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DELTA REPORT

10-K

ECHOSTAR CORP

10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

TOTAL DELTAS	14310
CHANGES	80
DELETIONS	3822
ADDITIONS	10408

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON,

Washington, D.C. 20549

FORM

Form 10-K

(Mark One)

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

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

FOR THE FISCAL YEAR ENDED DECEMBER 31 2022., 2023

OR

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

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

FOR THE TRANSITION PERIOD FROM TO .

Commission File Number: 001-33807

0001415404-23-000005sats-20221231_g1.gif

EchoStar Corporation

(Exact name of registrant as specified in its charter)

Nevada	26-1232727
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

100 Inverness Terrace East, Englewood, Colorado 80112-5308

9601 South Meridian Boulevard

Englewood, Colorado 80112

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (303) 723-1000

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

(303) 706-4000

Not Applicable

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class) class	Trading Symbol(s)	Name of each exchange on which registered) registered
Class A common stock $0.001 par value (		The NASDAQ Stock Market LLC
Class A common stock, $0.001 par value	SATS	The Nasdaq Stock Market L.L.C.
(Ticker symbol) SATS		

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

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 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer ☐		Smaller reporting company ☐	
		Emerging growth company	☐
Non-accelerated filer	☐	Smaller reporting company	☐

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

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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. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

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 Act). Yes ☒ ☐ No ☐ ☒

As of June 30, 2022 June 30, 2023, the aggregate market value of Class A common stock held by non-affiliates of the registrant was $646.8 million $585.3 million based upon the closing price of the Class A common stock as reported on the NASDAQ Nasdaq Global Select Market as of the close of business on that date.

the last trading day of the month.

As of February 6, 2023 February 20, 2024, the registrant's outstanding common stock consisted of 35,594,333 140,170,052 shares of Class A common stock and 47,687,039 131,348,468 shares of Class B common stock, each $0.001 par value.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents are incorporated into this Form 10-K by reference:

Portions of the registrant's definitive Proxy Statement to be filed in connection with its 2023 Annual Meeting of Shareholders are incorporated by reference in Part III.

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DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

Unless otherwise required by the context, in this report, the words “EchoStar,” the “Company,” “we,” “our” and “us” refer to EchoStar Corporation and its subsidiaries, “DISH Network” refers to DISH Network Corporation, our wholly owned subsidiary, and its subsidiaries, and “DISH DBS” refers to DISH DBS Corporation, a wholly-owned, indirect subsidiary of DISH Network, and its subsidiaries.

This Annual Report on Form 10-K (“Form 10-K”) contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including, but not limited to in particular, statements about our estimates, expectations, future developments, plans, objectives and strategies, growth opportunities in our industries and businesses, our expectations regarding future results, financial condition, expected liquidity and capital requirements, our estimates regarding the impact of regulatory developments and legal proceedings, opportunities in our industries and businesses and other trends and projections for the next fiscal quarter and beyond. All projections. Forward-looking statements other than statements of are not historical facts and may be forward-looking statements. Forward-looking statements may also be identified by words such as “future,” “anticipate,” “intend,” “plan,” “goal,” “seek,” “believe,” “estimate,” “expect,” “predict,” “project,” “continue,” “future,” “will,” “would,” “could,” “can,” “may” “may,” and similar terms. These forward-looking statements are based on information available to us as of the date of this Annual Report on Form 10-K and represent management’s current views and assumptions based on past experience and trends, current economic and industry conditions, expected future developments and other relevant factors. assumptions. Forward-looking statements are not guarantees of future performance, events or results and involve potential known and unknown risks, uncertainties including the impact of the coronavirus pandemic (COVID-19), and other factors, many of which may be beyond our control and may pose a risk to our operating and financial condition both the near- and long-term. control. Accordingly, actual performance, events or results could differ materially from those expressed or implied in the forward-looking statements due to a number of factors, including, but not limited to: to, those summarized below:

SUMMARY OF RISK FACTORS

Risks Related to the Integration

- Although we expect that the Merger will result in synergies and other benefits, those synergies and benefits may not be realized in the amounts anticipated, or may not be realized within the expected timeframe, or at all, and risks associated with the foregoing may also result from any extended delay in the Integration.

- The market price for shares of our common stock may be affected by factors different from, or in addition to, those that historically affected the market prices of shares of DISH Network Class A Common Stock and EchoStar Class A Common Stock.

Competition and Economic Risks

- We face intense and increasing competition from providers of video, broadband and/or wireless services. Changing consumer behavior and new technologies in our Pay-TV and/or Wireless business may reduce our subscriber activations and may cause our subscribers to purchase fewer services from us or to cancel our services altogether, resulting in less revenue to us.

- We face certain risks competing in the wireless services industry and operating a facilities-based wireless services business.

- Our pay-TV competitors may be able to leverage their relationships with programmers to reduce their programming costs and/or offer exclusive content that will place them at a competitive advantage to us.

- Through the MNSA and the NSA, we depend on T-Mobile and AT&T to provide network services to our Wireless subscribers. Our failure to effectively manage these relationships, including without limitation, our minimum commitments, any system failure in their wireless networks, interruption in the services provided to us, and/or the termination of the MNSA or the NSA could have a material adverse effect on our business, financial condition and results of operations.

- We compete with the MNOs whose networks we rely on to provide wireless services to our customers, and they may seek to limit, reduce or terminate our network access to the extent that it becomes competitively advantageous to do so.

- If we are unable to take advantage of technological developments on a timely basis, or at all, we may experience a decline in demand for our services or face challenges in implementing or evolving our business strategy.

Operational and Service Delivery Risks

- Any deterioration in our operational performance, subscriber activations and churn rate and subscriber satisfaction could adversely affect our business, financial condition and results of operations.
- We depend on others to provide the programming that we offer to our Pay-TV subscribers and, if we fail to obtain or lose access to certain programming, our Pay-TV subscriber activations and our subscriber churn rate may be negatively impacted.
- We have limited satellite capacity and any failures or reduced capacity, caused by, among other things, operational and environmental risks, could adversely affect our business, financial condition and results of operations.
- Extreme weather may result in risk of damage to our infrastructure and therefore our ability to provide services, and may lead to changes in federal, state and foreign government regulation, all of which could materially and adversely affect our business, results of operations and financial condition.
- We rely on a single vendor or a limited number of vendors to provide certain key products or services to us, and the inability of these key vendors to meet our needs could have a material adverse effect on our business.
- We depend on independent third parties to solicit orders for our services that represent a meaningful percentage of our total gross new subscriber activations.

Risks Related to our ability to operate and control our satellites, operational and environmental risks related Human Capital

- We rely on highly skilled personnel for our business, and any inability to hire and retain key personnel or to hire qualified personnel may negatively affect our business, financial condition and results of operations.
- Our business growth and customer retention strategies rely in part on the work of technically skilled employees.

Risks Related to our owned Products and leased satellites, Technology

- Our business depends on certain intellectual property rights and on not infringing the intellectual property rights of others.
- We are, and may become, party to various lawsuits which, if adversely decided, could have a significant adverse impact on our business, particularly lawsuits regarding intellectual property.
- If our products contain defects, we could be subject to significant costs to correct such defects and our product and network service contracts could be delayed or cancelled, which could adversely affect our revenue.

Risks Related to Cybersecurity

- We have experienced and may experience in the future consistent cyber-attacks and attempts to gain unauthorized access to our systems and any failure or inadequacy of our information technology infrastructure and communications systems or those of third parties that we use in our operations could disrupt or harm our business.
- The confidentiality, integrity, and availability of our services and products depends on the continuing operation of our information technology and other enabling systems.

Acquisition and risks related to our satellites under construction; Capital Structure Risks

- We have substantial debt outstanding and may incur additional debt and covenants in our Indentures could limit our ability to undertake certain types of activities and adversely affect our liquidity.
- We may pursue acquisitions, dispositions, capital expenditures, the development, acquisition and launch of new satellites and other strategic initiatives to complement or expand our business, which may not be successful and we may lose a portion or all of our investment in these acquisitions and transactions.

- our ability and the ability Table of third parties with whom we engage to operate our business as a result of the COVID-19 pandemic, including regulatory and competitive considerations; Contents

- We have made substantial investments to acquire certain wireless spectrum licenses and other related assets, and may be unable to realize a return on these assets.

- We will need additional capital, which may not be available on favorable terms, to fund current obligations, continue investing in our business and to finance acquisitions and other strategic transactions.

  - We are controlled by one principal stockholder who is our Chairman.

legal proceedings relating

Risks Related to the BSS Transaction or other matters that could result in substantial costs and material adverse effects to our business; Regulation of Our Business

  - Our services depend on FCC licenses that can expire or be revoked or modified and applications for FCC licenses that may not be granted.

risks related to our foreign operations and other uncertainties associated with doing business internationally;

- risks related to our dependency upon third-party providers, including supply chain disruptions and inflation;
- risks related to cybersecurity incidents; and
- risks related to our human capital resources.

Other factors that could cause or contribute to such differences include, but are not limited to, those discussed under the caption “Risk Factors” in Part I, Item 1A. Risk Factors and Item 7. Management's 1A in this Annual Report on Form 10-K, those discussed in “Management's Discussion and Analysis of Financial Condition and Results of Operations of this Form 10-K Operations” herein and those discussed in other documents we file with the Securities and Exchange Commission (“SEC”).

SEC. All cautionary statements made or referred to herein should be read as being applicable to all forward-looking statements wherever they appear. Investors should consider the risks and uncertainties described or referred to herein and should not place undue reliance on any forward-looking statements. We do not undertake, The forward-looking statements speak only as of the date made, and specifically we expressly disclaim any obligation to publicly release the results of any revisions that may be made to any update these forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.
Although we believe that the expectations reflected in any forward-looking statements are reasonable, we cannot guarantee future results, events, levels of activity, performance or achievements. We do not assume responsibility for the accuracy and completeness of any forward-looking statements. We assume no responsibility for updating forward-looking information contained or incorporated by reference herein or in any documents we file with the SEC, except as required by law.

Should one or more of the risks or uncertainties described herein or in any documents we file with the SEC occur, or should underlying assumptions prove incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements.

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PART I

ITEM

Item 1. BUSINESS

OVERVIEW

EchoStar Corporation (which, together with its subsidiaries, is referred to as “EchoStar,” the “Company,” “we,” “us” and “our”) is a holding company that was organized in October 2007 as a corporation under the laws of the State of Nevada. A substantial majority of Its subsidiaries (which together with EchoStar Corporation are referred to as “EchoStar,” the voting power of “Company,” “we,” “us” and/or “our,” unless otherwise required by the shares of EchoStar is owned beneficially by Charles W. Ergen, our Chairman, and by certain entities established for the benefit of his family. context). Our Class A common stock is publicly traded on the NASDAQ Global Select Market (“NASDAQ”) under the symbol “SATS.” During Our principal executive offices are located at 9601 South Meridian Boulevard, Englewood, Colorado 80112 and our telephone number is (303) 723- 1000.

Recent Developments

Merger with DISH Network

On December 31, 2023, we completed the acquisition of DISH Network pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of October 2, 2023 (the “Amended Merger Agreement”), by and among us, EAV Corp., a Nevada corporation and our wholly owned subsidiary (“Merger Sub”), and DISH Network, pursuant to which we acquired DISH Network by means of the merger of Merger Sub with and into DISH Network (the “Merger”), with DISH Network surviving the Merger as our wholly owned subsidiary.

On the terms and subject to the conditions set forth in the Amended Merger Agreement, on December 31, 2023, at 11:59 p.m. ET (the “Effective Time”), each share of DISH Network Class A common stock, par value $0.01 per share (“DISH Network Class A Common Stock”) and DISH Network Class C common stock, par value $0.01 per share (“DISH Network Class C Common Stock”) outstanding immediately prior to the Effective Time, was converted into the right to receive a number of validly issued, fully paid and non-assessable shares of EchoStar Class A common stock, par value $0.001 per share (“EchoStar Class A Common Stock”) equal to 0.350877 (the “Exchange Ratio”). On the terms and subject to the conditions set forth in the Amended Merger Agreement, at the Effective Time, each share of DISH Network Class B common stock, par value $0.01 per share (“DISH Network Class B Common Stock” and, together with DISH Network Class A Common Stock and DISH Network Class C Common Stock, “DISH Network Common Stock”), outstanding immediately prior to the Effective Time was converted into the right to receive a number of validly issued, fully paid and non-assessable shares of EchoStar Class B common stock, par value $0.001 per share (the “EchoStar Class B Common Stock” and, together with the EchoStar Class A Common Stock, the “EchoStar Common Stock”), equal to the Exchange Ratio.

Any shares of DISH Network Common Stock that were held in DISH Network’s treasury or held directly by us or Merger Sub immediately prior to the Effective Time were cancelled and cease to exist and no consideration was paid in respect thereof. All shares of the DISH Network Class A Common Stock were delisted from the Nasdaq Global Select Market (“NASDAQ”) and deregistered under the Securities Exchange Act of 1934, as amended.

The EchoStar Common Stock issued to the Ergen DISH Stockholders (as defined in the Amended Merger Agreement) as Merger consideration was issued through a private placement exemption from registration under the Securities Act of 1933, as amended (the “Securities Act”). At the Effective Time, each share of DISH Network Class A Common Stock owned by the Ergen DISH Stockholders immediately prior to the Effective Time was converted into the right to receive a number of shares of EchoStar Class A Common Stock equal to the Exchange Ratio, and (b) each share of DISH Network Class B Common Stock owned by the Ergen DISH Stockholders immediately prior to the Effective Time was converted into the right to receive a number of shares of EchoStar Class B Common Stock equal to the Exchange Ratio.

Concurrently with the entry into the Amended Merger Agreement, the Ergen EchoStar Stockholders (as defined in the Amended Merger Agreement), the Ergen DISH Stockholders (collectively, the “Ergen Stockholders”), we and DISH Network entered into an amended and restated support agreement (the “Amended Support Agreement”).

In connection with the completion of the Merger, and pursuant to the Amended and Restated Support Agreement, the Ergen Stockholders, we and DISH Network, on December 31, 2023, we and the Ergen Stockholders entered into a registration rights agreement (the “Registration Rights Agreement”). The Registration Rights Agreement provides the Ergen Stockholders, and their affiliates who become parties thereto, with certain registration rights relating to the shares of EchoStar Common Stock, which they beneficially own, including: (i) the right to demand shelf registration as well as registration on long and short form registration statements and; (ii) “piggyback” registration rights to be included in future registered offerings by us of our equity securities, in each case, subject to certain requirements and customary conditions. The Registration Rights Agreement sets forth customary registration procedures, including an agreement by us to make appropriate officers available to participate in roadshow presentations and cooperate as reasonably requested in connection with any underwritten offerings. We also agreed to indemnify the Ergen Stockholders and their affiliates with respect to liabilities resulting from untrue statements or omissions in any registration statement used in any such registration, other than untrue statements or omissions based on or contained in information furnished to us for use in a registration statement by a participating stockholder.

For more information and a copy of the Amended Merger Agreement, the Amended Support Agreement and the Registration Rights Agreement, see the Form 8-K of EchoStar Corporation filed on October 3, 2023 and the Form 8-K of EchoStar Corporation filed on January 2, 2024.

With the Merger complete, we are currently focused on the process of integrating our and DISH Network’s business in a manner that facilitates synergies, cost savings, growth opportunities and achieves other anticipated benefits (the “Integration”).

Segments

EchoStar Corporation is a holding company. Its subsidiaries operate four primary business segments: (1) Pay-TV; (2) Retail Wireless; (3) 5G Network Deployment; and (4) Broadband and Satellite Services.

Pay-TV

We offer pay-TV services under the DISH® brand and the SLING® brand (collectively “Pay-TV” services). The DISH branded pay-TV service consists of, among other things, Federal Communications Commission (“FCC”) licenses authorizing us to use direct broadcast satellite (“DBS”) and Fixed Satellite Service (“FSS”) spectrum, our owned and leased satellites, receiver systems, broadcast operations, a leased fiber optic network, in-home service and call center operations, and certain other assets utilized in our operations (“DISH TV”). We also design, develop and distribute receiver systems and provide digital broadcast operations, including satellite uplinking/downlinking, transmission and other services to third-party pay-TV providers. The SLING branded pay-TV services consist of, among other things, multichannel, live-linear and on-demand streaming over-the-top (“OTT”) Internet-based domestic, international, Latino and Freestream video programming services (“SLING TV”). As of December 31, 2023, we had 8.526 million Pay-TV subscribers in the United States, including 6.471 million DISH TV subscribers and 2.055 million SLING TV subscribers.

Retail Wireless

We offer nationwide prepaid and postpaid retail wireless services to subscribers primarily under our Boost Mobile®, Boost postpaid and Gen Mobile® brands (“Retail Wireless” services), as well as a competitive portfolio of wireless devices. Prepaid wireless subscribers generally pay in advance for monthly access to wireless talk, text, and data services. Postpaid wireless subscribers are qualified to pay after receiving wireless talk, text, and data services, and may also qualify for financing arrangements for wireless devices.

We are currently operating our Retail Wireless segment primarily as a mobile virtual network operator (“MVNO”) as we continue our 5G Network Deployment and commercialize our 5G Network, as defined below. We are transitioning our Retail Wireless segment to a mobile network operator (“MNO”) as our 5G Network becomes commercially available and we are currently activating subscribers onto our 5G Network in markets where we have reached voice over new radio (“VoNR”).

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As an MVNO, today we depend on T-Mobile and AT&T to provide us with network services under the amended Master Network Services Agreement (“MNSA”) and Network Services Agreement (the “NSA”), respectively. Under the NSA, we expect AT&T will become our primary network services provider. As of December 31, 2023, we had 7.378 million Wireless subscribers.

5G Network Deployment

We have invested a total of over $30 billion in Wireless spectrum licenses, which includes over $10 billion in initial noncontrolling investments in certain entities. The $30 billion of investments related to Wireless spectrum licenses does not include $9 billion of capitalized interest related to the carrying value of such licenses. See Note 2 and Note 15 in the Notes to our Consolidated Financial Statements in this Annual Report on Form 10-K for further information. We plan to commercialize our Wireless spectrum licenses through the completion of the nation’s first cloud-native, Open Radio Access Network (“O-RAN”) based 5G network (our “5G Network Deployment”).

We have committed to deploy a facilities-based 5G broadband network (our “5G Network”) capable of serving increasingly larger portions of the U.S. population at different deadlines, including 20% of the U.S. population by June 2022 Hamid Akhavan joined and 70% of the Company U.S. population by June 2023.

On June 14, 2022, we announced we had successfully reached our 20% population coverage requirement. In addition, we announced and certified to the FCC that as its Chief Executive Officer of June 14, 2023, we offer 5G broadband service to over 73% of the U.S. population, or more than 246 million Americans nationwide. On September 29, 2023, the FCC confirmed we have met all of our June 14, 2023 band-specific 5G deployment commitments, and President.

two of our three nationwide 5G commitments. The single remaining 5G commitment, that at least 70% of the U.S. population has access to average download speeds equal to 35 Mbps, will be confirmed using the drive test methodology agreed to and approved by the FCC. We have six months from September 29, 2023 to complete this drive test. We now have the largest commercial deployment of 5G VoNR in the world reaching approximately 200 million Americans and 5G broadband service reaching approximately 250 million Americans.

Broadband and Satellite Services

We are an industry leader in both networking technologies and services, innovating to deliver the global solutions that power a connected future for people, enterprises and things everywhere. We provide internet broadband services to consumer customers, which include home and small to medium-sized businesses, and businesses. We also provide satellite and multi-transport technologies and managed network services to enterprise customers, telecommunications providers, aeronautical service providers, civilian and defense government entities, and other enterprise customers.

Our EchoStar XXIV satellite began service in December 2023, bringing additional broadband capacity to North and South America. We will leverage EchoStar XXIV to serve the unserved and underserved consumer markets in the Americas as well as enterprise and government entities, markets.

We also design, provide and install gateway and terminal equipment to customers for other satellite systems. In addition, we design, develop, construct and provide telecommunication networks comprising satellite ground segment systems and terminals to mobile system operators and other enterprise customers. We also offer a robust suite of integrated, multi-transport solutions to enable airline and airline service providers to deliver reliable in-flight network connectivity serving both commercial and business aviation.

PAY-TV

Business Strategy – Pay-TV

Our Pay-TV segment business strategy is to be the best provider of video services in the United States by providing products with the best technology, outstanding customer service, and great value. We promote our Pay-TV services by providing our subscribers with a better "price-to-value" relationship and experience than those available from other subscription television service providers. We market our SLING TV services to consumers who do not subscribe to traditional satellite and cable pay-TV services, as well as to current and recent traditional pay-TV subscribers who desire a lower cost alternative.

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- *Products with the Best Technology.* We offer a wide selection of local and national HD programming and are a technology leader in our industry, offering award-winning DVRs (including our Hopper® whole-home HD DVR), multiple tuner receivers, video on demand and external hard drives. We offer several SLING TV services, including SLING Orange (our single-stream SLING domestic service), SLING Blue (our multi-stream Sling domestic service), International, Latino and Freestream, among others, as well as add-on extras, direct to consumer services, pay-per-view events and a cloud-based DVR service.

- *Outstanding Customer Service.* We strive to provide outstanding customer service by, among other things, improving the quality of the initial installation of subscriber equipment, improving the reliability of our equipment, better educating our customers about our products and services, and resolving customer problems promptly and effectively when they arise.

- *Great Value.* We have historically been viewed as the low-cost provider in the pay-TV industry in the United States. However, today with DISH TV, we are focused on a message of Service, Value and Technology. We also offer a differentiated customer experience with our award-winning Hopper® platform that integrates voice control powered by Google Assistant, access to apps including Netflix, Prime Video and YouTube, and the ability to watch live, recorded and On Demand content anywhere with the DISH Anywhere mobile application. As another example, our SLING Orange service and our SLING Blue service are two of the lowest priced live-linear online streaming services in the industry.

Products and Services – Pay-TV

DISH TV services. We offer a wide selection of video services under the DISH TV brand, with access to hundreds of channels depending on the level of subscription. Our standard programming packages generally include programming provided by national cable networks. We also offer programming packages that include local broadcast networks, specialty sports channels, premium movie channels and Latino and international programming. Our Latino and international programming packages allow subscribers to choose from over 300 channels in over 20 languages.

In addition, we offer our DISH TV subscribers streaming access through DISH On Demand® to thousands of movies and television shows via their TV or Internet-connected devices.

Our DISH TV subscribers also have the ability to use dishanywhere.com and our DISH Anywhere® mobile applications on Internet-connected devices to view authorized content, search program listings and remotely control certain features of their DVRs. Dishanywhere.com and our DISH Anywhere mobile applications provide access to thousands of movies and television shows.

SLING TV services. Our SLING TV services require an Internet connection and are available on multiple streaming-capable devices including, among others, streaming media devices, TVs, tablets, computers, game consoles and phones. We offer domestic, International, Latino and Freestream video programming services. We offer domestic SLING TV services as a single-stream service branded SLING Orange and a multi-stream service branded SLING Blue, which includes, among other things, the ability to stream on up to three devices simultaneously. We also offer add-on extras, direct to consumer services, pay-per-view events and a cloud-based DVR service.

Distribution Channels – Pay-TV

We operate in the consumer market in the United States and use print, radio, television and Internet media, on a local and national basis to motivate potential subscribers to contact DISH TV and SLING TV, visit our websites or contact independent third party retailers. We often offer our new DISH TV subscribers certain programming at no additional charge and/or promotional pricing during a commitment period. We often offer our new SLING TV subscribers free trials and/or streaming-capable devices at no additional charge and/or promotional pricing.

While we offer receiver systems and programming through direct sales channels, a meaningful percentage of our gross new DISH TV subscriber activations are generated through independent third parties such as small retailers, direct marketing groups, local and regional consumer electronics stores, nationwide retailers, and telecommunications companies. In general, we pay these independent third parties a mix of upfront and monthly incentives to solicit orders for our services and provide customer service. We offer our SLING TV services through direct sales channels and third-party marketing agreements.

We incur significant upfront costs to provide our new DISH TV subscribers with in-home equipment, which most of our new DISH TV subscribers lease from us. We also incur significant upfront costs to install satellite dishes and receivers in the homes of our new DISH TV subscribers.

Competition – Pay-TV

Competition has intensified in recent years as the pay-TV industry has matured. We and our competitors increasingly must seek to attract a greater proportion of new subscribers from each other’s existing subscriber bases rather than from first-time purchasers of pay-TV services. We face substantial competition from established pay-TV providers and broadband service providers and increasing competition from companies providing/facilitating the delivery of video content via the Internet to computers, televisions, and other streaming and mobile devices, including wireless service providers. In recent years, industry consolidation and convergence has created competitors with greater scale and multiple product/service offerings. These developments, among others, have contributed to intense and increasing competition, and we expect such competition to continue.

We incur significant costs to retain our existing DISH TV subscribers, generally as a result of upgrading their equipment to next generation receivers, primarily including our Hopper® receivers, and by providing retention credits. Our DISH TV subscriber retention costs may vary significantly from period to period.

Many of our competitors have been especially aggressive by offering discounted programming and services for both new and existing subscribers, including, but not limited to, bundled offers combining broadband, video and/or wireless services and other promotional offers. Certain competitors have been able to subsidize the price of video services with the price of broadband and/or wireless services.

Our Pay-TV services also face increased competition from programmers and other companies who distribute video directly to consumers over the Internet, as well as traditional satellite television providers, cable companies and large telecommunications companies that are increasing their Internet-based video offerings. We also face competition from providers of video content, many of which are providers of programming content to us, that distribute content over the Internet including services with live-linear television programming, as well as single programmer offerings and offerings of large libraries of on-demand content, including in certain cases original content. These product offerings include, but are not limited to, Netflix, Hulu, Apple+, Prime Video, YouTube TV, Disney+, ESPN+, Paramount+, Max, STARZ, Peacock, Fubo, Philo and Tubi and certain bundles of these offerings.

Significant changes in consumer behavior regarding the means by which consumers obtain video entertainment and information in response to digital media competition could have a material adverse effect on our business, results of operations and financial condition or otherwise disrupt our business.

In particular, consumers have shown increased interest in viewing certain video programming in any place, at any time and/or on any broadband or Internet-connected device they choose. Online content providers may cause our subscribers to disconnect our DISH TV services ("cord cutting"), downgrade to smaller, less expensive programming packages ("cord shaving") or elect to purchase through these online content providers a certain portion of the services that they would have historically purchased from us.

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Mergers and acquisitions, joint ventures and alliances among cable television providers, telecommunications companies, programming providers and others may result in, among other things, greater scale and financial leverage and increase the availability of offerings from providers capable of bundling video, broadband and/or wireless services in competition with our services and may exacerbate the risks described in our public filings. These transactions may affect us adversely by, among other things, making it more difficult for us to obtain access to certain programming networks on nondiscriminatory and fair terms, or at all.

For further information see *"Item 1A – Risk Factors – Competition and Economic Risks – We face intense and increasing competition from providers of video, broadband and/or wireless services, which may require us to further increase subscriber acquisition and retention spending or accept lower subscriber activations and higher subscriber churn."*

RETAIL WIRELESS

Business Strategy - Retail Wireless

We offer nationwide prepaid and postpaid Retail Wireless services to subscribers primarily under our Boost Mobile, Boost postpaid and Gen Mobile brands, as well as a competitive portfolio of wireless devices. We offer customers value by providing choice and flexibility in our Retail Wireless services. Prepaid wireless subscribers generally pay in advance for monthly access to wireless talk, text, and data services. Postpaid wireless subscribers are qualified to pay after receiving wireless talk, text, and data services, and may also qualify for financing arrangements for wireless devices.

Boost postpaid. In the fourth quarter of 2022, we launched our Boost postpaid wireless service, to a limited number of customers who had signed up for early registration. During 2023, we launched our nationwide expansion of our Boost postpaid wireless service, and at the end of the third quarter of 2023, we began offering the iPhone 15 on our 5G Network and expanded our Boost postpaid offering through a distribution partnership with Amazon.

We are currently operating our Retail Wireless segment primarily as an MVNO as we continue our 5G Network Deployment and commercialize and grow customer traffic on our 5G Network. We are transitioning our Retail Wireless segment to an MNO as our 5G Network becomes commercially available. We are currently activating Boost Mobile and Boost postpaid subscribers with compatible devices onto our 5G Network in markets where we have launched 5G voice services. Within our MVNO operations, today we depend on T-Mobile and AT&T to provide us with network services under MNSA and NSA, respectively. Under the NSA, we expect AT&T will become our primary network services provider.

Our Retail Wireless business strategy is to expand our current target segments and profitably grow our subscriber base by acquiring and retaining high quality subscribers while we continue our 5G Network Deployment. We intend to acquire high quality subscribers by providing competitive offers, choice and outstanding customer service that better meet those subscribers' needs and budget.

Products and Services - Retail Wireless

Currently, we offer Wireless subscribers competitive consumer plans with no annual service contracts and monthly service plans including high-speed data and unlimited talk and text. We also offer a variety of value-added services, including device payment and protection plans.

Distribution Channels - Retail Wireless

We operate in the consumer market in the United States and use, among other things, print, radio, television and Internet media, on a local and national basis to motivate potential subscribers to contact us, visit our websites or contact independent third party retailers.

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We have both an indirect sales channel, which includes third-party owned retail stores and big box stores, and a direct sales channel, which services customers online. Through the indirect sales channel, we use direct distribution partners to facilitate product delivery to the third-party retailers. We currently market and distribute our products and services indirectly through third-party owned Boost-branded stores, multi-branded stores, national retail stores (such as Target, Best Buy, and Walmart stores) and other stores (such as convenience and grocery stores).

We have relationships with most large manufacturers of wireless devices. We can incur significant upfront costs to subsidize wireless devices offered under promotional pricing to consumers.

Competition - Retail Wireless

The Boost Mobile and Gen Mobile brands operate within the prepaid wireless industry segment and the Boost postpaid brand operates within the postpaid wireless industry segment. Retail wireless is a mature market with moderate year over year organic growth. Competitors include, among others, providers who offer similar communication services, such as talk, text and data. Competitive factors within the wireless communications services industry include, but are not limited to, pricing, market saturation, service and product offerings, customer experience and service quality. We compete with a number of national wireless carriers, including Verizon, AT&T and T-Mobile, all of which are significantly larger than us, serve a significant percentage of all wireless subscribers and enjoy scale advantages compared to us. Verizon, AT&T, and T-Mobile are currently the only nationwide MNOs in the United States.

Primary competitors to our Retail Wireless segment include, but are not limited to, Metro PCS (owned by T-Mobile), Cricket Wireless (owned by AT&T), Visible (owned by Verizon), Tracfone Wireless (owned by Verizon), and other MVNOs such as Consumer Cellular, Mint Mobile (T-Mobile has reached an agreement to acquire) and Xfinity Mobile.

5G NETWORK DEPLOYMENT

Business Strategy – 5G Network Deployment

We have invested a total of over $30 billion in Wireless spectrum licenses, which includes over $10 billion in initial noncontrolling investments in certain entities. The $30 billion of investments related to Wireless spectrum licenses does not include $9 billion of capitalized interest related to the carrying value of such licenses. See Note 2 and Note 15 in the Notes to our Consolidated Financial Statements in this Annual Report on Form 10-K for further information.

We will need to raise additional capital in the future, which may not be available on favorable terms, to fund the efforts described below, as well as, among other things, make any potential Northstar Re-Auction Payment and SNR Re-Auction Payment for the AWS-3 licenses retained by the FCC. There can be no assurance that we will be able to profitably deploy these Wireless spectrum licenses, which may affect the carrying amount of these assets and our future financial condition or results of operations. See Note 15 in the Notes to our Consolidated Financial Statements in this Annual Report on Form 10-K for further information.

DISH Network Spectrum

We have invested a total of over $30 billion to acquire certain Wireless spectrum licenses. These Wireless spectrum licenses are subject to certain interim and final build-out requirements, as well as certain renewal requirements. Our 5G Network Deployment segment strategy is to commercialize our Wireless spectrum licenses through the completion of the nation's first cloud-native, Open Radio Access Network ("O-RAN") based 5G network (our "5G Network Deployment"). We have committed to deploy our 5G Network capable of serving increasingly larger portions of the U.S. Department population at different deadlines, including 20% of Defense. the U.S. population by June 2022 and 70% of the U.S. population by June 2023. If by June 2023, we are offering 5G broadband service to at least 50% of the U.S. population but less than 70% of the U.S. population, the 70% June 2023 deadline will be extended automatically to June 2025; however, as a result, we may, under certain circumstances, potentially be subject to certain penalties. On June 14, 2022, we announced we had successfully reached our 20% population coverage requirement. In addition, we announced and certified to the FCC that as of June 14, 2023, we offer 5G broadband service to over 73% of the U.S. population, or more than 246 million Americans nationwide.

On September 29, 2023, the FCC confirmed we have met all of our June 14, 2023 band-specific 5G deployment commitments, and two of our three nationwide 5G commitments. The single remaining 5G commitment, that at least 70% of the U.S. population has access to evolve average download speeds equal to 35 Mbps, will be confirmed using the drive test methodology agreed to and approved by the FCC. We have six months from September 29, 2023 to complete this drive test. We now have the largest commercial deployment of 5G VoNR in the world reaching approximately 200 million Americans and 5G broadband service reaching approximately 250 million Americans.

As a result of us providing 5G broadband service to over 50% of the U.S. population by June 14, 2023, the final build-out deadlines have been extended automatically to June 14, 2025 for us to offer 5G broadband service to at least 70% of the population in each Economic Area for the 700 MHz Licenses and AWS-4 Licenses and at least 75% of the population in each Economic Area for the H Block Licenses.

We may need to make significant additional investments or partner with others to, among other things, continue our 5G Network Deployment and further commercialize, build-out and integrate these licenses and related assets and any additional acquired licenses and related assets, as well as to comply with regulations applicable to such licenses. Depending on the nature and scope of such activities, any such investments or partnerships could vary significantly. In addition, as we continue our 5G Network Deployment, we have and may continue to incur significant additional expenses related to, among other things, research and development, wireless testing and ongoing upgrades to the wireless network infrastructure, software and third-party integration. As a result of these investments, among other factors, we plan to raise additional capital, which may not be available on favorable terms. We may also determine that additional wireless spectrum licenses may be required for our 5G Network Deployment and to compete effectively with other wireless service providers. See Note 15 in the Notes to our Consolidated Financial Statements in this Annual Report on Form 10-K for further information.

DISH Network Noncontrolling Investments in the Northstar Entities and the SNR Entities Related to AWS-3 Wireless Spectrum Licenses

During 2015, through our wholly-owned subsidiaries American AWS-3 Wireless II L.L.C. ("American II") and American AWS-3 Wireless III L.L.C. ("American III"), we initially made over $10 billion in certain noncontrolling investments in Northstar Spectrum, LLC ("Northstar

Spectrum"), the parent company of Northstar Wireless, L.L.C. ("Northstar Wireless," and collectively with Northstar Spectrum, the "Northstar Entities"), and in SNR Wireless HoldCo, LLC ("SNR HoldCo"), the parent company of SNR Wireless LicenseCo, LLC ("SNR Wireless," and collectively with SNR HoldCo, the "SNR Entities"), respectively. On October 27, 2015, the FCC granted certain AWS-3 wireless spectrum licenses (the "AWS-3 Licenses") to Northstar Wireless and to SNR Wireless, respectively, which are recorded in "Regulatory authorizations, net" on our Consolidated Balance Sheets. Under the applicable accounting guidance in Accounting Standards Codification 810, *Consolidation* ("ASC 810"), Northstar Spectrum and SNR HoldCo are considered variable interest entities ("VIEs") and, based on the characteristics of the structure of these entities and in accordance with the increasing worldwide applicable accounting guidance, we consolidate these entities into our financial statements. On October 12, 2023, the FCC consented to the sale of Northstar Manager, LLC's ("Northstar Manager") ownership interests in Northstar Spectrum, which we purchased for a total of approximately $109 million. This purchase resulted in the elimination of all of our redeemable noncontrolling interest as it related to Northstar Spectrum as of the purchase date and we continue to consolidate the Northstar Entities as wholly-owned subsidiaries. Subsequent to December 31, 2023, the FCC consented to the sale of SNR Wireless Management, LLC's ("SNR Management") ownership interests in SNR HoldCo, which was purchased by our direct wholly-owned subsidiary EchoStar SNR HoldCo LLC for a total of approximately $442 million on February 16, 2024. This purchase resulted in the elimination of all of our redeemable noncontrolling interest as it related to SNR HoldCo as of the purchase date and we continue to consolidate the SNR Entities as wholly-owned subsidiaries. See Note 2 in the Notes to our Consolidated Financial Statements in this Annual Report on Form 10-K for further information.

BROADBAND AND SATELLITE SERVICES

Business Strategy – Broadband and Satellite Services

Our overall business objective is to maintain and improve our leadership position and competitive advantage through development of leading-edge technologies and services marketed to selected sectors within the consumer, enterprise and government markets globally.

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We expect demand for broadband internet access, for information, entertainment connectivity, networking and commerce. In addition to fiber and wireless systems, technologies such as geostationary high throughput satellites, low-earth orbit ("LEO") networks, medium-earth orbit ("MEO") systems and multi-transport networks using combinations of technologies are expected to related value-added services will continue to play significant roles in enabling global connectivity, networks grow across all major end-user sectors – consumer, businesses, enterprises and services. We intend government. Our strategic objective is to use maintain our leadership position and grow our competitive advantage by using our satellite assets, expertise, technologies, capital, investments, global presence, relationships, spectrum assets, and other capabilities for development of leading-edge technologies and services marketed to targeted sectors within these markets globally.

Our strategy consists of the following key aspects:

- ***Leverage the capabilities of our industry leading EchoStar XXIV satellite***. We continue to provide focus on delivering broadband internet systems, equipment, networks services to the unserved and managed services for information, underserved markets in the internet-of-things, entertainment, education, remote-connectivity Americas, with a vertical integration strategy. Following the service launch of the EchoStar XXIV satellite in December 2023, which provides us with additional capabilities and commerce across industries capacity, we have introduced new higher speed, higher data Hughesnet ® service plans, including a new Hughesnet Fusion® offering.

- ***Invest in high growth segments within our enterprise business***. We have a strong focus on growing our global enterprise business by leveragingour network connectivity solutions, managed services portfolio and internally-developed technologies and products.

- Our strategy is to grow managed services by offering the provision and management of advanced services, such as software-defined wide area network ("SD-WAN") and cybersecurity, to enterprises and businesses that are seeking to outsource management. We believe that the demand for such services will remain high due to the challenges that many businesses face in managing these services internally.
- We will continue improving operational scale and reducing operational cost through the specialized use of artificial intelligence for IT operations ("AIOps"), automation, and process efficiencies.
- We intend to continue our growth in the in-flight connectivity market by providing a robust suite of integrated multi-transport solutions enabling airlines to deliver WiFi solutions to their passengers. We will leverage multi-orbit, i.e., Low Earth Orbit ("LEO"), Medium Earth Orbit ("MEO") and Geosynchronous Equatorial Orbit ("GEO") solutions incorporating our own and partners' satellite assets as well as our state-of-the-art antenna and other technologies.
- We intend to exploit fixed access and wireless technologies for enterprise and government customers by leveraging our expertise in wireless and managed services.
- We intend to continue leadership in the satellite technology platform market by focusing on development of advanced ground segments for next generation satellite systems, such as LEOs and flexible payload satellites.

- ***Continued focus on growing our business and communities globally for consumer cash-generation.*** We intend to focus on growing our business while improving efficiency, particularly on profitable growth and cash generation through increased discipline in capital expenditure and selling, general, and administrative spend. We continue to execute our strategy of maximizing financial returns by focusing on higher economic value enterprise customers. We are closely tracking and government applications in the developments in next-generation satellite businesses, U.S. and we are seeking to utilize our services, technologies, licenses and expertise to find new commercial Latin America as well as by more selective customer screening.

- ***Continue development of emerging Non-Terrestrial-Networks ("NTN") opportunities***.The adoption of NTN as a part of the worldwide wireless 3rd Generation Partnership Project ("3GPP") standards has created significant opportunities for our business. industry by combining satellite networks with terrestrial 5G networks. We believe our combination of resources, investments, know-how, and partnerships are second to none and intend to capitalize on this opportunity as described below:
  - Spectrum Assets: We hold certain high priority S-band International Telecommunication Union ("ITU") rights, and mobile satellite service ("MSS") authorizations in the US, Canada, Europe, Mexico and Chile. We are in the process of applying for and receiving additional authorizations globally. We have positioned ourselves to continue to develop the S-band spectrum globally by acquiring Sirion Global Pty Ltd., which we have renamed EchoStar Global Australia Pty Ltd ("EchoStar Global"). EchoStar Global has brought into use the ITU global S-band non-geostationary satellite spectrum rights for MSS.

All amounts presented in this Form 10-K are expressed in thousands of U.S. dollars, except share and per share amounts and unless otherwise noted.

BUSINESS SEGMENTS

We currently operate in two business segments: our Hughes segment and our EchoStar Satellite Services segment ("ESS segment"). These business segments are consistent with the way we make decisions regarding the allocation of resources, as well as how operating results are reviewed by our chief operating decision maker ("CODM"), who is the

Company's Chief Executive Officer.

Our operations also include various corporate functions (primarily Executive, Treasury, Strategic Development, Human Resources, Information Technology, Finance, Accounting, Real Estate and Legal) and other activities, such as costs incurred in certain satellite development programs and other business development activities, and gains or losses from certain of our investments, that have not been assigned to our business segments. These activities, costs and income, as well as eliminations of intersegment transactions, are accounted for in our Corporate and Other segment in our segment reporting.

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HUGHES SEGMENT

- In February of 2023, we announced an agreement with Astro Digital US, Inc. ("Astro Digital"), a designer, manufacturer and operator of small satellite systems, for the construction of a global S-band MSS network. Under the agreement, Astro Digital will manufacture the satellites for the constellation, which we expect will deliver [global] [check this] Internet of Things, machine-to-machine and other data services beginning in 2025.

- Expertise and operational infrastructure in satellite and 5G: We believe we are at the forefront of the industry with deep expertise and capabilities in satellite technologies and services as well as 5G networks and services.
- Partnerships and Ecosystem: We have relationships with leading service providers and operators globally, and this ecosystem delivers added value to our customers.

- ***Continue to explore attractive new domestic and international strategic initiatives***. We intend tocontinue selective exploration of opportunities to pursue investments, commercial alliances, partnerships, joint ventures, acquisitions, dispositions and other strategic initiatives and transactions, domestically and internationally, that we believe may allow us to increase our existing market share, expand into new markets, and acquire new customers through the use of multi-transport technologies, increase our satellite capacity, broaden our portfolio of services, products and intellectual property and strengthen our relationships with our customers.

Our

- ***Develop new and improved technologies***. We believe that our engineering capabilities enable us to developand deploy cutting edge technologies, license our technologies to others and maintain a leading technological position in the industries in which we are active.

Products and Services

Our Hughes segment provides – Broadband and Satellite Services

We provide broadband satellite technologies and broadband internet products and services to consumer customers. We provide broadband network technologies, managed services, equipment, hardware, satellite services and communications solutions to government and enterprise customers. We also design, provide and install gateway and terminal equipment to customers for other satellite systems. In addition, we design, develop, construct and provide telecommunication networks comprising satellite ground segment systems and terminals to mobile system operators and our enterprise customers.

Our Hughes Broadband and Satellite Services segment incorporates advances in technology to advancements that reduce costs and to increase the functionality and reliability of our products and services. Through, among other things, advanced and proprietary methodologies, technologies, software and techniques, we continue to improve the efficiency of our networks. We invest in technologies to enhance our system and network management capabilities, specifically our managed services for enterprises. We also continue to invest in next generation technologies that can be applied to our future products and services. In addition, we are also providing wireline and wireless capacity to utilize in markets that include residential, community WiFi, backhaul, and other enterprise broadband and multi-transport services.

Our Hughes Broadband and Satellite Services segment currently uses capacity from our owned and leased satellites including additional satellite capacity leased from third-party providers to provide services to our customers. We also use other multi-transport capacity that includes cable, fiber, 5G, and 4G/LTE. In most areas of the U.S. we are nearing or have reached capacity, which has resulted in our consumer subscriber base becoming increasingly limited. Our Latin America consumer subscriber base in certain areas has also become capacity constrained. These constraints are expected to be addressed by the Long-Term Evolution ("LTE"). The launch of the EchoStar XXIV satellite.

In May 2019, we entered into an agreement with Bharti Airtel Limited ("BAL") and its subsidiary, Bharti Airtel Services Limited (together with BAL, "Bharti"), pursuant to which Bharti agreed to contribute its very small aperture terminal ("VSAT") telecommunications services and hardware business in India to Hughes Communications India Private Limited ("HCIPL") and its subsidiaries, our less than wholly owned Indian subsidiaries, that conduct our VSAT services and hardware business in India. On January 4, 2022, this joint venture was formed (the "India JV") and subsequent to the formation of the India JV, we hold a 67% ownership interest and Bharti holds a 33% ownership interest in

HCIPL. The India JV combines the VSAT businesses of both companies to offer flexible and scalable enterprise networking solutions using satellite connectivity for primary transport, back-up and hybrid implementation in India. The results of operations related to the India JV have been included in these Consolidated Financial Statements and the accompanying notes (collectively, the “Consolidated Financial Statements”) from the date of formation. The costs associated with the closing of the India JV were not material and were expensed as incurred.

In August 2017, we entered into a long-term contract for the design and construction of the EchoStar XXIV satellite a next-generation, high throughput geostationary satellite. In service in December 2020, we entered into an agreement with a launch provider for the launch of EchoStar XXIV. The EchoStar XXIV satellite is primarily intended 2023, brings to provide market additional broadband capacity for our HughesNet satellite internet service (“HughesNet service”) in across North Central and South America as well as enterprise broadband services. Following delays of over two years, in November 2022 we negotiated an amendment to our contract with the manufacturer to provide for additional compensation for past delays and a realignment of remedies. The contract now provides relief to us on certain payments, including approximately $14.0 million in payments through orbit-raising, and $44.5 million, plus 6% interest on such amounts, in deferred in-orbit incentive payments. Additionally, the contract now requires the payment of additional liquidated damages to us in the event of further delay, and provides for our right to terminate beginning January 1, 2024 if the satellite has not yet been delivered. In addition, the Company and the manufacturer will enter into an agreement under which the Company will provide certain products and/or services during 2023. The EchoStar XXIV satellite is expected to be launched an integral part of our satellite service business.

