file Notification and Report Forms concerning antitrust issues with the FTC and the Department of Justice and to observe specified waiting period requirements before consummating the acquisition.

**Federal Regulation of Radio Broadcasting**

The radio broadcasting industry is subject to extensive and changing regulation by the FCC and other federal agencies of ownership, programming, technical operations, employment and other business practices. The FCC regulates radio broadcast stations pursuant to the Communications Act of 1934, as amended (the "Communications Act"). The Communications Act permits the operation of radio broadcast stations only in accordance with a license issued by the FCC upon a finding that the grant of a license would serve the public interest, convenience and necessity. Among other things, the FCC:

- assigns frequency bands for radio broadcasting;
- determines the particular frequencies, locations, operating power, interference standards, and other technical parameters for radio broadcast stations;
- issues, renews, revokes and modifies radio broadcast station licenses;
- imposes annual regulatory fees and application processing fees to recover its administrative costs;
- establishes technical requirements for certain transmitting equipment to restrict harmful emissions;
- adopts and implements regulations and policies that affect the ownership, operation, program content, employment, and business practices of radio broadcast stations; and
- has the power to impose penalties, including monetary forfeitures, for violations of its rules and the Communications Act.

The Communications Act prohibits the assignment of an FCC license, or the transfer of control of an FCC licensee, without the prior approval of the FCC. In determining whether to grant or renew a radio broadcast license or consent to the assignment or transfer of control of a license, the FCC considers a number of factors, including restrictions on foreign ownership, compliance with FCC media ownership limits and other FCC rules, the character and other qualifications of the licensee (or proposed licensee) and compliance with the Anti-Drug Abuse Act of 1988. A licensee's failure to comply with the requirements of the Communications Act or FCC rules and policies may result in the imposition of sanctions, including admonishment, fines, the grant of a license renewal for less than a full eight-year term or with conditions, denial of a license renewal application, the revocation of an FCC license, and/or disqualification from acquiring additional broadcast properties.

Congress, the FCC and, in some cases, other federal agencies and local jurisdictions are considering or may in the future consider and adopt new laws, regulations and policies that could affect the operation, ownership and profitability of

our radio stations, result in the loss of audience share and advertising revenue for our radio broadcast stations or affect our ability to acquire additional radio broadcast stations or finance such acquisitions. Such matters include or may include:

- changes to the license authorization and renewal process;
- proposals to increase record keeping, including enhanced disclosure of stations' efforts to serve the public interest;
- proposals to impose spectrum use or other fees on FCC licensees;
- changes to rules relating to political broadcasting, including proposals to grant free airtime to candidates, and other changes regarding political and non-political program content, political advertising rates and sponsorship disclosures;
- revised rules and policies regarding the regulation of the broadcast of indecent content;
- proposals to increase the actions stations must take to demonstrate service to their local communities;
- technical and frequency allocation matters;
- changes in broadcast multiple ownership, foreign ownership, cross-ownership and ownership attribution rules and policies;
- service and technical rules for digital radio, including possible additional public interest requirements for terrestrial digital audio broadcasters;
- legislation that would provide for the payment of sound recording royalties to artists, musicians or record companies whose music is played on terrestrial radio stations; and
- changes to tax laws affecting broadcast operations and acquisitions.

The FCC also has adopted procedures for the auction of broadcast spectrum in circumstances where two or more parties have filed mutually exclusive applications for authority to construct new stations or certain major changes in existing stations. Such procedures may limit our efforts to modify or expand the broadcast signals of our stations.

We cannot predict what changes, if any, might be adopted or considered in the future, or what impact, if any, the implementation of any particular proposals or changes might have on our business.

*FCC License Grants and Renewals*. In making licensing determinations, the FCC considers an applicant's legal, technical, character and other qualifications. The FCC grants radio broadcast station licenses for specific periods of time and, upon application, may renew them for additional terms. A station may continue to operate beyond the expiration date of its license if a timely filed license renewal application is pending. Under the Communications Act, radio broadcast station licenses may be granted for a maximum term of eight years.

Generally, the FCC renews radio broadcast licenses without a hearing upon a finding that:

- the radio station has served the public interest, convenience and necessity;
- there have been no serious violations by the licensee of the Communications Act or FCC rules and regulations; and

- there have been no other violations by the licensee of the Communications Act or FCC rules and regulations which, taken together, indicate a pattern of abuse.

After considering these factors and any petitions to deny or informal objections against a license renewal application (which may lead to a hearing), the FCC may grant the license renewal application with or without conditions, including renewal for a term less than the maximum otherwise permitted. Historically, our licenses have been renewed for full eight-year terms without any conditions or sanctions; however, there can be no assurance that the licenses of each of our stations will be renewed for a full term without conditions or sanctions.

**Types of FCC Broadcast Licenses.** The FCC classifies each AM and FM radio station. An AM radio station operates on either a clear channel, regional channel or local channel. A clear channel serves wide areas, particularly at night. A regional channel serves primarily a principal population center and the contiguous rural areas. A local channel serves primarily a community and the suburban and rural areas immediately contiguous to it. AM radio stations are designated as Class A, Class B, Class C or Class D. Class A, B and C stations each operate unlimited time. Class A radio stations render primary and secondary service over an extended area. Class B stations render service only over a primary service area. Class C stations render service only over a primary service area that may be reduced as a consequence of interference. Class D stations operate either during daytime hours only, during limited times only, or unlimited time with low nighttime power.

FM class designations depend upon the geographic zone in which the transmitter of the FM radio station is located. The minimum and maximum facilities requirements for an FM radio station are determined by its class. In general, commercial FM radio stations are classified as follows, in order of increasing power and antenna height: Class A, B1, C3, B, C2, C1, C0 and C. The FCC has adopted a rule subjecting Class C FM stations that do not satisfy a certain antenna height requirement to an involuntary downgrade in class to Class C0 under certain circumstances.

**Urban One's Licenses.** The following table sets forth information with respect to each of our radio stations for which we held the license as of December 31, 2023. Stations which we did not own as of December 31, 2023, but operated under an LMA, are not reflected on this table. A broadcast station's market may be different from its community of license. The coverage of an AM radio station is chiefly a function of the power of the radio station's transmitter, less dissipative power losses and any directional antenna adjustments. For FM radio stations, signal coverage area is chiefly a function of the radio station's ERP and the HAAT of the radio station's antenna. "ERP" refers to the effective radiated power of an FM radio station. "HAAT" refers to the height above average terrain of an FM radio station antenna. The table below excludes HD Radio multicast streams and LPTV stations.

Market	Station Call Letters	Year of Acquisition	FCC Class	Power Kilowatts	HAAT in Meters	Broadcasting Frequency	License Expiration Date
Atlanta	WJUM-FM	1999	C3	8.5	165	97.5 kHz	4/1/2028
	WAMJ-FM	1999	C2	33	185	107.5 kHz	4/1/2028
	WHTA-FM	2002	C2	35	177	107.9 kHz	4/1/2028
	WPZ-FM	1999	A	3	143	102.5 kHz	4/1/2028
Washington, DC	WOL-AM	1980	C	0.37	N/A	1450 kHz	10/1/2027
	WMMJ-FM	1987	A	2.9	146	102.3 kHz	10/1/2027
	WKYS-FM	1995	B	24.5	215	93.9 kHz	10/1/2027
	WPRS-FM	2008	B	20.0	244	104.1 kHz	10/1/2027
	WYCB-AM	1998	C	1.0	N/A	1340 kHz	10/1/2027
	WDCI-FM	2017	A	2.2	169	92.7 kHz	10/1/2027
Philadelphia	WRNB-FM	2000	B	12.5	302.0	100.3 MHz	8/1/2030
	WPZ-FM	2004	A	0.8	276.0	107.9 kHz	6/1/2030
Houston	KMJQ-FM	2000	C	100	524	102.1 kHz	8/1/2029
	KKBQ-FM	2023	C	100	585	92.9 kHz	8/1/2029
	KBXX-FM	2000	C	100	585	97.9 kHz	8/1/2029
	KHPT-FM	2023	C	100	579	105.9 kHz	8/1/2029
Dallas	KBFB-FM	2000	C	100	574	97.9 kHz	8/1/2029
	KZMD-FM	2001	C	100	591	94.5 kHz	8/1/2029
Baltimore	WWIN-AM	1992	C	0.5	N/A	1400 kHz	10/1/2027
	WWIN-FM	1992	A	3	91	95.9 kHz	10/1/2027
	WOLB-AM	1993	D	0.25	N/A	1010 kHz	10/1/2027
	WERO-FM	1993	B	37	173	92.3 kHz	10/1/2027
Charlotte	WFNZ-FM	2000	C3	10.5	154	92.7 kHz	12/1/2027
	WPZ-FM	2004	A	6	94	100.9 kHz	12/1/2027
	WOSF-FM	2014	C1	51	395	105.3 kHz	12/1/2027
	WBT-FM	2021	C3	7.7	182	99.3 kHz	12/1/2027
	WBT-AM	2021	A	50	N/A	1110 kHz	12/1/2027
	WFNZ-AM	2021	B	5	N/A	610 kHz	12/1/2027
Cleveland	WLNK-FM	2021	C	100	516	107.9 kHz	12/1/2027
	WJMO-AM	1999	B	5	N/A	1300 kHz	10/1/2028
	WENZ-FM	1999	B	16	272	107.9 kHz	10/1/2028
	WZAK-FM	2000	B	27.5	189	93.1 kHz	10/1/2028
Raleigh-Durham	WERE-AM	2000	C	1	N/A	1490 kHz	10/1/2028
	WQOK-FM	2000	C2	50	146	97.5 kHz	12/1/2027
	WFXX-FM	2000	C1	100	299	104.3 kHz	12/1/2027
	WFXC-FM	2000	C3	13	141	107.1 kHz	12/1/2027
Richmond	WNNL-FM	2000	C3	7.9	176	103.9 kHz	12/1/2027
	WPZ-FM	1999	C1	100	299	104.7 kHz	10/1/2027
	WCDX-FM	2001	B1	4.5	235	92.1 kHz	10/1/2027
	WKJM-FM	2001	A	6	100	99.3 kHz	10/1/2027
Columbus	WKJS-FM	2001	A	2.3	162	105.7 kHz	10/1/2027
	WTPS-AM	2001	C	1	N/A	1240 kHz	10/1/2027
	WXGI-AM	2017	D	3.9	N/A	950 kHz	10/1/2027
	WCKX-FM	2001	A	1.9	126	107.5 kHz	10/1/2028
Indianapolis	WHTD-FM	2001	A	6	99	106.3 kHz	10/1/2028
	WAXMG-FM	2016	B	21	232	95.5 kHz	10/1/2028
	WJYD-FM	2016	A	6	100	107.1 kHz	10/1/2028
	WTLC-FM	2000	A	6	99	106.7 kHz	8/1/2028
Cincinnati	WRRH-FM	2000	A	6	100	100.9 kHz	8/1/2028
	WTLC-AM	2001	B	5	N/A	1310 kHz	8/1/2028
	WIBC-FM	2022	B	13.5	302	93.1 kHz	8/1/2028
	WYXB-FM	2022	B	50	150	105.7 kHz	8/1/2028
Cincinnati	WLHK-FM	2022	B	23	223	97.1 kHz	8/1/2028
	WIZF-FM	2001	A	2.5	155	101.1 kHz	8/1/2028
	WDBZ-AM	2007	C	1	N/A	1230 kHz	10/1/2028
Cincinnati	WOSL-FM	2006	A	3.1	141	100.3 kHz	10/1/2028

To obtain the FCC's prior consent to assign or transfer control of a broadcast license, an appropriate application must be filed with the FCC. If the assignment or transfer involves a substantial change in ownership or control of the licensee, for example, the transfer of more than 50% of the voting stock, the applicant must give public notice and the application is subject to a 30-day period for public comment. During this time, interested parties may file petitions with the FCC to deny the application. Informal objections may be filed at any time until the FCC acts upon the application. If the FCC grants an assignment or transfer application, administrative procedures provide for petitions seeking reconsideration or full FCC review of the grant. The Communications Act also permits the appeal of a contested grant to a federal court.

Under the Communications Act, a broadcast license may not be granted to or held by any person who is not a U.S. citizen or by any entity that has more than 20% of its capital stock owned or voted by non-U.S. citizens or entities or their representatives, or by foreign governments or their representatives. The Communications Act prohibits more than 25% indirect foreign ownership or control of a licensee through a parent company if the FCC determines the public interest will be served by such prohibition. The FCC has interpreted this provision of the Communications Act to require an affirmative public interest finding before this 25% limit may be exceeded. Since we serve as a holding company for subsidiaries that serve as licensees for our stations, we are effectively restricted from having more than one-fourth of our stock owned or voted directly or indirectly by non-U.S. citizens or their representatives, foreign governments, representatives of foreign governments, or foreign business entities unless we seek and obtain FCC authority to exceed that level. The FCC will entertain and authorize, on a case-by-case basis and upon a sufficient public interest showing and favorable executive branch review, proposals to exceed the 25% indirect foreign ownership limit in broadcast licensees.

The FCC applies its media ownership limits to "attributable" interests. The interests of officers, directors and those who directly or indirectly hold five percent or more of the total outstanding voting stock of a corporation that holds a broadcast license (or a corporate parent) are generally deemed attributable interests, as are any limited partnership or limited liability company interests that are not properly "insulated" from management activities. Certain passive investors that hold stock for investment purposes only are deemed attributable with the ownership of 20% or more of the voting stock of a licensee or parent corporation. An entity with one or more radio stations in a market that enters into a LMA or a TBA with another radio station in the same market obtains an attributable interest in the brokered radio station if the brokering station supplies programming for more than 15% of the brokered radio station's weekly broadcast hours. Similarly, a radio station owner's right under a joint sales agreement ("JSA") to sell more than 15% per week of the advertising time on another radio station in the same market constitutes an attributable ownership interest in such station for purposes of the FCC's ownership rules. Debt instruments, non-voting stock, unexercised options and warrants, minority voting interests in corporations having a single majority shareholder, and limited partnership or limited liability company membership interests where the interest holder is not "materially involved" in the media-related activities of the partnership or limited liability company pursuant to FCC-prescribed "insulation" provisions, generally do not subject their holders to attribution unless such interests implicate the FCC's equity-debt-plus (or "EDP") rule. Under the EDP rule, a major programming supplier or the holder of an attributable interest in a same-market radio station will have an attributable interest in a station if the supplier or same-market media entity also holds debt or equity, or both, in the station that is greater than 33% of the value of the station's total debt plus equity. For purposes of the EDP rule, equity includes all stock, whether voting or nonvoting, and interests held by limited partners or limited liability company members that are "insulated" from material involvement in the company's media activities. A major programming supplier is any supplier that provides more than 15% of the station's weekly programming hours.

The Communications Act and FCC rules generally restrict ownership, operation or control of, or the common holding of attributable interests in, radio broadcast stations serving the same local market in excess of specified numerical limits.

The numerical limits on radio stations that one entity may own in a local market are as follows:

- in a radio market with 45 or more commercial radio stations, a party may hold an attributable interest in up to eight commercial radio stations, not more than five of which are in the same service (AM or FM);
- in a radio market with 30 to 44 commercial radio stations, a party may hold an attributable interest in up to seven commercial radio stations, not more than four of which are in the same service (AM or FM);

- in a radio market with 15 to 29 commercial radio stations, a party may hold an attributable interest in up to six commercial radio stations, not more than four of which are in the same service (AM or FM); and
- in a radio market with 14 or fewer commercial radio stations, a party may hold an attributable interest in up to five commercial radio stations, not more than three of which are in the same service (AM or FM), except that a party may not hold an attributable interest in more than 50% of the radio stations in such market.

To apply these tiers, the FCC currently relies on Nielsen Metro Survey Areas, where they exist. In other areas, the FCC relies on a contour-overlap methodology. The market definition used by the FCC in applying its ownership rules may not be the same as that used for purposes of the Hart-Scott-Rodino Act. In 2003, when the FCC changed its methodology for defining local radio markets, it grandfathered existing combinations of radio stations that would not comply with the modified rules. The FCC's rules provide that these grandfathered combinations may not be sold intact except to certain "eligible entities," which the FCC defines as entities qualifying as a small business consistent with Small Business Administration standards.

The media ownership rules are subject to review by the FCC every four years. In December 2023, the FCC issued an order concluding its 2018 quadrennial review, which retained the local radio ownership rule without significant changes. This order is subject to appeal, and in addition, the FCC's 2022 quadrennial review of its media ownership rules is currently pending.

The attribution and media ownership rules limit the number of radio stations we may acquire or own in any particular market and may limit the prospective buyers of any stations we want to sell. The FCC's rules could affect our business in a number of ways, including, but not limited to, the following:

- the FCC's radio ownership limits could have an adverse effect on our ability to accumulate stations in a given area or to sell a group of stations in a local market to a single entity;
- restricting the assignment and transfer of control of "grandfathered" radio combinations that exceed the ownership limits as a result of the FCC's 2003 change in local market definition could adversely affect our ability to buy or sell a group of stations in a local market from or to a single entity; and
- in general terms, future changes in the way the FCC defines radio markets or in the numerical station caps could limit our ability to acquire new stations in certain markets, our ability to operate stations pursuant to certain agreements, and our ability to improve the coverage contours of our existing stations.

*Programming and Operations.* The Communications Act requires broadcasters to serve the "public interest" by presenting programming that responds to community problems, needs and interests and by maintaining records demonstrating such responsiveness. The FCC considers complaints from viewers or listeners about a broadcast station's programming. All radio stations are now required to maintain their public inspection files on a publicly accessible FCC-hosted online database. Moreover, the FCC has from time-to-time proposed rules designed to increase local programming content and diversity, including renewal application processing guidelines for locally-oriented programming and a requirement that broadcasters establish advisory boards in the communities where they own stations. Stations also must follow FCC rules and policies regulating political advertising, obscene or indecent programming, sponsorship identification, contests and lotteries and technical operation, including limits on human exposure to radio frequency radiation.

The FCC requires that licensees not discriminate in hiring practices on the basis of race, color, religion, national origin or gender. It also requires stations with at least five full-time employees to broadly disseminate information about all full-time job openings and undertake outreach initiatives from an FCC list of activities such as participation in job fairs, internships, or scholarship programs. The FCC is considering whether to apply these recruitment requirements to part-time employment positions. Stations must retain records of their outreach efforts and keep an annual Equal Employment Opportunity ("EEO") report in their public inspection files and post an electronic version on their websites.

From time to time, complaints may be filed against any of our radio stations alleging violations of these or other rules. In addition, the FCC may conduct audits or inspections to ensure and verify licensee compliance with FCC rules and regulations. Failure to observe these or other rules and regulations can result in the imposition of various sanctions, including fines or conditions, the grant of "short" (less than the maximum eight year) renewal terms or, for particularly egregious violations, the denial of a license renewal application or the revocation of a license.

#### **Human Capital**

As of December 31, 2023, we employed 948 full-time employees and 450 part-time employees. Our employees are not unionized.

We believe that our success largely depends upon our continued ability to attract and retain highly skilled employees. We provide our employees with competitive salaries and bonuses, development programs that enable continued learning and growth, and offer an employment package that promotes well-being across all aspects of their lives, including health care, retirement planning and paid time off.

As a business founded by an African-American woman, diversity and inclusion is engrained in our corporate history. Our Board of Directors is diverse; Catherine L. Hughes, our Founder and Chairperson, is an African-American woman, and four of our six directors are minorities. Our President and Chief Executive Officer ("CEO"), who is also a director, Alfred C. Liggins, III is an African-American male, as is our Senior Vice President and General Counsel, Kristopher Simpson. Further, Karen Wishart, our Executive Vice President and Chief Administrative Officer, is an African-American woman, as is Michelle Rice, President of TV One. As of December 31, 2023, 74% of our employees were racially diverse, and 46% of our employees were women. We are proud that our organization is governed and propelled by such a diverse group of individuals, which we believe contributes to our Company's success now, and in the long-term.

Our senior leadership team has introduced various initiatives to ensure that our Company remains inclusive and supportive for all, including: (i) conducting workplace training, which includes focuses on unconscious bias, discrimination and harassment; (ii) leveraging a diverse slate of candidates for all job vacancies, including senior leadership; and (iii) developing content across our multi-media platform that elevates the voice of minority communities to foster equality and inclusion in both the entertainment industry and across the nation.

#### **Environmental**

As the owner, lessee or operator of various real properties and facilities, we are subject to federal, state and local environmental laws and regulations. Historically, compliance with these laws and regulations has not had a material adverse effect on our business. There can be no assurance, however, that compliance with existing or new environmental laws and regulations will not require us to make significant expenditures in the future.

#### **Seasonality**

Seasonal revenue fluctuations are common in the radio broadcasting industry and are due primarily to fluctuations in advertising expenditures. Typically, revenues are lowest in the first calendar quarter of the year. Due to this seasonality and certain other factors, the results of interim periods may not necessarily be indicative of results for the full year. In addition, our operations are impacted by political cycles and generally experience higher revenues in congressional and presidential election years. This seasonality and similar recurring fluctuation may affect comparability between years.

#### **Corporate Governance**

*Code of Ethics.* We have adopted a code of ethics that applies to all of our directors, officers (including our principal financial officer and principal accounting officer) and employees and meets the requirements of the SEC and the NASDAQ Rules. Our code of ethics can be found on our website, [www.urban1.com](http://www.urban1.com). We will provide a paper copy of the code of ethics, free of charge, upon request.

*Audit Committee Charter.* Our audit committee has adopted a charter as required by the NASDAQ Rules. This committee charter can be found on our website, [www.urban1.com](http://www.urban1.com). We will provide a paper copy of the audit committee charter, free of charge, upon request.

*Compensation Committee Charter.* Our Board of Directors has adopted a compensation committee charter. We will provide a paper copy of the compensation committee charter, free of charge, upon request.

**Internet Address and Internet Access to SEC Reports**

Our internet address is [www.urban1.com](http://www.urban1.com). You may obtain through our internet website, free of charge, copies of our proxies, annual reports on Form 10-K and 10-K/A, quarterly reports on Form 10-Q and Form 10-Q/A, current reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934. These reports are available as soon as reasonably practicable after we electronically file them with or furnish them to the SEC. Our website and the information contained therein or connected thereto shall not be deemed to be incorporated into this Form 10-K.

**ITEM 1A. RISK FACTORS**

**Risks Related to Our Business and Industry**

In an enterprise as large and complex as ours, a wide range of factors could affect our business and financial results. The factors described below are considered to be the most significant but are not listed in any particular order. There may be other currently unknown or unpredictable economic, business, competitive, regulatory or other factors that could have material adverse effects on our future results. Past financial performance may not be a reliable indicator of future performance and historical trends should not be used to anticipate results or trends in future periods. The following discussion of risk factors should be read in conjunction with "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and related notes in "Item 8. Financial Statements and Supplementary Data" of this Form 10-K.

***We have identified material weaknesses in our internal control over financial reporting which could, if not remediated, result in material misstatements in our consolidated financial statements.***

As discussed in Part II, Item 9A, "Controls and Procedures" of this Form 10-K, management has concluded that our internal controls related to certain business processes and disclosure controls and procedures were not effective as of December 31, 2023 due to the identified material weaknesses.

In addition, as discussed in Note 2 – *Revision of Previously Issued Financial Statements* to the consolidated financial statements in this Form 10-K, during the preparation of the interim consolidated financial statements for the quarterly period as of March 31, 2023, management and our Audit Committee, after discussion with our independent registered public accounting firm, concluded that identified misstatements in our accounting for stock-based compensation and the Company's investment in the operation of RVA Entertainment Holdings, LLC, ("RVAEH"), and the related tax effects, were not material to its previously issued consolidated financial statements, however, the effect of correcting these adjustments in 2023 would materially misstate the Company's unaudited financial statements for three months ended March 31, 2023. The understatement of stock-based compensation is related to the Company's material weakness over stock-based compensation. The Company's misstatement relating to the accounting change in RVAEH is related to our material weakness in internal control over financial reporting over investments in RVAEH. In addition to the adjustments related to the stock-based compensation and RVAEH, the Company also included corrections for other immaterial adjustments impacting trade accounts receivable, net, accounts payable, other long-term liabilities, and accumulated deficit in the consolidated balance sheets and selling, general and administrative expenses, corporate selling, general and administrative expenses, and related tax effect in the consolidated statements of operations.

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting, as defined in Rule 13a-15(f) under the Securities Exchange Act. Management identified material weaknesses in our internal control over financial reporting. A material weakness is defined as a deficiency, or combination of deficiencies, in internal

control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. As a result of these material weaknesses, our management concluded that our internal control over financial reporting was not effective based on criteria set forth by the Committee of Sponsoring Organization of the Treadway Commission in Internal Control – An Integrated Framework ("COSO"). We are actively engaged in remediation efforts designed to address these material weaknesses. If our remedial measures are insufficient to address the material weaknesses, or if additional material weaknesses or significant deficiencies in our internal control are discovered or occur in the future, our consolidated financial statements may contain material misstatements and we could be required to restate our financial results.

The material weaknesses, or a failure to promptly remediate them, may adversely affect our business, our reputation, our results of operations and the market price of our common stock. If we are unable to remediate the material weaknesses in a timely manner, our investors, customers and other business partners may lose confidence in our business or our financial reports, and our access to capital markets may be adversely affected. In addition, our ability to record, process, and report financial information accurately, and to prepare financial statements within the time periods specified by the rules and regulations of the SEC and other regulatory authorities, could be adversely affected, which may result in violations of applicable securities laws, stock exchange listing requirements and the covenants under our debt agreements. We could also be exposed to lawsuits, investigations, or other legal actions. In such actions, a governmental authority may interpret a law, regulation or accounting principle differently than we have, exposing us to different or additional risks. We could incur significant costs in connection with these actions. We have not accrued for any such liabilities.

The control deficiencies resulting in the material weaknesses, in the aggregate, if not effectively remediated could also result in misstatements of accounts or disclosures that would result in a material misstatement of the annual or interim consolidated financial statements that would not be prevented or detected. In addition, we cannot be certain that we will not identify additional control deficiencies or material weaknesses in the future. If we identify future control deficiencies or material weaknesses, these may lead to adverse effects on our business, our reputation, our results of operations, and the market price of our common stock.

***We face risks related to the revision of our previously issued consolidated financial statements with respect to December 31, 2023 and 2022 (the "Affected Periods").***

As discussed in Note 2 – *Revision of Previously Issued Financial Statements* to the consolidated financial statements in this Form 10-K, we reached a determination to revise certain financial information and related footnote disclosures in our previously issued consolidated financial statements for the Affected Periods. As a result, we have become subject to a number of additional risks and uncertainties, which may affect investor confidence in the accuracy of our financial disclosures and may raise reputational issues for our business. We expect to continue to face many of the risks and challenges related to the revision, including the following:

- we may face potential for litigation or other disputes, which may include, among others, claims invoking the federal and state securities laws, contractual claims or other claims arising from the revision; and
- the processes undertaken to effect the revision may not have been adequate to identify and correct all errors in our historical financial statements and, as a result, we may discover additional errors and our financial statements remain subject to the risk of future revision or restatement.

We cannot assure that all of the risks and challenges described above will be eliminated or that general reputational harm will not persist. If one or more of the foregoing risks or challenges persist, our business, operations and financial condition are likely to be materially and adversely affected.

***The revision of our previously issued financial statements and ongoing remediation of material weaknesses have been time-consuming and expensive and could expose us to additional risks that could materially adversely affect our financial position, results of operations and cash flows.***

We have incurred significant expenses, including audit, legal, consulting and other professional fees, in connection with the revision of our previously issued financial statements and the ongoing remediation of material weaknesses in our

internal control over financial reporting. We have implemented and will continue to implement additional processes utilizing existing resources and adding new resources as needed. To the extent these steps are not successful, we could be forced to incur additional time and expense. Our management's attention has also been diverted from the operation of our business in connection with the revision and ongoing remediation of material weaknesses in our internal controls.

***The delayed filings of our 2022 and 2023 annual reports and our first quarter 2024 quarterly report have made us currently ineligible to use a registration statement on Form S-3 to register the offer and sale of securities, which could adversely affect our ability to raise future capital or complete acquisitions.***

As a result of the delayed filings of our 2022 and 2023 annual reports and our first quarter 2024 quarterly report with the SEC, we will not be eligible to register the offer and sale of our securities using a short form registration statement on Form S-3 until one year from the date we regain and maintain status as a current filer. Should we wish to register the offer and sale of our securities to the public prior to the time we are eligible to use a short form registration statement on Form S-3, both our transaction costs and the amount of time required to complete the transaction could increase, making it more difficult to timely execute any such transaction successfully and potentially harming our financial condition.

**Risks Related to the Nature and Operations of Our Business**

***Our results may be impacted by economic trends.***

Our results of operations could be negatively impacted by economic fluctuations or future economic downturns. Advertising expenditures by our clients tend to be cyclical, reflecting overall economic conditions. The risks associated with our business could be more acute in periods of a slowing economy or recession, which may be accompanied by a decrease in advertising expenditures. A decrease in advertising expenditures could adversely impact our business, financial condition, and results of operations.

***The state and condition of the global financial markets and fluctuations in the global and U.S. economies may have an unpredictable impact on our business and financial condition.***

From time to time, including as a result of inflation, bank failures, changes in interest rates, recession or the COVID-19 pandemic public health crisis, the global equity and credit markets experience high levels of volatility and disruption. At various points in time, the markets have produced upward and/or downward pressure on stock prices and limited credit capacity for certain companies without regard to those companies' underlying financial strength. In addition, advertising is a discretionary and variable business expense which may be reduced as companies contend with lower revenues or higher expenses, including higher costs of capital. Spending on advertising tends to decline disproportionately during an economic recession or downturn as compared to other types of business spending. Consequently, a downturn in the United States economy generally has an adverse effect on our advertising revenue and, therefore, our results of operations. A recession or downturn in the economy of any individual geographic market, particularly a major market in which we operate, also may have a significant effect on us. Radio revenues in the markets in which we operate may also face greater challenges than the U.S. economy generally and may remain so. Radio revenues in certain markets in which we operate have lagged the growth of the general United States economy as audiences have not returned to pre-pandemic levels.

***We may be adversely affected by the effects of inflation.***

Inflation has the potential to adversely affect our liquidity, business, financial condition and results of operations by increasing our overall cost structure, particularly if we are unable to achieve commensurate increases in the prices we charge our customers. The existence of inflation in the economy has resulted in, and may continue to result in, higher interest rates and capital costs, increased costs of labor, weakening exchange rates and other similar effects. As a result of inflation, we have experienced and may continue to experience, cost increases. Although we may take measures to mitigate the impact of this inflation, if these measures are not effective, our business, financial condition, results of operations and liquidity could be materially adversely affected.

***We are exposed to credit risk on our accounts receivable. This risk is heightened during periods of uncertain economic conditions.***

Our outstanding accounts receivable are not covered by collateral or credit insurance. While we have procedures to monitor and limit exposure to credit risk on our receivables, this risk is heightened during periods of uncertain economic conditions and there can be no assurance such procedures will effectively limit our credit risk. Such failures could have a material adverse effect on our financial condition, results of operations and cash flow.

***Increases in interest rates and the reduced availability of financing for consumer products may impact the demand for advertising.***

In general, demand for certain consumer products may be adversely affected by increases in interest rates and the reduced availability of financing. Also, banks failures, loan defaults and/or other trends in the financial industry which influence the requirements used by lenders to evaluate potential consumers can result in reduced availability of financing. If interest rates or lending requirements increase and consequently, the ability of prospective consumers to finance purchases of products is adversely affected, the demand for advertising may also be adversely impacted and the impact may be material. In addition, our borrowing costs could be impacted, and such cost changes could reduce the expected returns on certain of our corporate development and other investment opportunities.

***The terms of our indebtedness and the indebtedness of our direct and indirect subsidiaries may restrict our current and future operations, particularly our ability to respond to changes in market conditions or to take some actions.***

Our debt instruments impose operating and financial restrictions on us. These restrictions limit or prohibit, among other things, our ability and the ability of our subsidiaries to incur additional indebtedness, issue preferred stock, incur liens, pay dividends, enter into asset purchase or sale transactions, merge or consolidate with another company, dispose of all or substantially all of our assets or make certain other payments or investments. These restrictions could limit our ability to grow our business through acquisitions and could limit our ability to respond to market conditions or meet extraordinary capital needs.

***We have historically incurred net losses which could resume in the future.***

We have historically reported net losses in our consolidated statements of operations, due mostly in part to recording non-cash impairment charges for write-downs to radio broadcasting licenses and goodwill, interest expenses (both cash and non-cash), and revenue declines caused by weakened advertising demand resulting from the current economic environment. These results have had a negative impact on our financial condition and could be exacerbated in a poor economic climate. If such items recur in the future, they could have a material adverse effect on our financial condition.

***Our revenue is substantially dependent on spending and allocation decisions by advertisers, and seasonality and/or weakening economic conditions may have an impact upon our business.***

Substantially all of our revenue is derived from sales of advertisements and program sponsorships to local and national advertisers. Any reduction in advertising expenditures or changes in advertisers' spending priorities and/or allocations across different types of media/platforms or programming could have an adverse effect on the Company's revenues and results of operations. We do not obtain long-term commitments from our advertisers and advertisers may cancel, reduce, or postpone advertisements without penalty, which could adversely affect our revenue. Seasonal net revenue fluctuations are common in the media industries and are due primarily to fluctuations in advertising expenditures by local and national advertisers. In addition, advertising revenues in even-numbered years tend to benefit from advertising placed by candidates for political offices. The effects of such seasonality (including the weather), combined with the severe structural changes that have occurred in the U.S. economy, make it difficult to estimate future operating results based on the previous results of any specific quarter and may adversely affect operating results.

***Our success is dependent upon audience acceptance of our content, particularly our television and radio programs, which is difficult to predict.***

Radio, television, and digital content production and distribution are inherently risky businesses because the revenues derived from the production and distribution of media content or a radio program, and the licensing of rights to the intellectual property associated with the content or program, depend primarily upon their acceptance and perceptions by the public, which can change quickly and are difficult to predict. The commercial success of content or a program also depends upon the quality and acceptance of other competing programs released into the marketplace at or near the same time, the availability of alternative forms of entertainment and leisure time activities, general economic conditions, and other tangible and intangible factors, all of which are difficult to predict. Our failure to obtain or retain rights to popular content on any part of our multi-media platform could adversely affect our revenues.

Ratings for broadcast stations and traffic on a particular website are also factors that are weighed when advertisers determine which outlets to use and in determining the advertising rates that the outlet receives. Poor ratings or traffic levels can lead to a reduction in pricing and advertising revenues. For example, if there is an event causing a change of programming at one of our stations, there could be no assurance that any replacement programming would generate the same level of ratings, revenues, or profitability as the previous programming. In addition, changes in ratings methodology, search engine algorithms and technology could adversely impact our businesses and negatively affect our advertising revenues.

Television content production is inherently a risky business because the revenues derived from the production and distribution of a television program and the licensing of rights to the associated intellectual property depends primarily upon the public's level of acceptance, which is difficult to predict. The commercial success of a television program also depends upon the quality and acceptance of other competing programs in the marketplace at or near the same time, the availability of alternative forms of entertainment and leisure time activities, general economic conditions, and other tangible and intangible factors, all of which are difficult to predict. Rating points are also factors that are weighed when determining the advertising rates that TV One/CLEO TV receive. Poor ratings can lead to a reduction in pricing and advertising revenues. Consequently, low public acceptance of TV One/CLEO TV's content may have an adverse effect on our cable television segment's results of operations. Further, networks or programming launched by Netflix™, Oprah Winfrey (OWN™), Sean Combs (REVOLT TV™), and Magic Johnson (ASPIRE™), could take away from our audience share and ratings and thus have an adverse effect on our cable television's results of operations.

***Increases in or new royalties, including through legislation, could adversely impact our business, financial condition and results of operations.***

We currently pay royalties to song composers and publishers through Broadcast Music, Inc ("BMI"), American Society of Composers, Authors, and Publishers ("ASCAP"), SEASAC, Inc. ("SESAC") and Global Music Rights Inc. ("GMR") but not to record labels or recording artists for exhibition or use of over the air broadcasts of music. We must also pay royalties to the copyright owners of sound recordings for the digital audio transmission of such sound recordings on the Internet. We pay such royalties under federal statutory licenses and pay applicable license fees to Sound Exchange, the non-profit organization designated by the United States Copyright Royalty Board to collect such license fees. The royalty rates applicable to sound recordings under federal statutory licenses are subject to adjustment. The royalty rates we pay to copyright owners for the public performance of musical compositions on our radio stations and internet streams could increase as a result of private negotiations and the emergence of new performing rights organizations, which could adversely impact our businesses, financial condition, results of operations and cash flows. Further, from time to time, Congress considers legislation which could change the copyright fees and the procedures by which the fees are determined. The legislation historically has been the subject of considerable debate and activity by the broadcast industry and other parties affected by the proposed legislation. It cannot be predicted whether any proposed future legislation will become law or what impact it would have on our results from operations, cash flows or financial position.

***A disproportionate share of our radio segment revenue comes from a small number of geographic markets and our syndicated radio business, Reach Media.***

For the year ended December 31, 2023, approximately 31.1% of our net revenue was generated from the sale of advertising in our core radio business, excluding Reach Media. Within our core radio business, seven (Atlanta, Baltimore, Charlotte, Dallas, Houston, Indianapolis, and Washington, DC) of the 13 markets in which we operated radio stations throughout 2023 or a portion thereof accounted for approximately 77.0% of our radio station net revenue for the year ended December 31, 2023. Revenue from the operations of Reach Media, along with revenue from the seven significant contributing radio markets, accounted for approximately 36.2% of our total consolidated net revenue for the year ended December 31, 2023. Adverse events or conditions (economic, including government cutbacks or otherwise) could lead to declines in the contribution of Reach Media or declines in one or more of the seven significant contributing radio markets, which could have a material adverse effect on our overall financial performance and results of operations.

***We may lose audience share and advertising revenue to our competitors.***

Our media properties compete for audiences and advertising revenue with other radio stations and station groups and other media such as broadcast television, newspapers, magazines, cable television, satellite television, satellite radio, outdoor advertising, "over the top providers" on the internet and direct mail. Adverse changes in audience ratings, internet traffic, and market shares could have a material adverse effect on our revenue. Larger media companies, with more financial resources than we have may target our core audiences or enter the segments or markets in which we operate, causing competitive pressure. Further, other media and broadcast companies may change their programming format or engage in aggressive promotional campaigns to compete directly with our media properties for our core audiences and advertisers. Competition for our core audiences in any of our segments or markets could result in lower ratings or traffic and, hence, lower advertising revenue for us, or cause us to increase promotion and other expenses and, consequently, lower our earnings and cash flow. Changes in population, demographics, audience tastes and other factors beyond our control, could also cause changes in audience ratings or market share.

Consolidation among our competitors and other market participants has increased, and may continue to increase, also resulting in increased competitive pressures, such as limited availability of licensable content. Our competitors include companies with interests in multiple media businesses that are often vertically integrated, as well as companies in adjacent sectors with significant financial, marketing and other resources, greater efficiencies of scale, fewer regulatory burdens and more competitive pricing. Such competitors could also have preferential access to content and important technologies, such as artificial intelligence ("AI"), customer data or other competitive information. Our competitors may also enter into business combinations or alliances that strengthen their competitive positions.

Failure by us to respond successfully to these changes could have an adverse effect on our business and financial performance. We cannot assure that we will be able to maintain or increase our current audience ratings and advertising revenue.

***We must respond to the rapid changes in technology, content offerings, services, and standards across our entire platform in order to remain competitive.***

The media entertainment and internet businesses in which we participate increasingly depend on our ability to successfully adapt to new technologies. Technological standards across our media properties are evolving and new distribution technologies/platforms are emerging at a rapid pace. We cannot assure that we will have the resources to acquire new technologies or to introduce new features, content or services to compete with these new technologies. Our customers may require features and capabilities that we do not offer. A key basis on which we compete with other companies is on adapting to technological change including the successful utilization of data analytics, AI and machine learning. Rules governing new technological developments, such as developments in generative AI, remain unsettled, and these developments may affect aspects of our existing business model, including revenue streams for the use of our intellectual property and how we create our services and products.

Technological standards across our media properties are evolving and new distribution technologies/platforms are emerging at a rapid pace. We cannot assure that we will have the resources to acquire new technologies or to introduce

new features, content or services to compete with these new technologies. New media has resulted in fragmentation in the advertising market, and we cannot predict the effect, if any, that additional competition arising from new technologies or content offerings may have across any of our business segments or our financial condition and results of operations, which may be adversely affected if we are not able to adapt successfully to these new media technologies or distribution platforms. The continuing growth and evolution of channels and platforms has increased our challenges in differentiating ourselves from other media platforms. We continually seek to develop and enhance our content offerings and distribution platforms/methodologies. Failure to effectively execute in these efforts, actions by our competitors, or other failures to deliver content effectively could hurt our ability to differentiate ourselves from our competitors and, as a result, have adverse effects across our business.

***The loss of key personnel, including certain on-air talent, could disrupt the management and operations of our business.***

Our business depends upon the continued efforts, abilities and expertise of our executive officers and other key employees, including certain on-air personalities. We believe that the combination of skills and experience possessed by our executive officers and other key employees could be difficult to replace, and that the loss of one or more of them could have a material adverse effect on us, including the impairment of our ability to execute our business strategy. In addition, several of our on-air personalities and syndicated radio programs hosts have large loyal audiences in their respective broadcast areas and may be significantly responsible for the ratings of a station. The loss of such on-air personalities or any change in their popularity could impact the ability of the station to sell advertising and our ability to derive revenue from syndicating programs hosted by them. We cannot be assured that these individuals will remain with us or will retain their current audiences or ratings.

***If our digital segment does not continue to develop and offer compelling and differentiated content, products and services, our advertising revenues could be adversely affected.***

In order to attract consumers and generate increased activity on our digital properties, we believe that we must offer compelling and differentiated content, products and services. However, acquiring, developing, and offering such content, products and services may require significant costs and time to develop, while consumer tastes may be difficult to predict and are subject to rapid change. If we are unable to provide content, products and services that are sufficiently attractive to our digital users, we may not be able to generate the increases in activity necessary to generate increased advertising revenues. In addition, although we have access to certain content provided by our other businesses, we may be required to make substantial payments to license such content. Many of our content arrangements with third parties are non-exclusive, so competitors may be able to offer similar or identical content. If we are not able to acquire or develop compelling content and do so at reasonable prices, or if other companies offer content that is similar to that provided by our digital segment, we may not be able to attract and increase the engagement of digital consumers on our digital properties.

Continued growth in our digital business also depends on our ability to continue offering a competitive and distinctive range of advertising products and services for advertisers and publishers and our ability to maintain or increase prices for our advertising products and services. Continuing to develop and improve these products and services may require significant time and costs. If we cannot continue to develop and improve our advertising products and services or if prices for our advertising products and services decrease, our digital advertising revenues could be adversely affected. Finally, recently, our digital business has seen significant growth in its business due to advertisers increased interest in minority-controlled media given recent social justice/equality trends. Should these trends reverse or decline, revenues within our digital and other segments could be adversely impacted.

***Unrelated third parties may claim that we infringe on their rights based on the nature and content of information posted on websites we maintain.***

We host internet services that enable individuals to exchange information, generate content, comment on our content, and engage in various online activities. The law relating to the liability of providers of these online services for activities of their users is currently unsettled both within the United States and internationally. While we monitor postings to such websites, claims may be brought against us for defamation, negligence, copyright or trademark infringement, unlawful activity, tort, including personal injury, fraud, or other theories based on the nature and content of information that may be

posted online or generated by our users. Our defense of such actions could be costly and involve significant time and attention of our management and other resources.

***If we are unable to protect our domain names and/or content, our reputation and brands could be adversely affected.***

We currently hold various domain name registrations relating to our brands, including urban1.com, radio-one.com and interactiveone.com. The registration and maintenance of domain names are generally regulated by governmental agencies and their designees. Governing bodies may establish additional top-level domains, appoint additional domain name registrars, or modify the requirements for holding domain names. As a result, we may be unable to register or maintain relevant domain names. We may be unable, without significant cost or at all, to prevent third parties from registering domain names that are similar to, infringe upon, or otherwise decrease the value of our trademarks and other proprietary rights. Failure to protect our domain names could adversely affect our reputation and brands and make it more difficult for users to find our websites and our services. In addition, piracy of the Company's content, including digital piracy, may decrease revenue received from the exploitation of the Company's programming and other content and adversely affect its businesses and profitability.

***Future asset impairment to the carrying values of our FCC licenses and goodwill within the radio broadcasting segment could adversely impact our results of operations and net worth.***

As of December 31, 2023, we had approximately \$375.3 million in broadcast licenses and \$30.0 million in goodwill within the radio broadcasting segment, which totaled \$405.3 million and represented approximately 33.4% of our total assets. Therefore, we believe estimating the fair value of goodwill and radio broadcasting licenses is a critical accounting estimate because of the significance of their carrying values in relation to our total assets.

We are required to test our goodwill and indefinite-lived intangible assets for impairment at least annually, which we have traditionally done as of October 1 each year, or on an interim basis when events or changes in circumstances suggest impairment may have occurred. Impairment is measured as the excess of the carrying value of the goodwill or indefinite-lived intangible asset over its fair value. Impairment may result from deterioration in our performance, changes in anticipated future cash flows, changes in business plans, adverse economic or market conditions, adverse changes in applicable laws and regulations, or other factors beyond our control. The amount of any impairment must be expensed as a charge to operations. Fair values of FCC licenses have been estimated using the income approach, which incorporates several judgmental assumptions over a 10-year model including, but not limited to, market revenue and projected revenue growth by market, mature market share, operating profit margins, discount rate and terminal growth rate. Fair values of goodwill within the radio broadcasting segment have been estimated using the income approach, which incorporates several judgmental assumptions over a 10-year model including, but not limited to, revenue growth rates of each radio market, operating profit margins, discount rate and terminal growth rate. We also utilize a market-based approach to evaluate our fair value estimates. There are inherent uncertainties related to these assumptions and our judgment in applying them to the impairment analysis.

Changes in certain events or circumstances could result in changes to our estimated fair values and may result in further write-downs to the carrying values of these assets. Additional impairment charges could adversely affect our financial results, financial ratios and could limit our ability to obtain financing in the future.

***Our business depends on maintaining our licenses with the FCC. We could be prevented from operating a radio station if we fail to maintain its license.***

Within our core radio business, we are required to maintain radio broadcasting licenses issued by the FCC. These licenses are ordinarily issued for a maximum term of eight years and are renewable. Currently, subject to renewal, our radio broadcasting licenses expire at various times beginning October 2027 through August 1, 2030. While we anticipate receiving renewals of all of our broadcasting licenses, interested third parties may challenge our renewal applications. A station may continue to operate beyond the expiration date of its license if a timely filed license renewal application was filed and is pending, as is the case with respect to each of our stations with licenses that have expired. During the periods when a renewal application is pending, informal objections and petitions to deny the renewal application can be filed by interested parties, including members of the public, on a variety of grounds. In addition, we are subject to extensive and

changing regulation by the FCC with respect to such matters as programming, indecency standards, technical operations, employment and business practices. If we or any of our significant stockholders, officers, or directors violate the FCC's rules and regulations or the Communications Act of 1934, as amended (the "Communications Act"), or is convicted of a felony or found to have engaged in certain other types of non-FCC related misconduct, the FCC may commence a proceeding to impose fines or other sanctions upon us. Examples of possible sanctions include the imposition of fines, the renewal of one or more of our broadcasting licenses for a term of fewer than eight years or the revocation of our broadcast licenses. If the FCC were to issue an order denying a license renewal application or revoking a license, we would be required to cease operating the radio station covered by the license only after we had exhausted administrative and judicial review without success.