Customers – Broadband and Satellite Services

Our consumer customers consist of home and small to medium-sized business in the second quarter of 2023. Delay Americas. We provide broadband satellite technologies and broadband internet products and services to these customers. In addition, we are also providing wireline and wireless capacity to utilize in the availability of the EchoStar XXIV satellite could have a material adverse impact on our business operations, future revenues, financial position markets that include residential, community WiFi, and prospects, and our planned expansion of satellite broadband services throughout North, South and Central America. Capital expenditures associated with the construction and launch of the EchoStar XXIV satellite are included in our Corporate and

Other segment in our segment reporting.

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Our Customers

Our enterprise customers include, but are not limited to, lottery agencies, gas station operators, retailers, financial institutions, aircraft connectivity providers, lottery agencies, and companies with multi-branch networks that rely on satellite or terrestrial networks for critical communication across wide geographies. geographies, as well as the U.S government. Most of our enterprise customers have long-term contracts with us for the services they purchase. Our Hughes Broadband and Satellite Services segment also designs, provides and installs gateway and terminal equipment to customers for other satellite systems and provides satellite ground segment systems and terminals for other satellite systems, including mobile system operators. Developments toward the launch of next-generation satellite systems, including LEO, MEO and geostationary systems, as well as other multi-transport technologies, could provide additional opportunities to drive the increase demand for our equipment, hardware, technology and services.

Our satellite capacity is currently used by our enterprise customers for a variety of applications, including:

- ***Fixed Satellite Services ("FSS").* We provide satellite services to internet service providers, broadcast news organizations, andcontent providers who use our satellites to deliver programming and internet.**
- ***Enterprise Services and Solutions*.** We provide satellite and technical services, as well as integrated solutions to various enterprise customers.
- ***Network Services*. We provide satellite services to companies for private networks that allow delivery of video and data services forcorporate communications.**
- ***NTN and IOT Services.* We provide services enabling**

enterprises and organizations to deploy Internet of Things ("IOT") to remotely collect and transmit sensor data.

Competition
– Broadband and Satellite Services

Our industry is highly competitive. As a global provider of network technologies, products and services, our Hughes segment Broadband and Satellite Services Segment competes with a large number of telecommunications service providers, which puts pressure on prices and margins. To compete effectively, we emphasize, among other things, our network quality, customization capability, offering of networks as a turnkey managed service, position as a single point of contact for products and services and competitive prices.

In our consumer broadband satellite technologies and internet services markets, we compete against traditional telecommunications and wireless carriers, other satellite internet providers, as well as fiber optic, cable, and wireless internet service providers offering competitive services in the markets we seek to serve. Cost, providers. Customers consider cost, speed and accessibility are to be key determining factors in the selection of a service provider by the consumer. provider. In addition, government subsidies, such as the Federal Communication Commission's ("FCC") Rural Development Opportunity Fund, can have the effect of subsidizing the growth of our wired, wireless and satellite competitors. Our primary satellite competitors in our the North American consumer market are ViaSat Communications, Inc., which is owned by ViaSat, Inc. ("ViaSat"), and Space Exploration Technologies Corp. ("SpaceX"). Both ViaSat and SpaceX have also entered the South and Central American consumer markets. We seek to differentiate ourselves based on the ubiquitous availability of our service, quality, proprietary technology, and distribution channels.

In our enterprise markets, we compete against multiple categories of providers. In the managed services area, we compete against providers of satellite-based and terrestrial-based networks, including fiber optic, cable, wireless internet service, multiprotocol label switching (MPLS) and internet protocol-based virtual private networks. networks (VPN), which vary by region. In the in-flight connectivity market, we compete against direct and indirect providers of passenger WiFi services, such as ViaSat and SpaceX.

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To compete effectively, we emphasize our network quality, customization capability, ability to offer networks as a turnkey managed service, position as a single point of contact for products and services and competitive prices. Our principal competitors for the supply of VSAT satellite networks technology platforms are Gilat Satellite Networks Ltd, ViaSat, and ST Engineering iDirect, Inc. To differentiate ourselves from our competitors, we emphasize particular technological features of our products and services, our ability to customize networks and perform desired development work and the quality of our customer service. We also face competition from resellers and numerous local companies who purchase equipment and sell services to local customers, including domestic and international telecommunications operators, cable companies and other major carriers.

Our

In the emerging NTN market, we expect to compete with several companies targeting this area, with technology approaches that may be similar to us or in some cases different. We will compete on the basis of our strong spectrum position, expertise in satellite and 5G technologies and our global industry relationships.

Manufacturing

– Broadband and Satellite Services

Certain products in our Hughes Broadband and Satellite Services segment are assembled at our facilities in Maryland, and we outsource a portion of the manufacturing of our other products to third parties. We believe that the our manufacturing facilities used by our Hughes segment have sufficient capacity to handle current demand. We adjust our capacity based on, among other things, our production requirements. We also work with certain third-party vendors for the development and manufacture of components that are integrated into our products. We develop dual sourcing capabilities for critical parts when practical and we evaluate outsourced subcontract vendors on a periodic basis. Our operations group, together with our engineering group, works with our vendors and subcontractors to reduce development costs, to increase production efficiency, and to obtain components at lower prices.

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ESS SEGMENT

Our Services

Our ESS segment provides satellite services on a full-time and/or occasional-use basis to U.S. government service providers, internet service providers, broadcast news organizations, content providers and private enterprise customers. We operate our ESS business using primarily the EchoStar IX satellite and the EchoStar 105/SES-11 satellite and related infrastructure. Revenue in our ESS segment depends largely on our ability to continuously make use of our available satellite capacity with existing customers and our ability to enter into commercial relationships with new customers.

Our Customers

Our satellite capacity is currently used by our customers for a variety of applications, including:

- ***Fixed Satellite Services ("FSS")***. We provide satellite services to broadcast news organizations, internet service providers and content providers who use our satellites to deliver programming and internet. Our satellites are also used for the transmission of live sporting events, internet access, disaster recovery and satellite news gathering services.
- ***Government Services***. We provide satellite and technical services to U.S. government service providers.
- ***Network Services***. We provide satellite services to companies for private networks that allow delivery of video and data services for corporate communications. Our satellites can be used for point-to-point or point to multi-point communications.

Our Competition

Our ESS segment competes against larger, well-established satellite service companies, such as Intelsat S.A., SES S.A., Telesat and Eutelsat Communications S.A., in an industry that is characterized by long-term contracts and high costs for customers to change service providers. Several of our competitors maintain key North American and other international orbital slots that may further limit our ability to compete and offer competitive pricing.

NEW BUSINESS STRATEGIES

OPPORTUNITIES

- ***Focus on optimization of operations and product offerings***. Currently and until the launch of our EchoStar XXIV satellite, our main focus is on optimizing the use of existing assets and services with primary attention on capacity yield. During this period efforts are directed towards the most scalable and profitable regions. The introduction of HughesNet Fusion was announced in September 2022 and is a low-latency satellite internet offering which connects mobile and landline technologies with satellites. The introduction of HughesNet Fusion is a growth opportunity that allows us to expand our service delivery options. Also, we are looking for additional opportunities for cross-functional collaboration within our organization, leading to simplification and centralization of structure to achieve greater efficiencies.

- ***Monetize our EchoStar XXIV satellite***. Following the launch of our EchoStar XXIV satellite, which will provide additional capacity and ability to offer higher speed service plans, our focus will be on monetizing it. We are planning not only for the launch itself but for the introduction of our related services with new higher speed plans, including a new higher speed HughesNet Fusion offering. We believe that the kind of services we will be offering are in demand, and we expect to be able to effectively market a highly competitive set of services once EchoStar XXIV enters service.
- ***Strong focus on our enterprise business.*** We also have a strong focus on growing our global enterprise business by leveraging our business connectivity, managed service portfolio, hybrid business solutions, and our own manufactured products. Increased participation in this vast market segment is a key element of our diversification strategy. During this period, we will also focus on improving operational scale with potential small acquisitions.

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- ***Continue development of S-band and other hybrid spectrum resources.*** We hold S-band mobile satellite service ("MSS") and terrestrial authorizations in Europe, Mexico and Chile, and are in the process of applying for and receiving additional authorizations. We have positioned ourselves to continue to develop the S-band spectrum globally by acquiring Sirion Global Pty Ltd., which we have renamed

EchoStar Global Australia Pty Ltd (“EchoStar Global”). EchoStar Global has brought into use the International Telecommunication Union (“ITU”) global S-band non-geostationary satellite spectrum rights for MSS. In February of 2023, we announced an agreement with Astro Digital US, Inc. (“Astro Digital”), a designer, manufacturer and operator of small satellite systems, for the construction of a global S-band MSS network. Under the agreement, Astro Digital will manufacture the satellites for the constellation, which will deliver global Internet of Things, machine-to-machine and other data services beginning in 2024. EchoStar Global will operate this constellation. In addition, we believe we remain in a unique position to develop a stand-alone as well as a hybrid MSS and complementary ground component network service.

- ***Continue to diversify our business by selectively exploring new domestic and international strategic initiatives***. We intend to continue to selectively explore opportunities to pursue investments, commercial alliances, partnerships, joint ventures, acquisitions, dispositions and other strategic initiatives and transactions, domestically and internationally, that we believe may allow us to increase our existing market share, expand into new markets, and acquire new customers through the use of multi-transport technologies, increase our satellite capacity, broaden our portfolio of services, products and intellectual property and strengthen our relationships with our customers.

- ***Develop improved and new technologies***. We believe that our engineering capabilities provide us with the opportunity to develop and deploy cutting edge technologies, license our technologies to others and maintain a leading technological position in the industries in which we are active.

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OUR SATELLITE FLEET

As of December 31, 2022, our satellite fleet consisted of ten geosynchronous (“GEO”) satellites, seven of which are owned and three of which are leased. They are all in geosynchronous orbit, approximately 22,300 miles above the equator. Our owned S-band LEO nano-satellites are not included in the table below.

The following table presents our GEO satellite fleet as of December 31, 2022:

GEO Satellite	Segment	Launch Date	Nominal Degree Orbital Location (Longitude)	Depreciable Life (In Years)
Owned:				
SPACEWAY 3 (1)	Hughes	August 2007	95 W	10
EchoStar XVII	Hughes	July 2012	107 W	15
EchoStar XIX	Hughes	December 2016	97.1 W	15
Al Yah 3 (2)	Hughes	January 2018	20 W	7
EchoStar IX (3) (4)	ESS	August 2003	121 W	12
EUTELSAT 10A (“W2A”) (5)	Corporate and Other	April 2009	10 E	-
EchoStar XXI	Corporate and Other	June 2017	10.25 E	15
Finance leases:				
Eutelsat 65 West A	Hughes	March 2016	65 W	15
Telesat T19V	Hughes	July 2018	63 W	15
EchoStar 105/SES-11	ESS	October 2017	105 W	15

(1) Depreciable life represents the remaining useful life as of June 8, 2011, the date EchoStar completed its acquisition of Hughes Communications, Inc. (“Hughes Communications”) and its subsidiaries (the “Hughes Acquisition”).

(2) Upon consummation of our joint venture with Al Yah Satellite Communications Company PrJSC (“Yahsat”) in Brazil in November 2019, we acquired the Brazilian Ka-band payload on this satellite. Depreciable life represents the remaining useful life as of November 2019.

(3) We own the Ka-band and Ku-band payloads on this satellite.

(4) EchoStar IX is approaching its end of station-kept life. The Company placed the satellite in an inclined-orbit in the first quarter of 2023. Inclined-orbit will extend its life to enable further revenue generating opportunities.

(5) We acquired the S-band payload on this satellite in December 2013. Prior to acquisition, the S-band payload experienced an anomaly at the time of launch and, as a result, is not fully operational.

Our EchoStar XXIV satellite is included in construction in progress as of December 31, 2022. The satellite is expected to be launched in the second quarter of 2023.

Satellite Anomalies and Impairments

Our satellites may experience anomalies from

From time to time some of which we evaluate opportunities for strategic investments or acquisitions that may have a significant adverse effect on their remaining useful lives, the commercial operation of the satellites complement our current services and products, enhance our technical capabilities, improve or sustain our operating results competitive position, or financial position. We are not aware of any anomalies with respect to our owned or leased satellites that have had any such significant adverse effect during the year ended December 31, 2022. During the first quarter of 2023, we lost contact with our third nano-satellite ("EG-3"), which was launched in the second quarter of 2021 and brought into use our Sirion-1 ITU filing in the third quarter of 2021. We are continuing attempts to reestablish contact with EG-3, and in the event we are unable to do so, we will have three years to place a new S-band spacecraft at the altitude prescribed in our Australian ITU filing. We expect the first group of S-band satellites recently ordered from Astro Digital to be launched well in advance of the three year replacement timeline. We are not aware of any other anomalies with respect to our owned or leased satellites as of the date of these Consolidated Financial Statements. There can be no assurance, however, that anomalies will not have a significant adverse effect in the future. In addition, there can be no assurance that we can recover critical transmission capacity in the event one or more of our satellites were to fail.

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We generally do not carry in-orbit insurance on our satellites or payloads because we have assessed that the cost of insurance is not economical relative to the risk of failures. Therefore, we generally bear the risk of any in-orbit failures. Pursuant to the terms of our joint venture agreement with Yahsat, we are required to maintain insurance for the Al Yah 3 Brazilian payload during the commercial in-orbit service of such payload, subject to certain limitations on coverage. We have obtained certain insurance for our EchoStar XXIV satellite covering launch plus the first year of operations. We will continue to assess circumstances going forward and make insurance-related decisions on a case-by-case basis.

We evaluate our satellites for impairment and test for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Certain of the anomalies previously disclosed may be considered to represent a significant adverse change in the physical condition of a particular satellite. However, based on the redundancy designed within each satellite, certain of these anomalies are not necessarily considered to be significant events that would require a test of recoverability.

otherwise offer growth opportunities.

GOVERNMENT REGULATIONS

Our operations, particularly our global satellite operations, Pay-TV operations, our Retail Wireless services and 5G Network Deployment and Broadband and Satellite Services businesses and our Wireless spectrum licenses are subject to significant government regulation and oversight, primarily by the FCC and, to a certain extent, by Congress, other federal agencies and international, foreign, state and local authorities. We are subject to telecommunications regulation by a number of regulatory bodies including the FCC, other U.S. federal and state regulators and government agencies, the ITU and regulators and governments in other countries and regions where we hold licenses including the E.U., the U.K., India, Australia and several Latin American countries. In addition, we are also subject to the export control laws and regulations and trade sanctions laws and regulations of the U.S. and other countries with respect to the export of telecommunications equipment and services. In addition, in the U.S. and some other countries we are subject to country specific approvals of our products.

Depending upon the circumstances, non-compliance with applicable legislation or regulations could result in suspension or revocation of our licenses or authorizations, the termination or loss of contracts or the imposition of contractual damages, civil fines or criminal penalties. penalties, any of which could have a material adverse effect on our business, financial condition and results of operations. These governmental authorities could also adopt regulations or take other actions that would adversely affect our business prospects.

Furthermore, any government policy changes, which may be substantial, could increase regulatory uncertainty. The adoption or modification of laws or regulations relating to video programming distribution, satellite services, wireless telecommunications, broadband, the Internet or other areas of our business could limit or otherwise adversely affect the manner in which we currently conduct our business. In addition, the manner in which regulations or legislation in these areas may be interpreted and enforced cannot be precisely determined, which in turn could have an adverse effect on our business, financial condition and results of operations.

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As detailed below, our Pay-TV operations are subject to FCC jurisdiction, including, without limitation, the FCC's rules for satellite licensing, placement of satellites, interference avoidance, spectrum sharing, and coordination with other satellite systems. We must comply with FCC rules promulgating public interest requirements for DBS providers, security functionality for video providers, technology standards, media ownership, carriage of cable programming, and net neutrality. In addition, the Copyright Act of 1976 (the "Copyright Act") and the Communications Act of 1934 (the "Communications Act") govern our carriage of broadcast signals.

Our 5G Network Deployment services and our Wireless spectrum licenses are subject to regulation by the FCC and, depending on the jurisdiction, other federal, state and local, as well as international, governmental authorities and regulatory agencies, including, among other things, regulations governing the licensing, construction, operation, sale and interconnection arrangements of wireless telecommunications systems. In particular, the FCC imposes significant regulation on licensees of wireless spectrum with respect to how radio spectrum is used by licensees, the nature of the services that licensees may offer and how the services may be offered, and resolution of issues of interference between spectrum bands. The FCC grants wireless licenses for terms of generally 10-12 years that are subject to renewal or revocation. There can be no assurances that our Wireless spectrum licenses will be renewed. Failure to comply with FCC build-out requirements in a given license area may result in acceleration of other build-out requirements or in the modification, cancellation, or non-renewal of licenses. For further information related to our licenses and build-out requirements related to our Wireless spectrum licenses see Note 15 in the Notes to our Consolidated Financial Statements in this Annual Report on Form 10-K.

Our Pay-TV and 5G Network Deployment operations are subject to federal, state, and international laws relating to the collection, use, retention, security, and transfer of personally identifiable information. The regulatory framework for privacy and security issues worldwide is rapidly evolving and as a result implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future. Any failure by us, our suppliers, or other parties with whom we do business to comply with these standards and practices or with other federal, state, or international regulations could result in proceedings against us by governmental entities or others. In many jurisdictions, enforcement actions and consequences for noncompliance are rising. In the United States, these include enforcement actions in response to rules and regulations promulgated under the authority of federal agencies and state attorneys general and legislatures and consumer protection agencies.

The following summary of regulations regulatory developments and legislation in the United States is not intended to describe all present and proposed government regulation and legislation affecting our business. the video programming distribution, satellite services, wireless telecommunications, broadband, and Internet industries. Government regulations that are currently the subject of judicial or administrative proceedings, draft legislation legislative hearings or administrative proposals could impact us and our change these industries to varying degrees. The FCC and other regulators from time to time initiate proceedings that could adversely impact our satellite operations, including spectrum usage. We cannot predict either the outcome of these such proceedings or proposals or any potential impact they might have on the industry these industries or on our operations.

FCC Regulations Applicable to Our Operations

FCC Jurisdiction over Satellite Operations. Non-governmental bodies, including commercial entities, that use radio frequencies to provide communications services to, from or within the U.S. are subject to the jurisdiction of the FCC under the Communications Act of 1934, as amended (the "Communications Act"). The Communications Act gives the FCC regulatory jurisdiction over many areas relating to communications operations, including:

- the assignment of satellite radio frequencies and orbital locations to specific services and companies, the licensing of satellites and earth stations and the granting of related authorizations;
- approval for the relocation of satellites to different orbital locations, the replacement of a satellite with another new or existing satellite and the authorization of specific earth stations to communicate with such newly relocated satellites;
- ensuring compliance with the terms and conditions of assignments, licenses, authorizations and approvals;
- avoiding harmful interference with other radio frequency emitters; and
- ensuring compliance with other applicable provisions of the Communications Act and FCC rules and regulations.

- the assignment Table of satellite radio frequencies and orbital locations to specific services and companies, the licensing of satellites and earth stations and the granting of related authorizations; Contents

approval for the relocation of satellites to different orbital locations, the replacement of a satellite with another new or existing satellite and the authorization of specific earth stations to communicate with such newly relocated satellites;

- ensuring compliance with the terms and conditions of assignments, licenses, authorizations and approvals;
- avoiding harmful interference with other radio frequency emitters; and
- ensuring compliance with other applicable provisions of the Communications Act and FCC rules and regulations.

All satellite licenses issued by the FCC are subject to expiration unless extended by the FCC. Our U.S. FSS licenses generally have 15 year terms. We hold licenses and authorizations for satellite and earth stations as well as other services. To obtain and operate under such FCC licenses and authorizations, we must satisfy legal, technical qualification requirements and other conditions including, among other things, satisfaction of certain

technical and ongoing due diligence obligations, maintaining bonds, payment of annual regulatory fees and various reporting requirements.

FCC Jurisdiction over our DBS Operations. The Communications Act gives the FCC broad authority to regulate the operations of satellite companies. Specifically, the Communications Act gives the FCC regulatory jurisdiction over the following areas relating to communications satellite operations:

- assignment of satellite radio frequencies and orbital locations, the licensing of satellites and earth stations, the granting of related authorizations, and the evaluation of the fitness of a company to be a licensee;
- approval for the relocation of satellites to different orbital locations or the replacement of an existing satellite with a new satellite;
- ensuring compliance with the terms and conditions of such assignments, licenses, authorizations and approvals, including required timetables for construction and operation of satellites;
- avoiding interference with other radio frequency emitters; and
- ensuring compliance with other applicable provisions of the Communications Act and FCC rules and regulations.

To obtain FCC satellite licenses and authorizations, satellite operators must satisfy strict legal, technical and financial qualification requirements. Once issued, these licenses and authorizations are subject to a number of conditions including, among other things, satisfaction of ongoing due diligence obligations, construction milestones, and various reporting requirements. Necessary federal approval of these applications may not be granted, may not be granted in a timely manner, or may be granted subject to conditions that may be cumbersome.

Overview of our DBS Satellites, Authorizations and Contractual Rights for Satellite Capacity. Our satellites are located in orbital positions, or slots, that are designated by their western longitude. An orbital position describes both a physical location and an assignment of spectrum in the applicable frequency band. Each DBS orbital position has 500 MHz of available Ku-band spectrum that is divided into 32 frequency channels. Several of our satellites also include spot-beam technology that enables us to increase the number of markets where we provide local channels, but reduces the number of video channels that could otherwise be offered across the entire United States.

The FCC has licensed us to operate a total of 82 DBS frequency channels at the following orbital locations:

- 21 DBS frequency channels at the 119 degree orbital location, capable of providing service to the continental United States (“CONUS”); and
- 29 DBS frequency channels at the 110 degree orbital location, capable of providing service to CONUS; and
- 32 DBS frequency channels at the 61.5 degree orbital location, capable of providing service to most of the United States – of these 32 channels, 30 are licensed to us and we are authorized to use the additional two channels under a grant of Special Temporary Authority.

In addition, we currently lease or have entered into agreements to lease capacity on satellites using the following spectrum at the following orbital locations:

- 500 MHz of Ku-band FSS spectrum that is divided into 18 frequency channels at the 118.7 degree orbital location, which is a Canadian FSS slot that is capable of providing service to CONUS, Alaska and Hawaii;
- 32 DBS frequency channels at the 129 degree orbital location, which is a Canadian DBS slot that is capable of providing service to most of the United States. As of July 2023, we no longer lease this satellite; and
- 32 DBS frequency channels at the 72.7 degree orbital location, which is a Canadian DBS slot that is capable of providing service to CONUS.

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Duration of our DBS Licenses. Generally speaking, all of our satellite licenses are subject to expiration unless renewed by the FCC. The term of each of our DBS licenses is ten years. Our licenses are currently set to expire at various times. In addition, at various times we have relied on special temporary authorizations for our operations. A special temporary authorization is granted for a period of only 180 days or less, subject again to possible renewal by the FCC. From time to time, we apply for authorizations to use new satellites at our existing orbital locations. Generally, our FCC licenses and special temporary authorizations have been renewed, and our applications for new satellites at our existing orbital locations have been approved, by the FCC on a routine basis, but there can be no assurance that the FCC will continue to do so.

Opposition and Other Risks to our Licenses. Several third parties have opposed in the past, and we expect these or other parties to oppose in the future, some of our FCC satellite authorizations and pending and future requests to the FCC for extensions, modifications, waivers and approvals of our licenses. In addition, we must comply with numerous FCC reporting, filing and other requirements in connection with our satellite authorizations. Consequently, it is possible the FCC could revoke, terminate, condition or decline to extend or renew certain of our authorizations or licenses.

4.5 Degree Spacing "Tweener" Satellites. The FCC has proposed to allow so-called "tweener" DBS operations – DBS satellites operating at orbital locations 4.5 degrees (half of the usual nine degrees) away from other DBS satellites. The FCC granted authorizations to EchoStar and Spectrum Five for tweener satellites at the 86.5 and 114.5 degree orbital locations, respectively. These authorizations were subsequently cancelled because the FCC determined that the licensees did not meet certain milestone requirements. Tweener operations close to our licensed orbital locations could cause harmful interference to our service and constrain our future operations. In September 2019, the FCC completed its 2006 rulemaking on the operating and service rules for tweener satellites. As a result, among other things, the FCC will now accept new applications for tweener slots, and the applicant must show that either no other U.S. DBS operations would be affected or that it has successfully coordinated with affected parties. We cannot predict whether any parties will file for tweener slots and whether we will face interference or other operational constraints as a result.

Interference from Other Services Sharing Satellite Spectrum. Non-geostationary orbit ("NGSO") FSS satellites are permitted to operate on a co-primary basis in the same frequency band as our DBS and geostationary orbit ("GSO") FSS satellites. The FCC has also authorized the use of multichannel video distribution and data service ("MVDDS") licenses in the DBS band. MVDDS licenses were auctioned in 2004. MVDDS systems have been commercially deployed in a few markets. We have MVDDS licenses in 82 out of 214 geographical license areas, including Los Angeles, New York City, Chicago and several other major metropolitan areas. Despite regulatory provisions intended to protect DBS and FSS operations from harmful interference, there can be no assurance that operations by other satellites or terrestrial communication services in the DBS and FSS bands will not interfere with our DBS and FSS operations and adversely affect our business. Space Exploration Corporation ("Spacex"), OneWeb LLC ("OneWeb") and others have obtained FCC authority to launch and operate, or provide service from, NGSO satellite systems using a variety of spectrum bands, including the 12.2-12.7 GHz band, which we use for our DBS service, and where we also have certain licenses to provide one-way terrestrial MVDDS service. These systems are in the early stages of launch and deployment. If fully deployed by Spacex, OneWeb and others, there will be tens of thousands of NGSO satellites in orbit sharing our spectrum. There can be no assurance that they will not interfere with our DBS operations and adversely affect our business or that they will not hinder our ability to provide MVDDS service.

Satellite Competition from Additional Slots and Interference. DirecTV has obtained FCC authority to provide service to the United States from a Canadian DBS orbital slot, and we have obtained authority to provide service to the United States from a Canadian DBS orbital slot. The possibility that the FCC will allow service to the United States from additional foreign slots may permit additional competition against us from other satellite providers. It may also provide a means by which to increase our available satellite capacity in the United States. In addition, a number of administrations, such as Great Britain and the Netherlands, have requested authority to add orbital locations serving the United States close to our licensed slots. Such operations could cause harmful interference to our satellites and constrain our future operations.

Public Interest Requirements. The FCC imposes certain public interest obligations on our DBS licenses. These obligations require us to set aside four percent of our channel capacity exclusively for noncommercial programming for which we must charge programmers below-cost rates and for which we may not impose additional charges on subscribers. The Satellite Television Extension and Localism Act of 2010 (“STELA”) required the FCC to decrease this set-aside to 3.5 percent for satellite carriers who provide retransmission of state public affairs networks in 15 states and are otherwise qualified. The FCC, however, has not yet determined whether we qualify for this decrease in set-aside.

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The obligation to provide noncommercial programming may displace programming for which we could earn commercial rates and could adversely affect our financial results. We cannot be sure that, if the FCC were to review our methodology for processing public interest carriage requests, computing the channel capacity we must set aside or determining the rates that we charge public interest programmers, it would find them in compliance with the public interest requirements.

Retransmission Consent. The Copyright Act generally gives satellite companies a statutory copyright license to retransmit local broadcast channels by satellite back into the market from which they originated, subject to obtaining the retransmission consent of local network stations that do not elect “must carry” status, as required by the Communications Act. If we fail to reach retransmission consent agreements with such broadcasters, we cannot carry their signals. This could have an adverse effect on our strategy to compete with cable and other satellite companies that provide local signals. While we have been able to reach retransmission consent agreements with most of these local network stations, from time to time, there are stations with which we have not been able to reach an agreement. We cannot be sure that we will secure these agreements or that we will secure new agreements on acceptable terms, or at all, upon the expiration of our current retransmission consent agreements, some of which are short-term.

In recent years, the rates we are charged for retransmitting local channels have been increasing substantially and may exceed our ability to increase our prices to our customers, which could have a material adverse effect on our business, financial condition, and results of operations. The broadcast stations’ demands for higher rates have resulted in more frequent negotiating impasses and programming interruptions. During these programming interruptions, our subscribers in the affected markets lack access to popular programming and may switch to another multichannel distributor that may be able to provide them with such programming. In addition, the national broadcasters have used their ownership of certain local broadcast stations to require us to carry additional cable programming in exchange for retransmission consent of their local broadcast stations. These requirements may place constraints on available capacity on our satellites for other programming.

The STELA Reauthorization Act of 2014 (“STELAR”) prohibits television stations from coordinating or engaging in joint retransmission consent negotiations with any other local television stations, unless the stations are “directly or indirectly under common de jure control,” expanding a previous FCC ruling prohibiting joint negotiations only among the top four stations in a market. In addition, STELAR prohibits a local television station from limiting an MVPD’s ability to carry other television signals that have been deemed by the FCC to be “significantly viewed” or to carry any other television signal the MVPD is otherwise entitled to carry under the Communications Act, unless such stations are “directly or indirectly under common de jure control” pursuant to FCC regulations. We cannot predict if these restrictions on broadcasters will result in more effective retransmission consent negotiations.

Early Termination Fees. In December 2023, the FCC released a Notice of Proposed Rulemaking seeking comment on proposals that would prohibit pay-TV providers from imposing early termination fees on consumers, and from practices that require customers who cancel service mid-billing cycle to pay for a complete cycle. If adopted, such prohibitions could impact our pricing and packages. We cannot predict the timing or outcome of this proceeding.

Blackout Rebates. In January 2024, the FCC released a Notice of Proposed Rulemaking seeking comment on a proposal that would require MVPDs to issue rebates to subscribers during programming blackouts on both broadcast and non-broadcast networks that result from failed negotiations. If adopted, such requirements could negatively impact our carriage negotiations. We cannot predict the timing or outcome of this proceeding.

ATSC 3.0. In April 2016, the broadcast industry petitioned the FCC to authorize the use of the "Next Generation TV" broadcast television standard, ATSC 3.0. In November 2017, the FCC authorized television broadcasters to deploy the ATSC 3.0 standard on a voluntary basis. We cannot predict the effect that supporting this new standard could have on equipment costs, carriage obligations or the retransmission consent process.

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Media Ownership Rules. Also in 2016, the broadcast industry petitioned the FCC to relax its media ownership rules, which, among other things, limit the number of commonly owned TV stations per market and restrict newspaper/broadcast cross-ownership and radio/TV cross-ownership. In November 2017, the FCC voted to: (i) eliminate the newspaper/broadcast cross-ownership rule; (ii) eliminate the radio/television cross-ownership rule; (iii) relax the local television ownership rules to eliminate certain restrictions and modify others; and (iv) eliminate the attribution rule for television joint-sales agreements (collectively, the "2017 Order"). Additionally, in December 2017, the FCC initiated a rulemaking proceeding seeking comment on changes to the national television multiple-ownership rule, including changes that could relax or eliminate the current limits that prevent entities from owning or controlling television stations that, in the aggregate, reach more than 39 percent of the television households in the country. If the FCC were to relax or eliminate some or all of the national television multiple-ownership rule, it could increase the negotiating leverage that broadcasters hold in retransmission consent negotiations.

In December 2018, the FCC initiated a rulemaking proceeding to commence its periodic review of media ownership rules. In 2019, the U.S. Court of Appeals for the Third Circuit vacated the 2017 Order. Pursuant to this decision in Prometheus Radio Project v. FCC, on December 20, 2019, the FCC amended its rules to reverse the 2017 Order and reinstate the rules as they existed prior to the 2017 Order. The FCC, though, petitioned for a writ of certiorari with the Supreme Court of the United States (the "Supreme Court") to reverse the Third Circuit's decision. On April 1, 2021, in FCC v. Prometheus Radio Project, the Supreme Court reversed the Third Circuit, finding that "the FCC's analysis was reasonable and reasonably explained for purposes of the APA's deferential arbitrary and capricious standard." On June 4, 2021, the FCC released an Order reinstating the rule changes from the 2017 Order.

In December 2023, the FCC concluded its 2018 quadrennial proceeding and issued an Order that, among other things, retained the FCC's general prohibition on a broadcaster owning two or more of the top four stations in a market and added language intended to prevent broadcasters from circumventing this rule by acquiring a top four affiliation and placing it on a multicast or low power television signal on a going forward basis. We cannot predict whether there will be additional challenges to this rule or whether the FCC may address media ownership issues going forward, either through the imposition of new rules or the relaxation of remaining ownership restrictions.

Digital HD Carry-One, Carry-All Requirement. To provide any full-power local broadcast signal in any market, we are required to retransmit all qualifying broadcast signals in that market ("carry-one, carry-all"), including the carriage of full-power broadcasters' HD signals in markets in which we elect to provide local channels in HD. The carriage of additional HD signals on our DISH TV services could cause us to experience significant capacity constraints and prevent us from carrying additional popular national channels and/or carrying those national channels in HD.

Distant Signals. Pursuant to STELA, we obtained a waiver of a court injunction that previously prevented us from retransmitting certain distant network signals under a statutory copyright license. Because of that waiver, we may provide distant network signals to eligible subscribers. To qualify for that waiver, we are required to provide local service in all 210 local markets in the United States on an ongoing basis. This condition poses a significant strain on our capacity. Moreover, we may lose that waiver if we are found to have failed to provide local service in any of the 210 local markets. If we lose the waiver, the injunction could be reinstated. Furthermore, depending on the severity of the failure, we may also be subject to other sanctions, which may include, among other things, damages.

Cable Act and Program Access. We purchase a large percentage of our programming from cable-affiliated programmers. Pursuant to the Cable Act, cable providers had been prohibited from entering into exclusive contracts with cable-affiliated programmers. On October 5, 2012, the FCC allowed this prohibition to expire. As a result of the expiration of this prohibition on exclusivity, we may be limited in our ability to obtain access on nondiscriminatory terms, or at all, to programming from programmers that are affiliated with cable system operators. In addition, any other changes in the Cable Act, and/or the FCC's rules that implement the Cable Act, that currently limit the ability of cable-affiliated programmers to discriminate against competing businesses such as ours, could adversely affect our ability to acquire cable-affiliated programming at all or to acquire programming on nondiscriminatory terms. In addition, affiliates of certain cable providers have denied us access to sports programming that they supply to their cable systems terrestrially, rather than by satellite. The FCC has held that new denials of such service are unfair if they have the purpose or effect of significantly hindering us from providing programming to consumers. However, we cannot be sure that we can prevail in a complaint related to such programming and gain access to it. Our continuing failure to access such programming could materially and adversely affect our ability to compete in regions serviced by these cable providers.

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Open Internet (also known as "Net Neutrality"). In 2015, the FCC adopted Open Internet rules, which applied to both fixed and mobile broadband access providers and prohibited them, among other things, from blocking or throttling traffic, from paid prioritization, and from unreasonably interfering with, or disadvantaging, consumers' or content providers' access to the Internet. In addition, because the FCC reclassified broadband access providers as common carriers, these providers were subject to the general common carrier requirements of reasonableness and nondiscrimination. The rules were affirmed by a panel of the U.S. Court of Appeals for the D.C. Circuit. A number of broadband access providers and their associations have filed a petition for certiorari with the United States Supreme Court. In December 2017, the FCC reversed course and voted to reclassify broadband access providers as information service providers, instead of common carriers. The FCC also voted to eliminate the majority of the Open Internet rules, leaving only certain ISP transparency requirements in place. In October 2019, the U.S. Court of Appeals for the D.C. Circuit upheld the FCC's authority to eliminate certain Open Internet protections, while vacating the FCC's attempt to preempt state or local Open Internet protections and remanding on three other issues. In October 2023, the FCC adopted a Notice of Proposed Rulemaking seeking comment on rules to reestablish the FCC's authority over broadband internet access services. We cannot predict the timing or outcome of this proceeding or the impact of any new rules on DISH's wireless offerings.

To the extent that network operators implement usage-based pricing, including, but not limited to, meaningful bandwidth caps, or otherwise try to monetize access to their networks by data providers, we could incur greater operating expenses and our Pay TV subscriber count could be negatively impacted. Furthermore, to the extent network operators create tiers of Internet access service and either charge us for or prohibit us from being available through these tiers, our Pay TV business could be negatively impacted. We cannot predict with any certainty the impact to our Pay TV business resulting from changes in how network operators handle and charge for access to data that travels across their networks.

Definition of MVPD. In December 2014, the FCC issued a Notice of Proposed Rulemaking regarding the definition of an MVPD. Among other things, the FCC is considering whether the definition of an MVPD should apply to Internet-based streaming services, thus making such services subject to the same regulations as an MVPD. The FCC is also considering the appropriate treatment of purely Internet-based linear video programming services that cable operators and DBS providers offer in addition to their traditional video services. We cannot predict the timing or outcome of this rulemaking or other related rulemaking proceedings.

Federal Trade Commission. The Federal Trade Commission ("FTC") and other federal agencies also have jurisdiction over some consumer protection and elimination and prevention of anticompetitive business practices.

Telecommunications Regulation.Many of the services we provide are also subject to FCC regulation as telecommunications services. For certain services in the U.S., we are required to contribute fees, computed as a percentage of our revenue from telecommunications services to the Universal Service Fund ("USF") to support mechanisms that subsidize the provision of services to low-income consumers, high-cost areas, schools, libraries and rural health care providers. Current FCC rules permit us to pass this USF contribution through to our customers. The FCC also requires broadband internet access and internet telephony service providers to comply with the requirements of the Federal Communications Assistance for Law Enforcement Act, which generally requires telecommunications carriers to ensure that law enforcement agencies are able to conduct lawfully-authorized surveillance of users of their services. In addition, as a provider of interconnected voice over internet protocol services, we are required to abide by a number of rules related to telephony service, including rules dealing with the protection of customer information and the processing of emergency calls.

State and Local Regulation

We are also regulated by state and local authorities. While the FCC has preempted many state and local regulations that would impair the installation and use of towers for wireless operations and VSAT and other consumer satellite dishes, our businesses business nonetheless are may be subject to state and local regulation, including, among others, obtaining regulatory authorizations and zoning regulations that affect the ability to install these consumer satellite earth station antennas. antennas or build out wireless telecommunications networks. In addition, in order to obtain universal service funding, we are subject to being an eligible telecommunications carrier in certain all 50 states.

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International Regulation

We are subject to regulation by the International Telecommunication Union ("ITU"). The orbital location and frequencies for certain of our satellites are subject to the frequency registration and coordination process of the ITU. The ITU Radio Regulations define the international rules, regulations, and rights for a satellite and associated earth stations to use specific radio frequencies at a specific orbital location. These rules, which include deadlines for the bringing of satellite networks into use, differ depending on the type of service to be provided and the frequencies to be used by the satellite. On our behalf, various countries have made and may in the future make additional filings for the frequency assignments at particular orbital locations that are used or to be used by our current satellite networks and potential future satellite networks we may build or acquire.

In the event the international coordination process that is triggered by ITU filings under applicable rules is not successfully completed, or that the requests for modification of the broadcast satellite services plan regarding the allocation of orbital locations and frequencies are not granted by the ITU, we will have to operate the applicable satellite(s) on a non-interference basis, which could have an adverse impact on our business operations. If we cannot do so, we may have to cease operating such satellite(s) at the affected orbital locations. We cannot be sure of the successful outcome of these ITU coordination processes. We make commercially reasonable efforts to cooperate with the filing nation in the preparation of ITU filings, coordination of our operations in accordance with the relevant ITU Radio Regulations and responses to relevant ITU inquiries.

Certain of our satellite services also must conform to the ITU service plans for Region 2 (which includes the United States). If any of our operations are not consistent with this plan, the ITU will only provide authorization on a non-interference basis pending successful modification of the plan or the agreement of all affected administrations to the non-conforming operations. Certain of our satellites are not presently entitled to any interference protection from other satellites that are in conformance with the plan. Accordingly, unless and until the ITU modifies its service plans to include the technical parameters of our non-conforming operations, our non-conforming satellites, along with those of other non-conforming satellite operators, must not cause harmful electrical interference with other assignments that are in conformance with the ITU service plans.

The ITU also endeavors to standardize frequency allocations globally, which has led it to work on standards for terrestrial services as well as satellite operations. Combined with the work of international industry-led standards bodies such as 3GPP, these efforts could have a significant effect on the development of our Wireless services.

Foreign Administrations' Jurisdiction Over Satellite and Terrestrial Operations Operations.. Some Certain of our satellites and earth stations are licensed in foreign jurisdictions. We also have terrestrial authorizations in foreign jurisdictions. In order to provide service to a foreign location from our U.S. satellites, we are required to obtain approvals from the FCC and foreign administrative agencies. The laws and regulations addressing access to satellite and terrestrial systems vary from country to country. In most countries, a license is required to provide our services and to operate satellite systems and earth stations.

Such licenses may impose certain conditions, including implementation and operation of the satellite system in a manner consistent with certain milestones (such as for contracting, satellite design, construction, launch and implementation of service), that the satellite or its launch be procured through a national entity, that the satellite control center be located in national territory, that a license be obtained prior to launching or operating the satellite, or that a license be obtained before interconnecting with the local switched telephone network and we may be subject to penalties or fines for failing to meet such conditions. Additionally, some countries may have restrictions on the services we provide and how we provide them and/or may limit the rates that can be charged for the services we provide or impose other service terms or restrictions. Furthermore, foreign countries in which we currently, or may in the future, operate may not authorize us access to all of the spectrum that we need to provide service in a particular country.

The orbital location and frequencies for our satellites are subject to the frequency registration and coordination process of the ITU. The ITU Radio Regulations define the international rules, regulations and rights for a satellite and associated earth stations to use specific radio frequencies at a specific orbital location. These rules, which include deadlines for the bringing of satellite networks into use, differ depending on the type of service to be provided and the frequencies to be used by the satellite. On our behalf, various countries have made and may in the future make, additional filings for the frequency assignments at particular orbital locations that are used or to be used by our current satellite networks and potential future satellite networks we may build or acquire. In the event the international coordination process that is triggered by ITU filings under applicable rules is not successfully completed, or that the requests for modification of the broadcast satellite services plan regarding the allocation of orbital locations and frequencies are not granted by the ITU, we will have to operate the applicable satellite(s) on a non-interference basis, which could have an adverse impact on our business operations. If we cannot do so, we may have to cease operating such satellite(s) at the affected orbital locations. We cannot be sure of the successful outcome of these ITU coordination processes. We make commercially reasonable efforts to cooperate with the filing nation in the preparation of ITU filings,

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coordination of our operations in accordance with the relevant ITU Radio Regulations and responses to relevant ITU inquiries.

Registration in the United Nations (“UN”) UN Registry of Space Objects. Objects

The U.S. United States and other jurisdictions in which we license satellites are generally parties to the UN United Nations (“UN”) Convention on the Registration of Objects Launched into Outer Space which (“The UN Convention”). The UN Convention requires a satellite’s launching state to register the satellite as a space object. object with an UN Registry of Space Objects. The act of registration carries liability for the registering country in the event that the satellite causes third party third-party damage. Administrations may place certain requirements on satellite licensees in order to procure the necessary launch or operational authorizations that accompany registration of the satellite. In some jurisdictions, these authorizations are separate and distinct, with unique requirements, from the authorization to use a set of frequencies to provide satellite services. There is no guarantee that we will be able to procure such authorizations even if we already possess a frequency authorization.

Export Control and Foreign Corrupt Practices Act

In the operation of our business, we must comply with all applicable export control and trade sanctions laws and regulations of the U.S. and other countries. Applicable U.S. laws and regulations include the Arms Export Control Act, the International Traffic in Arms Regulations (“ITAR”), the Export Administration Regulations (“EAR”) and the trade sanctions laws and regulations administered by the U.S. Department of the Treasury’s Office of Foreign Assets Control (“OFAC”).

The export of certain hardware, technical data, and services relating to satellites and the supply of certain ground control equipment, technical data and services to non-U.S. persons or to destinations outside the U.S. is regulated by the U.S. Department of Commerce’s Bureau of Industry and Security (“BIS”) under the EAR. Among other things, we are required to obtain import and export licenses from the United States government to receive and deliver certain components of direct-to-home satellite television systems. In addition, BIS regulates our export of satellite communications network equipment to non-U.S. persons or to destinations outside of the U.S. The export of other items is regulated by the U.S. Department of State’s Directorate of Defense Trade Controls under the ITAR and are subject to strict export control and prior approval requirements government (including prohibitions on the sharing of certain satellite-related goods and services with China). In addition, we cannot provide certain equipment or services to certain countries subject to U.S. trade sanctions unless we first obtain the necessary authorizations from OFAC. We are also subject to the Foreign Corrupt Practices Act and similar anti-bribery laws in other jurisdictions that generally prohibit companies and their intermediaries from making improper payments or giving or promising to give anything of value to foreign government officials and other individuals for the purpose of obtaining or retaining business or gaining a competitive advantage.

Non-U.S. Telecommunications Regulation. Regulation

Many of the services we provide are also subject to the regulation of other countries as telecommunications services. For certain services, we may be required to contribute fees to a universal service or other fund to support mechanisms that subsidize the provision of services to designated groups. Many countries also impose requirements on telecommunications carriers to ensure that law enforcement agencies are able to conduct lawfully-authorized surveillance of users of their services. In addition, we are subject to a number of other rules, including rules related to telephony service such as the protection of customer information and processing of emergency calls.

Export Control Regulation

In the operation

Regulations Governing our Wireless Operations

The FCC regulates many aspects of our business, we must comply with all applicable export control Retail Wireless and trade sanctions laws 5G Network Deployment operations. Generally, the FCC has jurisdiction over the construction, operation, acquisition and regulations transfer of wireless communications systems. All wireless services require use of radio frequency spectrum, the U.S. assignment and other countries. Applicable U.S. laws distribution of which is subject to FCC oversight. The FCC can also determine what services can be offered and regulations include how they can be offered over certain frequency bands. For more information regarding our FCC Licenses, see discussion above and Note 15 in the Arms Export Control Act, Notes to our Consolidated Financial Statements in this Annual Report on Form 10-K.

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Additionally, the International Traffic in Arms Regulations ("ITAR"), the Export Administration Regulations ("EAR") FCC and the trade sanctions laws Federal Aviation Administration regulate the siting, lighting and regulations administered by the U.S. Department construction of the Treasury's Office of Foreign Assets Control ("OFAC").

The export of certain hardware, technical data, transmitter towers and services relating to satellites antennae. Tower siting and the supply of certain ground control equipment, technical data and services to non-U.S. persons or to destinations outside the U.S. is regulated by the U.S. Department of Commerce's Bureau of Industry and Security ("BIS") under the EAR. In addition, BIS regulates our export of satellite communications network equipment to non-U.S. persons or to destinations outside of the U.S. The export of other items is regulated by the U.S. Department of State's Directorate of Defense Trade Controls under the ITAR and are subject to strict export control and prior approval requirements. In addition, we cannot provide certain equipment or services to certain countries subject to U.S. trade sanctions unless we first obtain the necessary authorizations from OFAC. We construction are also subject to, among other things, state and local zoning, as well as federal statutes regarding environmental and historic preservation. The future costs to comply with all relevant regulations are to some extent unknown and changes to regulations, or the Foreign Corrupt Practices Act applicability of regulations, could result in higher operating and similar anti-bribery laws capital expenses, or reduced revenues in other jurisdictions that generally prohibit companies the future. Furthermore, the FCC has also imposed certain specific mandates on wireless carriers, including, but not limited to, construction and their intermediaries from making improper payments or giving or promising to give anything geographic coverage requirements, technical operating standards, provision of value to foreign government officials enhanced 911 services, roaming obligations and requirements for wireless tower and antenna facilities.

The FTC and other individuals federal agencies also have jurisdiction over some consumer protection and elimination and prevention of anticompetitive business practices with respect to the provision of non-common carrier services.

Meanwhile, our 5G Network Deployment will involve significant deployment of certain equipment and therefore increase the need for local permitting processes that allow for the purpose placement of obtaining equipment on reasonable timelines and terms. While the Communications Act generally preempts state and local governments from regulating the entry of, or retaining business the rates charged by, wireless communications services providers, certain state and local governments regulate other terms and conditions of wireless service, including, but not limited to, billing, termination of service arrangements and the imposition of early termination fees, advertising, network outages, the use of devices while driving, zoning and land use. The Communications Act also does not prohibit states from regulating the other "terms and conditions" of wireless service. For example, some states attempt to regulate wireless customer billing matters and impose reporting requirements. Several states also have laws or gaining regulations that address safety issues (e.g., use of wireless handsets while driving) and taxation matters. In addition, wireless tower and antenna facilities are often subject to state and local zoning and land use regulation, and securing approvals for new or modified facilities is often a competitive advantage.

Environmental Regulation

lengthy and expensive process.

ENVIRONMENTAL REGULATIONS

We are subject to the requirements of federal, state, local and foreign environmental and occupational safety and health laws and regulations. These include laws regulating air emissions, waste-water discharge and waste management, most significantly the Resource Conservation and Recovery Act and the Emergency Planning and Community Right-to-Know Act ("EPCRA"). Under the Resource Conservation and Recovery Act, our Hughes segment is considered a small quantity generator.

As required by the EPCRA, we file annual reports with regulatory agencies covering four areas: Emergency Planning, Emergency Release, Hazardous Chemical Storage and Toxic Chemical Release Inventory. We maintain small quantities of hazardous materials on our premises and, therefore, have relatively modest reporting requirements under the EPCRA. We are also subject to the requirements of other environmental and occupational safety and health laws and regulations. Additionally, we review the Superfund Amendments and Reauthorization Act Title III regulatory requirements and annually report quantities of onsite material storage using Tier II, state DEQ (Department of Environmental Quality) reporting systems.

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Our environmental compliance costs, capital and other expenditures to date have not been material, and we do not expect them to be material in 2023. 2024 or 2025. However, environmental requirements are complex, change frequently and have become more stringent over time. Accordingly, we cannot provide assurance that these requirements will not change or become more stringent in the future in a manner that could have a material adverse effect on our business and/or environmental compliance costs, capital or other expenditures.

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PATENTS AND TRADEMARKS

We currently rely on OTHER INTELLECTUAL PROPERTY

Many entities, including, but not limited to, some of our competitors, have or may in the future obtain patents and other intellectual property rights that cover or affect products or services that we offer or that we may offer in the future. In general, if a combination of patent, trade secret, copyright and trademark law, together with licenses, non-disclosure and confidentiality agreements and technical measures, to establish and protect proprietary rights in our products. We hold U.S. and foreign patents covering various aspects court determines that one or more of our products and services. The duration of each of our U.S. patents is generally 20 years or services infringe intellectual property rights held by others, we may be required to cease developing or marketing those products or services, to obtain licenses from the earliest filing date holders of the intellectual property rights at a material cost, or to redesign those products or services in such a way as to avoid infringing any patent claims. If those intellectual property rights are held by a competitor, we may be unable to obtain the intellectual property rights at any price, which could adversely affect our competitive position.

We may not be aware of all intellectual property rights that our products or services may potentially infringe. In addition, patent applications in the United States are confidential until the Patent and Trademark Office either publishes the application or issues a patent (whichever arises first) and, accordingly, our products may infringe claims contained in pending patent applications of which we are not aware. Further, the process of determining definitively whether a claim of infringement is valid often involves expensive and protracted litigation, even if we are ultimately successful on the merits.

We cannot estimate the extent to which we may be required in the future to obtain intellectual property licenses or the availability and cost of any such licenses. Those costs, and their impact on our results of operations, could be material. Damages in patent has priority. infringement cases can be substantial, and in certain circumstances can be trebled. To the extent that we are required to pay unanticipated royalties to third parties, these increased costs of doing business could negatively affect our liquidity and operating results. We have granted are currently defending multiple patent infringement actions. We cannot be certain the courts will conclude these companies do not own the rights they claim, that our products do not infringe on these rights and/or that these rights are not valid. Furthermore, we cannot be certain that we would be able to obtain licenses from these persons on commercially reasonable terms or, if we were unable to use our trademarks and service-marks to affiliates and resellers worldwide, and we typically retain the right to monitor the use of those marks and impose significant restrictions on their use in efforts to ensure a consistent brand identity. We protect our proprietary rights in our software through software obtain such licenses, that among other things, require that we would be able to redesign our products to avoid infringement.

SEGMENT REPORTING DATA AND GEOGRAPHIC AREA DATA

For segment reporting data and principal geographic area data for 2023, 2022 and 2021, see Note 16 in the software source code be maintained as confidential information and that prohibit any reverse-engineering of that code.
Notes to our Consolidated Financial Statements in this Annual Report on Form 10-K.

HUMAN CAPITAL

We believe that our patents are important future success will depend to a significant extent upon the performance of Charles W. Ergen, our business. Chairman, and certain other executives. The loss of Mr. Ergen or of certain other key executives could have a material adverse effect on our business, financial condition and results of operations. Although all of our executives have executed agreements with certain non-competition restrictions that apply if they leave us, we generally do not have employment agreements with them.

We also believe that in some areas, our Wireless business, including our ability to complete our 5G Network Deployment, is dependent on our ability to identify, hire, develop, motivate, and retain a team of highly skilled personnel with knowledge of the improvement wireless industry. Our Wireless business will be adversely affected if we fail to effectively identify, hire, develop, motivate, and retain highly skilled personnel with knowledge of existing products and the development of new products, as well as reliance upon trade secrets and unpatented proprietary know-how, are important in establishing and maintaining a competitive advantage. We believe, to a certain extent, that the value of our products and services are dependent upon our proprietary software, hardware and other technology remaining trade secrets and/or subject to copyright protection. Generally, we enter into non-disclosure and invention assignment agreements with our employees, subcontractors and certain customers and other business partners. Please see Item 3. Legal Proceedings of this Form 10-K for more information.

RESEARCH AND DEVELOPMENT AND ENGINEERING

We have a skilled and multi-disciplined engineering organization that develops our products and services. Our in-house technological capability includes a wide range of skills required to develop systems, hardware, software and firmware used in our products and services.
With respect to hardware development, we have skill sets that include complex digital designs, radio frequency and intermediate frequency analog designs, advanced application-specific integrated circuit designs and sophisticated consumer and system level packaging designs. We also have extensive experience in developing products for high-volume, low-cost manufacturing for the consumer industry, including dual mode satellite and wireless handsets.
As a complement to our hardware development, we have extensive experience in designing reliable, real time, embedded software systems as part of our communication systems and services offerings. For example, our broadband product line for the enterprise market supports an extensive range of protocols for data communications. Our engineers have also developed many large turnkey systems for our customers by designing the overall solution, implementing the various subsystems, deploying the entire network and user terminals, integrating and verifying the operational system and ultimately training the customers' technicians and operators.
industry.

Cost of sales - equipment in the Consolidated Statements of Operations in our Consolidated Financial Statements.

GEOGRAPHIC AREA DATA AND TRANSACTIONS WITH MAJOR CUSTOMERS

For principal geographic area data and transactions with major customers for 2022, 2021 and 2020, see Note 22 in our Consolidated Financial Statements. See Item 1A. Risk Factors for information regarding risks related to our foreign operations.

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HUMAN CAPITAL RESOURCES

Our Human Capital

As of December 31, 2022, we

We had approximately 2,300 15,300 employees globally; at December 31, 2023, majority of which approximately 1,700 whom were located in the U.S. United States and approximately 600 internationally. We generally consider relations with our employees to be good. Other than Approximately 35 employees in one of our field offices have voted to have a union represent them in their employment relations with DISH Network. In June of 2022, we signed a collective bargaining agreement with the union. The agreement is effective from February 21, 2022 to February 20, 2024. We began collective bargaining regarding a potential new contract on February 15, 2024. Until any agreement is reached, the terms of the original collective bargaining agreement will remain in force. The current number of union employees at the site is 5. In addition, approximately 200 400 of our employees located in Italy and Brazil none are represented by a union. Our mission is to be a global connectivity provider for people, enterprises and things.

Employee Training and Development

We have a robust ongoing training and development program to enable employees to further refine and develop their skills. These training and development programs include technical programs meant to keep our employees abreast of the latest developments in our industry as well as courses to assist employees in developing their business communications and management skills.

Worker Health and Safety

Our commitment is to provide a safe, healthy and reliable workplace. We provide access to a variety of innovative, flexible, and convenient health and wellness programs. Due to the COVID-19 pandemic, we have taken a number of steps to prioritize health and safety of our employees including enabling employees to work from home as required or appropriate. We also implemented precautions at various sites around the world in compliance with local government requirements and Centers for Disease Control and Prevention guidelines.

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WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and accordingly file an our annual report reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and other information with the SEC. Our As an electronic filer, our public filings are also maintained on the SEC's internet Internet site at http://www.sec.gov, which that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

The address of that website is http://www.sec.gov.

WEBSITE ACCESS

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, also may also be accessed free of charge through our website at http://www.echostar.com as soon as reasonably practicable after we have electronically filed such material with, or furnished it to, the SEC.
The address of that website is https://ir.echostar.com/.

We have adopted a written code of ethics that applies to all of our directors, officers and employees, including our principal executive officer principal and senior financial officer, principal accounting officer and controller, officers, in accordance with Section 406 of the Sarbanes-Oxley Act of 2002 and the rules of the SEC promulgated thereunder. Our code of ethics is available on our corporate website at http: https://www.echostar.com. ir.echostar.com/. In the event that we make changes in, or provide waivers of, the provisions of this code of ethics that the SEC requires us to disclose, we intend to disclose these events on our website.

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INFORMATION ABOUT OUR EXECUTIVE OFFICERS

Furnished

(furnished in accordance with Item 401(b) of Regulation S-K, pursuant to General Instruction G(3) of Form 10-K.

10-K)

The following table and information below sets forth the name, age and position with EchoStar of each of our executive officers, the period during which each executive officer has served as such, and each executive officer's business experience during at least the past five years:

Name	Age	Position
Charles W. Ergen	69 70	Chairman
Hamid Akhavan	61 62	President, Chief Executive Officer and President
Paul Gaske	69 70	Chief Operating Officer, Hughes
Dean A. Manson	56 57	Chief Legal Officer and Secretary
Adrian Morris Paul W. Orban	68 55	Chief Technology Officer
Michelle Pearre	54	Chief Human Resources Officer
Ramesh Ramaswamy	63	Executive Vice President - International and Chief Financial Officer, DISH

Gary Schanman	53	Executive Vice President and Group President, Video Services
John W. Swieringa	46	President, Technology and Chief Operating Officer

Charles W. Ergen. Mr. Ergen has served as our executive Chairman since November 2009 and Chairman of the Board of Directors since our formation in 2007. Mr. Ergen served as our Chief Executive Officer from our formation in 2007 until November 2009. Mr. Ergen serves as executive Chairman and has been Chairman of the Board of Directors of DISH Network Corporation ("DISH") since its formation and, during the past five years, has held executive officer and director positions with DISH and its subsidiaries (together with DISH, "Dish Network") most recently serving as the Chief Executive Officer of DISH from March 2015 to December 2017.

Hamid Akhavan. Mr. Akhavan has served as our Chief Executive Officer and President since April 2022. Following the announcement of the Amended Merger Agreement, Mr. Akhavan served as the DISH Network's Chief Executive Officer from November 2023 to December 2023. Prior to joining EchoStar, Mr. Akhavan has accumulated extensive leadership experience at major telecommunications and technology companies, including Chief Executive Officer of Unify, Inc, and Chief Executive Officer of T-Mobile International, where he also served as a member of the Board of Management of Deutsche Telekom. In recent years, Akhavan has been active in private equity and investing serving on the board of directors of several public and private companies.

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Paul Gaske. Mr. Gaske became Chief Operating Officer, Hughes effective January 1, 2023, reporting to the Company's Chief Executive Officer.Prior to becoming the Chief Operating Officer, Mr. Gaske was the Executive President and General Manager of the North American Division of Hughes Network Systems, LLC since 1999. Mr. Gaske also oversees Hughes manufacturing.

Dean A. Manson. Mr. Manson has served as our Chief Legal Officer and Secretary since November 2011 and is responsible for all our legal, government affairs and corporate information security. Mr. Manson joined our subsidiary Hughes Network Systems, LLC in 2000 and was appointed its General Counsel in 2004. He was previously with the law firm of Milbank, Tweed, Hadley & McCloy LLP, where he focused on international project finance and corporate transactions.

Adrian Morris. ***Paul W. Orban***. Mr. Morris Orban has served as our Chief Technology Officer since January 2023 leading our engineering team at EchoStar and its subsidiaries. Mr. Morris' career began at our subsidiary, Hughes Network Systems, in 1982 as an engineer and he served as an Executive Vice President Engineering, and Chief Financial Officer, DISH since December 2023 and is responsible for all aspects of Hughes Network Systems since 2006.

Michelle Pearre. Ms. Pearre DISH Network's finance, accounting, tax, treasury, internal audit and supply chain departments. Mr. Orban has served as our Executive Vice President and Chief Human Resources Financial Officer of DISH Network since 2017. She July 2019 and has had responsibility for Human Resources, Administration, Facilities, Real Estate all aspects of DISH Network's finance, accounting, tax, treasury, internal audit and Physical Security. supply chain departments. Mr. Orban served as Senior Vice President and Chief Accounting Officer from December 2015 to July 2019, Senior Vice President and Corporate Controller from September 2006 to December 2015 and as Vice President and Corporate Controller from September 2003 to September 2006. He also served as EchoStar's Senior Vice President and Corporate Controller from 2008 to 2012 pursuant to a management services agreement between DISH Network and EchoStar. Since joining Hughes DISH Network Systems in 1998, Ms. Pearre 1996, Mr. Orban has held various other positions of increasing responsibility in human resources. our accounting department. Prior to DISH Network, Mr. Orban was an auditor with Arthur Andersen LLP.

Ramesh Ramaswamy. Gary Schanman. Mr. Ramaswamy Schanman has served as our Executive Vice President International and Group President, Video Services since 2021 December 2023 and is responsible for the DISH TV and SLING TV businesses, including product, media sales, marketing and programming. Mr. Schanman previously served as Executive Vice President and Group

President, Video Services for DISH Network since July 2023. Mr. Schanman previously served as Executive Vice President and Group President, SLING TV since April 2022 and has had responsibility for all aspects of the SLING TV business. Prior to EchoStar, Mr. Schanman was our the Founder and President of GB Monday, while also acting as Chief Product and Technology Officer for Common Sense Networks and its kids streaming service, Sensical from July 2020 to April 2022. Prior to that, from March 2014 to March 2020, he served as Senior Vice President International of Spectrum Video Products at Charter Communications.

John W. Swieringa. Mr. Swieringa has served as President of Technology and Chief Operating Officer since 2017. He oversees December 2023 and is responsible for all the technology and operational aspects of our international, mobile satellite business. Mr. Swieringa previously served as the President ofTechnology and Chief

Table Operating Officer ofDISH Network since August 2023. Mr. Swieringa previously served as President and Chief Operating Officer of Contents

EchoStar Global businesses. Mr. Ramaswamy joined Hughes Network Systems in 1985 as a software engineer DISH Network's Wireless business segment from January 2022 to August 2023 and has held positions had responsibility for all operational aspects of increasing DISH Network's Wireless business segment. Mr. Swieringa previously served as Executive Vice President and Chief Operating Officer of DISH Network since December 2017 and as Group President, Retail Wireless since July 2020 and has had responsibility for all aspects of DISH Network's Retail Wireless segment. Mr. Swieringa previously served as Executive Vice President, Operations from

December 2015 to December 2017, as Senior Vice President and Chief Information Officer from March 2014 to December 2015 and as Vice President of Information Technology Customer Applications from March 2010 to March 2014. Mr. Swieringa joined DISH Network in engineering, operations, marketing and sales.

December 2007 serving in our finance department.

There are no arrangements or understandings between any executive officer and any other person pursuant to which any executive officer was selected as such. Pursuant to the Bylaws of EchoStar, executive officers serve at the discretion of the Board of Directors.

ITEM

Item 1A. RISK FACTORS

The risks and uncertainties described below are not the only ones facing us. If any of the following events occur or evolve in a way different than expected, our business, financial condition, results of operation prospects or ability to fund a share or debt repurchase program, invest capital in or otherwise run our business, execute on our strategic plans or return capital to our shareholders could be materially and adversely affected.

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RISKS RELATED TO OUR BUSINESS OPERATIONS

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We may pursue acquisitions, dispositions, capital expenditures,
Risks Related to the development, acquisition and launch of new satellites Integration

Although we expect that the Merger will result in synergies and other strategic initiatives to complement or expand our business, which benefits, those synergies and benefits may not be successful realized in the amounts anticipated, or may not be realized within the anticipated timeframe, or at all, and we risks associated with the foregoing may lose also result from any extended delay in the Integration of the companies.

Our ability to realize the anticipated benefits of the Merger will depend, to a portion or all of our investment.

Our success may depend large extent, on the existence of, and our ability to capitalize integrate our and DISH Network's business in a manner that facilitates growth opportunities and achieves the anticipated benefits. In addition, some of the anticipated synergies are not expected to occur for a significant time period following the completion of the Merger and will require substantial capital expenditures to achieve. There can be no guarantee we will achieve any of these benefits on opportunities the anticipated timeframe or at all.

The combination of two separate companies is complex, costly and time-consuming and may require significant management attention and resources which may divert attention from our business and operations. The failure to acquire meet the challenges involved in combining the two companies and to realize the anticipated benefits of the Merger could, among other things, cause an interruption of, or develop a loss of momentum in, our activities and could adversely affect our results of operations. The overall combination of the two companies may also result in, among other businesses or technologies or partner with things, material unanticipated problems, expenses, liabilities, competitive responses and loss of customer and other companies that business relationships. The difficulties of combining our operations include, among others:

- diversion of management and employee attention to Integration matters;
- difficulties in integrating operations and systems, including, but not limited to, communications systems, administrative and information technology infrastructure, financial reporting and internal control systems;
- challenges in conforming standards, controls, procedures and accounting and other policies, business cultures and compensation structures between the two companies;
- difficulties in integrating employees and teams of the respective businesses and attracting and retaining key personnel;
- challenges in retaining and obtaining customers, suppliers and other commercial relationships;
- difficulties in managing the expanded operations of a larger and more complex company; and
- potential unknown liabilities, adverse consequences and unforeseen increased expenses associated with the Integration.

Many of these factors are outside of our control and any of them could complement, enhance or expand our current business, services or products or that may otherwise offer us growth opportunities. We may pursue a number of strategic initiatives to complement or expand our business. Any such strategic initiatives may involve a high degree of risk, including, but not limited to, the following:

- the risks associated with developing result in lower revenues, higher costs and constructing new satellites;
- the diversion of our management's attention away from our existing business onto a strategic initiative;
- possible adverse effects on our management time and energy, which could materially impact our targets' and partners' business, financial condition or operating and results during the integration process;
- exposure to significant financial losses of operations. In addition, even if the strategic initiatives operations of the companies are integrated successfully, the full benefits of the Merger may not successful;
- be realized, including, among others, the inability to obtain regulatory approvals in synergies, cost savings or sales or growth opportunities that are expected. These benefits may not be achieved within the anticipated time frame or at all; all. As a result, it cannot be assured that the Integration will result in the realization of the full benefits expected from the Merger within the anticipated time frames, or at all.

The market price for shares of our common stock may be affected by factors different from, or in addition to, those that historically affected the market prices of shares of DISH Network Class A Common Stock and EchoStar Class A Common Stock.

Upon consummation of the Merger, DISH Network Class A Stockholders became holders of EchoStar Class A Common Stock. The businesses of DISH Network and its subsidiaries are different from those of EchoStar and its subsidiaries. Accordingly, after the consummation of the Merger, our results of operations are affected by some factors that are different from those that historically affected the results of operations of EchoStar and/or DISH Network. The results of operations of each company may also be affected by factors different from those that currently affect or have historically affected either company.

Competition and Economic Risks

We face intense and increasing competition from providers of video, broadband and/or wireless services, which may require us to further increase subscriber acquisition and retention spending or accept lower subscriber activations and higher subscriber churn.

Our Pay-TV business faces substantial competition from established pay-TV providers and broadband service providers and increasing competition from companies providing/facilitating the delivery of video content via the Internet to computers, televisions, and other streaming and mobile devices, including, but not limited to, wireless service providers. In recent years, the traditional pay-TV industry has matured, and industry consolidation and convergence have created competitors with greater scale and multiple product/service offerings. Some of these services charge nominal or no fees for access to their content, which could adversely affect demand for our Pay-TV services. Moreover, new technologies have been, and will likely continue to be, developed that further increase the number of competitors we face with respect to video services, including, but not limited to, competition from piracy-based video offerings. These developments, among others, have contributed to intense and increasing competition, which we expect to continue.

We face increasing competition from content providers and other companies who distribute video directly to consumers over the Internet. These content providers and other companies, as well as traditional satellite television providers, cable companies and large telecommunication companies, are rapidly increasing their Internet-based video offerings. See *"Item 1. Business – Overview – Competition"* and "*Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Trends in our Pay-TV Segment*" in this Annual Report on Form 10-K for further information.

Mergers and acquisitions, joint ventures and alliances among cable television providers, telecommunications companies, programming providers and others may result in, among other things, greater scale and financial leverage and increase the availability of offerings from providers capable of bundling video, broadband and/or wireless services in competition with our services, and may exacerbate the risks described herein. Such providers may be able to, among other things, utilize their increased leverage over third-party content owners and programmers to withhold online rights from us and reduce the price they pay for programming at the expense of other MVPDs, including us; thwart our ability to compete in the wireless market, by, among other things, refuse to enter into data roaming agreements; underutilize key orbital spectrum resources that could be more efficiently used by us; foreclose or degrade our online video offerings at various points in the broadband pipe; and impose data caps on consumers who access our online video offerings. See "*Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Trends in our Pay-TV Segment – Programming*" in this Annual Report on Form 10-K for further information.

We believe that the availability and extent of programming, including, but not limited to, unique programming services such as foreign language, sports programming and original content, and other value-added services such as access to video via mobile devices, continue to be significant factors in consumers' choice among pay-TV providers. Other pay-TV providers may have more successfully marketed and promoted their programming packages and value-added services and may also be better equipped and have greater resources to increase their programming offerings and value-added services to respond to increasing consumer demand. We may be required to make substantial additional investments in infrastructure to respond to competitive pressure to deliver enhanced programming and other value-added services, and there can be no assurance that we will be able to compete effectively with offerings from other pay-TV providers.

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Furthermore, this increasingly competitive environment may require us to increase subscriber acquisition and retention spending or accept lower subscriber activations and higher subscriber churn. Increasingly, we must seek to attract a greater proportion of new subscribers from our competitors' existing subscriber bases rather than from first-time purchasers of pay-TV services. In addition, because other pay-TV providers may be seeking to attract a greater proportion of their new subscribers from our existing subscriber base, we may be required to increase retention spending and/or provide greater discounts or credits to acquire and retain subscribers who may spend less on our services. Our SLING TV subscribers on average purchase lower-priced programming services than do DISH TV subscribers. Accordingly, an increase in SLING TV subscribers has a negative impact on our Pay-TV average monthly revenue per subscriber ("Pay-TV ARPU").

If our Pay-TV ARPU decreases or does not increase commensurate with increases in programming or other costs, our margins may be reduced and the long-term value of a subscriber would then decrease and could have a material adverse effect on our business, results of operations and financial condition.

In addition, as a result of this increased competitive environment and the maturation of the pay-TV industry, future growth opportunities of our DISH TV business may be limited and our margins may be reduced, which could have a material adverse effect on our business, results of operations and financial condition. Our gross new DISH TV subscriber activations continue to be negatively impacted by stricter subscriber acquisition policies (including, but not limited to, a focus on attaining higher quality subscribers) and increased competitive pressures, including, but not limited to, aggressive marketing, more aggressive retention efforts, bundled discount offers combining broadband, video and/or wireless services and other discounted promotional offers. In addition, we face increased competitive pressures from content providers and other companies who distribute video directly to consumers over the Internet. These content providers and other companies, as well as traditional satellite television providers, cable companies and large telecommunication companies, are rapidly increasing their Internet-based video offerings and direct-to-consumer exclusive and non-exclusive content. There can be no assurance that our gross new DISH TV subscriber activations, net DISH TV subscriber additions, and DISH TV churn rate will not continue to be negatively impacted and that the pace of such negative impact will not accelerate. In the event that our DISH TV subscriber base continues to decline or such decline accelerates, it could have a material adverse effect on our business, results of operations and financial condition.

Changing consumer behavior and new technologies in our Pay-TV business may reduce our subscriber activations and may cause our subscribers to purchase fewer services from us or to cancel our services altogether, resulting in less revenue to us.

New technologies, products and services are driving rapid changes in consumer behavior as consumers seek more control over when, where and how they consume content and access communication services. In particular, through technological advancements and with the large increase in the number of consumers with broadband service, a significant amount of video content has become available through online content providers for users to stream and view on their personal computers, televisions, phones, tablets, video game consoles and other devices, in some cases without a fee required to access the content. While our subscribers can use their traditional video subscription to access mobile programming, an increasing number of subscribers are also using mobile devices as the sole means of viewing video, and an increasing number of non-traditional video providers is developing content and technologies to satisfy that demand. For example, these technological advancements, changes in consumer behavior, and the increasing number of choices available to consumers regarding the means by which consumers obtain video content may cause DISH TV subscribers to disconnect our services ("cord cutting"), downgrade to smaller, less expensive programming packages ("cord shaving") or elect to purchase through online content providers a certain portion of the services that they would have historically purchased from us.

These technological advancements and changes in consumer behavior and/or our failure to effectively anticipate or adapt to such changes, could reduce our gross new Pay-TV subscriber activations and increase our subscriber churn rate and could have a material adverse effect on our business, results of operations and financial condition.

New technologies could also create new competitors for us. For instance, we face increasing consumer demand for the delivery of digital video services via the Internet. We expect to continue to face increased competition from companies who use the Internet to deliver digital video services as the speed and quality of broadband and wireless networks continue to improve.

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We face certain risks competing in the wireless services industry and operating a facilities-based wireless services business.

As a result of certain acquisitions we have entered the retail wireless business. We have made substantial investments to acquire certain wireless spectrum licenses. We plan to commercialize our Wireless spectrum licenses through the completion of our 5G Network Deployment. A Wireless services business presents certain risks.

Any of the following risks, among others, may have a material adverse effect on our future business, results of operations and financial condition.

- ***The wireless services industry is dominated by incumbents***. We have limited experience in the wireless services industry, which is an industry with increasing subscriber demands for data services that require increasing capital resources to maintain a robust network. The wireless services industry has incumbent and established competitors such as Verizon, AT&T and T-Mobile with substantial market share. These companies have, among other things, greater financial, marketing and other resources than us, and have existing cost and operational advantages that we lack. Market saturation is expected to continue to cause subscriber growth rates in the wireless services industry to moderate in comparison to historical growth rates, leading to increased competition for subscribers. As the industry matures, competitors increasingly must seek to attract a greater proportion of new subscribers from each other's existing subscriber bases rather than from first-time purchasers of wireless services. Furthermore, the cost of attracting a new subscriber is generally higher than the cost associated with complying retaining an existing subscriber. In addition, we face increasing competition from wireless telecommunications providers who offer mobile video offerings or partner with regulations applicable others to create bundled offerings. Wireless mobile video offerings have become more prevalent in the acquired marketplace as wireless telecommunications providers have expanded the fifth generation of wireless communications. As previously noted, mergers and acquisitions, joint ventures and alliances among cable television providers, telecommunications companies, programming providers and others may result in, among other things, greater scale and financial leverage and increase the availability of offerings from providers capable of bundling video, broadband and/or developed wireless services in competition with our services. Such companies may be able to, among other things, pressure third-party content owners and programmers to withhold online rights from us; utilize their increased leverage over third-party content owners and programmers to reduce the price they pay for programming at the expense of other MVPDs, including us; thwart our ability to compete in the wireless market, by, among other things, refusing to enter into data roaming agreements with us; foreclose or degrade our online video offerings at various points in the broadband pipe; and impose data caps on consumers who access our online video offerings. See *"Item 1. Business – Overview – Business Strategy – Retail Wireless"* and *"Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Wireless – Retail Wireless"* in this Annual Report on Form 10-K for further information.

- ***Our ability to compete effectively in the wireless services industry is dependent on a number of factors.*** Our ability to compete effectively in the wireless services industry depends on, among other things, our network quality, capacity and coverage; the pricing of our products and services; the quality of subscriber service; our development of new and enhanced products and services; the reach and quality of our sales and distribution channels; our ability to predict and adapt to future changes in technologies and changes in consumer demands; and our capital resources. It also depends on how successfully we anticipate and respond to various competitive factors affecting the industry, including, among others, new technologies and business or technologies models, products and services that may be introduced by competitors, changes in consumer preferences, the demand for and usage of data, video and other voice and non-voice services, demographic trends, economic conditions, and discount pricing and other strategies that may be implemented by competitors. It may be difficult for us to differentiate our products and services from other competitors in the industry, which may cause us limit our ability to incur substantial expenses;

- the disruption of relationships with employees, vendors or customers; attract and
- the risks associated with foreign retain subscribers. Our success also may depend on our ability to access and international operations and/or investments or dispositions.

New strategic initiatives may require the commitment of significant capital that would otherwise have been directed deploy adequate spectrum, deploy new technologies and offer attractive products and services to investments in our existing businesses or distributed to shareholders.

We subscribers. For example, we may not be able to successfully develop obtain and execute offer certain technologies, features or services that are subject to competitor patents or other exclusive arrangements. Our success and financial results also depend on, among other factors, our S-band ability to achieve a lower cost structure in our 5G Network Deployment and commercialization of our network. As we complete our 5G Network Deployment and transition a portion of our business strategy to a MNO from an MVNO, our results of

operations and financial performance will depend in part on our ability to offer wireless services more cost effectively than we are able to do so through the use of our current MVNO agreements.

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- ***We depend on certain third parties to provide us with infrastructure and products and services***. We depend on various key suppliers and vendors to provide us, directly or through other suppliers, with infrastructure, equipment and services, such as switch and network equipment, handsets and other devices and equipment that we would need in order to operate a wireless services business and provide products and services to our subscribers. For example, handset and other device suppliers often rely on one vendor for the manufacture and supply of critical components, such as chipsets, used in their devices. If these suppliers or vendors fail to provide equipment or services on a timely basis, or at all, or fail to meet performance expectations, we may be unable to provide products and services as and when expected by our subscribers. Any difficulties experienced with these suppliers and vendors could result in additional expense and/or delays in operating our Wireless services. Our efforts involve significant expense and require strategic management decisions on, and timely implementation of, among other things, equipment choices, network deployment and management, and service offerings. In addition, these suppliers and vendors may also be subject to litigation with respect to technology on which we depend, including, but not limited to, litigation involving claims of patent infringement. In addition, our 5G Network Deployment utilizes an O-RAN architecture, which is designed to, among other things, incorporate components sourced from various third-party suppliers. Generally, these third-party suppliers do not ensure that their products will integrate with components provided by other third-party suppliers. As a result, we generally serve as the overall system integrator. Failure of these products to, among other things, effectively interoperate with one another could adversely affect our financial performance, including, but not limited to, our ability to complete our 5G Network Deployment on a cost-effective or timely basis or at all.

- ***Wireless services and our Wireless spectrum licenses are subject to government regulation.*** Wireless services and our Wireless spectrum licenses are subject to regulation by the FCC and other federal, state and local, as well as international, governmental authorities. These governmental authorities could adopt regulations or take other actions that would adversely affect our business prospects, making it more difficult and/or expensive to complete our 5G Network Deployment and to further commercialize our Wireless spectrum licenses or acquire additional licenses. The licensing, construction, operation, sale and interconnection arrangements of wireless telecommunications systems are regulated by the FCC and, depending on the jurisdiction, other federal and international, state and local regulatory agencies. In particular, the FCC imposes significant regulation on licensees of wireless spectrum with respect to, among other things, how radio spectrum is used by licensees, the nature of the services that licensees may offer and how the services may be offered, and resolution of issues of interference between spectrum bands. The FCC grants wireless licenses for terms of generally 10-12 years that are subject to renewal or revocation based on certain factors depending on the license including, among others, public interest considerations, level and quality of services and/or operations provided by the licensee, frequency and duration of any interruptions or outages of services and/or operations provided by the licensee, and the extent to which service is provided to, and/or operation is provided in, rural areas and tribal lands. There can be no assurances that our Wireless spectrum licenses will be renewed or that we will be able to obtain additional licenses. Failure to comply with FCC requirements in a given license area could result in revocation of the license for that license area. In addition, the FCC uses its transactional "spectrum screen" to identify prospective wireless transactions that may require additional competitive scrutiny. If a proposed transaction would exceed the spectrum screen threshold, the FCC undertakes a more detailed analysis of relevant market conditions in the impacted geographic areas to determine whether the transaction would reduce competition without offsetting public benefits. If a proposed spectrum acquisition exceeds the spectrum screen trigger, such additional review could extend the duration of the regulatory review process and there can be no assurance that such proposed spectrum acquisition would ultimately be completed, in whole or in part.

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Our pay-TV competitors may be able to leverage their relationships with programmers to reduce their programming costs and/or offer exclusive content that will place them at a competitive advantage to us.

The cost of programming represents the largest percentage of our overall Pay-TV costs. Certain of our competitors own directly, partner with, and/or are affiliated with companies that own programming content that may enable them to obtain lower programming costs or offer exclusive programming that may be attractive to prospective subscribers. Unlike our larger cable and satellite competitors, some of which also provide internet or broadband based pay-TV services, we have not made significant investments in programming providers. In addition, certain programmers have begun offering a greater amount of their content on a direct-to-consumer basis, including, but not limited to, exclusive and non-exclusive content. As a result, it may be more difficult for us to obtain access to such programming networks on nondiscriminatory and fair terms, or at all. See "*Item 1. Business – Government Regulations – FCC Regulations Governing our Pay-TV Operations – Cable Act and Program Access*" in this Annual Report on Form 10-K for further information.

Through the MNSA and the NSA, we depend on T-Mobile and AT&T to provide network services to our Wireless subscribers. Our failure to effectively manage these relationships, including without

limitation, our minimum commitments, any system failure in their wireless networks, interruption in the services provided to us, and/or the termination of the MNSA or the NSA could have a material adverse effect on our business, financial condition and results of operations.

In July 2021, we entered into the NSA with AT&T to provide us with wireless network services. Under the NSA, we expect AT&T will become our primary network services provider. In addition, under the NSA, we have committed to activate on AT&T a minimum percentage of certain of our Wireless subscribers and to utilize AT&T's network for a minimum specified percentage of our domestic roaming data usage. We have agreed to pay AT&T at least $5 billion over the course of the 10-year term of the NSA, subject to certain terms and conditions. In 2020 in connection with the Asset Purchase Agreement, we entered into a master network services agreement with T-Mobile to provide us with wireless network services for a period of seven years (the "Prior MNSA"). In June 2022, we and T-Mobile entered into the MNSA, which amended the Prior MNSA. Under the MNSA, we agreed to a minimum purchase commitment to T-Mobile of $3.3 billion over the course of the MNSA, subject to certain terms and conditions.

As a result, failure to meet the minimum commitments to AT&T or T-Mobile could have a material adverse effect on our business, financial condition and results of operations. For example, failure to meet our minimum commitments would result in, among other things, the acceleration of financial commitments and potential termination of the NSA or the MNSA, respectively.

As we continue our 5G Network Deployment, we currently depend on T-Mobile and AT&T to provide us with network services pursuant to the MNSA and the NSA, respectively, to offer Retail Wireless services. We rely on T-Mobile and AT&T to, among other things, maintain their wireless facilities and government authorizations and to comply with government policies and regulations. If T-Mobile or AT&T fails to do so, our subscriber activations and churn rate could be negatively impacted, which in turn could have a material adverse effect on our business, financial condition and results of operations. As a result, failure to manage these relationships, including, but not limited to, effectively activating subscribers on the optimal network, transitioning subscribers to a different network, managing the existing subscriber base and vendor relationships and meeting certain minimum commitments could have a material adverse effect on our business, financial condition and results of operations.

In the event that a termination under the NSA or the MNSA were to occur, our Wireless subscribers may need to obtain a new device, a new SIM card or receive a software update to continue receiving Wireless services from us. These required measures would cause significant disruption to our Wireless subscriber base which could materially result in, among other things, a significant increase in our churn rate. A termination of either the NSA or the MNSA, respectively, could result in significant financial and operational challenges to mitigate such termination, and there can be no assurances that any attempts to mitigate a termination event would be successful on an acceptable timeframe or at all.

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We compete with the MNOs whose networks we rely on to provide wireless services to our customers, and they may seek to limit, reduce or terminate our network access to the extent that it becomes competitively advantageous to do so.

We are able to offer wireless services to our customers through the 5G Network, and through our existing agreements with AT&T and T-Mobile, both of whom are competitors of ours. While our agreements with AT&T and T-Mobile currently have ten and seven-year terms from the date of signing, respectively, to the extent that either network service provider experiences, among other things, network capacity challenges, it is possible that our subscribers could be de-prioritized for access to those networks. Further, AT&T and/or T-Mobile may decide not to renew their agreements with us at acceptable rates, or at all. Any reduction in, or loss of, access to those networks in the future could significantly impact our ability to provide services to our subscribers and in turn have a material adverse effect on our business, financial condition and results of operations.

Changes in how network operators handle and charge for access to data that travels across their networks could

adversely impact our Pay-TV business.

With respect to our Pay-TV business, we rely upon the ability of consumers to access our SLING TV services and certain DISH TV functionality through the Internet. If network operators block, restrict, slow-down or throttle or otherwise impair access to our services over their networks, our business could be negatively affected. To the extent that network operators implement usage-based pricing including, but not limited to, meaningful bandwidth caps, or otherwise try to monetize access to their networks by data providers, we could incur greater operating expenses and our SLING TV subscriber count could be negatively impacted. Furthermore, to the extent network operators create tiers of Internet access service and either charge us for or prohibit us from being available through these tiers, our SLING TV business could be negatively impacted.

In addition, many network operators that provide consumers with broadband service also provide these consumers with video programming, and these network operators may have an incentive to use their network infrastructure in a manner adverse to our continued growth and success. These risks may be exacerbated to the extent network operators are able to provide preferential treatment to their data, including, for example, by offering wireless subscribers access to owned video content over the Internet without counting against a subscriber’s monthly data caps, which may give an unfair advantage to the network operator’s own video content.

We cannot predict with any certainty the impact to our business that may result from changes in how network operators handle and charge for access to data that travels across their networks.

Economic weakness and uncertainty may adversely affect our ability to grow or maintain our business.

Our ability to grow or maintain our business may be adversely affected by economic weakness and uncertainty, which could result in the following:

- ***Fewer subscriber activations and increased subscriber churn rate.*** We could face fewer subscriber activations and increased subscriber churn rate due to, among other things: (i) certain economic factors that impact consumers, including, among others, inflation, rising interest rates, a potential downturn in the housing market in the United States (including a decline in housing starts) and higher unemployment, which could lead to a lack of consumer confidence and lower discretionary spending; (ii) increased price competition for our products and services; and (iii) the potential loss of independent third-party retailers, who generate a meaningful percentage of our gross new DISH TV and Wireless subscriber activations, because many of them are small businesses that are more susceptible to the negative effects of economic weakness. In particular, our DISH TV churn rate and Wireless churn rate may increase with respect to subscribers who purchase our lower tier programming packages and Retail Wireless services, and who may be more sensitive to economic weakness, including, among others, our pay-in-advance subscribers.
- ***Higher subscriber acquisition and retention costs***. Our profits may be adversely affected by increased subscriber acquisition and retention costs necessary to attract and retain high-quality subscribers during a period of economic weakness.

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We are also subject to inflationary cost pressures, and if inflation continues or worsens, it could negatively impact us by increasing, among other things, our operating expenses. Inflation may lead to cost increases in multiple areas across our business, for example, rises in the prices of raw materials and manufactured goods, increased energy rates, as well as increased wage pressures and other expenses related to our labor, programming and other costs. While we attempt to increase our revenue and our business.

Our future revenue and business growth partially depends on the successful development and execution of our S-band strategy. We may not be able to maintain or further develop our existing S-band spectrum rights. Additionally, offset increases in order to successfully develop and execute our S-band strategy, we will likely need to reach collaborative agreements with other relevant players in the S-band eco-system. We may not be able to reach such agreements with some of the relevant players, or at all, or may not be able to agree on economic terms that would provide the desired economic benefits to the Company. In addition, costs, there can be is no assurance that even if we are able to successfully develop our S-band strategy, we will be able to attract and retain do so on an acceptable timeline or at all. Therefore, costs could rise faster than associated revenue, thereby resulting in a customer base sufficiently large to be profitable. If we do not execute negative impact on our S-band business strategy as planned, our business and operating results, could be materially adversely affected.

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cash flows and liquidity.

We are facing increasing competition which could impact demand for, and result in increasing pricing pressures with respect to, our products and services.

Our business Broadband and Satellite Services segment operates in an intensely competitive, consumer- and enterprise-driven and rapidly changing environment and competes with a growing number of companies that provide similar products and services to consumer and enterprise customers. There can be no assurance that we will be able to effectively compete against our competitors due to, among other factors, their significant resources and operating history. Material competitive risks to our business include, but are not limited to, the following:

- Competition from new or different technology compared to our offerings;
- Competition from existing or new competitors entering the same markets we serve;
- Government funding for competing products and services, reducing demand for our products and services; and
- Competitive pressures to provide enhanced functionality for the same or lower price with each new generation of technology.

- Competition from existing or new competitors entering the same markets we serve;
- Government funding for competing products and services, reducing demand for our products and services; and
- Competitive pressures to provide enhanced functionality for the same or lower price with each new generation of technology.

Our business will be negatively impacted if we fail to adequately anticipate our satellite capacity needs or are unable to obtain satellite capacity.

We have made substantial contractual commitments for satellite capacity based on our existing customer contracts and backlog. If our existing customer contracts were to be terminated prior to their respective expiration dates, we may have insufficient revenue to cover our satellite capacity costs. On the other hand, we may not have sufficient satellite capacity available to meet increases in demand and we may not be able to quickly or easily adjust our capacity to such changes in demand. At present, until the launch and operation of additional satellites that our systems can utilize, there is limited additional capacity in North America and in certain areas of Latin America, including within our own fleet of satellites, which could materially and adversely affect our ability to provide services to customers and grow our revenue and business. Our business could be adversely affected if we are not able to renew our capacity leases at economically viable rates, or if sufficient capacity is not available to us.

We are dependent upon third-party providers for components, manufacturing, installation services and customer support services, and our results of operations may be materially adversely affected if any of these third-party providers fail to appropriately deliver the contracted goods or services.