***Disruptions or security breaches of our information technology infrastructure could interfere with our operations, compromise client information and expose us to liability, possibly causing our business and reputation to suffer.***

The use of our computers and digital technology in substantially all aspects of our business operations gives rise to cybersecurity risks. Our industry is prone to cyber-attacks by third parties seeking unauthorized access to our data or users' data. Any failure to prevent or mitigate security breaches and improper access to or disclosure of our data or user data could result in the loss or misuse of such data, which could harm our business and reputation and diminish our competitive position. In addition, computer malware, viruses, social engineering (predominantly spear phishing attacks), and general hacking have become more prevalent in general. Our efforts to protect our company's data or the information we receive may be unsuccessful due to software bugs or other technical malfunctions; employee, contractor, or vendor error or malfeasance; government surveillance; or other threats that evolve. In addition, third parties may attempt to fraudulently induce employees or users to disclose information in order to gain access to our data or our users' data on a continual basis.

Any internal technology breach, error or failure impacting systems hosted internally or externally, or any large scale external interruption in technology infrastructure we depend on, such as power, telecommunications or the Internet, may disrupt our technology network. Any individual, sustained or repeated failure of technology could impact our customer service and result in increased costs or reduced revenues. Our technology systems and related data also may be vulnerable to a variety of sources of interruption due to events beyond our control, including natural disasters, terrorist attacks, telecommunications failures, computer viruses, hackers and other security issues. Our technology security initiatives, disaster recovery plans and other measures may not be adequate or implemented properly to prevent a business disruption and its adverse financial consequences to our reputation.

In addition, as a part of our ordinary business operations, we may collect and store sensitive data, including personal information of our clients, listeners and employees. The secure operation of the networks and systems on which this type of information is stored, processed and maintained is critical to our business operations and strategy. Any compromise of our technology systems resulting from attacks by hackers or breaches due to employee error or malfeasance could result in the loss, disclosure, misappropriation or access to clients', listeners', employees' or business partners' information. Any such loss, disclosure, misappropriation or access could result in legal claims or proceedings, liability or regulatory penalties under laws protecting the privacy of personal information, disruption of our operations and damage to our reputation, any or all of which could adversely affect our business. Although we have developed systems and processes that are designed to protect our data and user data, to prevent data loss, and to prevent or detect security breaches, we cannot assure you that such measures will provide absolute security.

In the event of a technical or cyber event, we could experience a significant, unplanned disruption, or substantial and extensive degradation of our services, or our network may fail in the future. Despite our significant infrastructure investments, we may have insufficient communications and server capacity to address these or other disruptions, which could result in interruptions in our services. Any widespread interruption or substantial and extensive degradation in the functioning of our IT or technical platform for any reason could negatively impact our revenue and could harm our business and results of operations. If such a widespread interruption occurred, or if we failed to deliver content to users as expected, our reputation could be damaged severely. Moreover, any disruptions, significant degradation, cybersecurity threats, security breaches, or attacks on our internal information technology systems could impact our ratings and cause us to lose listeners, users or viewers or make it more difficult to attract new ones, either of which could harm our business and results of operations.

***Our business could be materially and adversely affected as a result of natural disasters, terrorism or other catastrophic events.***

Any economic failure or other material disruption caused by war, climate change or natural disasters, including fires, floods, hurricanes, earthquakes, and tornadoes; power loss or shortages; environmental disasters; telecommunications or business information systems failures or similar events could also adversely affect our ability to conduct business. If such disruptions contribute to a general decrease in economic activity or corporate spending on information technology, or impair our ability to meet our customer demands, our operating results and financial condition could be materially adversely affected.

There is also an increasing concern over the risks of climate change and related environmental sustainability matters. In addition to physical risks, climate change risk includes longer-term shifts in climate patterns, such as extreme heat, sea level rise, and more frequent and prolonged drought. Such events could disrupt our operations or those of our customers or third parties on which we rely, including through direct damage to assets and indirect impacts from supply chain disruption and market volatility.

***Our entry into new lines of business may not succeed and may result in increased shareholder value.***

We have historically operated as an urban-oriented, multi-media company that primarily targets African-American and urban consumers. Over the years we have invested in other ventures such as gaming. Entry into, or further development of, lines of business in which we have not historically operated, including gaming, may expose us to business and operational risks that are different from those we have experienced historically. We may not be able to effectively manage these additional risks or implement successful business strategies in new lines of business. Additionally, our new and existing competitors in these lines of business may possess greater operational knowledge, resources and experience than we do. These diversification initiatives may not succeed and/or may not result in an increase in shareholder value and could result in a reduction in shareholder value depending upon our capital investment and success.

***Certain Regulatory Risks***

***The FCC's media ownership rules could restrict our ability to acquire radio stations.***

The Communications Act and FCC rules and policies limit the number of broadcasting properties that any person or entity may own (directly or by attribution) in any market and require FCC approval for transfers of control and assignments of licenses. The FCC's media ownership rules remain subject to further agency and court proceedings. As a result of the FCC media ownership rules, the outside media interests of our officers and directors could limit our ability to acquire stations. The filing of petitions or complaints against Urban One or any FCC licensee from which we are acquiring a station could result in the FCC delaying the grant of, refusing to grant or imposing conditions on its consent to the assignment or transfer of control of licenses. The Communications Act and FCC rules and policies also impose limitations on non-U.S. ownership and voting of our capital stock.

***Enforcement by the FCC of its indecency rules against the broadcast industry could adversely affect our business operations.***

The FCC's rules prohibit the broadcast of obscene material at any time and indecent or profane material on broadcast stations between the hours of 6 a.m. and 10 p.m. Broadcasters risk violating the prohibition against broadcasting indecent material because of the vagueness of the FCC's indecency and profanity definitions, coupled with the spontaneity of live programming. The FCC has in the past vigorously enforced its indecency rules against the broadcasting industry and has threatened to initiate license revocation proceedings against broadcast licensees for "serious" indecency violations. Further, broadcasting obscene, indecent or profane programming, may potentially subject broadcasters to license revocation, renewal or qualification proceedings. We may in the future become subject to inquiries or proceedings related to our stations. To the extent that these proceedings result in the imposition of fines, a settlement with the FCC, revocation of any of our station licenses or denials of license renewal applications, our business, financial condition, results of operations and cash flow could be adversely impacted.

***Changes in current federal regulations could adversely affect our business operations.***

Congress and the FCC have considered, and may in the future consider and adopt, new laws, regulations and policies that could, directly or indirectly, affect the profitability of our broadcast stations. In particular, Congress may consider and adopt a revocation of terrestrial radio's exemption from paying royalties to performing artists and record companies for use of their recordings (radio already pays a royalty to songwriters, composers and publishers). In addition, commercial radio broadcasters and entities representing artists are negotiating agreements that could result in broadcast stations paying royalties to artists. A requirement to pay additional royalties could have an adverse effect on our business operations and financial performance. Moreover, it is possible that our license fees and negotiating costs associated with obtaining rights to use musical compositions and sound recordings in our programming could sharply increase as a result of private negotiations, one or more regulatory rate-setting processes, or administrative and court decisions. Finally, there has been in the past and there could be again in the future proposed legislation that requires radio broadcasters to pay additional fees such as a spectrum fee for the use of the spectrum. We cannot predict whether such actions will occur.

The television and distribution industries in the United States are highly regulated by U.S. federal laws and regulations issued and administered by various federal agencies, including the FCC. The television broadcasting industry is subject to extensive regulation by the FCC under the Communications Act. The U.S. Congress and the FCC currently have under consideration, and may in the future adopt, new laws, regulations, and policies regarding a wide variety of matters that could, directly or indirectly, affect the operations of our cable television segment. For example, the FCC has initiated a proceeding to examine and potentially regulate more closely embedded advertising such as product placement and product integration. Enhanced restrictions affecting these means of delivering advertising messages may adversely affect our cable television segment's advertising revenues. Changes to the media ownership and other FCC rules may affect the competitive landscape in ways that could increase the competition faced by TV One/CLEO TV. Proposals have also been advanced from time to time before the U.S. Congress and the FCC to extend the program access rules (currently applicable only to those cable program services which also own or are owned by cable distribution systems) to all cable program services. TV One/CLEO TV's ability to obtain the most favorable terms available for its content could be adversely affected should such an extension be enacted into law. We are unable to predict the effect that any such laws, regulations or policies may have on our cable television segment's operations.

***New or changing federal, state or international privacy regulation or requirements could hinder the growth of our internet business.***

A variety of federal and state laws govern the collection, use, retention, sharing and security of consumer data that our business uses to operate its services and to deliver certain advertisements to its customers, as well as the technologies used to collect such data. Not only are existing privacy-related laws in these jurisdictions evolving and subject to potentially disparate interpretation by governmental entities, new legislative proposals affecting privacy are now pending at both the federal and state level in the U.S. Further, third-party service providers may from time to time change their privacy requirements. Changes to the interpretation of existing law or the adoption of new privacy-related requirements by governments or other businesses could hinder the growth of our business and cause us to incur new and additional costs and expenses. Also, a failure or perceived failure to comply with such laws or requirements or with our own policies and

procedures could result in significant liabilities, including a possible loss of consumer or investor confidence or a loss of customers or advertisers.

**Unique Risks Related to Our Cable Television Segment**

***The loss of affiliation agreements could materially adversely affect our cable television segment's results of operations.***

Our cable television segment is dependent upon the maintenance of affiliation agreements with cable and direct broadcast distributors for its revenues, and there can be no assurance that these agreements will be renewed in the future on terms acceptable to such distributors. The loss of one or more of these arrangements could reduce the distribution of TV One's and/or CLEO TV's programming services and reduce revenues from subscriber fees and advertising, as applicable. Further, the loss of favorable packaging, positioning, pricing or other marketing opportunities with any distributor could reduce revenues from subscribers and associated subscriber fees. In addition, consolidation among cable distributors and increased vertical integration of such distributors into the cable or broadcast network business have provided more leverage to these distributors and could adversely affect our cable television segment's ability to maintain or obtain distribution for its network programming on favorable or commercially reasonable terms, or at all. The results of renewals could have a material adverse effect on our cable television segment's revenues and results and operations. We cannot assure you that TV One and/or CLEO TV will be able to renew their affiliation agreements on commercially reasonable terms, or at all. The loss of a significant number of these arrangements or the loss of carriage on basic programming tiers could reduce the distribution of our content, which may adversely affect our revenues from subscriber fees and our ability to sell national and local advertising time.

***Changes in consumer behavior resulting from new technologies and distribution platforms may impact the performance of our businesses.***

Our cable television segment faces emerging competition from other providers of digital media, some of which have greater financial, marketing and other resources than we do. In particular, content offered over the internet has become more prevalent as the speed and quality of broadband networks have improved. Providers such as Netflix™, Hulu™, Apple™, Amazon™ and Google™, as well as gaming and other consoles such as Microsoft's Xbox™, Sony's PS5™, Nintendo's Wii™, and Roku™, are aggressively establishing themselves as alternative providers of video content and services, including new and independently developed long form video content. Most recently, new online distribution services have emerged offering live sports and other content without paying for a traditional cable bundle of channels. These services and the growing availability of online content, coupled with an expanding market for mobile devices and tablets that allow users to view content on an on-demand basis and internet-connected televisions, may impact our cable television segment's distribution for its services and content. Additionally, devices or services that allow users to view television programs away from traditional cable providers or on a time-shifted basis and technologies that enable users to fast-forward or skip programming, including commercials, such as DVRs and portable digital devices and systems that enable users to store or make portable copies of content, have caused changes in consumer behavior that may affect the attractiveness of our offerings to advertisers and could therefore adversely affect our revenues. If we cannot ensure that our distribution methods and content are responsive to our cable television segment's target audiences, our business could be adversely affected.

We acquire content and ancillary rights and pay related rights fees, license fees, royalties and/or contingent compensation. We license content from other media organizations. If competitive pressures continue to increase, we may not be able to produce or acquire content in a cost-effective manner. We may be outbid by our competitors for the rights to new, popular content or in connection with the renewals of popular rights we currently hold. Accordingly, there can be no assurance we will realize anticipated returns on our investments.

**Unique Risks Related to Our Capital Structure**

***Our President and CEO has an interest in TV One that may conflict with your interests.***

Pursuant to the terms of employment with our President and CEO, Mr. Alfred C. Liggins, III, in recognition of Mr. Liggins' contributions in founding TV One on our behalf, he is eligible to receive an award amount equal to

approximately 4% of any proceeds from distributions or other liquidity events in excess of the return of our aggregate investment in TV One (the "Employment Agreement Award"). Our obligation to pay the award was triggered after our recovery of the aggregate amount of capital contribution in TV One, and payment is required only upon actual receipt of distributions of cash or marketable securities or proceeds from a liquidity event in excess of such invested amount. Mr. Liggins' rights to the Employment Agreement Award (i) cease if he is terminated for cause or he resigns without good reason and (ii) expire at the termination of his employment (but similar rights could be included in the terms of a new employment agreement or arrangement). As a result of this arrangement, the interest of Mr. Liggins' with respect to TV One may conflict with your interests as holders of our debt or equity securities.

***Two common stockholders have a majority voting interest in Urban One and have the power to control matters on which our common stockholders may vote, and their interests may conflict with yours.***

As of December 31, 2023, our Chairperson and her son, our President and CEO, together held in excess of 75% of the outstanding voting power of our common stock. As a result, our Chairperson and our CEO control our management and policies and decisions involving or impacting Urban One, including transactions involving a change of control, such as a sale or merger. The interests of these stockholders may differ from the interests of our other stockholders and our debt holders. In addition, certain covenants in our debt instruments require that our Chairperson and the CEO maintain a specified ownership and voting interest in Urban One, and prohibit other parties' voting interests from exceeding specified amounts. Our Chairperson and the CEO have agreed to vote their shares together in elections of members to the Board of Directors of Urban One.

Further, we are a "controlled company" under rules governing the listing of our securities on the NASDAQ because more than 50% of our voting power is held by our Chairperson and the CEO. Therefore, we are not subject to NASDAQ listing rules that would otherwise require us to have: (i) a majority of independent directors on the board; (ii) a compensation committee composed solely of independent directors; (iii) a nominating committee composed solely of independent directors; (iv) compensation of our executive officers determined by a majority of the independent directors or a compensation committee composed solely of independent directors; and (v) director nominees selected, or recommended for the board's selection, either by a majority of the independent directors or a nominating committee composed solely of independent directors. While a majority of our board members are currently independent directors, we do not make any assurances that a majority of our board members will be independent directors at any given time.

***We are a smaller reporting company as defined by Item 10 of Regulation S-K and we cannot be certain if the reduced disclosure requirements applicable to our filing status will make our common stock less attractive to investors.***

We are a "smaller reporting company" and, thus, have certain decreased disclosure obligations in our SEC filings, including, among other things, simplified executive compensation disclosures and only being required to provide two years of audited financial statements in annual reports. Decreased disclosures in our SEC filings due to our status as a "smaller reporting company" may make it harder for investors to analyze our results of operations and financial prospects and may make our common stock a less attractive investment.

***If we fail to meet the continued listing standards of NASDAQ, our common stock may be delisted, which could have a material adverse effect on the liquidity and market price of our common stock and expose the Company to litigation.***

As a result of the delayed filings of our 2022 annual report and 2023 quarterly reports (the "Delayed 2022/2023 Reports") with the SEC, we fell out of compliance with NASDAQ Listing Rule 5250(c) (the "Periodic Filing Rule") which requires NASDAQ listed companies to timely file all required periodic financial reports with the SEC. After filing all of the 2022/2023 Delayed Reports, we regained compliance with the Periodic Filing Rule on December 22, 2023, and received confirmation from NASDAQ on December 29, 2023. However, on April 8, 2024, the Company received a new letter (the "First 2024 NASDAQ Notice") from NASDAQ notifying the Company that it was not in compliance with the Periodic Filing Rule as a result of not having timely filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the "2023 Form 10-K"). The First 2024 NASDAQ Notice noted that pursuant to the NASDAQ Listing Rules, the Company was being afforded sixty (60) calendar days, or until June 7, 2024, to regain compliance or to submit

a plan to regain compliance. If NASDAQ accepts the compliance plan, NASDAQ may grant the Company an exception of up to 180 calendar days from the filing's due date to regain compliance.

On May 23, 2024, the Company received a second letter (the "Second 2024 NASDAQ Notice") from NASDAQ notifying the Company that it was further non-compliant with the Periodic Filing Rule as a result of not having timely filed its Quarterly Report on Form 10-Q for the period ended March 31, 2024 (the "2024 Q1 Form 10-Q" and together with the 2023 Form 10-K, the "2024 Delayed Filings") with the SEC. The Second NASDAQ Notice noted that the Company has until June 7, 2024, to file both 2024 Delayed Filings or to submit a compliance plan as required by the First 2024 NASDAQ Notice.

If our common stock were to be delisted, the liquidity of our common stock would be adversely affected, and the market price of our common stock could decrease. In addition, delayed financial reports could expose us to the risk of litigation concerning any impact upon the price of our common stock. Any such litigation could distract management from day-to-day operations and further adversely affect the market price of our common stock.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 1C. CYBERSECURITY**

**Disclosure Regarding Cybersecurity Risk Management**

**Assessment and Management of Cybersecurity Risks:**

We have established a robust framework for the assessment, identification, and management of material risks arising from cybersecurity threats. Our approach to cybersecurity risk management includes ongoing assessments of potential threats and vulnerabilities, coupled with the implementation of safeguards and controls to mitigate these risks. We maintain vigilance over the cybersecurity landscape to identify emerging threats, adapting our strategies accordingly. Our cybersecurity risk management process includes:

- Regular risk assessments to systematically identify and prioritize cybersecurity risks;
- Implementation of advanced technical controls, encryption, and intrusion detection systems to safeguard sensitive data;
- Employee training and testing programs designed to enhance awareness about cybersecurity best practices;
- Collaboration with third-party cybersecurity experts for conducting penetration testing, vulnerability assessments and providing support in the triage of any cybersecurity event; and
- Select processes to review and manage the risks associated with third-party service providers.

**Material Effects of Cybersecurity Threats and Incidents:**

We acknowledge the potential material impact that cybersecurity threats and incidents can have on our operations, financial condition, and reputation. While we did not experience any significant cybersecurity incidents during the reporting period, we recognize that such incidents could include:

- Disruption of our operations, potentially leading to revenue loss;
- Unauthorized access to or theft of sensitive customer information, resulting in legal and regulatory implications; and
- Damage to our brand and reputation, which could affect customer trust and investor confidence.

**Board Oversight:**

Our Board of Directors plays a significant role in overseeing our cybersecurity risk management efforts. The Board receives periodic updates from the Chief Information Officer ("CIO") on our cybersecurity posture, encompassing reports on potential threats, vulnerabilities, and the efficacy of our risk mitigation measures. These updates are provided based on internal reports from the tools employed and managed by the IT organization and reports generated by a managed security service provider overseen by the Chief Information Security Officer ("CISO"). The Board is committed to ensuring that cybersecurity is a priority for the organization, providing the necessary resources and expertise to address evolving threats effectively.

**Management's Role and Expertise:**

Our management team is actively involved in the assessment and management of cybersecurity risks. We have a CIO overseeing the Company's technology infrastructure and a designated a CISO responsible for cybersecurity program oversight. The CISO possesses over two decades of comprehensive experience in the information technology landscape, augmented by a robust background in program management. With a portfolio enriched by industry certifications and advanced academic degrees, including an MBA, the CISO stands as a seasoned leader within our corporate information security domain. The CISO collaborates with cross-functional teams to implement and uphold our cybersecurity policies and practices. Our executive leadership team is aligned with our cybersecurity objectives and regularly reviews our cybersecurity-related initiatives.

**ITEM 2. PROPERTIES**

The types of properties required to support each of our radio stations include offices, studios and transmitter/antenna sites. Our other media properties, such as Interactive One, generally only require office space. We typically lease our studio and office space with lease terms ranging from five to 15 years in length. A station's studios are generally housed with its offices in business districts. We generally consider our facilities to be suitable and of adequate size for our current and intended purposes. We lease a majority of our main transmitter/antenna sites and associated broadcast towers and, when negotiating a lease for such sites, we try to obtain a lengthy lease term with options to renew. In general, we do not anticipate difficulties in renewing facility or transmitter/antenna site leases, or in leasing additional space or sites, if required.

We own substantially all of our equipment, consisting principally of transmitting antennae, transmitters, studio equipment and general office equipment. The towers, antennae and other transmission equipment used by our stations are generally in good condition, although opportunities to upgrade facilities are periodically reviewed. The tangible personal property owned by us and the real property owned or leased by us are subject to security interests under our senior credit facility.

**ITEM 3. LEGAL PROCEEDINGS**

Urban One is involved from time to time in various routine legal and administrative proceedings and threatened legal and administrative proceedings incidental to the ordinary course of our business. Urban One believes the resolution of such matters will not have a material adverse effect on its business, financial condition or results of operations.

**ITEM 4. MINE SAFETY DISCLOSURE**

Not applicable.

**PART II.**

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

**Price Range of Our Class A and Class D Common Stock**

Our Class A voting common stock is traded on the NASDAQ under the symbol "UONE." The following table presents, for the quarters indicated, the high and low daily closing prices per share of our Class A Common Stock as reported on the NASDAQ.

	High	Low
<b>2023</b>		
First Quarter	\$ 7.60	\$ 4.68
Second Quarter	7.95	5.45
Third Quarter	6.07	4.99
Fourth Quarter	5.90	3.69
<b>2022</b>		
First Quarter	\$ 6.62	\$ 4.19
Second Quarter	13.00	5.46
Third Quarter	6.60	4.97
Fourth Quarter	6.14	4.42

Our Class D non-voting common stock is traded on the NASDAQ under the symbol "UONEK." The following table presents, for the quarters indicated, the high and low daily closing prices per share of our Class D Common Stock as reported on the NASDAQ.

	High	Low
<b>2023</b>		
First Quarter	\$ 5.56	\$ 4.06
Second Quarter	6.14	5.19
Third Quarter	6.03	4.78
Fourth Quarter	5.78	3.45
<b>2022</b>		
First Quarter	\$ 5.28	\$ 3.27
Second Quarter	6.88	4.28
Third Quarter	5.12	3.51
Fourth Quarter	5.05	3.65

**Number of Stockholders**

Based upon a survey of record holders and a review of our stock transfer records, as of April 10, 2024, there were 9,494 holders of Urban One's Class A Common Stock, two holders of Urban One's Class B Common Stock, two holders of Urban One's Class C Common Stock, and approximately 5,433 holders of Urban One's Class D Common Stock.

**Dividends**

Since first selling our common stock publicly in May 1999, we have not declared any cash dividends on any class of our common stock. We intend to retain future earnings for use in our business and do not anticipate declaring or paying any cash or stock dividends on shares of our common stock in the foreseeable future. In addition, any determination to declare and pay dividends will be made by our Board of Directors in light of our earnings, financial position, capital requirements, contractual restrictions contained in our credit facility and the indentures governing our senior subordinated

notes, and other factors as the Board of Directors deems relevant. (See Note 10 — *Long-Term Debt* of our consolidated financial statements.)

**ITEM 6. [RESERVED]**

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following information should be read in conjunction with the Consolidated Financial Statements and Notes thereto included elsewhere in this report.*

**Revision of Previously Issued Financial Statements**

This Management's Discussion and Analysis ("MD&A") has been revised to give effect to the revision of the Company's consolidated financial statements, as more fully described in Note 2 - *Revision of Previously Issued Financial Statements* of our consolidated financial statements.

**Overview**

For the year ended December 31, 2023, consolidated net revenue decreased approximately 1.4% compared to the year ended December 31, 2022. For 2024, our strategy will be to: (i) grow market share; (ii) improve audience share in certain markets and improve revenue conversion of strong and stable audience share in certain other markets; and (iii) grow and diversify our revenue by executing our multimedia strategy.

**Results of Operations**

**Revenue**

Within our core radio business, we primarily derive revenue from the sale of advertising time and program sponsorships to local and national advertisers on our radio stations. Advertising revenue is affected primarily by the advertising rates our radio stations are able to charge, as well as the overall demand for radio advertising time in a market. These rates are largely based upon a radio station's audience share in the demographic groups targeted by advertisers, the number of radio stations in the related market, and the supply of, and demand for, radio advertising time. Advertising rates are generally highest during morning and afternoon commuting hours.

Net revenue consists of gross revenue, net of local and national agency and outside sales representative commissions. Agency and outside sales representative commissions are calculated based on a stated percentage applied to gross billing.

The following chart shows the percentage of consolidated net revenue generated by each reporting segment.

	<b>Years Ended December 31,</b>	
	<b>2023</b>	<b>2022</b>
Radio broadcasting segment	32.7 %	32.3 %
Reach Media segment	11.1 %	8.9 %
Digital segment	15.8 %	16.2 %
Cable television segment	41.1 %	43.3 %
All other - corporate/eliminations	(0.7)%	(0.7)%

The following chart shows the percentages generated from local and national advertising as a subset of net revenue from our core radio business.

	Years Ended December 31,	
	2023	2022
Percentage of core radio business generated from local advertising	60.6 %	57.3 %
Percentage of core radio business generated from national advertising, including network advertising	33.9 %	38.8 %

National and local advertising also includes advertising revenue generated from our digital segment. The balance of net revenue from our radio segment was generated from ticket sales and revenue related to our sponsored events, management fees and other revenue.

The following chart shows the sources of our net revenue for the years ended December 31, 2023 and 2022:

	Years Ended December 31,		\$ Change	% Change
	2023	2022 (In thousands)		
Net Revenue:				
Radio advertising	\$ 182,362	\$ 177,268	\$ 5,094	2.9 %
Political advertising	3,881	13,226	(9,345)	(70.7)
Digital advertising	74,866	76,730	(1,864)	(2.4)
Cable television advertising	108,307	112,857	(4,550)	(4.0)
Cable television affiliate fees	87,747	96,963	(9,216)	(9.5)
Event revenues & other	20,527	7,560	12,967	171.5
Net revenue	<u>\$ 477,690</u>	<u>\$ 484,604</u>	<u>\$ (6,914)</u>	<u>(1.4)%</u>

In the broadcasting industry, radio stations and television stations often utilize trade or barter agreements to reduce cash expenses by exchanging advertising time for goods or services. In order to maximize cash revenue for our spot inventory, we closely manage the use of trade and barter agreements.

Within our digital segment, Interactive One generates the majority of the Company's digital revenue. Our digital revenue is principally derived from advertising services on non-radio station branded, but Company-owned websites. Advertising services include the sale of banner and sponsorship advertisements. As the Company runs its advertising campaigns, the customer simultaneously receives benefits as impressions are delivered, and revenue is recognized over time. The amount of revenue recognized each month is based on the number of impressions delivered multiplied by the effective per impression unit price and is equal to the net amount receivable from the customer.

Our cable television segment generates the Company's cable television revenue and derives its revenue principally from advertising and affiliate revenue. Advertising revenue is derived from the sale of television airtime to advertisers and is recognized when the advertisements are run. Our cable television segment also derives revenue from affiliate fees under the terms of various multi-year affiliation agreements generally based on a per subscriber royalty for the right to distribute the Company's programming under the terms of the distribution contracts.

Reach Media primarily derives its revenue from the sale of advertising in connection with its syndicated radio shows, including the Rickey Smiley Morning Show, and the DL Hughley Show. Reach Media also operates [www.BlackAmericaWeb.com](http://www.BlackAmericaWeb.com), an African-American targeted news and entertainment website, in addition to providing various other event-related activities.

**Expenses**

Our significant expenses are: (i) employee salaries and commissions; (ii) programming expenses; (iii) marketing and promotional expenses; (iv) rental of premises for office facilities and studios; (v) rental of transmission tower space; (vi) music license royalty fees; and (vii) content amortization. We strive to control these expenses by centralizing certain functions such as finance, accounting, legal, human resources and management information systems and, in certain markets, the programming management function. We also use our multiple stations, market presence and purchasing power to negotiate favorable rates with certain vendors and national representative selling agencies. In addition to salaries and commissions, major expenses for our internet business include membership traffic acquisition costs, software product design, post-application software development and maintenance, database and server support costs, the help desk function, data center expenses connected with internet service provider ("ISP") hosting services and other internet content delivery expenses. Major expenses for our cable television business include content acquisition and amortization, sales and marketing.

We generally incur marketing and promotional expenses to increase and maintain our audiences. However, because Nielsen reports ratings either monthly or quarterly, depending on the particular market, any changed ratings and the effect on advertising revenue tends to lag behind both the reporting of the ratings and the incurrence of advertising and promotional expenditures.

**URBAN ONE, INC. AND SUBSIDIARIES**  
**RESULTS OF OPERATIONS**

The following table summarizes our historical consolidated results of operations:

**Year Ended December 31, 2023 Compared to Year Ended December 31, 2022 (In thousands)**

	Years Ended December 31,		Change
	2023	2022	
<b>Statements of Operations:</b>			
Net revenue	\$ 477,690	\$ 484,604	\$ (6,914) (1.4)%
Operating expenses:			
Programming and technical, excluding stock-based compensation	136,684	122,629	14,255 11.6
Selling, general and administrative, excluding stock-based compensation	172,440	160,403	12,037 7.5
Corporate selling, general and administrative, excluding stock-based compensation	53,583	49,854	3,729 7.5
Stock-based compensation	9,975	9,912	63 0.6
Depreciation and amortization	7,101	10,034	(2,933) (29.2)
Impairment of goodwill, intangible assets, and long-lived assets	129,278	40,683	88,595 217.8
Total operating expenses	<u>509,261</u>	<u>393,515</u>	<u>115,746</u> 29.4
Operating (loss) income	(31,571)	91,089	(122,660) (134.7)
Interest income	6,967	939	6,028 642.0
Interest expense	56,196	61,751	(5,555) (9.0)
Gain on retirement of debt	2,356	6,718	(4,362) (64.9)
Other income, net	96,084	16,083	80,001 497.4
Income from consolidated operations before provision for income taxes	17,640	53,078	(35,438) (66.8)
Provision for income taxes	7,944	16,418	(8,474) (51.6)
Net income from consolidated operations	9,696	36,660	(26,964) (73.6)
Loss from unconsolidated joint venture	(5,131)	—	(5,131) 100.0
Net income	4,565	36,660	(32,095) (87.5)
Net income attributable to noncontrolling interests	2,515	2,317	198 8.5
Net income attributable to common stockholders	<u>\$ 2,050</u>	<u>\$ 34,343</u>	<u>\$ (32,293)</u> (94.0)%

**Net revenue**

Years Ended December 31,			Change	
2023	\$ 477,690	2022	\$ 484,604	\$ (6,914)

During the year ended December 31, 2023, we recognized approximately \$477.7 million in net revenue compared to approximately \$484.6 million during the year ended December 31, 2022. These amounts are net of agency and outside sales representative commissions. We recognized approximately \$156.2 million of revenue from our radio broadcasting segment during the year ended December 31, 2023, compared to approximately \$156.7 million for the year ended December 31, 2022, a decrease of approximately \$0.5 million, primarily due to lower political revenue offset by new stations in the Indianapolis and Houston markets. Based on reports prepared by Miller Kaplan, the markets we operate in decreased 5.5% in total revenues. We experienced net revenue reduction in all of our existing radio markets, with the exception of Cleveland and Columbus. We recognized approximately \$52.9 million of revenue from our Reach Media segment during the year ended December 31, 2023, compared to approximately \$43.1 million for the year ended December 31, 2022, an increase of approximately \$9.8 million. The increase was primarily driven by the addition of the Fantastic Voyage cruise during the second quarter of 2023. We recognized approximately \$75.5 million of revenue from our digital segment during the year ended December 31, 2023, compared to \$78.5 million during the year ended December 31, 2022, a decrease of approximately \$3.0 million. This decrease was primarily driven by a decrease in direct revenue. We recognized approximately \$196.2 million of revenue from our cable television segment during the year ended December 31, 2023, compared to \$209.9 million during the year ended December 31, 2022, a decrease of approximately \$13.7 million. The decrease was primarily driven by a decrease in affiliate fees due to subscriber churn, lower ratings and decreased advertising sales.

**Operating expenses**

*Programming and technical, excluding stock-based compensation*

Years Ended December 31,			Change	
2023	\$ 136,884	2022	\$ 122,629	\$ 14,255

Programming and technical expenses include expenses associated with on-air talent and the management and maintenance of the systems, tower facilities, and studios used in the creation, distribution and broadcast of programming content on our radio stations. Programming and technical expenses for the radio segment also include expenses associated with our programming research activities and music royalties. For our digital segment, programming and technical expenses include software product design, post-application software development and maintenance, database and server support costs, the help desk function, data center expenses connected with ISP hosting services and other internet content delivery expenses. For our cable television segment, programming and technical expenses include expenses associated with technical, programming, production, and content management. Programming and technical expenses were \$136.9 million for the year ended December 31, 2023 compared to \$122.6 million for the year ended December 31, 2022, an increase of approximately \$14.3 million. The increase in programming and technical expenses for the year ended December 31, 2023, compared to the same period in 2022 was due to higher expenses across most segments. Expenses in our radio broadcasting segment increased approximately \$5.0 million for the year ended December 31, 2023, compared to the year ended December 31, 2022, due primarily to the CMG acquisition (as discussed in Note 4 – *Acquisitions and Dispositions* of our consolidated financial statements) as well as higher music royalties, payroll, contract labor and rent expense. Expenses in our digital segment decreased approximately \$0.1 million for the year ended December 31, 2023 compared to the year ended December 31, 2022 due primarily to lower content expenses and video production costs partially offset by higher payroll expenses. Expenses in our Reach Media segment increased approximately \$0.5 million for the year ended December 31, 2023 compared to the year ended December 31, 2022 due primarily to higher station compensation expenses. Expenses in our cable television segment increased approximately \$8.8 million for the year ended December 31, 2023 compared to the year ended December 31, 2022 due primarily to higher content amortization expense, payroll, production facility and bad debt expense, partially offset by a decrease in promotional expenses.

*Selling, general and administrative, excluding stock-based compensation*

Years Ended December 31,			Change	
2023	2022			
\$ 172,440	\$ 160,403		\$ 12,037	7.5 %

Selling, general and administrative expenses include expenses associated with our sales departments, offices and facilities and personnel (outside of our corporate headquarters), marketing and promotional expenses, special events and sponsorships and back-office expenses. Expenses to secure ratings data for our radio stations and visitors' data for our websites are also included in selling, general and administrative expenses. In addition, selling, general and administrative expenses for the radio broadcasting segment and internet segment include expenses related to the advertising traffic (scheduling and insertion) functions. Selling, general and administrative expenses also include membership traffic acquisition costs for our online business. Selling, general and administrative expenses were approximately \$172.4 million for the year ended December 31, 2023 compared to \$160.4 million for the year ended December 31, 2022, an increase of approximately \$12.0 million. Expenses in our radio broadcasting segment increased approximately \$7.4 million for the year ended December 31, 2023, compared to the year ended December 31, 2022 due primarily to higher payroll, research, travel and entertainment and insurance expenses, as well as promotional accounts. Expenses in our digital segment decreased approximately \$1.1 million for the year ended December 31, 2023, compared to the year ended December 31, 2022 due primarily to lower compensation costs. Expenses in our Reach Media segment increased \$10.2 million for the year ended December 31, 2023, compared to the year ended December 31, 2022 primarily due to the Fantastic Voyage cruise and to a lesser extent, higher affiliate station costs. Finally, expenses in our cable television segment decreased approximately \$4.6 million for the year ended December 31, 2023, compared to the year ended December 31, 2022 due primarily to a decrease in promotional, travel and entertainment expenses.

*Corporate selling, general and administrative, excluding stock-based compensation*

Years Ended December 31,			Change	
2023	2022			
\$ 53,583	\$ 49,854		\$ 3,729	7.5 %

Corporate expenses consist of expenses associated with our corporate headquarters and facilities, including personnel as well as other corporate overhead functions. Corporate selling, general and administrative expenses were approximately \$53.6 million for the year ended December 31, 2023 compared to \$49.9 million for the year ended December 31, 2022, an increase of approximately \$3.7 million. This increase was primarily driven by higher third-party consulting and audit expenses, partially offset by lower executive compensation costs.

*Stock-based compensation*

Years Ended December 31,			Change	
2023	2022			
\$ 9,975	\$ 9,912		\$ 63	0.6 %

Stock-based compensation expense was approximately \$10.0 million for the year ended December 31, 2023 compared to \$9.9 million for the year ended December 31, 2022, an increase of approximately \$0.1 million. The increase in stock-based compensation for the year ended December 31, 2023, compared to year ended December 31, 2022, was primarily due to the timing of grants and vesting of stock awards for certain executive officers and other management personnel.

**Depreciation and amortization**

Years Ended December 31,			Change	
2023	2022		\$	
\$ 7,101	\$ 10,034		\$ (2,933)	(29.2)%

Depreciation and amortization expense was approximately \$7.1 million for the year ended December 31, 2023, compared to approximately \$10.0 million for the year ended December 31, 2022, a decrease of approximately \$2.9 million. This decrease is due to capitalized assets becoming fully depreciated.

**Impairment of goodwill, intangible assets, and long-lived assets**

Years Ended December 31,			Change	
2023	2022		\$	
\$ 129,278	\$ 40,683		\$ 88,595	217.8 %

Impairment of goodwill, intangible assets and long-lived assets was approximately \$129.3 million during the year ended December 31, 2023 compared to \$40.7 million for the year ended December 31, 2022, an increase of approximately \$88.6 million. The impairment loss of \$129.3 million in 2023 was entirely associated with the impairment of broadcasting licenses within the radio broadcasting segment. The primary factors leading to the impairments were a decline in projected gross market revenues throughout 2023 and an increase in discount rate during the first three quarters in 2023.

**Interest income**

Years Ended December 31,			Change	
2023	2022		\$	
\$ 6,967	\$ 939		\$ 6,028	642.0 %

Interest income was approximately \$7.0 million for the year ended December 31, 2023 compared to approximately \$0.9 million for the year ended December 31, 2022, an increase of approximately \$6.0 million. The increase was primarily due to higher cash and cash equivalents balances during the year ended December 31, 2023.

**Interest expense**

Years Ended December 31,			Change	
2023	2022		\$	
\$ 56,196	\$ 61,751		\$ (5,555)	(9.0)%

Interest expense decreased to approximately \$56.2 million for the year ended December 31, 2023, compared to approximately \$61.8 million for the year ended December 31, 2022, a decrease of approximately \$5.6 million. The decrease is due to lower overall debt balances outstanding. During the year ended December 31, 2023, the Company repurchased approximately \$25.0 million of its \$825.0 million in aggregate principal amount of senior secured notes due 2028 ("2028 Notes") at an average price of approximately 89.1% of par.

**Gain on retirement of debt**

Years Ended December 31,			Change	
2023	2022		\$	
\$ 2,356	\$ 6,718		\$ (4,362)	(64.9)%

Gain on retirement of debt was approximately \$2.4 million for the year ended December 31, 2023 compared to approximately \$6.7 million for the year ended December 31, 2022, a decrease of approximately \$4.4 million. As discussed above, during the year ended December 31, 2023, the Company repurchased approximately \$25.0 million of its 2028 Notes at an average price of approximately 89.1% of par, resulting in a net gain on retirement of debt. During the year ended

December 31, 2022, the Company repurchased approximately \$75.0 million of its 2028 Notes at an average price of approximately 89.5% of par, resulting in a net gain on retirement of debt of approximately \$6.7 million during the year ended December 31, 2022.

**Other income, net**

		Years Ended December 31,		Change	
		2023	2022		
\$		96,084	\$ 16,083	\$ 80,001	497.4 %

Other income, net increased \$80.0 million for the year ended December 31, 2023 from the year ended December 31, 2022. The increase was primarily due to the gain on sale of the Company's MGM Investment, which was recognized in other income, net, during the year ended December 31, 2023. During the year ended December 31, 2022, the Company recognized income related to the MGM investment as well as the Paycheck Protection Program loan program ("PPP") and related accrued interest that was forgiven in other income, net.

**Provision for income taxes**

		Years Ended December 31,		Change	
		2023	2022		
\$		7,944	\$ 16,418	\$ (8,474)	(51.6)%

For the year ended December 31, 2023, we recorded a provision for income taxes of approximately \$7.9 million on the pre-tax income of \$17.6 million resulting with an annual effective tax rate of 45.0%. The difference between the effective rate and the Company's statutory rate relates primarily to the effect of state taxes, uncertain tax positions, Internal Revenue Code ("IRC") Section 382 adjustments, and permanent differences associated with non-deductible officer compensation. For the year ended December 31, 2022, we recorded a provision for income taxes of approximately \$16.4 million on pre-tax income of \$53.1 million resulting with an annual effective tax rate of 30.9%. This rate primarily reflects taxes at statutory tax rates, and the impact of permanent differences associated with non-deductible officer compensation, and non-taxable PPP Loan income forgiveness. In general, permanent book to tax differences have a greater impact on pre-tax income when the income is lower in the given period.

**Loss from unconsolidated joint venture**

		Years Ended December 31,		Change	
		2023	2022		
\$		(5,131)	\$ —	\$ (5,131)	100 %

For the year ended December 31, 2023, we recognized approximately \$5.1 million loss from unconsolidated joint venture related to the Company's investment in RVAEH.

**Net income attributable to noncontrolling interests**

Years Ended December 31,			Change		
2023	2022		\$	\$	
\$ 2,515	\$ 2,317			198	8.5 %

Net income attributable to noncontrolling interests was approximately \$2.5 million for the year ended December 31, 2023 compared to approximately \$2.3 million for the year ended December 31, 2022. The increase was primarily driven by the loss from RVEAH no longer being recorded for the year ended December 31, 2023 compared to the year ended December 31, 2022.

**Non-GAAP Financial Measures**

The presentation of non-GAAP financial measures is not intended to be considered in isolation from, as a substitute for, or superior to the financial information prepared and presented in accordance with GAAP. We use non-GAAP financial measures including broadcast and digital operating income and Adjusted EBITDA as additional means to evaluate our business and operating results through period-to-period comparisons. Reconciliations of our non-GAAP financial measures to the most directly comparable GAAP financial measures are included below for review. Reliance should not be placed on any single financial measure to evaluate our business.

**Measurement of Performance**

We monitor and evaluate the growth and operational performance of our business using net income and the following key metrics:

(a) **Net revenue:** The performance of an individual radio station or group of radio stations in a particular market is customarily measured by its ability to generate net revenue. Net revenue consists of gross revenue, net of local and national agency and outside sales representative commissions consistent with industry practice. Net revenue is recognized in the period in which advertisements are broadcast. Net revenue also includes advertising aired in exchange for goods and services, which is recorded at fair value, revenue from sponsored events, and other revenue. Net revenue is recognized for our online business as impressions are delivered. Net revenue is recognized for our cable television business as advertisements are run, and during the term of the affiliation agreements at levels appropriate for the most recent subscriber counts reported by the affiliate, net of launch support.

(b) **Broadcast and digital operating income:** The radio broadcasting industry commonly refers to "station operating income" which consists of net income (loss) before depreciation and amortization, income taxes, interest expense, interest income, noncontrolling interests in income of subsidiaries, other income, net, loss from unconsolidated joint venture, corporate selling, general and administrative expenses, stock-based compensation, impairment of goodwill, intangible assets, and long-lived assets and (gain) loss on retirement of debt. However, given the diverse nature of our business, station operating income is not truly reflective of our multi-media operation and, therefore, we use the term "broadcast and digital operating income." Broadcast and digital operating income is not a measure of financial performance under GAAP. Nevertheless, broadcast and digital operating income is a significant measure used by our management to evaluate the operating performance of our core operating segments. Broadcast and digital operating income provides helpful information about our results of operations, apart from expenses associated with our fixed assets and goodwill, intangible assets, and long-lived assets, income taxes, investments, impairment charges, debt financings and retirements, corporate overhead and stock-based compensation. Our measure of broadcast and digital operating income is similar to industry use of station operating income; however, it reflects our more diverse business and therefore is not completely analogous to "station operating income" or other similarly titled measures as used by other companies. Broadcast and digital operating income does not represent operating income or loss, or cash flow from operating activities, as those terms are defined under GAAP, and should not be considered as an alternative to those measurements as an indicator of our performance.

Broadcast and digital operating income decreased to approximately \$168.4 million for the year ended December 31, 2023, compared to approximately \$201.6 million for the year ended December 31, 2022, a decrease of approximately \$33.2 million or 16.5%. This decrease was due to lower broadcast and digital operating income at each of our segments. Our radio broadcasting segment generated approximately \$34.6 million of broadcast and digital operating income during the year ended December 31, 2023, compared to approximately \$47.5 million during the year ended December 31, 2022, a decrease of approximately \$12.9 million, primarily due to lower net revenues and higher expenses. Reach Media generated approximately \$17.9 million of broadcast and digital operating income during the year ended December 31, 2023, compared to approximately \$18.9 million during the year ended December 31, 2022, primarily due to higher expenses offset by higher revenue. Our digital segment generated approximately \$20.0 million of broadcast and digital operating income during the year ended December 31, 2023, compared to approximately \$21.8 million during the year ended December 31, 2022, primarily due to decrease in net revenues and increased expenses. Finally, our cable television segment generated approximately \$95.5 million of broadcast and digital operating income during the year ended December 31, 2023, compared to approximately \$113.4 million during the year ended December 31, 2022, with the decrease primarily due to lower net revenues and higher expenses.

(c) *Adjusted EBITDA*: Adjusted EBITDA consists of net income (loss) plus (1) depreciation and amortization, income taxes, interest expense, net income attributable to noncontrolling interests, impairment of goodwill, intangible assets, and long-lived assets, stock-based compensation, (gain) loss on retirement of debt, employment agreement award and other compensation, corporate development costs, severance-related costs, investment income, loss from unconsolidated joint venture, less (2) other income, net and interest income. Net income before interest income, interest expense, income taxes, depreciation and amortization is commonly referred to in our business as "EBITDA." Adjusted EBITDA and EBITDA are not measures of financial performance under GAAP. We believe Adjusted EBITDA is often a useful measure of a company's operating performance and is a significant measure used by our management to evaluate the operating performance of our business. Accordingly, based on the previous description of Adjusted EBITDA, we believe that it provides useful information about the operating performance of our business, apart from the expenses associated with our fixed assets and goodwill, intangible assets, and long-lived assets or capital structure. Adjusted EBITDA is frequently used as one of the measures for comparing businesses in the broadcasting industry, although our measure of Adjusted EBITDA may not be comparable to similarly titled measures of other companies, including, but not limited to the fact that our definition includes the results of all four of our operating segments (radio broadcasting, Reach Media, digital and cable television). Business activities unrelated to these four segments are included in an "all other" category which the Company refers to as "All other - corporate/eliminations." Adjusted EBITDA and EBITDA do not purport to represent operating income or cash flow from operating activities, as those terms are defined under GAAP, and should not be considered as alternatives to those measurements as an indicator of our performance.