Our dependence upon third-party providers causes certain risks to our business, including the following:

- ***Components***. A limited number of suppliers manufacture, and in some cases a single supplier manufactures, some of the key components required to build our products. We do not generally maintain long-term agreements with our suppliers or subcontractors for our products. If we change or lose suppliers, we could experience a delay in manufacturing our products. In addition, if either our current suppliers or any new suppliers increase prices beyond what we currently pay, we may be unable to produce our products at competitive prices and we may be unable to satisfy demand from our customers.
- ***Commodity Price Risk***. Fluctuations in pricing of raw materials can affect our product costs and we may not be able to pass on the increased costs to our customers. Additionally, we are seeing increasing inflationary price pressure and where we have fixed-price customer contracts, we may have to absorb the increased costs.
- ***Manufacturing***. While we develop and manufacture prototypes for certain of our products, we use contract manufacturers to produce a portion of our hardware. If these contract manufacturers fail to provide products that meet our specifications in a timely manner or at all, our business could be adversely impacted.
- ***Installation, customer support, and other services***. Some of our

products and services utilize a network of third-party service providers. The costs incurred for these services may increase due to a shortage of experienced workers and higher salaries required to recruit and retain a skilled third-party workforce. A decline in levels of service or attention to the needs of our customers could adversely affect our reputation,

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renewal rates and ability to win and retain customers. In addition, if the agreements for the provision of these services are terminated or not renewed, we could face difficulties replacing these service providers.

Our foreign operations and investments expose us to risks and restrictions not present in our domestic operations.

Our sales outside the U.S. accounted for 23.7%, 21.4% and 19.6% of our revenue for the years ended December 31, 2022, 2021 and 2020, respectively. We expect our foreign operations to represent a significant and growing portion of our business. Our foreign operations involve varying degrees of risk and uncertainties inherent in doing business abroad. Such risks include:

- ***Complications in complying with restrictions on foreign ownership and investment and limitations on repatriation of earnings.*** We may not be permitted to be the sole owner of our operations in some countries and may have to enter into partnership or joint venture relationships. Many foreign legal regimes and/or our contractual arrangements restrict our repatriation of earnings to the U.S. from our subsidiaries and joint venture entities. Applicable law in such foreign countries may also limit our ability to distribute or access our assets or offer our products and services in certain circumstances. In such event, we will not have unrestricted access to the cash flow and assets of our subsidiaries and joint ventures.

- ***Regulatory restrictions***. Satellite market access, landing rights and terrestrial wireless rights are dependent on the national regulations established by foreign governments and international non-governmental bodies. Non-compliance with these requirements may result in the loss of the authorizations and licenses to conduct business in these countries, as well as fines, penalties, or other sanctions.
- ***Financial and legal constraints and obligations***. Operating pursuant to foreign licenses subjects us to certain financial constraints and obligations, including, but not limited to: (a) tax liabilities that may or may not be dependent on revenue; (b) the regulatory requirements associated with maintaining such licenses, which may be subject to interpretation by foreign courts and regulatory bodies; (c) the burden of creating and maintaining additional entities, branches, facilities and/or staffing in foreign jurisdictions; and (d) regulations requiring

that we make certain satellite capacity available for “free” or available at reduced rates.

- ***Compliance with applicable export control laws and regulations in the U.S. and other countries***. We must comply with all applicable export control and trade sanctions laws and regulations of the U.S. and other countries. A violation any export or trade-related regulations could materially adversely affect our business.
- ***Changes in exchange rates between foreign currencies and the U.S. dollar***. Fluctuations in currency exchange rates, recessions and currency devaluations have affected, and may in the future affect, revenue, profits and cash earned from our international businesses.
- ***Regulations may favor state-owned enterprises or local service providers***. Many of the countries in which we conduct business have traditionally had state-owned or state-granted monopolies on telecommunications services that favor an incumbent service provider. We face competition from these favored and entrenched companies in countries that have not liberalized.

We may not be able to generate cash to meet our debt service needs or fund our operations.

As of December 31, 2022, our total indebtedness was $1.5 billion. Our ability to make payments on or to refinance our indebtedness and to fund our operations will depend on our ability to generate cash in the future. If we are unable to generate sufficient cash, take advantage of technological developments on a timely basis, or at all, we may be forced experience a decline in demand for our services or face challenges in implementing or evolving our business strategy.

In order to take actions such as revising or delaying our strategic plans, reducing or delaying capital expenditures and/or the development, design, acquisition grow and construction of new satellites, selling assets, restructuring or refinancing our debt or seeking additional equity capital. We may remain competitive, we will need to adapt to changes in available technology, including, but not be able limited to, implement any of these actions on satisfactory terms, or at all.

Covenants artificial intelligence and machine learning, continually invest in our indentures restrict 5G Network Deployment, increase 5G Network capacity, enhance our business in many ways.
The indentures governing the Hughes Satellite Systems Corporation ("HSSC") 5.250% Senior Secured Notes due August 1, 2026 existing service offerings and 6.625% Senior Unsecured Notes due August 1, 2026 contain various covenants, introduce new offerings to meet our current and potential subscribers' changing service demands. Enhancing our 5G Network, including, but not limited to, our ongoing 5G Network Deployment, is subject to certain exceptions, that limit HSSC's ability and/or certain of its subsidiaries' ability risks related to, among other things:

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- incur additional debt;
- pay dividends or make distributions on HSSC's capital stock or repurchase HSSC's capital stock;
- allow things, equipment choices, network

deployment and management, and service offerings. In addition, our 5G Network Deployment utilizes an O-RAN architecture, which is designed to, exist certain restrictions on such subsidiaries' ability to pay dividends, make distributions, make among other payments, or transfer assets; things, incorporate components sourced from various third-party suppliers. Generally, these third-party suppliers do not ensure that their products will integrate with components provided by other third-party suppliers. Therefore, we generally serve as the overall system integrator.

make certain investments;

- create liens or enter into sale

As a result, adopting new and

leaseback transactions;

- enter into transactions with affiliates;
- merge or consolidate with another company; and
- transfer and sell assets.

Failure to comply with these and certain other financial covenants, if not cured or waived, sophisticated technologies may result in implementation issues, such as scheduling and supplier delays, unexpected or increased costs, technological constraints, regulatory permitting issues, actual or perceived subscriber dissatisfaction and other issues that could cause delays in launching new technological capabilities, which in turn could result in significant costs or reduce the anticipated benefits of the upgrades. If our new services fail to retain or gain acceptance in the marketplace or if costs associated with these services are higher than anticipated, this could have a material adverse effect on our operating results.

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Operational and Service Delivery Risks

Any deterioration in our operational performance and subscriber satisfaction could adversely affect our business, financial condition and results of operations.

If our operational performance and subscriber satisfaction with respect to our Pay-TV, Wireless, and/or Broadband and Satellite Services businesses were to deteriorate, we may experience a decrease in subscriber activations and an event of default under the indentures, increase in our subscriber churn rate, which could have a material adverse effect on our business, financial condition and results of operations. To improve our operational performance, we continue to make investments in staffing, training, information systems and other initiatives, primarily in our call center and in-home service operations, and our Broadband and Satellite Service and Retail Wireless business operations. These investments are intended to, among other things, help combat inefficiencies introduced by the increasing complexity of our business, improve subscriber satisfaction, reduce subscriber churn, increase productivity and allow us to scale better over the long run. We cannot, however, be certain that our spending will ultimately be successful in improving our operational performance, and if unsuccessful, we may have to incur higher costs to improve our operational performance. While we believe that such costs will be outweighed by longer-term benefits, there can be no assurance when or prospects. if we will realize these benefits at all.

If certain events our subscriber activations decrease, or if our subscriber churn rate, subscriber acquisition costs or retention costs increase, our financial performance will be adversely affected.

We may incur increased costs to acquire new subscribers and retain existing subscribers to same or all of default occur our Pay-TV, Wireless or Broadband and are continuing under the respective indenture, the trustee under that indenture or the requisite holders of the notes under that indenture may declare all such notes Satellite Services businesses. For example, with respect to our Pay-TV business, our gross new DISH TV subscriber activations, net DISH TV subscriber additions, and DISH TV churn rate continue to be immediately due negatively impacted by stricter subscriber acquisition and payable retention policies for our DISH TV subscribers. Retention costs with respect to our DISH TV services may be driven higher by, among other things, increased upgrades of existing subscribers' equipment.

Although we expect to continue to incur expenses, such as providing retention credits and other subscriber acquisition and retention expenses, to attract and retain subscribers there can be no assurance that our efforts will generate new subscribers or result in a lower churn rate.

For our Retail Wireless business, we are currently in the case process of the indenture governing integrating our secured notes, could proceed against the collateral Retail Wireless operations and making certain operational changes to enhance profitability. We are working to ensure that secures the secured notes. If certain subscribers we acquire and retain are profitable under our MVNO economics. As an example, certain subscribers that use high amounts of data may be profitable for a MNO but are not profitable under a MVNO. This has caused our net Wireless subscriber additions to be negatively impacted. In addition, as we transition from a MVNO to a MNO, our subscriber acquisition costs may increase due to, among other events of default occur, the indentures factors, certain differences between prepaid and postpaid subscribers.

Although we expect to continue to incur expenses, such as providing retention credits and other subscriber acquisition and retention expenses, including, but not limited to, devices subsidy and upgrade discounts, to attract and retain subscribers, there can be no assurance that our efforts will become immediately due generate new subscribers or result in a lower churn rate. Our subscriber acquisition costs and payable. Certain of our subsidiaries have pledged a significant portion of our assets as collateral subscriber retention costs can vary significantly from period to secure the 5.250% Senior Secured Notes due August 1, 2026.

A natural disaster could diminish our ability to provide service period and can cause material variability to our customers. net income (loss) and free cash flow. Any material increase in subscriber acquisition or retention costs from current levels could have a

material adverse effect on our business, financial condition and results of operations.

Natural disasters could damage or destroy our ground
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str service a ur other or our vendors’ infrastructure, equipment and facilities, resulting in a disruption

With respect to our customers, Pay-TV business, programming expenses are increasing, which may adversely affect our business. future financial condition and results of operations.

Our programming costs represent a significant component of our total expense and we expect these costs to continue to increase on a per subscriber basis. The pay-TV industry has continued to experience an increase in the cost of programming, especially local broadcast channels and sports programming. In addition, certain programming costs are rising at a much faster rate than wages or inflation. These factors may be exacerbated by, among other factors, the increasing trend of consolidation in the media industry, partnerships between companies that offer pay-TV services and programmers and increased direct-to-consumer offerings of both exclusive and non-exclusive content, which may further increase our programming expenses. Our ability to compete successfully will depend, among other things, on our ability to continue to obtain desirable programming and deliver it to our subscribers at competitive prices.

In addition, increases in programming costs cause us to increase the rates that we charge our Pay-TV subscribers, which could in turn cause our existing Pay-TV subscribers to disconnect service. Therefore, we may be unable to pass increased programming costs on to our subscribers, which could have a material adverse effect on our business, financial condition and results of operations.

We depend on others to provide the programming that we offer to our Pay-TV subscribers and, if we fail to obtain or lose access to certain programming, our Pay-TV subscriber activations and our subscriber churn rate may be negatively impacted.

We depend on certain third parties to provide us with programming services. Our programming agreements have remaining terms ranging from less than one to up to several years and contain various renewal, expiration and/or termination provisions. We may not be able to renew these agreements on acceptable terms or at all, and these agreements may be terminated prior to expiration of their original terms. In addition, our ability to provide services under these agreements and negotiate acceptable terms depends on, among other things, the number of Pay-TV subscribers we have, our actual, perceived or anticipated financial condition and our negotiating power against each programmer, which can vary depending on the size and scale of such programmer.

Negotiations over programming carriage contracts are generally contentious, and certain programmers have, in the past, limited our access to their programming in connection with those negotiations and the scheduled expiration of their programming carriage contracts with us. In recent years, our net Pay-TV subscriber additions have been negatively impacted as a result of programming interruptions and threatened programming interruptions in connection with the scheduled expiration of programming carriage contracts with content providers. In addition, certain content providers have begun making a greater percentage of their content available as a stand-alone product available direct-to-consumer and acceleration of this trend may result in lower net Pay-TV subscriber additions, higher net Pay-TV subscriber losses and increased DISH TV churn rate.

We cannot predict with any certainty the impact to our net Pay-TV subscriber additions, gross new DISH TV subscriber activations, and DISH TV churn rate resulting from programming interruptions or threatened programming interruptions that may occur in the future. As a result, we may at times suffer from periods of lower net Pay-TV subscriber additions or higher net Pay-TV subscriber losses.

We typically have a few programming contracts with major content providers up for renewal each year and if we are unable to renew any of these agreements on acceptable terms or at all, or the other parties terminate the agreements, there can be no assurance that we would be able to obtain substitute programming, or that such substitute programming would be comparable in quality or cost to our existing programming. In addition, failure to obtain access to certain programming or loss of access to programming, particularly programming provided by major content providers and/or programming popular with our subscribers, could have a material adverse effect on our business, financial condition and results of operations, including, among other things, our net Pay-TV subscriber additions.

Our programming signals in our Pay-TV business are subject to theft, and we are vulnerable to other forms of fraud that could require significant expenditures to remedy. Increases in theft of our signal or our competitors' signals could, in addition to reducing gross new DISH TV subscriber activations, also cause our DISH TV churn rate to increase.

RISKS RELATED TO OUR HUMAN CAPITAL

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We may not be able to obtain necessary retransmission consent agreements at acceptable rates, or at all, from local network stations.

The Copyright Act generally gives satellite companies a statutory copyright license to retransmit local broadcast channels by satellite back into the market from which they originated, subject to obtaining the retransmission consent of local broadcast television stations that do not elect "must carry" status, as required by the Communications Act. If we fail to reach retransmission consent agreements with such broadcasters, we cannot carry their signals. This could have an adverse effect on our strategy to compete with cable and other satellite companies that provide local signals. While we have generally been able to reach retransmission consent agreements with most of these local network stations, from time to time there are stations with which we have not been able to reach an agreement, resulting in the removal of their channels primarily from our DISH TV lineup. There can be no assurance that we will secure these agreements or that we will secure new agreements on acceptable terms, or at all, upon the expiration of our current retransmission consent agreements, some of which are short-term.

In recent years, national broadcasters have used their ownership of certain local broadcast stations to require us to carry additional cable programming in exchange for retransmission consent of their local broadcast stations. These requirements may place constraints on available capacity on our satellites for other programming. Furthermore, the rates we are charged for retransmitting local channels have been increasing substantially and may exceed our ability to increase our prices to our subscribers, which could have a material adverse effect on our business, financial condition and results of operations.

We have limited satellite capacity and failures or reduced capacity could adversely affect our business, financial condition and results of operations.

Operation of our Pay-TV and Broadband and Satellite Services businesses requires that we have adequate satellite transmission capacity for the programming and services we offer. While we generally have had in-orbit satellite capacity sufficient to transmit our existing channels and provide satellite internet coverage and some backup capacity to recover the transmission of certain critical programming and coverage, our backup capacity is limited.

Our ability to earn revenue from our Pay-TV and Broadband and Satellite Services businesses depends on, among other things, the usefulness of our owned and leased satellites, each of which has a limited useful life. A number of factors affect the useful lives of the satellites, including, among other things, the quality of their construction, the durability of their component parts, the ability to continue to maintain proper orbits and control over the satellites' functions, the efficiency of the launch vehicles used, and the remaining on-board fuel following in-orbit insertion. Generally, the minimum design life of each of our owned and leased satellites ranges from 12 to 15 years. We can provide no assurance, however, as to the actual useful lives of any of these satellites. Our operating results could be adversely affected if the useful life of any of our owned or leased satellites was significantly shorter than the minimum design life.

See "*Item 1A. Risk Factors – Risks Related to our Satellites"* in this Annual Report on Form 10-K for further information.

Extreme weather may result in risk of damage to our infrastructure and therefore our ability to provide services, and may lead to changes in federal, state and foreign government regulation, all of which could materially and adversely affect our business, results of operations and financial condition.

Extreme weather has the potential to directly damage our network facilities and other infrastructure and/or disrupt our ability to build and maintain portions of our network, and could potentially disrupt suppliers' ability to, among other things, provide the products and services we require to support our operations. Any such disruption could delay our 5G Network Deployment plans, interrupt service for our customers, increase our costs and have a negative effect on our operating results. The potential physical effects of extreme weather, such as storms, floods, fires, freezing conditions, sea-level rise and other adverse weather events could negatively affect our operations and infrastructure and, as a result, our financial results. Operational impacts resulting from extreme weather, such as, among other things, damage to our network infrastructure, could result in increased costs and loss of revenue. We could be required to incur significant costs to improve the resiliency of our infrastructure and otherwise prepare for, respond to and mitigate such weather events. It is impossible to accurately predict the materiality of any potential losses or costs associated with extreme weather.

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Our failure to effectively invest in, introduce, and implement new competitive products and services could cause our products and services to become obsolete and could negatively impact our business.

Technology in the pay-TV, wireless and broadband and satellite services industries changes rapidly as new technologies are developed, which could cause our products and services to become obsolete. We and our suppliers may not be able to keep pace with technological developments. Our operating results are dependent to a significant extent upon our ability to continue to introduce new products and services, to upgrade existing products and services on a timely basis, and to reduce costs of our existing products and services. We may not be able to successfully identify new product or service opportunities or develop and market these opportunities in a timely or cost-effective manner.

The research and development of new, technologically advanced products is a complex and uncertain process requiring high levels of innovation and investment. The success of new product and service development depends on many factors, including among others, the following:

- the difficulties and delays in the development, production, timely completion, testing and marketing of products and services;
- the cost of the products and services;
- the proper identification of subscriber need and subscriber acceptance of products and services;
- the development of, approval of and compliance with industry standards;
- the amount of resources we must devote to the development of new technologies; and
- the ability to differentiate our products and services and compete with other companies in the same markets.

If the new technologies on which we focus our research and development investments fail to achieve acceptance in the marketplace, our competitive position could be negatively impacted, causing a reduction in our revenues and earnings. For example, our competitors could use proprietary technologies that are perceived by the market as being superior. In addition, delays in the delivery of components or other unforeseen problems associated with our technology may occur that could materially and adversely affect our ability to generate revenue, offer new products and services and remain competitive. Furthermore, after we have incurred substantial costs, one or more of the products or services under our development, or under development by one or more of our strategic partners, could become obsolete prior to it being widely adopted.

If our products and services are not competitive, our business could suffer and our financial performance could be negatively impacted. Our products and services may also experience quality problems, including, but not limited to, outages and service slowdowns, from time to time. If the quality of our products and services does not meet our subscribers' expectations, then our business, and ultimately our reputation, could be negatively impacted.

We rely on a single vendor or a limited number of vendors to provide certain key products or services to us, and the inability of these key vendors to meet our needs could have a material adverse effect on our business.

Historically, we have contracted with and rely on a single vendor or a limited number of vendors to provide certain key products or services to us such as information technology support, billing systems, security access devices, and many components that we provide to subscribers in order to deliver services from our Pay-TV, Wireless and Broadband or Satellite Services businesses. We also rely on a limited number of vendors to supply our wireless devices and wireless network equipment used in connection with our 5G Network Deployment. If these vendors are unable to meet our needs because, among other things, they fail to perform adequately, are no longer in business, are experiencing shortages or supply chain issues or discontinue a certain product or service we need, our business, financial condition and results of operations may be adversely affected.

We have experienced in the past and may continue to experience shortages driven by raw material availability (which may be negatively impacted by, among other things, COVID-19 policies, trade protection policies such as tariffs and or/escalating trade tensions, particularly with countries in Asia), manufacturing capacity, labor shortages, industry allocations, natural disasters, logistical delays and significant changes in the financial or business conditions of its suppliers that negatively impact our operations.

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While alternative sources for these products and services exist, we may not be able to develop these alternative sources quickly and cost-effectively, or at all, which could materially impair our ability to timely deliver our products to our subscribers or operate our business. Furthermore, our vendors may request changes in pricing, payment terms or other contractual obligations between the parties, which could require us to make substantial additional investments.

We depend on independent third parties to solicit orders for our services that represent a meaningful percentage of our total gross new subscriber activations.

While we offer products and services through direct sales channels, a meaningful percentage of our total gross new subscriber activations are generated through independent third parties such as small retailers, direct marketing groups, local and regional consumer electronics stores, nationwide retailers, and telecommunications companies. Most of our independent third-party retailers are not exclusive to us and some of our independent third-party retailers may favor our competitors' products and services over ours based on the relative financial arrangements associated with marketing our products and services and those of our competitors. Furthermore, most of these independent third-party retailers are significantly smaller than we are and may be more susceptible to economic weaknesses that make it more difficult for them to operate profitably. From time to time, we may adjust the economic terms of agreements with our independent third-party retailers to, among other things, further align our interests with theirs. It may be difficult to better align our interests with our independent third-party retailers because of their capital and liquidity constraints. In addition, any changes we may make may not result in the intended benefits and as a result, negatively affect our operating results. Loss of these relationships could have an adverse effect on our subscriber base and certain of our other key operating metrics because we may not be able to develop comparable alternative distribution channels.

Risks Related to our Human Capital

We rely on highly skilled personnel for our business, and any inability to hire and retain key personnel and the loss of their services or to hire qualified personnel may negatively affect our businesses.

business, financial condition and results of operations.

We believe that our future success depends to a significant extent upon the performance of Mr. Charles W. Ergen, our Chairman, and certain other key executives. The loss of Mr. Ergen or certain other key executives, the ability to effectively provide for the succession of our senior management, or the ability of Mr. Ergen or such other key executives to devote sufficient time and effort to our business businesses could have a material adverse effect on our business, financial condition and results of operations. Although some of our key executives may have agreements relating to their equity compensation that limit their ability to work for or consult with competitors, we generally do not have employment agreements with them. To

In addition, the extent Mr. Ergen is performing services for both DISH

Network and us, his attention may be diverted away from success of the Integration will depend in part on the retention of personnel critical to our business and therefore adversely affect operations due to, for example, their technical skills or management expertise. Competition for qualified personnel can be intense and qualified personnel can be in high demand. Current and prospective employees may experience uncertainty about their future role until strategies regarding these employees are announced or executed, which may impair our business. ability to attract, retain and motivate key management, technical and other personnel following the Merger. If we are unable to attract and retain personnel, including key management, who are critical to the successful Integration and future operations of the companies, we could face, among other risks, disruptions in their operations, loss of existing customers, loss of key information, expertise or know-how and unanticipated additional recruitment and training costs. In addition, the loss of key personnel could diminish the anticipated benefits of the Merger.

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Our business growth and customer retention strategies rely in part on the work of technically skilled employees.

Our response to technological developments depends, to a significant degree, on the work of technically skilled employees. In addition, we have made and will continue to make significant investments in, among other things, research, development and marketing for new products, services, satellites and related technologies, as well as entry into new business areas. Investments in new technologies, satellites and business areas are inherently dependent on these technically skilled employees as well. Competition for the services of such employees has become more intense as demand for these types of employees grows. We compete with other companies for these employees and although we strive to attract, retain, motivate and retain manage these employees, we may not succeed in these respects.Additionally, if we were to lose certain key technically skilled employees, the loss of knowledge and intellectual capital might have an adverse impact on our business.

Table Furthermore, we believe that our Wireless business, including, but not limited to, our ability to complete our 5G Network Deployment, is dependent on our ability to identify, hire, develop, motivate and retain a team of Contents

Restrictions on immigration or increased enforcement highly skilled personnel with knowledge of immigration laws could limit our access the wireless industry. Our Wireless business will be adversely affected if we fail to qualified effectively hire, develop, motivate and retain highly skilled professionals, increase our cost personnel with knowledge of doing business or otherwise disrupt our operations. the wireless industry.

The success of our business is also dependent on our ability to recruit engineers and other professionals, including those who are citizens of other countries.Immigration laws in the U.S. and other countries in which we operate are subject to legislative and regulatory changes, as well as variations in the standards of application and enforcement due to, among other things, political forces and economic conditions.It is difficult to predict the political and economic events that could affect immigration laws, or the restrictive impact they could have on obtaining or renewing work visas for our professionals.If immigration laws are changed or if new and more restrictive government regulations are enacted or increased, our access to qualified and skilled professionals may be limited.

RISKS RELATED TO OUR SATELLITES
Our ability

Risks Related to operate and control our satellites is subject to risks related to DISH Network's operation and third-parties' operation of satellite operations centers.

In September 2019, we transferred our satellite operation centers, which are used to monitor and control our satellites, to DISH Network in connection with our 2019 transfer to DISH of our broadband satellite services and certain related businesses and assets (the "BSS Transaction"). Therefore, we now are subject to the inherent risks of having a related party operate, maintain and manage these satellite operations centers. In addition, certain of our satellites are operated, maintained and managed by third parties.

Satellites

Our owned and leased satellites in orbit are subject to significant operational and environmental risks that could limit our ability to utilize these satellites.

Satellites are subject to significant operational risks while in orbit. These risks include, but are not limited to, malfunctions, commonly referred to as anomalies, which have occurred and may occur in the future in our satellites and the satellites of other operators.Any single anomaly could materially and adversely affect our ability to utilize the satellite.Anomalies may also reduce, among other things, the expected capacity, commercial operation and/or useful life of a satellite, thereby reducing the revenue that could be generated by that satellite, or create additional expenses due to the need to provide replacement or back-up satellites or satellite capacity earlier than planned and could have a material adverse effect on our business.We may not be able to prevent or mitigate the impacts of anomalies in the future.

Meteoroid events, decommissioned satellites, and increased solar activity and other adverse events also pose a potential threat to all in-orbit satellites. We may be required to perform maneuvers to avoid collisions and these maneuvers may prove unsuccessful or could reduce the useful life of the satellite through the expenditure of fuel to perform these maneuvers.

Generally, the minimum design life of each of our satellites is 15 years. We can provide no assurance, however, as to the actual operational lives of our satellites, which may be shorter or longer than their design lives. Our ability to earn revenue depends on the continued operation of our satellites, each of which has a limited useful life.

We generally do not carry in-orbit insurance on our satellites or payloads because we have assessed that the cost of insurance is not economical relative to the risk of failures.If one or more of our in-orbit uninsured satellites or payloads fail, we could be required to record significant impairment charges for the satellite or payload.

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Our satellites under construction including the EchoStar XXIV satellite, are subject to risks related to, among other things, construction, technology, regulations and launch that could limit our ability to utilize these satellites, increase costs and adversely affect our business.

Satellite construction and launch are subject to significant risks, including, but not limited to, manufacturing and delivery delays, anomalies, launch failure and incorrect orbital placement. The technologies in our satellite designs are very complex and difficulties in constructing our designs could result in delays in the deployment of our satellites or

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increased or unanticipated costs. For example, we have seen delays in the delivery calendar for EchoStar XXIV. There can be no assurance that the technologies in our existing satellites or in new satellites that we design, acquire and build will work as we expect, will not become obsolete, that we will realize any or all of the anticipated benefits of our satellite designs or our new satellites, and/or that we will obtain all regulatory approvals required to operate our new or acquired satellites. satellites on an acceptable timeline or at all. Launch anomalies and failures can result in significant delays in the deployment of satellites because of the need both to construct replacement satellites, which can take significant amounts of time, and to obtain other launch opportunities. Such significant delays have and could in the future materially affect, among other things, our business, our ability to meet regulatory or contractual required milestones, the availability and our use of other or replacement satellite resources and our ability to provide services to customers. In addition, significant delays in a satellite program could give customers who have purchased or reserved capacity on that satellite a right to terminate their service contracts relating to the satellite. We may not be able to accommodate affected customers on other satellites until a replacement satellite is available. In addition, we may generally do not be able to obtain launch or carry in-orbit insurance on reasonable economic terms our satellites or at all. payloads because we have assessed that the cost of insurance is not economical relative to the risk of failures. If we do obtain launch or in-orbit insurance, it may not cover the full cost of constructing and launching or replacing a satellite nor fully cover our losses in the event of a launch failure or significant degradation.

Our use of certain satellites is often dependent on satellite coordination agreements, which may be difficult to obtain.

Satellite operators are required to enter into international spectrum coordination agreements with other affected satellite operators and must be approved by the relevant governments. If a required agreement cannot be concluded, we may have to operate the applicable satellite(s) in a manner that does not cause harmful radio frequency interference with the affected satellite. If we cannot do so, we may have to cease operating such satellite(s) at the affected orbital locations.

We may face interference from other services sharing satellite spectrum.

The FCC and other national, state, local and international regulators have adopted rules or may adopt rules in the future that require us to share spectrum on a basis with other radio services. There can be no assurance that these operations would not interfere with our operations and adversely affect our business.

RISKS RELATED TO OUR PRODUCTS AND TECHNOLOGY

Our future growth depends on growing demand for In the event that the FCC and/or another regulator determines that our services.

Future demand and effective delivery for our products and services will depend significantly on the growing demand for our services, such as broadband internet connectivity. If the deployment of, spectrum interferes with another service, we may be required to, among other things, find or demand for, our services is not as widespread or as rapid as develop a solution. We cannot make any assurance that we or our customers expect, our revenue growth will be negatively impacted. **able to do so on an acceptable timeline or at all, or that such solution will not adversely affect our business.**

Risks Related to our Products and Technology

Our business depends on certain intellectual property rights and on not infringing the intellectual property rights of others.

We rely on our patents, copyrights, trademarks and trade secrets, as well as licenses and other agreements with our vendors and other parties, to use our technologies, conduct our business. operations and sell our products and services. Legal challenges to our intellectual property rights and claims of intellectual property infringement by third parties could result in significant require that we enter into royalty or licensing agreements on unfavorable terms, incur substantial monetary liability and or be enjoined preliminarily or permanently from further use of the intellectual property in question or from the continuation of our business as currently conducted, which could require us to change our business practices or limit our ability to compete effectively or could otherwise have a material an adverse effect on our business. results of operations.

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Even if we believe any such challenges or claims prove to be are without merit, they can be time-consuming time consuming and costly to defend and may divert management's attention and resources away from our business. Moreover, because of the rapid pace of technological change, we rely in part on technologies developed by or licensed by from third parties. If parties, and if we are unable to obtain or retain continue to obtain licenses or other required intellectual property rights from these third parties on reasonable terms or at all, our business, financial condition and results of operations could be adversely affected.

In addition, we work with certain third parties such as vendors, contractors and suppliers for the development and manufacture of components that are integrated into our products and services, and our products and services may contain technologies provided to us by these suppliers. third parties or other third parties. We may have little or no ability to determine in advance whether any such technology infringes the intellectual property rights of others, or whether such suppliers have obtained or continue to obtain the appropriate licenses or other intellectual property rights to use such technology. others. Our vendors, contractors and suppliers may not be required to indemnify us in the event that if a claim of infringement is asserted against us, license the potential infringing technology from other third parties or they may be required to indemnify us only up

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to a maximum amount. amount, above which we would be responsible for any further costs or damages.

Legal challenges to these intellectual property rights may impair our ability to use the products, services and technologies that we need in order to operate our business and may materially and adversely affect our business, financial condition and results of operations. Furthermore, our digital content offerings depend in part on effective digital rights management technology to control access to digital content. If the digital rights management technology that we use is compromised or otherwise malfunctions, content providers may be unwilling to provide access to their content. Changes in the copyright laws or how such laws may be interpreted could impact our ability to deliver content and provide certain features and functionality, particularly over the Internet.

We are, and may become, party to various lawsuits which, if adversely decided, could have a material significant adverse effect impact on our business. business, particularly lawsuits regarding intellectual property.

We are, and may become, subject to various legal proceedings and claims which arise in the ordinary course of business, including, among other things, intellectual property disputes. Many entities, including some of our competitors, have or may in the future obtain patents and other intellectual property rights that may cover or affect products or services related to those that we offer. In general, if a court determines that one or more of our products or services infringes on intellectual property held by others, we may be required to cease developing or marketing those products or services, to obtain licenses from the holders of the intellectual property at a material cost, or to redesign those products or services in such a way as to avoid infringing the intellectual property. If those intellectual property rights are held by a competitor, we may be unable to obtain the intellectual property at any price, which could adversely affect our competitive position. See further discussion under "*Item 1. Business — – Patents and Trademarks Other Intellectual Property*" in this Annual Report on Form 10-K for further information. We may not be aware of all intellectual property rights that our services or the products used in connection with our services may potentially infringe. In addition, patent applications in the United States are confidential until the Patent and Item 3. Legal Proceedings Trademark Office either publishes the application or issues a patent (whichever arises first). Therefore, it is difficult to evaluate the extent to which our services or the products used in connection with our services may infringe claims contained in pending patent applications. Furthermore, it is sometimes not possible to determine definitively whether a claim of this Form 10-K.

Litigation or governmental proceedings could result in material adverse consequences.

We are involved in lawsuits, regulatory inquiries, audits, consumer claims and governmental and other legal proceedings. Some of these proceedings may raise difficult and complicated factual and legal issues and can be subject to uncertainties and complexities. The timing of the final resolutions infringement is typically uncertain. Additionally, the possible outcomes of, or resolutions to, these proceedings could include adverse judgments, settlements, injunctions or liabilities, any of which could require substantial payments or have other adverse impacts on our business.

valid.

If our products contain defects, we could be subject to

significant costs to correct such defects and our product and network service contracts could be delayed or cancelled, which could adversely affect our revenue.

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Our products and the networks we deploy are highly complex, and some may contain defects when first introduced or when new versions or enhancements are released, despite testing and our quality control procedures. Defects may also occur in components and products that we purchase from third parties. In addition, many of our products and network services are designed to interface with our customers' existing networks, each of which has different specifications and utilizes multiple protocol standards. Our products and services must interoperate with the other products and services within our customers' networks, as well as with future products and services that might be added to these networks, to meet our customers' requirements. There can be no assurance that we will be able to detect and fix all defects in the products and networks we sell. sell, in a timely manner or at all. The occurrence of, and failure to remedy, any defects, errors or failures in our products or network services could materially affect our business.

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RISKS RELATED TO CYBERSECURITY

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Risks Related to Cybersecurity

Any failure or inadequacy of our information technology infrastructure and communications systems or those of third parties that we use in our operations, including, without limitation, those caused by cyber-attacks or other malicious activities, could disrupt or harm our business.

The capacity, reliability and security of our information technology hardware and software infrastructure (including, but not limited to, our billing systems) and communications systems, or those of third parties that we use in our operations, are important to the operation of our business, which has in the past and would in the future suffer in the event of system failures or cyber-attacks. Likewise, our ability to expand and update our information technology infrastructure in response to, among other things, our growth and changing needs is important to the continued implementation of our new service offering initiatives. Our inability to expand or upgrade our technology infrastructure could have adverse consequences, which could include, among other things, the delayed implementation of new service offerings, service or billing interruptions, and the diversion of management and developmental resources.

We rely on certain third parties for developing key components of our information technology and communications systems and ongoing service, all of which affect our Pay-TV, Wireless, and Broadband and Satellite Services businesses. Some of our key systems and operations, including, but not limited to, those supplied by certain third-party providers, are not fully redundant, and our disaster recovery planning cannot account for all eventualities. Interruption and/or failure of any of these systems could, among other things, disrupt our operations, interrupt our services, result in significant financial expenditures and damage our reputation, thus adversely impacting our ability to provide our services, retain our current subscribers and attract new Pay-TV, Wireless, and Broadband and Satellite Services subscribers and complete our 5G Network Deployment.

In addition, although we take protective measures designed to secure our information technology systems and endeavor to modify such protective measures as circumstances warrant, our information technology hardware and software infrastructure and communications systems, or those of third parties that we use in our operations, may be vulnerable to a variety of interruptions, including, without limitation, natural disasters, terrorist attacks, telecommunications failures, cyber-attacks and other malicious activities such as unauthorized access, physical or electronic break-ins, misuse, computer viruses or other malicious code, computer denial of service attacks and other events that could disrupt or harm our business. These protective measures may not be sufficient for all eventualities and may themselves be vulnerable to hacking, malfeasance, system error or other irregularities.

For example, certain parties may attempt to fraudulently induce employees or subscribers into disclosing usernames, passwords or other sensitive information, which may in turn be used to access our information technology systems. In addition, third-party providers of some of our key systems may also experience interruptions to their information technology hardware and software infrastructure and communications systems that could adversely impact us and over which we may have limited or no control. We may obtain certain confidential, proprietary and personal information about our subscribers, personnel and vendors, and may provide this information to third parties in connection with our business. If one or more of such interruptions or failures occur to us or our third-party providers, it potentially could jeopardize such information and other information processed and stored in, and transmitted through, our or our third-party providers' information technology hardware and software infrastructure and communications systems, or otherwise cause interruptions or malfunctions in our operations, which could result in, among other things, lawsuits, government claims, investigations or proceedings, significant losses or reputational damage. Due to the fast-moving pace of technology, it may be difficult to detect, contain and remediate every such event on an acceptable timeline or at all.

Our 5G Network Deployment utilizes an O-RAN architecture, which is designed to, among other things, incorporate components sourced from various third-party suppliers. Generally, these third-party suppliers do not ensure that their products will integrate with components provided by other third-party suppliers. As a result, we generally serve as the overall system integrator. We may be required to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures, and we may be subject to financial losses. In addition, this may divert management's attention and resources away from our business, and therefore adversely affect our business. Furthermore, the amount and scope of insurance we maintain may not cover all expenses related to such activities or all types of claims that may arise.

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As a result of the increasing awareness concerning the importance of safeguarding personal information, the potential misuse of such information and legislation that has been adopted or is being considered regarding the protection, privacy and security of personal information, the potential liability associated with information-related risks is increasing, particularly for businesses like ours that handle personal subscriber data. The occurrence of any network or information system related events or security breaches could have a material adverse effect on, among other things, our reputation, business, financial condition and results of operations. Significant incidents could result in a disruption of our operations, subscriber dissatisfaction, damage to our reputation or a loss of subscribers and revenues.

We have experienced and may experience in the future cyber-attacks and other attempts to gain unauthorized access to our systems on a consistent basis.

We have experienced and may experience in the future security issues, whether due to, among other things, insider error or malfeasance or system errors or vulnerabilities in our or our third parties' systems, which could result in, among other things, substantial legal and financial exposure, government inquiries and enforcement actions, litigation, diversion of management time and attention from our existing businesses and unfavorable media coverage. We may be unable to anticipate or detect attacks or vulnerabilities or implement adequate preventative measures on an acceptable timeframe or at all. Attacks and security issues could also compromise trade secrets and other sensitive information. In February 2023, we disclosed that our systems were subject to a cyber-security incident that compromised certain data. During the first quarter of 2023, we incurred certain cyber-security-related expenses, including, but not limited to, costs to remediate the incident and provide additional customer support. Subsequent to the first quarter of 2023, we have not incurred material expenses resulting from the cyber-security incident and do not expect to incur material expenses in future periods.

We are subject to persistent cyber-security incidents and threats to our networks and systems. Although we take protective measures designed to secure our information technology systems and endeavor to modify such protective measures as circumstances warrant, our information technology hardware and software infrastructure and communications systems, or those of third parties that we use in our operations, may be vulnerable to a variety of interruptions, including, without limitation, natural disasters, terrorist attacks, telecommunications failures, cyber-attacks and other malicious activities such as unauthorized access, physical or electronic break-ins, misuse, computer viruses or other malicious code, computer denial of service attacks and other events that could disrupt or harm our business. The protective measures we take may not be sufficient for all eventualities and may themselves be vulnerable to hacking, malfeasance, system error, or other irregularities. For example, certain parties may attempt to fraudulently induce employees or subscribers into disclosing usernames, passwords or other sensitive information, which may in turn be used to access our information technology systems.

The confidentiality, integrity, and availability of our services and products depends on the continuing operation of our information technology and other enabling systems.

Our systems are vulnerable to damage, intrusion, or disruption from, among other things, criminal and/or terrorist attacks, telecommunications failures, computer viruses, ransomware attacks, digital denial of service attacks, phishing, and/or other attempts to injure or maliciously access our systems. Some of our systems are not fully redundant, and disaster recovery planning cannot account for all possibilities. In addition, our products and services are highly technical and complex and may contain errors or vulnerabilities, which could result in interruptions in or failure of our services or systems.

Failure to respond, mitigate and/or remedy any cyber-attack or other information technology failure on a timely basis or at all, could materially affect our business.

Our international businesses expose us to additional risks that could harm our business.

Our international operations in our Broadband and Satellite Services businesses continue to grow. In addition to risks described elsewhere in this segment, herein, the different regions and countries in which we operate our businesses outside of the U.S. expose us to increased risks due to different privacy and cyber-related laws in each of these locations. The same cyber-related issue could have different consequences depending on, among other factors, the region or country of occurrence, the laws applicable in each case and the different levels of enforcement by regulatory and governmental authorities in each jurisdiction. These risks include, but are not limited to, the following:

Data privacy and security concerns relating to our technology and our practices could damage our reputation, cause us to incur significant liability, and deter current and potential users or customers from using our products and services.

b. Software bugs or defects, security breaches, and attacks on our systems could result in the improper disclosure of our user data which could harm our business reputation.

c. Concerns about our practices about the collection, use, disclosure, or security of personal information or other data-privacy-related matters, even if unsubstantiated, could harm our reputation and financial condition. Our policies and practices may change over time as expectations regarding privacy and data change.

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We experience cyber-attacks and other attempts to gain unauthorized access to our systems on a consistent basis.

We have experienced and may experience in the future security issues, whether due to insider error or malfeasance or system errors or vulnerabilities in our or our 3rd parties' systems, which could result in substantial legal and financial exposure, government inquiries and enforcement actions, litigation, and unfavorable media coverage. We may be unable to anticipate or detect attacks or vulnerabilities or implement adequate preventative measures. Attacks and security issues could also compromise trade secrets and other sensitive information.

- Data privacy and security concerns relating to our technology and practices could, among other things, damage our reputation, cause us to incur significant liability, and deter current and potential users or customers from using our products and services;
- Software bugs or defects, security breaches, and attacks on our systems could result in the improper disclosure of our user data which could harm, among other things, our business reputation and result in legal and/or government action;
- Concerns about our practices about the collection, use, disclosure, or security of personal information or other data-privacy-related matters, even if unsubstantiated, could harm our reputation and financial condition. Our policies and practices may change over time as expectations regarding privacy and data change.

Our ongoing investments in security will likely continue to identify new vulnerabilities within our services and products.

In addition to our efforts to, among other things, mitigate cyber-attacks and improve our products and services, we are making significant investments to assure that our products are resistant to compromise. As a result of these efforts, we could discover new vulnerabilities within our products and systems that would be undesirable for our users and customers. We have discovered and remediated, and may not discover all such new vulnerabilities due to the scale of activities on our platforms, and may not be able to mitigate or fix such vulnerabilities on acceptable timeframes or at all, due to other factors, including, but not limited to, issues outside of our control such as natural disasters/climate change such as sea level rise, drought, flooding, wildfires, increased storm severity, pandemics like COVID-19 and power loss, and we may be notified of such vulnerabilities via third parties. Any of the foregoing developments may, among other things, negatively affect user and customer trust, harm our reputation and brands, and adversely affect our business and financial results.

Any such developments may also subject us to litigation and regulatory inquiries, which could result in monetary penalties and damages, distract management's time and attention, and lead to enhanced regulatory oversight.

Acquisition and Capital Structure Risks

We have substantial debt outstanding and may incur additional debt.

As of December 31, 2023, our total long-term debt and finance lease obligations (including current portion) outstanding, including the debt of our subsidiaries, was $22.764 billion. Our debt levels could have significant consequences, including, but not limited to;

- making it more difficult to satisfy our obligations;
- a dilutive effect on our outstanding equity capital or future earnings;
- increasing our vulnerability to general adverse economic conditions, including, but not limited to, changes in interest rates;

- requiring us to devote a substantial portion of our cash to make interest and principal payments on our debt, thereby reducing the amount of cash available for other purposes. As a result, we would have limited financial and operating flexibility to changing economic and competitive conditions;
- limiting our ability to raise additional debt because it may be more difficult for us to obtain debt financing on attractive terms or at all; and
- placing us at a disadvantage compared to our competitors that are less leveraged.

In addition, we will incur additional debt in the future. The terms of the indentures relating to our senior notes, senior secured notes and our Convertible Notes permit us to incur additional debt. If new debt is added to our current debt levels, the risks we now face could intensify.

Compliance with data privacy laws

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We have made substantial investments to acquire certain wireless spectrum licenses and other related assets, and may be costly, unable to realize a return on these assets.

We have invested a total of over $30 billion to acquire certain Wireless spectrum licenses. we may need to make significant additional investments or partner with others to, among other things, complete the 5G Network Deployment and non-compliance further commercialize, build-out and integrate these licenses and related assets and any additional acquired licenses and related assets, as well as to comply with regulations applicable to such laws licenses. Depending on the nature and scope of such activities, any such investments or partnerships could vary significantly. In addition, as we complete our

5G Network Deployment, we have and will continue to incur significant additional expenses related to, among other things, research and development, wireless testing, and ongoing upgrades to the wireless network infrastructure, software, and third-party integration. As a result of these investments, among other factors, we plan to raise additional capital, which may not be available on favorable terms. We may also determine that additional wireless spectrum licenses may be required to complete our 5G Network Deployment and to compete effectively with other wireless service providers.

We may need to make significant additional investments or partner with others to, among other things, complete our 5G Network Deployment and further commercialize, build-out and integrate these licenses and related assets and any additional acquired licenses and related assets, as well as to comply with regulations applicable to such licenses. Depending on the nature and scope of such activities, any such investments or partnerships could vary significantly.

There is no assurance that the FCC will find our 5G Network Deployment sufficient to meet the build-out requirements to which our Wireless spectrum licenses are subject. Failure to comply with FCC build-out requirements and/or renewal requirements in a given license area could result in, among other things, revocation of the license for that license area. The revocation of a material portion of our Wireless spectrum licenses would have a significant material adverse effect on our 5G Network Deployment and our future business, results of operations and financial condition.

We will need to raise additional capital in the future, which may not be available on favorable terms, to fund the efforts described above, as well as, among other things, make any potential Northstar Re-Auction Payment and SNR Re-Auction Payment for the AWS-3 licenses retained by the FCC. There can be no assurance that we will be able to profitably deploy these Wireless spectrum licenses, which may affect the carrying amount of these assets and our future financial condition or results of operations.

Furthermore, the fair values of wireless spectrum licenses may vary significantly in the future. In particular, valuation swings could occur if:

- the consolidation in the wireless industry allows or requires wireless carriers to sell significant portions of their wireless spectrum holdings, which could in turn reduce the value of our spectrum holdings;
- the sale of spectrum by one or more wireless providers occurs;
- the FCC pursues certain policies designed to increase the number of wireless spectrum licenses available in each of our markets; or
- the FCC conducts additional wireless spectrum auctions.