#### Summary of Performance

The table below provides a summary of our performance based on the metrics described above:

	Years Ended December 31,	
	2023	2022
	(In thousands)	
Net revenue	\$ 477,690	\$ 484,604
Broadcast and digital operating income	168,366	201,572
Adjusted EBITDA	128,379	165,180
Net income attributable to common stockholders	2,050	34,343

The reconciliation of net income to broadcast and digital operating income is as follows:

	Years Ended December 31,	
	2023	2022
	(In thousands)	
Net income attributable to common stockholders	\$ 2,050	\$ 34,343
Add back/(deduct) certain non-broadcast and digital operating income items included in net income:		
Interest income	(6,967)	(939)
Interest expense	56,196	61,751
Provision for income taxes	7,944	16,418
Corporate selling, general and administrative, excluding stock-based compensation	53,583	49,854
Stock-based compensation	9,975	9,912
Gain on retirement of debt	(2,356)	(6,718)
Other income, net	(96,084)	(16,083)
Loss from unconsolidated joint venture	5,131	—
Depreciation and amortization	7,101	10,034
Net income attributable to noncontrolling interests	2,515	2,317
Impairment of goodwill, intangible assets, and long-lived assets	129,278	40,683
Broadcast and digital operating income	<u>\$ 168,366</u>	<u>\$ 201,572</u>

The reconciliation of net income to adjusted EBITDA is as follows:

	Years Ended December 31,	
	2023	2022
	(In thousands)	
Net income attributable to common stockholders	\$ 2,050	\$ 34,343
Add back/(deduct) certain non-broadcast and digital operating income items included in net income:		
Interest income	(6,967)	(939)
Interest expense	56,196	61,751
Provision for income taxes	7,944	16,418
Depreciation and amortization	7,101	10,034
EBITDA	<u>\$ 66,324</u>	<u>\$ 121,607</u>
Stock-based compensation	9,975	9,912
Gain on retirement of debt	(2,356)	(6,718)
Other income, net	(96,084)	(16,083)
Loss from unconsolidated joint venture	5,131	—
Net income attributable to noncontrolling interests	2,515	2,317
Corporate development costs	8,196	2,221
Employment Agreement Award and other compensation	169	1,587
Severance-related costs	669	850
Impairment of goodwill, intangible assets, and long-lived assets	129,278	40,683
Investment income (expense) from MGM National Harbor <sup>1</sup>	(115)	8,804
Other nonrecurring expenses	4,677	—
Adjusted EBITDA	<u>\$ 128,379</u>	<u>\$ 165,180</u>

<sup>1</sup>Investment income (expense) from MGM National Harbor is included in other income, net.

#### **Liquidity and Capital Resources**

From time to time, the Company may repurchase its outstanding debt and/or equity securities in open market purchases. Under open authorizations, repurchases of our outstanding debt and/or equity securities may be made from time to time in the open market or in privately negotiated transactions in accordance with applicable laws and regulations. Repurchased debt and equity securities are retired when repurchased. The timing and extent of any repurchases will depend upon prevailing market conditions, the trading price of the Company's outstanding debt and/or equity securities and other factors, and subject to restrictions under applicable law.

Our primary source of liquidity is cash provided by operations and, to the extent necessary, borrowings available under our asset-backed credit facility. Our cash, cash equivalents and restricted cash balance is approximately \$233.6 million as of December 31, 2023. As of December 31, 2023, there were no borrowings outstanding on the Current ABL Facility (as defined below) which has \$50.0 million in overall capacity.

The Company regularly considers the impact of macroeconomic conditions on our business. Uncertainty in the macroeconomic environment with continued increases in inflation and interest rates, along with banking volatility, may have an adverse effect on our revenues.

During the year ended December 31, 2023, the Company repurchased 824 shares of Class D common stock in the amount of approximately \$3,000 at an average price of \$3.99 per share. During the year ended December 31, 2023, the Company executed Stock Vest Tax Repurchases of 312,448 shares of Class D Common Stock in the amount of approximately \$1.6 million at an average price of \$5.21 per share. See Note 12 — *Stockholders' Equity* of our consolidated financial statements for further information on our common stock.

On March 8, 2023, ROEH issued a Put Notice with respect to its Put Interest in MGMNH. Upon issuance of the Put Notice, no later than thirty (30) days following receipt, MGMNH was required to repurchase the Put Interest for cash. On April 21 2023, ROEH closed on the sale of the Put Interest and received approximately \$136.8 million at the time of settlement of the Put Interest, representing the put price. During the year ended December 31, 2023, the Company received \$8.8 million representing the Company's annual distribution from MGMNH with respect to fiscal year 2022.

On January 25, 2021, the Company closed on an offering (the "2028 Notes Offering") of \$825.0 million in aggregate principal amount of the 2028 Notes in a private offering exempt from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"). The 2028 Notes are general senior secured obligations of the Company and are guaranteed on a senior secured basis by certain of the Company's direct and indirect restricted subsidiaries. The 2028 Notes mature on February 1, 2028 and interest on the Notes accrues and is payable semi-annually in arrears on February 1 and August 1 of each year, commencing on August 1, 2021 at the rate of 7.375% per annum.

The 2028 Notes Offering and the guarantees are secured, subject to permitted liens and except for certain excluded assets (i) on a first priority basis by substantially all of the Company's and the Guarantors' current and future property and assets (other than accounts receivable, cash, deposit accounts, other bank accounts, securities accounts, inventory and related assets that secure our asset-backed revolving credit facility on a first priority basis (the "ABL Priority Collateral")), including the capital stock of each guarantor (collectively, the "Notes Priority Collateral") and (ii) on a second priority basis by the ABL Priority Collateral.

During the year ended December 31, 2023, the Company repurchased approximately \$25.0 million of its 2028 Notes at an average price of approximately 89.1% of par. The Company recorded a net gain on retirement of debt of approximately \$2.4 million for the year ended December 31, 2023.

See Note 10 — *Long-Term Debt* of our consolidated financial statements for further information on liquidity and capital resources in the footnotes to the consolidated financial statements.

On February 19, 2021, the Company closed on an asset backed credit facility (the "Current ABL Facility"). The Current ABL Facility is governed by a credit agreement by and among the Company, the other borrowers party thereto, the lenders party thereto from time to time and Bank of America, N.A., as administrative agent. The Current ABL Facility

provides for up to \$50.0 million revolving loan borrowings in order to provide for the working capital needs and general corporate requirements of the Company. The Current ABL Facility also provides for a letter of credit facility up to \$5.0 million as a part of the overall \$50.0 million in capacity. As of December 31, 2023, there were no borrowings outstanding on the Current ABL Facility.

At the Company's election, the interest rate on borrowings under the Current ABL Facility are based on either (i) the then applicable margin relative to Base Rate Loans (as defined in the Current ABL Facility) or (ii) until execution of the Waiver and Amendment (as defined below) took effect, the then applicable margin relative to LIBOR Loans (as defined in the Current ABL Facility) corresponding to the average availability of the Company for the most recently completed fiscal quarter.

On April 30, 2023, the Company entered into a waiver and amendment (the "Waiver and Amendment") to the Current ABL Facility. The Waiver and Amendment waived certain events of default under the Current ABL Facility related to the Company's failure to timely deliver certain Annual Financial Deliverables for the Fiscal Year ended December 31, 2022. Additionally, under the Waiver and Amendment, the Current ABL Facility was amended to provide that from and after the date thereof, any request for a new LIBOR Loan (as defined in the Current ABL Facility), for a continuation of an existing LIBOR Loan (as defined in the Current ABL Facility) or for a conversion of a Loan to a LIBOR Loan (as defined in the Current ABL Facility) shall be deemed to be a request for a loan bearing interest at Term SOFR (as defined in the Amended Current ABL Facility) (the "SOFR Interest Rate Change").

Advances under the Current ABL Facility are limited to (a) eighty-five percent (85%) of the amount of Eligible Accounts (as defined in the Current ABL Facility), less the amount, if any, of the Dilution Reserve (as defined in the Current ABL Facility), minus (b) the sum of (i) the Bank Product Reserve (as defined in the Current ABL Facility), plus (ii) the AP and Deferred Revenue Reserve (as defined in the Current ABL Facility), plus (iii) without duplication, the aggregate amount of all other reserves, if any, established by Administrative Agent.

All obligations under the Current ABL Facility are secured by a first priority lien on all (i) deposit accounts (related to accounts receivable), (ii) accounts receivable, and (iii) all other property which constitutes ABL Priority Collateral (as defined in the Current ABL Facility). The obligations are also guaranteed by all material restricted subsidiaries of the Company.

As the Company was undrawn under the Current ABL Facility as of the date of the Waiver and Amendment, the SOFR Interest Rate Change would only bear upon future borrowings by the Company such that they bear an interest rate relating to the secured overnight financing rate. These provisions of the Waiver and Amendment are intended to transition loans under the Current ABL Facility to the new secured overnight financing rate as the benchmark rate.

Between June 5, 2023 and November 9, 2023, the Company entered into four more waiver and amendments related to the Company's failure to timely deliver both the annual financial deliverables for the Fiscal Year ended December 31, 2022 and quarterly financial deliverables for the quarters ended March 31, 2023, June 30, 2023 and September 30, 2023 as required under the Current ABL Facility, dated as of February 19, 2021. On November 9, 2023, the Company entered into a fifth waiver and amendment (the "Fifth Waiver and Amendment") to the Current ABL Facility, dated as of February 19, 2022. The Fifth Waiver and Amendment waived certain events of default under the Current ABL Facility related to the Company's failure to timely deliver the delayed reports. The Fifth Waiver and Amendment set a due date of November 30, 2023 for the quarterly financial deliverables for the quarters ended March 31, 2023 and June 30, 2023 and a due date of December 31, 2023 for the quarterly financial deliverables for the three months ended September 30, 2023. See Note 16 – *Subsequent Events* of our consolidated financial statements for further background on the Sixth Waiver and Amendment, each executed after the year ended December 31, 2023.

The Current ABL Facility matures on the earlier to occur of (a) the date that is five years from the effective date of the Current ABL Facility, and (b) 91 days prior to the maturity of the Company's 2028 Notes.

The Current ABL Facility is subject to the terms of the Revolver Intercreditor Agreement (as defined in the Current ABL Facility) by and among the Administrative Agent and Wilmington Trust, National Association.

The following table summarizes the interest rates in effect with respect to our debt as of December 31, 2023:

Type of Debt	Amount Outstanding (In millions)	Applicable Interest Rate
2028 Notes, net of issuance costs (fixed rate)	\$ 716.2	7.375 %
Asset-backed credit facility (variable rate) (1)	—	—

(1) Subject to variable SOFR or Prime plus a spread that is incorporated into the applicable interest rate.

The following table provides a summary of our statements of cash flows for the years ended December 31, 2023 and 2022:

	Year Ended December 31,	
	2023	2022
Net cash flows provided by operating activities	\$ 64,645	\$ 66,548
Net cash flows provided by (used in) investing activities	95,358	(28,683)
Net cash flows used in financing activities	(28,312)	(94,704)

Net cash flows provided by operating activities were approximately \$64.6 million and \$66.5 million for the years ended December 31, 2023 and 2022, respectively. Cash flow from operating activities for the year ended December 31, 2023, decreased from the prior year primarily due to a decrease in earnings partially offset by improved working capital requirements, including improved collections of receivables partially offset by timing of payments. Cash flows from operations, cash and cash equivalents, and other sources of liquidity are expected to be available and sufficient to meet foreseeable cash requirements.

Net cash flows provided by investing activities were approximately \$95.4 million for the year ended December 31, 2023 and net cash flows used in investing activities were approximately \$28.7 million for the year ended December 31, 2022. The increase was primarily driven by the sale of the Company's MGM investment partially offset by the deconsolidation of RVAEH.

Net cash flows used in financing activities were approximately \$28.3 million and \$94.7 million for the years ended December 31, 2023 and 2022, respectively. We repurchased approximately \$1.6 million and \$26.5 million of our Class D Common Stock during the years ended December 31, 2023 and 2022, respectively. During the years ended December 31, 2023 and 2022, the Company repurchased approximately \$22.3 million and \$67.1 million, respectively, of our 2028 Notes. Finally, Reach Media paid approximately \$4.4 million and \$1.6 million in dividends to noncontrolling interest shareholders during the years ended December 31, 2023 and 2022, respectively.

#### Credit Rating Agencies

On a continuing basis, Standard and Poor's, Moody's Investor Services and other rating agencies may evaluate our indebtedness in order to assign a credit rating. Our corporate credit ratings by Standard & Poor's Rating Services and Moody's Investors Service are speculative-grade and have been downgraded and upgraded at various times during the last several years. Any reductions in our credit ratings could increase our borrowing costs, reduce the availability of financing to us or increase our cost of doing business or otherwise negatively impact our business operations.

#### Recent Accounting Pronouncements

See Note 3 — *Summary of Significant Accounting Policies* of our consolidated financial statements for a summary of recent accounting pronouncements.

#### **CRITICAL ACCOUNTING ESTIMATES**

Our accounting policies are described in Note 3 – Summary of Significant Accounting Policies of our consolidated financial statements. We prepare our consolidated financial statements in conformity with GAAP, which require us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. We consider the following policies and estimates to be most critical in understanding the judgments involved in preparing our financial statements and the uncertainties that could affect our results of operations, financial condition and cash flows.

##### ***Goodwill within the Radio Broadcasting Segment and Radio Broadcasting Licenses***

Goodwill exists whenever the purchase price exceeds the fair value of tangible and identifiable intangible net assets acquired in business combinations. As of December 31, 2023, we had approximately \$375.3 million in broadcasting licenses and \$30.0 million in goodwill within the radio broadcasting segment, which totaled \$405.3 million and represented approximately 33.4% of our total assets.

We account for goodwill and broadcasting licenses under Accounting Standards Codification ("ASC") 350, "Intangibles – Goodwill and Other," ("ASC 350") which requires the Company to test goodwill at the reporting unit level and radio broadcasting licenses at the unit of accounting level for impairment annually or whenever events or circumstances indicate that impairment may exist.

Our annual impairment assessment is performed as of October 1 of each year using an income approach. We test the reasonableness of the inputs and outcomes of our discounted cash flow models against available market data by comparing our overall average implied multiple based on our cash flow projections and fair values to recently completed sales transactions for goodwill, and by comparing our estimated reporting unit fair values to the market capitalization of the Company. Impairment exists when the carrying value of these assets exceeds its respective fair value. When the carrying value exceeds fair value, an impairment amount is charged to operations for the excess.

We have 13 radio market reporting units within the radio broadcasting segment. Significant impairment charges have been an ongoing trend experienced by media companies in general and are not unique to us.

We believe our estimate of the value of our radio broadcasting licenses and goodwill within the radio broadcasting segment is a critical accounting estimate as the value is significant in relation to our total assets, and our estimate of the value uses judgmental assumptions that incorporate variables based on past experiences and expectations about future operating performance. Fair value determinations require considerable judgment and are sensitive to changes in underlying assumptions and estimates and market factors. The key assumptions associated with determining the estimated fair value for radio broadcasting licenses include market revenue and projected revenue growth by market, mature market share, operating profit margin, terminal growth rate, and discount rate. The key assumptions associated with determining the estimated fair value for goodwill within the radio broadcasting segment include revenue growth rates of each radio market reporting unit, operating profit margins, terminal growth rate, and the discount rate.

While we believe we have made reasonable estimates and assumptions to calculate the fair values, changes in any one estimate, assumption or a combination of estimates and assumptions, or changes in certain events or circumstances (including uncontrollable events and circumstances resulting from continued deterioration in the economy or credit markets) could require us to assess recoverability of broadcasting licenses and goodwill at times other than our annual October 1 assessments, and could result in changes to our estimated fair values and further write-downs to the carrying values of these assets. Impairment charges are non-cash in nature, and as with current and past impairment charges, any future impairment charges will not impact our cash needs or liquidity or our bank ratio covenant compliance.

We had a total goodwill carrying value of approximately \$30.0 million across seven of our 13 radio market reporting units within the radio broadcasting segment as of December 31, 2023.

As of October 1, 2023, we performed an annual impairment assessment (quantitative for all reporting units) for goodwill. As of December 31, 2023, we performed an interim impairment assessment (qualitative for six reporting units and quantitative for one reporting unit) for goodwill because of a decline in operating cash flows. Based on the annual and interim impairment assessments performed, no goodwill impairment losses were recognized for the year ended December 31, 2023.

Based on the most recent impairment assessments performed, for the six reporting units where a qualitative assessment was performed, it was not more likely than not the fair value of the reporting units was less than the respective carrying amounts. For the one reporting unit where a quantitative assessment was performed, the fair value exceeded the carrying value by 11.1%. We do not believe we have any reporting units that are at risk of failing the quantitative impairment test.

Below are the key assumptions used in the income approach model for estimating the fair value of the goodwill for the seven radio market reporting units within the radio broadcasting segment in the most recent interim impairment assessment performed as of December 31, 2023 and the annual impairment assessment performed as of October 1, 2023.

Reporting Unit (a)	Discount Rate	Revenue Growth Rate Range	Terminal Growth Rate	Operating Profit Margin Range
1	10.0 %	(4.4) % - 0.2 %	(0.5) %	29.5 % - 39.0 %
2	10.0 %	(2.5) % - 1.0 %	(0.5) %	29.8 % - 35.3 %
6	10.0 %	(2.1) % - 1.5 %	(0.5) %	18.6 % - 25.4 %
10	10.0 %	(0.7) % - 8.0 %	(0.5) %	28.5 % - 34.1 %
11	10.0 %	(0.7) % - 0.0 %	(0.5) %	9.7 % - 15.4 %
13	10.0 %	(0.5) % - 4.2 %	(0.5) %	30.8 % - 31.7 %
16	9.0 %	(0.5) % - 0.2 %	(0.5) %	26.0 % - 29.6 %

(a) The most recent quantitative impairment assessment was performed as of October 1, 2023 for all radio market reporting units, except for reporting unit 16 for which the most recent quantitative impairment assessment was performed as of December 31, 2023.

Our total broadcasting licenses had a total carrying value of approximately \$375.3 million as of December 31, 2023. We have concluded the combined broadcasting licenses in each of our 13 radio markets represent a unit of accounting for impairment purposes. As of October 1, 2023 and December 31, 2023, the Company performed an annual impairment assessment and an interim impairment assessment, respectively, for the broadcasting licenses for all 13 radio markets to determine whether they were impaired. To determine the fair value of the broadcasting licenses, the Company utilized the income approach which values a license by calculating the value of a hypothetical startup company that initially has no assets except the asset to be valued (the license). Based on the annual assessment, there was no impairment loss to be recognized for any of the radio markets.

The Company recognized an impairment loss of approximately \$124.3 million for broadcasting licenses in eight radio markets during the nine months ended September 30, 2023 based on previous interim impairment assessments. Based on the most recent interim assessment as of December 31, 2023, the Company recognized an impairment loss of approximately \$5.0 million for broadcasting licenses in three radio markets during the three months ended December 31, 2023. Excluding the broadcasting licenses in the three radio markets where an impairment loss was recognized during the three months ended December 31, 2023, the fair value of broadcasting licenses in eight radio markets, approximately \$204.9 million in aggregate, exceeded its carrying value by less than 10% as of December 31, 2023. The broadcasting licenses in those eight radio markets are considered at risk of failing the quantitative impairment assessment in future quarters if financial performance decreases.

Below are the key assumptions used in the income approach model for estimating the fair value of the broadcasting licenses for all 13 radio markets in the most recent impairment assessment performed for each market.

Unit of Accounting (a)	Carrying Value (in millions)	Excess % FV over CV	Discount Rate	Revenue Growth Rate Range	Terminal Growth Rate	Mature Market Share	Operating Profit Margin
1	\$ 61.0	4.2 %	9.5 %	(2.3) % - 0.8 %	(0.5) %	15.3 %	29.7 %
2	\$ 3.1	530.0 %	9.5 %	(1.9) % - 0.6 %	(0.5) %	12.9 %	29.5 %
4	\$ 19.4	3.9 %	9.5 %	(2.3) % - 0.8 %	(0.5) %	23.2 %	20.0 %
5	\$ 10.2	Impaired	9.5 %	(2.2) % - 0.7 %	(0.5) %	7.1 %	27.5 %
6	\$ 19.7	Impaired	9.5 %	(1.4) % - 0.5 %	(0.5) %	14.6 %	27.6 %
7	\$ 12.4	0.9 %	9.5 %	(2.3) % - 0.8 %	(0.5) %	12.2 %	23.0 %
8	\$ 37.4	5.4 %	9.5 %	(2.0) % - 0.7 %	(0.5) %	7.1 %	30.6 %
10	\$ 95.8	48.4 %	9.5 %	(1.5) % - 0.5 %	(0.5) %	25.4 %	31.9 %
11	\$ 20.7	8.1 %	9.5 %	(2.2) % - 0.7 %	(0.5) %	30.0 %	23.0 %
12	\$ 10.0	1.3 %	9.5 %	(1.9) % - 0.6 %	(0.5) %	5.2 %	17.0 %
13	\$ 28.2	2.1 %	9.5 %	(2.0) % - 0.7 %	(0.5) %	23.8 %	29.5 %
14	\$ 7.4	7.4 %	9.5 %	(2.1) % - 0.7 %	(0.5) %	21.0 %	19.0 %
16	\$ 49.9	Impaired	10.0 %	(2.0) % - 0.7 %	(0.5) %	15.1 %	26.0 %

(a) The units of accounting are not disclosed on a specific market basis so as to not make publicly available sensitive information that could be competitively harmful to the Company.

The following table presents sensitivity analyses for broadcasting licenses and goodwill of reporting units within the radio broadcasting segment showing the impact on our most recent quantitative impairment assessment resulting from: (i) a 100 basis point decrease in industry or reporting unit terminal growth rates; (ii) a 100 basis point decrease in operating profit margins; (iii) a 100 basis point increase in the discount rate; and (iv) both a 5% and 10% reduction in the fair values of broadcasting licenses and reporting units.

		Hypothetical Increase in the Recorded Impairment Charge For the Year Ended December 31, 2023	
		Broadcasting Licenses	Goodwill (a)
		(in millions)	
<b>Impairment Charge Recorded: Radio Market Reporting Units</b>			
		\$ 129.3	\$ —
<b>Hypothetical Change for Radio Market Reporting Units:</b>			
A 100 basis point decrease in radio industry terminal growth rates	\$	10.2	\$ 3.7
A 100 basis point decrease in operating profit margin in the projection period		5.5	3.4
A 100 basis point increase in the applicable discount rate		25.1	5.4
A 5% reduction in the fair value of broadcasting licenses and reporting units		6.6	3.8
A 10% reduction in the fair value of broadcasting licenses and reporting units		20.1	5.8

(a) Goodwill impairment charge applies only to further goodwill impairment and not to any potential license impairment that could result from changing other assumptions.

See Note 6 – *Goodwill, Radio Broadcasting Licenses and Other Intangible Assets*, of our consolidated financial statements for further discussion.

#### Fair Value Measurements

The Company completed the sale of its MGM Investment on April 21, 2023. Please refer to Note 3(q) – *Investments* of our consolidated financial statements for more details. The investment in MGM National Harbor was preferred stock that had a non-transferable put right and was classified as an available-for-sale debt security. The investment was initially measured at fair value using a dividend discount model. Significant inputs to the dividend discount model include revenue growth rates, discount rate and a terminal growth rate. As of June 30, 2023 and December 31, 2022, the investment's fair value was measured using a contractual valuation approach. This method relied on a contractually agreed upon formula established between the Company and MGM National Harbor, defined in the Second Amended and Restated Operating

Agreement of MGM National Harbor, LLC ("the Agreement") rather than market-based inputs or traditional valuation methods. As defined in the Agreement, the calculation of the put was based on operating results, Enterprise Value and the Put Price Multiple. The inputs used in this measurement technique were specific to the entity, MGM National Harbor, and there are no current observable prices for investments in private companies that are comparable to MGM National Harbor. The inputs used to measure the fair value of this security are classified as Level 3 within the fair value hierarchy. Throughout the periods from the fourth quarter of 2020 up until the third quarter of 2022, the Company relied on the dividend discount model for valuation purposes based on the facts, circumstances, and information available at the time. During the fourth quarter of 2022, the Company adopted the contractual valuation method described above as it believes it more closely approximates the fair value of the investment at that time.

The Company accounts for an award called for in the CEO's employment agreement (the "Employment Agreement") at fair value. According to the Employment Agreement, executed in April 2008, the CEO is eligible to receive an award (the "Employment Agreement Award") in an amount equal to approximately 4% of any proceeds from distributions or other liquidity events in excess of the return of the Company's aggregate investment in TV One. The Company's obligation to pay the award was triggered after the Company recovered the aggregate amount of capital contributions in TV One, and payment is required only upon actual receipt of the distributions of cash or marketable securities or proceeds from a liquidity event with respect to such invested amount. The long-term portion of the award is recorded in other long-term liabilities and the current portion is recorded in other current liabilities in the consolidated balance sheets. The CEO was fully vested in the award upon execution of the Employment Agreement, and the award lapses if the CEO voluntarily leaves the Company or is terminated for cause. In April 2024, the Compensation Committee of the Board of Directors of the Company approved terms for a new employment agreement with the CEO, which were effective January 2022, including a renewal of the Employment Agreement Award upon similar terms as in the prior Employment Agreement.

The Company estimated the fair value of the Employment Agreement Award as of December 31, 2023 and 2022, at approximately \$23.0 million and \$25.7 million, respectively, and, accordingly, adjusted the liability to that amount. The fair value estimate incorporated a number of assumptions and estimates, including but not limited to revenue growth rates, future operating profit margins, discount rate, peer companies, EBITDA multiples and weighting of the income and market approach. As the Company will measure changes in the fair value of this award at each reporting period as warranted by certain circumstances, different estimates or assumptions may result in a change to the fair value of the award amount previously recorded.

Redeemable noncontrolling interests are interests in subsidiaries that are redeemable outside of the Company's control either for cash or other assets. These interests are classified as mezzanine equity and measured at the greater of estimated redemption value at the end of each reporting period or the historical cost basis of the noncontrolling interests adjusted for cumulative earnings allocations. The resulting increases or decreases in the estimated redemption amount are affected by corresponding charges against retained earnings, or in the absence of retained earnings, additional paid-in-capital.

The Company assesses the fair value of the redeemable noncontrolling interests in Reach Media as of the end of each reporting period. The fair value of the redeemable noncontrolling interests as of December 31, 2023 and 2022, was approximately \$16.5 million and \$25.3 million, respectively. The redeemable noncontrolling interests in Reach Media are measured at fair value using a discounted cash flow methodology as of December 31, 2022. Significant inputs to the discounted cash flow analysis include revenue growth rates, future operating profit margins, discount rate. As of December 31, 2023 the fair value is measured using an exit price methodology. Significant inputs to the exit price analysis include revenue growth rates, future operating profit margins, discount rate and an exit multiple. Different estimates and assumptions may result in a change to the fair value of the redeemable noncontrolling interests amount previously recorded.

#### **Capital and Commercial Commitments**

##### **Indebtedness**

As of December 31, 2023, we had approximately \$725.0 million of our 2028 Notes outstanding within our corporate structure. See Note 10 - *Long-Term Debt* of our consolidated financial statements. The Company had no other indebtedness.

**Lease Obligations**

We have non-cancelable operating leases for office space, studio space, broadcast towers and transmitter facilities that expire over the next forty-nine years.

**Operating Contracts and Agreements**

We have other operating contracts and agreements including employment contracts, on-air talent contracts, severance obligations, retention bonuses, consulting agreements, equipment rental agreements, programming related agreements, and other general operating agreements that expire over the next five years.

**Royalty Agreements**

Musical works rights holders, generally songwriters and music publishers, have been traditionally represented by performing rights organizations, such as the ASCAP, BMI and SESAC. The market for rights relating to musical works is changing rapidly. Songwriters and music publishers have withdrawn from the traditional performing rights organizations, particularly ASCAP and BMI, and new entities, such as GMR, have been formed to represent rights holders. These organizations negotiate fees with copyright users, collect royalties and distribute them to the rights holders. These licenses periodically come up for renewal, and as a result certain of our PRO licenses are currently the subject of renewal negotiations. The outcome of these renewal negotiations could impact, and potentially increase, our music license fees. In addition, there is no guarantee that additional PROs will not emerge, which could impact, and in some circumstances increase, our royalty rates and negotiation costs.

The Radio Music Licensing Committee (the "RMLC"), of which we are a represented participant, has negotiated and entered into, on behalf of participating members, an Interim License Agreement with the ASCAP effective January 1, 2022 and to remain in effect until the date on which the parties reach agreement as to, or there is court determination of, new interim or final fees, terms, and conditions of a new license for the five year period commencing on January 1, 2022 and concluding on December 31, 2026. On February 7, 2022, the RMLC and GMR reached a settlement and achieved certain conditions which effectuate a four-year license to which the Company is a party for the period April 1, 2022 to March 31, 2026. The license includes an optional three-year extended term that the Company may effectuate prior to the end of the initial term. The RMLC is negotiating with BMI and SESAC.

**Reach Media Redeemable Noncontrolling Interests**

Beginning on January 1, 2018, the noncontrolling interest shareholders of Reach Media have had an annual right to require Reach Media to purchase all or a portion of their shares at the then current fair market value for such shares (the "Put Right"). This annual right is exercisable for a 30-day period beginning January 1 of each year. The purchase price for such shares may be paid in cash and/or registered Class D common stock of Urban One, at the discretion of Urban One. The noncontrolling interest shareholders of Reach Media exercised 50% of their Put Right on January 29, 2024. Management, at this time, cannot reasonably determine the period when and if the remaining portion of the Put Right will be exercised by the noncontrolling interest shareholders.

**Contractual Obligations Schedule**

The following table represents our scheduled contractual obligations as of December 31, 2023:

Contractual Obligations	Payments Due by Period						
	2024	2025	2026	2027	2028	2029 and Beyond	Total
7.375% Subordinated Notes (1)	\$ 53,469	\$ 53,469	\$ 53,469	\$ 53,469	\$ 729,456	\$ —	\$ 943,332
Other operating contracts/agreements (2)	88,778	37,108	14,991	4,983	3,560	9,615	159,035
Operating lease obligations	13,767	7,658	5,674	4,148	3,114	14,726	49,087
Total	<u><u>\$ 156,014</u></u>	<u><u>\$ 98,235</u></u>	<u><u>\$ 74,134</u></u>	<u><u>\$ 62,600</u></u>	<u><u>\$ 736,130</u></u>	<u><u>\$ 24,341</u></u>	<u><u>\$ 1,151,454</u></u>

(1) Includes interest obligations based on effective interest rates on senior secured notes outstanding as of December 31, 2023.

(2) Includes employment contracts (including the Employment Agreement Award), severance obligations, on-air talent contracts, consulting agreements, equipment rental agreements, programming related agreements, launch liability payments, asset-backed credit facility (if applicable) and other general operating agreements. Also includes contracts that our cable television segment has entered into to acquire entertainment programming rights and programs from distributors and producers. These contracts relate to their content assets as well as prepaid programming related agreements.

Of the total amount of other operating contracts and agreements included in the table above, approximately \$106.0 million has not been recorded on the balance sheet as of December 31, 2023, as it does not meet recognition criteria. Approximately \$33.5 million relates to certain commitments for content agreements for our cable television segment, approximately \$29.2 million relates to employment agreements, and the remainder relates to other agreements.

**Off-Balance Sheet Arrangements**

The Company currently is under a letter of credit reimbursement and security agreement with capacity of up to \$1.2 million which expires on October 8, 2024. As of December 31, 2023, the Company had letters of credit totaling approximately \$0.8 million under the agreement for certain operating leases and certain insurance policies. Letters of credit issued under the agreement are required to be collateralized with cash. In addition, the Current ABL Facility provides for letter of credit capacity of up to \$5.0 million subject to certain limitations on availability.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

Not required for smaller reporting companies.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The consolidated financial statements of Urban One required by this item are filed with this report on Pages F-1 to F-52.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

On July 12, 2023, the Audit Committee of the Company's Board of Directors (the "Audit Committee") dismissed BDO USA, P.A. ("BDO") as the Company's independent registered public accounting firm. On July 12, 2023, the Audit

Committee appointed Ernst & Young LLP (EY) to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023.

The audit reports of BDO on the Company's consolidated financial statements as of and for the years ended December 31, 2022 and December 31, 2021 contained no adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles, except that BDO's report on the Company's financial statements as of and for the years ended December 31, 2022 and 2021 noted that "As discussed in Note 2 to the consolidated financial statements, the 2021 consolidated financial statements have been restated to correct misstatements."

During the Company's fiscal years ended December 31, 2022 and December 31, 2021 and through July 11, 2023, no "reportable event" as defined in Item 304(a)(1)(v) of Regulation S-K occurred, other than the material weaknesses in internal control over financial reporting initially disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2022.

During the Company's fiscal years ended December 31, 2022 and December 31, 2021 and through July 11, 2023, neither the Company nor anyone acting on the Company's behalf consulted with EY regarding any matters referred to in Item 304(a)(2)(i) or (ii) of Regulation S-K.

#### **ITEM 9A. CONTROLS AND PROCEDURES**

##### **(a) Evaluation of disclosure controls and procedures**

We have carried out an evaluation, under the supervision and with the participation of our CEO and the Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms.

In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can only provide reasonable assurance of achieving the desired control objectives and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our disclosure controls and procedures are designed to provide a reasonable level of assurance of reaching our desired disclosure controls objectives. Based on this evaluation, our CEO and CFO concluded that the Company's disclosure controls and procedures were not effective as of December 31, 2023 as a result of material weaknesses in our internal control over financial reporting as described below.

##### **(b) Management's report on internal control over financial reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our CEO and CFO, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on criteria established in Internal Control – Integrated Framework (2013) published by the COSO.

We identified certain control deficiencies in the design and implementation of our internal control over financial reporting that constituted material weaknesses. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is reasonable possibility that a material misstatement of our consolidated annual or interim financial statements will not be prevented or detected on a timely basis. Specifically, we did not design and/or implement an effective control environment or control activities as further detailed below:

- Control Environment, Risk Assessment, Information and Communication, and Monitoring – We did not have appropriately designed entity-level controls impacting the (1) control environment, (2) risk assessment procedures, (3) identification of control activities and (4) monitoring activities to prevent or detect material

misstatements to the financial statements and assess whether the components of internal control were present and functioning. We did not adequately communicate the relevant information, including objectives and responsibilities, necessary to support the functioning of internal controls over financial reporting. We did not develop and perform sufficient ongoing evaluations to ascertain whether the components of internal control were present and functioning. These deficiencies were attributed to an insufficient number of qualified resources with the requisite knowledge to effectively perform control design and execution activities and oversee internal control over financial reporting, and with an appropriate level of GAAP knowledge and experience that is commensurate with the Company's financial reporting requirements.

- IT General Control Activities – The Company has not sufficiently designed and maintained information technology general controls in the areas of user access, program change management and IT Operations for certain information technology systems that support the Company's financial reporting and other processes. Specifically, the Company did not maintain (1) user access controls that adequately restrict privileged and end-user access to certain financial applications, system infrastructure, programs, and data to appropriate company personnel, including consideration of segregation of incompatible duties; (2) change management controls for certain financial applications and related system infrastructure to provide reasonable assurance that IT program and data changes are authorized, sufficiently tested, approved, and implemented appropriately; and (3) IT operations controls for certain financial applications to monitor that scheduled financial programs have run and were completed without errors.
- Control Activities and Information and Communication - Management has determined that the Company did not have adequate selection and development of effective control activities resulting in the following material weaknesses:
  - Management did not have properly designed internal controls over its financial statement close process. This includes an inadequate level of precision in management's review during the financial statement close process, an inadequate evaluation and review of the accounting for significant and non-recurring transactions, ineffective design and operating effectiveness of controls to support proper segregation of duties related to the review of manual journal entries and an inadequate review as part of its reporting and disclosure process.
  - Management did not have properly designed management review controls over matters that require significant judgment. Specifically, controls are not designed to sufficiently evaluate the completeness and accuracy of data used in account analyses related to judgmental areas. Additionally, the Company's management review controls are not operating effectively, as sufficient evidence was not maintained to demonstrate that reviews occurred with a sufficient level of precision to detect a material misstatement.
  - Management did not have appropriately designed internal controls related to the approval of IT equipment purchases and the related recognition of this equipment as a fixed asset. Specifically, the Company did not have effective internal controls in place to ensure IT equipment was being purchased for a valid business purpose. Additionally, the Company did not have properly designed internal controls to support the existence of its IT assets.

Considering the material weaknesses in the Company's internal control over financial reporting, we performed additional procedures to ensure that our consolidated financial statements included in this Form 10-K were prepared in accordance with GAAP. Following such additional procedures, our management, including our CEO and CFO, has concluded that our consolidated financial statements present fairly, in all material respects, our financial position, results of operations and cash flows for the periods presented in this Annual Report, in conformity with GAAP.

The Company's independent registered public accounting firm has issued an attestation report on our internal control over financial reporting, which is included in Part IV, Item 15 of this Form 10-K under the caption "Reports of Independent Registered Public Accounting Firm."

#### Remediation of the Material Weaknesses in Internal Control over Financial Reporting

In response to the material weaknesses identified, management designed a remediation plan which was approved by the Audit Committee and Board of Directors. As of June 7, 2024, management has made progress to remediate the control deficiencies contributing to the material weaknesses, as described below:

- We provided training to new and existing personnel on proper execution of designed control procedures;
- As part of our ongoing effort to expand our accounting department, we hired a Corporate Controller and a Senior VP – Finance/Chief Accounting Officer and engaged external resources to augment our accounting team. We developed a preliminary hiring plan which has been approved by the Audit Committee and continued to assess our personnel needs, expertise and requirements and will hire personnel as needed.
- We engaged external resources with the appropriate depth of expertise to establish a robust financial controls governance structure, conduct a financial risk assessment, establish internal materiality thresholds, and identify key business processes.
- We conducted process and control walkthroughs of all key processes to identify risk points and established corresponding controls to address identified design gaps.
- We have initiated the process to document, implement and redesign controls, policies, and procedures with an appropriate level of precision to detect a material misstatement, and to retain sufficient documentation to support the operating effectiveness of the controls. The control enhancement procedures are focused on:
  - Increasing the precision and specificity of our control activities, addressing completeness and accuracy of the information used in performing management review controls, as well as documenting sufficient evidence of management's review supporting its conclusions; and
  - Modifying our journal entry operating procedures to establish a formal hierarchy of review of journal entries to enforce proper segregation of duties in advance of implementing a new general ledger system.
  - Assessing roles and permissions across relevant financial systems and restricting access based on job responsibilities.
  - Redesigning information technology general controls across relevant systems related to user access and change management.
- We will also seek to improve the process of assessing the effectiveness of the control environment by:
  - Implementing a Governance Risk and Compliance ("GRC") tool to manage the control assessment annually; and
  - Designing and implementing an ongoing controls evaluation strategy to be executed by an independent party

Management is committed to the remediation of the material weaknesses described above, as well as the continued improvement of the Company's internal control over financial reporting. The actions that we are taking are subject to ongoing senior management review, as well as oversight of the audit committee of our board of directors. We may also conclude that additional measures may be required to remediate the material weaknesses. We will not be able to conclude that we have remediated a material weakness until the applicable controls operate for a sufficient period of time and management has concluded, through formal testing, that these controls are operating effectively. We will continue to monitor the design and effectiveness of these and other processes, procedures and controls and make any further changes management deems appropriate.

**(c) Changes in internal control over financial reporting**

During the fourth quarter of 2023, we hired a Senior VP – Finance/Chief Accounting Officer and engaged additional external resources to augment our accounting team. We conducted process and control walkthroughs of key processes to identify risk points and established corresponding controls to address identified design gaps. We modified our journal entry operating procedures to establish a formal hierarchy of review of journal entries and assessed roles and permissions across relevant financial systems and restricting access based on job responsibilities. We also redesigned information technology general controls across relevant systems related to user access and change management. Except for these matters, there were no changes in our internal control over financial reporting during the three months ended December 31, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

During the year ended December 31, 2023, none of our directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted or terminated a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement, as each term is defined in Item 408 of SEC Regulation S-K.

**ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTION**

Not applicable

**PART III**

**ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT**

The following table provides certain biographical information about the members of the Company's board of directors. Presently, there are six members of the board of directors, four of whom are neither officers nor employees of Radio One. The board of directors is divided into two classes, Class A, of which there are two directors, and Class B, of which there are four directors. Two Class A directors, Terry L. Jones, and Brian W. McNeill were elected at the 2023 annual meeting to serve until the 2024 annual meeting. To be elected, each Class A director must have received the affirmative vote of a plurality of the votes cast by the holders of the Class A common stock. Four Class B directors were elected at the 2023 annual meeting, by the holders of Class A common stock and Class B common stock voting together, to serve until the 2024 annual meeting. The Class B directors are Catherine L. Hughes, Alfred C. Liggins, III, D. Geoffrey Armstrong and B. Doyle Mitchell, Jr. To be elected, each of the four Class B directors must have received the affirmative vote of a plurality of the votes cast by all stockholders entitled to vote. There is no cumulative voting for the board of directors.

Terry L. Jones  
Director since 1995  
Age: 77  
Class A Director

Mr. Jones is the Managing Member of the General Partner of Syndicated Communications Venture Partners V, L.P. and the Managing Member of Syncrom Venture Management Co., LLC ("Syncrom"). Prior to joining Syncrom in 1978, he was co-founding stockholder and Vice President of Kiambere Savings and Loan in Nairobi, and a Lecturer at the University of Nairobi. He also worked as a Senior Electrical Engineer for Westinghouse Aerospace and Litton Industries. He is a member of the Board of Directors for several Syncrom portfolio companies, including Urban One, Inc. He formerly served on the board of the Southern African Enterprise Development Fund, a presidential appointment, and is on the Board of Trustees of Spelman College. Mr. Jones received a B.S. degree in Electrical Engineering from Trinity College, an M.S. degree in Electrical Engineering from George Washington University and a Masters of Business Administration from Harvard University. During the last ten years, Mr. Jones has sat on the boards of directors of TV One, LLC, Iridium Communications, Inc., a publicly held company ("Iridium"), PKS Communications, Inc., a publicly held company, Weather Decisions Technology, Inc., V-me, Inc., Syncrom and Verified Identity Pass, Inc. He currently serves on the Board of Directors of Iridium (2001 to present), Syncrom and Cyber Digital, Inc., a publicly held company. Mr. Jones' qualifications to serve as a director include his knowledge of Urban One, his many years of senior management experience at various public and private media enterprises, and his ability to provide insight into a number of areas including governance, executive compensation, and corporate finance.

Brian W. McNeill  
Director since 1995  
Age: 68  
Class A Director

Mr. McNeill is a founder and Managing General Partner of Alta Communications. He specializes in identifying and managing investments in the traditional sectors of the media industry, including radio and television broadcasting, outdoor advertising and other advertising-based or cash flow-based businesses. Over the last five years, Mr. McNeill has served on the Board of Directors of some of the most significant companies in the radio and television industries including Una Vez Mas, Millennium Radio Group, LLC and NextMedia Investors LLC. He joined Burr, Egan, Deleage & Co. as a general partner in 1986, where he focused on the media and communications industries. Previously, Mr. McNeill formed and managed the Broadcasting Lending Division at the Bank of Boston. He received an MBA from the Amos Tuck School of Business Administration at Dartmouth College and graduated magna cum laude with a degree in economics from the College of the Holy Cross. Mr. McNeill's qualifications to serve as a director include his knowledge of Urban One, the media industry and the financial markets, and his ability to provide input into a number of areas including governance, executive compensation, and corporate finance. His service on the boards of directors of various other media companies also is beneficial to Urban One.

Catherine L. Hughes  
Chairperson of the Board and Secretary  
Director since 1980  
Age: 76  
Class B Director

Ms. Hughes has been Chairperson of the Board and Secretary of Urban One since 1980 and was Chief Executive Officer of Urban One from 1980 to 1997. Since 1980, Ms. Hughes has worked in various capacities for Urban One including President, General Manager, General Sales Manager and talk show host. She began her career in radio as General Sales Manager of WHUR-FM, the Howard University-owned, urban-contemporary radio station. Ms. Hughes is the mother of Mr. Liggins, Urban One's Chief Executive Officer, Treasurer, President, and a Director. Over the last ten years, Ms. Hughes has sat on the boards of directors of numerous organizations including Broadcast Music, Inc., and Piney Woods High School. During that period, she also has sat on an advisory board for Wal-Mart Stores, Inc., a publicly held company. Ms. Hughes' qualifications to serve as a director include her being the founder of Urban One, her over 30 years of operational experience with the Company and her unique status within the African American community. Her service on other boards of directors and advisory boards is also beneficial to Urban One.

Alfred C. Liggins, III  
Chief Executive Officer, President, and Treasurer  
Director since 1989  
Age: 59  
Class B Director

Mr. Liggins has been Chief Executive Officer ("CEO") of Urban One since 1997 and President since 1989. Mr. Liggins joined Urban One in 1985 as an account manager at WOL-AM. In 1987, he was promoted to General Sales Manager and promoted again in 1988 to General Manager overseeing Urban One's Washington, DC operations. After becoming President, Mr. Liggins engineered Urban One's expansion into new markets. Mr. Liggins is a graduate of the Wharton School of Business Executive MBA Program. Mr. Liggins is the son of Ms. Hughes, Urban One's Chairperson, Secretary, and a Director. Over the last ten years, Mr. Liggins has sat on the boards of directors of numerous organizations including the Apollo Theater Foundation, Reach Media, The Boys & Girls Clubs of America, The Ibisity Corporation, the National Association of Black Owned Broadcasters, and the National Association of Broadcasters. Mr. Liggins' qualifications to serve as a director include his over 25 years of operational experience with the Company in various capacities, including his nationally recognized expertise in the entertainment and media industries.

B. Doyle Mitchell  
Director since 2020  
Age: 63  
Class B Director

Mr. Mitchell is President and CEO of Industrial Bank, N.A., headquartered in Washington, DC. He was elected to the Board of Directors of Industrial Bank, N.A. in 1990 and has been President since 1993. Mr. Mitchell previously served on Urban One's Board from 2008 to 2011 and he currently serves on several boards including the board of the National Bankers Association, which represents the nation's minority banks. Mr. Mitchell served two consecutive terms as Chairperson of the NBA board and continues to serve as Treasurer. Mr. Mitchell also serves on the Independent Community Bankers of America Legislative Issues Committee, and he is a former member of the ICBA Safety and Soundness Committee. Mr. Mitchell's qualifications to serve as a director include his prior knowledge of Urban One, the media industry and the financial markets, and his ability to provide input into a number of areas including governance, executive compensation, and corporate finance.

D. Geoffrey Armstrong  
Director since 2001  
Age: 67  
Class B Director

Mr. Armstrong is Chief Executive Officer of 310 Partners, a private investment firm. From March 1999 through September 2000, Mr. Armstrong was the Chief Financial Officer of AMFM, which was publicly traded on the New York Stock Exchange until it was purchased by Clear Channel Communications in September 2000. From June 1998 to February 1999, Mr. Armstrong was Chief Operating Officer and a director of Capstar Broadcasting Corporation, which merged with AMFM in July 1999. Mr. Armstrong was a founder of SFX Broadcasting, which went public in 1993, and subsequently served as Chief Financial Officer, Chief Operating Officer and a director until the company was sold in 1998 to AMFM. Mr. Armstrong has served as a director of Nextstar Media Group, Inc. since 2003. Mr. Armstrong has also served on the board of directors of SFXii Entertainment, Capstar Broadcasting Corporation, AMFM and SFX Broadcasting. Mr. Armstrong brings to Urban One's Board of Directors his extensive experience as the Chief Executive Officer of several publicly traded companies in the broadcast and communications industry, as well as a member of the audit committee of several publicly traded companies. His service on the boards of public companies in diverse industries allows him to offer a broad perspective on corporate governance, risk management and operating issues facing corporations today.