If the fair value of our Wireless spectrum licenses were to decline significantly, the value of these licenses could be subject to impairment charges. We assess potential impairments to our indefinite-lived intangible assets annually or more often if indicators of impairment arise to determine whether there is evidence that indicates an impairment condition may exist.

We capitalize our interest expense associated with the acquisition or construction of certain assets including, among others, our Wireless spectrum licenses. As the carrying amount of these licenses exceeds the carrying value of our long-term debt, substantially all of our interest expense is being capitalized. This capitalized interest increases the carrying amount of these licenses for purposes of impairment testing, under which we consider whether it is more likely than not that the fair value of these licenses exceeds the carrying amount of these licenses. An increase in the carrying amount of these licenses combined with other changes in circumstances and/or market conditions could result in an increased risk of an impairment of these licenses in the future, and an impairment of these assets may have a material adverse effect on our business, results of operations and financial condition.

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We may pursue acquisitions, dispositions, capital expenditures, the development, acquisition and launch of new satellites and other strategicinitiatives to complement or expand our business, which may not be successful and we may lose a portion or all of our investment in these acquisitions and transactions.

Our future success may depend on opportunities to buy or otherwise invest in other businesses or technologies that could complement, enhance or expand our current business or products or that might otherwise offer us growth opportunities. To pursue this strategy successfully, we must identify attractive acquisition or investment opportunities and successfully complete transactions, some of which may be large and complex. We may not be able to identify or complete attractive acquisition or investment opportunities due to, among other things, the intense competition for these transactions. If we are not able to identify and complete such acquisition or investment opportunities, our future results of operations and financial condition may be adversely affected.

We may be unable to obtain in the anticipated time frame, or at all, any regulatory approvals required to complete proposed acquisitions and other strategic transactions. Furthermore, the conditions imposed for obtaining any necessary approvals could delay the completion of such transactions for a significant period of time or prevent them from occurring at all. We may not be able to complete such transactions, and such transactions, if executed, pose significant risks and could have a negative effect on our operations. Any transactions that we are able to identify and complete may involve a number of risks, including, but not limited to:

- the risks associated with developing and constructing new satellites;
- the diversion of management's attention from our existing business onto a strategic initiative;
- the possible adverse effects on our and our targets' and partners' business, financial condition or operating results during the Integration process;
- the high degree of risk inherent in these transactions, which could become substantial over time, and higher exposure to significant financial losses if the underlying ventures are not successful on an acceptable timeline or at all;
- the possible inability to achieve the intended objectives of the transaction; and
- the risks associated with complying with contractual provisions and regulations applicable to the acquired business, which may cause us to incur substantial expenses;
- the disruption of relationships with employees, vendors or customers; and
- the risks associated with foreign and international operations and/or investments or dispositions.

In addition, we may not be able to successfully or profitably integrate, operate, maintain and manage our newly acquired operations or employees on an acceptable timeline or at all. We may not be able to maintain uniform standards, controls, procedures and policies, and this may lead to, among other things, operational inefficiencies. In addition, the Integration process may strain our financial and managerial controls and reporting systems and procedures.

New acquisitions, joint ventures and other transactions may require the commitment of significant capital that would otherwise be directed to investments in our existing business. To pursue acquisitions and other strategic transactions, we may need to raise additional capital in the future, which may not be available on favorable terms, or at all.

In addition to committing capital to complete the acquisitions, substantial capital may be required to operate the acquired businesses following their acquisition. These acquisitions may result in significant liability. financial losses if the intended objectives of the transactions are not achieved. Some of the businesses that we have acquired have experienced significant operating and financial challenges in their recent history, which in some cases resulted in these businesses commencing bankruptcy proceedings prior to our acquisition. We may acquire similar businesses in the future.

There is no assurance that we will be able to successfully address the challenges and risks encountered by these businesses following their acquisition. If we are unable to successfully address these challenges and risks, our business, financial condition and/or results of operations may suffer.

The personal information

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We will need additional capital, which may not be available on favorable terms, to fund current obligations, continue investing in our business and data to finance acquisitions and other strategic transactions.

We do not currently have the necessary cash on hand and/or projected future cash flows to fund the November 2024 debt maturity and subsequent interest on our outstanding debt. To address our capital needs, we process are in active discussions with funding sources to raise additional capital and store is increasingly subject to data security and data privacy laws of many jurisdictions. These laws impose a significant compliance burden and complying with them has required refinance our outstanding debt. We cannot provide assurances that we will be successful in obtaining such new financing and/or refinancing the existing debt obligations necessary for us to change have sufficient liquidity. If we are not successful in these endeavors, then capital expenditures to meet future FCC build out requirements and wireless customer growth initiatives will be adversely affected.

Weakness in the equity markets could make it difficult for us to raise equity financing without incurring substantial dilution to our business practices existing shareholders. Adverse changes in the credit markets including, but not limited to, rising interest rates and macro-economic conditions, could increase our borrowing costs and/or the functionality make it more difficult for us to obtain financing for our operations or for us to refinance existing indebtedness on favorable terms.

Continued rising interest rates could increase our cost of capital and require us to devote a higher percentage of our products and services. Privacy laws and regulations are becoming more complex and onerous, and a data privacy breach cash flow to interest payments, which could have a material adverse effect on our business. financial results.

In addition, economic weakness, weak results of operations or other factors may limit our ability to, among other things, generate sufficient internal cash to fund investments, capital expenditures, acquisitions and other strategic transactions, as well as to fund ongoing operations and service our debt. We may be unable to generate cash flows from operating activities sufficient to pay the principal, premium, if any, and interest on our debt and other obligations. If we are unable to service our debt and other obligations from cash flows from operating activities, we may need to refinance or restructure all or a portion of such obligations prior to maturity.

Any refinancing or restructuring could have a material adverse effect on our business, results of operations and/or financial condition. In addition, we cannot guarantee that any refinancing or restructuring would sufficiently meet any debt or other obligations then due. If we do not pay interest or otherwise fulfill our debt obligations when due, our business, cash flows, results of operations and financial condition would be materially adversely impacted. In addition, the going concern qualification issued by our auditors could adversely impact investors as well as our relationships with employees and suppliers.

Furthermore, our borrowing costs can be affected by short and long-term debt ratings assigned by independent rating agencies, which are based, in significant part, on, among other factors, our performance as measured by their credit metrics. A decrease in these ratings would likely increase our cost of borrowing and/or make it more difficult for us to obtain financing.

A severe disruption in the global financial markets could impact some of the financial institutions with which we do business, and such instability could also affect our access to financing. As a result, these conditions could make it difficult for us to accurately forecast and plan future business activities because we may not have access to funding sources necessary for us to pursue organic and strategic business development opportunities.

The conditional conversion features of our Convertible Notes, if triggered, may adversely affect our financial condition.

In the event the conditional conversion features of the Convertible Notes are triggered, holders of the Convertible Notes will be entitled to convert the Convertible Notes at any time during specified periods at their option. If one or more holders elect to convert their Convertible Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our Class A common stock, we would be required to make cash payments to satisfy all or a portion of our conversion obligation based on the conversion rate, which could adversely affect our liquidity.

In addition, even if holders do not elect to convert their Convertible Notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the Convertible Notes as a current rather than long-term liability, which could result in a material reduction of our net working capital.

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The convertible note hedge and warrant transactions that we entered into in connection with the offering of the Convertible Notes due 2026 may affect the value of the Convertible Notes due 2026 and our Class A common stock.

In connection with the offering of the Convertible Notes due 2026, we entered into convertible note hedge transactions with certain option counterparties (each an "option counterparty"). The convertible note hedge transactions are expected generally to reduce the potential dilution upon conversion of the Convertible Notes due 2026 and/or offset any cash payments we are required to make in excess of the principal amount of converted Convertible Notes due 2026, as the case may be. We also entered into warrant transactions with each option counterparty. The warrant transactions could separately have a dilutive effect on our Class A common stock to the extent that the market price per share of our Class A common stock exceeds the strike price of the warrants, unless we elect to settle the warrants in cash. In connection with establishing its initial hedge of the convertible note hedge and warrant transactions, each option counterparty or an affiliate thereof may have entered into various derivative transactions with respect to our Class A common stock concurrently with or shortly after the pricing of the Convertible Notes due 2026.

This activity could increase (or reduce the size of any decrease in) the market price of our Class A common stock or the Convertible Notes due 2026 at that time. In addition, each option counterparty or an affiliate thereof may modify its hedge position by entering into or unwinding various derivatives with respect to our Class A common stock and/or purchasing or selling our Class A common stock or other securities of ours in secondary market transactions prior to the maturity of the Convertible Notes due 2026 (and is likely to do so during any observation period related to a conversion of the Convertible Notes due 2026). This activity could also cause or avoid an increase or a decrease in the market price of our Class A common stock or the Convertible Notes due 2026.

In addition, if any such convertible note hedge and warrant transactions fail to become effective, each option counterparty may unwind its hedge position with respect to our Class A common stock, which could adversely affect the value of our Class A common stock and the value of the Convertible Notes due 2026.

We are subject to counterparty risk with respect to the convertible note hedge transactions.

Each option counterparty to the convertible note hedge transactions is a financial institution, and we will be subject to the risk that it might default under the convertible note hedge transaction. Our exposure to the credit risk of an option counterparty will not be secured by any collateral. Global economic conditions have from time to time resulted in the actual or perceived failure or financial difficulties of many financial institutions, including, but not limited to, the bankruptcy filing by Lehman Brothers Holdings Inc. and its various affiliates. If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at that time under our transactions with the option counterparty. Our exposure will depend on many factors but, generally, the increase in our exposure will be correlated to the increase in the market price and in the volatility of our Class A common stock. In addition, upon a default by an option counterparty, we may suffer adverse tax consequences and more dilution than we currently anticipate with respect to our

Class A common stock. We can provide no assurances as to the financial stability or viability of any option counterparty.

From time to time a portion of our investment portfolio may be invested in securities that have limited liquidity and may not be immediately accessible to support our financing needs.

From time to time a portion of our investment portfolio may be invested in strategic investments, and as a result, a portion of our portfolio may have restricted liquidity. If the credit ratings of these securities deteriorate or there is a lack of liquidity in the marketplace, we may be required to record impairment charges. Moreover, the uncertainty of domestic and global financial markets can greatly affect the volatility and value of our marketable investment securities. In addition, a portion of our investment portfolio may include strategic and financial investments in debt and equity securities of public companies that are highly speculative and that may experience volatility. Typically, these investments are concentrated in a small number of companies. The fair value of these investments can be significantly impacted by the risk of adverse changes in securities markets generally, as well as risks related to the performance of the companies whose securities we have invested in, risks associated with specific industries, and other factors. These investments are subject to significant fluctuations in fair value due to the volatility of the securities markets and of the underlying businesses. The concentration of these investments as a percentage of our overall investment portfolio fluctuates from time to time based on, among other things, the size of our investment portfolio and our ability to liquidate these investments.

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In addition, because our portfolio may be concentrated in a limited number of companies, we may experience a significant loss if any of these companies, among other things, defaults on its obligations, performs poorly, does not generate adequate cash flow to fund its operations, is unable to obtain necessary financing on acceptable terms, or at all, or files for bankruptcy, or if the sectors in which these companies operate experience a market downturn. To the extent we require access to funds, we may need to sell these securities under unfavorable market conditions, record impairment charges and fall short of our financing needs.

Covenants in our and our subsidiaries' Indentures restrict our business in many ways.

There are restrictive covenants in our and our subsidiaries' Indentures that restrict us and our subsidiaries (as applicable), under certain circumstances, from taking certain actions such as, among other things:

- incur additional debt;
- allow to exist certain restrictions on certain subsidiaries' ability to pay dividends, make distributions, make other payments or transfer assets;
- restrict our ability to make investments or make other payments in respect of our equity securities or our other indebtedness;
- limit our ability to incur indebtedness that is senior to, equal or subordinate to certain Indebtedness, or to engage in certain sale/leaseback transactions;
- enter into certain transactions with affiliates;
- merge or consolidate with another company;
- restrict our ability to repurchase or prepay any other of our securities or other indebtedness; and
- restrict our ability to enter into highly leveraged transactions.

Our ability to, among other things, recapitalize, incur additional debt, secure existing or future debt or take a number of other actions may be limited by the terms of the our Indentures, business and tax considerations and legal restrictions, including, but not limited to, repurchasing indebtedness or capital stock or paying dividends, and could have the effect of diminishing our ability to make payments on our outstanding Indebtedness when due.

Risks Related to the Regulation of Our Business

Our services depend on FCC licenses that can expire or be revoked or modified and applications for FCC licenses that may not be granted.

If the FCC were to cancel, revoke, suspend, restrict, significantly condition, or fail to renew any of our licenses or authorizations, or fail to grant our applications for FCC licenses that we may file from time to time, it could have a material adverse effect on our business, financial condition and results of operations. As an example, a loss of a frequency authorization would reduce the amount of spectrum available to us, potentially reducing the amount of DISH TV, Wireless, and/or Broadband and Satellite Services offerings available to our DISH TV, Wireless, and/or Broadband and Satellite Services subscribers. The materiality of such a loss of authorizations would vary based upon, among other things, the location of the frequency used, or the availability of replacement spectrum. In addition, Congress and other Administrative and Regulatory agencies often consider and enact legislation that affects us and FCC proceedings to implement the Communications Act and enforce its regulations are ongoing. We cannot predict the outcomes of these legislative or regulatory proceedings or their effect on our business.

Wireless services and our Wireless spectrum licenses are subject to regulation by the FCC and, depending on the jurisdiction, other federal, state and local, as well as international, governmental authorities and regulatory agencies, including, among other things, regulations governing the licensing, construction, operation, sale and interconnection arrangements of wireless telecommunications systems. In particular, the FCC imposes significant regulation on licensees of wireless spectrum with respect to, among others, how radio spectrum is used by licensees, the nature of the services that licensees may offer and how the services may be offered, and resolution of issues of interference between spectrum bands. The FCC grants wireless licenses for terms of generally 10-12 years that are subject to renewal or revocation.

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There can be no assurances that our Wireless spectrum licenses will be renewed. Failure to comply with FCC build-out requirements in a given license area may result in acceleration of other build-out requirements or in the modification, cancellation, or non-renewal of licenses. See Note 15 in the Notes to our Consolidated Financial Statements in this Annual Report on Form 10-K for further information.

Changes in levels of U.S. government spending or overall spending priorities could impact, among other things, our business, financial condition and results of operations.

We derive a portion of our revenue from subscribers who receive benefits under the Affordable Connectivity Program (“ACP”), an FCC benefit program that helps ensure that households can afford access to broadband. Levels of U.S. government spending are very difficult to predict and may be impacted by numerous factors such as, among others, the political environment, macroeconomic conditions and the ability of the U.S. government to enact relevant legislation such as authorization and appropriations bills.

Discontinuation, amendment or repeal of ACP, or replacement of ACP with one having different eligibility requirements and/or funding levels could negatively impact, among other things, our net Wireless subscriber activations, which may impact our decision to continue to participate in the program. We cannot predict whether or when any future changes to the ACP may occur, or whether or to what extent those changes may affect our operations or impose additional costs on our business. In addition, the timing of any changes or modifications to ACP could affect our operations and results of operations. For example, a temporary lapse in funding for ACP, as a result of, among other things, temporary government shutdown, could, among other things, result in lower net Wireless subscriber activations, even if ACP is ultimately fully funded and approved.

In particular, reduced government funding for benefits programs such as ACP would result in a reduction in reimbursements to us. Amendments to or repeal of ACP in whole or in part and/or decisions by the FCC could affect us and the manner in which we are reimbursed by such programs, all of which could materially and adversely affect our business, results of operations and financial condition. Following the FCC's announcement, ACP stopped accepting new applications and enrolments on February 7, 2024. Barring congressional action to fund ACP, funding may run out as soon as April 2024.

The risk of non-compliance with laws and regulations, including, but not limited to, the risk of changes to laws and regulations, could adversely affect our business.

Our business is regulated by numerous governmental agencies and other regulatory bodies, both domestically and internationally. Also, our international operations are subject to the laws and regulations of many different jurisdictions that may differ significantly from U.S. laws and regulations. Violations of these laws and regulations could result in fines or penalties or other sanctions which could have a material adverse impact on our business. Additionally, our ability to operate and grow our business depends on laws and regulations that govern the frequency bands and/or orbital locations we operate in or may operate in in the future.

These laws and regulations are subject to the administrative and political process and do change from time to time. Our business could suffer a material adverse impact if laws and regulations change and we are not able to adapt to these changes efficiently.

If our internal controls are not effective, our business, our stock price and investor confidence in our financial results may be adversely affected.

We periodically evaluate and test our internal control over financial reporting to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act. Our management has concluded that our internal control over financial reporting was effective as of December 31, 2023. We depend on our third-party vendors' internal controls and rely on these controls when evaluating the effectiveness of our internal controls. If in the future we are unable to report that our internal control over financial reporting is effective (or if our auditors do not agree with our assessment of the effectiveness of, or are unable to express an opinion on, our internal control over financial reporting), investors, subscribers and business depends partners could lose confidence in the accuracy of our financial reports, which could in turn have a material adverse effect on regulatory authorizations issued by the FCC and state and foreign regulators that can expire, be revoked or modified, and applications for licenses and other authorizations that may not be granted.

Generally, all licenses granted by the FCC and most other countries are subject to expiration unless renewed by the regulatory agency. Our satellite licenses are currently set to expire at various times. In addition, we occasionally receive special temporary authorizations that are granted for limited periods of time (e.g., 180 days or less) and

our business.

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subject

Risks Related to possible renewal. Generally, Ownership of our licenses and special temporary authorizations have been renewed on a routine basis, but there can be no assurance that this will continue.

RISKS RELATED TO THE BSS TRANSACTION

If the BSS Transaction does not qualify as a tax-free distribution and merger under the Internal Revenue Code of 1986, as amended (the “Code”), then we and/or our stockholders may be required to pay substantial U.S. federal income taxes and under certain circumstances we may have indemnification obligations to DISH Network.

The parties to the BSS Transaction received a tax opinion from their respective counsels as to the tax-free nature of the transaction. They did not obtain a private letter ruling from the IRS in this respect and instead are relying solely on their respective tax opinions for comfort that the transaction qualifies for tax-free treatment for U.S. federal income tax purposes under the Code. The failure of any factual representation or assumption to be true, correct and complete, or any undertaking to be fully complied with, could affect the validity of the tax opinions and result in tax liabilities for our shareholders and/or us.

RISKS RELATED TO OUR OWNERSHIP

Common Stock

We are controlled by one principal stockholder who is our Chairman.

Charles W. Ergen, our Chairman, beneficially owns approximately 60% 54% of our total equity securities (assuming conversion of the Class B common stock beneficially owned by Mr. Ergen into Class A common stock and giving effect to the exercise of options held by Mr. Ergen that are either currently exercisable as of, or may become exercisable within 60 days after, February 6, 2023 February 27, 2023) and beneficially owns approximately 93% 91.4% of the total voting power of all classes of shares (assuming no conversion of any Class B common stock and giving effect to the exercise of options held by Mr. Ergen that are either currently exercisable as of, or may become exercisable within 60 days after, February 6, 2023 February 27, 2023). Through his beneficial ownership of our equity securities, Mr. Ergen has the ability to elect a majority of our directors and to control all other matters requiring the approval of our stockholders. As a result of Mr. Ergen's voting power, we are a "controlled company" as defined in the NASDAQ listing rules and, therefore, are not subject to NASDAQ requirements that would otherwise require us to have (i) a majority of independent directors; (ii) a nominating committee composed solely of independent directors; (iii) compensation of our executive officers determined by a majority of the independent directors or a compensation committee composed solely of independent directors; (iv) a compensation committee charter which provides the compensation committee with the authority and funding to retain compensation consultants and other advisors; and/or (v) director nominees selected, or recommended for the Board's Board of Directors selection, either by a majority of the independent directors or a nominating committee composed solely of independent directors.

We

Pursuant to the Amended Support Agreement (which was signed as part of the Merger), Mr. Ergen and the other Ergen Stockholders have potential conflicts agreed not to vote, or cause or direct to be voted, the shares of interest EchoStar Class A Common Stock owned by them, other than with DISH Network due respect to our common ownership.

any matter presented to the holders of EchoStar Class A substantial majority Common Stock on which holders of EchoStar Class B Common Stock are not entitled to vote, for three years following the closing of the Merger, such that the Ergen Stockholders' voting power of EchoStar will be approximately 90.4% for such three-year period.

In addition, pursuant to the Amended Support Agreement, EchoStar and the Ergen Stockholders entered into the Registration Rights Agreement reasonably providing for the registration of the Ergen Stockholders' shares of each EchoStar Class A Common Stock or EchoStar Class B Common Stock received as part of the merger consideration and/or EchoStar and DISH is owned beneficially Class B Common Stock held by Charles W. Ergen, our Chairman, and by certain entities established for the benefit of his family. Questions relating to conflicts of interest may arise between DISH Network and us in a number of areas relating to our past and ongoing relationships. Areas in which conflicts of interest between DISH Network and us could arise include, but are not limited such stockholders immediately prior to the following:

- ***Cross directorships and stock ownership***. Charles W. Ergen serves as the Chairman of our and DISH's board of directors, is employed by both companies and has fiduciary duties to our and DISH's shareholders. Mr. Ergen may have actual or apparent conflicts of interest with respect to matters involving or affecting each company. For example, there is potential for a conflict of interest when we or DISH Network look at acquisitions and other corporate opportunities that may be suitable for both companies. In addition, some of our directors and officers, including Mr. Ergen, own DISH stock and options to purchase DISH stock. These ownership interests could create actual, apparent or potential conflicts of interest when these individuals are faced with decisions that could have different implications for our company and DISH Network.

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- ***Intercompany agreements with DISH Network***. We have entered into various agreements with DISH Network. Pursuant to certain agreements, we obtain certain products, services and rights from DISH Network; DISH Network obtains certain products, services and rights from us; and we and DISH Network indemnify each other against certain liabilities arising from our respective businesses. Generally, the amounts paid for products and services provided under the agreements are based on cost plus a fixed margin, which varies depending on the nature closing of the products Merger, at EchoStar's sole cost and services provided. Certain other intercompany agreements cover matters such as tax sharing and our responsibility for certain liabilities previously undertaken by DISH Network for certain of our businesses. We have also entered into certain commercial agreements with DISH Network. The terms of certain of these agreements were established while we were a wholly-owned subsidiary of DISH and were not the result of arm's length negotiations. The allocation of assets, liabilities, rights, indemnifications and other obligations between DISH Network and us under certain agreements with DISH Network may not necessarily reflect what two unaffiliated parties might have agreed to. Had these agreements been negotiated with unaffiliated third parties, their terms may have been more or less favorable to us. In addition, DISH Network or its affiliates will likely continue to enter into transactions, including joint ventures, acquisitions, dispositions and other strategic initiatives and transactions, with us or other affiliates. Although the terms of any such transactions will be established based upon negotiations between us and DISH Network and, when appropriate, subject to approval by a committee of non-interlocking directors or in certain instances non-interlocking management, there can be no assurance that the terms of any such transactions will be as favorable to us or our subsidiaries or affiliates as may otherwise be obtained in negotiations between unaffiliated third parties. expense.

- ***Competition for business opportunities***. DISH Network may have interests in various companies that have subsidiaries or controlled affiliates that own or operate domestic or foreign services that may compete with services offered by our businesses. From time to time we may pursue the same business opportunities as DISH Network, such as when we participate in auctions for spectrum or orbital slots for our satellites or other business opportunities. In certain auctions, we and DISH Network may be prohibited from participating separately, and cooperating with DISH Network may result in a less favorable outcome for us.

We may not be able to resolve any potential conflicts of interest with DISH Network and, even if we do so, the resolution may be less favorable to us than if we were dealing with an unaffiliated party.

We do not have any agreements not to compete with DISH Network. However, many of our potential customers who compete with DISH Network have historically perceived us as a competitor due to our affiliation with DISH Network. There can be no assurance that we will be successful in entering into any commercial relationships with potential customers who are competitors of DISH Network (particularly if we continue to be perceived as affiliated with DISH Network as a result of common ownership, certain shared management services and other arrangements with DISH Network).

It may be difficult for a third party to acquire us, even if doing so may be beneficial to our shareholders, because of our capital structure.

Certain provisions of our articles of incorporation and bylaws may discourage, delay or prevent a change in control of our companyCompany that a shareholder may consider favorable. These provisions include the following:

- a capital structure with multiple classes of common stock: a Class A that entitles the holders to one vote per share; a Class B that entitles the holders to ten votes per share; a Class C that entitles the holders to one vote per share, except upon a change in control of our company in which case the holders of Class C are entitled to ten votes per share; and a non-voting Class D;
- a provision that authorizes the issuance of "blank check" preferred stock, which could be issued by our Board of Directors to increase the number of outstanding shares and thwart a takeover attempt;
- a provision limiting who may call special meetings of shareholders; and
- a provision establishing advance notice requirements for nominations of candidates for election to our Board of Directors or for proposing matters that can be acted upon by shareholders at shareholder meetings.

a capital structure with multiple classes of common stock: a Class A that entitles the holders to one vote per share; a Class B that entitles the holders to ten votes per share; a Class C that entitles the holders to one vote per share, except upon a change in control of our company in which case the holders of Class C are entitled to ten votes per share; and a non-voting Class D;

- a provision that authorizes the issuance of "blank check" preferred stock, which could be issued by our board of directors to increase the number of outstanding shares and thwart a takeover attempt;
- a provision limiting who may call special meetings of shareholders; and
- a provision establishing advance notice requirements for nominations of candidates for election to our board of directors or for proposing matters that can be acted upon by shareholders at shareholder meetings.

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As discussed above, Mr. Ergen beneficially owns approximately 60% 54% of our total equity securities and approximately 93% 91.4% of the total voting power of all classes of shares and such ownership may make it impractical for any third party to obtain control of us.

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In addition, pursuant to our articles of incorporation we have a significant amount of authorized and unissued stock that would allow our board Board of directors Directors to issue shares to persons friendly to current management, thereby protecting the continuity of management, or which could be used to dilute the stock ownership of persons seeking to obtain control of us.

RISKS RELATED TO THE COVID-19 PANDEMIC

Our operations, and those of our customers, suppliers, vendors, and other third parties with whom we conduct business, including regulatory agencies, have been, and may continue to be, adversely affected by the COVID-19 pandemic.

The effects of the COVID-19 pandemic have disrupted our and our customers', suppliers', vendors' and other business partners' and investees' businesses, and have delayed the manufacture and deployment of our satellites, specifically our EchoStar XXIV satellite. Additionally, some regulatory bodies may still have reduced activities which may materially delay the review and/or approval of licenses or authorizations we need to operate our business. We cannot currently estimate or determine the final magnitude of these impacts.

Additionally, many of our subscribers continue to work remotely or engage in distance learning. These activities have increased the usage on our HughesNet service so that there is little or no capacity remaining for subscriber growth in our most popular geographic areas. This limitation on capacity has resulted in our subscribers experiencing slower speeds, which, in turn, has resulted in higher churn.

GENERAL RISKS

General Risks

Our articles of incorporation designate the Eighth Judicial District Court of Clark County of the State of Nevada as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or agents.

Any person purchasing or otherwise acquiring any interest in any shares of our capital stock shall be deemed to have notice of and to have consented to this provision of our articles of incorporation. This choice of forum provision may limit our stockholders' ability to bring certain claims, including, but not limited to, claims against our directors, officers or employees, in a judicial forum that the stockholder finds favorable and therefore the choice of forum provision may discourage lawsuits or increase costs with respect to such claims.

We may face other risks described from time to time in periodic and current reports we file with the SEC.

ITEM

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 1C. CYBERSECURITY

We recognize the importance of assessing, identifying, reviewing and managing material risks associated with cybersecurity threats, as such term is defined in Item 106(a) of Regulation S-K. These risks include, among other things: operational and legal risks including intellectual property theft or loss, fraud, extortion, harm to employees or customers and violation of data privacy or security laws. Our framework is informed in part by the National Institute of Standards and Technology (NIST) Cybersecurity Framework, although this does not imply that we meet all technical standards, specifications or requirements under NIST.

We have an enterprise-wide information security program designed to identify, protect against, detect, respond to, and recover from cybersecurity risks, threats and events. Our cyber risk management system contributes significantly to the overall resilience and integrity of our business by, among other things, integrating the risk identification process in all major company initiatives and deployment processes, implementing a unified approach to managing both digital and traditional business risks, making continuous improvements and regularly reporting to management and the Board of Directors as a whole to ensure accountability.

We regularly assess risks from cybersecurity and technology threats and monitor our information systems for potential vulnerabilities. We and certain third parties conduct regular reviews and tests of our information security program and also leverage, among other things, audits, tabletop exercises, penetration and vulnerability testing, red team exercises, simulations and other exercises to evaluate the effectiveness of our information security program and improve our security measures and planning. In addition, we evaluate third-party risks and perform third-party risk management to assess, identify and mitigate risks from third parties such as vendors, suppliers and other business partners.

We have experienced cyber-attacks or other malicious activities that disrupted our business in the past. Any future failure or disruption of our information technology infrastructure and communications systems or those of third parties that we use in our operations could harm our business in the future. On February 23, 2023, DISH Network experienced a network outage that affected its internal servers and IT telephony. We immediately activated our incident response and business continuity plans designed to contain, remediate and recover from the situation. We engaged the services of certain cyber-security experts and outside advisors to assist in the evaluation of the situation, and once we determined that the outage was due to a cybersecurity incident, we promptly notified appropriate law enforcement authorities. In addition, on February 28, 2023, we further disclosed that certain data had been extracted from the DISH Network IT systems.

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ITEM 2. PROPERTIES

Our principal executive offices are located

After investigation and discussions with certain third parties, we determined that our customer databases were not accessed, however, we confirmed that certain employee-related records as well as a limited number of other records containing certain personal information were among the data extracted. We took steps to protect the affected records, received confirmation that the extracted data was deleted and notified individuals whose data was extracted.

The DISH TV, SLING TV and Retail Wireless services, along with our wireless and data networks remained operational at 100 Inverness Terrace East, Englewood, Colorado 80112-5308 and our telephone number is (303) 706-4000. all times during the incident. As of March 31, 2023, all significant systems had been restored. We operate various facilities in the United States and abroad. We have no reason to believe that this cybersecurity incident has not been concluded.

We describe whether and how risks from identified cybersecurity threats, including, but not limited to, as a result of any previous cybersecurity incidents, have materially affected or are reasonably likely to materially affect us, including our facilities business strategy, results of operations or financial condition included as part of our risk factor disclosures at Item 1A of this Annual Report on Form 10-K.

The Chief Information Security Officer ("CISO") leads our information security organization responsible for overseeing our information security program. Our CISO has over 25 years of experience in various roles involving information security, including risk management and security leadership. Team members who support our information security program have relevant education, professional certifications and industry experience, including but not limited to, holding similar positions at large technology companies. The team provides regular reports, no less frequently than monthly, to senior management and other relevant teams, including, but not limited to, the Chief Executive Officer ("CEO"), Chief Operating Officer ("COO"), Chief Information Officer ("CIO") and Chief Legal Officer ("CLO").

Preparation for and, where possible prevention of cybersecurity incidents involves regular and structured briefings to key management on risk remediation measures that should be taken to decrease, among other things, the likelihood and severability of incidents and to mitigate and manage their effects. The CEO, COO, CIO, CLO and other members of management receive detailed updates on cybersecurity risks on a regular basis, no less frequently than monthly, or when significant risks or incidents are well maintained identified. These briefings enable the management team to, among other things, stay informed of the latest threats, assess the effectiveness of current security measures and are sufficient make timely decisions on strategic security initiatives. In addition, the Board of Directors is regularly briefed, no less frequently than quarterly, on cybersecurity risks as part of its oversight functions and to ensure that cybersecurity practices align with the company's overall risk management framework and business objectives.

In connection with the Integration, we anticipate that we will continue to evaluate and address as needed our cyber security risk management, policies, structure, strategies and governance to meet our current and projected needs.

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Item 2. PROPERTIES

The following table sets forth certain information concerning our principal properties related to our Hughes segment, our ESS segment, and our Corporate and Other segment as of December 31, 2022.

business segments.

Location Segment(s) Function

Owned:

`	Segment(s) Using Property	Owned	Leased

Englewood, Colorado	ESS/Corporate and Other	Corporate headquarters, and ESS operations Englewood, Colorado	All X
Germantown, Maryland	Hughes		
General offices, Littleton, Colorado	Retail Wireless/5G Network Deployment	X	
General offices, engineering offices, network operations and shared hubs, Germantown, Maryland	Broadband and Satellite Services	X	
Griesheim, Germany	Hughes/Corporate and Other	Shared hub, operations, administrative General offices and warehouse, Griesheim, Germany	Broadband and Satellite Services X
Customer call center, warehouse, service, and remanufacturing center, El Paso, Texas	Pay-TV	X	

Leased:

Data center, gateways, equipment and operations, Cheyenne, Wyoming	Pay-TV/5G Network Deployment/Broadband and Satellite Services	X
Gilbert, Arizona		
Digital broadcast operations center, Cheyenne, Wyoming	Hughes Pay-TV	X
San Diego, California		
Digital broadcast operations center and gateways, Gilbert, Arizona	Hughes Pay-TV/Broadband and Satellite Services	X

Engineering offices and service center, Englewood, Colorado	Hughes Pay-TV	X	
Gaithersburg, Maryland Warehouse, Denver, Colorado	Hughes Pay-TV	X	
Gaithersburg, Maryland Warehouse and distribution center, Spartanburg, South Carolina	Hughes Pay-TV/5G Network Deployment		X
Southfield, Michigan Warehouse and distribution center, Denver, Colorado	Hughes Pay-TV/5G Network Deployment		X
Las Vegas, Nevada Warehouse and distribution center, Atlanta, Georgia	Hughes Pay-TV/5G Network Deployment		
Cheyenne, Wyoming	Hughes/ESS X	Gateways, equipment and ESS operations	
Barueri, Brazil		Hughes	Shared hub
Sao Paulo, Brazil		Hughes	Hughes Brazil corporate headquarters, sales offices and warehouse
Bangalore, India		Hughes	Engineering office and office space
Gurgaon, India		Hughes	Administrative offices, shared hub, operations, warehouse, and development center
New Delhi, India		Hughes	Hughes India corporate headquarters

Milton Keynes, United Kingdom	Hughes	Hughes Europe corporate headquarters and operations

ITEM 3. LEGAL PROCEEDINGS

For

In addition to the principal properties listed above, we operate numerous facilities for, among other things, our in-home service operations, customer call centers, digital broadcast operations centers strategically located in regions throughout the United States, manufacturing and testing facilities, shared hubs, regional network management centers and backup network operation and control centers. We also have several general offices in foreign countries. Furthermore, our Pay-TV segment owns or leases capacity on nine satellites, which are a discussion major component of legal proceedings, see our DISH TV services and our Broadband and Satellite Services segment currently owns or leases capacity on nine satellites, which are a major component of the Broadband and Satellite Services segment. See Note 21 8 in the Notes to our Consolidated Financial Statements.

ITEM Statements in this Annual Report on Form 10-K for further information.

Item 3. LEGAL PROCEEDINGS

See Note 15 in the Notes to our Consolidated Financial Statements in this Annual Report on Form 10-K for information regarding certain legal proceedings in which we are involved.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

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PART II

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

Market Price of and Dividends on the Registrant’s Common Equity and Related Stockholder Matters

Item 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

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Our Class A common stock is publicly traded quoted on the NASDAQ Nasdaq Global Select Market under the symbol “SATS.”

Holders. As of February 6, 2023 February 27, 2024, there were 35,594,333 shares of our Class A common stock outstanding held by 7,316 approximately 8,660 holders of record of our Class A common stock, not including stockholders who beneficially own Class A common stock held in nominee or street name. As of February 6, 2023 February 27, 2024, there were 47,687,039 all of the 131,348,468 outstanding shares of our Class B common stock outstanding, of which 25,066 shares were beneficially held by Charles W. Ergen, our Chairman, and 47,661,973 shares were held in trusts and by certain entities established by Mr. Ergen for the benefit of Mr. Ergen’s his family. There is currently no established trading market for our Class B common stock.

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Dividends

.

We have not paid any cash dividends on our common stock in the past two years. We currently do not intend to declare dividends on our common stock. Payment of any future dividends will depend upon our earnings, capital requirements, contractual restrictions and other factors the board Board of directors Directors considers appropriate. We currently intend to retain our earnings, if any, to support operations, future growth and expansion, although we have repurchased and may, in the future, repurchase shares of our common stock from time to time. Our ability to declare dividends is affected by the covenants in our subsidiary HSSC's subsidiary's indentures. See Note 10 to the Notes to our Consolidated Financial Statements in this Annual Report on Form 10-K for further discussion under Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources of this Form 10-K. information.

Securities Authorized for Issuance Under Equity Compensation Plans

.

See "Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters of" in this Annual Report on Form 10-K.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

On November 2, 2021, our Board of Directors authorized us to repurchase up to $500.0 million

The following table provides information regarding purchases of our Class A common stock commencing January 1, 2022 made by us for the period from October 1, 2023 through December 31, 2023.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs	Maximum Approximate Dollar Value of Shares that May Yet be Purchased Under the Programs (1)
	(In thousands, except share data)			
October 1, 2023 - October 31, 2023	—	$ —	—	$ 500,000
November 1, 2023 - November 30, 2023	—	$ —	—	$ 500,000
December 1, 2023 - December 31, 2023	—	$ —	—	$ 500,000
Total	—	$ —	—	$ 500,000

(1) Our Board of Directors previously authorized stock repurchases of up to $500 million of our outstanding Class A common stock through and including December 31, 2023. On October 20, 2022, our Board of Directors extended this authorization to repurchase up to $500 million of our outstanding Class A common stock through and including December 31, 2023. Purchases under our repurchase program may be made through open market purchases, privately negotiated transactions, or Rule 10b5-1 trading plans, subject to market conditions and other factors. We may elect not to purchase the maximum amount of shares allowable under this program and we may also enter into additional share repurchase programs authorized by our Board of Directors. This program expired December 31, 2023.

Item 6. [RESERVED]

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

You should read the following management's discussion and including December 31, 2022. In addition, on October 20, 2022, our Board of Directors authorized us to repurchase up to $500.0 million analysis of our Class A common stock commencing January 1, 2023 through financial condition and including December 31, 2023. Purchases under results of operations together with the audited consolidated financial statements and notes to our repurchase authorizations may be made through privately negotiated transactions, open market repurchases, one or more trading plans financial statements included elsewhere in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, or otherwise, subject to market conditions this Annual Report on Form 10-K. This management's discussion and other factors. We may elect not to purchase the maximum amount or any of the shares allowable under these authorizations and we may also enter into additional share repurchase programs authorized by our Board of Directors. During the year ended December 31, 2022, we repurchased 3,980,612 shares of our Class A common stock.

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The following table provides information regarding repurchases of our Class A common stock during the three months ended December 31, 2022:

Period	Total Number of Shares (or Units) Purchased	Average Price Paid Per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Disclosed Plans or Program	Maximum Number (or Approximate Dollar Value) of Shares (or Units) That May Yet Be Purchased under the Plans or Program (1)
October 1 - 31	—	$ —	—	$ 410,736
November 1 - 30	—	—	—	410,736
December 1 - 31	—	—	—	410,736
Total	—	$ —	—	$ 410,736

(1) On November 2, 2021, our Board of Directors authorized us to repurchase up to $500.0 million of our Class A common stock commencing January 1, 2022 through and including December 31, 2022. In addition, on October 20, 2022, our Board of Directors authorized us to repurchase up to $500.0 million of our Class A common stock commencing January 1, 2023 through and including December 31, 2023. All shares repurchased have been converted to treasury shares.

ITEM 6. [RESERVED]

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

The following Management's Discussion and Analysis of our Financial Condition and Results of Operations ("Management's Discussion and Analysis") should be read in conjunction with our Consolidated Financial Statements. This Management's Discussion and Analysis analysis is intended to help provide an understanding of our financial condition, changes in our financial condition and our results of operations. Many of the statements in this Management's Discussion our operations and Analysis are contains forward-looking statements that involve risks and uncertainties. The forward-looking statements are not historical facts, but rather are based on current expectations, estimates, assumptions and are subject to risks projections about our industry, business and uncertainties that are often difficult to predict and beyond our control. Actual future financial results. Our actual results could differ materially from the results contemplated by these forward-looking statements due to a number of factors, including those expressed or implied by such forward-looking statements. See Disclosure Regarding Forward-Looking Statements of this Form 10-K for further discussion. For a discussion of additional risks, uncertainties and other factors that could impact our results of operations or financial condition, see Item discussed under the caption "Item 1A. Risk Factors of Factors" and elsewhere in this Annual Report on Form 10-K. Further, Furthermore, such forward-looking statements speak only as of the date of this Annual Report on Form 10-K and we undertake no expressly disclaim any obligation to update them. any forward-looking statements.

Overview

Recent Developments

Merger with DISH Network

On December 31, 2023, we completed the Merger with DISH Network. On the terms and subject to the conditions set forth in the Amended Merger Agreement, on December 31, 2023 at the Effective Time each share of DISH Network Common Stock outstanding immediately prior to the Effective Time, was converted into the right to receive a number of validly issued, fully paid and non-assessable shares of EchoStar Common Stock equal to the Exchange Ratio. Any shares of DISH Network Common Stock that were held in DISH Network's treasury or held directly by us or Merger Sub immediately prior to the Effective Time were cancelled and cease to exist and no consideration was paid in respect thereof. All shares of the DISH Network Class A Common Stock were delisted from NASDAQ and deregistered under the Securities Exchange Act of 1934, as amended.

The EchoStar Common Stock issued to the Ergen DISH Stockholders (as defined in the Amended Merger Agreement) as Merger consideration was issued through a private placement exemption from registration under the Securities Act. At the Effective Time, each share of DISH Network Class A Common Stock owned by the Ergen DISH Stockholders immediately prior to the Effective Time was converted into the right to receive a number of shares of EchoStar Class A Common Stock equal to the Exchange Ratio, and (b) each share of DISH Network Class B Common Stock owned by the Ergen DISH Stockholders immediately prior to the Effective Time was converted into the right to receive a number of shares of EchoStar Class B Common Stock equal to the Exchange Ratio.

Concurrently with the entry into the Amended Merger Agreement, the Ergen Stockholders, we and DISH Network entered into the Amended Support Agreement.

In connection with the completion of the Merger, on December 31, 2023, we and the Ergen Stockholders entered into the Registration Rights Agreement. See Note 1 in the Notes to our Consolidated Financial Statements in this Annual Report on Form 10-K for further information.

For more information and a copy of the Amended Merger Agreement, the Amended Support Agreement and the Registration Rights Agreement, see the Form 8-K of EchoStar Corporation filed on October 3, 2023 and the Form 8-K of EchoStar Corporation filed on January 2, 2024.

With the Merger complete, we are currently focused on the Integration.

EXECUTIVE SUMMARY

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Overview

Segments

We currently operate in two four primary business segments: (1) Pay-TV; (2) Retail Wireless; (3) 5G Network Deployment; and (4) Broadband and Satellite Services.

Our Pay-TV segment business strategy is to be the best provider of video services in the United States by providing products with the best technology, outstanding customer service, and great value. We offer Pay-TV services under the DISH® brand and the SLING® brand. We promote our Hughes segment Pay-TV services by providing our subscribers with a better "price-to-value" relationship and experience than those available from other subscription television service providers. We market our ESS segment. Our operations include various corporate functions that have SLING TV services to consumers who do not been assigned subscribe to our business segments. These activities, costs traditional satellite and income, cable pay-TV services, as well as eliminations to current and recent traditional pay-TV subscribers who desire a lower cost alternative.

Our Retail Wireless segment offers Retail Wireless services as well as a competitive portfolio of intersegment transactions, are accounted for wireless devices. We offer customers value by providing choice and flexibility in our Corporate Retail Wireless services. We offer competitive consumer plans with no annual service contracts. Our Retail Wireless business strategy is to expand our current target segments and Other profitably grow our subscriber base by acquiring and retaining high quality subscribers while we continue our 5G Network Deployment. We intend to acquire high quality subscribers by providing competitive offers, choice and outstanding customer service that better meet those subscribers' needs and budget.

We are currently operating our Retail Wireless segment primarily as a MVNO as we continue our 5G Network Deployment and commercialize our 5G Network. We are transitioning our Retail Wireless segment to a MNO as our 5G Network becomes commercially available and we are currently activating subscribers onto our 5G Network in markets where we have reached VoNR. As an MVNO, today we depend on T-Mobile and AT&T to provide us with network services under the MNSA and the NSA, respectively. Under the NSA, we expect AT&T will become our primary network services provider.

Our 5G Network Deployment segment reporting. business strategy is to commercialize our Wireless spectrum licenses through the completion of our 5G Network Deployment. We have committed to deploy our 5G Network capable of serving increasingly larger portions of the U.S. population at different deadlines, including 20% of the U.S. population by June 2022 and 70% of the U.S. population by June 2023. If by June 2023, we are offering 5G broadband service to at least 50% of the U.S. population but less than 70% of the U.S. population, the 70% June 2023 deadline will be extended automatically to June 2025; however, as a result, we may, under certain circumstances, potentially be subject to certain penalties. On June 14, 2022, we announced we had successfully reached our 20% population coverage requirement. In addition, we announced and certified to the FCC that as of June 14, 2023, we offer 5G broadband service to over 73% of the U.S. population, or more than 246 million Americans nationwide. On September 29, 2023, the FCC confirmed we have met all of our June 14, 2023 band-specific 5G deployment commitments, and two of our three nationwide 5G commitments. The single remaining 5G commitment, that at least 70% of the U.S. population has access to average download speeds equal to 35 Mbps, will be confirmed using the drive test methodology agreed to and approved by the FCC. We have six months from September 29, 2023 to complete this drive test. We now have the largest commercial deployment of 5G VoNR in the world reaching approximately 200 million Americans and 5G broadband service reaching approximately 250 million Americans.

As a result of us providing 5G broadband service to over 50% of the U.S. population by June 14, 2023, the final build-out deadlines have been extended automatically to June 14, 2025 for us to offer 5G broadband service to at least 70% of the population in each Economic Area for the 700 MHz Licenses and AWS-4 Licenses and at least 75% of the population in each Economic Area for the H Block Licenses.

56All amounts presented in this Management's Discussion and Analysis are expressed in thousands of U.S. dollars, except share and per share amounts and unles

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Hughes Segment

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Our Hughes Broadband and Satellite Services segment business strategy is to maintain and improve our leadership position and cor through development of leading-edge technologies and services marketed to selected sectors within the consumer, enterprise and g globally. Within our Broadband and Satellite Services segment we are an industry leader in both networking technologies and services, inno global solutions that power a connected future for people, enterprises and things everywhere. We offer provide broadband satellite technolo internet products and services to consumer customers. We offer customers, which include home and small to medium-sized businesses, transport technologies and managed network services to enterprise customers, telecommunications providers, aeronautical service provide entities, including civilian and defense. Our EchoStar XXIV satellite began service in December 2023, bringing additional broadband ne

managed services, equipment, hardware, satellite services capacity across North and communications solutions to government South Ame
customers.

Our Hughes segment continues to focus its efforts on optimizing financial returns of our existing satellites while planning for new sate launched, leased or acquired. Our consumer revenue growth depends on our success in adding new and retaining existing subscribers, a our Average Revenue Per User/subscriber ("ARPU"). Service and acquisition costs related to ongoing support for our direct and indirect cus are typically impacted most significantly by our growth. The growth of our enterprise and consumer businesses relies heavily on global econ the competitive landscape for pricing relative to competitors and alternative technologies. In most areas of the U.S. we are nearing or hav which has resulted in our consumer subscriber base becoming increasingly limited. Our Latin America consumer subscriber base in cer become capacity constrained. These constraints are is expected to be addressed by the launch an integral part of the our satellite servic leverage EchoStar XXIV satellite.

To date, we have not experienced a material adverse impact from the Russia-Ukraine conflict to deliver satellite services to unserved sanctions.

On January 4, 2022, our India JV was formed, which allows us to offer flexible and scalable enterprise networking solutions using sate primary transport, back-up and hybrid implementation in India.

We expect to launch the EchoStar XXIV satellite underserved consumer markets in the second quarter of 2023. The EchoStar XXIV intended to provide additional capacity for our HughesNet service in North, Central and South America Americas as well as enterprise b Following delays and government markets.

Other Developments

Cybersecurity Incident

On February 23, 2023, DISH Network experienced a network outage that affected its internal servers and IT telephony. We immediately a response and business continuity plans designed to contain, remediate and recover from the situation. We engaged the services of November 2022 we negotiated an amendment certain cyber-security experts and outside advisors to our contract with the manufacturer to p compensation for past delays and a realignment of remedies. See Item 1 Business – Hughes Segment of this Form 10-K for further informa the availability evaluation of the EchoStar XXIV satellite could have situation, and once we determined that the outage was due to a materia our business operations, future revenues, financial position and prospects, and our planned expansion of satellite broadband services

cybersecurity incident, we promptly notified appropriate law enforcement authorities.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - CONTINUE
throughout North, South and Central America. Capital expenditures associated with

On February 28, 2023, we further disclosed that certain data had been extracted from the construction and launch DISH Network IT system into the extent of the EchoStar XXIV satellite are included in incident is now completed. We determined that our Corporate and Other segn reporting.

Our broadband subscribers include customers customer databases were not accessed, however, we confirmed that subscribe to our Hughe U.S. and Latin America through retail, wholesale and small/medium enterprise service channels.

The following table presents our approximate number of broadband subscribers:

	As of December 31,	
	2022	**2021**
United States	931,000	1,090,000
Latin America	297,000	372,000
Total broadband subscribers	1,228,000	1,462,000

The following table presents the approximate number of net subscriber additions for each quarter in 2022:

	For the Three Months Ended		
	December 31	**September 30**	**June 30**

United States	(43,000)	(46,000)	(35,000)
Latin America	(14,000)	(15,000)	(25,000)
Total net subscriber additions	(57,000)	(61,000)	(60,000)

Our ability to gain new customers and retain existing customers in the U.S. is being impacted by our capacity limitations certain employee well as competitive pressure from satellite-based competitors a limited number of other records containing certain personal information w extracted. We took steps to protect the affected records, received confirmation that the extracted data was deleted and other techn individuals whose data was extracted.

The DISH TV, SLING TV and Retail Wireless services, along with our wireless and data networks remained operational at all times durin ended December 31, 2022, these factors resulted in lower total subscribers as compared to the three months ended September 30, 2022.

Our ability to gain new customers and retain existing customers in Latin America is also being impacted by adverse economic conditions. constraints in certain areas limit our ability to add new subscribers. For the three months ended December 31, 2022, the decline in r primarily due to more selective customer screening and improved churn as compared to the three months ended September 30, 2022.

We continued to execute our strategy of maximizing financial returns by utilizing capacity for higher economic value enterprise and govern Latin America. Continued success of this strategy will further reduce the available capacity for consumer subscribers.

incident. As of December 31, 2022 and 2021, our Hughes segment March 31, 2023, all significant systems had $1.5 billion and $1.4 revenue backlog, respectively, an increase of 7.1% during that period, primarily due to an increase in contracts from our domestic and inte Of the total Hughes segment contracted revenue backlog as of December 31, 2022, we expect to recognize $461.0 million of revenue Hughes segment contracted revenue backlog as our expected future revenue under enterprise customer contracts that are non-cancela revenue.

Goodwill Impairment Assessment

been restored.

Goodwill is assess the reporting unit level. Reporting units are identified based on how segment management evaluates the results of segment operations a allocation decisions to such reporting units. All of our goodwill is assigned to our Hughes segment.We conducted our annual impairment te our second fiscal quarter on a qualitative basis and determined that no adjustment to the carrying value of goodwill was then necessary be exceeded carrying value for our Hughes reporting unit.

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During the quarter ended December 31, 2022, we conducted a quantitative interim test of goodwill for all of our reporting units due to the price since our interim test in the third quarter of 2022.As a result of this interim test, no goodwill impairment was identified.The fair v reporting unit exceeded the carrying value by more than 20%.We concluded that there were no other indicators of impairment for the quart 31, 2022. Given the decline in our stock price during the year ended December 31, 2022, we believe it is reasonably possible that a further our stock price and market capitalization would resultin all or a significant portion of our goodwill becoming impaired. The impairment of go on liquidity or capital resources. However, it would result in a material non-cash charge and would materially adversely affect our financial recognized.

When estimating the fair value of our Hughes reporting unit, we used a combination of the discounted cash flow and market multiple weighted 50% of the fair value using a discounted cash flow methodology and 50% using a market multiple approach. Although we co transactions further supported our estimate of fair value, we gave them no such weight as the discounted cash flow and market multiple considered more relevant and more reliable to be used in our fair value estimate.

In our discounted cash flow methodology, we developed and utilized a range of inputs that we believe to be reasonable and appropriately inputs included, but were not limited to, revenue growth, EBITDA margins, capital expenditures, a terminal growth rate and a discount multiple approach, we also utilized what we believe to be a reasonable and appropriately conservative range of revenue and EBITDA multip

ESS Segment

Our ESS segment provides satellite services on a full-time and/or occasional-use basis to U.S. government service providers, interne broadcast news organizations, content providers and private enterprise customers. We operate our ESS business using primarily the Echo

the EchoStar 105/SES-11 satellite and related infrastructure. Revenue in our ESS segment depends largely on our ability to continuous
available satellite capacity with existing customers and our ability to enter into commercial relationships with new customers.

As of December 31, 2022 and 2021, our ESS segment had contracted revenue backlog of $22.3 million and $10.4 million, respectively, an
during that period, primarily due to an increase in satellite service contracts with existing and new customers. Of the total ESS segment
backlog as of December 31, 2022, we expect to recognize $16.5 million of revenue in 2023. We define contracted revenue backlog for o
contracted future satellite lease revenue.

Corporate and Other Segment

Satellite Anomalies and Impairments

During the first quarter of 2023, we lost contact with incurred substantially all of our third nano-satellite ("EG-3"), which was launched in cy
expenses for this matter, including, but not limited to, costs to remediate the incident and provide additional customer support. During the s
and fourth quarters of 2021 2023, we did not incur additional material expenses resulting from the cyber-security incident and brought into u
filing do not expect to incur material expenses in the third quarter of 2021. We are continuing attempts to reestablish contact with EG-3, and
unable to do so, we will have three years to place a new S-band spacecraft at the altitude prescribed in our Australian ITU filing. We expect
band satellites recently ordered from Astro Digital to be launched well in advance of the three year replacement timeline. We are not
anomalies with respect to our owned or leased satellites as of the date of these Consolidated Financial Statements. There can be no assur
anomalies will not have a significant adverse effect in the future. In addition, there can be no assurance that we can recover critical transmis
event one or more of our satellites were to fail.

Cybersecurity

We are not aware of any cyber-incidents with respect to our owned or leased satellites or other networks, equipment or systems that h
adverse effect on our business, costs, operations, prospects, results of operation or financial position during future periods. During the yea
31, 2022 December 31, 2023, we incurred approximately $30 million in cyber-security-related expenses, which are recorded in "Cost
Consolidated Statements of Operations and through February 22, 2023 Comprehensive Income (Loss). There

Economic Environment

can be no assurance, however, that any such incident can be detected or thwarted or will not have such a material adverse effect

During 2022 and 2023, we experienced significant inflationary pressures in our commodity and labor costs resulting from the macroecon
the future.

United States, which has significantly impacted our overall operating results.

EXPLANATION OF KEY METRICS AND OTHER ITEMS

Service revenue. "Service revenue" consists principally of Pay-TV and Wireless subscriber revenue, broadband services, maintenance a
revenue and satellite and transponder leases and services revenue. Certain of the amounts included in "Service revenue" are not recurring o

Equipment sales and other revenue. **Services**"Equipment sales and other revenue primarily revenue" principally includes the sale of w
non-subsidized sales of Pay-TV equipment, the licensing of certain intellectual property and sales of broadband equipment and networ
consumer and enterprise markets.

Cost of services. “Cost of services” principally includes Pay-TV programming expenses and other operating costs related to our Pay-TV Wireless services (including costs incurred under the MNSA and NSA), and costs of broadband services, maintenance and other contracte associated with satellite and transponder leases and services, satellite uplinking/downlinking, subscriber wholesale service fees for the professional services and facilities rental revenue.

Equipment revenue. Equipment revenue primarily includes broadband equipment and networks sold to customers in our consumer and en ***Cost of sales - services and other***. Cost of sales - services and other primarily includes the cost of broadband services provided to enterprise customers, maintenance and other contracted services, costs associated with satellite and transponder leases and services p and facilities rental.

.

Cost of sales - equipment and other. . “Cost of sales - – equipment consists primarily and other” principally includes the cost of the w other related items, certain direct costs of wireless mobile network operations to deliver wireless voice and data services, the cost of broadb networks provided, as well as costs related to the non-subsidized sales of Pay-TV equipment. Costs are generally recognized as produ customers in our consumer and enterprise markets. It also includes certain other costs associated with the deployment of equipment to ou revenue is recognized.

Selling, general and administrative expenses.

Selling, general and administrative expenses. “Selling, general and administrative expenses” consists primarily include of direct sales co selling and marketing costs, third-party commissions related to the acquisition of subscribers and employee-related costs associated services (e.g., information systems, human resources and other services), including bad debt expense and stock-based compensatio includes professional fees (e.g. such as legal, information systems, and accounting services) and other expenses associated with facilities “Selling, general and administrative services.
Research expenses” includes costs related to the installation of equipment for our new Pay-TV subscribers and development ex and development expenses primarily include costs associated with the design and development cost of products to support provide subsidized sales of Pay-TV equipment for new technology and innovation to our customers. subscribers.

Impairment of long-lived assets and goodwill. Impairment “Impairment of long-lived assets and goodwill” includes our impairment lo property and equipment, goodwill, regulatory authorizations, goodwill and other intangible assets.

. Interest income, net primarily includes interest earned on our cash, cash equivalents and marketable investment s investments including premium amortization and discount accretion on debt securities.

Interest expense, net of amounts capitalized capitalized. . “Interest expense, net of amounts capitalized capitalized” primarily include associated with our long-term debt and finance lease obligations (net of capitalized interest), prepayment premiums, amortization of debt issuance costs associated with our long-term debt, and interest expense related to certain legal proceedings. associated with our finance lea

Gains (losses) Other, net. The main components of “Other, net” are gains and losses realized on investments, net. Gains (losses) c primarily includes the sale and/or conversion of marketable and non-marketable investment securities and derivative instruments, impairmen non-marketable investment securities, unrealized gains and losses from changes in fair value of our certain marketable equity and non-ma securities and other investments for which we have elected the fair value option. It may also include realized derivative instruments, foreign c gains and losses, on the sale or exchange and equity in earnings and losses of our available-for-sale debt securities, other-than-temporary in our available-for-sale securities, realized gains and losses on the sale or exchange of equity securities and debt securities without read value and adjustments to the carrying amount of investments in unconsolidated affiliates and marketable equity securities resulting fro observable price changes. affiliates.

Equity in earnings (losses) of unconsolidated affiliates, net. Equity in earnings (losses) of unconsolidated affiliates, net includes earning investments accounted for using the equity method.

Foreign currency transaction gains (losses), net. Foreign currency transaction gains (losses), net include gains and losses res measurement of transactions denominated in foreign currencies.

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Other, net. Other, net primarily includes dividends received from our marketable investment securities and other non-operating income and are not appropriately classified elsewhere in the Consolidated Statements of Operations in our Consolidated Financial Statements.

Earnings before interest, taxes, depreciation and amortization ("EBITDA"). EBITDA is defined as Net income (loss) excluding I expense, net, Income tax benefit (provision), net, Depreciation and amortization, and Net "Net income (loss) attributable to non-controlling i not a measure determined in accordance with U.S. generally accepted accounting principles ("GAAP"). EchoStar" plus "Interest expen capitalized" and net of "Interest income," "Income tax (provision) benefit, net" and "Depreciation and amortization." This non-GAAP r measure" is reconciled to Net "Net income (loss) attributable to EchoStar" in our discussion of Results "Results of Operations section EBITDA should

Operating income before depreciation and amortization ("OIBDA"). OIBDA is defined as "Operating income (loss)" plus "Depreciation This "non-GAAP measure" is reconciled to "Operating income (loss)" in our discussion of "Results of Operations" below.

DISH TV subscribers. We include customers obtained through direct sales, independent third-party retailers and other independent thi relationships in our DISH TV subscriber count. We also provide DISH TV services to hotels, motels and other commercial accounts. F commercial accounts, we divide our total revenue for these commercial accounts by $34.99, and include the resulting number, which is s than the actual number of commercial units served, in our DISH TV subscriber count.

SLING TV subscribers. We include customers obtained through direct sales and third-party marketing agreements in our SLING TV subs TV subscriber additions are recorded net of disconnects. SLING TV customers receiving service for no charge, under certain new subscri excluded from our SLING TV subscriber count. For customers who subscribe to multiple SLING TV packages, each customer is only counte subscriber.

Pay-TV subscribers. Our Pay-TV subscriber count includes all DISH TV and SLING TV subscribers discussed above. For customers wh our DISH TV services and our SLING TV services, each subscription is counted as a separate Pay-TV subscriber.

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Pay-TV average monthly revenue per subscriber ("Pay-TV ARPU"). We are not aware of any uniform standards for calculating presentations of ARPU may not be considered calculated consistently by other companies in isolation the same or similar businesses. W average monthly revenue per Pay-TV subscriber, or Pay-TV ARPU, by dividing average monthly Pay-TV segment "Service revenue," excl broadband services, for the period by our average number of Pay-TV subscribers for the period. The average number of Pay-TV subscrib the period by adding the average number of Pay-TV subscribers for each month and dividing by the number of months in the period. The Pay-TV subscribers for each month is calculated by adding the beginning and ending Pay-TV subscribers for the month and dividing subscribers on average purchase lower priced programming services than DISH TV subscribers, and therefore, as SLING TV subs a substitute percentage of total Pay-TV subscribers, it has had a negative impact on Pay-TV ARPU.

DISH TV average monthly subscriber churn rate ("DISH TV churn rate"). We are not aware of any uniform standards for ope
income calculating subscriber churn rate and believe presentations of subscriber churn rates may not be calculated consistently by differe
same or similar businesses. We calculate our DISH TV churn rate for any other measure determined period by dividing the number of DISH
terminated service during the period by the average number of DISH TV subscribers for the same period, and further dividing by the nu
accordance with GAAP. EBITDA the period. The average number of DISH TV subscribers is calculated for the period by adding the average
subscribers for each month and dividing by the number of months in the period. The average number of DISH TV subscribers for each mo
adding the beginning and ending DISH TV subscribers for the month and dividing by two.

DISH TV SAC. Subscriber acquisition cost measures are commonly used by those evaluating traditional companies in the pay-TV industry. V
any uniform standards for calculating the "average subscriber acquisition costs per new DISH TV subscriber activation," or DISH TV S/
presentations of pay-TV SAC may not be calculated consistently by different companies in the same or similar businesses. Our DISH TV
using all costs of acquiring DISH TV subscribers (e.g., subsidized equipment, advertising, installation, commissions and direct sales, etc.) w
"Selling, general and administrative expenses," plus capitalized payments made under certain sales incentive programs and the value of eq
under our management lease program for new DISH TV subscribers, divided by gross new DISH TV subscriber activations. We includ
subscribers in our calculation, including DISH TV subscribers added with little or no subscriber acquisition costs.

Wireless subscribers. We include prepaid and postpaid customers obtained through direct sales, independent third-party retailers and othe
party distribution relationships in our Wireless subscriber count. Our Wireless subscriber count includes all ACP/Gen Mobile subscribers di
gross new Wireless subscriber activations exclude all ACP/Gen Mobile subscribers as we record these subscribers net of disconnects, as di

Affordable Connectivity Program/Gen Mobile subscribers ("ACP/Gen Mobile subscribers"). The Emergency Broadband Benefit Pro
launched by the FCC in February of 2021 to support broadband services and devices to help low-income individuals that meet certain el
Affordable Connectivity Program ("ACP") replaced the EBBP on December 31, 2021. Our ACP/Gen Mobile subscribers have a measure
churn rate compared to our other Wireless subscribers and we incur lower costs to acquire these subscribers. Therefore, our ACP/Ger
additions are recorded net of operating efficiency disconnects.

Wireless average monthly revenue per subscriber ("Wireless ARPU"). We are not aware of uniform standards for calculating
financial performance believe presentations of ARPU may not be calculated consistently by other companies in the same or similar busin
average monthly revenue per Wireless subscriber, or Wireless ARPU, by dividing average monthly Retail Wireless segment "Se
benchmarking against the period by our peers average number of Wireless subscribers for the period. The average number of Wireless subs
for the period by adding the average number of Wireless subscribers for each month and competitors. Management believes EBITDA p
supplemental information regarding dividing by the underlying operating performance number of months in the period. The average r
subscribers for each month is calculated by adding the beginning and ending Wireless subscribers for the month and dividing by two.

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Wireless average monthly subscriber churn rate ("Wireless churn rate"). We are not aware of any uniform standards for calculating su
and believe presentations of subscriber churn rates may not be calculated consistently by different companies in the same or similar busin
our "Wireless churn rate" for any period by dividing the number of Wireless subscribers who terminated service during the period by the
Wireless subscribers for the same period, and further dividing by the number of months in the period. The average number of Wireless subs
for the period by adding the average number of Wireless subscribers for each month and dividing by the number of months in the period. T
of Wireless subscribers for each month is calculated by adding the beginning and ending Wireless subscribers for the month and dividin
Mobile subscribers are excluded from our calculation of our business and is appropriate to enhance an overall understanding of our fin
Management also believes that EBITDA is useful to investors because it is frequently used by securities analysts, investors and other i
evaluate the performance of companies in our industry. Wireless churn rate.

Subscribers. ***Broadband subscribers.*** Subscribers include customers that subscribe to our HughesNet service, through retail, wholesale enterprise service channels.

Free cash flow. We define free cash flow as "Net cash flows from operating activities" less: (i) "Purchases of property and equipment" r other receipts of purchases of property and equipment," and (ii) "Capitalized interest related to Regulatory authorizations," as shown o Statements of Cash Flows.

Highlights from our Financial Results

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Consolidated Results of Operations for

RESULTS OF OPERATIONS – Segments

Business Segments

We currently operate four primary business segments: (1) Pay-TV; (2) Retail Wireless; (3) 5G Network Deployment; and (4) Broad Services.

Revenue and operating income (loss) by segment are shown in the table below:

Year Ended December 31, 2023 Compared to the Year Ended December 31, 2022: .

	For the Years Ended December 31,		Variance	
	2023	2022	Amount	%
	(In thousands)			
Revenue:				
Pay-TV	$ 11,571,159	$ 12,505,392	$ (934,233)	(7.5)
Retail wireless	3,692,372	4,135,129	(442,757)	(10.7)
5G network deployment	91,928	65,768	26,160	39.8
Broadband and satellite services	1,755,559	1,998,093	(242,534)	(12.1)
Eliminations	(95,420)	(70,136)	(25,284)	(36.0)
Total revenue	$ 17,015,598	$ 18,634,246	$ (1,618,648)	(8.7)
Operating income (loss):				
Pay-TV	$ 2,699,810	$ 2,933,898	$ (234,088)	(8.0)
Retail wireless	(643,184)	(77,264)	(565,920)	*
5G network deployment	(1,881,369)	(810,968)	(1,070,401)	*
Broadband and satellite services	(458,609)	181,615	(640,224)	*
Eliminations	5,443	5,557	(114)	(2.1)

Total operating income (loss)	$ (277,909)	$ 2,232,838	$ (2,510,747)	*

* Percentage is not meaningful.

Total revenue. Revenue Our consolidated revenue totaled $17.016 billion for the year ended December 31, 2023, a decrease of $2.0 or 8.7% compared to the same period in 2022. The net decrease primarily resulted from the decrease in revenue from our Pay-TV, Broadband and Satellite Service segments.

- ***Total operating income (loss).*** Operating Our consolidated operating loss totaled $278 million for the year ended December 31, income of $189.6 million
- Net $2.233 billion during the same period in 2022. The net decrease primarily resulted from an increase in operating loss fro Deployment and Retail Wireless segments and to a lesser extent decreases in operating income (loss) from our Broadband and S Pay-TV segments. The year ended December 31, 2023 was adversely impacted by impairments of $166.5 million
- Net income attributable goodwill of: (1) $533 million from our Broadband and Satellite Service segment; (2) $120 million fro Deployment segment; (3) $99 million from our Retail Wireless segment; and (4) $6 million from our Pay-TV segment. See Note 2 to stock of $177.1 million and basic and diluted earnings per share of common stock of $2.10
- EBITDA of $707.6 million (see reconciliation of this non-GAAP measure in Results of Operations)

the Notes to our Consolidated Financial Condition as of December 31, 2022:

Statements in this Annual Report on Form 10-K for further information.

- Total assets of $6.2 billion
- Total liabilities of $2.6 billion
- Total stockholders' equity of $3.6 billion
- Cash and cash equivalents and marketable investment securities of $1.7 billion

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RESULTS OF OPERATIONS

Year Ended December 31, 2022 Compared to the Year Ended December 31, 2021.

	For the Years Ended December 31,		Variance	
	2022	2021	Amount	%
	(In thousands)			
Revenue:				
Pay-TV	$ 12,505,392	$ 12,928,707	$ (423,315)	(3.3)
Retail wireless	4,135,129	4,897,205	(762,076)	(15.6)
5G network deployment	65,768	73,889	(8,121)	(11.0)
Broadband and satellite services	1,998,093	1,985,720	12,373	0.6

Eliminations	**(70,136)**	**(66,843)**	**(3,293)**	**(4.9)**
Total revenue	**$ 18,634,246**	**$ 19,819,678**	**$ (1,184,432)**	**(6.0)**
Operating income (loss):				
Pay-TV	**$ 2,933,898**	**$ 3,075,579**	**$ (141,681)**	**(4.6)**
Retail wireless	**(77,264)**	**343,785**	**(421,049)**	*****
5G network deployment	**(810,968)**	**(216,330)**	**(594,638)**	*****
Broadband and satellite services	**181,615**	**209,042**	**(27,427)**	**(13.1)**
Eliminations	**5,557**	**10,328**	**(4,771)**	**(46.2)**
Total operating income (loss)	**$ 2,232,838**	**$ 3,422,404**	**$ (1,189,566)**	**(34.8)**

***** **Percentage is not meaningful.**

Total revenue. **Our consolidated revenue totaled $18.634 billion for the year ended December 31, 2022, a decrease of $1.184 billion to the same period in 2021. The net decrease primarily resulted from the decrease in revenue from our Retail Wireless and Pay-TV**

Total operating income (loss). **Our consolidated operating income totaled $2.233 billion for the year ended December 31, 2022, a billion or 34.8% compared to the same period in 2021. The net decrease primarily resulted from an increase in operating loss fro Deployment and decreases in operating income (loss) from our Retail Wireless and Pay-TV segments and to a lesser extent o Satellite Services segment.**

The following table presents

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Pay-TV Segment

We offer Pay-TV services under the DISH brand and the SLING brand. As of December 31, 2023, we had 8.526 million P TV subscribers in the United States, including 6.471 million DISH TV subscribers and 2.055 million SLING TV subscribers.

We promote our consolidated Pay-TV services by providing our subscribers with better service, technology and value t those available from other subscription television service providers. We offer a wide selection of video services under the DI TV brand, with access to hundreds of channels depending on the level of subscription. Our standard programming packa generally include programming provided by national cable networks. We also offer programming packages that include lo broadcast networks, specialty sports channels, premium movie channels and Latino and international programming. market our SLING TV services to consumers who do not subscribe to traditional satellite and cable pay-TV services, as wel to current and recent traditional pay-TV subscribers who desire a lower cost alternative. Our SLING TV services require Internet connection and are available on multiple streaming-capable devices including, among others, streaming me devices, TVs, tablets, computers, game consoles and phones. We offer SLING domestic, SLING International, SLING La and SLING Freestream video programming services.

Trends in our Pay-TV Segment

Competition

Competition has intensified in recent years as the pay-TV industry has matured. We and our competitors increasingly m seek to attract a greater proportion of new subscribers from each other's existing subscriber bases rather than from first-t purchasers of pay-TV services. We face substantial competition from established pay-TV providers and broadband serv providers and increasing competition from companies providing/facilitating the delivery of video content via the Interne computers, televisions, and other streaming and mobile devices, including wireless service providers. In recent years, indus consolidation and convergence has created competitors with greater scale and multiple product/service offerings. Th developments, among others, have contributed to intense and increasing competition, and we expect such competition continue.

We incur significant costs to retain our existing DISH TV subscribers, generally as a result of upgrading their equipment to n generation receivers, primarily including our Hopper® receivers, and by providing retention credits. Our DISH TV subscri retention costs may vary significantly from period to period.

Many of our competitors have been especially aggressive by offering discounted programming and services for both new a existing subscribers, including, but not limited to, bundled offers combining broadband, video and/or wireless services a other promotional offers. Certain competitors have been able to subsidize the price of video services with the price broadband and/or wireless services.

Our Pay-TV services also face increased competition from programmers and other companies who distribute video directly consumers over the Internet, as well as traditional satellite television providers, cable companies and la telecommunications companies that are rapidly increasing their Internet-based video offerings and direct-to-consum exclusive and non-exclusive content. We also face competition from providers of video content, many of which are providers programming content to us, that distribute content over the Internet including services with live-linear television programmi as well as single programmer offerings and offerings of large libraries of on-demand content, including in certain cases orig content. These product offerings include, but are not limited to, Netflix, Hulu, Apple+, Prime Video, YouTube TV, Disne ESPN+, Paramount+, Max, STARZ, Peacock, Fubo, Philo and Tubi and certain bundles of these offerings.

Significant changes in consumer behavior regarding the means by which consumers obtain video entertainment a information in response to digital media competition could have a material adverse effect on our business, results of operati and financial condition or otherwise disrupt our business.

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In particular, consumers have shown increased interest in viewing certain video programming in any place, at any time and on any broadband or Internet-connected device they choose. Online content providers may cause our subscribers disconnect our DISH TV services ("cord cutting"), downgrade to smaller, less expensive programming packages ("c shaving") or elect to purchase through these online content providers a certain portion of the services that they would h historically purchased from us.

Mergers and acquisitions, joint ventures and alliances among cable television providers, telecommunications compan programming providers and others may result in, among other things, greater scale and financial leverage and increase availability of offerings from providers capable of bundling video, broadband and/or wireless services in competition with services and may exacerbate the risks described under the caption "Item 1A. Risk Factors" and elsewhere in our public filin These transactions may affect us adversely by, among other things, making it more difficult for us to obtain access to cert programming networks on nondiscriminatory and fair terms, or at all.

Our Pay-TV subscriber base has been declining due to, among other things, the factors described above. There can be assurance that our Pay-TV subscriber base will not continue to decline and that the pace of such decline will not accelera

As our Pay-TV subscriber base continues to decline, it could have a material adverse long-term effect on our business, res of operations, financial condition and cash flow.

Programming

Our ability to compete successfully will depend, among other things, on our ability to continue to obtain desirable programm and deliver it to our subscribers at competitive prices. Programming costs represent a large percentage of our “Cos services” and the largest component of our total expense. We expect these costs to continue to increase due to contract price increases and the renewal of long-term programming contracts on less favorable pricing terms and certain programm costs are rising at a much faster rate than wages or inflation. In particular, the rates we are charged for retransmitting lo broadcast channels have been increasing substantially and may exceed our ability to increase our prices to our subscrib Our ability to provide services under these agreements and negotiate acceptable terms depends on, among other things, number of subscribers we have, our actual, perceived or anticipated financial condition and our negotiating power against ea programmer, which can vary depending on the size and scale of such programmer. Going forward, our margins may fa pressure if we are unable to renew our long-term programming contracts on acceptable pricing and other economic terms o we are unable to pass these increased programming costs on to our subscribers.

Increases in programming costs have caused us to increase the rates that we charge to our subscribers, which could in t cause our existing Pay-TV subscribers to disconnect our services or cause potential new Pay-TV subscribers to choose no subscribe to our services. Additionally, even if our subscribers do not disconnect our services, they may purchase through n and existing online content providers a certain portion of the services that they would have historically purchased from us.

Furthermore, our net Pay-TV subscriber additions, gross new DISH TV subscriber activations, and DISH TV churn rate may negatively impacted if we are unable to renew our long-term programming carriage contracts. In the past, our net Pay subscriber additions, gross new DISH TV subscriber activations, and DISH TV churn rate have been negatively impacted a result of programming interruptions and threatened programming interruptions in connection with the scheduled expiration programming carriage contracts with content providers. There can be no assurance that the removal of any channels will have a material adverse effect on our business, results of operations and financial condition or otherwise disrupt our busine We cannot predict with any certainty the impact to our net Pay-TV subscriber additions, gross new DISH TV subscri activations, and DISH TV churn rate resulting from programming interruptions or threatened programming interruptions t may occur in the future. As a result, we may at times suffer from periods of lower net Pay-TV subscriber additions or higher Pay-TV subscriber losses.

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Other Developments

Adaptive Bitrate Streaming Patents

Through our subsidiaries, we hold dozens of issued United States and foreign patents that relate to Adaptive Bitr Streaming. On September 9, 2022, the chief administrative law judge at the United States International Trade Commiss (“ITC”) issued an Initial Determination holding that the video streaming in certain Peloton, NordicTrack and Mirror exerc equipment infringes four of those patents, and recommended that the ITC prevent the importation of the infringing produ On March 8, 2023, the ITC issued its Final Determination, which affirmed the Initial Determination for three of the four pate in all material aspects, and issued the recommended exclusion and cease and desist orders, which will become effective a a Presidential review period. On February 9, 2023, we entered into a confidential license agreement covering Mirror exerc equipment that resolves our litigation involving those products. On May 1, 2023, we entered into a $75 million licer agreement covering Peloton exercise equipment that resolves our litigation involving those products. During the year enc December 31, 2023, we recorded the $75 million license agreement in "Equipment sales and other revenue" on Consolidated Statements of Operations and Comprehensive Income (Loss). We have not reached a settlement with respec the NordicTrack infringing products and we intend to enforce this litigation and to pursue our related patent infringement cla against them.

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RESULTS OF OPERATIONS – Pay-TV Segment

Year Ended December 31, 2023 Compared to the Year Ended December 31, 2022.

Statements of Operations Data	For the Years Ended December 31, 2023	2022	Variance Amount	%
	(In thousands)			
Revenue:				
Service revenue	$ 11,385,961	$ 12,360,601	$ (974,640)	(
Equipment sales and other revenue	185,198	144,791	40,407	2
Total revenue	11,571,159	12,505,392	(934,233)	(
Costs and expenses:				
Cost of services	6,977,628	7,423,427	(445,799)	(
% of Service revenue	**61.3 %**	**60.1 %**		
Cost of sales - equipment and other	91,164	97,315	(6,151)	(
Selling, general and administrative expenses	1,414,808	1,622,281	(207,473)	(1
% of Total revenue	**12.2 %**	**13.0 %**		
Depreciation and amortization	381,292	428,471	(47,179)	(1
Impairment of long-lived assets and goodwill	6,457	—	6,457	
Total costs and expenses	8,871,349	9,571,494	(700,145)	(
Operating income (loss)	$ 2,699,810	$ 2,933,898	$ (234,088)	(
Other data:				
Pay-TV subscribers, as of period end (in millions)	8.526	9.750	(1.224)	(1
DISH TV subscribers, as of period end (in millions)	6.471	7.416	(0.945)	(1
SLING TV subscribers, as of period end (in millions)	2.055	2.334	(0.279)	(1
Pay-TV subscriber additions (losses), net (in millions)	(1.224)	(0.957)	(0.267)	(2
DISH TV subscriber additions (losses), net (in millions)	(0.945)	(0.805)	(0.140)	(1
SLING TV subscriber additions (losses), net (in millions)	(0.279)	(0.152)	(0.127)	(8
Pay-TV ARPU	$ 104.56	$ 101.20	$ 3.36	
DISH TV subscriber additions, gross (in millions)	0.464	0.634	(0.170)	(2
DISH TV churn rate	1.69 %	1.54 %	0.15 %	
DISH TV SAC	$ 1,118	$ 1,044	$ 74	

Purchases of property and equipment, net of refunds	$	242,736	$	131,093	$	111,643	8
OIBDA	$	3,081,102	$	3,362,370	$	(281,268)	(

* Percentage is not meaningful.

Pay-TV Subscribers

DISH TV subscribers. We lost approximately 945,000 net DISH TV subscribers during the year ended December 31, 20 compared to the loss of approximately 805,000 net DISH TV subscribers during the same period in 2022. This increase in DISH TV subscriber losses primarily resulted from lower gross new DISH TV subscriber activations and a higher DISH churn rate.

SLING TV subscribers. We lost approximately 279,000 net SLING TV subscribers during the year ended December 31, 20 compared to the loss of approximately 152,000 net SLING TV subscribers during the same period in 2022. The increase in SLING TV subscriber losses were primarily related to lower SLING TV subscriber activations, partially offset by lower SLI TV subscriber disconnects in 2023. We continue to experience increased competition, including competition from ot subscription video on-demand and live-linear OTT service providers, many of which are providers of our content and o football and other seasonal sports programming direct to subscribers on an a la carte basis.

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DISH TV subscribers, gross. During the year ended December 31, 2023, we activated approximately 464,000 gross n DISH TV subscribers compared to approximately 634,000 gross new DISH TV subscribers during the same period in 2022 decrease of 26.8%. This decrease in our gross new DISH TV subscriber activations was primarily related to the lack demand, shifting consumer behavior, and lower marketing expenditures, as well as increased competitive pressures, includi but not limited to, live-linear OTT service providers, aggressive short term introductory pricing and bundled offers combin broadband, video and/or wireless services and other discounted promotional offers, and direct-to-consumer offerings certain of our programmers. Our gross new DISH TV subscriber activations continue to be negatively impacted by emphasis on acquiring higher quality subscribers.

DISH TV churn rate. Our DISH TV churn rate for the year ended December 31, 2023 was 1.69% compared to 1.54% for same period in 2022. Our DISH TV churn rate for the year ended December 31, 2023 was briefly elevated due to the cyb security incident. Our DISH TV churn rate continues to be adversely impacted by external factors, such as, among ot things, cord cutting, shifting consumer behavior and increased competitive pressures, including, but not limited to, live-lin OTT service providers, aggressive marketing, bundled discount offers combining broadband, video and/or wireless servi and other discounted promotional offers. Our DISH TV churn rate continues to be positively impacted by our emphasis acquiring and retaining higher quality subscribers. Our DISH TV churn rate is also impacted by internal factors, such among other things, our ability to consistently provide outstanding customer service, price increases, our ability to con piracy and other forms of fraud, and the level of our retention efforts.

Our net Pay-TV subscriber additions, gross new DISH TV subscriber activations, and DISH TV churn rate have be negatively impacted as a result of programming interruptions and threatened programming interruptions in connection with scheduled expiration of programming carriage contracts with content providers. We cannot predict with any certainty impact to our net Pay-TV subscriber additions, gross new DISH TV subscriber activations, and DISH TV subscriber churn r resulting from programming interruptions or threatened programming interruptions that may occur in the future. As a result, may at times suffer from periods of lower net Pay-TV subscriber additions or higher net Pay-TV subscriber losses.

We have not always met our own standards for performing high-quality installations, effectively resolving subscriber issu when they arise, answering subscriber calls in an acceptable timeframe, effectively communicating with our subscriber ba reducing calls driven by the complexity of our business, improving the reliability of certain systems and subscriber equipm and aligning the interests of certain independent third-party retailers and installers to provide high-quality service. Mos these factors have affected both gross new DISH TV subscriber activations as well as DISH TV subscriber churn rate. future gross new DISH TV subscriber activations and our DISH TV subscriber churn rate may be negatively impacted by th factors, which could in turn adversely affect our revenue.

Service revenue. "Service revenue" totaled $11.386 billion for the year ended December 31, 2023, a decrease of $975 mil or 7.9% compared to the same period in 2022. The decrease in "Service revenue" compared to the same period in 2022 v primarily related to lower average Pay-TV subscriber base, partially offset by an increase in Pay-TV ARPU, discussed belov

Equipment sales and other revenue. "Equipment sales and other revenue" totaled $185 million for the year end December 31, 2023, an increase of $40 million or 27.9% compared to the same period in 2022. The increase in "Equipm sales and other revenue" compared to the same period in 2022 was primarily related to a non-recurring $75 million license our Adaptive Bitrate Streaming patents to Peloton covering certain Peloton products that resolves our litigation involving th products, partially offset by a decrease in equipment sales revenue.

Pay-TV ARPU. Pay-TV ARPU was $104.56 during the year ended December 31, 2023 versus $101.20 during the sa period in 2022. The $3.36 or 3.3% increase in Pay-TV ARPU was primarily attributable to the DISH TV and SLING programming price increases. The DISH TV and SLING TV programming package price increases were effective in the fou quarter of 2022 and 2023.

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Cost of services. "Cost of services" totaled $6.978 billion during the year ended December 31, 2023, a decrease of $4 million or 6.0% compared to the same period in 2022. The decrease in "Cost of services" was primarily attributable to a lov average Pay-TV subscriber base, partially offset by higher programming costs per subscriber and higher variable and reten costs per subscriber. Programming costs per subscriber increased during the year ended December 31, 2023 due to r increases in certain of our programming contracts, including the renewal of certain contracts at higher rates, particularly local broadcast channels. In addition, variable and retention costs per subscriber increased during the year ended Decem 31, 2023 due to, among other things, approximately $30 million in cyber-security-related expenses to remediate the incid and provide additional customer support. "Cost of services" represented 61.3% and 60.1% of "Service revenue" dur the year ended December 31, 2023 and 2022, respectively.

In the normal course of business, we enter into contracts to purchase programming content in which our payment obligati are generally contingent on the number of Pay-TV subscribers to whom we provide the respective content. Our "Cos services" have and will continue to face further upward pressure from price increases and the renewal of long-te programming contracts on less favorable pricing terms. In addition, our programming expenses will increase to the extent are successful in growing our Pay-TV subscriber base.

Selling, general and administrative expenses. "Selling, general and administrative expenses" totaled $1.415 billion dur the year ended December 31, 2023, a $207 million or 12.8% decrease compared to the same period in 2022. This change v primarily driven by a decrease in subscriber acquisition costs resulting from lower marketing expenditures and lower gross r DISH TV subscriber activations, and a decrease in personnel costs, partially offset by Merger related costs.

Depreciation and amortization. "Depreciation and amortization" expense totaled $381 million during the year enc December 31, 2023, a $47 million or 11.0% decrease compared to the same period in 2022. This change was primarily driv by a decrease in depreciation expense from equipment leased to new and existing DISH TV subscribers and the EchoStar satellite which became fully depreciated during the second quarter of 2023.

Impairment of long-lived assets and goodwill. "Impairment of long-lived assets and goodwill" totaled $6 million for the y ended December 31, 2023. This impairment represents a noncash impairment charge for goodwill. See Note 2 to the Notes our Consolidated Financial Statements in this Annual Report on Form 10-K for further information.

DISH TV SAC. DISH TV SAC was $1,118 during the year ended December 31, 2023 compared to $1,044 during the sa period in 2022, an increase of $74 or 7.1%. This change was primarily attributable to an increase in advertising costs subscriber, higher installation costs due to an increase in labor and other installation costs, and a lower percentage remanufactured receivers being activated on new subscriber accounts.

During the year ended December 31, 2023 and 2022, the amount of equipment capitalized under our lease program for n DISH TV subscribers totaled $54 million and $55 million, respectively.

To remain competitive, we upgrade or replace subscriber equipment periodically as technology changes, and the co associated with these upgrades may be substantial. To the extent technological changes render a portion of our exist equipment obsolete, we would be unable to redeploy all returned equipment and consequently would realize less benefit fr the DISH TV SAC reduction associated with redeployment of that returned lease equipment.

Our "DISH TV SAC" may materially increase in the future to the extent that we, among other things, transition to new technologies, introduce more aggressive promotions, or provide greater equipment subsidies. See further information un *"Liquidity and Capital Resources – Subscriber Acquisition and Retention Costs."*

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Year Ended December 31, 2022 Compared to the Year Ended December 31, 2021.

Statements of Operations Data	**For the Years Ended December 31,** 2022	2021	**Variance** Amount	%
		(In thousands)		
Revenue:				
Service revenue	$ 12,360,601	$ 12,787,485	$ (426,884)	(
Equipment sales and other revenue	144,791	141,222	3,569	
Total revenue	12,505,392	12,928,707	(423,315)	(
Costs and expenses:				
Cost of services	7,423,427	7,735,410	(311,983)	(
% of Service revenue	**60.1 %**	**60.5 %**		
Cost of sales - equipment and other	97,315	104,941	(7,626)	(
Selling, general and administrative expenses	1,622,281	1,473,941	148,340	1
% of Total revenue	**13.0 %**	**11.4 %**		
Depreciation and amortization	428,471	538,836	(110,365)	(2

Total costs and expenses		9,571,494		9,853,128		(281,634)	(
Operating income (loss)	$	2,933,898	$	3,075,579	$	(141,681)	(
Other data:							
Pay-TV subscribers, as of period end (in millions)		9.750		10.707		(0.957)	(
DISH TV subscribers, as of period end (in millions)		7.416		8.221		(0.805)	(
SLING TV subscribers, as of period end (in millions)		2.334		2.486		(0.152)	(
Pay-TV subscriber additions (losses), net (in millions)		(0.957)		(0.583)		(0.374)	(6
DISH TV subscriber additions (losses), net (in millions)		(0.805)		(0.595)		(0.210)	(3
SLING TV subscriber additions (losses), net (in millions)		(0.152)		0.012		(0.164)	
Pay-TV ARPU	$	101.20	$	95.94	$	5.26	
DISH TV subscriber additions, gross (in millions)		0.634		0.835		(0.201)	(2
DISH TV churn rate		1.54 %		1.40 %		0.14 %	1
DISH TV SAC	$	1,044	$	823	$	221	2
Purchases of property and equipment, net of refunds	$	131,093	$	173,485	$	(42,392)	(2
OIBDA	$	3,362,370	$	3,614,415	$	(252,045)	(

* Percentage is not meaningful.

Pay-TV Subscribers

***DISH TV subscribers**.* We lost approximately 805,000 net DISH TV subscribers during the year ended December 31, 20 compared to the loss of approximately 595,000 net DISH TV subscribers during the same period in 2021. This increase in DISH TV subscriber losses primarily resulted from lower gross new DISH TV subscriber activations and a higher DISH churn rate.

SLING TV subscribers. We lost approximately 152,000 net SLING TV subscribers during the year ended December 31, 20 compared to the addition of approximately 12,000 net SLING TV subscribers during the same period in 2021. The decrease net SLING TV subscribers was primarily related to higher subscriber disconnects in 2022 following seasonal sports activity a lower SLING TV subscriber activations. We continue to experience increased competition, including competition from ot subscription video on-demand and live-linear OTT service providers.

DISH TV subscribers, gross. During the year ended December 31, 2022, we activated approximately 634,000 gross n DISH TV subscribers compared to approximately 835,000 gross new DISH TV subscribers during the same period in 2021 decrease of 24.1%. This decrease in our gross new DISH TV subscriber activations was primarily related to the lack demand, shifting consumer behavior and channel removals, including Tegna, as well as increased competitive pressur including aggressive short term introductory pricing and bundled offers combining broadband, video and/or wireless servi and other discounted promotional offers, live-linear OTT service providers, and direct-to-consumer offerings by certain of programmers. Our gross new DISH TV subscriber activations continue to be negatively impacted by an emphasis on acqui higher quality subscribers.