**Controlled Company Exemption**

We are a "controlled company" within the meaning of Rule 5615(c)(1) of the NASDAQ Listing Rules, because more than 50% of our voting power is held by Catherine L. Hughes, our Chairperson of the Board and Secretary, and Alfred C. Liggins, III, our CEO and President. See "Security Ownership of Beneficial Owners and Management" below. Therefore, we are not subject to NASDAQ Stock Market listing rules that would otherwise require us to have: (i) a majority of independent directors on the board; (ii) a compensation committee composed solely of independent directors; (iii) a nominating committee composed solely of independent directors; (iv) compensation of our executive officers determined by a majority of the independent directors or a compensation committee composed solely of independent directors; and (v) director nominees selected, or recommended for the board's selection, either by a majority of the independent directors or a nominating committee composed solely of independent directors.

**Board Leadership Structure**

The Board of Directors is currently comprised of six members, four of whom are neither officers, nor employees of Urban One. During the year ended December 31, 2023, the Board of Directors was comprised of six members, four of whom were neither officers, nor employees of Urban One. The Board held five meetings during the calendar year ended December 31, 2023, and acted three times by unanimous written consent. All six members of the Board of Directors, including each of the current six directors who are currently standing for election, attended more than 75% of the aggregate number of meetings of the board and committees thereof on which he or she served. It is the policy of the Company that all members of the board of directors attend annual meetings of the stockholders. All of the directors attended the 2023 annual meeting of the stockholders of the Company.

Ms. Hughes has been Chairperson of the Board of Directors since 1980. Since the appointment of Mr. Liggins as CEO in 1997, the roles of Chairperson of the Board and CEO have been separated. We believe it is the CEO's responsibility to run the Company and the Chairperson's responsibility to run the Board of Directors. By having Ms. Hughes serve as Chairperson of the Board, Mr. Liggins is better able to focus on running the day-to-day operations of the Company. Bifurcating the roles enables non-management Directors to raise issues and concerns for Board consideration without immediately involving the CEO. The Chairperson or lead Director also serves as a liaison between the Board and senior management and also provides further vision as to the strategic direction of the Company. Finally, the Board has a third leadership position in the Chairperson of our Audit Committee. As discussed below, our Audit Committee is comprised of three independent directors. The Audit Committee is responsible for oversight of the quality and integrity of the accounting, auditing, and reporting practices of Urban One and for the Company's risk management. The Chair of the Audit Committee effectively serves as a "check" on both the Chairperson and the CEO by representing a strong outside presence with significant financial and business experience.

The Board of Directors believes that the appropriate leadership structure should be based on the needs and circumstances of the Board, the Company and its stockholders at a given point in time, and that the Board should remain adaptable to shaping the leadership structure as those needs change in the future.

**Communication with the Board**

Our stockholders may communicate directly with the Board of Directors. All communications should be in written form and directed to Urban One's Assistant Secretary at the following address:

Assistant Secretary  
Urban One, Inc.  
1010 Wayne Avenue, 14th Floor  
Silver Spring, Maryland 20910

Communications should be enclosed in a sealed envelope that prominently indicates that it is intended for Urban One's Board of Directors. Each communication intended for Urban One's Board of Directors and received by the Assistant Secretary that is related to the operation of Urban One and is relevant to the director's service on the board shall be forwarded to the specified party following its clearance through normal review and appropriate security procedures.

**Committees of the Board of Directors**

The board has a standing audit committee, compensation committee and nominating committee.

*Audit Committee*

The audit committee consists of D. Geoffrey Armstrong, Brian W. McNeill, Terry L. Jones, and B. Doyle Mitchell, each of whom satisfies the requirements for audit committee membership under the listing standards of the NASDAQ Stock Market. Each of the audit committee members is an "independent director," as that term is defined in Rule 5605(a)(2) of the NASDAQ Listing Rules. The Board of Directors has determined that each of Mr. Armstrong, Mr. McNeill, Mr. Jones, and Mr. Mitchell qualify as "audit committee financial experts," as defined by Item 401(h) of Regulation S-K of the Securities Act of 1933. The board has adopted a written audit committee charter, which is available on our website at <https://urban1.com/urban-one-investor-relations/>. The audit committee met five times during the calendar year ended December 31, 2023.

The audit committee is responsible for oversight of the quality and integrity of the accounting, auditing, and reporting practices of Urban One, and as part of this responsibility the audit committee:

- selects our independent registered public accounting firm;
- reviews the services performed by our independent registered public accounting firm, including non-audit services, if any;
- reviews the scope and results of the annual audit;
- reviews the adequacy of the system of internal accounting controls and internal control over financial reporting;
- reviews and discusses the financial statements and accounting policies with management and our independent registered public accounting firm;
- reviews the performance and fees of our independent registered public accounting firm;
- reviews the independence of our independent registered public accounting firm;

- reviews the audit committee charter; and
- reviews related party transactions, if any.

The audit committee also oversees Urban One's risk policies and processes relating to the financial statements and financial reporting processes, as well as key credit liquidity risks, market risks and compliance, and the guidelines, policies and processes for monitoring and mitigating those risks.

*Compensation Committee*

Our compensation committee consists of Terry L. Jones, Brian W. McNeill, and D. Geoffrey Armstrong. The compensation committee did not meet during the calendar year ended December 31, 2023. The board has adopted a revised written compensation committee charter. The functions of the compensation committee include:

- reviewing and approving the salaries, bonuses, and other compensation of our executive officers, including stock options or restricted stock grants;
- establishing and reviewing policies regarding executive officer compensation and perquisites; and
- performing such other duties as shall from time to time be delegated by the board.

*Nominating Committee*

Our nominating committee consists of Alfred C. Liggins, III, Catherine L. Hughes, Terry L. Jones, and Brian W. McNeill. The nominating committee is responsible for recommending the criteria for selection of board members and assisting the board in identifying candidates. The nominating committee acted once by written consent during the calendar year ended December 31, 2023. The nominating committee does not have a charter.

The nominating committee reviews the qualifications of all persons recommended by stockholders as nominees to the Board of Directors to determine whether the recommended nominees will make good candidates for consideration for membership on the board. The nominating committee has not established specific minimum qualifications for recommended nominees. However, as a matter of practice, the nominating committee evaluates recommended nominees for directors based on their integrity, judgment, independence, financial and business acumen, relevant experience, and their ability to act on behalf of all stockholders, as well as meet the needs of the Board of Directors, including the need to have a diversity of perspective. In the consideration of diversity of perspective, the nominating committee is most concerned with finding nominees that counter any perceived weaknesses in board composition. Such weaknesses may include weaknesses in perspective based upon race, sex, gender identification, skill sets and industry insight particularly as the Company diversifies its business. Following such evaluation, the nominating committee will make recommendations for director membership and review the recommendations with the Board of Directors, which will decide whether to invite the candidate to be a nominee for election to the board. Nominees are not discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability, or any other basis proscribed by law. The nominating committee recommended to the board that the incumbent directors be nominated for re-election to the board at the 2024 annual meeting.

*Code of Ethics*

We have adopted a code of ethics that applies to all of our directors, officers and employees and meets the requirements of the rules of the SEC and the NASDAQ Stock Market. The code of ethics is available on our website, [www.urban1.com](http://www.urban1.com), or can be obtained without charge by written request to Assistant Secretary, Urban One, Inc., 14th Floor, 1010 Wayne Avenue, Silver Spring, Maryland 20910. We do not anticipate making material amendments to or waivers from the provisions of the code of ethics. If we make any material amendments to our code of ethics, or if our Board of Directors grants any waiver from a provision thereof to our executive officers or directors, we will disclose the nature of such

amendment or waiver, the name of the person(s) to whom the waiver was granted and the date of the amendment or waiver in a current report on Form 8-K.

**Environmental, Social and Governance Matters**

We recognize the importance of environmental, social and governance ("ESG") matters in governance and in creating and sustaining long-term stockholder value. Given our long-lasting commitment to our stockholders and the communities we serve, we have invested heavily in our operations to ensure that they are conducted in a socially responsible manner. To provide accountability and transparency for our stakeholders, we will provide annual updates to our ESG disclosures.

**Environmental**

Within our operations, we strive toward our commitment to sustainability through building efficiency measures, use of environmentally friendly supplies, office recycling programs, and sustainable business practices at our consumer facing events. As a company primarily focused on broadcasting and online content, our carbon footprint is reasonably light. However, we recognize that all companies have a role to play in protecting the environment and in environmental sustainability. Further, we recognize that the collective small efforts of each individual can have a much larger aggregate impact on the world around us. Therefore, we are actively seeking ways to reduce energy consumption and waste.

**Diversity and Inclusion**

As a business founded by an African American woman, diversity and inclusion is engrained in our corporate history. Our Board of Directors is diverse; Catherine L. Hughes, our Founder and Chairperson, is an African American woman, and four of our six directors are minorities. Our President and Chief Executive Officer, who is also a director, Alfred C. Liggins, III is an African American male, as is our Senior Vice President and General Counsel, Kristopher Simpson. Further, Karen Wishart, our Executive Vice President, and Chief Administrative Officer, is an African American woman, as is Michelle Rice, President of TV ONE. As of December 31, 2023, 74% of our employees were racially diverse, and 46% of our employees were women. We are proud that our organization is governed and propelled by such a diverse group of individuals, which we believe contributes to our Company's success now, and in the long-term.

Our senior leadership team has introduced various initiatives to ensure that our Company remains inclusive and supportive for all, including: (i) conducting workplace training, which includes focuses on unconscious bias, discrimination and harassment; (ii) leveraging a diverse slate of candidates for all job vacancies, including senior leadership; and (iii) developing content across our multi-media platform that elevates the voice of minority communities to foster equality and inclusion in both the entertainment industry and across the nation.

#### Board Diversity

As a listed company, our Company is required by NASDAQ to disclose certain self-identified diversity characteristics. Companies are required to provide a board diversity matrix at least once per year to disclose the voluntary self-identification of each member of the company's board of directors. The below matrix provides our Board's voluntary self-identification as of May 01, 2024.

Board Diversity Matrix (As of May 1, 2024)				
Total Number of Directors	Female	Male	Non-Binary	6 Did Not Disclose Gender
<b>Part I: Gender Identity</b>				
Directors	1	5	-	-
<b>Part II: Demographic Background</b>				
African American or Black	1	3	-	-
Alaskan Native or Native American	-	-	-	-
Asian	-	-	-	-
Hispanic or Latinx	-	-	-	-
Native Hawaiian or Pacific Islander	-	-	-	-
White	-	2	-	-
Two or More Races or Ethnicities	-	-	-	-
LGBTQ+			-	
Did Not Disclose Demographic Background			-	

#### Corporate Citizenship

*The following Report on Corporate Citizenship at Urban One shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933, as amended, or under the Exchange Act, except to the extent that we specifically incorporate this information by reference, and shall not otherwise be deemed filed under such Acts.*

While the Company's national presence through its on-air radio, television and digital talent is undeniable, our focus on corporate citizenship and local community impact is one of our most notable accomplishments. Following the model established by Cathy Hughes, the Company maintains a philanthropic footprint for each community served within its various markets. We maintain a strong focus on the local communities that we serve. Our on-air talent and staff are vested in providing information resources and solutions to the community. We actively engage with a myriad of community partners' help to provide career fairs, food drives, back to school programs, voter registration drives, health fairs, and other worthwhile initiatives as part of the Company's community service efforts. From employment assistance and financial literacy to educational services and voter registration, they seek to make a difference each day, hosting ongoing events throughout the year.

Specific examples during the 2023 calendar year included or during the 2024 calendar year will include:

- The Annual "Urban Radio Cares for St. Jude Kids" fundraising broadcast to support patients battling cancer and other life-threatening diseases at St. Jude Children's Research Hospital.
- The 2023 Urban One Honors Award Show themed, "Icons of Culture." The Urban One Honors herald the accomplishments of African Americans who have made extraordinary contributions in entertainment, media, music, education, and the community.

- Radio One Atlanta Radio hosted Repack the Backpack where listeners with school age kids received school supplies for the second half of the school year.
- Radio One Atlanta hosted the AIDS Walk Atlanta Music Festival & 5K Walk – AIDS Walk Atlanta works to bring attention to this pressing issue, educate and inspire the community to work together, and end the epidemic of HIV.
- Radio One Baltimore hosted the Black Family Wellness Expo, which features community support in the form of cholesterol screenings, blood pressure checks, diabetes prevention, and focus on women's health and behavioral health.
- Radio One One will host the 2024 AFRAM Festival – Baltimore's festival of African American music and culture has been a regional tradition for more than 30 years.
- Radio One Charlotte will participate in the Angels in Pink Luncheon, working with and supporting the Ausie & Martin Rivers Scholarship Foundation's Angels in Pink Luncheon, in which women will attend and have lunch, fellowship with other women, listen to speakers about their breast cancer survival journey, and gather information about breast cancer awareness and research.
- Radio One Charlotte will participate in the National Night out, working in conjunction with the Mecklenburg County Sheriff's Office of Community Engagement to go into specific Charlotte area neighborhoods and provide food, prizes, and games in a safe environment.
- Radio One Cincinnati will host its Back-To-School Drive-Thru Event, in which stations and vendors gave out school supplies to over 1,000 attendees.
- Radio One Cleveland hosted A Good Thanksgiving and provided 1,000 turkeys for families in need on Thanksgiving Day.
- Radio One Dallas will sponsor Clean the Block, an event hosted by Clean the Block, an initiative aiming to help clean up the environment in and around Dallas, make the city a more beautiful place to live in, and fight climate change.
- Radio One Houston participated in the Sister's Network Walk in April and sponsored the 2024 Original Martin Luther King Jr. Parade and Celebration.
- Radio One Indianapolis will partner with the Salvation Army of Central Indiana for their 30<sup>th</sup> Radiothon which raises annually over \$450K to benefit the homeless of Central Indiana.
- Radio One Philadelphia will sponsor the Puerto Rican Day Parade and Fiesta in Partnership with El Concilio – a non-profit organization that helps all communities with initiatives such as adoption.
- Radio One Philadelphia is sponsoring the 2024 Change Our Future Sneaker Ball in partnership with Change Our Future – a non-profit organization that focuses on youth development in underserved communities.
- Radio One Raleigh participated in the "Pearls" in Partnership Block Party Fundraiser for the purpose of supporting community service initiatives in Raleigh.
- Radio One Richmond participated in the 10 hours of Giving Food Drive, a canned food drive aimed at providing meals to families in need in the Richmond area.
- Radio One Washington helped put on Methanol Isn't Kool, a series of pop-up pep rallies at D.C. area schools raising awareness around the risks and harms associated with methanol.
- Radio One Washington participated in the Gillie & Wallo Gun Violence Prevention Charity Basketball Game, appearing and providing entertainment and giveaways in support of the prevention of gun violence in the D.C. area.

These programs indicate the level of support Urban One stations provide to local communities and demonstrate the level of support reciprocated by their loyal listeners and content consumers.

#### **Stockholder Submissions**

For a stockholder to submit a candidate for the board to be considered by the nominating committee, a stockholder must notify Urban One's Assistant Secretary. To make a recommendation for director nomination in advance of the 2024 annual meeting of Urban One, a stockholder must notify Urban One's Assistant Secretary in writing no later than January 1, 2024, the date that is expected to be approximately 120 days prior to the mailing of the proxy statement for the 2024 annual meeting of stockholders. Notices should be sent to:

Assistant Secretary  
Urban One, Inc.  
1010 Wayne Avenue, 14th Floor  
Silver Spring, Maryland 20910

All notices must include all information relating to the stockholder and the proposed nominee that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for elections of directors under the proxy rules of the United States Securities Exchange Commission.

**EXECUTIVE OFFICERS**

In the table below we set forth certain information on those persons currently serving as our executive officers.

**Catherine L. Hughes**  
Chairperson of the Board and Secretary  
Director since 1980  
Age: 77

Ms. Hughes has been Chairperson of the Board and Secretary of Urban One since 1980 and was Chief Executive Officer of Urban One from 1980 to 1997. Since 1980, Ms. Hughes has worked in various capacities for Urban One including President, General Manager, General Sales Manager and talk show host. She began her career in radio as General Sales Manager of WHUR-FM, the Howard University-owned, urban-contemporary radio station. Ms. Hughes is the mother of Mr. Liggins, Urban One's Chief Executive Officer, Treasurer, President, and a Director. Over the last ten years, Ms. Hughes has sat on the boards of directors of numerous organizations including Broadcast Music, Inc., and Piney Woods High School. During that period, she also has sat on an advisory board for Wal-Mart Stores, Inc., a publicly held company. Ms. Hughes' qualifications to serve as a director include her being the founder of Urban One, her over 30 years of operational experience with the Company and her unique status within the African American community. Her service on other boards of directors and advisory boards is also beneficial to Urban One.

**Alfred C. Liggins, III**  
Chief Executive Officer, President, and Treasurer  
Director since 1989  
Age: 59

Mr. Liggins has been Chief Executive Officer ("CEO") of Urban One since 1997 and President since 1989. Mr. Liggins joined Urban One in 1985 as an account manager at WOL-AM. In 1987, he was promoted to General Sales Manager and promoted again in 1988 to General Manager overseeing Urban One's Washington, DC operations. After becoming President, Mr. Liggins engineered Urban One's expansion into new markets. Mr. Liggins is a graduate of the Wharton School of Business Executive MBA Program. Mr. Liggins is the son of Ms. Hughes, Urban One's Chairperson, Secretary, and a Director. Over the last ten years, Mr. Liggins has sat on the boards of directors of numerous organizations including the Apollo Theater Foundation, Reach Media, The Boys & Girls Clubs of America, The Ibisity Corporation, the National Association of Black Owned Broadcasters, and the National Association of Broadcasters. Mr. Liggins' qualifications to serve as a director include his over 25 years of operational experience with the Company in various capacities, including his nationally recognized expertise in the entertainment and media industries.

**Peter D. Thompson**  
Executive Vice President and Chief Financial Officer  
Age: 59

Mr. Thompson has been Chief Financial Officer ("CFO") of Urban One since February 2008. Mr. Thompson joined the Company in October 2007 as the Company's Executive Vice President of Business Development. Prior to working with the Company, Mr. Thompson spent 13 years at Universal Music in the United Kingdom, including five years serving as CFO. Prior to that he spent four years working in public accounting at KPMG in London, where he qualified as a Chartered Accountant.

**Code of Ethics**

We have adopted a code of ethics that applies to all our directors, officers and employees and meets the requirements of the rules of the SEC and the NASDAQ Stock Market. The code of ethics is available on our website, [www.urban1.com](http://www.urban1.com), or can be obtained without charge by written request to Assistant Secretary, Urban One, Inc., 14th Floor, 1010 Wayne Avenue, Silver Spring, Maryland 20910. We do not anticipate making material amendments to or waivers from the provisions of the code of ethics. If we make any material amendments to our code of ethics, or if our Board of Directors grants any waiver from a provision thereof to our executive officers or directors, we will disclose the nature of such amendment or waiver, the name of the person(s) to whom the waiver was granted and the date of the amendment or waiver in a current report on Form 8-K.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934 requires Radio One's directors and executive officers and persons who beneficially own more than ten percent of our common stock to file with the Securities and Exchange Commission ("SEC") reports showing ownership and changes in ownership of our common stock and other equity securities. On the basis of reports and representations submitted by Radio One's directors, executive officers, and greater than ten percent owners, we believe that all required Section 16(a) filings for the fiscal year ended December 31, 2023, were timely made.

**ITEM 11. EXECUTIVE COMPENSATION**

**COMPENSATION DISCUSSION AND ANALYSIS**

**Compensation Policies and Philosophy**

The overall objective of our compensation to our executives is to attract, motivate, retain, and reward the top-quality management that we need to operate successfully and meet our strategic objectives, including our diversification into a broader multi-media company. To achieve this, we aim to provide a performance-based compensation package that is competitive in the markets and industries in which we compete for talent, provides rewards for achieving financial, operational, and strategic performance goals, and aligns executives' financial interests with those of our shareholders.

We operate in the intensely competitive media industry, which is characterized by rapidly changing technology, evolving industry standards, frequent introduction of new media services, price and cost competition, limited advertising dollars, and extensive regulation. We face many aggressive and well-financed competitors. In this environment, our success depends on attracting and maintaining a leadership team with the integrity, skills, and dedication needed to manage a dynamic organization and the vision to anticipate and respond to future market developments. We use our executive compensation program to help us achieve this objective. Part of the compensation package is designed to enable us to assemble and retain a group of executives who have the collective and individual abilities necessary to run our business to meet these challenges. Other parts are intended to focus these executives on achieving financial results that enhance the value of our stockholders' investment. At the same time, the compensation structure is flexible, so that we can meet the changing needs of our business over time and reward executive officers and managers based on the financial performance of operations under their control.

**Process**

Our compensation committee meets periodically throughout the year. In addition, members of the compensation committee discuss compensation matters with our CEO and CFO and among themselves informally outside of meetings. In establishing the compensation levels for Radio One's executive officers, the compensation committee considers a number of qualitative and quantitative factors, including the competitive market for executives, the level and types of compensation paid to executive officers in similar positions by comparable companies, and an evaluation of Radio One's financial and operational performance. We review the compensation paid to executives at other comparable media companies as a reference point for determining the competitiveness of our executive compensation. Our peer group of radio broadcasting companies includes Citadel Broadcasting Corporation, Cox Radio, Inc., Erimis Communications Corp.,

Audacy Communications Corp., and Saga Communications Inc. In addition, given the diversity of our business, the compensation committee may review the compensation practices at companies with which it competes for talent, including television, cable, film, online, software and other publicly held businesses with a scope and complexity like ours. The compensation committee does not attempt to set each compensation element for any executive within a particular range related to levels provided by peers. Instead, the compensation committee uses market comparison as one factor in making compensation decisions. Other factors considered when making individual executive compensation decisions include individual contribution and performance, reporting structure, internal pay relationship, complexity and importance of roles and responsibilities, leadership, and growth potential.

Our CEO provides input into the compensation discussion and makes recommendations to the compensation committee for annual compensation changes and bonuses for the executive officers and the appropriateness of additional long-term incentive compensation. The compensation committee has retained and actively consults with a benefits consulting firm to assist with setting compensation for our executives.

#### **Principal Components of Executive Compensation**

We seek to achieve our compensation philosophy through three key compensation elements:

- base salary;
- a performance-based annual bonus (that constitutes the short-term incentive element of our program), which may be paid in cash, restricted stock units, shares of stock or a combination of these; and
- grants of long-term, equity-based compensation (that constitute the long-term incentive element of our program), such as stock options and/or restricted stock units, which may be subject to time-based and/or performance-based vesting requirements.

The compensation committee believes that this three-part approach is consistent with programs adopted by similarly situated companies and best serves the interests of our stockholders. The approach enables us to meet the requirements of the competitive environment in which we operate, while ensuring that executive officers are compensated in a manner that advances both the short and long-term interests of our stockholders. Under this approach, compensation for our executive officers involves a high proportion of pay that is "at risk," namely, the annual bonus and the value of stock options and restricted stock units. Stock options and/or restricted stock units relate a sizable portion of each executive's long-term remuneration directly to the stock price appreciation realized by our stockholders.

The compensation committee may award stock options or grant restricted stock to any executive officer or other eligible participants under the Plan, on its own initiative or at the recommendation of management. In accordance with our Stock Plan Administration Procedures, as approved by the compensation committee, the grant date for grants approved by the compensation committee to executive officers (other than a companywide grants) is the next monthly grant date immediately following the meeting of the compensation committee. Monthly grant dates are generally the fifth day of each month, or the next NASDAQ trading day in the event the fifth day is not a business day. However, it is also our practice in granting options to executive officers to wait for the release of any material non-public information and settlement of that information in the marketplace.

#### **Employment Agreements**

##### **Employment Agreement of the CFO**

*Chief Financial Officer.* Peter D. Thompson serves as an Executive Vice President and Chief Financial Officer. Pursuant to an amendment to his employment agreement effective April 21, 2016, Mr. Thompson was employed as Executive Vice President and Chief Financial Officer of the Company and Vice President of its wholly owned subsidiaries commencing as of January 1, 2022, until December 31, 2024, unless earlier terminated pursuant to the terms of the agreement. Mr. Thompson is entitled to a base salary payable at the annualized rate of \$650,000 per year and will be eligible for an annual bonus. Mr. Thompson's annual target bonus opportunity will be equal to 75% of his base compensation (the "Target Bonus"), based on the achievement of performance goals as determined by Company's Chief Executive Officer and Board of Directors; provided that (A) if the Company exceeds ninety percent (90%) of budget for

the fiscal year, the Annual Bonus shall be deemed fifty percent (50%) earned and Mr. Thompson is entitled to such amount (the "Bonus Threshold") and (B) subject to the Bonus Threshold, depending on results, Mr. Thompson's actual bonus may be higher or lower than the Target Bonus, as determined by the compensation committee. If Mr. Thompson achieves superior performance goals as determined by Company's Chief Executive Officer and compensation committee, then Mr. Thompson is eligible to receive an Annual Bonus up to 132% of base compensation. Mr. Thompson received a signing bonus of \$250,000, subject to a pro-rata claw-back if he leaves before the end of the term of the agreement. Mr. Thompson was also awarded 150,000 restricted shares of the Company's Class D common stock vesting on January 6, 2025, as a completion bonus. Finally, Mr. Thompson will receive annual Class D stock awards with an annual value of Four Hundred Eighty-Seven Thousand Five Hundred Dollars (\$487,500) and annual stock option award with an annual value of One Hundred Sixty-Two Thousand Five Hundred Dollars (\$162,500). The first annual award priced and vested on September 27, 2022. The second annual award priced and vested on February 6, 2023. The third annual award priced and vested on January 5, 2024.

**Principal terms of prior employment agreement or arrangement under which the Company and the named executive officers are operating as modified by the 2022 Terms of Employment**

On September 27, 2022, the compensation committee approved the principal terms of employment under which the Founder and the CEO are operating (the "2022 Terms of Employment"). The Founder and the CEO thus operate under prior employment agreements as modified by 2022 Terms of Employment. The terms of employment of each of the Founder and the CEO are described below.

*Chairperson.* Catherine L. Hughes, our founder, serves as our Chairperson of the Board of Directors and Secretary. Pursuant to the terms approved by the compensation committee, Ms. Hughes is entitled to a base salary payable at the annualized rate of \$1,000,000 per year and will be eligible for an annual bonus. Ms. Hughes' annual target bonus opportunity will be equal to 50% of her base compensation (the "Target Bonus"), based on the achievement of performance goals as determined by Company's Chief Executive Officer and Board of Directors; provided that (A) if the Company exceeds ninety percent (90%) of budget for the fiscal year, the Annual Bonus shall be deemed fifty percent (50%) earned and Ms. Hughes is entitled to such amount (the "Bonus Threshold") and (B) subject to the Bonus Threshold, depending on results, Ms. Hughes' actual bonus may be higher or lower than the Target Bonus, as determined by the compensation committee. If Ms. Hughes achieves superior performance goals as determined by the Company's Chief Executive Officer and compensation committee, then she is eligible to receive an Annual Bonus up to 87.5% of base compensation. Ms. Hughes was also awarded 281,250 restricted shares of the Company's Class A common stock and stock options to purchase 93,750 Class D shares (which were priced on September 27, 2022), all vesting on January 6, 2025, as a completion bonus. Finally, Ms. Hughes will receive annual Class D stock awards with an annual value of approximately Eight Hundred Fifty-Four Thousand Two Hundred and Ninety-Seven Dollars (\$854,297) and annual stock option award with an annual value of approximately Two Hundred Eighty-Four Thousand Seven Hundred Sixty-Five Dollars (\$284,765). The first annual award priced and vested on September 27, 2022. The second annual award priced and vested on February 6, 2023. The third annual award priced and vested on January 5, 2024.

Under her prior employment agreement under which the Company and Ms. Hughes currently operate, Ms. Hughes is also entitled to receive a pro-rata portion of her bonus upon termination due to death or disability. Ms. Hughes also receives standard retirement, welfare, and fringe benefits, as well as vehicle and wireless communication allowances and financial manager services.

*President and Chief Executive Officer.* Alfred C. Liggins, III is employed as our President and CEO and is a member of the Board of Directors. Mr. Liggins is entitled to a base salary payable at the annualized rate of \$1,250,000 per year and will be eligible for an annual bonus. Mr. Liggins' annual target bonus opportunity is equal to 100% of his base compensation (the "Target Bonus"), based on the achievement of performance goals as determined by Company's Chief Executive Officer and Board of Directors; provided that (A) if the Company exceeds ninety percent (90%) of budget for the fiscal year, the Annual Bonus shall be deemed fifty percent (50%) earned and Mr. Liggins is entitled to such amount (the "Bonus Threshold") and (B) subject to the Bonus Threshold, depending on results, Mr. Liggins' actual bonus may be higher or lower than the Target Bonus, as determined by the compensation committee. If Mr. Liggins achieves superior performance goals as determined by the Company's Chief Executive Officer and compensation committee, then the Executive is eligible to receive an Annual Bonus up to 175% of base compensation. Mr. Liggins was awarded 468,750

restricted shares of the Company's Class A common stock and stock options to purchase 156,250 Class D shares (which were priced on September 27, 2022), all vesting on January 6, 2025, as a completion bonus. Mr. Liggins is entitled to receive annual Class D stock awards with an annual value of approximately One Million Four Hundred Twenty-Three Thousand and Eight Hundred and Twenty-Eight Dollars (\$1,423,828) and annual stock option award with an annual value of approximately Four Hundred Seventy-Four Thousand Six Hundred and Ten Dollars (\$474,610). The first annual award priced and vested on September 27, 2022. The second annual award priced and vested on February 6, 2023. The third annual award priced and vested on January 5, 2024. Finally, Mr. Liggins remains eligible for the TV One Award included in his prior employment agreement.

Under his prior employment agreement under which the Company and Mr. Liggins currently operate, Mr. Liggins is entitled to receive a pro-rata portion of his bonus upon termination due to death or disability. In recognition of his contributions in founding TV One on behalf of the Company, Mr. Liggins is also eligible to receive an award amount equal to approximately 4% of any proceeds from distributions or other liquidity events in excess of the return of our aggregate investment in TV One (the "Employment Agreement Award"). Our obligation to pay the award was triggered only after our recovery of the aggregate amount of our capital contribution in TV One and continues to be triggered only upon actual receipt of distributions of cash or marketable securities or proceeds from a liquidity event with respect to such invested amount. Mr. Liggins' rights to the Employment Agreement Award (i) cease if he is terminated for cause or resigns without good reason and (ii) expire at the termination of his employment (but similar rights could be included in the terms of a new employment agreement). Mr. Liggins also receives standard retirement, welfare, and fringe benefits, as well as vehicle and wireless communication allowances, a personal assistant and financial manager services.

**Post-Termination and Change in Control Benefits**

Under the terms of her employment agreement, upon termination without cause or for good reason within two years following a change of control, Ms. Hughes will receive an amount equal to three times the sum of (i) her annual base salary and (ii) the average of her last three annual incentive bonus payments, in a cash lump sum within five days of such termination, a pro-rated annual bonus for the year of termination, and continued welfare benefits for three years, subject to all applicable federal, state and local deductions. Similarly, under the terms of his employment agreement, upon termination without cause or for good reason within two years following a change of control, Mr. Liggins will receive an amount equal to three times the sum of (i) his annual base salary and (ii) the average of his last three annual incentive bonus payments, in a cash lump sum within five days of such termination, a pro-rated annual bonus for the year of termination, and continued welfare benefits for three years, subject to all applicable federal, state and local deductions.

Under Ms. Hughes' and Mr. Liggins' employment agreements the terms "cause" and "good reason" are defined generally as follows:

"Cause" means (i) the commission by the executive of a felony, fraud, embezzlement or an act of serious, criminal moral turpitude which, in case of any of the foregoing, in the good faith judgment of the board, is likely to cause material harm to the business of the Company and the Company affiliates, taken as a whole, *provided*, that in the absence of a conviction or plea of *nolo contendere*, the Company will have the burden of proving the commission of such act by clear and convincing evidence; (ii) the commission of an act by the executive constituting material financial dishonesty against the Company or any Company affiliate, *provided*, that in the absence of a conviction or plea of *nolo contendere*, the Company will have the burden of proving the commission of such act by a preponderance of the evidence; (iii) the repeated refusal by the executive to use his reasonable and diligent efforts to follow the lawful and reasonable directives of the board; or (iv) the executive's willful gross neglect in carrying out his material duties and responsibilities under the agreement, *provided*, that unless the board reasonably determines that a breach described in clause (iii) or (iv) is not curable, the executive will be given written notice of such breach and will be given an opportunity to cure such breach to the reasonable satisfaction of the board within thirty (30) days of receipt of such written notice.

"Good Reason" shall be deemed to exist if, without the express written consent of the executive, (i) the executive's rate of annual base salary is reduced, (ii) the executive suffers a substantial reduction in his title, duties or responsibilities, (iii) the Company fails to pay the executive's annual base salary when due or to pay any other material amount due to the executive hereunder within five (5) days of written notice from the executive, (iv) the Company materially breaches the agreement and fails to correct such breach within thirty (30) days after receiving the executive's demand that it remedy

the breach, or (v) the Company fails to obtain a satisfactory written agreement from any successor to assume and agree to perform the agreement, which successor the executive reasonably concludes is capable of performing the Company's financial obligations under this Agreement.

The foregoing summaries of the definitions of "cause" and "good reason" are qualified in their entirety by reference to the actual terms of the employment agreements for Ms. Hughes' and Mr. Liggins' filed with that certain Current Report Form 8-K filed April 18, 2008.

Under the terms of his employment agreement, in the event that Mr. Thompson is terminated other than for cause, provided Mr. Thompson executes a general liability release, the Company will pay Mr. Thompson severance in an amount equal to six month's base compensation, subject to all applicable federal, state, and local deductions. With regard to Mr. Thompson, the foregoing summary of the definitions of "cause" and "good reason" are qualified in their entirety by reference to the actual terms of his employment agreement filed with that certain Current Report on Form 8-K filed October 3, 2022.

#### **Other Benefits and Perquisites**

As part of our competitive compensation package to attract and retain talented employees, we offer retirement, health, and other benefits to our employees. Our named executive officers participate in the same benefit plans as our other salaried employees. The only benefit programs offered to our named executive officers either exclusively or with terms different from those offered to other eligible employees are the following:

**Deferred Compensation.** We had a deferred compensation plan that allowed Catherine L. Hughes, our Chairperson, to defer compensation on a voluntary, non-tax qualified basis. The plan was terminated in 2017, and as such Ms. Hughes did not defer any of her compensation during the year ended December 31, 2023. The amount owed to her as deferred compensation for prior years is an unfunded and unsecured general obligation of our Company. Deferred amounts accrue interest based upon the return earned on an investment account with a designated brokerage firm established by Urban One. All deferred amounts are payable in a lump sum 30 days after the date of the event causing the distribution to be paid. No named executive officer earns above-market or preferential earnings on nonqualified deferred compensation.

**Other Perquisites.** We provide few perquisites to our named executive officers. Currently, we provide or reimburse executives for a company automobile, driver and various administrative services including a financial manager and a personal assistant.

We have set forth the incremental cost of providing these benefits and perquisites to our named executives in the 2023 Summary Compensation Table in the "All Other Compensation" column.

#### **401(k) Plan**

The Company has a defined contribution 401(k) savings and retirement plan. In calendar year 2023, participants could contribute up to \$22,500 of their gross compensation, subject to certain limitations. In calendar year 2022, participants could contribute up to \$20,500 of their gross compensation, subject to certain limitations. Employees ages 50 or older could make an additional catch-up contribution of in each of calendar years 2023 and 2022 up to \$7,500 and \$6,500, respectively, of their gross compensation. The Company currently does not offer any matching component with respect to its 401(k) savings and retirement plan.

#### **Tax Deductibility of Executive Compensation**

Section 162(m) of the Code imposes limitations upon the federal income tax deductibility of certain compensation paid to our Chief Executive Officer, our Chief Financial Officer and to each of our other highly compensated executive officers. Under these limitations, we may deduct such compensation only to the extent that during any year the compensation paid to any such officer does not exceed \$1,000,000 or meets certain limited conditions. The compensation committee believes that it is in our best interests to retain flexibility and discretion to make compensation awards to foster

achievement of goals the Committee deems important to our success, including for example encouraging employee retention, rewarding achievement of non-quantifiable goals, and achieving progress with specific projects.

Our compensation committee may also take accounting considerations, including the impact of Accounting Standards Codification ("ASC") Topic 718, into account in structuring compensation programs and determining the form and amount of compensation awarded.

#### EXECUTIVE COMPENSATION

The following table sets forth the total compensation for each of our named executive officers, for the years ended December 31, 2023, and 2022:

Name and Principal Position	Year	Salary \$	Bonus (1) \$	Stock Awards (2) \$	Option Awards (2) \$	Non-Equity Incentive Plan Compensation \$	Non-qualified Deferred Compensation Earnings \$	All Other Compensation \$	Total \$
Catherine L. Hughes - Chairperson	2023	1,000,000	0	1,484,022	371,736	0	0	40,000 (3)	2,895,758
	2022	1,000,000	875,000	1,027,597	310,312	0	0	48,804 (3)	3,261,713
Alfred C. Liggins, III - CEO	2023	1,250,000	0	2,473,371	636,637	0	0	3,089,512 (4)	7,449,520
	2022	1,250,000	2,187,500	1,712,663	517,186	0	0	4,204,855 (4)	9,872,204
Peter D. Thompson - CFO	2023	650,000	250,000	722,792	162,563	0	0	0	1,785,355
	2022	650,000	858,000	548,740	162,611	0	0	0	2,219,351

(1) Reflects discretionary bonuses.

(2) The dollar amount recognized for financial statement purposes in accordance with Accounting Standards Codification ("ASC") 718, "Compensation – Stock Compensation," for the fair value of options and restricted stock granted. These values are based on assumptions described in Note 9 to the Company's audited consolidated financial statements included elsewhere in this Form 10-K.

(3) For 2023 and 2022, for company automobile provided to Ms. Hughes and financial services and administrative support in the amounts of \$7,015 and \$4,988 and \$32,985 and \$43,816, respectively.

(4) Mr. Liggins' employment terms provide, among other things, that in recognition of Mr. Liggins' contributions in founding TV One on our behalf, he is eligible to receive an award amount equal to approximately 4% of any proceeds from distributions or other liquidity events in excess of the return of the Company's aggregate investment in TV One. The Company's obligation to pay the award to Mr. Liggins was triggered during 2016 after its recovery of the aggregate amount of our pre-Comcast Buyout capital contribution in TV One, and only upon actual receipt of distributions of cash or marketable securities. An award in the amount of \$2,939,512 and \$4,038,131 was paid in 2023 and 2022, respectively. In addition, for 2023 and 2022, the Company provided financial services and administrative support to Mr. Liggins in the amounts of \$150,000 and \$166,724, respectively.

#### Pay Versus Performance

As required by new pay versus performance ("PVP") rules adopted by the SEC in August 2022 and in effect for the first time for this proxy statement, the following Pay Versus Performance table ("PVP Table") provides required information about compensation for our named executive officers for the periods ended December 31, 2022 and 2023 (each of 2022 and 2023, a "Covered Year"). We refer to all the named executive officers covered in the PVP Table below, collectively, as the "PVP NEOs." The PVP Table also provides information about the results for certain measures of financial performance during those same Covered Years. In reviewing this information, we believe you should consider:

- The information in columns (b) and (d) of the PVP Table comes directly from this year's Summary Compensation Table (or last year's Summary Compensation Table), without adjustment, calculated in the manner as required under SEC rules for such table;

- As required by the SEC's PVP rules, we describe the information in columns (c) and (e) of the PVP Table as "compensation actually paid" (or "CAP") to the applicable PVP NEOs. However, we believe these CAP amounts do not entirely reflect the final compensation that our NEOs actually earned for their service in the Covered Years, respectively. Instead, in accordance with the SEC's PVP rules the amounts represent a combination of realized pay (primarily for cash amounts and equity that vested in the applicable Covered Year) and realizable or accrued pay as of the last day of the applicable Covered Year (primarily for equity awards that are unvested or vested but unexercised). As a result, we urge investors to use caution when evaluating CAP amounts, as they are calculated in a manner different than any information that we may have presented before; and
- As required by the SEC's PVP rules, we provide information in the PVP Table below about our absolute total shareholder return ("TSR") results and our U.S. GAAP net income results (the "External Measures") during the Covered Years. In column (h) we also present information with respect to our Adjusted EBITDA. Adjusted EBITDA is a non-GAAP financial measure. We present this measure as management believes Adjusted EBITDA provides useful information to management and investors by excluding certain income/(loss), expenses and gains and losses that may not be indicative of the Company's core operating and financial results. Adjusted EBITDA is a useful performance measure because certain items included in the calculation of net income/(loss) may either mask or exaggerate trends in the Company's ongoing operating performance measures, by identifying the individual adjustments, provide a useful mechanism for investors to consider these adjusted measures with some or all the identified adjustments. The reconciliation of Adjusted EBITDA to the comparable GAAP financial measure is included in Non-GAAP Financial Measures in ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS of this Form 10-K.

Pay Versus Performance								
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
Year	Summary Compensation Table Total for PEO (1)	Compensation Actually Paid to PEO (1)(2)	Average Summary Compensation Table Total for Non-PEO Named Executive Officers (1)	Average Compensation Actually Paid to Non-PEOs Named Executive Officers (1)(2)	Value of Initial Fixed \$100 Investment Based on Total Shareholder Return (3)	Net Income (in thousands)	Adjusted EBITDA (in thousands)	
2023	\$ 7,449,520	\$ 1,250,000	\$ 2,340,557	\$ 950,000	\$ 0	\$ 5,928	\$ 128,378	
2022	\$ 9,872,204	\$ 1,250,000	\$ 2,740,532	\$ 1,691,500	\$ 0	\$ 36,660	\$ 165,179	

(1) Reflects the total compensation of our current President and CEO, Alfred C. Liggins, III, who is our PEO. Our non-PEO PVP NEOs ("Non-PEO NEOs") were Catherine L. Hughes, our Chairperson, and Peter D. Thompson, our Chief Financial Officer, for each of the Covered Years. Amounts shown are as calculated in the Summary Compensation Table (SCT) for each of the years shown.

(2) For each covered year, in determining both the compensation actually paid for our PEO and the average compensation actually paid for our Non-PEO NEOs for purposes of this PVP Table, we deducted from or

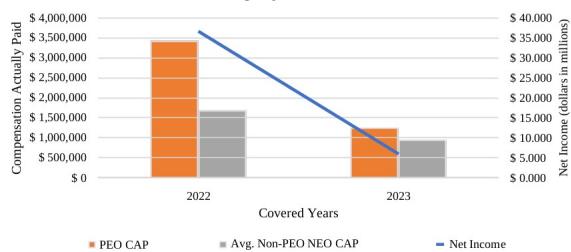
added back to the total amount of compensation reported in column (b) and column (d) for such Covered Year the following amounts:

<b>Item and Value Added (Deducted)</b>		<b>2023</b>	<b>2022</b>
<b>For Mr. Liggins:</b>			
<i>Deduction for Summary Compensation Table "Stock Awards" column value</i>		\$ 2,473,371	\$ 1,712,663
<i>Deduction for Summary Compensation Table "Option Awards" column value</i>		636,637	517,186
<i>Increase for year-end fair value of outstanding equity awards granted in Covered Year</i>		0	0
<i>Increase/Decrease for change in fair value of outstanding equity awards granted in prior years</i>		2,261,624	2,921,970
<i>Increase for vesting date fair value of equity awards granted and vested in Covered Year</i>		0	0
<i>Increase/Decrease for change in fair value of prior-year equity awards vested in Covered Year</i>		0	0
<i>Decrease for prior year-end fair value of prior-year equity awards forfeited in Covered Year</i>		0	0
<i>Increase for includable dividends/earnings on equity awards during Covered Year</i>		0	0
<b>Item and Value Added (Deducted)</b>			
<b>For Non-PEO Named Executive Officers (Average):</b>			
<i>Deduction for Summary Compensation Table "Stock Awards" column value</i>		\$ 1,103,408	\$ 788,168
<i>Deduction for Compensation Table "Option Awards" column value</i>		267,150	236,461
<i>Increase for year-end fair value of outstanding equity awards granted in Covered Year</i>		0	0
<i>Increase/Decrease for change in fair value of outstanding equity awards granted in prior years</i>		846,189	1,352,518
<i>Increase for vesting date fair value of equity awards granted and vested in Covered Year</i>		0	0
<i>Increase/Decrease for change in fair value of prior-year equity awards vested in Covered Year</i>		0	0
<i>Decrease for prior year-end fair value of prior-year equity awards forfeited in Covered Year</i>		0	0
<i>Increase for includable dividends/earnings on equity awards during Covered Year</i>		0	0

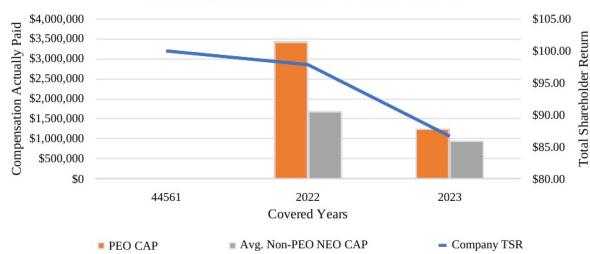
(3) For each Covered Year, our total shareholder return ("TSR") was calculated based on the yearly percentage change in our cumulative TSR on each of our Class A and Class D common stock, measured as the quotient of (a) the sum of (i) the cumulative amount of dividends for a period beginning with our closing price on the NASDAQ Global Market on December 31, 2021 through and including the last day of the fiscal year covered (each one- or two-year period, the "Measurement Period"), assuming dividend reinvestment, plus (ii) the difference between our closing Class A and Class D stock prices at the end versus the beginning of the Measurement Period, divided by (b) our closing Class A and Class D share prices at the beginning of the Measurement Period. Each of these yearly percentage changes was then applied to a deemed fixed investment of \$100 at the beginning of each Measurement Period to produce the Covered Year-end values of such investment as of the end of 2023 and 2022, as applicable. Because Covered Years are presented in the table in reverse chronological order (from top to bottom), the table should be read from bottom to top for purposes of understanding cumulative returns over time.

The following charts provide, across the Covered Years, descriptions of the relationships between (1) the CAP for the PEO and the average CAP for our Non-PEO NEOs (in each case as set forth in the PVP Table above) and (2) each of the performance measures set forth in columns (f) and (g) of the PVP Table above.

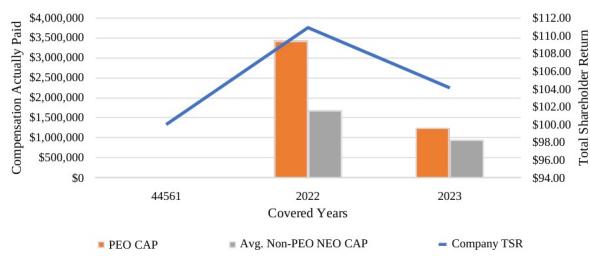
Relationship of Compensation Actually Paid ("CAP") to Company Net Income



Relationship of Compensation Actually Paid ("CAP") to Total Shareholder Return - UONE Class A



Relationship of Compensation Actually Paid ("CAP") to  
Total Shareholder Return - UONEK Class D



**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The Company has four classes of common stock, Class A, Class B, Class C and Class D. Generally, except as summarized below, the shares of each class are identical in all respects and entitle the holders thereof to the same rights and privileges. However, with respect to voting rights, each share of Class A common stock entitles its holder to one vote and each share of Class B common stock entitles its holder to ten votes. The holders of Class C and Class D common stock are not entitled to vote on any matters. The holders of Class A common stock can convert such shares into shares of Class C or Class D common stock. Subject to certain limitations, the holders of Class B common stock can convert such shares into shares of Class A common stock. The holders of Class C common stock can convert such shares into shares of Class A common stock. The holders of Class D common stock have no such conversion rights.