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DISH TV churn rate. Our DISH TV churn rate for the year ended December 31, 2022 was 1.54% compared to 1.40% for same period in 2021. Our DISH TV churn rate for the year ended December 31, 2022 was negatively impacted programming interruptions in connection with the scheduled expiration of certain programming carriage contracts, incluc Tegna. Our DISH TV churn rate continues to be adversely impacted by external factors, such as, among other things, c cutting, shifting consumer behavior and increased competitive pressures, including aggressive marketing, bundled disco offers combining broadband, video and/or wireless services and other discounted promotional offers. In addition, our DISH churn rate was positively impacted by COVID-19 beginning in the second quarter of 2020, including, among other things, recommendations and/or mandates from federal, state, and/or local authorities that customers refrain from non-esser movements outside of their homes and the resulting increased consumption of our Pay-TV services. Our DISH TV churn r continues to be positively impacted by our emphasis on acquiring and retaining higher quality subscribers. Our DISH TV ch rate is also impacted by internal factors, such as, among other things, our ability to consistently provide outstanding custor service, price increases, our ability to control piracy and other forms of fraud, and the level of our retention efforts.

Our net Pay-TV subscriber additions, gross new DISH TV subscriber activations, and DISH TV churn rate have be negatively impacted as a result of programming interruptions and threatened programming interruptions in connection with scheduled expiration of programming carriage contracts with content providers. On October 6, 2021, Tegna removed channels from our DISH TV programming lineup in 53 markets. On February 4, 2022, we and Tegna signed a r programming carriage contract which restored these channels to our DISH TV programming lineup. Although subscri demand for local network stations has decreased in recent years as a result of, among other things, programming be available to subscribers through alternative methods, including over the air antennas, there can be no assurance that removal of these or other channels will not have a material adverse effect on our business, results of operations and finan condition or otherwise disrupt our business. In addition, Disney removed its channels, including locals in eight markets, fr our DISH TV and SLING TV programming lineup, from October 1, 2022 to October 3, 2022, after we were unable to reac contract extension agreement prior to the expiration of the programming carriage contract. The channels were restored wl we reached a tentative contract extension agreement with Disney and subsequently, we and Disney signed a new long-te programming carriage contract.

We cannot predict with any certainty the impact to our net Pay-TV subscriber additions, gross new DISH TV subscri activations, and DISH TV subscriber churn rate resulting from programming interruptions or threatened programm interruptions that may occur in the future. As a result, we may at times suffer from periods of lower net Pay-TV subscri additions or higher net Pay-TV subscriber losses.

Service revenue. "Service revenue" totaled $12.361 billion for the year ended December 31, 2022, a decrease of $427 mil or 3.3% compared to the same period in 2021. The decrease in "Service revenue" compared to the same period in 2021 v primarily related to lower average Pay-TV subscriber base, partially offset by an increase in Pay-TV ARPU, discussed belov

Pay-TV ARPU. Pay-TV ARPU was $101.20 during the year ended December 31, 2022 versus $95.94 during the same per in 2021. The $5.26 or 5.5% increase in Pay-TV ARPU was primarily attributable to the DISH TV and SLING TV programm price increases and higher Pay-TV ad sales revenue. The DISH TV programming package price increases were effective the first and fourth quarters of 2021 and the fourth quarter of 2022, and the SLING TV programming package price increa were effective during 2021 and the fourth quarter of 2022.

Cost of services. "Cost of services" totaled $7.423 billion during the year ended December 31, 2022, a decrease of $: million or 4.0% compared to the same period in 2021. The decrease in "Cost of services" was primarily attributable to a lo average Pay-TV subscriber base, partially offset by higher programming costs per subscriber and higher variable and reten costs per subscriber. Programming costs per subscriber increased during the year ended December 31, 2022 due to r increases in certain of our programming contracts, including the renewal of certain contracts at higher rates, particularly local broadcast channels. Variable and retention costs per subscriber increased during the year ended December 31, 2C due to, among other things, higher labor and in-home service costs, and higher credit losses. "Cost of services" represen 60.1% and 60.5% of "Service revenue" during the years ended December 31, 2022 and 2021, respectively.

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Selling, general and administrative expenses. "Selling, general and administrative expenses" totaled $1.622 billion du the year ended December 31, 2022, a $148 million or 10.1% increase compared to the same period in 2021. This change v primarily driven by an increase in costs to support the Pay-TV segment and an increase in subscriber acquisition cc resulting from higher marketing expenditures.

Depreciation and amortization. "Depreciation and amortization" expense totaled $428 million during the year en December 31, 2022, a $110 million or 20.5% decrease compared to the same period in 2021. This change was prima driven by a decrease in depreciation expense from equipment leased to new and existing DISH TV subscribers and from expiration of our QuetzSat-1 finance lease during the fourth quarter of 2021.

DISH TV SAC. DISH TV SAC was $1,044 during the year ended December 31, 2022 compared to $823 during the sa period in 2021, an increase of $221 or 26.9%. This change was primarily attributable to an increase in advertising costs subscriber, higher installation costs due to an increase in labor and other installation costs.

During the years ended December 31, 2022 and 2021, the amount of equipment capitalized under our lease program for r DISH TV subscribers totaled $55 million and $72 million, respectively. This decrease in capital expenditures primarily resul from a decrease in gross new DISH TV subscriber activations and a higher percentage of remanufactured receivers be activated on new subscriber accounts.

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Retail Wireless Segment

We offer nationwide prepaid and postpaid Retail Wireless services to subscribers primarily under our Boost Mobile, Bo postpaid and Gen Mobile brands, as well as a competitive portfolio of wireless devices. Prepaid wireless subscribers gener pay in advance for monthly access to wireless talk, text, and data services. Postpaid wireless subscribers are qualified to after receiving wireless talk, text, and data services, and may also qualify for financing arrangements for wireless devices.

Boost postpaid. In the fourth quarter of 2022, we launched our Boost postpaid wireless service, to a limited numbe customers who had signed up for early registration. During 2023, we launched our nationwide expansion of our Boost postp wireless service, and at the end of the third quarter of 2023, we began offering the iPhone 15 on our 5G Network expanded our Boost postpaid offering through a distribution partnership with Amazon.

We are currently operating our Retail Wireless segment primarily as an MVNO as we continue our 5G Network Deploym and commercialize and grow customer traffic on our 5G Network. We are transitioning our Retail Wireless segment to an M as our 5G Network becomes commercially available. We are currently activating Boost Mobile and Boost postpaid subscrib with compatible devices onto our 5G Network in markets where we have launched 5G voice services. Within our MV operations, today we depend on T-Mobile and AT&T to provide us with network services under MNSA and NSA, respectiv Under the NSA, we expect AT&T will become our primary network services provider.

Historically, a portion of our Wireless subscribers received services through T-Mobile's CDMA Network. However, T-Mo previously provided notice that it intended to shutdown the CDMA Network on March 31, 2022. The shutdown began on Ma

31, 2022 and was completed during the second quarter of 2022. While we worked to mitigate the harms of this shutdown, incurred significant costs to migrate subscribers on this timeline. We implemented targeted efforts and promotions directed impacted customers, which resulted in the successful migration of the vast majority of our CDMA subscribers. The CD shutdown negatively impacted our gross new Wireless subscriber activations, our Wireless churn rate, and our results operations during the first and second quarters of 2022. During the second quarter of 2022, we removed approxima 126,000 subscribers from our ending Wireless subscriber count representing Wireless subscribers who did not migrate off CDMA network prior to the shutdown. The effect of the removal of the 126,000 subscribers was excluded from the calcula of our net Wireless subscriber additions/losses and Wireless churn rate.

On June 21, 2022, we and T-Mobile signed an amendment to the MNSA. In connection with this amendment, T-Mobile agr to transfer to us (subject to required regulatory approvals) all Boost branded customers of former Sprint affiliates, Shentel a Swiftel, as well as Boost branded customers who were previously part of the California Public Utilities Commission CA program (the “Boost Affiliate Subscribers”). We received regulatory approvals and on September 1, 2022 closed the trans upon which we received approximately 139,000 Boost Affiliate Subscribers. In addition, this amendment, among other thin settled all open disputes, including CDMA matters, with terms providing improved pricing and enhanced roaming solutions our consumers. Prior to the signing of this agreement, the first and second quarters of 2022 were adversely impacted among other things, our CDMA migration costs and our ability to launch more competitive service plans in the marketplace. a result, during the first and second quarters of 2022, we experienced lower gross new Wireless subscriber activations a higher Wireless churn.

During the second half of 2022, we began the process of migrating subscribers off the Transition Services Agreement (“TS with T-Mobile, including the billing systems, and onto our own billing and operational support systems. The migration subscribers to our new billing and operational support systems accelerated during the fourth quarter of 2022 and continued the first and second quarters of 2023. The migration of subscribers during the first and second quarters of 2023 negativ impacted our Wireless churn rate and our results of operations. During the second quarter of 2023, we completed migration of subscribers off the TSA with T-Mobile and onto our own billing and operational support systems. As of Decem 31, 2023, we had 7.378 million Wireless subscribers. Currently, we offer Wireless subscribers competitive consumer plans v no annual service contracts and monthly service plans including high-speed data and unlimited talk and text, and financ arrangements for wireless devices for certain qualified subscribers.

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ACP Subscribers. A portion of our subscriber base and revenue is comprised of subscribers who receive benefits under A The ACP program is expected to end unless Congress appropriates additional funding. As a result, the FCC has begun tak steps to wind down the ACP and has announced that ACP stopped accepting new applications and enrollments on Febru 7, 2024. The FCC projects that households enrolled in the ACP will continue to receive the benefit on their service throu April 2024. This date is an estimate and may change. Without additional funding from Congress, the FCC anticipates that current ACP funding is projected to run out in April 2024. Discontinuation, amendment or repeal of ACP, or replacemen ACP with one having different eligibility requirements and/or funding levels could negatively impact, among other things, net Wireless subscriber activations and results of operations or impose additional costs on our business. If ACP funding ultimately restored or replaced, there can be no assurance that the timing of the restoration or replacement will not lead service interruptions and negatively impact, among other things, our net Wireless subscriber activations and results operations. Generally, ACP subscribers have lower Wireless ARPU than other Wireless subscribers.

Other Developments

We regularly evaluate ways to enhance our business. As part of this process, we are in regular dialogue with interested par who may assist us in accomplishing our goals, including ongoing conversations with CONX Corp. (an entity partially owi by Charles W. Ergen, our Chairman) regarding a transaction involving our Retail Wireless segment. There can be assurance that these discussions will lead to a transaction nor as to the structure or terms of any such transaction.

Competition

Retail wireless is a mature market with moderate year over year organic growth. Competitors include, among others, provid who offer similar communication services, such as talk, text and data. Competitive factors within the wireless communicati services industry include, but are not limited to, pricing, market saturation, service and product offerings, customer experie and service quality. We compete with a number of national wireless carriers, including Verizon, AT&T and T-Mobile, all of wh are significantly larger than us, serve a significant percentage of all wireless subscribers and enjoy scale advanta compared to us. Verizon, AT&T, and T-Mobile are currently the only nationwide MNOs in the United States.

Primary competitors to our Retail Wireless segment include, but are not limited to, Metro PCS (owned by T-Mobile), Cric Wireless (owned by AT&T), Visible (owned by Verizon), Tracfone Wireless (owned by Verizon), and other MVNOs such Consumer Cellular, Mint Mobile (T-Mobile has reached an agreement to acquire) and Xfinity Mobile.

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RESULTS OF OPERATIONS – Retail Wireless Segment

Year Ended December 31, 2023 Compared to the Year Ended December 31, 2022.

	For the Years Ended December 31,		Variance	
Statements of Operations Data	**2023**	**2022**	**Amount**	**%**
		(In thousands)		
Revenue:				
Service revenue	$ 3,337,240	$ 3,653,909	$ (316,669)	(
Equipment sales and other revenue	355,132	481,220	(126,088)	(2
Total revenue	3,692,372	4,135,129	(442,757)	(1
Costs and expenses:				
Cost of services	2,022,443	2,135,074	(112,631)	(
% of Service revenue	**60.6 %**	**58.4 %**		
Cost of sales - equipment and other	1,133,377	1,193,645	(60,268)	(
Selling, general and administrative expenses	859,111	705,760	153,351	2
% of Total revenue	**23.3 %**	**17.1 %**		
Depreciation and amortization	221,968	177,914	44,054	2
Impairment of long-lived assets and goodwill	98,657	—	98,657	
Total costs and expenses	4,335,556	4,212,393	123,163	
Operating income (loss)	$ (643,184)	$ (77,264)	$ (565,920)	
Other data:				

Wireless subscribers, as of period end (in millions) **		7.378		7.983		(0.605)	(
Wireless subscriber additions, gross (in millions)		2.743		3.418		(0.675)	(1
Wireless subscriber additions (losses), net (in millions) ***		(0.617)		(0.576)		(0.041)	(
Wireless ARPU	$	36.15	$	37.72	$	(1.57)	(
Wireless churn rate		4.17 %		4.46 %		(0.29)%	(
OIBDA	$	(421,216)	$	100,650	$	(521,866)	

* Percentage is not meaningful.

** During the second quarter of 2022, we removed approximately 126,000 subscribers from our ending Wireless subscri count representing Wireless subscribers who did not migrate off the CDMA network prior to the shutdown. The effect of removal of the 126,000 Wireless subscribers was excluded from the calculation of our net Wireless subscri additions/losses and Wireless churn rate. See “Wireless – Retail Wireless” for further information on the CDMA shutdo In addition, during the third quarter of 2022, approximately 139,000 Boost Affiliate Subscribers were transferred to us a are included in our ending Wireless subscriber count and excluded from our gross new Wireless subscriber activatio See “Wireless – Retail Wireless” for further information on the amended MNSA.

*** Includes ACP/Gen Mobile subscribers.

Wireless subscribers. We lost approximately 617,000 net Wireless subscribers during the year ended December 31, 20 compared to the loss of approximately 576,000 net Wireless subscribers during the same period in 2022. This increase in Wireless subscriber losses primarily resulted from lower gross new Wireless subscriber activations, partially offset by increase in net ACP/Gen Mobile subscriber additions and a lower Wireless churn rate.

Wireless subscribers, gross. During the year ended December 31, 2023, we activated approximately 2.743 million gr new Wireless subscribers compared to approximately 3.418 million gross new Wireless subscribers during the same perio 2022, a decrease of 19.7%. This decrease in our gross new Wireless subscriber activations was primarily related to increa competitive pressures, including aggressive competitor marketing, discounted service plans and deeper wireless dev subsidies. In addition, our gross new Wireless subscribers for the year ended December 31, 2023 was negatively impacted our emphasis on acquiring and retaining higher quality subscribers.

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Wireless churn rate. Our Wireless churn rate for the year ended December 31, 2023 was 4.17% compared to 4.46% for same period in 2022. Our Wireless churn rate for the year ended December 31, 2023 was positively impacted by our empha on acquiring and retaining higher quality subscribers, partially offset by competitive pressures, including deeper wirel device subsidies. In addition, our Wireless churn rate for the year ended December 31, 2023 was negatively impacted migrating subscribers off the TSA with T-Mobile and onto our new billing and operational support systems. Furthermore, Wireless churn rate for the year ended December 31, 2022 was negatively impacted by the shutdown of the CDMA Network

Service revenue. “Service revenue” totaled $3.337 billion for the year ended December 31, 2023, a decrease of $317 mil or 8.7% compared to the same period in 2022. The decrease in “Service revenue” compared to the same period in 2022 w primarily related to a lower average Wireless subscriber base and a decrease in Wireless ARPU, discussed below.

Wireless ARPU. Wireless ARPU was $36.15 during the year ended December 31, 2023 versus $37.72 during the sa period in 2022. The $1.57 or 4.2% decrease in Wireless ARPU was primarily attributable to, among other things, a shif subscriber plan mix to lower priced service plans.

Equipment sales and other revenue. "Equipment sales and other revenue" totaled $355 million for the year end December 31, 2023, a decrease of $126 million or 26.2% compared to the same period in 2022. The decrease in "Equipm sales and other revenue" compared to the same period in 2022 was primarily related to a decrease in units shipped and hig promotional subsidies, partially offset by higher revenue per unit shipped due to unit mix. During the year ended December 2023, we shipped a higher percentage of devices that are compatible with our 5G Network and other devices that hav higher revenue per unit.

Cost of services. "Cost of services" totaled $2.022 billion for the year ended December 31, 2023, a decrease of $113 mil or 5.3% compared to the same period in 2022. The decrease in "Cost of services" was primarily attributable to a lower avera Wireless subscriber base, partially offset by higher monthly dealer incentive costs. During the year ended December 31, 20 we realigned our commission structure with current business objectives to acquire higher quality, long-term subscribers, wh resulted in elevated costs during the transition period.

Cost of sales – equipment and other. "Cost of sales – equipment and other" totaled $1.133 billion for the year en December 31, 2023, a decrease of $60 million or 5.0% compared to the same period in 2022. The decrease in "Cost of sale equipment and other" compared to the same period in 2022 was primarily related to a decrease in units shipped, parti offset by higher costs per unit shipped due to unit mix. During the year ended December 31, 2023, we shipped higher percentage of devices that are compatible with our 5G Network and other devices that have a higher cost per unit.

Selling, general and administrative expenses. "Selling, general and administrative expenses" totaled $859 million dur the year ended December 31, 2023, a $153 million or 21.7% increase compared to the same period in 2022. This change w primarily driven by higher marketing expenditures mainly related to the third quarter of 2023 nationwide expansion of our Bo postpaid wireless service and offering of the iPhone 15 on our 5G Network, partially offset by a decrease in costs to supp the Retail Wireless segment. The year ended December 31, 2022 was negatively impacted by costs related to development of our own billing and operational support systems as we prepared to migrate subscribers off the TSA with Mobile.

Impairment of long-lived assets and goodwill. "Impairment of long-lived assets and goodwill" totaled $99 million for the y ended December 31, 2023. This impairment represents a noncash impairment charge for goodwill. See Note 2 to the Notes our Consolidated Financial Statements in this Annual Report on Form 10-K for further information.

Year Ended December 31, 2022 Compared to the Year Ended December 31, 2021.

Statements of Operations Data	**For the Years Ended December 31,**		**Variance**	
	2022	**2021**	**Amount**	**%**
		(In thousands)		
Revenue:				
Service revenue	$ 3,653,909	$ 4,142,883	$ (488,974)	(1
Equipment sales and other revenue	481,220	754,322	(273,102)	(3
Total revenue	4,135,129	4,897,205	(762,076)	(1
Costs and expenses:				

Cost of services	2,135,074	2,450,516	(315,442)	(1
% of Service revenue	**58.4 %**	**59.2 %**		
Cost of sales - equipment and other	1,193,645	1,347,396	(153,751)	(1
Selling, general and administrative expenses	705,760	578,675	127,085	2
% of Total revenue	**17.1 %**	**11.8 %**		
Depreciation and amortization	177,914	176,833	1,081	
Total costs and expenses	4,212,393	4,553,420	(341,027)	(
Operating income (loss)	$ (77,264)	$ 343,785	$ (421,049)	
Other data:				
Wireless subscribers, as of period end (in millions) **	7.983	8.546	(0.563)	(
Wireless subscriber additions, gross (in millions)	3.418	3.690	(0.272)	(
Wireless subscriber additions (losses), net (in millions) ***	(0.576)	(0.728)	0.152	2
Wireless ARPU	$ 37.72	$ 39.00	$ (1.28)	(
Wireless churn rate	4.46 %	4.58 %	(0.12)%	(
OIBDA	$ 100,650	$ 520,618	$ (419,968)	(8

* Percentage is not meaningful.

** During the second quarter of 2022, we removed approximately 126,000 subscribers from our ending Wireless subscri count representing Wireless subscribers who did not migrate off the CDMA network prior to the shutdown. The effect of removal of the 126,000 Wireless subscribers was excluded from the calculation of our net Wireless subscri additions/losses and Wireless churn rate. See "Wireless – Retail Wireless" for further information on the CDMA shutdo In addition, during the third quarter of 2022, approximately 139,000 Boost Affiliate Subscribers were transferred to us a are included in our ending Wireless subscriber count and excluded from our gross new Wireless subscriber activatio See "Wireless – Retail Wireless" for further information on the amended MNSA.

*** Includes ACP/Gen Mobile subscribers.

We entered the retail wireless business in 2020 as a result of the Boost Mobile Acquisition and the Ting Mobile Acquisition a we expanded the business in 2021 through the Republic Wireless Acquisition. During the second quarter of 2021, we acqui over 200,000 subscribers as a result of the Republic Wireless Acquisition. We are currently in the process of integrating Retail Wireless operations and have made and continue to make targeted changes to our marketing, sales, and operations further enhance our profitability.

Wireless subscribers. We lost approximately 576,000 net Wireless subscribers during the year ended December 31, 20 compared to the loss of approximately 728,000 net Wireless subscribers during the same period in 2021. This decrease in Wireless subscriber losses primarily resulted from a lower Wireless churn rate on a lower average Wireless subscriber ba partially offset by the shutdown of the CDMA Network, the effectiveness of our promotions and competitive pressures. Du the years ended December 31, 2022 and 2021, our CDMA migration efforts required significant focus and resources fr management and our sales personnel, which adversely impacted our gross new Wireless subscriber activations. Furthermo we have and continue to face increased competitive pressures, including aggressive competitor marketing, discounted serv plans and deeper wireless device subsidies.

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Wireless churn rate. Our Wireless churn rate for the year ended December 31, 2022 was 4.46% compared to 4.58% for same period in 2021. Our Wireless churn rate for the year ended December 31, 2022 was positively impacted by subscri retention efforts. In addition, our Wireless churn rate was negatively impacted by the shutdown of the CDMA Network a competitive pressures, including deeper wireless device subsidies.

Service revenue. “Service revenue” totaled $3.654 billion for the year ended December 31, 2022, a decrease of $489 mil or 11.8% compared to the same period in 2021. The decrease in “Service revenue” compared to the same period in 2021 w primarily related to a lower average Wireless subscriber base and a decrease in Wireless ARPU, discussed below.

Wireless ARPU. Wireless ARPU was $37.72 during the year ended December 31, 2022 versus $39.00 during the sa period in 2021. The $1.28 or 3.3% decrease in Wireless ARPU was primarily attributable to, among other things, CD migration credits and subscriber plan mix to lower priced service plans.

Equipment sales and other revenue. “Equipment sales and other revenue” totaled $481 million for the year end December 31, 2022, a decrease of $273 million or 36.2% compared to the same period in 2021. The decrease in “Equipm sales and other revenue” compared to the same period in 2021 was primarily related to a decrease in units shipped.

Cost of services. “Cost of services” totaled $2.135 billion for the year ended December 31, 2022, a decrease of $315 mil or 12.9% compared to the same period in 2021. The decrease in “Cost of services” was primarily attributable to a lo average Wireless subscriber base and lower network services costs per subscriber, partially offset by higher customer d usage. In addition, the fourth quarter of 2022 was negatively impacted by the revaluation of certain non-cash conting liabilities relating to a lower than anticipated wireless churn rate on Ting subscribers. Our lower network services costs subscriber during the year ended December 31, 2022 resulted from the new MVNO rates, as a result of our amendment to MNSA with T-Mobile and our NSA with AT&T. In addition, the fourth quarter of 2022 was negatively impacted by migrat subscribers off the TSA with T-Mobile and onto our new billing and operational support systems. We are incurring duplica costs related to our TSA with T-Mobile and our own billing and operational support systems as we work to migrate subscrib off the TSA with T-Mobile.

Cost of sales – equipment and other. “Cost of sales – equipment and other” totaled $1.194 billion for the year end December 31, 2022, a decrease of $154 million or 11.4% compared to the same period in 2021. The decrease in “Cos sales – equipment and other” compared to the same period in 2021 was primarily related to a decrease in units shipped an one-time reimbursement from T-Mobile as a result of our amendment to the MNSA with T-Mobile, partially offset by hig costs per unit shipped due to unit mix. During the fourth quarter of 2022, we shipped a higher percentage of devices that compatible with our 5G Network. These devices have a higher cost per unit which contributed to the increase in costs per shipped.

Selling, general and administrative expenses. “Selling, general and administrative expenses” totaled $706 million dur the year ended December 31, 2022, a $127 million or 22.0% increase compared to the same period in 2021. This change w primarily driven by higher marketing expenditures, an increase in costs to support the Retail Wireless segment, including co of migrating subscribers off the TSA with T-Mobile and onto our new billing and operational support systems, and hig amortization of capitalized sales commissions.

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5G Network Deployment Segment

We have invested a total of over $30 billion in Wireless spectrum licenses, which includes over $10 billion in in noncontrolling investments in certain entities. The $30 billion of investments related to Wireless spectrum licenses does include $9 billion of capitalized interest related to the carrying value of such licenses. See Note 2 and Note 15 in the Notes our Consolidated Financial Statements in this Annual Report on Form 10-K for further information.

We will need to raise additional capital in the future, which may not be available on favorable terms, to fund the effo described below, as well as, among other things, make any potential Northstar Re-Auction Payment and SNR Re-Auct Payment for the AWS-3 licenses retained by the FCC. There can be no assurance that we will be able to profitably dep these Wireless spectrum licenses, which may affect the carrying amount of these assets and our future financial conditio results of operations. See Note 15 in the Notes to our Consolidated Financial Statements in this Annual Report on Form 1 for further information.

DISH Network Spectrum

We have invested a total of over $30 billion to acquire certain Wireless spectrum licenses. These Wireless spectrum licen are subject to certain interim and final build-out requirements, as well as certain renewal requirements. We plan commercialize our Wireless spectrum licenses through our 5G Network Deployment. We have committed to deploy our Network capable of serving increasingly larger portions of the U.S. population at different deadlines, including 20% of the U population by June 2022 and 70% of the U.S. population by June 2023. If by June 2023, we are offering 5G broadband serv to at least 50% of the U.S. population but less than 70% of the U.S. population, the 70% June 2023 deadline will be extend automatically to June 2025; however, as a result, we may, under certain circumstances, potentially be subject to cert penalties. On June 14, 2022, we announced we had successfully reached our 20% population coverage requirement addition, we announced and certified to the FCC that as of June 14, 2023, we offer 5G broadband service to over 73% of U.S. population, or more than 246 million Americans nationwide. On September 29, 2023, the FCC confirmed we have me of our June 14, 2023 band-specific 5G deployment commitments, and two of our three nationwide 5G commitments. T single remaining 5G commitment, that at least 70% of the U.S. population has access to average download speeds equa 35 Mbps, will be confirmed using the drive test methodology agreed to and approved by the FCC. We have six months fr September 29, 2023 to complete this drive test. We now have the largest commercial deployment of 5G VoNR in the wo reaching approximately 200 million Americans and 5G broadband service reaching approximately 250 million Americans.

As a result of us providing 5G broadband service to over 50% of the U.S. population by June 14, 2023, the final build- deadlines have been extended automatically to June 14, 2025 for us to offer 5G broadband service to at least 70% of population in each Economic Area for the 700 MHz Licenses and AWS-4 Licenses and at least 75% of the population in ea Economic Area for the H Block Licenses.

We may need to make significant additional investments or partner with others to, among other things, continue our Network Deployment and further commercialize, build-out and integrate these licenses and related assets and any additio acquired licenses and related assets, as well as to comply with regulations applicable to such licenses. Depending on nature and scope of such activities, any such investments or partnerships could vary significantly. In addition, as we conti our 5G Network Deployment, we have and may continue to incur significant additional expenses related to, among ot things, research and development, wireless testing and ongoing upgrades to the wireless network infrastructure, software a third-party integration. As a result of these investments, among other factors, we plan to raise additional capital, which may be available on favorable terms. We may also determine that additional wireless spectrum licenses may be required for our Network Deployment and to compete effectively with other wireless service providers. See Note 15 in the Notes to Consolidated Financial Statements in this Annual Report on Form 10-K for further information.

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DISH Network Noncontrolling Investments in the Northstar Entities and the SNR Entities Related to AWS-3 Wireless Spectr Licenses

During 2015, through our wholly-owned subsidiaries American AWS-3 Wireless II L.L.C. ("American II") and American AW Wireless III L.L.C. ("American III"), we initially made over $10 billion in certain noncontrolling investments in Norths Spectrum, LLC ("Northstar Spectrum"), the parent company of Northstar Wireless, L.L.C. ("Northstar Wireless," and collectiv with Northstar Spectrum, the "Northstar Entities"), and in SNR Wireless HoldCo, LLC ("SNR HoldCo"), the parent company SNR Wireless LicenseCo, LLC ("SNR Wireless," and collectively with SNR HoldCo, the "SNR Entities"), respectively. October 27, 2015, the FCC granted certain AWS-3 wireless spectrum licenses (the "AWS-3 Licenses") to Northstar Wirel and to SNR Wireless, respectively, which are recorded in "Regulatory authorizations, net" on our Consolidated Bala Sheets. Under the applicable accounting guidance in Accounting Standards Codification 810, *Consolidation* ("ASC 81 Northstar Spectrum and SNR HoldCo are considered variable interest entities ("VIEs") and, based on the characteristics of structure of these entities and in accordance with the applicable accounting guidance, we consolidate these entities into financial statements. On October 12, 2023, the FCC consented to the sale of Northstar Manager's ownership interests Northstar Spectrum, which we purchased for a total of approximately $109 million. This purchase resulted in the eliminatio all of our redeemable noncontrolling interest as it related to Northstar Spectrum as of the purchase date and we continue consolidate the Northstar Entities as wholly-owned subsidiaries. Subsequent to December 31, 2023, the FCC consented to sale of SNR Management's ownership interests in SNR HoldCo, which was purchased by our direct wholly-owned subsidi EchoStar SNR HoldCo LLC for a total of approximately $442 million on February 16, 2024. This purchase resulted in elimination of all of our redeemable noncontrolling interest as it related to SNR HoldCo as of the purchase date and continue to consolidate the SNR Entities as wholly-owned subsidiaries. See Note 2 in the Notes to our Consolidated Finan Statements in this Annual Report on Form 10-K for further information.

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RESULTS OF OPERATIONS – 5G Network Deployment Segment

Year Ended December 31, 2023 Compared to the Year Ended December 31, 2022.

	For the Years Ended December 31,		Variance	
Statements of Operations Data	**2023**	**2022**	**Amount**	**%**
	(In thousands)			
Revenue:				
Equipment sales and other revenue	$ 91,928	$ 65,768	$ 26,160	39.8
Total revenue	91,928	65,768	26,160	39.8
Costs and expenses:				
Cost of sales - equipment and other	977,329	521,631	455,698	87.4
Selling, general and administrative expenses	255,380	223,539	31,841	14.2
Depreciation and amortization	620,685	131,566	489,119	*
Impairment of long-lived assets and goodwill	119,903	—	119,903	*

Total costs and expenses	1,973,297	876,736	1,096,561	*
Operating income (loss)	$ (1,881,369)	$ (810,968)	$ (1,070,401)	*
Other data:				
Purchases of property and equipment, net of refunds	$ 2,586,151	$ 2,596,209	$ (10,058)	(0.4)
OIBDA	$ (1,260,684)	$ (679,402)	$ (581,282)	(85.6)

* Percentage is not meaningful.

Cost of sales – equipment and other. “Cost of sales – equipment and other” totaled $977 million during the year en December 31, 2023, an increase of $456 million compared to the same period in 2022. The increase primarily resulted fro increase in lease expense on communication towers, transport, cloud services, and other costs related to our 5G Network.

Selling, general and administrative expenses. “Selling, general and administrative expenses” totaled $255 million du the year ended December 31, 2023, a $32 million increase compared to the same period in 2022. This change was prima driven by an increase in costs to support our 5G Network Deployment.

Depreciation and amortization. “Depreciation and amortization” expense totaled $621 million during the year en December 31, 2023, a $489 million increase compared to the same period in 2022. This change was primarily driven by increase in depreciation and amortization expense related to 5G Network Deployment assets being placed in service. expect our depreciation and amortization expense to increase as we continue to place 5G Network Deployment assets service.

Impairment of long-lived assets and goodwill. “Impairment of long-lived assets and goodwill” totaled $120 million the year ended December 31, 2023. This impairment represents a noncash impairment charge for goodwill. See Note 2 to Notes to our Consolidated Financial Statements in this Annual Report on Form 10-K for further information.

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Year Ended December 31, 2022 Compared to the Year Ended December 31, 2021.

	For the Years Ended December 31,		Variance	
Statements of Operations Data	**2022**	**2021**	**Amount**	**%**
	(In thousands)			
Revenue:				
Equipment sales and other revenue	$ 65,768	$ 73,889	$ (8,121)	(11.0)
Total revenue	65,768	73,889	(8,121)	(11.0)
Costs and expenses:				
Cost of sales - equipment and other	521,631	100,040	421,591	*
Selling, general and administrative expenses	223,539	167,174	56,365	33.7
Depreciation and amortization	131,566	23,005	108,561	*
Total costs and expenses	876,736	290,219	586,517	*
Operating income (loss)	$ (810,968)	$ (216,330)	$ (594,638)	*

Other data:				
Purchases of property and equipment, net of refunds	$ 2,596,209	1,012,157	1,584,052	*
OIBDA	$ (679,402)	$ (193,325)	$ (486,077)	*

* Percentage is not meaningful.

Cost of sales – equipment and other. "Cost of sales – equipment and other" totaled $522 million for the year enc December 31, 2022, an increase of $422 million compared to the same period in 2021. The increase primarily resulted from increase in lease expense on communication towers, transport, cloud services, and other costs related to our 5G network.

Selling, general and administrative expenses. "Selling, general and administrative expenses" totaled $224 million the year ended December 31, 2022, a $56 million increase compared to the same period in 2021. This change was prima driven by an increase in costs to support our 5G Network Deployment.

Depreciation and amortization. "Depreciation and amortization" expense totaled $132 million during the year enc December 31, 2022, a $109 million increase compared to the same period in 2021. This change was primarily driven by increase in amortization expense related to certain software licenses and an increase in depreciation expense resulting fr 5G Network Deployment assets being placed in service. We expect our depreciation expense to increase as we continue place 5G Network Deployment assets into service.

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Broadband and Satellite Services Segment

We are an industry leader in both networking technologies and services, innovating to deliver the global solutions that powe connected future for people, enterprises and things everywhere. We provide broadband services to consumer custome which include home and small to medium-sized businesses, and satellite, multi-transport technologies and managed netw services to enterprise customers, telecommunications providers, aeronautical service providers and government entit including civilian and defense.

Our EchoStar XXIV satellite began service in December 2023, bringing additional broadband capacity across North and So America and is expected to be an integral part of our satellite service business. We will leverage EchoStar XXIV to deli satellite services to unserved and underserved consumer markets in the Americas as well as enterprise and governm markets.

We also design, provide and install gateway and terminal equipment to customers for other satellite systems. In addition, design, develop, construct and provide telecommunication networks comprising satellite ground segment systems a terminals to mobile system operators and our enterprise customers. We also offer a robust suite of integrated, multi-transp solutions to enable airline and airline service providers to deliver reliable in-flight network connectivity serving both commer and business aviation.

Backlog

As of December 31, 2023, our Broadband and Satellite services segment had approximately $1.980 billion of contrac revenue backlog, an increase of 30 percent compared to December 31, 2022 primarily due to an increase in contracts v domestic enterprise customers. We define the Broadband and Satellite services segment contracted revenue backlog as expected future revenue under enterprise customer contracts that are non-cancelable, including lease revenue.

Competition

Our industry is highly competitive. As a global provider of network technologies, products and services, our Broadband a Satellite Services Segment competes with a large number of telecommunications service providers, which puts pressure prices and margins. To compete effectively, we emphasize our network quality, customization capability, offering of networks a turnkey managed service, position as a single point of contact for products and services and competitive prices.

In our consumer broadband satellite technologies and internet services markets, we compete against traditic telecommunications and wireless carriers, other satellite internet providers, as well as fiber optic, cable, and wireless inter service providers. Customers consider cost, speed and accessibility to be key determining factors in the selection of a serv provider. In addition, government subsidies, such as the Federal Communication Commission's ("FCC") Rural Developm Opportunity Fund, can have the effect of subsidizing the growth of our wired, wireless and satellite competitors. Our prim satellite competitors in the North American consumer market are ViaSat Communications, Inc., which is owned by ViaSat, ("ViaSat"), and Space Exploration Technologies Corp. ("SpaceX"). Both ViaSat and SpaceX have also entered the South a Central American consumer markets. We seek to differentiate ourselves based on the ubiquitous availability of our serv quality, proprietary technology, and distribution channels.

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In our enterprise markets, we compete against multiple categories of providers. In the managed services area, we comp against providers of satellite-based and terrestrial-based networks, including fiber optic, cable, wireless internet serv multiprotocol label switching (MPLS) and internet protocol-based virtual private networks (VPN), which vary by region. In in-flight connectivity market, we compete against direct and indirect providers of passenger WiFi services, such as ViaSat a SpaceX. To compete effectively, we emphasize our network quality, customization capability, ability to offer networks a turnkey managed service, position as a single point of contact for products and services and competitive prices. Our princ competitors for the supply of satellite technology platforms are Gilat Satellite Networks Ltd, ViaSat, and ST Engineering iDir Inc. To differentiate ourselves from our competitors, we emphasize particular technological features of our products a services, our ability to customize networks and perform desired development work and the quality of our customer service. also face competition from resellers and numerous local companies who purchase equipment and sell services to lo customers, including domestic and international telecommunications operators, cable companies and other major carriers.

In the emerging NTN market, we expect to compete with several companies targeting this area, with technology approacl that may be similar to us or in some cases different. We will compete on the basis of our strong spectrum position, expertis satellite and 5G technologies and our global industry relationships.

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RESULTS OF OPERATIONS – Broadband and Satellite Services Segment

Year Ended December 31, 2023 Compared to the Year Ended December 31, 2022.

Statements of Operations Data	For the Years Ended December 31, 2023	For the Years Ended December 31, 2022	Variance Amount	Variance %
	(In thousands)			
Revenue:				
Service revenue	$ 1,443,616	$ 1,611,069	$ (167,453)	(1
Equipment sales and other revenue	311,943	387,024	(75,081)	(1
Total revenue	1,755,559	1,998,093	(242,534)	(1
Costs and expenses:				
Cost of services	530,875	567,311	(36,436)	(
% of Service revenue	**36.8 %**	**35.2 %**		
Cost of sales - equipment and other	241,570	294,683	(53,113)	(1
Selling, general and administrative expenses	486,379	491,025	(4,646)	(
% of Total revenue	**27.7 %**	**24.6 %**		
Depreciation and amortization	419,262	462,748	(43,486)	(
Impairment of long-lived assets and goodwill	536,082	711	535,371	
Total costs and expenses	2,214,168	1,816,478	397,690	2
Operating income (loss)	$ (458,609)	$ 181,615	$ (640,224)	
Other data:				
Broadband subscribers, as of period end (in millions)	1.004	1.228	(0.224)	(1
Broadband subscriber additions (losses), net (in millions)	(0.224)	(0.234)	0.010	
OIBDA	$ (39,347)	$ 644,363	$ (683,710)	

* Percentage is not meaningful.

Broadband subscribers. We lost approximately 224,000 net Broadband subscribers for the year ended December 31, 20 compared to the loss of approximately 234,000 net Broadband subscribers during the same period in 2022. The Broadband subscriber losses for the year ended December 31, 2023 primarily resulted from our past capacity limitatio competitive pressure from satellite-based competitors and other technologies, and our emphasis on acquiring and retair higher quality subscribers.

Service revenue. "Service revenue" totaled $1.444 billion for the year ended December 31, 2023, a decrease of $167 milli or 10.4%, as compared to 2022. The decrease was primarily attributable to lower sales of broadband services and lower sa to our North American Enterprise customers, partially offset by a net increase in broadband services sales to our internatio enterprise customers.

Equipment sales and other revenue. "Equipment sales and other revenue" totaled $312 million for the year end December 31, 2023, a decrease of $75 million, or 19.4%, as compared to 2022. The change was primarily attributable t decrease related to our North American enterprise customers due to lower hardware sales and positive adjustments on cert long-term contracts, and a decrease in hardware sales to our international enterprise customers, partially offset by an increa in sales to our mobile satellite system customers.

Cost of services. "Cost of services" totaled $531 million for the year ended December 31, 2023, a decrease of $36 million 6.4%, as compared to 2022. The decrease was primarily attributable to the corresponding decrease in services and revenu

Cost of sales – equipment and other. "Cost of sales – equipment and other" totaled $242 million for the year en December 31, 2023, a decrease of $53 million, or 18.0%, as compared to 2022. The decrease was primarily attributable to corresponding decrease in equipment revenue.

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Selling, general and administrative expenses. "Selling, general and administrative expenses" totaled $486 million the year ended December 31, 2023, a decrease of $5 million, or 0.9%, as compared to 2022. The decrease was prima attributable to decreases in sales and marketing expenses, partially offset by Merger related costs.

Depreciation and amortization. "Depreciation and amortization" expense totaled $419 million for the year ended Decem 31, 2023, a decrease of $43 million, or 9.4%, as compared to 2022. The decrease was primarily attributable to decrease other non-satellite depreciation expense, partially offset by increase in satellite depreciation driven by our Al Yah 3 EchoStar XXIV satellites.

Impairment of long-lived assets and goodwill. "Impairment of long-lived assets and goodwill" totaled $536 million the year ended December 31, 2023. This impairment represents a $533 million noncash impairment charge to goodwill an $3 million noncash impairment for long-lived assets. See Note 2 to the Notes to our Consolidated Financial Statements in Annual Report on Form 10-K for further information.

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Year Ended December 31, 2022 Compared to the Year Ended December 31, 2021.

	For the Years Ended December 31,		Variance	
Statements of Operations Data	**2022**	**2021**	**Amount**	**%**
	(In thousands)			
Revenue:				
Service revenue	$ 1,611,069	$ 1,702,288	$ (91,219)	(
Equipment sales and other revenue	387,024	283,432	103,592	3

Total revenue	1,998,093	1,985,720	12,373	
Costs and expenses:				
Cost of services	567,311	548,994	18,317	
% of Service revenue	**35.2 %**	**32.3 %**		
Cost of sales - equipment and other	294,683	234,740	59,943	2
Selling, general and administrative expenses	491,025	496,338	(5,313)	(
% of Total revenue	**24.6 %**	**25.0 %**		
Depreciation and amortization	462,748	496,361	(33,613)	(
Impairment of long-lived assets	711	245	466	
Total costs and expenses	1,816,478	1,776,678	39,800	
Operating income (loss)	$ 181,615	$ 209,042	$ (27,427)	(1
Other data:				
Broadband subscribers, as of period end (in millions)	1.228	1.462	(0.234)	(1
Broadband subscriber additions (losses), net (in millions)	(0.234)	(0.102)	(0.132)	
OIBDA	$ 644,363	$ 705,403	(61,040)	(

* Percentage is not meaningful.

Broadband subscribers. We lost approximately 234,000 net Broadband subscribers for the year ended December 31, 2(compared to the year ended December 31, 2021:

Statements of Operations Data (1)	For the year ended December 31, 2022	2021	Variance Amount	%
Revenue:				
Services and other revenue	$ 1,623,931	$ 1,715,287	$ (91,356)	(5
Equipment revenue	374,162	270,433	103,729	38
Total revenue	1,998,093	1,985,720	12,373	(
Costs and expenses:				
Cost of sales - services and other	569,755	551,679	18,076	3
% of total services and other revenue	**35.1 %**	**32.2 %**		
Cost of sales - equipment	292,318	231,975	60,343	26
% of total equipment revenue	**78.1 %**	**85.8 %**		
Selling, general and administrative expenses	455,234	461,705	(6,471)	(1
% of total revenue	**22.8 %**	**23.3 %**		
Research and development expenses	32,810	31,777	1,033	3
% of total revenue	**1.6 %**	**1.6 %**		
Depreciation and amortization	457,621	491,329	(33,708)	(6
Impairment of long-lived assets	711	245	466	190
Total costs and expenses	1,808,449	1,768,710	39,739	2
Operating income (loss)	189,644	217,010	(27,366)	(12
Other income (expense):				
Interest income, net	50,900	22,801	28,099	123
Interest expense, net of amounts capitalized	(57,170)	(95,512)	38,342	(40
Gains (losses) on investments, net	47,107	69,531	(22,424)	(32
Equity in earnings (losses) of unconsolidated affiliates, net	(5,703)	(5,170)	(533)	10
Foreign currency transaction gains (losses), net	5,235	(12,613)	17,848	(141
Other-than-temporary impairment losses on equity method investments	—	(55,266)	55,266	(100

Other, net	3,210	(12,434)	15,644	(12
Total other income (expense), net	43,579	(88,663)	132,242	(14
Income (loss) before income taxes	233,223	128,347	104,876	8
Income tax benefit (provision), net	(66,675)	(65,626)	(1,049)	
Net income (loss)	166,548	62,721	103,827	16
Less: Net loss (income) attributable to non-controlling interests	10,503	10,154	349	
Net income (loss) attributable to EchoStar Corporation common stock	$ 177,051	$ 72,875	$ 104,176	14
Other data:				
EBITDA (2)	$ 707,617	$ 702,541	$ 5,076	
Subscribers, end of period	1,228,000	1,462,000	(234,000)	(1

(1) An explanation loss of approximately 102,000 net Broadband subscribers during the same period in 2021. This increase in net Broadband subsc losses primarily resulted from our key metrics is included in Explanation of Key Metrics capacity limitations, increasing bandwidth usage by our exi subscribers, and Other Items.