The following table sets forth certain information regarding the beneficial ownership of our common stock as of May 1, 2024, by:

- each person (or group of affiliated persons) known by us to be the beneficial owner of more than five percent of any class of common stock;
- each of the current executive officers named in the Summary Compensation Table;
- each of our directors and nominees for director; and
- all of our directors and executive officers as a group.

In the case of persons other than our executive officers, directors and nominees, such information is based solely upon a review of the latest schedules 13D or 13G, as amended. Each individual stockholder possesses sole voting and investment power with respect to the shares listed, unless otherwise noted. Information with respect to the beneficial ownership of the shares has been provided by the stockholders. The number of shares of stock includes all shares that may be acquired within 60 days of May 1, 2024.

Common Stock										
	Class A		Class B		Class C		Class D		Economic Interest	Voting Interest
	Number of Shares	Percent of Class								
Catherine L. Hughes (1)(2)(3)(4)										
(6)	262,972	2.67 %	851,536	29.75 %	1,124,560	54.99 %	6,224,234	16.46 %	16.10 %	22.82 %
Alfred C. Liggins, III (1)(3)(4)(5)										
(6)	620,918	6.30 %	2,010,307	70.25 %	920,456	45.01 %	15,272,177	40.40 %	35.81 %	53.87 %
Terry L. Jones							319,248	* %	*	0.00 %
Brian W. McNeill							277,985	*	*	0.00 %
D. Geoffrey Armstrong	10,000	*					216,507	*	*	
B. Doyle Mitchell							39,962	*	*	0.00 %
Peter D. Thompson (7)							969,732	2.57 %	1.84 %	0.00 %
David M. Kantor (8)							631,441	1.67	1.20	0.00 %
Karen Wishart							173,678	*	*	0.00 %
Kris Simpson							52,043	*	*	0.00 %
Eric Semler	200,000	2.03 %							*	*
TCS Capital Advisors	608,894	6.18 %					372,492	0.99 %	1.87 %	1.58 %
Blackrock	480,643	4.88 %							0.91 %	1.25 %
All Directors and Named Executives as a group (9 persons)	893,890	9.07 %	2,861,843	100.00 %	2,045,016	100.00 %	24,124,964	63.81 %		

\* Less than 1%.

(1) Includes 31,210 shares of Class A common stock and 62,998 shares of Class D common stock held by Hughes-Liggins & Company, L.L.C., the members of which are the Catherine L. Hughes Revocable Trust, dated March 2, 1999, of which Ms. Hughes is the trustee and sole beneficiary (the "Hughes Revocable Trust"), and the Alfred C. Liggins, III Revocable Trust, dated March 2, 1999, of which Mr. Liggins is the trustee and sole beneficiary (the "Liggins Revocable Trust"). The address of Ms. Hughes and Mr. Liggins is 1010 Wayne Avenue, Silver Spring, Maryland 20910.

(2) The 247,366 shares of Class A common stock, 851,536 shares of Class B common stock and 3,260,133 shares of Class D common stock are held by the Hughes Revocable Trust; 1,124,560 shares of Class C common stock and 520,404 shares of Class D common stock are held by the Catherine L. Hughes Dynastic Trust, dated March 2, 1999, of which Ms. Hughes is the trustee and sole beneficiary.

(3) The shares of Class A common stock and Class B common stock are subject to a voting agreement between Ms. Hughes and Mr. Liggins with respect to the election of Urban One's directors.

(4) As of May 15, 2024, the combined economic and voting interests of Ms. Hughes and Mr. Liggins were 51.91% and 76.69%, respectively.

(5) The 605,313 shares of Class A common stock, 2,010,307 shares of Class B common stock, and 8,428,099 shares of Class D common stock are held by the Liggins Revocable Trust. In addition, 920,456 shares of Class C common stock and 338,808 shares of Class D common stock are held by the Alfred C. Liggins, III Dynastic Trust dated March 2, 1999, of which Mr. Liggins is the trustee and sole beneficiary.

(6) Ms. Hughes' total includes 1,429,985 shares of Class D common stock obtainable upon the exercise of stock options. Mr. Liggins' total includes 2,481,974 shares of Class D common stock obtainable upon the exercise of stock options.

(7) Includes 599,090 shares of Class D common stock obtainable upon the exercise of stock options.

(8) Includes 273,380 shares of Class D common stock obtainable upon the exercise of stock options.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

We review all transactions and relationships in which Urban One and our directors and executive officers or their immediate family members are participants to determine whether such persons have a direct or indirect material interest. In addition, our code of ethics requires our directors, executive officers, and principal financial officers to report to the board or the audit committee any situation that could be perceived as a conflict of interest. Once a related person transaction has been identified, the Board of Directors may appoint a special committee of the Board of Directors to review and, if appropriate, approve such transaction. The special committee will consider the material facts, such as the nature of the related person's interest in the transaction, the terms of the transaction, the importance of the transaction to the related person and to us, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances, and other matters it deems appropriate. As required under the SEC rules, we disclose related party transactions that are directly or indirectly material to us or a related person.

Reach Media operates the Tom Joyner Foundation's Fantastic Voyage® (the "Fantastic Voyage®"), a fund-raising event, on behalf of the Tom Joyner Foundation, Inc. (the "Foundation"), a 501(c)(3) entity. The agreement under which the Fantastic Voyage® operates provides that Reach Media provide all necessary operations of the cruise and that Reach Media will be reimbursed its expenditures and receive a fee plus a performance bonus. Distributions from operating revenues are in the following order until the funds are depleted: up to \$250,000 to the Foundation, reimbursement of Reach's expenditures, up to a \$1.0 million fee to Reach, a performance bonus of up to 50% of remaining operating revenues to Reach Media, with the balance remaining to the Foundation. For 2024 and 2023, \$250,000 to the Foundation is guaranteed. Reach Media's earnings for the Fantastic Voyage® in any given year may not exceed \$1.75 million. The Foundation's remittances to Reach Media under these agreements are limited to its Fantastic Voyage® related cash collections. Reach Media bears the risk should the Fantastic Voyage® sustain a loss and bears all credit risk associated with the related passenger cruise package sales. The agreement between Reach Media and the Foundation automatically renews annually unless termination is mutually agreed or unless a party's financial requirements are not met, in which case the party not in breach of their obligations has the right, but not the obligation, to terminate unilaterally. As of December 31, 2023 and 2022, the Foundation owed Reach Media approximately \$1.0 million and \$2.3 million, respectively, under the agreements for the operation of the cruises.

The Fantastic Voyage took place during the second quarter of 2023. For the year ended December 31, 2023, Reach Media's revenues, expenses, and operating income for the Fantastic Voyage were approximately \$9.7 million, \$8.0 million, and \$1.75 million, respectively.

Reach Media provides office facilities (including office space, telecommunications facilities, and office equipment) to the Foundation. Such services are provided to the Foundation on a pass-through basis at cost. Additionally, from time to time, the Foundation reimburses Reach Media for expenditures paid on its behalf at Reach Media-related events. Under these arrangements, the Foundation owed immaterial amounts to Reach Media as of December 31, 2023 and 2022.

Alfred C. Liggins, President and Chief Executive Officer of Urban One, Inc., is a compensated member of the Board of Directors of Broadcast Music, Inc. ("BMI"), a performance rights organization to which the Company pays license fees in the ordinary course of business. During the years ended December 31, 2023 and 2022, the Company incurred expense of approximately \$3.2 million and \$3.8 million, respectively. As of December 31, 2023 and 2022, the Company owed BMI approximately \$0.3 million and \$1.5 million, respectively.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

**Independent Registered Public Accounting Firm Fees**

The following table represents the aggregate fees billed to the Company for the fiscal year ended December 31, 2023 by Ernst & Young, LLP and for the fiscal year ended December 31, 2022 by BDO USA, LLP, the Company's principal accountants for such years.

	<b>Year Ended December 31,</b>	
	<b>2023</b>	<b>2022</b>
<b>Audit fees (1)</b>	<b>\$ 5,600,000</b>	<b>\$ 2,820,000</b>

(1) Audit fees consist of fees for professional services provided in connection with the audit of our annual consolidated financial statements, the review of our quarterly consolidated financial statements, and audit services that are normally provided by an independent registered public accounting firm in connection with regulatory filings or engagements for those fiscal years. The audit fees for the fiscal year ended December 31, 2022, also include fees related to the restatement of certain of our financial statements for the fiscal year ended December 31, 2021. Subsequent to the filing of the 2022 Annual Report on Form 10-K, the Company notified BDO USA, LLP ("BDO") that it would be dismissed as the Company's independent registered public accounting firm. The Audit Committee of the Company's Board of Directors (the "Audit Committee") approved the dismissal of BDO on July 11, 2023 and BDO's dismissal as the Company's independent registered public accounting firm was effective on July 12, 2023. The Audit Committee appointed Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023 effective as of July 12, 2023.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a)(1) *Financial Statements*

The following financial statements required by this item are submitted in a separate section beginning on page F-1 of this report:

Reports of Independent Registered Public Accounting Firm ( Ernst & Young, LLP ; Baltimore , MD; PCAOB ID # 42 )  
Report of Predecessor Independent Registered Public Accounting Firm ( BDO USA, LLP ; Potomac , MD; PCAOB ID # 243 )  
Consolidated Balance Sheets as of December 31, 2023 and 2022  
Consolidated Statements of Operations for the years ended December 31, 2023 and 2022  
Consolidated Statements of Comprehensive Income for the years ended December 31, 2023 and 2022  
Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2023 and 2022  
Consolidated Statements of Cash Flows for the years ended December 31, 2023 and 2022  
Notes to the Consolidated Financial Statements

Schedules other than those listed above have been omitted from this Form 10-K because they are not required, are not applicable, or the required information is included in the financial statements and notes thereto.

(a)(2) EXHIBITS AND FINANCIAL STATEMENTS: The following exhibits are filed as part of this Annual Report.

Exhibit Number	Description
3.1	<a href="#">Amended and Restated Certificate of Incorporation of Urban Inc., dated as of May 4, 2000, as filed with the State of Delaware on May 9, 2000 (incorporated by reference to Exhibit 3.1 to Urban One's Quarterly Report on Form 10-Q for the period ended March 31, 2000).</a>
3.1.1	<a href="#">Certificate of Amendment, dated as of April 25, 2017, of the Amended and Restated Certificate of Incorporation of Urban One, Inc., dated as of April 25, 2017, as filed with the State of Delaware on April 25, 2017 (incorporated by reference to Exhibit 3.1 to Urban One's Current Report on Form 8-K filed May 8, 2017).</a>
3.2	<a href="#">Amended and Restated By-laws of Urban One, Inc. amended as of May 5, 2017 (incorporated by reference to Exhibit 3.2 to Urban One's Current Report on Form 8-K filed May 8, 2017).</a>
3.3	<a href="#">Certificate of Conversion of Bell Broadcasting Company into Bell Broadcasting Company LLC (incorporated by reference to Exhibit 3.13 to Urban One's Annual Report on Form 10-K, filed March 14, 2016).</a>
3.4	<a href="#">Articles of Organization of Blue Chip Broadcasting Licenses, Ltd. (incorporated by reference to Exhibit 3.32 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.5	<a href="#">Operating Agreement of Blue Chip Broadcasting Licenses, Ltd. (incorporated by reference to Exhibit 3.60 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.6	<a href="#">Articles of Organization of Blue Chip Broadcasting, Ltd. (incorporated by reference to Exhibit 3.30 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.7	<a href="#">Amended and Restated Operating Agreement of Blue Chip Broadcasting, Ltd. (incorporated by reference to Exhibit 3.59 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>

3.8	<a href="#">Certificate of Formation of Charlotte Broadcasting, LLC (incorporated by reference to Exhibit 3.18 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.9	<a href="#">Limited Liability Company Agreement of Charlotte Broadcasting, LLC (incorporated by reference to Exhibit 3.53 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.10	<a href="#">Certificate of Formation of Distribution One, LLC. (incorporated by reference to Exhibit 3.15 to Urban One's Registration Statement on Form S-4, filed February 9, 2011).</a>
3.11	<a href="#">Limited Liability Company Agreement of Distribution One, LLC. (incorporated by reference to Exhibit 3.16 to Urban One's Registration Statement on Form S-4, filed February 9, 2011).</a>
3.12	<a href="#">Articles of Incorporation of Interactive One, Inc. (incorporated by reference to Exhibit 3.19 to Urban One's Registration Statement on Form S-4, filed February 9, 2011).</a>
3.13	<a href="#">Bylaws of Interactive One, Inc. (incorporated by reference to Exhibit 3.20 to Urban One's Registration Statement on Form S-4, filed February 9, 2011).</a>
3.14	<a href="#">Certificate of Formation of Interactive One, LLC. (incorporated by reference to Exhibit 3.21 to Urban One's Registration Statement on Form S-4, filed February 9, 2011).</a>
3.15	<a href="#">Limited Liability Company Agreement of Interactive One, LLC. (incorporated by reference to Exhibit 3.22 to Urban One's Registration Statement on Form S-4, filed February 9, 2011).</a>
3.16	<a href="#">Certificate of Incorporation of New Mableton Broadcasting Corporation (incorporated by reference to Exhibit 3.43 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.17	<a href="#">Bylaws of New Mableton Broadcasting Corporation (incorporated by reference to Exhibit 3.70 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.18	<a href="#">Certificate of Conversion of Radio One Cable Holdings, Inc. to Radio One Cable Holdings, LLC. (incorporated by reference to Exhibit 3.19 to Urban One's Annual Report on Form 10-K, filed February 17, 2015).</a>
3.19	<a href="#">Certificate of Conversion of formation of Radio One Cable Holdings, LLC. (incorporated by reference to Exhibit 3.20 to Urban One's Annual Report on Form 10-K, filed February 17, 2015).</a>
3.20	<a href="#">Certificate of Formation of Radio One Distribution Holdings, LLC. (incorporated by reference to Exhibit 3.27 to Urban One's Registration Statement on Form S-4, filed February 9, 2011).</a>
3.21	<a href="#">Limited Liability Company Agreement of Radio One Cable Holdings, LLC. (incorporated by reference to Exhibit 3.28 to Urban One's Annual Report on Form 10-K, filed February 17, 2015).</a>
3.22	<a href="#">Limited Liability Company Agreement of Radio One Distribution Holdings, LLC (incorporated by reference to Exhibit 3.28 to Urban One's Registration Statement on Form S-4, filed February 9, 2011).</a>
3.23	<a href="#">Certificate of Formation of Radio One Licenses, LLC (incorporated by reference to Exhibit 3.3 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.24	<a href="#">Limited Liability Company Agreement of Radio One Licenses, LLC (incorporated by reference to Exhibit 3.46 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.25	<a href="#">Certificate of Formation of Radio One Media Holdings, LLC (incorporated by reference to Exhibit 3.44 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.26	<a href="#">Limited Liability Company Agreement of Radio One Media Holdings, LLC (incorporated by reference to Exhibit 3.71 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.27	<a href="#">Certificate of Formation of Radio One of Charlotte, LLC (incorporated by reference to Exhibit 3.15 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.28	<a href="#">Limited Liability Company Agreement of Radio One of Charlotte, LLC (incorporated by reference to Exhibit 3.51 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.29	<a href="#">Certificate of Limited Partnership of Radio One of Indiana, L.P. (incorporated by reference to Exhibit 3.35 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.30	<a href="#">Limited Partnership Agreement of Radio One of Indiana, L.P. (incorporated by reference to Exhibit 3.63 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.31	<a href="#">Certificate of Formation of Radio One of Indiana, LLC (incorporated by reference to Exhibit 3.38 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.32	<a href="#">Limited Liability Company Agreement of Radio One of Indiana, LLC (incorporated by reference to Exhibit 3.66 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.33	<a href="#">Certificate of Formation of Radio One of North Carolina, LLC (incorporated by reference to Exhibit 3.20 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>

3.34	<a href="#">Limited Liability Company Agreement of Radio One of North Carolina, LLC (incorporated by reference to Exhibit 3.54 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.35	<a href="#">Certificate of Formation of Radio One of Texas II, LLC (incorporated by reference to Exhibit 3.37 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.36	<a href="#">Limited Liability Company Agreement of Radio One of Texas II, LLC (incorporated by reference to Exhibit 3.65 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.37	<a href="#">Certificate of Formation of Satellite One, L.L.C. (incorporated by reference to Exhibit 3.39 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.38	<a href="#">Limited Liability Company Agreement of Satellite One, L.L.C. (incorporated by reference to Exhibit 3.67 to Urban One's Registration Statement on Form S-4, filed August 5, 2005).</a>
3.39	<a href="#">Certificate of Formation of IO Acquisition Sub, LLC (incorporated by reference to Exhibit 3.46 to Urban One's Annual Report on Form 10-K, filed February 17, 2015).</a>
3.40	<a href="#">Certificate of Amendment to Certificate of Formation of BossipMadameNoire, LLC (incorporated by reference to Exhibit 3.3 to Urban One's Current Report on Form 8-K, filed May 8, 2017).</a>
3.41	<a href="#">Limited Liability Company Agreement of BossipMadameNoire, LLC (formerly IO Acquisition Sub and incorporated by reference to Exhibit 3.47 to Urban One's Annual Report on Form 10-K, filed February 17, 2015).</a>
3.42	<a href="#">Certificate of Formation of Radio One Urban Network Holdings, LLC (incorporated by reference to Exhibit 3.48 to Urban One's Annual Report on Form 10-K, filed February 17, 2015).</a>
3.43	<a href="#">Limited Liability Company Agreement of Radio One Urban Network Holdings, LLC (incorporated by reference to Exhibit 3.49 to Urban One's Annual Report on Form 10-K, filed February 17, 2015).</a>
3.44	<a href="#">Certificate of Formation of Radio One Entertainment Holdings, LLC (incorporated by reference to Exhibit 3.50 to Urban One's Annual Report on Form 10-K, filed February 17, 2015).</a>
3.45	<a href="#">Second Amended and Restated Limited Liability Company Agreement of Radio One Entertainment Holdings, LLC (incorporated by reference to Exhibit 3.49 to Urban One's Annual Report on Form 10-K, filed March 31, 2021).</a>
3.46	<a href="#">Certificate of Conversion of Gaffney Broadcasting, LLC (incorporated by reference to Exhibit 3.52 to Urban One's Annual Report on Form 10-K, filed February 17, 2015).</a>
3.47	<a href="#">Certificate of Incorporation of Reach Media, Inc. (incorporated by reference to Exhibit 3.53 to Urban One's Annual Report on Form 10-K, filed February 17, 2015).</a>
3.48	<a href="#">Bylaws of Reach Media, Inc. (incorporated by reference to Exhibit 3.54 to Urban One's Annual Report on Form 10-K, filed February 17, 2015).</a>
3.49	<a href="#">Certificate of Formation of RO One Solution, LLC (incorporated by reference to Exhibit 3.54 to Urban One's Annual Report on Form 10-K, filed March 14, 2016).</a>
3.50	<a href="#">Certificate of Formation of Urban One Entertainment SPV, LLC (incorporated by reference to Exhibit 3.55 to Urban One's Annual Report on Form 10-K, filed March 18, 2019).</a>
3.51	<a href="#">Second Amended and Restated Limited Liability Company Agreement of Urban One Entertainment SPV, LLC (incorporated by reference to Exhibit 3.55 to Urban One's Annual Report on Form 10-K, filed March 31, 2021).</a>
4.1	<a href="#">Indenture, dated as of January 25, 2021, among Urban One, Inc., the guarantors named therein and Wilmington Trust, National Association, as trustee, relating to the 7.375% Senior Secured Notes due 2028 (incorporated by reference to Exhibit 4.1 to Urban One's Current Report on Form 8-K filed January 29, 2021).</a>
4.2	<a href="#">Credit Agreement among Urban One, Inc., the other borrowers party, the lenders party thereto from time to time and Bank of America, N.A., as administrative agent (incorporated by reference to Urban One's Current Report on Form 8-K filed February 22, 2021).</a>
4.3	<a href="#">First Amendment and Waiver dated as of April 30, 2023, among Urban One, Inc., the other borrowers party, the lenders party thereto from time to time and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 4.2 to Urban One's Annual Report on Form 10-K as filed June 30, 2023).</a>
4.4	<a href="#">Second Amendment and Waiver dated as of June 5, 2023, among Urban One, Inc., the other borrowers party, the lenders party thereto from time to time and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 4.2 to Urban One's Annual Report on Form 10-K as filed June 30, 2023).</a>

4.5	<a href="#">Third Amendment and Waiver dated as of July 31, 2023, among Urban One, Inc., the other borrowers party, the lenders party thereto from time to time and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 4.2 to Urban One's Current Report on Form 8-K as filed August 3, 2023).</a>
4.6	<a href="#">Fourth Amendment and Waiver dated as of September 29, 2023, among Urban One, Inc., the other borrowers party, the lenders party thereto from time to time and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 4.2 to Urban One's Current Report on Form 8-K as filed October 4, 2023).</a>
4.7	<a href="#">Fifth Amendment and Waiver dated as of November 9, 2023, among Urban One, Inc., the other borrowers party, the lenders party thereto from time to time and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 4.2 to Urban One's Current Report on Form 8-K as filed November 15, 2023).</a>
4.8	<a href="#">Sixth Amendment and Waiver dated as of April 12, 2024, among Urban One, Inc., the other borrowers party, the lenders party thereto from time to time and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 4.1 to Urban One's Current Report on Form 8-K as filed April 18, 2024).</a>
4.9	<a href="#">Seventh Amendment and Waiver dated as of May 30, 2024, among Urban One, Inc., the other borrowers party, the lenders party thereto from time to time and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 4.1 to Urban One's Current Report on Form 8-K as filed June 5, 2024).</a>
4.10	<a href="#">Description of Registrant's Securities*</a>
10.1	<a href="#">Amended and Restated Stockholders Agreement dated as of September 28, 2004 among Catherine L. Hughes and Alfred C. Liggins, III (incorporated by reference to Exhibit 4.1 to Urban One's Quarterly Report on Form 10-Q for the period ended June 30, 2005).</a>
10.2	<a href="#">Urban One, Inc. 2019 Equity and Performance Incentive Plan (incorporated by reference to Urban One's Definitive Proxy on Schedule 14A filed April 11, 2019).</a>
10.3	<a href="#">Employment Agreement between Radio One, Inc. and Peter D. Thompson dated as of September 27, 2022 (incorporated by reference to Exhibit 99.1 to Urban One's Current Report on Form 8-K filed October 3, 2022).</a>
10.4	<a href="#">Employment Agreement dated as of January 1, 2022 between Urban One, Inc. and Alfred C. Liggins, III (incorporated by reference to Exhibit 99.1 to Urban One's Current Report on Form 8-K as filed April 9, 2024).</a>
10.5	<a href="#">Employment Agreement dated as of January 1, 2022 between Urban One, Inc. and Catherine L. Hughes.</a>
10.6	<a href="#">Employment Agreement between Radio One, Inc. and Catherine L. Hughes dated April 16, 2008 (incorporated by reference to Exhibit 10.1 to Urban One's Current Report on Form 8-K filed April 18, 2008).</a>
10.7	<a href="#">Terms of Employment Agreement between Radio One, Inc. and Catherine L. Hughes approved September 27, 2022 (incorporated by reference to Item 5.02 of Urban One's Current Report on Form 8-K filed October 3, 2022).</a>
10.8	<a href="#">Amended and Restated Urban One 2019 Equity and Performance Incentive Plan (incorporated by reference to Exhibit A to Proxy Statement dated April 30, 2021).</a>
19.1	<a href="#">Urban One, Inc. Insider Trading Policy*</a>
21.1	<a href="#">Subsidiaries of Urban One, Inc.*</a>
23.1	<a href="#">Consent of Ernst &amp; Young, LLP*</a>
23.2	<a href="#">Consent of BDO USA, LLP*</a>
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*</a>
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*</a>
32.1	<a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</a>
32.2	<a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</a>
97.1	<a href="#">Urban One, Inc. Incentive Compensation Clawback Policy (incorporated by reference to Exhibit 99.2 to Urban One's Current Report on Form 8-K as filed December 12, 2023).</a>
101	Financial information from the Annual Report on Form 10-K for the year ended December 31, 2023, formatted in Inline XBRL.*
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

\*Indicates document filed herewith.

**ITEM 16. FORM 10-K SUMMARY**

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on June 7, 2024.

URBAN ONE, INC.

By: /s/ Peter D. Thompson  
Name: Peter D. Thompson  
Title: *Chief Financial Officer and Principal Accounting Officer*

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant in the capacities indicated on June 7, 2024.

By: /s/ Catherine L. Hughes  
Name: Catherine L. Hughes  
Title: *Chairperson, Director and Secretary*  
By: /s/ Alfred C. Liggins, III  
Name: Alfred C. Liggins, III  
Title: *Chief Executive Officer, President and Director*  
By: /s/ Terry L. Jones  
Name: Terry L. Jones  
Title: *Director*  
By: /s/ Brian W. McNeill  
Name: Brian W. McNeill  
Title: *Director*  
By: /s/ B. Doyle Mitchell, Jr.  
Name: B. Doyle Mitchell, Jr.  
Title: *Director*  
By: /s/ D. Geoffrey Armstrong  
Name: D. Geoffrey Armstrong  
Title: *Director*

**Report of Independent Registered Public Accounting Firm**

To the Stockholders and the Board of Directors of Urban One, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheet of Urban One, Inc. (the Company) as of December 31, 2023, the related consolidated statements of operations, comprehensive (loss) income, changes in stockholders' equity and cash flows for the year ended December 31, 2023, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2023, and the results of its operations and its cash flows for the year then ended in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated June 7, 2024, expressed an adverse opinion thereon.

**Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

**Critical Audit Matter**

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of this critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

**Valuation of Radio Market Goodwill and Radio Market Broadcasting Licenses**

**Description of the Matter** At December 31, 2023, the Company's goodwill balance attributable to its radio market reporting units was \$30 million and the balance related to its radio broadcasting licenses with indefinite lives was \$375 million. As explained in Note 3 to the consolidated financial statements, goodwill and radio broadcasting licenses are subject to annual impairment assessments, or more frequently if events or circumstances indicate an impairment may exist. The Company recorded an impairment charge of \$129 million related to its radio broadcasting licenses during the year ended December 31, 2023. No impairment charges were recorded related to the Company's goodwill during the year ended December 31, 2023.

Auditing the Company's impairment assessments for radio market goodwill and radio broadcasting licenses is complex and highly judgmental and required the involvement of a valuation specialist due to the significant estimation required by management in determining the fair value of the radio market goodwill reporting units and radio broadcasting licenses. For radio market goodwill, the Company's methodologies for estimating the fair value of the reporting units involve significant assumptions and inputs, including projected financial information for market revenue growth rates, operating profit margins, terminal growth rates and discount rates. For radio broadcasting licenses, the Company's methodologies for estimating the fair value of these assets involve significant assumptions and inputs, including projected financial information for market revenues, revenue growth by market, mature market share, operating profit margins, terminal growth rates and discount rates. All of the assumptions are sensitive to and affected by economic, industry, and company-specific qualitative factors. These significant assumptions and inputs are forward-looking and could be affected by future economic and market conditions.

**How We Addressed the**

**Matter in Our Audit**

To test the estimated fair value of the Company's radio market goodwill reporting units and its radio broadcasting licenses, we performed audit procedures that included, among others, assessing the valuation methodologies, and testing the significant assumptions described above used in the Company's analyses, as well as testing the completeness and accuracy of the underlying data used by the Company in its analyses. We compared the significant assumptions to current industry and market trends, and to the Company's historical results. In addition, we evaluated the accuracy of management's prior year estimates. We also performed sensitivity analyses of the significant assumptions to evaluate the potential change in the fair values of the radio market goodwill reporting units and radio broadcasting licenses resulting from hypothetical changes in underlying assumptions. We involved our valuation specialist to assist in our evaluation of the methodologies used and certain significant assumptions and inputs used by the Company to determine the estimated fair value of the radio market goodwill reporting units and radio broadcasting licenses. In addition, for goodwill, we tested management's reconciliation of the fair value of its reporting units to the market capitalization of the Company.

*/s/ Ernst & Young LLP*

We have served as the Company's auditor since 2023.

Baltimore, Maryland  
June 7, 2024

**Report of Independent Registered Public Accounting Firm**

To the Stockholders and the Board of Directors of Urban One, Inc.

**Opinion on Internal Control over Financial Reporting**

We have audited Urban One, Inc.'s internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, because of the effect of the material weaknesses described below on the achievement of the objectives of the control criteria, Urban One, Inc. (the Company) has not maintained effective internal control over financial reporting as of December 31, 2023, based on the COSO criteria.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weaknesses have been identified and included in management's assessment. Management has identified pervasive material weaknesses throughout the Company's internal control processes that involve the control environment, risk assessment, control activities, information and communication, and monitoring components of the COSO framework that are described in more detail in management's assessment.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheet of the Company as of December 31, 2023, the related consolidated statement of operations, comprehensive (loss) income, changes in stockholders' equity and cash flows for the year ended December 31, 2023, and the related notes. These material weaknesses were considered in determining the nature, timing and extent of audit tests applied in our audit of the 2023 consolidated financial statements, and this report does not affect our report dated June 7, 2024, which expressed an unqualified opinion thereon.

**Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

**Definition and Limitations of Internal Control Over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded

as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Baltimore, Maryland  
June 7, 2024

Report of Independent Registered Public Accounting Firm

Shareholders and Board of Directors

Urban One, Inc.

Silver Spring, Maryland

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheet of Urban One, Inc. (the "Company") as of December 31, 2022, the related consolidated statements of operations, comprehensive income, changes in stockholders' equity, and cash flows for the year then ended, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2022, and the results of its operations and its cash flows for the year ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ BDO USA, P.C.

We served as the Company's auditor from 2016 to 2023.

Potomac, Maryland

June 30, 2023, except for Note 2 for which the date is June 7, 2024

**URBAN ONE, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
 (In thousands, except share data)

	As of	
	December 31, 2023	December 31, 2022
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 233,090	\$ 75,404
Restricted cash	480	26,475
Trade accounts receivable, net of allowance for expected credit losses of \$ 8,638 and \$ 9,223 , respectively	133,194	142,045
Prepaid expenses	9,504	8,729
Current portion of content assets	29,748	34,003
Other current assets	15,950	8,750
Total current assets	421,966	295,406
<b>CONTENT ASSETS, NET</b>	82,448	86,378
<b>PROPERTY AND EQUIPMENT, NET</b>	28,661	28,258
<b>GOODWILL</b>	216,599	216,599
<b>RIGHT OF USE ASSETS, NET</b>	31,649	31,879
<b>RADIO BROADCASTING LICENSES</b>	375,296	488,419
<b>OTHER INTANGIBLE ASSETS, NET</b>	49,104	55,193
DEBT SECURITIES - available-for-sale, at fair value; amortized cost of \$ 0 and \$ 40,000 at December 31, 2023 and 2022, respectively	—	136,826
<b>OTHER ASSETS</b>	5,450	5,688
Total assets	<u>\$ 1,211,173</u>	<u>\$ 1,344,646</u>
<b>LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 20,000	\$ 17,196
Accrued interest	22,342	23,111
Accrued compensation and related benefits	14,420	17,421
Current portion of content payables	22,389	26,718
Current portion of lease liabilities	10,648	8,690
Other current liabilities	42,831	39,682
Total current liabilities	132,630	132,818
LONG-TERM DEBT, net of original issue discount and issuance costs	716,246	739,000
<b>CONTENT PAYABLES, net of current portion</b>	3,402	10,365
<b>LONG-TERM LEASE LIABILITIES</b>	22,377	25,545
<b>OTHER LONG-TERM LIABILITIES</b>	24,995	34,856
<b>DEFERRED TAX LIABILITIES, NET</b>	20,938	39,389
Total liabilities	<u>920,588</u>	<u>981,973</u>
<b>COMMITMENTS AND CONTINGENCIES (NOTE 17)</b>		
<b>REDEEMABLE NONCONTROLLING INTERESTS</b>	16,520	31,923
<b>STOCKHOLDERS' EQUITY:</b>		
Convertible preferred stock, \$.001 par value, 1,000,000 shares authorized; no shares outstanding at December 31, 2023 and 2022	—	—
Common stock — Class A, \$.001 par value, 30,000,000 shares authorized; 9,853,672 and 9,854,682 shares issued and outstanding at December 31, 2023 and 2022, respectively	10	10
Common stock — Class B, \$.001 par value, 150,000,000 shares authorized; 2,861,843 shares issued and outstanding at December 31, 2023 and 2022, respectively	3	3
Common stock — Class C, \$.001 par value, 150,000,000 shares authorized; 2,045,016 shares issued and outstanding at December 31, 2023 and 2022, respectively	2	2
Common stock — Class D, \$.001 par value, 150,000,000 shares authorized; 34,116,485 and 33,618,227 shares issued and outstanding at December 31, 2023 and 2022, respectively	34	34
Accumulated other comprehensive income	—	73,227
Additional paid-in capital	1,007,387	993,484
Accumulated deficit	<u>(733,371)</u>	<u>(736,101)</u>
Total stockholders' equity	<u>274,065</u>	<u>330,750</u>
Total liabilities, redeemable noncontrolling interests and stockholders' equity	<u>\$ 1,211,173</u>	<u>\$ 1,344,646</u>

The accompanying notes are an integral part of these consolidated financial statements.

**URBAN ONE, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
 (In thousands, except share and per share data)

	Years Ended December 31,	
	2023	2022
<b>NET REVENUE</b>	\$ 477,690	\$ 484,604
<b>OPERATING EXPENSES:</b>		
Programming and technical, including stock-based compensation of \$139 , and \$ 7 , respectively	137,023	122,636
Selling, general and administrative, including stock-based compensation of \$1,129 and \$239 , respectively	173,569	160,642
Corporate selling, general and administrative, including stock-based compensation of \$8,707 and \$9,666 , respectively	62,290	59,520
Depreciation and amortization	7,101	10,034
Impairment of goodwill, intangible assets, and long-lived assets	129,278	40,683
Total operating expenses	509,261	393,515
Operating (loss) income	( 31,571 )	91,089
<b>INTEREST INCOME</b>	6,067	939
<b>INTEREST EXPENSE</b>	56,196	61,751
<b>GAIN ON RETIREMENT OF DEBT</b>	2,356	6,718
<b>OTHER INCOME, NET</b>	96,084	16,083
Income from consolidated operations before provision for income taxes	17,640	53,078
<b>PROVISION FOR INCOME TAXES</b>	7,944	16,418
<b>NET INCOME FROM CONSOLIDATED OPERATIONS</b>	9,696	36,660
<b>LOSS FROM UNCONSOLIDATED JOINT VENTURE</b>	( 5,131 )	—
<b>NET INCOME</b>	4,565	36,660
<b>NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS</b>	2,515	2,317
<b>NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS</b>	\$ 2,050	\$ 34,343
<b>NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS (per share)</b>		
Basic	\$ 0.04	\$ 0.70
Diluted	\$ 0.04	\$ 0.66
<b>WEIGHTED AVERAGE SHARES OUTSTANDING:</b>		
Basic	47,645,678	48,928,063
Diluted	50,243,810	52,174,337

The accompanying notes are an integral part of these consolidated financial statements.

URBAN ONE, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME  
(In thousands)

	Years Ended December 31,	
	2023	2022
<b>NET INCOME</b>	\$ 4,565	\$ 36,660
<b>OTHER COMPREHENSIVE (LOSS) INCOME, BEFORE TAX:</b>		
Unrealized gain on available-for-sale securities	—	24,226
Income tax expense related to unrealized gain on available-for-sale securities	—	( 5,949 )
Reclassification adjustment for realized gain on available-for-sale securities included in net income	( 96,826 )	—
Income tax provision related to reclassification for realized gain	23,599	—
<b>OTHER COMPREHENSIVE (LOSS) INCOME, NET OF TAX</b>	<b>( 73,227 )</b>	<b>18,277</b>
<b>COMPREHENSIVE (LOSS) INCOME</b>	<b>\$ ( 68,662 )</b>	<b>\$ 54,937</b>
<b>LESS: COMPREHENSIVE INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS</b>	<b>2,515</b>	<b>2,317</b>
<b>COMPREHENSIVE (LOSS) INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS</b>	<b>\$ ( 71,177 )</b>	<b>\$ 52,620</b>

The accompanying notes are an integral part of these consolidated financial statements.

**URBAN ONE, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**For The Years Ended December 31, 2022 and 2023**  
**(In thousands, except share data)**

	Convertible Preferred Stock	Common Stock Class A	Common Stock Class B	Common Stock Class C	Common Stock Class D	Accumulated Other Comprehensive Income	Additional Paid-In Capital	Accumulated Deficit	Total Equity
<b>BALANCE, as of December 31, 2021</b>	\$ —	\$ 9	\$ 3	\$ 2	\$ 37	\$ 54,950	\$ 1,018,996	\$ (770,353)	\$ 303,644
Net income attributable to Urban One	—	—	—	—	—	—	—	34,343	34,343
Stock-based compensation expense	—	1	—	—	1	—	6,593	—	6,595
Repurchase of 5,124,671 shares of Class D common stock	—	—	—	—	(4)	—	(26,539)	—	(26,543)
Exercise of options for 60,240 shares of common stock	—	—	—	—	—	—	50	—	50
Other comprehensive income, net of tax	—	—	—	—	—	18,277	—	—	18,277
Adjustment of redeemable noncontrolling interests to estimated redemption value	—	—	—	—	—	—	(5,616)	—	(5,616)
<b>BALANCE, as of December 31, 2022</b>	<b>\$ —</b>	<b>\$ 10</b>	<b>\$ 3</b>	<b>\$ 2</b>	<b>\$ 34</b>	<b>\$ 73,227</b>	<b>\$ 993,484</b>	<b>\$ (736,010)</b>	<b>\$ 330,750</b>
Cumulative effect of accounting change (Note 3)	—	—	—	—	—	—	—	589	589
<b>BALANCE, as of January 1, 2023</b>	<b>—</b>	<b>10</b>	<b>3</b>	<b>2</b>	<b>34</b>	<b>73,227</b>	<b>993,484</b>	<b>(735,421)</b>	<b>331,339</b>
Net income attributable to Urban One	—	—	—	—	—	—	—	2,050	2,050
Stock-based compensation expense	—	—	—	—	—	—	5,392	—	5,392
Repurchase of 313,272 shares of Class D common stock	—	—	—	—	—	—	(1,630)	—	(1,630)
Sale of MGM Investment	—	—	—	—	—	(73,227)	—	—	(73,227)
Vesting of restricted common stock	—	—	—	—	—	—	3,234	—	3,234
Adjustment of redeemable noncontrolling interests to estimated redemption value	—	—	—	—	—	—	6,907	—	6,907
<b>BALANCE, as of December 31, 2023</b>	<b>\$ —</b>	<b>\$ 10</b>	<b>\$ 3</b>	<b>\$ 2</b>	<b>\$ 34</b>	<b>\$ —</b>	<b>\$ 1,007,387</b>	<b>\$ (733,371)</b>	<b>\$ 274,065</b>

The accompanying notes are an integral part of these consolidated financial statements.

**URBAN ONE, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Years Ended December 31,	
	2023	2022
	(In thousands)	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 4,565	\$ 36,660
Adjustments to reconcile net income to net cash from operating activities:		
Bad debt expense	2,552	1,837
Depreciation and amortization	7,101	10,034
Amortization of debt financing costs	2,137	1,989
Amortization of launch assets	4,980	4,380
Amortization of content assets	50,098	43,533
Deferred income taxes	5,148	14,575
Amortization of right of use assets	9,226	8,716
Impairment of goodwill, intangible assets, and long-lived assets	129,278	40,683
Non-cash fair value adjustment of Employment Agreement Award	169	2,129
Stock-based compensation expense	9,975	9,912
Gain on retirement of debt	(2,356)	(6,718)
Loss on deconsolidation of joint venture	188	—
Loss on investment in unconsolidated joint venture	5,131	—
Non-cash income on PPP loan forgiveness	—	(7,575)
Realized gain on available for sale debt securities	(96,826)	—
Other	1,442	—
Effect of change in operating assets and liabilities, net of assets acquired:		
Trade accounts receivable, net	8,698	(16,123)
Prepaid expenses and other current assets	(2,376)	(6,651)
Other assets	555	1,022
Content assets and content payables	(53,518)	(62,630)
Accounts payable	2,407	304
Accrued interest	(769)	(2,347)
Accrued compensation and related benefits	(3,758)	6,461
Other liabilities	(15,152)	(4,393)
Launch support	(4,250)	(9,250)
Net cash flows provided by operating activities	64,645	66,548
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of property and equipment	(7,676)	(6,763)
Restricted cash derecognized in deconsolidation of joint venture	(26,000)	—
Proceeds from sale of joint venture interest	6,563	—
Proceeds from sale of available for sale debt securities	136,826	—
Proceeds from release of escrow associated with joint venture	13,012	—
Acquisition of stations and broadcasting assets	(27,500)	(25,000)
Disposition of stations and broadcasting assets	4,975	3,080
Investment in unconsolidated joint venture	(4,842)	—
Net cash flows provided by (used in) investing activities	95,358	(28,683)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Contributions from noncontrolling interest members of RVAEH	—	512
Repayments of long-term debt	(22,281)	(67,124)
Repurchase of common stock	(1,630)	(26,543)
Payment of dividends to noncontrolling interest members of Reach Media	(4,401)	(1,599)
Proceeds from exercise of stock options	—	50
Net cash flows used in financing activities	(28,312)	(94,704)
<b>NET INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH</b>	<b>131,691</b>	<b>(56,839)</b>
<b>CASH, CASH EQUIVALENTS AND RESTRICTED CASH, beginning of period</b>	<b>101,879</b>	<b>158,718</b>
<b>CASH, CASH EQUIVALENTS AND RESTRICTED CASH, end of period</b>	<b>\$ 233,570</b>	<b>\$ 101,879</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Cash paid for:		
Interest	\$ 54,828	\$ 62,039
Income taxes, net of refunds	\$ 1,983	\$ 2,089
<b>NON-CASH OPERATING, FINANCING AND INVESTING ACTIVITIES:</b>		
Liabilities recognized under asset exchange/asset acquisition	\$ —	\$ 1,240
Operating right of use assets obtained in exchange for lease obligation	\$ 10,870	\$ 3,896
Operating right of use asset and lease liability terminations	\$ 429	\$ 2,416
Non-cash launch additions	\$ —	\$ 9,500
Non-cash content asset additions	\$ 9,716	\$ 15,246
Adjustment of redeemable noncontrolling interests to estimated redemption value	\$ (6,907)	\$ 5,616

The accompanying notes are an integral part of these consolidated financial statements.

URBAN ONE, INC. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2023 and 2022

**1. ORGANIZATION:**

Urban One, Inc., a Delaware corporation, and its subsidiaries (collectively, "Urban One," the "Company," "we," "our" and/or "us") is an urban-oriented, multi-media company that primarily targets African-American and urban consumers. Our core business is our radio broadcasting franchise which is the largest radio broadcasting operation that primarily targets African-American and urban listeners. As of December 31, 2023, we owned and/or operated 72 independently formatted, revenue producing broadcast stations (including 57 FM or AM stations, 13 HD stations, and the 2 low power television stations we operate), located in 13 of the most populous African-American markets in the United States. While a core source of our revenue has historically been and remains the sale of local and national advertising for broadcast on our radio stations, our strategy is to operate the premier multi-media entertainment and information content platform targeting African-American and urban consumers. Thus, we have diversified our revenue streams by making acquisitions and investments in other complementary media properties. Our diverse media and entertainment interests include TV One, LLC ("TV One"), which operates two cable television networks targeting African-American and urban viewers, TV One and CLEO TV; our 90.0 % ownership interest in Reach Media, Inc. ("Reach Media") which operates the Rickey Smiley Morning Show and our other syndicated programming assets, including the Get Up! Mornings with Erica Campbell Show and the DL Hughley Show; and Interactive One, LLC ("Interactive One"), our wholly owned digital platform serving the African-American community through social content, news, information, and entertainment websites, including its iONE Digital, Cassius and Bossip, HipHopWired and MadameNoire digital platforms and brands. During the year ended December 31, 2023, the Company completed the sale of its investment in MGM National Harbor (the "MGM Investment"), a gaming resort located in Prince George's County, Maryland. Please refer to Note 3(q) – Investments of our consolidated financial statements for more details. Through our national multi-media operations, we provide advertisers with a unique and powerful delivery mechanism to communicate with African-American and urban audiences.

Our core radio broadcasting franchise operates under the brand "Radio One." We also operate other brands, such as TV One, CLEO TV, Reach Media, iONE Digital and One Solution, while developing additional branding reflective of our diverse media operations and our targeting of African-American and urban audiences.

As part of our consolidated financial statements, consistent with our financial reporting structure and how the Company currently manages its businesses, we have provided selected financial information on the Company's four reportable segments: (i) radio broadcasting; (ii) Reach Media; (iii) digital; and (iv) cable television. (See Note 15 – *Segment Information* of our consolidated financial statements).

**Basis of Presentation**

The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") and require management to make certain estimates and assumptions. The most significant estimates and assumptions are used in determining: (i) estimates of future cash flows used to evaluate and recognize impairments; (ii) estimates of fair value of Employment Agreement Award and redeemable noncontrolling interests in Reach Media; (iii) deferred taxes and related valuation allowance, including uncertain tax positions; (iv) determination of the amortization patterns of content assets; and (v) estimate allowance for expected credit losses on trade accounts receivable.

These estimates and assumptions may affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements. The Company bases these estimates on historical experience, current economic environment or various other assumptions that are believed to be reasonable under the circumstances. However, economic uncertainty and any disruption in financial markets increase the possibility that actual results may differ from these estimates.

**Principles of Consolidation**

The consolidated financial statements include the accounts and operations of Urban One and subsidiaries in which Urban One has a controlling financial interest, which is generally determined when the Company holds a majority voting interest. All intercompany accounts and transactions have been eliminated in consolidation. Noncontrolling interests have been recognized where a controlling interest exists, but the Company owns less than 100 % of the controlled entity.

The Company is required to include the financial statements of variable interest entities ("VIE") in its consolidated financial statements. Under the VIE model, the Company consolidates an investment if it has control to direct the activities of the entity and the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE.

**2. REVISION OF PREVIOUSLY ISSUED FINANCIAL STATEMENTS**

In connection with the preparation of the interim consolidated financial statements for the quarterly period as of March 31, 2023, the Company identified immaterial errors in its accounting for its stock-based compensation expense, the Company's investment in the operations of RVA Entertainment Holdings, LLC ("RVAEH"), and related tax effects. The Company assessed the materiality of the adjustments both quantitatively and qualitatively and concluded that the adjustments were not material to its previously issued consolidated financial statements as of December 31, 2022 and 2021 and for the years then ended. However, the Company concluded that the effect of correcting these adjustments in 2023 would materially misstate the Company's unaudited consolidated financial statements as of and for the three months ended March 31, 2023. Accordingly, the Company determined that it was necessary to reflect these adjustments, as well as other immaterial adjustments previously identified during fiscal year 2022 and revised the previously issued consolidated financial statements with respect to the quarters ended March 31, June 30, and September 30, 2022, and the year ended December 31, 2022. See Note 16 – *Quarterly Financial Data (Unaudited)* for the revised quarterly and year-to-date unaudited consolidated financial statements for the quarters ended March 31, June 30, and September 30, 2022. The remainder of the notes to the Company's consolidated financial statements have been updated and revised, as applicable, to reflect the impact of these adjustments.

**Adjustments Background**

**Stock-Based Compensation**

On September 27, 2022, the Compensation Committee of the Board of Directors of the Company (the "Compensation Committee") approved the principal terms of new employment agreements for the Company's Founder and Executive Chairperson, President and Chief Executive Officer and Executive Vice President and Chief Financial Officer. Pursuant to the terms, annual Class D stock awards and stock options with fixed monetary value known at inception were awarded. The first tranche of equity awards was granted and vested on September 27, 2022. The second and third annual grants were scheduled to vest in January 2023 and January 2024, respectively, with the grant price equal to the closing share price on the fifth calendar day of the month following the date on which vesting occurs (February 5, each of 2023 and 2024) ("Executive Awards").

During the first quarter of 2023, the Company determined that it should have recognized expense for the second tranche of the Executive Awards during the third and fourth quarters of 2022 beginning at the service inception date that precedes the grant date and to classify these grants as a liability until vested. The effect of this adjustment was an understatement of stock-based compensation expense in the consolidated statements of operations for the year ended December 31, 2022 and understatements of other current liabilities and accumulated deficit in the consolidated balance sheet at December 31, 2022.

**RVAEH**

In 2021, the Company and Peninsula Pacific Entertainment entered into a 75 / 25 partnership of RVAEH. During the preparation of the interim consolidated financial statements for the quarter ended March 31, 2023, the Company evaluated whether it should have consolidated RVAEH due to its 75 % ownership interest. As the Company had control and was the primary beneficiary of RVAEH, it was determined that RVAEH should have been consolidated in 2021 in accordance with ASC 810, "Consolidation".

The Company historically recognized its 75 % ownership portion of RVAEH's financial statements on its consolidated financial statements under the equity method of accounting. The adjustment primarily impacted restricted cash, other current assets, property and equipment, net, other current liabilities, other long-term liabilities, redeemable noncontrolling interests, and accumulated deficit in the consolidated balance sheets, and corporate selling, general and administrative expenses, and net income attributable to noncontrolling interests in the consolidated statements of operations.

**Other Adjustments**

The Company, in the process of correcting the immaterial errors discussed above, recorded other immaterial adjustments previously identified during fiscal year 2022. The adjustments, in aggregate, impacted trade accounts receivable, net, accounts payable, other long-term liabilities, and accumulated deficit in the consolidated balance sheets and selling, general and administrative expenses, corporate selling, general and administrative expenses, and related tax effect in the consolidated statements of operations.

**Revised Consolidated Financial Statements**

The following tables reflect the correction of the immaterial errors and adjustments, discussed above, on the affected line items presented in the Company's consolidated financial statements as of and for the year ended December 31, 2022. The previously reported amounts were derived from the Company's fiscal year 2022 Form 10-K. These amounts are labeled as "As Previously Reported" in the tables below. The columns labeled "Adjustments" represent the combined effects of the corrections of the stock-based compensation, the consolidation of RVAEH, and related tax effects. The columns labeled "Other Adjustments" represent the combined effects of the corrections of other immaterial adjustments and related tax effects.

**Revised Consolidated Balance Sheet**

	As of December 31, 2022			
	As Previously Reported	Adjustments	Other Adjustments (in thousands)	As Revised
<b>ASSETS</b>				
<b>CURRENT ASSETS:</b>				
Restricted cash	\$ 19,975	\$ 6,500	\$ —	\$ 26,475
Trade accounts receivable, net of allowance for doubtful accounts of \$ 9,223	143,264	—	( 1,219 )	142,045
Other current assets	8,372	378	—	8,750
Total current assets	289,747	6,878	( 1,219 )	295,406
<b>PROPERTY AND EQUIPMENT, net</b>	27,758	500	—	28,258
Total assets	<u><u>\$ 1,338,487</u></u>	<u><u>\$ 7,378</u></u>	<u><u>\$ ( 1,219 )</u></u>	<u><u>\$ 1,344,546</u></u>
<b>LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY</b>				
<b>CURRENT LIABILITIES:</b>				
Accounts payable	\$ 18,003	\$ —	\$ ( 807 )	\$ 17,196
Other current liabilities	36,320	3,362	—	39,682
Total current liabilities	130,263	3,362	( 807 )	132,818
<b>OTHER LONG-TERM LIABILITIES</b>	34,540	858	( 542 )	34,856
<b>DEFERRED TAX LIABILITIES, net</b>	39,704	( 214 )	( 101 )	39,389
Total liabilities	979,417	4,006	( 1,450 )	981,973
<b>REDEEMABLE NONCONTROLLING INTERESTS</b>	25,298	6,625	—	31,923
<b>STOCKHOLDERS' EQUITY:</b>				
Accumulated deficit	( 732,988 )	( 3,253 )	231	( 736,010 )
Total stockholders' equity	333,772	( 3,263 )	231	330,750
Total liabilities, redeemable noncontrolling interests and equity	<u><u>\$ 1,338,487</u></u>	<u><u>\$ 7,378</u></u>	<u><u>\$ ( 1,219 )</u></u>	<u><u>\$ 1,344,546</u></u>

**Revised Consolidated Statement of Operations**

	Year Ended December 31, 2022			
	As Previously Reported	Adjustments	Other Adjustments (in thousands, except per share data)	As Revised
<b>OPERATING EXPENSES:</b>				
Selling, general and administrative, including stock-based compensation of \$ 239				
Selling, general and administrative, including stock-based compensation of \$ 9,666	\$ 160,230	\$ —	\$ 412	\$ 160,642
Corporate selling, general and administrative, including stock-based compensation of \$ 9,666	56,334	3,728	( 542 )	59,520
Total operating expenses	389,917	3,728	( 130 )	393,515
Operating income (loss)	94,687	( 3,728 )	130	91,089
Income (loss) before provision for (benefit from) income taxes and noncontrolling interests in income of subsidiaries	56,676	( 3,728 )	130	53,078
<b>PROVISION FOR (BENEFIT FROM) INCOME TAXES</b>	<u><u>16,721</u></u>	<u><u>( 202 )</u></u>	<u><u>( 101 )</u></u>	<u><u>16,418</u></u>
<b>NET INCOME (LOSS)</b>	39,955	( 3,526 )	231	36,660
<b>NET INCOME (LOSS) ATTRIBUTABLE TO NONCONTROLLING INTERESTS</b>	2,626	( 309 )	—	2,317
<b>NET INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCKHOLDERS</b>	<u><u>\$ 37,329</u></u>	<u><u>\$ ( 3,217 )</u></u>	<u><u>\$ 231</u></u>	<u><u>\$ 34,343</u></u>
<b>BASIC NET INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCKHOLDERS</b>				
Net income (loss) attributable to common stockholders	\$ 0.76	\$ ( 0.06 )	\$ —	\$ 0.70
<b>DILUTED NET INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCKHOLDERS</b>				
Net income (loss) attributable to common stockholders	\$ 0.72	\$ ( 0.06 )	\$ —	\$ 0.66

**Revised Consolidated Statement of Comprehensive Income**

	Year Ended December 31, 2022							
	As Previously Reported		Adjustments		Other Adjustments		As Revised	
	(In thousands)							
<b>COMPREHENSIVE INCOME (LOSS)</b>		\$ 58,232	\$ (3,526)	\$ 231	\$ 54,937			
LESS: COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO NONCONTROLLING INTERESTS		2,626	(309)	—	2,317			
<b>COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCKHOLDERS</b>		<b>\$ 55,606</b>	<b>\$ (3,217)</b>	<b>\$ 231</b>	<b>\$ 52,620</b>			

**Revised Consolidated Statement of Changes in Stockholders' Equity**

	As Previously Reported								
	Convertible Preferred Stock	Common Stock Class A	Common Stock Class B	Common Stock Class C	Common Stock Class D	Accumulated Other Comprehensive Income	Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity
<b>For the year ended December 31, 2022</b>									
BALANCE, as of December 31, 2021	\$ —	\$ 9	\$ 3	\$ 2	\$ 37	\$ 54,950	\$ 1,018,996	\$ (770,317)	\$ 303,680
Net income	—	—	—	—	—	—	—	37,329	37,329
Stock-based compensation expense	—	1	—	—	1	—	6,593	—	6,595
Repurchase of 5,124,671 shares of Class D common stock	—	—	—	—	(4)	—	(26,539)	—	(26,543)
Exercise of options for 60,240 shares of Class D common stock	—	—	—	—	—	—	50	—	50
Other comprehensive income, net of tax	—	—	—	—	—	18,277	—	—	18,277
Adjustment of redeemable noncontrolling interests to estimated redemption value	—	—	—	—	—	—	(5,616)	—	(5,616)
BALANCE, as of December 31, 2022	\$ —	\$ 10	\$ 3	\$ 2	\$ 34	\$ 73,227	\$ 993,484	\$ (732,988)	\$ 333,772

	Adjustments and Other Adjustments								
	Convertible Preferred Stock	Common Stock Class A	Common Stock Class B	Common Stock Class C	Common Stock Class D	Accumulated Other Comprehensive Income	Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity
<b>For the year ended December 31, 2022</b>									
BALANCE, as of December 31, 2021	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ (36)	\$ (36)
Net (loss)	—	—	—	—	—	—	—	(2,986)	(2,986)
Total Adjustments	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	(3,022)	\$ (3,022)

	As Revised								
	Convertible Preferred Stock	Common Stock Class A	Common Stock Class B	Common Stock Class C	Common Stock Class D	Accumulated Other Comprehensive Income	Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity
<b>For the year ended December 31, 2022</b>									
BALANCE, as of December 31, 2021	\$ —	\$ 9	\$ 3	\$ 2	\$ 37	\$ 54,950	\$ 1,018,996	\$ (770,333)	\$ 303,644
Net income (loss)	—	—	—	—	—	—	—	34,343	34,343
Stock-based compensation expense	—	1	—	—	1	—	6,593	—	6,595
Repurchase of 5,124,671 shares of Class D common stock	—	—	—	—	(4)	—	(26,539)	—	(26,543)
Exercise of options for 60,240 shares of Class D common stock	—	—	—	—	—	—	50	—	50
Adjustment of redeemable noncontrolling interests to estimated redemption value	—	—	—	—	—	—	(5,616)	—	(5,616)
Other comprehensive income, net of tax	—	—	—	—	—	18,277	—	—	18,277
BALANCE, as of December 31, 2022	\$ —	\$ 10	\$ 3	\$ 2	\$ 34	\$ 73,227	\$ 993,484	\$ (736,010)	\$ 330,750

**Revised Consolidated Statement of Cash Flows**

	Year Ended December 31, 2022				
	As Previously Reported	Adjustments	Other Adjustments (In thousands)	As Revised	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>					
Net income (loss)	\$ 39,955	\$ ( 3,526 )	\$ 231	\$ 36,660	
Adjustments to reconcile net income (loss) to net cash from operating activities:					
Bad debt expense	1,425	—	412	1,837	
Deferred income taxes	14,878	( 202 )	( 101 )	14,575	
Stock-based compensation	6,595	3,317	—	9,912	
Effect of change in operating assets and liabilities, net of assets acquired:					
Trade accounts receivable	( 16,930 )	—	807	( 16,123 )	
Prepaid expenses and other current assets	( 6,691 )	40	—	( 6,651 )	
Accounts payable	1,111	—	( 807 )	304	
Other liabilities	( 3,710 )	( 141 )	( 542 )	( 4,393 )	
Net cash flows (used in) provided by operating activities	67,060	( 512 )	—	66,548	
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>					
Contributions from noncontrolling interest members of RVAEH	—	512	—	512	
Net cash flows provided by (used in) financing activities	( 95,216 )	512	—	( 94,704 )	
<b>CASH, CASH EQUIVALENTS AND RESTRICTED CASH, beginning of period</b>	<b>152,218</b>	<b>6,500</b>	<b>—</b>	<b>158,718</b>	
<b>CASH, CASH EQUIVALENTS AND RESTRICTED CASH, end of period</b>	<b>\$ 95,379</b>	<b>\$ 6,500</b>	<b>\$ —</b>	<b>\$ 101,879</b>	

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

**(a) Cash and Cash Equivalents and Restricted Cash**

Cash and cash equivalents consist of cash and money market funds at various commercial banks that have original maturities of 90 days or less. For cash and cash equivalents, cost approximates fair value. The Company's cash and cash equivalents are insured by the Federal Deposit Insurance Corporation ("FDIC"). However, the Company has amounts held with banks that may exceed the amount of FDIC insurance provided on such accounts. Generally, the balances may be redeemed upon demand and are maintained with financial institutions of reputable credit, and, therefore, bear minimal credit risk.

In July 2021, RVAEH, a previously consolidated joint venture of the Company, entered into a Host Community Agreement (the "Original HCA") with the City of Richmond (the "City") for the development of the ONE Casino + Resort, (the "Project"), and the partners of RVAEH made an initial investment of \$ 26.0 million (the "Upfront Payment") into an escrow account. In February 2023, given a change in the joint venture ownership structure, RVAEH no longer met the consolidation requirements and therefore, the Company began accounting for its investment in RVAEH under the equity method. Accordingly, the Company deconsolidated RVAEH (including \$ 26.0 million in restricted cash) from its consolidated financial statements. RVAEH's restricted cash on the Company's consolidated balance sheets was \$ 0.0 million and \$ 26.0 million as of December 31, 2023 and 2022, respectively.

The following table provides a reconciliation of cash, cash equivalents and restricted cash as reported within the consolidated balance sheets to "Cash, cash equivalents and restricted cash, end of period" as reported within the consolidated statements of cash flows:

	Years Ended December 31,	
	2023	2022
	(In thousands)	
Cash and cash equivalents	\$ 233,090	\$ 75,404
Restricted cash	480	26,475
<b>Total cash, cash equivalents, and restricted cash shown in Consolidated Statements of Cash Flows</b>	<b>\$ 233,570</b>	<b>\$ 101,879</b>

**(b) Trade Accounts Receivable**

The Company adopted Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2016-13, " *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*" ("ASU 2016-13") on January 1, 2023. The Company estimates the allowance for expected credit losses on trade accounts receivable in pools based on the Company's four reportable segments and historical credit loss information over a defined period adjusted for current conditions and reasonable and supportable forecasts. Large individual receivables for which there is indication of increased credit risk are individually assessed for loss allowances. The Company reports the allowance for expected credit losses for financial assets measured at amortized cost. The allowance for expected credit losses is reviewed periodically by management.

Trade accounts receivable, which consist of both billed and unbilled receivables, are recorded at their invoiced amount, and presented as net of an allowance for expected credit loss. Inactive delinquent accounts that are past due beyond a certain number of days are written off and often pursued by other collection efforts. Bankruptcy accounts are immediately written off upon receipt of the bankruptcy notice from the courts. Subsequent recoveries of these amounts are recorded as received.

**Allowance for Expected Credit Losses**

The changes in the allowance for expected credit loss are as follows:

	As of December 31, 2023	
	(In thousands)	
Balance at Beginning of Period (1)	\$ 8,643	
Charged to Expense, net	2,552	
Less: Deductions	(2,557)	
<b>Balance at End of Period</b>	<b>\$ 8,638</b>	

(1) The allowance for expected credit loss as of January 1, 2023 includes \$ 0.6 million cumulative-effect adjustment of the adoption of ASU 2016-13.

**(c) Goodwill and Indefinite-Lived Intangible Assets (Primarily Radio Broadcasting Licenses)**

In connection with past acquisitions, a significant amount of the purchase price was allocated to radio broadcasting licenses, goodwill and other intangible assets. Goodwill consists of the excess of the purchase price over the fair value of tangible and identifiable intangible net assets acquired. Goodwill and other indefinite-lived intangible assets are not amortized but are tested annually for impairment at the reporting unit level and unit of accounting level, respectively. The Company tests for impairment annually, on October 1 of each year, or more frequently when events or changes in circumstances or other conditions suggest impairment may have occurred. Radio broadcasting license impairment exists when the asset carrying values exceed their respective fair values. The excess is recorded to operations as an impairment

charge. The Company tests for radio broadcasting license impairment at the unit of accounting level using the income approach, which involves, but is not limited to, judgmental estimates and assumptions about market revenue and projected revenue growth by market, mature market share, operating profit margin, discount rate and terminal growth rate. In testing for goodwill impairment, the Company also relies primarily on the income approach that estimates the fair value of the reporting unit, which involves, but is not limited to, judgmental estimates and assumptions about revenue growth rates, operating profit margins, discount rate and terminal growth rate. The Company then performs a market-based analysis by comparing the average implied multiple arrived at based on the Company's cash flow projections and estimated fair values to multiples for actual recently completed sale transactions and by comparing the total of the estimated fair values of the Company's reporting units to the market capitalization of the Company. The Company recognizes an impairment charge to operations in the amount that the reporting unit's carrying value exceeds its fair value. Any impairment charge recognized cannot exceed the total amount of goodwill allocated to the reporting unit.

**(d) Impairment of Long-Lived Assets and Intangible Assets, Excluding Goodwill and Indefinite-Lived Intangible Assets**

Long-lived assets, excluding goodwill and other indefinite-lived intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be fully recoverable. If an impairment indicator is present, the Company evaluates recoverability by a comparison of the carrying amount of the asset or group of assets to future undiscounted net cash flows expected to be generated by the asset or group of assets. Assets are grouped at the lowest levels for which there are identifiable cash flows that are largely independent of the cash flows generated by other asset groups. If the assets are impaired, the impairment recognized is measured by the amount by which the carrying amount exceeds the fair value of the asset or group of assets. Fair value is generally determined by estimates of discounted future cash flows. The discount rate used in any estimate of discounted cash flows would be the rate of return for a similar investment of like risk. The Company reviewed these long-lived assets during 2023 and 2022 and concluded no impairment to the carrying value of these assets was required.

**(e) Financial Instruments**

As of December 31, 2023, and 2022, the Company's financial instruments consisted of cash and cash equivalents, restricted cash, trade accounts receivable, asset-backed credit facility, long-term debt, and debt securities. The carrying amounts approximated fair value for each of these financial instruments as of December 31, 2023 and 2022, except for the Company's long-term debt. On January 25, 2021, the Company borrowed \$ 825.0 million in aggregate principal amount of senior secured notes due February 2028 and bearing interest at a rate of 7.375 % (the "2028 Notes"). The 2028 Notes had a carrying value of approximately \$ 725.0 million and fair value of approximately \$ 616.3 million as of December 31, 2023, and had a carrying value of approximately \$ 750.0 million and fair value of approximately \$ 646.9 million as of December 31, 2022. The fair values of the 2028 Notes, classified as a Level 2 instrument, was determined based on the trading values of this instrument in an inactive market as of the reporting date. There were no borrowings outstanding on the Company's asset-backed credit facility as of December 31, 2023 and 2022.

**(f) Revenue Recognition**

The Company recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which it expects to be entitled in exchange for those goods or services. In general, spot and digital advertising is satisfied as advertising spots or as impressions are delivered. For cable television affiliate revenue, the Company grants a license to the affiliate to distribute its television programming content through the license period, and the Company recognizes revenue based on the number of subscribers each month. Finally, for event-based revenue, the Company's events typically occur on one specified date when revenue is recognized. However, there may be performance obligations that are satisfied in the weeks leading up to the event, such as radio and digital advertising. In such instances revenue is recognized as the underlying performance obligations are satisfied based on the allocated transaction price and the pattern of delivery to the customer.

Within the radio broadcasting and Reach Media segments, revenues are generated from the sale of spot advertisements and sponsorships. Revenue from the sale of spot advertisements is recognized over time when the advertisements are run. Revenue from sponsorships is recognized as each underlying sponsorship performance obligation is satisfied. Revenue is

recognized for each performance obligation based on the allocated transaction price and the pattern of transfer to the customer. The Company records as revenue the amount of consideration that it receives. For the radio broadcasting and Reach Media segments, agency and outside sales representative commissions were approximately \$ 18.8 million and \$ 18.4 million for the years ended December 31, 2023 and 2022, respectively. Radio broadcasting and Reach Media's contracts with advertisers are typically a year or less in duration and are generally billed monthly upon satisfaction of the performance obligations.

Within the digital segment, Interactive One generates the majority of the Company's digital revenue. The Company's digital revenue is principally derived from advertising services on non-radio station branded but Company-owned websites. Advertising services include the sale of banner and sponsorship advertisements. As the Company runs its advertising campaigns, the customer simultaneously receives benefits as impressions are delivered, and revenue is recognized over time. The amount of revenue recognized each month is based on the number of impressions delivered multiplied by the effective per impression unit price. Interactive One's contracts with advertisers are typically a year or less in duration and are generally billed monthly upon satisfaction of the performance obligations.

The cable television segment derives advertising revenue from the sale of television airtime to advertisers and revenue is recognized over time when the advertisements are run. In the agreements governing advertising campaigns, the Company may also promise to deliver to its customers a guaranteed minimum number of viewers or impressions on a specific television network within a particular demographic. These guaranteed advertising campaigns are considered to represent a single, distinct performance obligation. For these campaigns, revenues are recognized based on the audience levels reached multiplied by the average price per impression. The Company provides the advertiser with advertising until the guaranteed audience level is delivered, and invoiced amounts may exceed the value of the actual audience delivery. As such, a portion of revenues associated with such campaigns is deferred until the guaranteed audience level is delivered or the rights associated with the guarantees lapse, which is typically less than one year. Actual audience and delivery information is obtained from independent ratings services. The Company records as revenue the amount of consideration that it receives. TV One's contracts with advertisers are typically a year or less in duration and are generally billed monthly upon satisfaction of the performance obligations.

The Company's cable television segment also derives revenue from affiliate fees under the terms of various multi-year affiliation agreements based on a per subscriber royalty payable by the affiliate, in exchange for the right to distribute the Company's programming. The majority of the Company's distribution fees are collected monthly throughout the year and distribution revenue is recognized over the term of the contracts based on contracted programming rates and reported subscriber levels. The Company applies the sales- or usage-based royalty exception for its affiliate agreements. The amount of distribution fees due to the Company is reported by distributors based on actual subscriber levels. Such information is generally not received until after the close of the reporting period. In these cases, the Company estimates the number of subscribers receiving the Company's programming to estimate royalty revenue. Historical adjustments to recorded estimates have not been material. Revenues from the Company's cable television segment are reduced by the amortization of the Company's launch support assets. Agency and outside sales representative commissions were approximately \$ 19.4 million and \$ 20.1 million for the years ended December 31, 2023 and 2022, respectively.

Some of the Company's contracts with customers contain multiple performance obligations. In an arrangement with multiple distinct performance obligations, the transaction price is allocated among the separate performance obligations on a relative stand-alone selling price basis. The stand-alone selling price is determined with consideration given to market conditions, the size and scope of the contract, customer information, and other factors.

**Revenue by Contract Type**

The following chart shows the sources of the Company's net revenue for the years ended December 31, 2023 and 2022:

(In thousands)	Radio Broadcasting	Reach Media	Digital	Cable Television	Eliminations	Consolidated
<b>Year Ended December 31, 2023</b>						
Net Revenue:						
Radio advertising	\$ 146,171	\$ 39,851	\$ -	\$ -	\$ (3,660)	\$ 182,362
Political advertising	2,854	398	629	-	-	3,881
Digital advertising	-	-	74,866	-	-	74,866
Cable television advertising	-	-	-	108,307	-	108,307
Cable television affiliate fees	-	-	-	87,747	-	87,747
Event revenues & other	7,189	12,639	-	153	546	20,527
Net revenue	<b>\$ 156,214</b>	<b>\$ 52,888</b>	<b>\$ 75,495</b>	<b>\$ 196,207</b>	<b>\$ (3,114)</b>	<b>\$ 477,690</b>
<b>Year Ended December 31, 2022</b>						
Net Revenue:						
Radio advertising	\$ 139,470	\$ 41,414	\$ -	\$ -	\$ (3,616)	\$ 177,268
Political advertising	11,143	287	1,796	-	-	13,226
Digital advertising	-	-	76,730	-	-	76,730
Cable television advertising	-	-	-	112,857	-	112,857
Cable television affiliate fees	-	-	-	96,963	-	96,963
Event revenues & other	6,065	1,416	-	51	28	7,560
Net revenue	<b>\$ 156,678</b>	<b>\$ 43,117</b>	<b>\$ 78,526</b>	<b>\$ 209,871</b>	<b>\$ (3,588)</b>	<b>\$ 484,604</b>

**Contract Assets and Liabilities**

Contract assets and contract liabilities that are not separately stated in the Company's consolidated balance sheets at December 31, 2023 and 2022 were as follows:

	December 31, 2023	December 31, 2022
	(In thousands)	(In thousands)
<b>Contract assets:</b>		
Unbilled receivables	\$ 5,437	\$ 12,597
<b>Contract liabilities:</b>		
Customer advances and unearned income	\$ 4,851	\$ 6,123
Reserve for audience deficiency	12,779	9,629
Unearned event income	4,864	5,708

Unbilled receivables consist of earned revenue that has not yet been billed. Contract assets are included in trade accounts receivable, net on the consolidated balance sheets. Customer advances and unearned income represent advance payments by customers for future services under contract that are generally incurred in the near term. For advertising sold based on audience guarantees, audience deficiency typically results in an obligation to deliver additional advertising units to the customer, generally within one year of the campaign end date. To the extent that audience guarantees are not met, a reserve for audience deficiency is recorded until such a time that the audience guarantee has been satisfied. Unearned event income represents payments by customers for upcoming events. Contract liabilities are included in other current liabilities on the consolidated balance sheets.

For customer advances and unearned income as of January 1, 2023, \$ 3.7 million was recognized as revenue for the year ended December 31, 2023. For the reserve for audience deficiency as of January 1, 2023, \$ 6.0 million was recognized as revenue during the year ended December 31, 2023. For unearned event income as of January 1, 2023, \$ 5.7 million was recognized as revenue during the year ended December 31, 2023.

**Practical expedients and exemptions**

The Company generally expenses employee sales commissions when incurred because the amortization period would have been one year or less. These costs are recorded within selling, general and administrative expenses.

The Company does not disclose the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less or (ii) contracts for which variable consideration is a sales-based or usage-based royalty promised in exchange for a license of intellectual property.

**(g) Launch Support**

The cable television segment has entered into certain affiliate agreements requiring various payments for launch support. Launch support assets are used to initiate carriage under affiliation agreements and are amortized over the term of the respective contracts. For the years ended December 31, 2023 and 2022, the Company paid approximately \$ 4.3 million and \$ 9.3 million, respectively, for carriage initiation. The weighted-average amortization period for launch support was approximately 8.1 years as of December 31, 2023 and 2022. The remaining weighted-average amortization period for launch support was 2.9 years and 3.8 years as of December 31, 2023 and 2022. Amortization is recorded as a reduction to revenue. For the years ended December 31, 2023 and 2022, launch support asset amortization was approximately \$ 5.0 million and \$ 4.4 million, respectively. Launch assets are included in other intangible assets, net on the consolidated balance sheets, except for the portion of the unamortized balance that is expected to be amortized within one year which is included in other current assets.

The gross value and accumulated amortization of the launch assets is as follows:

	As of December 31,	
	2023	2022
Launch assets		(In thousands)
\$	27,764	\$ 27,764
Less: accumulated amortization	( 14,084 )	( 9,104 )
Launch assets, net	\$ 13,680	\$ 18,660

Future estimated launch support amortization related to launch assets for years 2024 through 2028 and thereafter is as follows:

	(In thousands)
2024	\$ 4,980
2025	4,980
2026	3,409
2027	237
2028	68
Thereafter	6

**(h) Barter Transactions**

In a barter transaction, the Company provides broadcast advertising time in exchange for programming content and certain services. The Company includes the value of such exchanges in both broadcasting net revenue and station operating expenses. The valuation of barter time is based upon the fair value of the network advertising time provided for the programming content and services received. Barter transaction revenues were approximately \$ 3.2 million and \$ 2.0 million for the years ended December 31, 2023 and 2022, respectively. Barter transaction costs reflected in programming and

technical expenses were approximately \$ 1.7 million and approximately \$ 1.3 million, respectively for the years ended December 31, 2023 and 2022. Barter transaction costs reflected in selling, general and administrative expenses were approximately \$ 1.5 million and \$ 0.7 million for the years ended December 31, 2023 and 2022, respectively.

**(i) Advertising and Promotions**

The Company expenses advertising and promotional costs as incurred. Total advertising and promotional expenses for the years ended December 31, 2023 and 2022, were approximately \$ 27.1 million and \$ 31.3 million, respectively.

**(j) Income Taxes**

The Company recognizes income taxes in accordance with the liability method of accounting. Deferred tax assets or liabilities are computed based upon the difference between financial statement and income tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized into income in the period of enactment. Deferred income tax expense or benefits are based upon the changes in the net deferred tax asset or liability from period to period.

The Company recognizes deferred tax assets to the extent that it believes that these assets are more likely than not to be realized. In making such a determination, management considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If management determines that the Company would be able to realize its deferred tax assets in the future in excess of their net recorded amount, the Company would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes. Conversely, if management determines that the Company would not be able to realize the recorded amount of deferred tax assets in the future, the Company would make an adjustment to the deferred tax asset valuation allowance, which would increase the provision for income taxes.

The Company records uncertain tax positions on the basis of a two-step process in which (1) it determines whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more likely than not recognition threshold, the Company recognizes the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority. The Company recognizes interest and penalties related to unrecognized tax benefits on the income tax expense line in the accompanying consolidated statements of operations. Accrued interest and penalties are included in other current liabilities on the consolidated balance sheets.

**(k) Stock-Based Compensation**

The Company recognizes stock-based compensation cost for stock options based on the award's fair value at the grant date as calculated by the Black-Scholes valuation option-pricing model ("BSM"). The Company recognizes expense ratably over the requisite service period. The BSM incorporates various subjective assumptions including expected stock price volatility, for which historical data is heavily relied upon, expected life of options granted and interest rates. The Company measures compensation expense for restricted stock grants based on the fair value on the date of grant. The Company recognizes compensation expense for restricted stock grants ratably during the vesting period. The Company accounts for forfeitures as they occur. The fair value measurement objective for liabilities incurred in a share-based payment transaction is the same as for equity instruments. Awards classified as liabilities are subsequently remeasured to their fair values at the end of each reporting period until the liability is settled.

**(l) Segment Reporting and Major Customers**

The Company has determined it has four reportable segments: (i) radio broadcasting; (ii) Reach Media; (iii) digital; and (iv) cable television. These four segments operate in the United States and are consistently aligned with the Company's management of its businesses and its financial reporting structure.

The radio broadcasting segment consists of all broadcast results of operations. The Reach Media segment consists of the results of operations for the related activities and operations of the Company's syndicated shows. The digital segment

includes the results of the Company's online business, including the operations of Interactive One, as well as the digital components of the Company's other reportable segments. The cable television segment consists of the Company's cable TV operation, including results of operations of TV One and CLEO TV. Business activities unrelated to these four segments are included in an "all other" category which the Company refers to as "All other - corporate/eliminations."

No single customer accounted for over 10% of the Company's consolidated net revenues during either of the years ended December 31, 2023 or 2022.

**(m) Earnings Per Share**

Basic and diluted net (loss) income per share attributable to common stockholders is presented in conformity with the two-class method required for participating securities: Class A, Class B, Class C, and Class D common stock. The rights of the holders of Class A, Class B, Class C and Class D common stock are identical, except with respect to voting, conversion, and transfer rights.

Basic net (loss) income per share attributable to common stockholders is computed by dividing the net (loss) income attributable to common stockholders by the weighted-average number of common shares outstanding during the period.

For the calculation of diluted earnings per share, net (loss) income attributable to common stockholders for basic earnings per share ("EPS") is adjusted by the effect of dilutive securities. Diluted net (loss) income per share attributable to common stockholders is computed by dividing the net (loss) income attributable to common stockholders by the weighted-average number of common shares outstanding, including all potentially dilutive common shares. In periods of loss, there are no potentially dilutive common shares to add to the weighted-average number of common shares outstanding. The undistributed earnings or losses are allocated based on the contractual participation rights of the Class A, Class B, Class C and Class D common shares as if the earnings or losses for the year have been distributed. As the liquidation and dividend rights are identical, the undistributed earnings or losses are allocated on a proportionate basis, and as such, diluted and basic earnings per share is the same for each class of common stock under the two-class method.

The following table sets forth the calculation of basic and diluted earnings per share from continuing operations (in thousands, except share and per share data):

	Years Ended December 31,	
	2023	2022
Numerator:		
Net income attributable to Class A, Class B, Class C and Class D stockholders	\$ 2,050	\$ 34,343
Denominator:		
Denominator for basic net income per share - weighted average outstanding shares	47,645,678	48,928,063
Effect of dilutive securities:		
Stock options and restricted stock	2,598,132	3,246,274
Denominator for diluted net income per share - weighted-average outstanding shares	<u>50,243,810</u>	<u>52,174,337</u>
Net income attributable to Class A, Class B, Class C and Class D stockholders per share – basic	\$ 0.04	\$ 0.70
Net income attributable to Class A, Class B, Class C and Class D stockholders per share – diluted	\$ 0.04	\$ 0.66

There were no material potentially antidilutive securities excluded from the computation of diluted EPS for the years ended December 31, 2023 and 2022.

**(n) Fair Value Measurements**

The Company reports the financial and non-financial assets and liabilities measured at fair value on a recurring and non-recurring basis under the provisions of ASC 820, " Fair Value Measurement" ("ASC 820") which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements.

The fair value framework requires the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment. The three levels are defined as follows:

*Level 1:* Inputs are unadjusted quoted prices in active markets for identical assets and liabilities that can be accessed at the measurement date.

*Level 2:* Observable inputs other than those included in Level 1 (i.e., quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets).

*Level 3:* Unobservable inputs reflecting management's own assumptions about the inputs used in pricing the asset or liability.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value instrument.

As of December 31, 2023 and 2022, respectively, the fair values of the Company's financial assets and liabilities measured at fair value on a recurring basis are categorized as follows:

	Total	Level 1 (In thousands)	Level 2	Level 3
<b>As of December 31, 2023</b>				
Liabilities subject to fair value measurement:				
Employment Agreement Award (a)	\$ 22,970	\$ —	\$ —	\$ 22,970
Mezzanine equity subject to fair value measurement:				
Redeemable noncontrolling interests (b)	\$ 16,520	\$ —	\$ —	\$ 16,520
Assets subject to fair value measurement:				
Cash equivalents - money market funds (d)	\$ 193,769	\$ 193,769	\$ —	\$ —
<b>As of December 31, 2022</b>				
Liabilities subject to fair value measurement:				
Employment Agreement Award (a)	\$ 25,741	\$ —	\$ —	\$ 25,741
Mezzanine equity subject to fair value measurement:				
Redeemable noncontrolling interests (b)	\$ 25,298	\$ —	\$ —	\$ 25,298
Assets subject to fair value measurement:				
Available-for-sale securities (c)	\$ 126,926	\$ —	\$ —	\$ 136,826
Cash equivalents - money market funds (d)	\$ 39,798	\$ 39,798	\$ —	\$ —
Total	\$ 176,624	\$ 39,798	\$ —	\$ 136,826

(a) Pursuant to an employment agreement, the Chief Executive Officer ("CEO") is eligible to receive an award (the "Employment Agreement Award") amount equal to approximately 4 % of any proceeds from distributions or other liquidity events in excess of the return of the Company's aggregate investment in TV One. The Company reviews the factors underlying this award at the end of each reporting period including the valuation of TV One (based on the

estimated enterprise fair value of TV One as determined by the income approach using a discounted cash flow analysis and the market approach using comparable public company multiples). Significant inputs to the discounted cash flow analysis include revenue growth rates, future operating profit, and discount rate. Significant inputs to the market approach include publicly held peer companies and recurring EBITDA multiples. Please refer to Note 16 – *Subsequent Events* of the Company's consolidated financial statements for more details.

- (b) The redeemable noncontrolling interests in Reach Media are measured at fair value using a discounted cash flow methodology as of December 31, 2022. Significant inputs to the discounted cash flow analysis include revenue growth rates, future operating profit margins, and discount rate. As of December 31, 2023 the fair value is measured using an exit price methodology. Significant inputs to the exit price analysis include revenue growth rates, future operating profit margins, discount rate and an exit multiple.
- (c) During the three months ended June 30, 2023, the Company completed the sale of its MGM Investment. The investment in MGM National Harbor was preferred stock that had a non-transferable put right and is classified as an available-for-sale debt security. The investment was initially measured at fair value using a dividend discount model. Significant inputs to the dividend discount model included revenue growth rates, discount rate and a terminal growth rate. At December 31, 2022, the investment's fair value was measured using a contractual valuation approach. This method relied on a contractually agreed upon formula established between the Company and MGM National Harbor as defined in the Second Amended and Restated Operating Agreement of MGM National Harbor, LLC ("the Agreement") rather than market-based inputs or traditional valuation methods. As defined in the Agreement, the calculation of the put was based on operating results, Enterprise Value and the Put Price Multiple. The inputs used in this measurement technique were specific to the entity, MGM National Harbor, and there are no current observable prices for investments in private companies that are comparable to MGM National Harbor. The inputs used to measure the fair value of this security were classified as Level 3 within the fair value hierarchy. Throughout the periods from the fourth quarter of 2020 up until the third quarter of 2022, the Company relied on the dividend discount model for valuation purposes based on the facts, circumstances, and information available at the time. During the fourth quarter of 2022, the Company adopted the contractual valuation method described above as it believes it more closely approximates the fair value of the investment at that time.
- (d) The Company measures and reports its cash equivalents that are invested in money market funds and valued based on quoted market prices which approximate cost due to their short-term maturities.

There were no transfers in or out of Level 1, 2, or 3 during the years ended December 31, 2023 and 2022. The following table presents the changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the years ended December 31, 2023 and 2022:

	Employment Agreement Award	Redeemable Noncontrolling Interests	Available- for-Sale Securities
Balance at December 31, 2021	\$ 28,193	\$ 18,655	\$ 112,600
Net income attributable to redeemable noncontrolling interests	—	2,626	—
Dividends paid to redeemable noncontrolling interests	—	(1,599)	—
Distribution	(4,039)	—	—
Change in fair value included within other comprehensive income	—	—	24,226
Change in fair value (*)	1,587	5,616	—
Balance at December 31, 2022	\$ 25,741	\$ 25,298	\$ 136,826
Net income attributable to redeemable noncontrolling interests	—	2,530	—
Dividends paid to redeemable noncontrolling interests	—	(4,401)	—
Distribution	(2,940)	—	(136,826)
Sale of available-for-sale securities	—	—	—
Change in fair value (*)	169	(6,907)	—
Balance at December 31, 2023	<u>\$ 22,970</u>	<u>\$ 16,520</u>	<u>\$ —</u>

(\*) Amount of total losses for the period included in earnings attributable to the change in unrealized losses relating to assets and liabilities still held at the reporting date.

Changes in the fair value of the Employment Agreement Award were recorded in the consolidated statements of operations as corporate selling, general and administrative expenses for the years ended December 31, 2023 and 2022.

For Level 3 liabilities measured at fair value on a recurring basis, the significant unobservable inputs used in the fair value measurements were as follows:

Level 3 liabilities	Valuation Technique	Significant Unobservable Inputs	As of	As of
			December 31, 2023	December 31, 2022
Employment Agreement Award	Discounted cash flow	Discount rate	10.0 %	10.5 %
Employment Agreement Award	Discounted cash flow	Operating profit margin range	35.0 % - 42.3 %	33.7 % - 46.6 %
Employment Agreement Award	Discounted cash flow	Revenue growth rate range	( 2.1 )% - 2.5 %	( 4.1 )% - 4.2 %
Employment Agreement Award	Market Approach	Average recurring EBITDA multiple	6.3 - 6.5 x	6.6 x
Redeemable noncontrolling interests	Discounted cash flow	Discount rate	12.5 %	11.5 %
Redeemable noncontrolling interests	Discounted cash flow	Operating profit margin range	24.5 % - 31.9 %	25.8 % - 29.8 %
Redeemable noncontrolling interests	Discounted cash flow	Revenue growth rate range	1.2 % - 16.5 %	0.2 % - 32.2 %
Redeemable noncontrolling interests	Discounted cash flow	Exit Multiple	4.0 x	N/A

Any significant increases or decreases in unobservable inputs could result in significantly higher or lower fair value measurements.

Changes in fair value measurements, if significant, may affect the Company's performance of cash flows.

Certain assets and liabilities are measured at fair value on a non-recurring basis using Level 3 inputs as defined in ASC 820. These assets are not measured at fair value on an ongoing basis but are subject to fair value adjustments only in certain circumstances. Included in this category are goodwill, radio broadcasting licenses and other intangible assets, net, that are written down to fair value when they are determined to be impaired, as well as content assets that are periodically written down to net realizable value.

As of December 31, 2023, the total recorded carrying values of goodwill and radio broadcasting licenses were approximately \$ 216.6 million and \$ 375.3 million, respectively. For the year ended December 31, 2023, the Company recorded impairment charges of approximately \$ 129.3 million associated with certain radio broadcasting licenses.

**(o) Software and Web Development Costs**

The Company capitalizes direct internal and external costs incurred to develop internal-use computer software during the application development stage. Internal-use software is amortized under the straight-line method using an estimated life of three years.

**(p) Redeemable Noncontrolling Interests**

Redeemable noncontrolling interests are interests held by third parties in the Company's subsidiaries that are redeemable outside of the Company's control either for cash or other assets. These interests are classified as mezzanine equity and measured at the greater of estimated redemption value at the end of each reporting period or the historical cost basis of the noncontrolling interests adjusted for cumulative earnings allocations. The resulting increases or decreases in the estimated redemption amount are affected by corresponding charges against retained earnings, or in the absence of retained earnings, additional paid-in-capital.

**(q) Investments**

**Available-for-sale securities**

On April 10, 2015, the Company made a \$ 5.0 million investment in MGM's world-class casino property, MGM National Harbor, LLC ("MGMNH" or "MGM National Harbor") located in Prince George's County, Maryland, which has a predominately African-American demographic profile. On November 30, 2016, the Company contributed an additional \$ 35.0 million to complete its investment. In return for this investment, the Company received preferred stock and a non-transferable put right, exercisable for a thirty-day period each year. The price of the put right was determined based on the "Put Price" definition as defined in the agreement between the Company and MGM National Harbor.

The Company classified its investment in MGM National Harbor as an available-for-sale debt security. Investments classified as available-for-sale were carried at fair value with unrealized gains and losses, net of deferred taxes, reflected in accumulated other comprehensive income. Net realized gains and losses on sales of available-for-sale securities, and unrealized losses considered to be other-than-temporary, are recorded to other income, net in the consolidated statements of operations.

On March 8, 2023, Radio One Entertainment Holdings, LLC ("ROEH"), a wholly owned subsidiary of the Company, issued a put notice (the "Put Notice") with respect to one hundred percent (100 %) of its interest (the "Put Interest") in MGMNH. On April 21, 2023, ROEH closed on the sale of the Put Interest and the Company received approximately \$ 136.8 million in proceeds from the sale of the available-for-sale debt security and recognized a pre-tax gain of \$ 96.8 million, which is included in other income, net on the consolidated statements of operations. The cost of the available for sale security sold was determined using the specific identification method.

The investment entitled the Company to an annual cash distribution based on net gaming revenue. As the Company exercised its Put Interest in March 2023, the Company did not have any distribution income for the year ended December 31, 2023. The Company recognized approximately \$ 8.8 million in distribution income, which is included in other income, net on the consolidated statements of operations for the year ended December 31, 2022.

The amortized cost, estimated fair value, and gains and losses on the debt security classified as available-for-sale as of December 31, 2023 and 2022 are summarized as follows:

	Amortized Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Gross Realized Gains	Fair Value
<b>December 31, 2023</b>					
MGM Investment	\$ —	\$ —	\$ —	\$ 96,826	\$ —
<b>December 31, 2022</b>					
MGM Investment	\$ 40,000	\$ 104,326	\$ (7,500)	\$ —	\$ 136,826

**RVA Entertainment Holding**

In 2021, the Company and Peninsula Pacific Entertainment (succeeded by Churchill Downs Incorporated ("CDI") on November 1, 2022) formed a joint venture, RVAEH, to develop and operate a casino resort in Richmond. At the time, the Company owned 75 % of the joint venture and met the requirements to consolidate the joint venture under the VIE method as the Company had control to direct the activities of RVAEH and the obligation to absorb losses and the right to receive benefits that could potentially be significant to RVAEH. The investment included a put right allowing the noncontrolling interest holder the option to require the Company to purchase all shares of the noncontrolling interest holder starting 10 years after reaching a certain milestone. Therefore, the put rights were required to be presented as mezzanine equity and were recorded at cost, adjusted for the noncontrolling interests in the net loss of RVAEH. When the redemption or carrying value is less than the recorded redemption value, the Company adjusts the redeemable noncontrolling interests to equal the redemption value with changes recognized as an adjustment to retained earnings, or in the absence of retained earnings.

additional paid-in-capital. Any such adjustment, when necessary, will be performed as of the applicable balance sheet date. RVAEH's redeemable noncontrolling interests on the Company's consolidated balance sheet as of December 31, 2022 were \$ 6.6 million.

On February 14, 2023, CDI purchased 25 % of the Company's investment in RVAEH for \$ 6.6 million, bringing both the Company's and CDI's ownership interests to 50 %. On this date, the Company's share of voting power and its share of board rights was reduced, causing the Company to no longer be the primary beneficiary of RVAEH, and therefore no longer meeting the requirements for consolidation. The Company deconsolidated RVAEH's assets, liabilities, and redeemable noncontrolling interest, and, using CDI's cash payment for 25 % of RVAEH to calculate the fair value of the joint venture, recognized a \$ 0.2 million loss in other income, net on the consolidated statements of operations. At this point, the Company began accounting for its interest in the joint venture using the equity method. Under the equity method, the initial investment is recorded at cost and subsequently adjusted for the Company's proportionate share of net income or losses, cash contributions made and distributions received, and other adjustments, as appropriate. During the year ended December 31, 2023, the Company received \$ 13.0 million in cash, which was released from escrow. As of December 31, 2023, the carrying amount of the Company's investment in unconsolidated joint ventures on the consolidated balance sheet was \$ 0.0 million. Additionally, the Company is committed to fund \$ 0.2 million related to losses that exceeded the carrying value of the investment and is included in other current liabilities on the consolidated balance sheet. The Company's proportionate share of net loss is included in loss from unconsolidated joint venture on the consolidated statements of operations.

**(r) Content Assets**

The Company's cable television segment has entered into contracts to license entertainment programming rights and programs from distributors and producers. The license periods granted in these contracts generally run from one year to five years. Contract payments are typically made in quarterly installments over the terms of the contract period. Each contract is recorded as an asset and a liability at an amount equal to its gross contractual commitment when the license period begins, and the program is available for its first airing. The Company also has programming for which the Company has engaged third parties to develop and produce, and it owns most or all rights (commissioned programming). For programming that is predominantly monetized as part of a content group, such as the Company's commissioned programs, capitalized costs are amortized based on an estimate of the Company's usage and benefit from such programming. The estimates require management's judgment and include consideration of factors such as expected revenues to be derived from the programming, the expected number of future airings, among other factors. The Company's acquired programs' capitalized costs are amortized based on projected usage, generally resulting in an amortization pattern that is the greater of straight-line or projected usage.

The Company utilizes judgment and prepares analyses to determine the amortization patterns of the Company's content assets. Key assumptions include the categorization of content based on shared characteristics and the use of a quantitative model to predict revenue. For each grouping of assets with similar characteristics, which the Company defines as genre, this model takes into account projected viewership which is based on (i) estimated household universe; (ii) ratings; and (iii) expected number of airings across different broadcast time slots.

As part of the Company's assessment of its amortization rates, the Company compares the estimated amortization rates to those that have been utilized during the year. Management regularly reviews, and revises, when necessary, its total revenue estimates, which may result in a change in the rate of amortization and/or a write down of the asset to fair value. Based on the expected pattern of benefit from the content, the Company applies either an accelerated method or a straight-line amortization method over the estimated useful lives of generally one to five years.

Content that is predominantly monetized within a film group is assessed for impairment at the film group level and is tested for impairment if circumstances indicate that the fair value of the content within the film group is less than its unamortized costs. The Company evaluates the fair value of content at the film group level by considering expected future revenue generation using a cash flow analysis when an event or change in circumstances indicates a change in the expected usefulness of the content or that the fair value may be less than unamortized costs. Estimates of future revenues consider historical airing patterns and future plans for airing content, including any changes in strategy. Given the significant estimates and judgments involved, actual demand or market conditions may be less favorable than those projected.

requiring a write-down to fair value. The Company determined there were no impairment indicators during the years ended December 31, 2023 and 2022. Impairment and amortization of content assets are recorded in the consolidated statements of operations as programming and technical expenses. All commissioned and licensed content is classified as a long-term asset, except for the portion of the unamortized content balance that is expected to be amortized within one year which is classified as a current asset.

Tax incentives offered by state governments are measured based on production activities and are recorded as a reduction to capitalized production costs.

**(s) Impact of Recently Issued Accounting Pronouncements**

In June 2016, the FASB issued ASU 2016-13. ASU 2016-13 is intended to provide financial statement users with more decision useful information about the expected credit losses on financial instruments and other commitments and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. In November 2019, the FASB issued ASU 2019-10, "Financial Instruments – Credit Losses (Topic 326), Derivatives and Hedging (Topic 815), and Leases (Topic 842)": Effective Dates which deferred the effective date of credit loss standard ASU 2016-13 by two years for smaller reporting companies and permits early adoption. ASU 2016-13 became effective for the Company beginning January 1, 2023.

The Company adopted ASU 2016-13 during the first quarter of 2023 using a modified retrospective transition method, which requires a cumulative-effect adjustment to the opening retained earnings in the consolidated balance sheet to be recognized on the date of adoption without restating prior years. The cumulative-effect adjustment on January 1, 2023 was \$ 0.6 million.

In March 2020, the FASB issued ASU 2020-04, "Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting" to provide optional relief from applying GAAP to contract modifications, hedging relationships, and other transactions affected by the anticipated transition away from LIBOR. As a result of the reference rate reform initiative, certain widely used rates such as LIBOR are expected to be discontinued. The Company holds the ABL Facility, which now bears interest based on the SOFR rate, having formerly been subject to the LIBOR rate. In December 2022, the FASB issued ASU 2022-06, Reference Rate Reform Topic 848): Deferral of the Sunset Date of Topic 848, to defer the sunset date of the temporary relief in Topic 848 to December 31, 2024. The guidance became effective upon issuance. The adoption of ASU 2022-06 did not have an impact on the consolidated financial statements.

In October 2021, the FASB issued ASU 2021-08, "Business Combination (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers" , which requires an acquirer to recognize and measure contract assets and liabilities acquired in a business combination in accordance with Revenue from Contracts with Customers (Topic 606), rather than adjust them to fair value at the acquisition date. The guidance is effective for the Company beginning January 1, 2023 and applies to acquisitions occurring after the effective date. The new guidance had no impact to the consolidated financial statements during the year ended December 31, 2023.

In November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) No. 2023-07, " Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures", which requires a public entity to disclose significant segment expenses and other segment items on an annual and interim basis and provide in interim periods all disclosures about a reportable segment's profit or loss and assets that are currently required annually. Additionally, it requires a public entity to disclose the title and position of the Chief Operating Decision Maker (CODM). The ASU does not change how a public entity identifies its operating segments, aggregates them, or applies the quantitative thresholds to determine its reportable segments. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. A public entity should apply the amendments in this ASU retrospectively to all prior periods presented in the financial statements. The Company expects this ASU to only impact the disclosures with no impacts to the results of operations, cash flows and financial condition.

In December 2023, the FASB issued ASU No. 2023-09, " Income Taxes (Topic 740): Improvements to Income Tax Disclosures", which focuses on the rate reconciliation and income taxes paid. ASU No. 2023-09 requires a public business

entity (PBE) to disclose, on an annual basis, a tabular rate reconciliation using both percentages and currency amounts, broken out into specified categories with certain reconciling items further broken out by nature and jurisdiction to the extent those items exceed a specified threshold. In addition, all entities are required to disclose income taxes paid, net of refunds received disaggregated by federal, state/local, and foreign and by jurisdiction if the amount is at least 5% of total income tax payments, net of refunds received. For PBEs, the new standard is effective for annual periods beginning after December 15, 2024, with early adoption permitted. An entity may apply the amendments in this ASU prospectively by providing the revised disclosures for the period ending December 31, 2025 and continuing to provide the pre-ASU disclosures for the prior periods, or may apply the amendments retrospectively by providing the revised disclosures for all period presented. The Company expects this ASU to only impact the disclosures with no impacts to the results of operations, cash flows and financial condition.

**(i) Related Party Transactions**

Reach Media operates the Tom Joyner Foundation's Fantastic Voyage® (the "Fantastic Voyage®"), an annual fund-raising event, on behalf of the Tom Joyner Foundation, Inc. (the "Foundation"), a 501(c)(3) entity. The agreement under which the Fantastic Voyage® operates provides that Reach Media provide all necessary operations of the cruise, and that Reach Media will be reimbursed its expenditures and receive a fee plus a performance bonus. Reach Media bears the risk should the Fantastic Voyage® sustain a loss and bears all credit risk associated with the related passenger cruise package sales. The agreement between Reach Media and the Foundation automatically renews annually. The agreement may be terminated by: mutual agreement; by one of the parties should its financial requirements not be met; or if a party is in breach by the non-breaching party, which shall have the right, but not the obligation, to terminate unilaterally. The Foundation owed Reach Media approximately \$ 1.0 million and \$ 2.3 million as of December 31, 2023 and 2022, respectively.

Reach Media provides office facilities (including office space, telecommunications facilities, and office equipment) to the Foundation. Such services are provided to the Foundation on a pass-through basis at cost. Additionally, from time to time, the Foundation reimburses Reach Media for expenditures paid on its behalf at Reach Media-related events. Under these arrangements, the Foundation owed immaterial amounts to Reach Media as of December 31, 2023 and 2022.

Fantastic Voyage 2023 took place during the second quarter of 2023. For the year ended December 31, 2023, Reach Media's revenues, expenses, and operating income for the Fantastic Voyage were approximately \$ 9.7 million, \$ 8.0 million, and \$ 1.75 million, respectively. The Fantastic Voyage was not operated in 2022.

Alfred C. Liggins, President and Chief Executive Officer, ("CEO") of Urban One, Inc., is a compensated member of the Board of Directors of Broadcast Music, Inc. ("BMI"), a performance rights organization to which the Company pays license fees in the ordinary course of business. The company incurred expenses of approximately \$ 3.2 million and \$ 3.8 million for the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023 and 2022, the Company owed BMI approximately \$ 0.3 million and \$ 1.5 million, respectively. Please refer to Note 16 – Subsequent Events of the Company's consolidated financial statements for more details.

As of December 31, 2023 and 2022, the Company had a receivable from its CEO in the amount of \$ 0.2 million and \$ 0.2 million, respectively, as reimbursement for payments made for various perquisites and other personal benefits, including payments for taxes for past financial services and administrative support. The full amount of this receivable will be offset against the CEO's bonus and/or directly reimbursed to the Company by the CEO.

**(u) Leases**

The Company determines whether a contract is, or contains, a lease at inception. In determining whether a contract is or contains a lease, the Company considers all relevant facts and circumstances, including whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The determination involves judgment with respect to whether the Company has the right to obtain substantially all of the economic benefits from the use of the identified asset and whether the Company has the right to direct the use of the identified asset.

Right of use ("ROU") assets represent the Company's right to use an underlying asset during the lease term, and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets are initially measured at cost, which comprises the initial amount of the lease liability adjusted for lease payments made at or before the lease commencement date, plus any initial direct costs incurred less any lease incentives received. Costs associated with operating lease assets are recognized on a straight-line basis within operating expenses over the term of the lease.

Lease liabilities are recognized at commencement date based on the present value of the lease payments over the lease term. Many of the Company's leases provide options to extend the terms of the agreements. Generally, renewal periods are excluded when calculating the lease liabilities as the Company does not consider exercise of such options to be reasonably certain. When exercise of a renewal option is reasonably assured, the optional terms and related payments are included within lease liability calculation. The implicit rate within the Company's lease agreements is generally not determinable and as such, the Company's collateralized incremental borrowing rate is used.

Certain of the Company's operating lease agreements include variable lease payments that are adjusted periodically based on an index and a rate, such as the Consumer Price Index or a market rental rate. The Company recognizes the effect of the payment changes as part of variable lease cost in the appropriate period which is accounted for separately from periodic straight-line lease expense.

For leases with an initial term of twelve months or less, the Company elected the exemption from recording ROU assets and lease liabilities and recognizes lease payments on a straight-line basis over the lease term. The Company has elected to combine lease and non-lease components for the purpose of calculating ROU assets and lease liabilities, to the extent that the non-lease components are fixed.

The Company's operating leases are for office space, studio space, broadcast towers, and transmitter facilities that expire over the next forty-nine years.

The following table sets forth the components of lease expense and the weighted average remaining lease term and the weighted average discount rate for the Company's leases:

	Years Ended December 31,	
	2023	2022
	(Dollars In thousands)	
Operating lease cost (cost resulting from lease payments)	\$ 12,738	\$ 12,822
Variable lease cost (cost excluded from lease payments)	127	40
<b>Total lease cost</b>	<b>\$ 12,865</b>	<b>\$ 12,862</b>
Operating lease - operating cash flows (fixed payments)	\$ 13,761	\$ 13,978
Operating lease - operating cash flows (liability reduction)	\$ 10,362	\$ 9,935
Weighted average lease term - operating leases	5.94 years	4.85 years
Weighted average discount rate - operating leases	11.66 %	11.00 %

As of December 31, 2023, maturities of lease liabilities were as follows:

For the Year Ended December 31,	(In thousands)
2024	\$ 13,767
2025	7,659
2026	5,674
2027	4,148
2028	3,114
Thereafter	14,726
Total future lease payments	49,087
Less: imputed interest	( 16,062 )
Total future lease payments	<u><u>\$ 33,025</u></u>

**4. ACQUISITIONS AND DISPOSITIONS:**

On April 11, 2023, the Company entered into a definitive asset purchase agreement with Cox Media Group ("the CMG Acquisition") to purchase its Houston radio cluster. Under the terms of the agreement, the Company agreed to acquire 93Q Country KKBQ-FM, classic rock station The Eagle 106.9 & 107.5 KHPT-FM and KGLK-FM, and Country Legends 97.1 KTHT-FM. The transaction price was \$ 27.5 million. The acquisition was completed on August 1, 2023.

As part of the Federal Communication Commission ("FCC") approval of and the closing conditions of the CMG Acquisition, the Company was required to divest KTHT-FM. On June 7, 2023, the Company entered into a definitive asset purchase agreement with Educational Media Foundation ("EMF") to sell KTHT-FM, and all its assets, for \$ 3.1 million ("the KTHT Divestiture"). Immediately prior to the closing of the CMG Acquisition on August 1, 2023, the KTHT-FM assets were transferred directly into an irrevocable trust until the sale to EMF was finalized. On November 1, 2023, after the approval by the FCC, the KTHT Divestiture was completed.

The Company accounted for the CMG Acquisition as an acquisition of assets and, as such, allocated the purchase price, including transaction costs directly related to the asset acquisition, to the assets acquired and liabilities assumed based on their relative fair values with no goodwill recognized. The Company's allocation of the purchase price to the assets acquired in the CMG Acquisition, exclusive of those amounts allocated to KTHT-FM, consisted of approximately \$ 23.4 million to radio broadcasting licenses, \$ 0.3 million to towers and antennas, \$ 0.5 million to transmitters, \$ 0.1 million to studios, approximately \$ 0.1 million to fixed assets.

To determine the fair value of the FCC licenses, the Company utilized the income approach which values a license by calculating the value of a hypothetical start-up company that initially has no assets except the asset to be valued (the FCC license).

In anticipation of the FCC divestiture requirement and the CMG Acquisition, the Company agreed to sell its KROI-FM radio broadcasting license along with the associated station assets from the radio broadcasting segment to an unrelated third party for approximately \$ 7.5 million. The identified assets and liabilities of KROI-FM had a combined carrying value of approximately \$ 9.9 million and \$ 2.4 million, respectively. The major category of the assets included radio broadcasting licenses in the amount of approximately \$ 7.3 million (net of impairment of approximately \$ 16.8 million included in impairment of goodwill, intangible assets, and long-lived assets, on the consolidated statement of operations). On August 1, 2023, immediately prior to the closing of the CMG Acquisition, the identified assets and liabilities were transferred to an irrevocable trust and removed from the Company's consolidated balance sheet as part of customary closing terms. The identified assets and liabilities will remain in the trust until the transaction is complete, which is anticipated to occur in 2024.

As the identified assets and liabilities of KROI-FM were held in an irrevocable trust and the divestiture had not been completed as of December 31, 2023, the Company has recorded a right to receive payment from KROI-FM's acquirer as a receivable of \$ 5.6 million within other current assets in the consolidated balance sheet as of December 31, 2023.

On June 13, 2022, the Company entered into a definitive asset purchase agreement with Emmis Communications ("Emmis") to purchase its Indianapolis Radio Cluster to expand the Company's market presence. The deal was subject to FCC approval and other customary closing conditions and, after obtaining the approvals, closed on August 31, 2022. Urban One acquired radio stations WYXB (B105.7FM), WLHK (97.1FM), WIBC (93.1FM), translators W228CX and W298BB (The Fan 93.5FM and 107.5FM), and Network Indiana for \$ 25.0 million. As part of the transaction, the Company disposed of its former WHHH radio broadcasting license along with the intellectual property related to WNOW (there was a call letter change from WHHH to WNOW immediately prior to the close) to a third party for approximately \$ 3.2 million. The fair value of the assets disposed approximated the carrying value of the assets. The Company recognized a net loss of approximately \$ 0.1 million related to the disposal transaction during the year ended December 31, 2022.

The Company accounted for the Emmis transaction as a business combination. The Company's purchase accounting to reflect the fair value of assets acquired and liabilities assumed in the Emmis transaction consisted of approximately \$ 23.6 million to radio broadcasting licenses, \$ 0.2 million to towers and antennas, \$ 0.3 million to transmitters, \$ 0.2 million to studios, \$ 0.1 million to fixed assets, \$ 0.1 million to acquired advertising contracts, \$ 0.4 million to goodwill, and \$ 1.2 million to right of use assets and operating lease liabilities. The purchase price allocation was finalized during fiscal year 2022, and no significant changes were recorded from the original estimation.

*Unaudited Pro Forma Information*

The table below sets forth unaudited pro forma results of operations, assuming that the Emmis acquisition occurred on January 1, 2022:

	Year Ended December 31, 2022
Net revenue	\$ 496,613
Operating income	91,767
Net income	37,902

This pro forma financial information is based on historical results of operations, adjusted for the allocation of the purchase price and other accounting adjustments, and is not indicative of what the results would have been had the Company operated the stations acquired in the Emmis transaction for the period presented because the pro forma results do not reflect expected synergies. The pro forma adjustments primarily reflect depreciation expense and amortization of tangible and intangible assets related to the fair value adjustments of the assets acquired. The pro forma adjustments are based on available information and assumptions that the Company believes are reasonable to reflect the impact of this acquisition on the Company's historical financial information on a supplemental pro forma basis.

**5. PROPERTY AND EQUIPMENT:**

Property and equipment are carried at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the related estimated useful lives. Property and equipment consists of the following:

	As of December 31,		Estimated Useful Lives
	2023	2022	
Land and improvements	\$ 3,375	\$ 4,628	—
Buildings	3,243	3,299	31 years
Transmitters and towers	17,212	45,733	7 - 15 years
Equipment	10,204	67,025	3 - 7 years
Furniture and fixtures	897	9,357	6 years
Software and web development	5,629	32,565	3 years
Leasehold improvements	9,841	25,231	Lesser of useful life or lease term
Construction-in-progress	14	153	—
<b>Less: accumulated depreciation</b>	<b>(21,754)</b>	<b>(159,733)</b>	
<b>Property and equipment, net</b>	<b>\$ 28,661</b>	<b>\$ 28,258</b>	

Depreciation expense for the years ended December 31, 2023, and 2022 was approximately \$ 6.0 million and \$ 6.4 million, respectively. Repairs and maintenance costs are expensed as incurred.

**6. GOODWILL, RADIO BROADCASTING LICENSES AND OTHER INTANGIBLE ASSETS:**

*Impairment Assessment*

In accordance with ASC 350, the Company does not amortize its radio broadcasting licenses or goodwill. Instead, the Company performs a test for impairment annually across all reporting units and radio broadcasting licenses, or on an interim basis when events or changes in circumstances or other conditions suggest impairment may have occurred. For broadcasting licenses, the combined broadcasting licenses in each of the 13 radio markets represent a unit of accounting. For goodwill, the Company's individual radio markets within the radio broadcasting segment and each of the other three business segments represent a reporting unit. Other intangible assets, except for unamortized brand names, continue to be amortized on a straight-line basis over their useful lives. The Company evaluates amortizable intangible assets for recoverability when circumstances indicate impairment may have occurred, using an undiscounted cash flow methodology. If the future undiscounted cash flows for the intangible asset are less than net book value, then the net book value is reduced to the estimated fair value.

The Company performs an annual impairment assessment as of October 1 of each year. The Company identified interim triggering events during the current year which led to performing impairment assessments including the most recent interim impairment test performed as of December 31, 2023.

For the years ended December 31, 2023 and 2022, the Company recorded impairment losses against radio broadcasting licenses and goodwill collectively, of approximately \$ 129.3 million and \$ 40.7 million, respectively, which are included within the impairment of goodwill, intangible assets, and long-lived assets in the consolidated statements of operations.

**Broadcasting Licenses**

The Company's total broadcasting licenses carrying value is approximately \$ 375.3 million as of December 31, 2023.

The table below presents the changes in the Company's radio broadcasting licenses during 2023 and 2022:

	<b>Total</b> (In thousands)
Balance at January 1, 2022	\$ 501,420
Acquisitions	23,642
Disposals	(3,200)
Impairment charges	(33,443)
Balance at December 31, 2022	\$ 488,419
Acquisitions	23,431
Disposals	(7,276)
Impairment charges	(129,278)
Balance at December 31, 2023	\$ 375,296

The Company's licenses expire at various dates through August 1, 2030. The FCC grants radio broadcast station licenses for specific periods of time and, upon application, may renew them for additional terms. A station may continue to operate beyond the expiration date of its license if a timely filed license renewal application is pending. Under the Communications Act, radio broadcast station licenses may be granted for a maximum term of eight years. The FCC may grant the license renewal application with or without conditions, including renewal for a term less than the maximum otherwise permitted. Historically, the Company's licenses have been renewed for a full eight-year terms without any conditions or sanctions; however, there can be no assurance that the licenses of each of the Company's stations will be renewed for a full term without conditions or sanctions.

During the three months ended March 31, 2023, the Company recognized an impairment loss of \$ 16.8 million associated with the sale of the KROI-FM radio broadcasting license as discussed in Note 4 – Acquisitions and Dispositions of the Company's consolidated financial statements.

During the three months ended June 30, 2023, the Company performed an interim quantitative impairment assessment for broadcasting licenses in eight radio markets and recognized an impairment loss of approximately \$ 22.1 million associated with broadcasting licenses in five radio markets. The primary factor leading to the impairments was a decline in the projected gross market revenues.

During the three months ended September 30, 2023, the Company performed an interim quantitative impairment assessment for broadcasting licenses in all radio markets and recognized an impairment loss of approximately \$ 85.4 million associated with broadcasting licenses in 10 radio markets. The primary factor leading to the impairments was a decline in the projected gross market revenues and an increase in the discount rate.

As of October 1, 2023, the Company performed a quantitative assessment for broadcasting licenses in all radio markets as part of the annual impairment assessment, resulting in no impairment losses.

During the three months ended December 31, 2023, the Company performed an interim quantitative assessment for broadcasting licenses in all radio markets and recognized an impairment loss of approximately \$ 5.0 million associated with broadcasting licenses in three radio markets. The primary factor leading to the impairments was a decline in the projected gross market revenues and margins.

When evaluating the Company's radio broadcasting licenses for impairment, the assessment is done at the unit of accounting level. In the Company's case, each unit of accounting is a cluster of radio stations in one of the Company's geographical markets. Broadcasting license fair values are based on the discounted future cash flows of the applicable unit of accounting assuming an initial hypothetical start-up operation which possesses FCC licenses as the only asset. Over

time, it is assumed the operation acquires other tangible assets such as advertising and programming contracts, employment agreements and going concern value, and matures into an average performing operation in a specific radio market.

The Company's methodology for valuing broadcasting licenses has been consistent for all periods presented. Below are some of the key assumptions used in the income approach for estimating the broadcasting license fair values for the annual impairment assessment performed and interim impairment assessment where an impairment charge was recorded as a result of quantitative assessments since January 1, 2022.

Radio Broadcasting Licenses	December 31, 2023	October 1, 2023	September 30, 2023	June 30, 2023 (a)	March 31, 2023	October 1, 2022	September 30, 2022 (a)	June 30, 2022 (a)
Impairment charge (in millions)	\$ 5.0	\$ —	\$ 85.4	\$ 22.1	\$ 16.8 (*)	\$ 7.4	\$ 15.5	\$ 10.6 (*)
Discount rate	9.5% – 10.0%	10.0%	10.0%	9.5%	(**)	9.5%	9.5%	9.5%
Revenue growth rate range	(2.3)% – 0.8%	(1.7)% – 0.0%	(1.7)% – 0.0%	0.3% – 1.4%	(**)	0.0% – 1.7%	0.3% – 1.6%	0.7% – 2.4%
Terminal growth rate range	(0.5)%	(0.5)%	(0.5)%	0.3% – 0.8%	(**)	0.3% – 0.8%	0.3% – 0.8%	0.7% – 1.0%
Mature market share range	5.2% – 30.0%	5.3% – 29.5%	5.3% – 29.5%	0.9% – 28.8%	(**)	6.8% – 27.6%	6.8% – 27.6%	6.9% – 25.6%
Operating profit margin range	17.0% – 31.9%	17.0% – 33.5%	17.0% – 33.5%	18.8% – 34.6%	(**)	27.2% – 34.6%	28.3% – 36.1%	28.3% – 36.1%

(a) Key assumptions presented on the table for these periods relate to certain markets that were quantitatively assessed as part of the interim impairment assessments.

(\*) Includes an impairment charge whereby the license fair value is based on estimated asset sale consideration.

(\*\*) As fair value is based on estimated asset sale consideration, key assumptions under the income approach are not applicable.

If actual market conditions are less favorable than those estimated by the Company or if events occur or circumstances change that would reduce the fair value of the Company's broadcast licenses below the carrying value, the Company may be required to recognize additional impairment charges in future periods. Such a charge could have a material effect on the Company's consolidated financial statements. The Company will continue to monitor potential triggering events and perform the appropriate analysis when deemed necessary.

**Goodwill**

The Company's total goodwill carrying value is approximately \$ 216.6 million as of December 31, 2023. The table below presents the changes in the Company's goodwill carrying values for its four reportable segments during 2023 and 2022:

	Radio Broadcasting Segment	Reach Media Segment	Digital Segment (In thousands)	Cable Television Segment	Total
<b>As of December 31, 2021</b>					
Gross goodwill	\$ 154,530	\$ 30,468	\$ 27,567	\$ 165,044	\$ 377,609
Accumulated impairment losses	( 117,748 )	( 16,114 )	( 20,345 )	—	( 154,207 )
Net goodwill at December 31, 2021	<u>\$ 36,782</u>	<u>\$ 14,354</u>	<u>\$ 7,222</u>	<u>\$ 165,044</u>	<u>\$ 223,402</u>
Additions	437	—	—	—	437
Impairments	( 7,240 )	—	—	—	( 7,240 )
<b>As of December 31, 2022</b>					
Gross goodwill	\$ 154,967	\$ 30,468	\$ 27,567	\$ 165,044	\$ 378,046
Accumulated impairment losses	( 124,988 )	( 16,114 )	( 20,345 )	—	( 161,447 )
Net goodwill at December 31, 2022	<u>\$ 29,979</u>	<u>\$ 14,354</u>	<u>\$ 7,222</u>	<u>\$ 165,044</u>	<u>\$ 216,599</u>
Additions	—	—	—	—	—
Impairments	—	—	—	—	—
<b>As of December 31, 2023</b>					
Gross goodwill	\$ 154,967	\$ 30,468	\$ 27,567	\$ 165,044	\$ 378,046
Accumulated impairment losses	( 124,988 )	( 16,114 )	( 20,345 )	—	( 161,447 )
Net goodwill at December 31, 2023	<u>\$ 29,979</u>	<u>\$ 14,354</u>	<u>\$ 7,222</u>	<u>\$ 165,044</u>	<u>\$ 216,599</u>

The Company performed an annual impairment assessment as of October 1, 2023 for all reporting units and an interim impairment assessment as of December 31, 2023 for certain of its reporting units to determine whether they were impaired. The key assumptions used in the discounted cash flow analysis for goodwill include revenue and projected revenue growth rates by market, operating profit margins, terminal growth rate, and discount rate. Based on the assessments, there was no impairment in goodwill for the year ended December 31, 2023.

During the three months ended June 30, 2022, the Company recognized an impairment loss of approximately \$ 4.3 million associated with goodwill in the Atlanta reporting unit. During the three months ended December 31, 2022, the

Company recognized an impairment loss of approximately \$ 2.9 million associated with goodwill in the Philadelphia reporting unit.

*Intangible Assets Excluding Goodwill and Radio Broadcasting Licenses*

Other intangible assets, excluding goodwill, radio broadcasting licenses and the unamortized brand name, are being amortized on a straight-line basis over various periods. Other intangible assets consist of the following:

	As of December 31,						Period of Amortization	Remaining Weighted-Average Period of Amortization		
	2023			2022						
	Gross Carrying Amount	Accumulated Amortization	Net Amount	Gross Carrying Amount	Accumulated Amortization	Net Amount				
Trade names	\$ 68	\$ (62)	\$ 6	\$ 17,431	\$ (17,418)	\$ 13	1 - 5 Years	0.9 Years		
Intellectual property	6,503	(6,503)	—	6,878	(6,878)	—	4 - 10 Years	0.0 Years		
Advertiser agreements	47,687	(47,687)	—	46,669	(45,728)	941	1 - 12 Years	0.0 Years		
Brand names	4,159	(3,637)	522	4,413	(3,732)	681	10 Years	3.8 Years		
Brand names - unamortized	39,690	—	39,690	39,690	—	39,690	Indefinite	—		
Launch assets, net of current portion	22,798	(14,091)	8,707	22,791	(9,104)	13,687	Contract length	2.9 Years		
Other intangibles	234	(55)	179	849	(668)	181	1 - 15 Years	6.6 Years		
Total other intangible assets	<u>\$ 121,139</u>	<u>\$ (72,035)</u>	<u>\$ 49,104</u>	<u>\$ 138,721</u>	<u>\$ (83,528)</u>	<u>\$ 55,193</u>		3.5 Years		

Amortization expense of intangible assets for each of the years ended December 31, 2023 and 2022 was approximately \$ 1.1 million and \$ 3.7 million, respectively.

The following table presents the Company's estimate of amortization expense for the years 2024 through 2028 for intangible assets as of December 31, 2023:

	(In thousands)	
2024	\$ 281	
2025	139	
2026	135	
2027	80	
2028	48	

The table above excludes launch asset amortization as it is recorded as a reduction to revenue. Actual amortization expense may vary as a result of future acquisitions and dispositions.

**7. CONTENT ASSETS:**

The gross cost and accumulated amortization of content assets is as follows:

	As of December 31,		Period of Amortization
	2023	2022	
Produced content assets:		(In thousands)	
Completed	\$ 132,273	\$ 122,660	
In-production	11,726	23,300	
Licensed content assets acquired:			
Acquired	35,520	55,751	
Content assets, at cost	179,519	201,711	1 - 5 Years
Less: accumulated amortization	(67,323)	(81,330)	
Content assets, net	112,196	120,381	
Less: current portion	(29,748)	(34,003)	
Noncurrent portion	\$ 82,448	\$ 86,378	

The aggregate amortization expense for produced content assets for the years ended December 31, 2023 and 2022 is \$ 32.6 million and \$ 26.3 million, respectively. The aggregate amortization expense for acquired content assets for the years ended December 31, 2023 and 2022 is \$ 17.5 million and \$ 17.2 million, respectively. The aggregate amortization expense for content assets for the years ended December 31, 2023 and 2022 is approximately \$ 50.1 million and \$ 43.5 million, respectively. Amortization of content assets is recorded in the consolidated statements of operations as programming and technical expenses.

Future estimated content amortization expense as of December 31, 2023, for years 2024 through 2026 is as follows:

	Produced	Acquired	Total
		(In thousands)	
2024	\$ 19,523	\$ 10,225	\$ 29,748
2025	13,710	4,571	18,281
2026	9,977	1,359	11,336

Future estimated content amortization expense is not included for in-production content assets in the table above.

Future minimum content payments required under agreements entered into as of December 31, 2023, are as follows:

	(In thousands)
2024	\$ 22,389
2025	2,643
2026	759

**8. OTHER CURRENT LIABILITIES:**

Other current liabilities consist of the following:

	As of December 31,	
	2023	2022
	(In thousands)	
Customer advances and unearned income	\$ 4,851	\$ 6,123
Unearned event income	4,864	5,708
Reserve for audience deficiency	12,779	9,629
Professional fee accrual	1,658	1,905
Operating expense accruals	5,090	1,210
Accrued unvested stock compensation	4,650	3,315
Employment agreement award	3,685	5,992
Launch liability	1,750	2,500
Deferred barter revenue	1,849	1,635
Accrued national representative fees	683	947
Income taxes payable	845	37
Other	128	681
	<u>\$ 42,831</u>	<u>\$ 39,682</u>

**9. EMPLOYMENT AGREEMENT AWARD:**

The Company accounts for an award provided in the CEO's employment agreement (the "Employment Agreement Award") at fair value. The Company estimated the fair value of the award at December 31, 2023 and 2022, to be approximately \$ 23.0 million and \$ 25.7 million, respectively, and accordingly adjusted its liability to this amount. The long-term portion is recorded in other long-term liabilities and the current portion is recorded in other current liabilities in the consolidated balance sheets. The expense associated with the Employment Agreement Award was recorded in the consolidated statements of operations as corporate selling, general and administrative expenses and was approximately \$ 0.2 million and \$ 1.6 million for the years ended December 31, 2023 and 2022, respectively.

The Company's obligation to pay the Employment Agreement Award was triggered after the Company recovered the aggregate amount of its capital contribution in TV One and is payable only upon actual receipt of distributions of cash or marketable securities or proceeds from a liquidity event with respect to the Company's aggregate investment in TV One. The CEO was fully vested in the award upon execution of the employment agreement, and the award lapses if the CEO voluntarily leaves the Company or is terminated for cause.

**10. LONG-TERM DEBT:**

Long-term debt consists of the following:

	December 31,	December 31,
	2023	2022
	(In thousands)	
7.375 % Senior Secured Notes due February 2028	\$ 725,000	\$ 750,000
Total debt	725,000	750,000
Less: current portion of long-term debt	—	—
Less: original issue discount and issuance costs	8,754	11,000
Long-term debt, net	<u>\$ 716,246</u>	<u>\$ 739,000</u>

**2028 Notes**

In January 2021, the Company issued notes (the "2028 Notes") at an issue price of 100 % in a private offering exempt from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"). The 2028 Notes are

general senior secured obligations of the Company and are guaranteed on a senior secured basis by certain of the Company's direct and indirect restricted subsidiaries. The 2028 Notes mature on February 1, 2028 and interest on the 2028 Notes accrues and is payable semi-annually in arrears on February 1 and August 1 of each year at a rate of 7.375 % per annum.

The 2028 Notes and the guarantees are secured, subject to permitted liens and except for certain excluded assets (i) on a first priority basis by substantially all of the Company's and the Guarantors' current and future property and assets (other than accounts receivable, cash, deposit accounts, other bank accounts, securities accounts, inventory and related assets that secure the Company's asset-backed revolving credit facility on a first priority basis (the "ABL Priority Collateral")), including the capital stock of each guarantor (collectively, the "Notes Priority Collateral") and (ii) on a second priority basis by the ABL Priority Collateral. The 2028 Notes require the Company to file quarterly and annual reports with the SEC within a specified time period after the Company's filing deadlines. However, failure to comply does not constitute an event of default unless the Company does not comply within 120 days after receiving written notice from the Trustee. The Company has not received any such notice.

The associated debt issuance costs in the amount of approximately \$ 15.4 million are reflected as an adjustment to the carrying amount of the debt obligations and amortized to interest expense over the term of the credit facility using the effective interest rate method. The amortization of deferred financing costs is charged to interest expense for all periods presented.

The amount of deferred financing costs included in interest expense for all instruments, for the years ended December 31, 2023 and 2022, was approximately \$ 2.1 million and \$ 2.0 million, respectively. The Company's effective interest rate was 7.62 % for 2023 and was 7.84 % for 2022.

On December 6, 2022, the Board of Directors authorized and approved a note repurchase program for up to \$ 25.0 million of the currently outstanding 2028 Notes.

During the year ended December 31, 2023, the Company repurchased approximately \$ 25.0 million of its 2028 Notes at an average price of approximately 89.1 % of par. The Company recorded a net gain on retirement of debt of approximately \$ 2.4 million during the year ended December 31, 2023.

During the year ended December 31, 2022, the Company repurchased approximately \$ 75.0 million of its 2028 Notes at an average price of approximately 89.5 % of par. The Company recorded a net gain on retirement of debt of approximately \$ 6.7 million for the year ended December 31, 2022.

The Company conducts a portion of its business through its subsidiaries. Certain of the Company's subsidiaries have fully and unconditionally guaranteed the Company's 2028 Notes.

#### **PPP Loan**

On January 29, 2021, the Company submitted an application for participation in the second round of the Paycheck Protection Program loan program ("PPP") and on June 1, 2021, the Company received proceeds of approximately \$ 7.5 million. During the three months ended June 30, 2022, the PPP loan and related accrued interest was forgiven and recorded as other income in the amount of \$ 7.6 million. Prior to being forgiven, the loan bore interest at a fixed rate of 1 % per year was scheduled to mature June 1, 2026.

#### **Asset-Backed Credit Facilities**

On February 19, 2021, the Company closed on its asset backed credit facility (the "Current ABL Facility"). The Current ABL Facility is governed by a credit agreement by and among the Company, the other borrowers party thereto, the lenders party thereto from time to time and Bank of America, N.A., as administrative agent. The Current ABL Facility provides for up to \$ 50.0 million revolving loan borrowings to provide for the working capital needs and general corporate requirements of the Company. The Current ABL Facility also provides for a letter of credit facility up to \$ 5.0 million as a

part of the overall \$ 50.0 million in capacity. As of December 31, 2023 and 2022, there is no balance outstanding on the Current ABL Facility.

At the Company's election, the interest rate on borrowings under the Current ABL Facility are based on either (i) the then applicable margin relative to Base Rate Loans (as defined in the Current ABL Facility) or (ii) until execution of the Waiver and Amendment (as defined below) took effect, the then applicable margin relative to LIBOR Loans (as defined in the Current ABL Facility) corresponding to the average availability of the Company for the most recently completed fiscal quarter.

Advances under the Current ABL Facility are limited to (a) eighty-five percent ( 85 %) of the amount of Eligible Accounts (as defined in the Current ABL Facility), less the amount, if any, of the Dilution Reserve (as defined in the Current ABL Facility), minus (b) the sum of (i) the Bank Product Reserve (as defined in the Current ABL Facility), plus (ii) the AP and Deferred Revenue Reserve (as defined in the Current ABL Facility), plus (iii) without duplication, the aggregate amount of all other reserves, if any, established by Administrative Agent.

All obligations under the Current ABL Facility are secured by a first priority lien on all (i) deposit accounts (related to accounts receivable), (ii) accounts receivable, and (iii) all other property which constitutes ABL Priority Collateral (as defined in the Current ABL Facility). The obligations are also guaranteed by all material restricted subsidiaries of the Company. The Current ABL Facility includes a covenant requiring the Company's fixed charge coverage ratio, as defined in the agreement, to not be less than 1.00 to 1.00. The Company is in compliance as of December 31, 2023.

On April 30, 2023, the Company entered into a waiver and amendment (the "Waiver and Amendment") to the Current ABL Facility. The Waiver and Amendment waived certain events of default under the Current ABL Facility related to the Company's failure to timely deliver certain annual financial deliverables for the Fiscal Year ended December 31, 2022 as required under the Current ABL Facility (the "Specified Defaults").

Additionally, under the Waiver and Amendment, the Current ABL Facility was amended to provide that from and after the date thereof, any request for a new LIBOR Loan (as defined in the Current ABL Facility), for a continuation of an existing LIBOR Loan (as defined in the Current ABL Facility) or for a conversion of a Loan to a LIBOR Loan (as defined in the Current ABL Facility) shall be deemed to be a request for a loan bearing interest at Term SOFR (as defined in the Amended Current ABL Facility) (the "SOFR Interest Rate Change"). As the Company was undrawn under the Current ABL Facility as of the date of the Waiver and Amendment, the SOFR Interest Rate Change would only bear upon future borrowings by the Company such that they bear an interest rate relating to the secured overnight financing rate. These provisions of the Waiver and Amendment are intended to transition loans under the Current ABL Facility to the new secured overnight financing rate as the benchmark rate.

Between June 5, 2023 and November 9, 2023, the Company entered into four more waiver and amendments related to the Company's failure to timely deliver both the annual financial deliverables for the Fiscal Year ended December 31, 2022 and quarterly financial deliverables for the quarters ended March 31, 2023, June 30, 2023 and September 30, 2023 as required under the Current ABL Facility, dated as of February 19, 2021. On November 9, 2023, the Company entered into a fifth waiver and amendment (the "Fifth Waiver and Amendment") to the Current ABL Facility, dated as of February 19, 2022. The Fifth Waiver and Amendment waived certain events of default under the Current ABL Facility related to the Company's failure to timely deliver the delayed reports. The Fifth Waiver and Amendment set a due date of November 30, 2023 for the quarterly financial deliverables for the quarters ended March 31, 2023 and June 30, 2023 and a due date of December 31, 2023 for the quarterly financial deliverables for the three months ended September 30, 2023. See Note 16 – *Subsequent Events* for the Company's consolidated financial statements for further background on the Sixth Waiver and Amendment and the Seventh Waiver and Amendment, each executed after the year ended December 31, 2023.

The Current ABL Facility matures on the earlier to occur of (a) the date that is five years from the effective date of the Current ABL Facility, and (b) 91 days prior to the maturity of the Company's 2028 Notes.

The Current ABL Facility is subject to the terms of the Revolver Intercreditor Agreement (as defined in the Current ABL Facility) by and among the Administrative Agent and Wilmington Trust, National Association.

**Letter of Credit Facility**

The Company has a letter of credit reimbursement and security agreement with capacity of up to \$ 1.2 million which expires on October 8, 2024. As of December 31, 2023, the Company had letters of credit totaling \$ 0.8 million under the agreement for certain operating leases and certain insurance policies. Letters of credit issued under the agreement are required to be collateralized with cash. In addition, the Current ABL Facility provides for letter of credit capacity of up to \$ 5.0 million subject to certain limitations on availability.

**Future Minimum Principal Payments**

Future scheduled minimum principal payments of debt as of December 31, 2023, were as follows:

	7.375 % Senior Secured Notes due February 2028 (in thousands)
2024	\$ —
2025	—
2026	—
2027	—
2028	725,000
2029 and thereafter	—
<b>Total debt</b>	<b>\$ 725,000</b>

**11. INCOME TAXES:**

A reconciliation of the statutory federal income taxes to the recorded provision for income taxes from continuing operations is as follows:

	For the Years Ended December 31,	
	2023	2022
Statutory federal tax expense	\$ 2,627	\$ 11,145
Effect of state taxes, net of federal benefit	1,134	3,308
Effect of state rate and tax law changes	79	629
Impairment of goodwill, intangible assets, and long-lived intangible assets	—	908
Non-deductible officer's compensation	1,738	1,871
Interest carryforward adjustment	771	—
PPP loan income forgiveness	—	(1,591)
Change in valuation allowance	1,443	(234)
Internal revenue code ("IRC") Section 382 adjustments	(404)	(334)
Net operating loss ("NOL") expirations	203	268
Uncertain tax positions	(77)	(495)
Other	430	943
<b>Provision for income taxes</b>	<b>\$ 7,944</b>	<b>\$ 16,418</b>

The statutory federal tax rate used for the years ended December 31, 2023 and 2022 is 21.0 %. Major components of the effective tax rate for the years ended December 31, 2023 and 2022 are related to net operating loss limitations, net operating loss expirations, interest carryforwards, impairments of goodwill, intangible assets, and long-lived assets, limitation of officer's compensation under IRC Section 162(m), uncertain tax positions, state income taxes, and non-taxable PPP loan income forgiveness for the year ended December 31, 2022.

The components of the provision for income taxes from continuing operations are as follows:

	For the Years Ended December 31,	
	2023	2022
	(In thousands)	
<b>Federal:</b>		
Current	\$ —	\$ —
Deferred	3,952	12,572
<b>State:</b>		
Current	2,796	1,844
Deferred	1,196	2,002
Provision for income taxes	<u><u>\$ 7,944</u></u>	<u><u>\$ 16,418</u></u>

**Deferred Income Taxes**

Deferred income taxes reflect the impact of temporary differences between the assets and liabilities recognized for financial reporting purposes and amounts recognized for tax purposes. Deferred taxes are based on tax laws as currently enacted. Deferred tax assets are reduced by a valuation allowance if, based upon the weight of available evidence, it is not more likely than not that the Company will realize some portion or all of the deferred tax assets. The significant components of the Company's deferred tax assets and liabilities are as follows:

	As of December 31,	
	2023	2022
	(In thousands)	
<b>Deferred tax assets:</b>		
Allowance for doubtful accounts	\$ 2,084	\$ 2,149
Accruals	2,722	304
Fixed assets	—	493
Stock-based compensation	615	521
Net operating loss carryforwards	57,428	89,377
Lease liability	8,084	8,901
Interest expense carryforward	21,977	23,788
Total deferred tax assets	<u><u>92,910</u></u>	<u><u>125,533</u></u>
Valuation allowance for deferred tax assets	(1,473)	(30)
Total deferred tax asset, net of valuation allowance	<u><u>91,437</u></u>	<u><u>125,503</u></u>
<b>Deferred tax liabilities:</b>		
Intangible assets	(102,233)	(129,026)
Available-for-sale securities	—	(23,779)
Fixed assets	(873)	—
Right of use asset	(7,748)	(8,123)
Partnership interests	(283)	(2,412)
Deferred financing costs	(734)	(958)
Uncertain tax positions	(397)	(444)
Other	(107)	(150)
Total deferred tax liabilities	<u><u>(112,375)</u></u>	<u><u>(164,892)</u></u>
Net deferred tax liability	<u><u>\$ (20,938)</u></u>	<u><u>\$ (39,389)</u></u>

As of December 31, 2023, the Company had pre-tax federal and state NOL carryforward amounts of approximately \$ 386.7 million and \$ 285.4 million, respectively. Certain of the federal and state NOLs are subject to annual limitations under Internal Revenue Code Section 382. Additionally, the amount of the state NOLs may change if future apportionment factors differ from current factors. The Company continues to assess potential tax strategies, which if successful, may reduce the impact of the annual limitations and potentially recover NOLs that otherwise would expire before being applied to reduce future income tax liabilities. If successful, the Company may be able to recover additional federal and state NOLs.

in future periods, which could be material. If the Company concludes that it is more likely than not that the Company will be able to realize additional federal and state NOLs, the tax benefit could materially impact future quarterly and annual periods. However, if these potential tax strategies do not meet the more likely than not threshold, the Company may claim these additional NOLs as unrecognized tax benefits. The federal and state NOLs expire in various years from 2024 to 2039.

As of December 31, 2023, the gross deferred tax assets of approximately \$ 92.9 million were primarily the result of federal and state net operating losses and the IRC Section 163(j) interest expense carryforward. A valuation allowance of \$ 1.5 million and \$ 30,000 was recorded against the Company's gross deferred tax asset balance as of December 31, 2023 and 2022, respectively, and is related to state jurisdictions where it is not more likely than not the deferred tax assets will be realized.

The assessment to determine the value of the deferred tax assets to be realized under ASC 740 is highly judgmental and requires the consideration of all available positive and negative evidence in evaluating the likelihood of realizing the tax benefit of the deferred tax assets in a future period. Circumstances may change over time such that previous negative evidence no longer exists, and new conditions should be evaluated as positive or negative evidence that could affect the realization of the deferred tax assets. Since the evaluation requires consideration of events that may occur in some years in the future, significant judgment is required, and the Company's conclusion could be materially different if certain expectations do not materialize.

Realization of the Company's federal and state net operating losses is dependent on generating sufficient taxable income in future periods, and although the Company believes it is more likely than not future taxable income will be sufficient to utilize most of the net operating losses, realization is not assured and future events may cause a change to the judgment of the realizability of these deferred tax assets. If a future event causes the Company to re-evaluate and conclude that it is not more likely than not, that all or a portion of the deferred tax assets are realizable, the Company would be required to establish a valuation allowance against the assets at that time which would result in a charge to income tax expense and a decrease to net income in the period which the change of judgment is concluded.

**Unrecognized Tax Benefits**

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	2023 (in thousands)	2022 (in thousands)
Balance as of January 1	\$ 654	\$ 1,277
Deductions for tax positions as a result of the lapse of applicable statutes of limitation	( 79 )	( 623 )
Balance as of December 31	<u><u>\$ 575</u></u>	<u><u>\$ 654</u></u>

The nature of the uncertainties pertaining to the Company's income taxes is primarily due to various state income tax positions that affect the amount of state NOLs available to be applied to reduce future state income tax liabilities, and prior year restatement adjustments that the Company has not yet amended on its 2022 income tax returns. The unrecognized tax benefits liability accrued on the Company's balance sheet decreased by \$ 0.1 million during the year ended December 31, 2023, and \$ 0.6 million during the year ended December 31, 2022, respectively, primarily as a result of the lapse of statute of limitations in certain jurisdictions. As of December 31, 2023, the Company had unrecognized tax benefits of \$ 0.6 million, which if recognized, would reduce our net operating loss carryforward.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits as a component of tax expense. There is no material amount of interest and penalties recognized in the statement of operations and the balance sheet for the year ended December 31, 2023. The Company believes that it is reasonably possible that a decrease of up to \$ 52,000 of unrecognized tax benefits related to state tax exposures may be necessary within the coming year.

The Company files income tax returns in the U.S. federal jurisdiction, various state and local jurisdictions and is subject to examination by the various taxing authorities. The Company's open tax years for federal income tax

examinations include the tax years ended December 31, 2020 through 2023. For state and local purposes, the open years for tax examinations include the tax years ended December 31, 2019 through 2023. To the extent that net operating losses are utilized, the year of the loss may be subject to examination.

**12. STOCKHOLDERS' EQUITY:**

**Common Stock**

The Company has four classes of common stock, Class A, Class B, Class C and Class D. Generally, the shares of each class are identical in all respects and entitle the holders thereof to the same rights and privileges. However, with respect to voting rights, each share of Class A common stock entitles its holder to one vote and each share of Class B common stock entitles its holder to ten votes. The holders of Class C and Class D common stock are not entitled to vote on any matters. The holders of Class A common stock can convert such shares into shares of Class C or Class D common stock. Subject to certain limitations, the holders of Class B common stock can convert such shares into shares of Class A common stock. The holders of Class C common stock can convert such shares into shares of Class A common stock. The holders of Class D common stock have no such conversion rights.

**Stock Repurchase Program**

From time to time, the Board of Directors has authorized, and may authorize, repurchases of shares of the Company's Class A and Class D common stock. Under the stock repurchase program, the Company intends to repurchase shares through open market purchases, privately negotiated transactions, block purchases or otherwise in accordance with applicable federal securities laws, including Rule 10b-18 of the Securities Exchange Act of 1934 (the "Exchange Act"). Under open authorizations, repurchases may be made from time to time in the open market or in privately negotiated transactions in accordance with applicable laws and regulations. shares are retired when repurchased. The timing and extent of any repurchases will depend upon prevailing market conditions, the trading price of the Company's Class A and/or Class D common stock and other factors, and subject to restrictions under applicable law. When in effect, the Company executes upon stock repurchase programs in a manner consistent with market conditions and the interests of the stockholders, including maximizing stockholder value.

On March 7, 2022, the Board of Directors authorized and approved a share repurchase program for up to \$ 25.0 million of the currently outstanding shares of the Company's Class A and/or Class D common stock over a period of 24 months. On December 6, 2022, the Board of Directors authorized and approved a share repurchase program for up to an additional \$ 10.0 million of the currently outstanding shares of the Company's Class A and/or Class D common stock. During the years ended December 31, 2023 and 2022, the Company repurchased 824 and 4,779,969 shares of Class D common stock in the amount of approximately \$ 3,000 and \$ 25.0 million at an average price of \$ 3.99 and \$ 5.24 per share. The Company did not repurchase any shares of Class A common stock during the years ended December 31, 2023 and 2022.

On September 27, 2022, the Compensation Committee authorized the repurchase of up to \$ 0.5 million worth of shares in the aggregate from employees who want to sell in connection with the Company's most recent employee stock grant. During the year ended December 31, 2023, the Company did not repurchase any shares of Class A or Class D stock under this authorization. During the year ended December 31, 2022, the Company repurchased 13,577 shares of Class D common stock in the amount of \$ 57,000 at an average price of \$ 4.23 per share. Giving effect to the repurchases, the Company has approximately \$ 0.4 million remaining under its most recent and open authorization. The Company did not repurchase any shares of Class A stock during the year ended December 31, 2022.

In addition, the Company has limited but ongoing authority to purchase shares of Class D common stock (in one or more transactions at any time there remain outstanding grants) under the 2019 Equity and Performance Incentive Plan (as defined below). This limited authority is used to satisfy any employee or other recipient tax obligations in connection with the exercise of an option or a share grant under the 2019 Equity and Performance Incentive Plan, to the extent that the Company has capacity under its financing agreements (i.e., its current credit facilities and indentures) (each a "Stock Vest Tax Repurchase").

During the years ended December 31, 2023 and 2022, the Company executed Stock Vest Tax Repurchases of 312,448 shares of Class D Common Stock in the amount of approximately \$ 1.6 million at an average price of \$ 5.21 per share and 344,702 shares of Class D Common Stock in the amount of approximately \$ 1.5 million at an average price of \$ 4.29 per share, respectively.

**Stock Option and Restricted Stock Grant Plan**

The Company's 2019 stock option and restricted stock plan ("2019 Equity and Performance Incentive Plan"), currently in effect was approved by the stockholders at the Company's annual meeting on May 21, 2019. The Board of Directors adopted, and on May 21, 2019, the Company's stockholders approved, the 2019 Equity and Performance Incentive Plan which was funded with 5,500,000 shares of Class D Common Stock. On June 23, 2021, the Company's Board of Directors authorized an amendment of the Urban One 2019 Equity and Performance Incentive Plan to increase the number of shares available for grant and to provide the grant of Class A as well as Class D shares. The amendment was approved by the Company's shareholders and added 5,519,575 shares of Class D shares and added 2,000,000 Class A shares. As of December 31, 2023, 2,111,305 shares of Class D common stock and 1,250,000 shares of Class A common stock were available for grant under the 2019 Equity and Performance Incentive Plan. The Company settles stock options, net of tax, upon exercise by issuing stock.

Pursuant to the terms of the Company's stock plan and subject to the Company's insider trading policy, a portion of each recipient's vested shares may be sold in the open market for tax purposes on or about the vesting dates.

The Company measures compensation cost for all stock-based awards at fair value on date of grant and recognizes the related expense over the service period for awards expected to vest. The restricted stock-based awards do not participate in dividends until fully vested. The fair value of restricted stock-based awards is based on the closing price of the Company's common stock on the date of grant. The fair value of stock options is determined using the BSM. Such fair value is recognized as an expense over the requisite service period, which is generally the vesting period, net of an estimated forfeitures rate, using the straight-line method. Estimating the number of stock awards that will ultimately vest requires judgment, and to the extent actual forfeitures differ substantially from the Company's current estimates, amounts will be recorded as a cumulative adjustment in the period the estimated number of stock awards expected to vest are revised. The Company considers many factors when estimating expected forfeitures, including the types of awards, employee classification and historical experience. Actual forfeitures may differ substantially from the Company's current estimate.

Stock options generally vest over a period of one year and generally expire ten years from the grant date. Restricted stock generally vests over a period of one year.

The Company's use of the BSM to calculate the fair value of stock-based awards incorporates various assumptions including volatility, expected life, and interest rates. For options granted, the BSM determines: (i) the term by using the simplified "plain-vanilla" method as allowed under Staff Accounting Bulletin ("SAB") No. 110; (ii) a historical volatility over a period commensurate with the expected term, with the observation of the volatility on a daily basis; and (iii) a risk-free interest rate that was consistent with the expected term of the stock options and based on the U.S. Treasury yield curve in effect at the time of the grant.

Stock-based compensation expense for the years ended December 31, 2023 and 2022, was approximately \$ 10.0 million and \$ 9.9 million, respectively. Tax benefits from stock-based compensation for the years ended December 31, 2023 and 2022 were \$ 0.3 million.

The per share weighted-average fair value of options granted during the years ended December 31, 2023 and 2022, was \$ 2.80 and \$ 2.82, respectively.

These fair values were derived using the BSM with the following weighted-average assumptions:

	For the Years Ended December 31,	
	2023	2022
Average risk-free interest rate	4.18 %	2.79 %
Expected dividend yield	— %	— %
Expected lives	5.59 years	5.69 years
Expected volatility	53.14 %	79.92 %

Transactions and other information relating to stock options of Class D common stock for the years ended December 31, 2023 and 2022 are summarized below:

	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (In Years)	Aggregate Intrinsic Value
Outstanding at December 31, 2021	3,770,913	\$ 2.18	5.68	\$ 4,659,601
Grants	884,061	4.22	—	—
Exercised	( 60,240 )	0.83	—	315,620
Forfeited/cancelled/expired/settled	—	—	—	—
Outstanding at December 31, 2022	4,594,734	\$ 2.59	5.72	\$ 5,871,492
Grants	649,453	5.20	—	—
Exercised	—	—	—	—
Forfeited/cancelled/expired/settled	( 20,051 )	4.75	—	—
Outstanding at December 31, 2023 <sup>(1)</sup>	5,224,136	2.90	5.28	\$ 5,021,952
Vested and expected to vest at December 31, 2023	5,173,594	2.89	5.24	5,021,952
Unvested at December 31, 2023	452,524	4.71	9.19	—
Exercisable at December 31, 2023	4,771,612	2.73	4.91	5,021,952

(1) The aggregate intrinsic value in the table above represents the difference between the Company's stock closing price on the last day of trading during the year ended December 31, 2023, and the exercise price, multiplied by the number of shares that would have been received by the holders of in-the-money options had all the option holders exercised their options on December 31, 2023. This amount changes based on the fair market value of the Company's stock.

As of December 31, 2023, approximately \$ 0.8 million of total unrecognized compensation cost, net of estimated forfeitures, related to Class D stock options is expected to be recognized over a weighted-average period of 10 months. There were no tax benefits from Class D stock options exercised for the years ended December 31, 2023 and 2022. The weighted-average grant date fair value of options granted during the year ended December 31, 2023 was \$ 2.80.

Transactions and other information relating to grants of restricted shares of Class D common stock for the years ended December 31, 2023 and 2022 are summarized below:

	Shares	Average Fair Value at Grant Date
Unvested at December 31, 2021	76,056	\$ 3.90
Grants	1,357,687	4.27
Vested	( 999,479 )	4.25
Forfeited/cancelled/expired		
Unvested at December 31, 2022	434,264	\$ 4.27
Grants	895,520	5.17
Vested	( 1,001,667 )	4.92
Forfeited/cancelled/expired	( 15,000 )	4.12
Unvested at December 31, 2023	<u>313,117</u>	<u>\$ 4.77</u>

The Company did not grant any restricted shares of Class A common stock during the year ended December 31, 2023. During the year ended December 31, 2022, the Company granted 750,000 shares of restricted Class A common stock at an average fair value at grant date of \$ 5.39 per share. There were no shares that vested or were cancelled during the years ended December 31, 2023 and 2022. There were 750,000 unvested shares of restricted Class A common stock outstanding as of December 31, 2023 and 2022 with an average fair value at grant date of \$ 5.39.

Restricted stock grants for Class A shares and Class D shares are included in the Company's outstanding share numbers on the effective date of grant. As of December 31, 2023, approximately \$ 1.0 million of total unrecognized compensation cost, net of estimates for forfeitures, related to restricted stock grants for Class D shares is expected to be recognized over a weighted-average period of 13 months and approximately \$ 1.4 million of total unrecognized compensation cost related to restricted stock grants for Class A shares is expected to be recognized over a weighted-average period of 12 months.

**13. PROFIT SHARING AND EMPLOYEE SAVINGS PLAN:**

The Company maintains a profit sharing and employee savings plan under Section 401(k) of the Internal Revenue Code. This plan allows eligible employees to defer allowable portions of their compensation on a pre-tax basis through contributions to the savings plan. The Company may contribute to the plan at the discretion of its Board of Directors. The Company does not match employee contributions. The Company did not make any contributions to the plan during the years ended December 31, 2023 and 2022.

**14. COMMITMENTS AND CONTINGENCIES:**

**Radio Broadcasting Licenses**

Each of the Company's radio stations operates pursuant to one or more licenses issued by the FCC that have a maximum term of eight years prior to renewal. The Company's radio broadcasting licenses expire at various times beginning in October 2027 through August 1, 2030. Although the Company may apply to renew its radio broadcasting licenses, third parties may challenge the Company's renewal applications. The Company is not aware of any facts or circumstances that would prevent the Company from having its current licenses renewed. A station may continue to operate beyond the expiration date of its license if a timely filed license renewal application was filed and is pending, as is the case with respect to each of the Company's stations with licenses that have expired.

**Royalty Agreements**

Musical works rights holders, generally songwriters and music publishers, have been traditionally represented by performing rights organizations, such as the American Society of Composers Authors and Publishers ("ASCAP"), Broadcast Music, Inc ("BMI") and SEASAC, Inc. ("SESAC"). The market for rights relating to musical works is changing

rapidly. Songwriters and music publishers have withdrawn from the traditional performing rights organizations ("PRO"), particularly ASCAP and BMI, and new entities, such as Global Music Rights Inc. ("GMR"), have been formed to represent rights holders. These organizations negotiate fees with copyright users, collect royalties and distribute them to the rights holders. These licenses periodically come up for renewal, and as a result certain of the Company's PRO licenses are currently the subject of renewal negotiations. The outcome of these renewal negotiations could impact, and potentially increase, the Company's music license fees. In addition, there is no guarantee that additional PROs will not emerge, which could impact, and in some circumstances increase, the Company's royalty rates and negotiation costs.

The Radio Music Licensing Committee ("RMLC"), of which the Company is a represented participant, has negotiated and entered into, on behalf of participating members, an Interim License Agreement with ASCAP effective January 1, 2022 and to remain in effect until the date on which the parties reach agreement as to, or there is court determination of, new interim or final fees, terms, and conditions of a new license for the five year period commencing on January 1, 2022 and concluding on December 31, 2026. On February 7, 2022, the RMLC and GMR reached a settlement and achieved certain conditions which effectuate a four-year license to which the Company is a party for the period April 1, 2022 to March 31, 2026. The license includes an optional three-year extended term that the Company may effectuate prior to the end of the initial term. The RMLC is negotiating with BMI and SESAC.

**Leases and Other Operating Contracts and Agreements**

The Company has noncancelable operating leases for office space, studio space, broadcast towers and transmitter facilities that expire over the next 50 years. The Company's leases for broadcast facilities generally provide for a base rent plus real estate taxes and certain operating expenses related to the leases. Certain of the Company's leases contain renewal options, escalating payments over the life of the lease and rent concessions. The future rentals under non-cancelable leases as of December 31, 2023, are shown below.

The Company has other operating contracts and agreements including employment contracts, on-air talent contracts, severance obligations, retention bonuses, consulting agreements, equipment rental agreements, programming related agreements, and other general operating agreements that expire over the next five years. The amounts the Company is obligated to pay for these agreements are shown below.

Years ending December 31:	Operating Lease Agreements	Other Operating Contracts and Agreements
(in thousands)		
2024	\$ 13,767	\$ 88,778
2025	7,658	37,108
2026	5,674	14,991
2027	4,148	4,983
2028	3,114	3,960
2029 and thereafter	14,726	9,615
<b>Total</b>	<b>\$ 49,087</b>	<b>\$ 159,035</b>

Of the total amount of other operating contracts and agreements included in the table above, approximately \$ 106.0 million has not been recorded on the balance sheet as of December 31, 2023, as it does not meet recognition criteria. Approximately \$ 33.5 million relates to certain commitments for content agreements for the Company's cable television segment, approximately \$ 29.2 million relates to employment agreements, and the remainder relates to other programming, network and operating agreements. As of December 31, 2023, the Company has entered into an operating lease for an office and studio space, that has not yet commenced and that has minimum lease payments of \$ 1.3 million. This operating lease will commence in the second quarter of 2024 with a lease term of 7.2 years.

**Reach Media Redeemable Noncontrolling Interests**

Beginning on January 1, 2018, the noncontrolling interest shareholders of Reach Media have had an annual right to require Reach Media to purchase all or a portion of their shares at the then current fair market value for such shares (the "Put Right"). This annual right is exercisable for a 30 day period beginning January 1 of each year. The purchase price for such shares may be paid in cash and/or registered Class D common stock of Urban One, at the discretion of Urban One. The noncontrolling interest shareholders of Reach Media exercised 50 % of their Put Right on January 26, 2024. Management, at this time, cannot reasonably determine the period when and if the remainder of the put right will be exercised by the noncontrolling interest shareholders. Please refer to Note 16 – *Subsequent Events* of the Company's consolidated financial statements for more details.

**Letters of Credit**

The Company currently is under a letter of credit reimbursement and security agreement with capacity of up to \$ 1.2 million which expires on October 8, 2024. As of December 31, 2023, the Company had letters of credit totaling \$ 0.8 million under the agreement for certain operating leases and certain insurance policies. Letters of credit issued under the agreement are required to be collateralized with cash. In addition, the Current ABL Facility provides for letter of credit capacity of up to \$ 5.0 million subject to certain limitations on availability.

**Other Contingencies**

The Company has been named as a defendant in several legal actions arising in the ordinary course of business. It is management's opinion, after consultation with its legal counsel, that the outcome of these claims will not have a material adverse effect on the Company's financial position or results of operations.

**15. SEGMENT INFORMATION:**

The Company has four reportable segments: (i) radio broadcasting; (ii) Reach Media; (iii) digital; and (iv) cable television. These segments operate in the United States and are consistently aligned with the Company's management of its businesses and its financial reporting structure.

The radio broadcasting segment consists of all broadcast results of operations. The Reach Media segment consists of the results of operations for the related activities and operations of the Company's syndicated shows. The digital segment includes the results of the Company's online business, including the operations of Interactive One, as well as the digital components of the Company's other reportable segments. The cable television segment includes the results of operations of TV One and CLEO TV. Business activities unrelated to these four segments are included in an "all other" category which the Company refers to as "All other - corporate/eliminations."

Operating loss or income represents total revenues less operating expenses, depreciation and amortization, and impairment of goodwill, intangible assets, and long-lived assets. Intercompany revenue earned and expenses charged between segments are eliminated in consolidation.

The accounting policies described in the summary of significant accounting policies in Note 3 – *Summary of Significant Accounting Policies* of the Company's consolidated financial statements are applied consistently across the segments.

Detailed segment data for the years ended December 31, 2023 and 2022 is presented in the following table:

	Years Ended December 31,	
	2023	2022
	(In thousands)	
<b>Net Revenue:</b>		
Radio Broadcasting	\$ 156,214	\$ 156,678
Reach Media	52,888	43,117
Digital	75,495	78,526
Cable Television	196,207	209,871
All other - corporate/eliminations*	(3,114)	(3,588)
<b>Consolidated</b>	<u><u>\$ 477,690</u></u>	<u><u>\$ 484,604</u></u>
 <b>Operating Expenses (excluding depreciation and amortization and impairment of goodwill, intangible assets, and long-lived assets):</b>		
Radio Broadcasting	\$ 122,666	\$ 109,365
Reach Media	38,595	28,651
Digital	55,691	56,760
Cable Television	109,207	105,419
All other - corporate/eliminations	46,723	42,603
<b>Consolidated</b>	<u><u>\$ 372,882</u></u>	<u><u>\$ 342,798</u></u>
 <b>Depreciation and Amortization:</b>		
Radio Broadcasting	\$ 3,707	\$ 3,411
Reach Media	162	188
Digital	1,352	1,323
Cable Television	1,369	3,847
All other - corporate/eliminations	511	1,265
<b>Consolidated</b>	<u><u>\$ 7,101</u></u>	<u><u>\$ 10,034</u></u>
 <b>Impairment of goodwill, intangible assets, and long-lived assets:</b>		
Radio Broadcasting	\$ 129,278	\$ 40,683
Reach Media	—	—
Digital	—	—
Cable Television	—	—
All other - corporate/eliminations	—	—
<b>Consolidated</b>	<u><u>\$ 129,278</u></u>	<u><u>\$ 40,683</u></u>
 <b>Operating (loss) income:</b>		
Radio Broadcasting	\$ (99,437)	\$ 3,219
Reach Media	14,131	14,278
Digital	18,452	20,443
Cable Television	85,631	100,605
All other - corporate/eliminations	(50,348)	(47,456)
<b>Consolidated</b>	<u><u>\$ (31,571)</u></u>	<u><u>\$ 91,089</u></u>
 * Intercompany revenue included in net revenue above is as follows:		
Radio Broadcasting	\$ (3,660)	\$ (3,588)

Capital expenditures by segment are as follows:

Radio Broadcasting	\$ 7,105	\$ 3,750
Reach Media	119	269
Digital	1,172	1,245
Cable Television	142	639
All other - corporate/eliminations	599	1,695
<b>Consolidated <sup>(a)</sup></b>	<b>\$ 9,137</b>	<b>\$ 7,598</b>

<sup>(a)</sup> Consolidated amount includes \$ 1.5 million and \$ 0.8 million for the years ended December 31, 2023 and 2022, respectively, related to acquisition of property, plant and equipment that is reflected in the Acquisition of broadcasting assets amount of \$ 27.5 million \$ 25.0 million for the years ended December 31, 2023 and 2022, respectively, in the Consolidated Statements of Cash Flows

	As of	
	December 31, 2023	December 31, 2022
(In thousands)		
<b>Total assets:</b>		
Radio Broadcasting	\$ 503,259	\$ 605,703
Reach Media	50,722	49,936
Digital	31,185	35,766
Cable Television	398,660	414,324
All other - corporate/eliminations	227,347	239,917
<b>Consolidated</b>	<b>\$ 1,211,173</b>	<b>\$ 1,344,646</b>

**16. SUBSEQUENT EVENTS:**

Since January 1, 2024, and through the date of this filing, the Company repurchased 25,285 shares of Class D common stock for \$ 95,000 at an average price of \$ 3.76 .

Since January 1, 2024, and through the date of this filing, the Company executed Stock Vest Tax Repurchases of 370,767 shares of Class D common stock for approximately \$ 1.3 million at an average price of \$ 3.48 per share.

Since January 1, 2024, and through the date of this filing, the Company repurchased approximately \$ 75.0 million of its 2028 Notes at an average price of approximately 88.3 % of par.

Since January 1, 2024, and through the date of this filing, the Compensation Committee awarded certain executive officers and management personnel 1,190,382 restricted shares of the Company's Class D common stock and 740,139 stock options to purchase of the Company's Class D common stock. Of these awards, 1,078,473 restricted shares of the Company's Class D common stock and stock options to purchase 706,446 shares of the Company's Class D common stock immediately vested upon grant. In connection with the vesting of these awards, the Company withheld a total of 367,302 shares to settle the recipients' tax obligations.

As previously disclosed, throughout most of 2023, the Company was delinquent in its filings with the SEC. These delinquent filings caused the Company to be in violation of NASDAQ Listing Rule 5250(c) (the "Periodic Filing Rule") which requires listed companies to timely file all required periodic financial reports. Due to this violation, the Company received a possible delisting notification from the NASDAQ Stock Market, LLC ("NASDAQ"). While the Company cured the delinquent filings within calendar year 2023, the Company was required to present a compliance plan with NASDAQ. The plan included a timeline for the filing of its Quarterly Report on Form 10-Q for the period ended September 30, 2023 (the "Last 2023 Late Filing"). On December 22, 2023, the Company filed the Last 2023 Late Filing bringing the Company into compliance with the Periodic Filing Rule. On January 4, 2024, the Company announced that it had received notice from NASDAQ confirming that it has regained compliance with the Periodic Filing Rule.

On April 8, 2024, the Company received a new letter (the "First 2024 NASDAQ Notice") from NASDAQ notifying the Company that it was not in compliance with the Periodic Filing Rule as a result of not having timely filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the "2023 Form 10-K"). The First 2024 NASDAQ Notice noted that pursuant to the NASDAQ Listing Rules, the Company was being afforded 60 calendar days, or until

June 7, 2024, to regain compliance or to submit a plan to regain compliance. If NASDAQ accepts the compliance plan, NASDAQ may grant the Company an exception of up to 180 calendar days from the filing's due date to regain compliance.

On May 23, 2024, the Company received a second letter (the "Second 2024 NASDAQ Notice") from NASDAQ notifying the Company that it was further non-compliant with the Periodic Filing Rule as a result of not having timely filed its Quarterly Report on Form 10-Q for the period ended March 31, 2024 (the "2024 Q1 Form 10-Q" and together with the 2023 Form 10-K, the "2024 Delayed Filings") with the SEC. The Second NASDAQ Notice noted that the Company has until June 7, 2024, to file both 2024 Delayed Filings or to submit a compliance plan as required by the First 2024 NASDAQ Notice.

On January 26, 2024, the noncontrolling interest shareholders of Reach Media exercised their right to require Reach Media to repurchase 50 % of their shares (the "Put Interest") at the fair market value for such shares. On March 8, 2024, Reach Media closed on the Put Interest increasing the Company's interest in Reach Media to 90 % and decreasing the interest of the noncontrolling interest shareholders from 20 % to 10 %. Reach Media paid the noncontrolling interest shareholders approximately \$ 7.6 million for the 10 % interest.

On February 8, 2024, the sale of BMI to a shareholder group led by New Mountain Capital, LLC, was completed. Based on the Company's equity interest in BMI, the sale resulted in cash proceeds of \$ 0.8 million.

As of February 15, 2024, Urban One, Inc. terminated its 50 / 50 partnership with Churchill Downs Incorporated that sought to develop a casino resort in the City of Richmond. The Company continues to explore options within the gaming space.

On April 3, 2024, the Company entered into an employment agreement with Alfred C. Liggins, III, President and Chief Executive Officer, consistent with the terms approved by the Company's Compensation Committee and previously disclosed on a Current Report on Form 8-K filed October 3, 2022. The terms of the new employment agreements are effective as of January 1, 2022 and a copy of the employment agreement is attached as an exhibit to that Current Report on Form 8-K filed April 9, 2024.

On April 12, 2024, the Company entered into the Sixth Waiver and Amendment to the Current ABL Facility, dated as of February 19, 2021 (as amended by the Waiver and Amendment, the "Amended Current ABL Facility"), with the Company, the Company's subsidiaries guarantors, Bank of America, N.A., as administrative agent and the lenders party thereto. The Sixth Waiver and Amendment waived certain events of default under the Current ABL Facility related to the Company's failure to timely deliver both the Annual Financial Deliverables for the period ended December 31, 2023 (the "2023 Form 10-K") and Quarterly Financial Deliverables for the quarter ended March 31, 2024 as required under the Current ABL Facility (the "2024 Q1 Form 10-Q" and, together with the "2023 Form 10-K, the "Delayed Reports"). The Sixth Waiver and Amendment set a due date of May 31, 2024 for the Delayed Reports.

On May 30, 2024, the Company entered into the Seventh Waiver and Amendment to the Amended Current ABL Facility (the "Seventh Waiver and Amendment"). The Seventh Waiver and Amendment waived certain events of default under the Current ABL Facility related to the Company's failure to timely deliver both the Delayed Reports. The Seventh Waiver and Amendment sets a due date of June 17, 2024, for the Delayed Reports.

**Description of Registrant's Securities**

Urban One, Inc. and its subsidiaries, (collectively, "Urban One," the "Company", "we", "our" and/or "us") has two classes of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended:

- Class A Common Stock, \$0.001 par value, 30,000,000 shares authorized, 9,853,672 shares issued and outstanding (the "Class A Common Stock") as of December 31, 2023.
- Class D Common Stock, \$0.001 par value, 150,000,000 shares authorized, 34,116,485 shares issued and outstanding (the "Class D Common Stock") as of December 31, 2023.

Other shares that are authorized but not registered are:

- Class B Common Stock, \$0.001 par value, 150,000,000 shares authorized, 2,861,843 shares issued and outstanding (the "Class B Common Stock") as of December 31, 2023.
- Class C Common Stock, \$0.001 par value, 150,000,000 shares authorized, 2,045,016 shares issued and outstanding (the "Class C Common Stock") as of December 31, 2023.
- Preferred Stock, \$0.001 par value, 1,000,000 shares authorized, no shares issued and outstanding (the "Preferred Stock") as of December 31, 2023.

The following is a summary of the material terms and rights of our Class A Common Stock and Class D Common Stock and the provisions of our certificate of incorporation and our by-laws, each of which is incorporated by reference as an exhibit to our Annual Report on Form 10-K for the year ended December 31, 2023, of which this exhibit is a part. This summary is not complete and you should refer to the applicable provisions of our certificate of incorporation and by-laws. Our certificate of incorporation authorizes us to issue additional capital stock, but those shares are not registered under Section 12 of the Securities Exchange Act of 1934, as amended.

**General Rights and Voting Rights** - The Company has four classes of common stock, Class A, Class B, Class C and Class D. The shares of our Class A, Class B, Class C and Class D are collectively referred to as our Common Stock. Generally, the shares of each class are identical in all respects and entitle the holders thereof to the same rights and privileges. However, with respect to voting rights, each share of Class A common stock entitles its holder to one vote and each share of Class B common stock entitles its holder to ten votes. The holders of Class C and Class D common stock are not entitled to vote on any matters. The holders of Class A common stock can convert such shares into shares of Class C or Class D common stock. Subject to certain limitations, the holders of Class B common stock can convert such shares into shares of Class A common stock. The holders of Class C common stock can convert such shares into shares of Class A common stock. The holders of Class D common stock have no such conversion rights.

**Dividends** - As and when dividends are declared or paid with respect to shares of Common Stock, whether in cash, property or securities of the Corporation, the holders of Class A Common, the holders of Class B Common, the holders of Class C Common and the holders of Class D Common shall be entitled to receive such dividends pro rata at the same rate per share for each such class of Common Stock; provided that, if such dividends are declared or paid in shares of Common Stock, such dividends may be paid only (i) in shares of Class D Common, or (ii) if holders of any class of Common Stock are to receive payment in shares of any class of Common Stock other than Class D Common, then holders of shares of each class of Common Stock must receive payment only in shares of such respective class of Common Stock. The rights of the holders of Common Stock to receive dividends are subject to the provisions of the Preferred Stock.

**Liquidation** - Subject to any preferential rights of outstanding shares of Preferred Stock, in the event of any liquidation of the Company, all remaining assets of the Company shall be distributed to holders of Common Stock pro rata at the same rate per share for each share of Common Stock.

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Other Rights and Preferences - Except as stated above, our Common Stock has no sinking fund or redemption provisions or preemptive, conversion or exchange rights. Holders of Common Stock may act by unanimous written consent.

Listing - Shares of our Class A common stock and Class D common stock are traded on The Nasdaq Stock Market LLC under the trading symbols "UONE" and "UONEK," respectively.

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**URBAN ONE, INC. STATEMENT OF POLICY TO DIRECTORS,  
OFFICERS AND KEY EMPLOYEES CONCERNING SECURITIES TRADING**

The Board of Directors of Urban One, Inc. (the "Company") believes that officers, directors and other members of management of the Company should have a meaningful investment in the Company. As stockholders themselves, officers, directors and other members of management are more likely to represent the interests of other stockholders. Likewise, officers and other members of management may perform more effectively with the incentive of stock options or stock ownership.

However, from time to time, officers, directors and other members of management will be aware of information that could be material to a stockholder's investment decision, but which in the best interests of the Company should not be disclosed until some later time. Hindsight can be remarkably acute, and an accusation can always be made that at any particular time a purchase or sale of securities by an insider was motivated by undisclosed favorable or unfavorable information. In such circumstances, the appearance of impropriety can be almost as problematic as an actual abuse, both to the Company and to the insider involved.

The Board of Directors has therefore determined that it would be useful to establish this policy for securities transactions by officers, directors and other key employees designated by management.

For purposes of this policy, "officer" means the Company's Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, General Counsel, and any vice-president in charge of a principal business unit or function or any other person who performs a policy-making function for the Company.

**A. TRADING WINDOW AND EVENT SPECIFIC BLACKOUT PERIOD.**

1. Generally, except as set forth in this paragraph A and in paragraph B of this policy, officers, directors and key employees designated by management may buy or sell securities of the Company only during a "window period" commencing twenty-four (24) hours after general public release of the Company's annual or quarterly revenues and ending the thirty-fifth business day thereafter. This "window" may be closed early or may not open if, in the judgment of the Company's General Counsel (in consultation with others as necessary), there exists undisclosed information that would make trades by members of the Company's management and directors inappropriate. An officer, director or designated key employee who believes that special circumstances require him or her to trade outside the window period should consult with the Company's General Counsel. There may be instances where the General Counsel may consult with the Company's Audit Committee. Permission to trade outside the window period will be granted only where the circumstances are extenuating and there appears to be no significant risk that the trade may subsequently be questioned.

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2. From time to time, an event may occur that is material to the Company and is known by only a few directors or executives. So long as the event remains material and nonpublic, directors, officers, and such other persons as are designated by the General Counsel may not trade in the Company's securities. The existence of an event-specific blackout will not be announced, other than to those who are aware of the event giving rise to the blackout. If, however, a person whose trades are subject to pre-clearance requests permission to trade in the Company's securities during an event-specific blackout, the General Counsel will inform the requester of the existence of a blackout period, without disclosing the reason for the blackout. Notwithstanding the foregoing, the General Counsel may disclose the reason for the blackout if requested to do so by a member of the Board of Directors. Any person made aware of the existence of an event-specific blackout should not disclose the existence of the blackout to another person. The failure of the General Counsel to designate a person as being subject to an event-specific blackout will not relieve that person of the obligation not to trade while aware of material nonpublic information.

3. **Exceptions to Window Period.**

a. **Option Exercises.** Directors, officers and designated key employees may exercise options granted under the Company's stock option plan(s) without restriction to any particular period. However, the subsequent sale of the stock acquired upon the exercise of options is subject to all provisions of this policy.

b. **10b5-1 Automatic Trading Programs.** In addition, purchases or sales of the Company's securities made pursuant to, and in compliance with, a written plan established by a director, officer or designated key employee that meets the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") (a "Plan") may be made without restriction to any particular period provided that (i) the Plan was established in good faith, in compliance with the requirements of Rule 10b5-1, at the time when such individual was not in possession of material nonpublic information about the Company and the Company was in an open window period and had not imposed any trading blackout period and (ii) the Plan was reviewed by the Company prior to establishment, solely to confirm compliance with this policy and the securities laws. The Company shall be notified of any amendments to the Plan or the termination of the Plan.

**B. PRE-CLEARANCE OR ADVANCE NOTICE OF TRANSACTIONS.** In addition to the requirements of paragraph A (Trading Window and Event Specific Blackout Period) above, officers and directors may not engage in any transaction in the Company's securities, including any purchase or sale in the open market, loan, pledge, or other transfer of beneficial ownership without first obtaining pre-clearance of the transaction from the Company's General Counsel at least two days in advance of the proposed transaction. The General Counsel will then determine whether the transaction may proceed and, if so, will direct the Legal Department to assist in complying with the reporting requirements under Section 16(a) of the Exchange Act. Pre-cleared transactions not completed within seven business days shall require new pre-clearance under the provisions of this paragraph. The Company may, at its discretion, shorten such period of time. Advance notice of gifts or intent to exercise an outstanding stock option shall be given to the General Counsel. To the extent possible, advance notice of upcoming transactions effected pursuant to an established 10b5-1 automatic trading plan under paragraph A(3)(b) above

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shall also be given to the General Counsel. Upon the completion of any transaction, the officer or director must immediately notify the appropriate persons as set forth in Section 3 of the Company's Section 16 Compliance Program so that the Company may assist in the Section 16 reporting obligations.

**C. HEDGING AND MONETIZATION TRANSACTIONS.** Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow an employee to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the director or employee to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the director or employee may no longer have the same objectives as the Company's other shareholders. Therefore, the Company strongly discourages you from engaging in such transactions. Any person wishing to enter into such an arrangement must first pre-clear the proposed transaction with the Board of Directors. Any request for pre-clearance of a hedging or similar arrangement must be submitted to the Board of Directors at least two weeks prior to the proposed execution of documents evidencing the proposed transaction and must set forth a justification for the proposed transaction.

**D. COVERED INSIDERS.** The provisions outlined in this policy apply to all officers and directors of the Company and to such other employees of the Company as the General Counsel may designate from time to time because of their access to sensitive Company information. Generally, any entities or family members whose trading activities are controlled or influenced by any of such persons should be considered to be subject to the same restrictions.

**E. SHORT-SWING TRADING/SECTION 16 REPORTS.** Officers and directors subject to the reporting obligations under Section 16 of the Exchange Act should take care not to violate the prohibition on short-swing trading (Section 16(b) of the Exchange Act) and the restrictions on sales by control persons (Rule 144), and should file all appropriate Section 16 (a) reports (Forms 3, 4 and 5), all of which have been enumerated and described in a separate Section 16 Compliance Memorandum.

**F. ANNUAL CERTIFICATION.** Each officer and director of the Company will, and any other person covered by this policy may be required to, execute and deliver an annual statement to the Company's General Counsel certifying that such person has complied with this policy.

**G. IMPLEMENTATION.** The Board of Directors may adopt such reasonable procedures as it deems necessary to implement this policy.

*If you have any doubt as to your responsibilities under this policy, please seek clarification and guidance from the Chief Financial Officer or General Counsel at before you act.*

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## SUBSIDIARIES OF URBAN ONE, INC.

As of December 31, 2023

Radio One Licenses, LLC, a Delaware limited liability company, is a restricted subsidiary of Urban One, Inc. and is the licensee of the following stations:

Community License  
Call Sign of State Service Expiration  
License Date

KHPT	Conroe	TX	Full Power FM	08/01/2029
KKBQ	Pasadena	TX	Full Power FM	08/01/2029
KMJQ	Houston	TX	Full Power FM	08/01/2029
W240DJ	Washington	DC	FM Translator	10/01/2027
W258DC	Richmond	VA	FM Translator	10/01/2027
W274BX	Petersburg	VA	FM Translator	10/01/2027
W275BK	Decatur	GA	FM Translator	04/01/2028
W281AW	Petersburg	VA	FM Translator	10/01/2027
WAMJ	Roswell	GA	Full Power FM	04/01/2028
WCDX	Mechanicsville	VA	Full Power FM	10/01/2027
WDCJ	Prince Frederick	MD	Full Power FM	10/01/2027
WERQ-FM	Baltimore	MD	Full Power FM	10/01/2027
WFXC	Durham	NC	Full Power FM	12/01/2027
WFKK	Bunn	NC	Full Power FM	12/01/2027
WHTA	Hampton	GA	Full Power FM	04/01/2028
WKJM	Petersburg	VA	Full Power FM	10/01/2027
WKJS	Richmond	VA	Full Power FM	10/01/2027
WKYS	Washington	DC	Full Power FM	10/01/2027
WMMJ	Bethesda	MD	Full Power FM	10/01/2027
WNNL	Fuquay-Varina	NC	Full Power FM	12/01/2027
WOL	Washington	DC	Full Power AM	10/01/2027
WOLB	Baltimore	MD	Full Power AM	10/01/2027
WPZP-FM	Pennsauken	NJ	Full Power FM	06/01/2030
WPRS-FM	Waldorf	MD	Full Power FM	10/01/2027
WPZZ	Crewe	VA	Full Power FM	10/01/2027
WQOK	Carrboro	NC	Full Power FM	12/01/2027
WRNB	Media	PA	Full Power FM	08/01/2022
WTPS	Petersburg	VA	Full Power AM	10/01/2027
WUMJ	Fayetteville	GA	Full Power FM	04/01/2028
WWIN	Baltimore	MD	Full Power AM	10/01/2027
WWIN-FM	Glen Burnie	MD	Full Power FM	10/01/2027
WXGI	Richmond	VA	Full Power AM	10/01/2027
WYCB	Washington	DC	Full Power AM	10/01/2027

Radio One of Charlotte, LLC, a Delaware limited liability company, the sole member of which is Urban One, Inc., is a restricted subsidiary of Urban One, Inc. Charlotte Broadcasting, LLC is a Delaware limited liability company, the sole member of which is Radio One of Charlotte. Radio One of North Carolina, LLC is a Delaware limited liability company, the sole member of which is Charlotte Broadcasting. Radio One of North Carolina is the licensee of the following stations:

Community License  
Call Sign of State Service Expiration  
License Date

W273DA	Charlotte	NC	FM Translator	12/01/2027
WBT	Charlotte	NC	Full Power AM	12/01/2027
WBT-FM	Chester	SC	Full Power FM	12/01/2027
WFNZ	Charlotte	NC	Full Power AM	12/01/2027
WFNZ-FM	Harrisburg	NC	Full Power FM	12/01/2027
WLNK	Charlotte	NC	Full Power FM	12/01/2027
WPZS	Indian Trail	NC	Full Power FM	12/01/2027

Gaffney Broadcasting, LLC is a South Carolina limited liability company, the sole member of which is Charlotte Broadcasting. Gaffney Broadcasting is the licensee of the following station:

Community License  
Call Sign of State Service Expiration  
License Date

WOSF	Gaffney	SC	Full Power FM	12/01/2027
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Radio One of Texas II, LLC, a Delaware limited liability company, the sole member of which is Urban One, Inc., and is a restricted subsidiary of Urban One, Inc. Radio One of Texas II, LLC is the licensee of the following stations:

Community License  
Call Sign of State Service Expiration  
License Date

KBXX	Houston	TX	Full Power FM	08/01/2029
KZMJ	Gainesville	TX	Full Power FM	08/01/2029

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Blue Chip Broadcasting, Ltd. an Ohio limited liability company, the sole member of which is Urban One, Inc., and is a restricted subsidiary of Urban One, Inc. Blue Chip Broadcasting, Ltd is the licensee of the following station:

Community License  
Call Sign of State Service Expiration  
License Date

WQMC-LD	Columbus	OH	Low Power Digital TV	10/01/2029
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Blue Chip Broadcasting Licenses, Ltd. is an Ohio limited liability company, the sole member of which is Blue Chip Broadcasting, Ltd. Blue Chip Broadcasting Licenses Ltd. is the licensee of the following stations:

Community License  
Call Sign of State Service Expiration  
License Date

W233CG	Cleveland	OH	FM Translator	10/01/2028
W268CM	Cincinnati	OH	FM Translator	10/01/2028
WCXK	Columbus	OH	Full Power FM	10/01/2028
WDBZ	Cincinnati	OH	Full Power AM	10/01/2028
WENZ	Cleveland	OH	Full Power FM	10/01/2028
WERE	Cleveland Heights	OH	Full Power AM	10/01/2028
WHTD	London	OH	Full Power FM	10/01/2028
WIZF	Erlanger	KY	Full Power FM	08/01/2028
WJMO	Cleveland	OH	Full Power AM	10/01/2028
WJYD	Circleville	OH	Full Power FM	10/01/2028
WOSL	Norwood	OH	Full Power FM	10/01/2028
WXMG	Lancaster	OH	Full Power FM	10/01/2028
WZAK	Cleveland	OH	Full Power FM	10/01/2028

New Mableton Broadcasting Corporation, a Delaware corporation, is a wholly owned subsidiary of Urban One, Inc. and is the licensee of the following station:

Community License  
Call Sign of State Service Expiration  
License Date

WPZE	Mableton	GA	Full Power FM	04/01/2028
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Radio One of Indiana, L.P. is a Delaware limited partnership. Urban One, Inc. is the general partner and 99% owner of Radio One of Indiana, L.P. Charlotte Broadcasting, LLC is the limited partner and 1% owner of Radio One of Indiana, L.P. Radio One of Indiana, LLC is a Delaware limited liability company, the sole member of which is Radio One of Indiana, L.P. Radio One of Indiana, LLC is the licensee of the following stations:

Community License  
Call Sign of State Service Expiration  
License Date

W224DI  
Indianapolis  
IN  
FM Translator  
08/01/2028

W228CX  
Indianapolis  
IN  
FM Translator  
08/01/2028

W236CR  
Indianapolis  
IN  
FM Translator  
08/01/2028

W286CM  
Indianapolis  
IN  
FM Translator  
08/01/2028

W298BB  
Indianapolis  
IN  
FM Translator  
08/01/2028

WDNI-CD  
Indianapolis  
IN  
Digital Class A  
08/01/2029

WHHH  
Speedway  
IN  
Full Power FM  
08/01/2028

WIBC  
Indianapolis  
IN  
Full Power FM  
08/01/2028

WLHK  
Shelbyville  
IN  
Full Power FM  
08/01/2028

WTLC  
Indianapolis  
IN  
Full Power AM  
08/01/2028

WTLC-FM  
Greenwood  
IN  
Full Power FM  
08/01/2028

WYXB  
Indianapolis  
IN  
Full Power FM  
08/01/2028

Satellite One, LLC is a Delaware limited liability company, the sole member of which is Urban One, Inc.

Radio One Cable Holdings, LLC, a Delaware limited liability company, is a wholly owned subsidiary of Urban One, Inc. Radio One Cable Holdings, LLC holds an interest in TV One, LLC, a Delaware limited liability company.

Radio One Media Holdings, LLC is a Delaware limited liability company, the sole member of which is Urban One, Inc. Radio One Media Holdings, LLC owns 80.0% of the common stock of Reach Media, Inc., a Texas corporation.

Radio One Distribution Holdings, LLC is a Delaware limited liability company, the sole member of which is Urban One, Inc. Radio One Distribution Holdings, LLC is the sole member of Distribution One, LLC which is a Delaware limited liability company.

Interactive One, Inc., a Delaware corporation, is a wholly owned subsidiary of Urban One, Inc. and the sole member of Interactive One, LLC.

Interactive One, LLC, is a Delaware limited liability company, the sole member of which is Interactive One, Inc.

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Radio One Urban Network Holdings, LLC, is a Delaware limited liability company, the sole member of which is Urban One, Inc.

Radio One Entertainment Holdings, LLC, is a Delaware limited liability company, the sole economic and majority voting member of which is Urban One, Inc.

BossipMadameNoire, LLC, is a Delaware limited liability company, the sole member of which is Urban One, Inc.

RO One Solution, LLC, is a Delaware limited liability company, the sole member of which is Urban One, Inc.

Urban One Productions, LLC, is a Delaware limited liability company, the sole member of which is Urban One, Inc.

Urban One Entertainment SPV, LLC, is a Delaware limited liability company, the sole economic and majority voting member of which is Radio One Entertainment Holdings, LLC, a wholly owned subsidiary of Urban One, Inc.

T Tenth Productions, LLC, is a Delaware limited liability company, the sole member of which is TV One, LLC.

Charlie Bear Productions, LLC, is a Maryland limited liability company, the sole member of which is TV One, LLC.

CLEOTV, LLC, is a Delaware limited liability company, the sole member of which is TV One, LLC.

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements of Urban One, Inc.:

Form	Registration Number	Date Filed
S-3	333-257149	6/16/21
S-8	333-258874	8/17/21
S-8	333-232991	8/2/19

of our reports dated June 7, 2024, with respect to the consolidated financial statements of Urban One, Inc. and the effectiveness of internal control over financial reporting of Urban One, Inc., included in this Annual Report (Form 10-K) of Urban One, Inc. for the year ended December 31, 2023.

/s/ Ernst & Young LLP

Baltimore, Maryland  
June 7, 2024

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-257149, No. 333-257037, and No. 333-241635) and Form S-8 (No. 333-258874 and No. 333-232991) of Urban One, Inc. of our report dated June 30, 2023, except for Note 2, as to which the date is June 7, 2024, relating to the consolidated financial statements, which appears in this Annual Report on Form 10-K.

/s/ BDO USA, P.C.

Potomac, Maryland

June 7, 2024

BDO USA, P.C., a Virginia professional corporation, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms. BDO is the brand name for the BDO network and for each of the BDO Member Firms.

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I, Alfred C. Liggins, III, certify that:

1. I have reviewed this annual report on Form 10-K of Urban One, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of this report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 7, 2024

By: /s/ Alfred C. Liggins, III

Alfred C. Liggins, III  
President and Chief Executive Officer

I, Peter D. Thompson, certify that:

1. I have reviewed this annual report on Form 10-K of Urban One, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of this report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 7, 2024

By: /s/ Peter D. Thompson

Peter D. Thompson

Executive Vice President, Chief Financial Officer  
and Principal Accounting Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Urban One, Inc. (the "Company") hereby certifies, to such officer's knowledge, that:

- (i) the accompanying Annual Report on Form 10-K of the Company for the year ended December 31, 2023 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 7, 2024

By: /s/ Alfred C. Liggins, III

Name: Alfred C. Liggins, III

Title: President and Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Urban One, Inc. and will be retained by Urban One, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION OF CHIEF FINANCIAL OFFICER

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Urban One, Inc. (the "Company") hereby certifies, to such officer's knowledge, that:

- (i) the accompanying Annual Report on Form 10-K of the Company for the year ended December 31, 2023 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 7, 2024

By: /s/ Peter D. Thompson

Name: Peter D. Thompson

Title: Executive Vice President, Chief Financial Officer  
and Principal Accounting Officer

A signed original of this written statement required by Section 906 has been provided to Urban One, Inc. and will be retained by Urban One, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.