(2) A reconciliation of EBITDA to Net income (loss), the most directly comparable GAAP measure in competitive pressures are impacting our Consolid Financial Statements, is included in Results of Operations. For further information on our use of EBITDA, see Explanation of Key Metrics and C Items.

consumer subscriber levels.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIO - CONTINUED

The following discussion relates to our results of operations for the year ended December 31, 2022 compared to the y ended December 31, 2021:

Services and other revenue. Services and other revenue "Services revenue" totaled $1.6 billion $1.611 billion for the y ended December 31, 2022, a decrease of $91.4 million $91 million, or 5.3% 5.4%, as compared to 2021. The decrease v primarily attributable to our Hughes segment related to lower sales of broadband services to our consumer customers $103.1 million, partially offset by higher sales of broadband services to our enterprise customers of $5.3 million and to mobile satellite system and other customers of $4.5 million. Our ESS segment increased by $2.9 million. customers. Th variances reflect an estimated negative impact of exchange rate fluctuations of $5.9 million, primarily attributable to enterprise customers.

Equipment sales and other revenue. Equipment revenue "Equipment sales and other revenue" totaled $374.2 million $ million for the year ended December 31, 2022, an increase of $103.7 million $104 million, or 38.4% 36.5%, as compare 2021. The increase was primarily attributable to: i) to increases in hardware sales to our enterprise customers of $102.6 mil mainly associated with a certain customer in North America and to international customers, and ii) increases on our hardw sales to our mobile satellite system customers, of $6.6 million, partially offset by decreases in hardware sales of $5.5 millio our consumer customers.

Cost of sales - services and other. services. "Cost of sales - services and other services" totaled $569.8 million $567 mil for the year ended December 31, 2022, an increase of $18.1 million $18 million, or 3.3%, as compared to 2021. The incre was attributable to a non-recurring decrease in a certain international regulatory fee of $4.5 million in 2021 and increase cost of services provided to our consumer and enterprise customers, mainly related to service delivery expenses, such as f services and customer care.

Cost of sales - equipment. ***– equipment and other.*** “Cost of sales - – equipment and other” totaled $292.3 million $2
million for the year ended December 31, 2022, an increase of $60.3 million $60 million, or 26.0% 25.5%, as compared to 20
The increase was primarily attributable to the corresponding increase in equipment revenue and change in product mix.

Selling, general and administrative expenses. Selling, “Selling, general and administrative expenses expenses” tota
$455.2 million $491 million for the year ended December 31, 2022, a decrease of $6.5 million $5 million, or 1.4% 1.1%,
compared to 2021. The decrease was primarily attributable to decreases in: i) in sales and marketing expenses of $18.5 mil
and ii) legal expenses of $2.3 million, offset by increases in: i) bad debt expense of $7.4 million primarily due to the recovery
bad debt reserves in 2021 and ii) other general and administrative expenses of $6.9 million. expenses.

Depreciation and amortization. “Depreciation and amortization amortization” expenses totaled $457.6 million $463 million
the year ended December 31, 2022, a decrease of $33.7 million $34 million, or 6.9% 6.8%, as compared to 2021. T
decrease was primarily attributable to: i) to decreases in other property and equipment depreciation expense, of $27.7 milli
ii) decreases in our satellite depreciation, of $8.9 million, mainly related to our SPACEWAY 3 satellite which was f
depreciated at the end of the first quarter of 2021, and iii) decreases in amortization of intangibles of $2.1 million. intangib
These decreases were partially offset by increases in amortization of our capitalized software software.

OTHER CONSOLIDATED RESULTS

Year Ended December 31, 2023 Compared to the Year Ended December 31, 2022.

Statements of Operations Data	For the Years Ended December 31, 2023	2022	Variance Amount	%
		(In thousands)		
Operating income (loss)	$ (277,909)	$ 2,232,838	$ (2,510,747)	
Other income (expense):				
Interest income	207,374	93,240	114,134	
Interest expense, net of amounts capitalized	(90,357)	(79,217)	(11,140)	(1
Other, net	(1,770,792)	1,088,441	(2,859,233)	
Total other income (expense)	(1,653,775)	1,102,464	(2,756,239)	

Income (loss) before income taxes	(1,931,684)	3,335,302	(5,266,986)	
Income tax (provision) benefit, net	296,860	(798,410)	1,095,270	
Effective tax rate	**15.4 %**	**23.9 %**		
Net income (loss)	(1,634,824)	2,536,892	(4,171,716)	
Less: Net income (loss) attributable to noncontrolling interests, net of tax	67,233	59,172	8,061	1
Net income (loss) attributable to EchoStar	$ (1,702,057)	$ 2,477,720	$ (4,179,777)	

* Percentage is not meaningful.

Interest income. "Interest income" totaled $207 million during the year ended December 31, 2023, an increase of $114 mil compared to the same period in 2022. This increase primarily resulted from higher percentage returns earned on our cash a marketable investment securities, partially offset by lower average cash and marketable investment securities balances dur the year ended December 31, 2023.

Other, net. "Other, net" expense totaled $1.771 billion during the year ended December 31, 2023, compared to income ne $1.088 billion during the same period in 2022. This change primarily resulted from a loss of approximately $1.793 bil (including the $100 million prepayment previously made to T-Mobile) as the probability weighted fair value of our option purchase certain of T-Mobile's 800 MHz spectrum licenses was reduced to zero compared to a $1.015 billion increase dur the year ended December 31, 2022. Interest In addition, the year ended December 31, 2023 was negatively impacted b $103 million net decrease in gains on marketable and non-marketable investment securities and impairments of "Ot investment securities, net." Furthermore, the year ended December 31, 2023 was positively impacted by $73 million in ga from the repurchases of our 3 3/8% Convertible Notes due 2026 (the "Convertible Notes due 2026"), our 2 3/8% Convert Notes due 2024 (the "Convertible Notes due 2024") and 0% Convertible Notes due 2025 (the "Convertible Notes due 202 and collectively with the Convertible Notes due 2026 and the Convertible Notes due 2024, the "Convertible Notes") and 5 7/8% Senior Notes due 2024. See Note 6 and 10 in the Notes to our Consolidated Financial Statements for furt information.

Income tax (provision) benefit, net. Our income net tax benefit was $297 million during the year ended December 31, 20 compared to a provision of $798 million during the same period in 2022. The change was primarily related to a decrease "Income (loss) before income taxes" and the change in our effective tax rate. Our effective tax rate during the year end December 31, 2023 was impacted by noncash impairment charges to goodwill, and federal, state and foreign valuat allowances.

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Year Ended December 31, 2022 Compared to the Year Ended December 31, 2021.

Statements of Operations Data	For the Years Ended December 31, 2022	2021	Variance Amount	%
	(In thousands)			
Operating income (loss)	$ 2,232,838	$ 3,422,404	$ (1,189,566)	(34.8)
Other income (expense):				
Interest income	93,240	33,903	59,337	*

Interest expense, net of amounts capitalized	(79,217)	(111,151)	31,934	28.7
Other, net	1,088,441	4,716	1,083,725	*
Total other income (expense)	1,102,464	(72,532)	1,174,996	*
Income (loss) before income taxes	3,335,302	3,349,872	(14,570)	(0.4)
Income tax (provision) benefit, net	(798,410)	(828,437)	30,027	3.6
Effective tax rate	**23.9 %**	**24.7 %**		
Net income (loss)	2,536,892	2,521,435	15,457	0.6
Less: Net income (loss) attributable to noncontrolling interests, net of tax	59,172	35,150	24,022	68.3
Net income (loss) attributable to EchoStar	$ 2,477,720	$ 2,486,285	$ (8,565)	(0.3)

* Percentage is not meaningful.

Other, net. “Other, net” income totaled $50.9 million for $1.088 billion during the year ended December 31, 2022, an increase of $28.1 million, or 123.2%, as $1.084 billion compared to 2021, the same period in 2021. This change primarily attributable to increases resulted from a $1.015 billion increase in the yield fair value of our option to purchase certain of T-Mobile’s 800 MHz spectrum licenses during the year ended December 31, 2022 compared to a $13 million decrease during the year ended December 31, 2021. See Note 6 in the Notes to our Consolidated Financial Statements in this Annual Report on our marketable investment securities and an increase in our marketable investment securities average balance. Form 10-K for further information.

Income tax (provision) benefit, net.

Interest expense, net of amounts capitalized. Interest expense, net of amounts capitalized, totaled $57.2 million for Our income tax provision was $798 million during the year ended December 31, 2022, a decrease of $38.3 million, or 40.1%, as $30 million compared to the same period in 2021. The decrease in the provision was primarily related to a decrease in “Income (loss) before income taxes.”

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Non-GAAP Performance Measures and Reconciliation

It is management’s intent to provide non-GAAP financial information to enhance the understanding of our GAAP financial information, and it should be considered by the reader in addition to, but not instead of, the financial statements prepared in accordance with GAAP. Each non-GAAP financial measure is presented along with the corresponding GAAP measure so as not to imply that more emphasis should be placed on the non-GAAP measure. We believe that providing these non-GAAP measures in addition to the GAAP measures allows management, investors and other users of our financial information to more fully and accurately assess both consolidated and segment performance. The non-GAAP financial information presented may be determined or calculated differently by other companies and may not be directly comparable to that of other companies.

Consolidated EBITDA

Consolidated EBITDA is not a measure determined in accordance with GAAP and should not be considered a substitute for operating income, net income or any other measure determined in accordance with GAAP. Consolidated EBITDA is used as a measurement of operating efficiency and overall financial performance and we believe it is a helpful measure for those evaluating operating performance in relation to our competitors. Conceptually, EBITDA measures the amount of income generated each period that could be used to service debt, pay taxes and fund capital expenditures. EBITDA should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

	For the Years Ended December 31,		
	2023	2022	2021
		(In thousands)	
Net income (loss) attributable to EchoStar	$ (1,702,057)	$ 2,477,720	$ 2,486,285
Interest, net	(117,017)	(14,023)	77,248
Income tax provision (benefit), net	(296,860)	798,410	828,437
Depreciation and amortization	1,597,923	1,174,895	1,213,946
Consolidated EBITDA	$ (518,011)	$ 4,437,002	$ 4,605,916

The changes in Consolidated EBITDA during the years ended December 31, 2023, 2022, and 2021, were primarily a result of the factors described in connection with operating revenues and operating expenses, including the impact from changes in the probability weighted fair value of our option to purchase certain of T-Mobile's 800 MHz spectrum licenses resulting in a loss of approximately $1.793 billion (including the $100 million prepayment previously made to T-Mobile) and the "Impairment of long-lived assets and goodwill" of $761 million.

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Segment OIBDA

Segment OIBDA, which is presented below, is a non-GAAP measure and does not purport to be an alternative to operating income (loss) as a measure of operating performance. We believe this measure is useful to management, investors and other users of our financial information in evaluating operating profitability of our business segments on a more variable cost basis as it excludes the depreciation and amortization expenses related primarily to capital expenditures and acquisitions for those business segments, as well as in evaluating operating performance in relation to our competitors. Segment OIBDA is calculated by adding back depreciation and amortization expense to business segments operating income (loss). See Note 16 to the Notes to our Consolidated Financial Statements in this Annual Report on Form 10-K for further information.

For the Year Ended December 31, 2023	Pay-TV	Retail Wireless	5G Network Deployment	Broadband and Satellite Services	Eliminations	Consolidated
			(In thousands)			

Segment operating income (loss)	$2,699,810	$(643,184)	$(1,881,369)	$ (458,609)	$ 5,443	$ (277,909)
Depreciation and amortization	381,292	221,968	620,685	419,262	(45,284)	1,597,923
OIBDA	$3,081,102	$(421,216)	$(1,260,684)	$ (39,347)	$ (39,841)	$ 1,320,014

For the Year Ended December 31, 2022	**Pay-TV**	**Retail Wireless**	**5G Network Deployment**	**Broadband and Satellite Services**	**Eliminations**	**Consolidated**
			(In thousands)			
Segment operating income (loss)	$2,933,898	$ (77,264)	$ (810,968)	$ 181,615	$ 5,557	$ 2,232,838
Depreciation and amortization	428,471	177,914	131,566	462,748	(25,804)	1,174,895
OIBDA	$3,362,369	$ 100,650	$ (679,402)	$ 644,363	$ (20,247)	$ 3,407,733

For the Year Ended December 31, 2021	**Pay-TV**	**Retail Wireless**	**5G Network Deployment**	**Broadband and Satellite Services**	**Eliminations**	**Consolidated**
Segment operating income (loss)	$3,075,579	$ 343,785	$ (216,330)	$ 209,042	$ 10,328	$ 3,422,404
Depreciation and amortization	538,836	176,833	23,005	496,361	(21,089)	1,213,946
OIBDA	$3,614,415	$ 520,618	$ (193,325)	$ 705,403	$ (10,761)	$ 4,636,350

The changes in OIBDA during the years ended December 31, 2023, 2022, and 2021, were primarily a result of the factors described in connection with operating revenues and operating expenses, and the "Impairment of long-lived assets and goodwill" of: (1) $536 million from our Broadband and Satellite Service segment; (2) $120 million from our 5G Network Deployment segment; (3) $99 million from our Retail Wireless segment; and (4) $6 million from our Pay-TV segment.

LIQUIDITY AND CAPITAL RESOURCES

Cash, Cash Equivalents and Current Marketable Investment Securities

We consider all liquid investments purchased with a remaining maturity of 90 days or less at the date of acquisition to be cash equivalents. See Note 6 in the Notes to our Consolidated Financial Statements in this Annual Report on Form 10-K for further information regarding our marketable investment securities. As of December 31, 2023, our cash, cash equivalents and current marketable investment securities totaled $2.444 billion compared to $4.307 billion as of December 31, 2022, a decrease of $1.863 billion. This decrease in cash, cash equivalents and current marketable investment securities primarily resulted from capital expenditures, net of refunds, of $4.225 billion (including capitalized interest related to Regulatory authorizations), the repurchases and redemption of our senior notes of $1.461 billion, net repurchases of our Convertible Notes of $110 million, repayments of long-term debt and finance lease obligations of $122 million, the purchase of Northstar Manager's ownership interests in Northstar Spectrum of $109 million, partially offset by cash generated from operating activities of $2.433 billion and $1.522 billion in net proceeds from the issuance of our 11 3/4% Senior Notes due 2027.

Debt Issuances and Maturity

On May 24, 2021, we issued $1.5 billion aggregate principal amount of our 5 1/8% Senior Notes due June 1, 2029. Interest accrues at an annual rate of 5 1/8% and is payable semi-annually in cash, in arrears on June 1 and December 1 of each year.

On November 26, 2021, we issued $2.750 billion aggregate principal amount of our 5 1/4% Senior Secured Notes due December 1, 2026. Interest accrues at an annual rate of 5 1/4% and is payable semi-annually in cash, in arrears on June 1 and December 1 of each year, commencing on June 1, 2022.

On November 26, 2021, we issued $2.5 billion aggregate principal amount of our 5 3/4% Senior Secured Notes due December 1, 2028. Interest accrues at an annual rate of 5 3/4% and is payable semi-annually in cash, in arrears on June 1 and December 1 of each year, commencing on June 1, 2022.

On November 15, 2022 and January 26, 2023, we issued $2.0 billion and $1.5 billion, respectively, aggregate principal amount of our 11 3/4% Senior Secured Notes due November 15, 2027. Interest accrues at an annual rate of 11 3/4% and is payable semi-annually in cash, in arrears on May 15 and November 15 of each year, commencing on May 15, 2023.

Our 6 3/4% Senior Notes due 2021 with an aggregate principal balance of $2.0 billion were repurchased or redeemed as of June 1, 2021.

Our 5 7/8% Senior Notes due 2022 with an aggregate principal balance of $2.0 billion were repurchased or redeemed as of July 15, 2022.

Our 5% Senior Notes due 2023 with an aggregate principal balance of $1.5 billion were repurchased or redeemed as of March 15, 2023.

During the year ended December 31, 2023, we repurchased approximately $49 million of our 2 3/8% Convertible Notes due 2024 in open market trades. The remaining balance of approximately $951 million matures on March 15, 2024.

During the year ended December 31, 2023, we repurchased approximately $17 million of our 57/8% Senior Notes due 2024 in open market trades. The remaining balance of approximately $1.983 billion matures on November 15, 2024.

Cash Flow

The following discussion highlights our cash flow activities during the years ended December 31, 2023, 2022 and 2021.

Cash flows from operating activities. We typically reinvest the cash flow from operating activities in our business primarily to grow our subscriber base, expand our infrastructure, make strategic investments, such as significant investments in our Wireless business, including our 5G Network Deployment, and repay debt obligations. For the years ended December 31, 2023, 2022 and 2021, we reported "Net cash flows from operating activities" of $2.433 billion, $3.621 billion and $4.655 billion, respectively.

Net cash flows from operating activities from 2022 to 2023 decreased $1.189 billion, primarily attributable to a $1.352 billion decrease in income adjusted to exclude non-cash charges for "Depreciation and amortization" expense, "Realized and unrealized losses (gains) on investments, impairments and other," "Realized and unrealized losses (gains) on derivatives," "Non-cash, stock-based compensation" expense, "Deferred tax expense (benefit) and "Impairment of $30.8 million long-lived assets and goodwill." In addition, this change also includes decreases in interest cash flows resulting from changes in operating assets and liabilities principally attributable to timing differences between book expense and cash payments, including taxes.

Net cash flows from operating activities from 2021 to 2022 decreased $1.034 billion, primarily attributable to a $1.003 billion decrease in income adjusted to exclude non-cash charges for "Depreciation and amortization" expense, "Realized and unrealized losses (gains) on investments, impairments and other," "Realized and unrealized losses (gains) on derivatives," "Non-cash, stock-based compensation" expense, "Impairment of long-lived assets and goodwill," and "Deferred tax expense (benefit)." In addition, this change also includes decreases in cash flows resulting from changes in operating assets and liabilities principally attributable to timing differences between book expense and cash payments, including taxes.

Cash flows from investing activities. Our investing activities generally include purchases and sales of marketable investment securities, acquisitions, strategic investments, including purchases and settlements of derivative financial instruments, and purchases of wireless spectrum licenses, capital expenditures and capitalized interest. For the amortization years ended December 31, 2023, 2022 and 2021, we reported outflows from "Net cash flows from investing activities" of deferred $2.809 billion, $9.060 billion and $4.247 billion, respectively.

The year ended December 31, 2023 was impacted by cash outflows primarily related to capital expenditures, net of refunds, of $4.225 billion (including capitalized interest related to Regulatory authorizations), partially offset by $1.303 billion in net sales of marketable investment securities and $148 million in proceeds from other debt investments.

The year ended December 31, 2022 was impacted by cash outflows primarily related to a $7.207 billion payment to the FCC for the 3.45–3.55 GHz band licenses and capital expenditures, net of refunds, of $4.035 billion (including capitalized interest related to Regulatory authorizations), partially offset by $2.194 billion in net sales of marketable investment securities.

The year ended December 31, 2021 was impacted by cash outflows primarily related to capital expenditures, net of refunds, of $2.397 billion (including capitalized interest primarily related to Regulatory authorizations) and $1.948 billion in net purchases of marketable investment securities, partially offset by a $337 million deposit refund from our participation in the auction for the Flexible-Use Service Licenses in the 3.7-3.98 GHz Band.

During the years ended December 31, 2023, 2022 and 2021, capital expenditures for wireless equipment totaled $2.586 billion, $2.596 billion and $1.012 billion, respectively. The increase in 2022 for wireless equipment primarily resulted from our 5G Network Deployment. In addition, capital expenditures during the years ended December 31, 2023, 2022 and 2021 for new and existing DISH TV customer equipment totaled $75 million, $78 million and $104 million, respectively. The decrease in 2023 for new and existing DISH TV customer equipment primarily resulted from lower gross new DISH TV subscriber activations. The decrease in 2022 for new and existing DISH TV customer equipment primarily resulted from lower gross new DISH TV subscriber activations and a higher percentage of remanufactured receivers being activated on new subscriber accounts.

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During the year ended December 31, 2023 capital expenditures for satellites related to our Pay-TV segment totaled $105 million. During the years ended December 31, 2023, 2022 and 2021, other corporate capital expenditures totaled $63 million, $50 million and $65 million, respectively. During the years ended December 31, 2023, 2022 and 2021 capital expenditures for our Broadband and Satellite services segment, net of refunds, totaled $233 million, $326 million and $438 million, respectively.

Cash flows from financing cost as a result activities. Our financing activities generally include net proceeds related to the issuance of equity and long-term and convertible debt, cash used for the repurchase, redemption or payment of long-term debt and finance lease obligations, and repurchases of our Class A common stock. For the years ended December 31, 2023, 2022 and 2021, we reported “Net cash flows from financing activities” outflows of $277 million, $274 million and inflows of $3.515 billion, respectively.

The net cash outflows in 2023 primarily related to the repurchases and maturity redemption of our senior notes of $1.461 billion, net repurchases of our Convertible Notes of $110 million and repayments of long-term debt and finance lease obligations of $122 million, partially offset by $1.522 billion in net proceeds from the issuance of our 11 3/4% Senior Notes due 2027.

The net cash outflows in 2022 primarily related to the repurchases and redemption of our 5 7/8% Senior Notes due 2022 with an aggregate principal balance of $2.0 billion, $89 million of repurchases of our treasury shares and $57 million of repurchases of our 5% Senior Notes due 2023 in open market trades, partially offset by $1.949 billion in net proceeds from the issuance of our 11 3/4% Senior Notes due 2027.

The net cash inflows in 2021 primarily related to $2.737 billion in net proceeds from the issuance of our 5 1/4% Senior Secured Notes due 2026, $2.488 billion in net proceeds from the issuance of our 5 3/4% Senior Secured Notes due 2028, $1.490 billion in net proceeds from the issuance of our 5 1/8% Senior Notes due 2029, partially offset by the repurchases and redemption of our 6 3/4% Senior Notes due 2021 with an aggregate principal balance of $2.0 billion, the redemption of our 7 5/8% Senior Unsecured Notes due 2021 with an aggregate principal balance of $900 million and an increase $261 million of $6.8 million in capitalized repurchases of our treasury shares.

Free Cash Flow

We define free cash flow as “Net cash flows from operating activities” less: (i) “Purchases of property and equipment” net of “Refunds and other receipts of purchases of property and equipment,” and (ii)

“Capitalized interest relating to the EchoStar XXIV satellite program.

Gains (losses) on investments, net. Gains (losses) on investments, net totaled $47.1 million in gains for the year ended December 31, 2022, as compared to $69.5 million in gains for the year ended December 31, 2021, a negative change of $22.4 million. The change was primarily attributable to a net loss of $28.3 million related to the exit of our investment in Dish Mexico in 2022.

Foreign currency transaction gains (losses), net. Foreign currency transaction gains (losses), nettotaled $5.2 million in gains for the year ended December 31, 2022, Regulatory authorizations,” as compared to $12.6 million in losses for the year ended

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December 31, 2021, a positive change of $17.8 million. The change was due to the net impact of foreign exchange rate fluctuations of certain foreign currencies during the period, primarily related to the Brazilian Real, Indian Rupee, and the European Euro.

Other-than-temporary impairment losses on equity method investments. Other-than-temporary impairment losses on equity method investments was $55.3 million for the year ended December 31, 2021, related to the impairment of our investment in Dish Mexico. Given changing market trends, conditions, and company-specific events, we concluded that our investment in Dish Mexico was not recoverable.

Other, net. Other, net totaled $3.2 million in gains for the year ended December 31, 2022, as compared to $12.4 million in losses for the year ended December 31, 2021, a positive change of $15.6 million. The change was primarily attributable to a litigation expense of $16.8 million in 2021.

Income tax benefit (provision), net. Income tax benefit (provision), net was $(66.7) million for the year ended December 31, 2022, as compared to $(65.6) million for the year ended December 31, 2021. Our effective income tax rate was 28.6% and 51.1% for the year ended December 31, 2022 and 2021, respectively. The variations in our effective tax rate from the U.S. federal statutory rate for the year ended December 31, 2022 were primarily due to excluded foreign losses where the Company carries a full valuation allowance, and the impact of state and local taxes. The variations in our current year effective tax rate from the U.S. federal statutory rate for the year ended December 31, 2021 were primarily due to excluded foreign losses where the Company carries a full valuation allowance and the impact of state and local taxes.

On August 16, 2022, the Inflation Reduction Act (“IRA”) was signed into law. Among other provisions, the IRA includes a 15% corporate minimum tax rate applied to certain large corporations and a 1% excise tax on corporate stock repurchases made after December 31, 2022. We do not expect the IRA to have a material impact shown on our Consolidated Financial Statements.

Net Statements of Cash Flows. We believe free cash flow is an important liquidity metric because it measures, during a given period, the amount of cash generated that is available to repay debt obligations, make investments (including strategic wireless investments), fund acquisitions and for certain other activities. Free cash flow is not a measure determined in accordance with GAAP and should not be considered a substitute for “Operating income, (loss) attributable” “Net income,” “Net cash flows from operating activities” or any other measure determined in accordance with GAAP. Since free cash flow includes investments in operating assets, we believe this non-GAAP liquidity measure is useful in addition to EchoStar Corporation common stock. The following table reconciles the change in Net income (loss) attributable to EchoStar Corporation common stock:

		Amounts
Net income (loss) attributable to EchoStar Corporation for the year ended December 31, 2021	$	72,875
Decrease (increase) in other-than-temporary impairment losses on equity method investments		55,266
Decrease (increase) in interest expense, net of amounts capitalized		38,342
Increase (decrease) in interest income, net		28,099
Increase (decrease) in foreign currency transaction gains (losses), net		17,848
Increase (decrease) in other, net		15,644
Increase (decrease) in net income (loss) attributable to non-controlling interest		349
Decrease (increase) in equity in earnings (losses) of unconsolidated affiliates, net		(533)
Decrease (increase) in income tax benefit (provision), net		(1,049)
Increase (decrease) in gains (losses) on investments, net		(22,424)
Increase (decrease) in operating income (loss), including depreciation and amortization		(27,366)
Net income (loss) attributable to EchoStar Corporation for the year ended December 31, 2022	$	177,051

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EBITDA. EBITDA is a non-GAAP financial measure and is described under Explanation of Key Metrics and Other Items section. The following table reconciles EBITDA to Net income (loss), the most directly comparable GAAP measure "Net cash flows from operating activities."

Free cash flow can be significantly impacted from period to period by changes in "Net income (loss)" adjusted to exclude certain non-cash charges, operating assets and liabilities, "Purchases of property and equipment," net of "Refunds and other receipts of purchases of property and equipment," and "Capitalized interest related to Regulatory authorizations." These items are shown in the "Net cash flows from operating activities" and "Net cash flows from investing activities" sections on our Consolidated Financial Statements: Statements of Cash Flows included herein. Operating asset and liability balances can fluctuate significantly from period to period and there can be no assurance that free cash flow will not be negatively impacted by material changes in operating assets and liabilities in future periods, since these changes depend upon, among other things, management's timing of payments and control of inventory levels, and cash receipts. In addition to fluctuations resulting from changes in operating assets and liabilities, free cash flow can vary significantly from period to period depending upon, among other things, subscriber additions (losses), service revenue, subscriber churn, subscriber acquisition and retention costs including amounts capitalized under our equipment lease programs for DISH TV subscribers, operating efficiencies, increases or decreases in purchases of property and equipment, expenditures related to our 5G Network Deployment and other factors.

	For the year ended December 31,		Variance	
	2022	2021	Amount	%
Net income (loss)	$166,548	$ 62,721	$103,827	165.5
Interest income, net	(50,900)	(22,801)	(28,099)	123.2

Interest expense, net of amounts capitalized	57,170	95,512	(38,342)	(40.1)
Income tax provision (benefit), net	66,675	65,626	1,049	1.6
Depreciation and amortization	457,621	491,329	(33,708)	(6.9)
Net loss (income) attributable to non-controlling interests	10,503	10,154	349	3.4
EBITDA	$707,617	$702,541	$ 5,076	0.7

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The following table reconciles free cash flow to "Net cash flows from operating activities."

	For the Years Ended December 31,		
	2023	2022	2021
		(In thousands)	
Net cash flows from operating activities	$ 2,432,647	$ 3,621,190	$ 4,655,373
Purchases of property and equipment, net of refunds (including capitalized interest related to Regulatory authorizations)	(4,224,783)	(4,034,781)	(2,397,197)
Free cash flow	$ (1,792,136)	$ (413,591)	$ 2,258,176

Operational Liquidity

We make general investments in property such as, among others, satellites, wireless devices, set-top boxes, information technology and facilities that support our Pay-TV, Retail Wireless and Broadband and Satellite Services segments. We are also making significant additional investments and may partner with others to, among other things, continue our 5G Network Deployment and further commercialize, build-out and integrate our Wireless spectrum licenses and related assets. Moreover, since we are primarily a subscriber-based company, we also make subscriber-specific investments to acquire new subscribers and retain existing subscribers. While the change general investments may be deferred without impacting the business in EBITDA:

		Amounts
EBITDA for the year ended December 31, 2021	$	702,541
Decrease (increase) in other-than-temporary impairment losses on equity method investments		55,266
Increase (decrease) in foreign currency transaction gains (losses), net		17,848
Increase (decrease) in other, net		15,644
Decrease (increase) in net loss (income) attributable to non-controlling interests		349
Decrease (increase) in equity in earnings (losses) of unconsolidated affiliates, net		(533)
Increase (decrease) in gains (losses) on investments, net		(22,424)
Increase (decrease) in operating income (loss), excluding depreciation and amortization		(61,074)
EBITDA for the year ended December 31, 2022	$	707,617

the short-term, the subscriber-specific investments are less discretionary. Our overall objective is to generate sufficient cash flow over the life of each subscriber to provide an adequate return against the upfront investment. Once the upfront investment has been made for each subscriber, the subsequent cash flow is generally positive, but there can be no assurance that over time we will recoup or earn a return on the upfront investment.

The following tables present

There are a number of factors that impact our total revenue, capital expenditures and EBITDA by segment for the year ended December 31, 2022, as future cash flow compared to the year ended December 31, 2021:

	Hughes	ESS	Corporate and Other	Consolidated Total
For the year ended December 31, 2022				
Total revenue	$ 1,966,587	$ 20,533	$ 10,973	$ 1,998,093
Capital expenditures	239,403	—	86,488	325,891
EBITDA	732,929	14,416	(39,728)	707,617
For the year ended December 31, 2021				
Total revenue	$ 1,956,226	$ 17,679	$ 11,815	$ 1,985,720
Capital expenditures	296,303	—	142,127	438,430
EBITDA	781,824	9,185	(88,468)	702,541

Table cash flow we generate at a given point in time. The first factor is our churn rate and how successful we are at retaining our current subscribers. To the extent we lose subscribers from our existing base, the positive cash flow from that base is correspondingly reduced. The second factor is how successful we are at maintaining our service margins. To the extent our "Cost of Contents

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

Hughes Segment

	For the year ended December 31,		Variance	
	2022	2021	Amount	%
Total revenue	$ 1,966,587	$ 1,956,226	$ 10,361	0.5
Capital expenditures	239,403	296,303	(56,900)	(19.2)
EBITDA	732,929	781,824	(48,895)	(6.3)

Total services" grow faster than our "Service revenue, was $2.0 billion for " the year ended December 31, 2022, an increase amount of $10.4 million, or 0.5%, as compared cash flow that is generated per existing subscriber is reduced. Our Pay-TV service margins have been reduced by, among other things, higher programming costs. Our Retail Wireless service margins are impacted by, among other things, our MNSA agreement with T-Mobile and our NSA agreement with AT&T and the speed with which we are able to 2021. Services and other revenue decreased primarily due to lower sales of broadband services to convert Wireless subscribers onto our consumer customers of $103.1 million, partially 5G Network. The third factor is the rate at which we acquire new subscribers. The faster we acquire new subscribers, the more our positive ongoing cash flow from existing subscribers is offset by higher sales of broadband services to our enterprise customers of $5.3 million and to our mobile satellite system and other customers of $4.5 million. Equipment revenue increased primarily due to: i) increases in hardware sales to our enterprise customers of $102.6 million mainly the negative upfront cash flow associated with acquiring new subscribers. Conversely, the slower we acquire subscribers, the more our operating cash flow is enhanced in that period.

Finally, our future cash flow is impacted by, among other things, the rate at which we complete our 5G Network Deployment, incur litigation expense, and any cash flow from financing activities. We anticipate operating expenditures for our 5G Network Deployment to increase during 2024 as we continue to, among other things, deploy cell sites and communication towers to commercialize our 5G Network. Since we reached our 5G Network Deployment milestone of 70% of the U.S. population, we expect our capital expenditures will decline in the near term. However, as we prepare for our next build-out requirements in 2025, we expect our capital expenditures to increase as we approach this deadline. As a certain customer in North America and to international customers, and ii) increases on result, our hardware sales to our mobile satellite system customers of $6.6 million, partially offset by decreases in hardware sales of $5.5 million to our consumer customers. These variances reflect an estimated negative impact of exchange rate fluctuations of $6.7 million, primarily attributable to our enterprise customers.

Capital expenditures were $239.4 million for the year ended December 31, 2022, a decrease of $56.9 million, or 19.2%, as compared to 2021, primarily due to decreases in expenditures associated with our consumer business, and decreases in expenditures related to the construction historical cash flow is not necessarily indicative of our satellite-related ground infrastructure.

The following table reconciles the change in the Hughes Segment EBITDA:

	Amounts
EBITDA for the year ended December 31, 2021	$ 781,824
Increase (decrease) in foreign currency transaction gains (losses), net	17,438
Decrease (increase) in net loss (income) attributable to non-controlling interests	349
Decrease (increase) in equity in earnings (losses) of unconsolidated affiliates, net	39
Increase (decrease) in gains (losses) on investments, net	(1,883)
Increase (decrease) in other, net	(3,344)
Increase (decrease) in operating income (loss), excluding depreciation and amortization	(61,494)
EBITDA for the year ended December 31, 2022	$ 732,929

ESS Segment

	For the year ended December 31,		Variance	
	2022	2021	Amount	%
Total revenue	$ 20,533	$ 17,679	$ 2,854	16.1
EBITDA	14,416	9,185	5,231	57.0

Total revenue was $20.5 million for the year ended December 31, 2022, an increase future cash flows. As of $2.9 million December 31, 2023, or 16.1%, compared to 2021, primarily due to an increase in transponder services provided to third parties.

EBITDA was $14.4 million for the year ended December 31, 2022, an increase of $5.2 million, or 57.0%, as compared to 2021, primarily due to the increase in overall ESS segment revenue and lower expenses.

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

Corporate and Other Segment

	For the year ended December 31,		Variance	
	2022	**2021**	**Amount**	**%**
Total revenue	$ 10,973	$ 11,815	$ (842)	(7.1)
Capital expenditures	86,488	142,127	(55,639)	(39.1)
EBITDA	(39,728)	(88,468)	48,740	(55.1)

Total revenue was $11.0 million for the year ended December 31, 2022, which is primarily flat compared to 2021.

Capital expenditures were $86.5 million for the year ended December 31, 2022, a decrease of $55.6 million, as compared to 2021, primarily due to decreases in expenditures related to the EchoStar XXIV satellite program.

The following table reconciles the change in the Corporate and Other Segment EBITDA:

	Amounts
EBITDA for the year ended December 31, 2021	$ (88,468)
Increase (decrease) in gains (losses) on investments, net	(20,541)
Increase (decrease) in operating income (loss), excluding depreciation and amortization	(4,827)
Decrease (increase) in equity in earnings (losses) of unconsolidated affiliates, net	(572)
Increase (decrease) in foreign currency transaction gains (losses), net	411
Increase (decrease) in other, net	74,269
EBITDA for the year ended December 31, 2022	$ (39,728)

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

Year Ended December 31, 2021 Compared to the Year Ended December 31, 2020

The following table presents our consolidated results of operations for the year ended December 31, 2021 compared to the year ended December 31, 2020:

	For the years ended December 31,		Variance	
Statements of Operations Data (1)	**2021**	**2020**	**Amount**	**%**
Revenue:				
Services and other revenue	$ 1,715,287	$ 1,682,304	$ 32,983	2.0
Equipment revenue	270,433	205,603	64,830	31.5
Total revenue	1,985,720	1,887,907	97,813	5.2
Costs and expenses:				
Cost of sales - services and other	551,679	577,943	(26,264)	(4.5)
% of total services and other revenue	**32.2 %**	**34.4 %**		

Cost of sales - equipment	231,975	166,435	65,540	39.4
% of total equipment revenue	**85.8 %**	**80.9 %**		
Selling, general and administrative expenses	461,705	474,912	(13,207)	(2.8)
% of total revenue	**23.3 %**	**25.2 %**		
Research and development expenses	31,777	29,448	2,329	7.9
% of total revenue	**1.6 %**	**1.6 %**		
Depreciation and amortization	491,329	525,011	(33,682)	(6.4)
Impairment of long-lived assets	245	1,685	(1,440)	(85.5)
Total costs and expenses	1,768,710	1,775,434	(6,724)	(0.4)
Operating income (loss)	217,010	112,473	104,537	92.9
Other income (expense):				
Interest income, net	22,801	39,982	(17,181)	(43.0)
Interest expense, net of amounts capitalized	(95,512)	(147,927)	52,415	(35.4)
Gains (losses) on investments, net	69,531	(31,306)	100,837	*
Equity in earnings (losses) of unconsolidated affiliates, net	(5,170)	(7,267)	2,097	(28.9)
Foreign currency transaction gains (losses), net	(12,613)	6,015	(18,628)	*
Other-than-temporary impairment losses on equity method investments	(55,266)	—	(55,266)	*
Other, net	(12,434)	195	(12,629)	*
Total other income (expense), net	(88,663)	(140,308)	51,645	(36.8)
Income (loss) before income taxes	128,347	(27,835)	156,182	*
Income tax benefit (provision), net	(65,626)	(24,069)	(41,557)	*
Net income (loss)	62,721	(51,904)	114,625	*
Less: Net loss (income) attributable to non-controlling interests	10,154	11,754	(1,600)	(13.6)
Net income (loss) attributable to EchoStar Corporation common stock	$ 72,875	$ (40,150)	$ 113,025	*
Other data:				
EBITDA (2)	$ 702,541	$ 616,875	$ 85,666	13.9
Subscribers, end of period	1,462,000	1,564,000	(102,000)	(6.5)

* Percentage is not meaningful.
(1) An explanation of our key metrics is included in Explanation of Key Metrics and Other Items.
(2) A reconciliation of EBITDA to Net income (loss), the most directly comparable GAAP measure in our Consolidated Financial Statements, is included in Results of Operations. For further information on our use of EBITDA, see Explanation of Key Metrics and Other Items.

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

The following discussion relates to our results of operations for the years ended December 31, 2021 compared to the year ended December 31, 2020:

Services and other revenue. Services and other revenue totaled $1.7 billion for the year ended December 31, 2021, an increase of $33.0 million, or 2.0%, as compared to 2020. The increase was primarily attributable to our Hughes segment related to higher sales of broadband services to our consumer customers of $27.8 million and to our mobile satellite system customers of $1.4 million. Sales of broadband services to our enterprise customers remained flat compared to 2020. Our Corporate and Other segment increased by $2.1 million. These variances reflect the negative impact of exchange rate fluctuations of $4.6 million, primarily attributable to our consumer customers.

Equipment revenue. Equipment revenue totaled $270.4 million for the year ended December 31, 2021, an increase of $64.8 million, or 31.5%, as compared to 2020. The increase was primarily attributable to increases in hardware sales of $76.7 million to our enterprise customers, partially offset by decreases in hardware sales to our mobile satellite system customers of $8.0 million and to our consumer customers of $3.9 million.

Cost of sales - services and other.Cost of sales - services and other totaled $551.7 million for the year ended December 31, 2021, a decrease of $26.3 million, or 4.5%, as compared to 2020. The decrease was attributable to lower costs of services provided to our consumer customers associated with customer care and field services as well as a non-recurring decrease in a certain international regulatory fee of $4.5 million.

Cost of sales - equipment. Cost of sales - equipment totaled $232.0 million for the year ended December 31, 2021, an increase of $65.5 million, or 39.4%, as compared to 2020. The increase was primarily attributable to the corresponding increase in equipment revenue and product mix.

Selling, general and administrative expenses. Selling, general and administrative expenses totaled $461.7 million for the year ended December 31, 2021, a decrease of $13.2 million, or 2.8%, as compared to 2020. The decrease was primarily attributable to decreases in bad debt expense of $4.7 million and decreases in other selling, general and administrative expenses of $7.1 million.

Depreciation and amortization. Depreciation and amortization expenses totaled $491.3 million for the year ended December 31, 2021, a decrease of $33.7 million, or 6.4%, as compared to 2020. The decrease was primarily attributable to (i) decreases in our satellite depreciation of $27.1 million, mainly related to our SPACEWAY 3 satellite which was fully depreciated at the end of the first quarter of 2021, (ii) decreases in amortization of intangibles of $6.5 million, and (iii) decreases in other property and equipment depreciation expense of $2.9 million.

Impairment of long-lived assets. Impairment of long-lived assets totaled $0.2 million for the year ended December 31, 2021, a decrease of $1.4 million, or 85.5%, as compared to 2020. The decrease was primarily attributable to an impairment loss related to our nano-satellites which experienced technical anomalies following launch in 2020.

Interest income, net. Interest income, net totaled $22.8 million for the year ended December 31, 2021, a decrease of $17.2 million, or 43.0%, as compared to 2020, primarily attributable to decreases in the yield on our marketable investment securities and a decrease in our marketable investment securities average balance.

Interest expense, net of amounts capitalized. Interest expense, net of amounts capitalized totaled $95.5 million for the year ended December 31, 2021, a decrease of $52.4 million, or 35.4%, as compared to 2020. The decrease was primarily attributable to a decrease of $41.4 million in interest expense and the amortization of deferred financing cost as a result of, among other things, capital expenditures for our 5G Network Deployment, we experienced negative free cash flow. We expect that this trend will continue in 2024 and in future periods. In addition, declines in our Pay-TV and Wireless subscriber base and any decrease in subscriber-related margins negatively impact our cash flow, and there can be no assurance that our subscriber declines will not continue.

Subscriber Base – Pay TV, Retail Wireless and Broadband and Satellite Services Segments

See “Results of Operations” above for further information.

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Subscriber Acquisition and Retention Costs

We incur significant upfront costs to acquire Pay-TV, Wireless and Broadband subscribers, including, but not limited to, advertising, independent third-party retailer incentives, payments made to third parties, equipment and wireless device subsidies, installation services, and/or new customer promotions. While we attempt to recoup these upfront costs over the repurchases lives of their subscription, there can be no assurance that we will be successful in achieving that objective. With respect to our DISH TV services and maturity Boost postpaid, we employ business rules such as minimum credit requirements for prospective customers and contractual commitments. We strive to provide outstanding customer service to increase the likelihood of customers keeping their Pay-TV services and Boost postpaid over longer periods of time. Subscriber acquisition costs for SLING TV subscribers are significantly lower than those for DISH TV subscribers. Our subscriber acquisition costs may vary significantly from period to period.

We incur significant costs to retain our existing DISH TV subscribers, generally as a result of upgrading their equipment to next generation receivers, primarily including our Hopper® receivers, and by providing retention credits. As with our subscriber acquisition costs, our retention upgrade spending includes the cost of equipment and installation services. In certain circumstances, we also offer programming at no additional charge and/or promotional pricing for limited periods to existing customers in exchange for a contractual commitment to receive service for a minimum term. A component of our 7 5/8% Senior Unsecured Notes due 2021 retention efforts includes the installation of equipment for customers who move. Retention costs for Wireless subscribers are primarily related to promotional pricing on upgraded wireless devices for qualified existing subscribers. Our DISH TV and an increase Wireless subscriber retention costs may vary significantly from period to period.

Seasonality

Historically, the first half of $9.8 million the year generally produces fewer gross new DISH TV subscriber activations than the second half of the year, as is typical in capitalized interest relating the pay-TV industry. In addition, the first and fourth quarters generally produce a lower DISH TV churn rate than the second and third quarters. However, in recent years, as the pay-TV industry has matured, we and our competitors increasingly must seek to the EchoStar XXIV attract a greater proportion of new subscribers from each other’s existing subscriber bases rather than from first-time purchasers of pay-TV services. As a result, historical trends in seasonality described above may not be indicative of future trends.

Our net SLING TV subscriber additions are impacted by, among other things, certain major sporting events and other major television events. The first and third quarters generally produce higher gross new Wireless subscriber activations. The historical trends discussed above, for net DISH TV subscriber additions, net SLING TV subscriber additions and gross new Wireless subscriber activations, may not be indicative of future trends. There can be no assurance that these trends will not continue and/or accelerate.

Satellites

Pay-TV Segment. Operation of our DISH TV services requires that we have adequate satellite program.

Gains (losses) on investments, net. Gains (losses) on investments, net totaled $69.5 million in gains transmission capacity for the year ended December 31, 2021, an increase programming that we offer. Moreover, competitive conditions may require that we expand our offering of $100.8 million, new programming. While we generally have had in-orbit satellite capacity sufficient to transmit our existing channels and some backup capacity to recover the transmission of certain critical programming, our backup capacity is limited. In the event of a failure or loss of any of our owned or leased satellites, we may need to acquire or lease additional satellite capacity or relocate one of our other satellites and use it as compared to 2020. The change was primarily attributable to increased gains on marketable investment securities of $ 63.7 million in 2021 as compared to 2020, gains on other equity securities of $7.1 million in 2021 and a $29.8 million impairment loss in 2020.

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

Equity in earnings (losses) of unconsolidated affiliates, net. Equity in earnings (losses) of unconsolidated affiliates, net totaled $5.2 million in losses replacement for the year ended December 31, 2021, failed or lost satellite. Such a decrease failure could result in losses a prolonged loss of $2.1 million, critical programming or 28.9%, as compared to 2020. The decrease was related to net increased earnings from our investments a significant delay in our equity method investees. plans to expand programming as necessary to remain competitive and cause us to expend a significant portion of our cash to acquire or lease additional satellite capacity.

Foreign currency transaction gains (losses), net ***Broadband and Satellite Services Segment.*** totaled $12.6 million in losses Operation of our Broadband and Satellite Services also requires adequate satellite transmission capacity for the year ended December 31, 2021, as compared services that we offer. Prior to $6.0 million in gains for the year ended December 31, 2020, a negative change of $18.6 million. The change was due to the net impact of foreign exchange rate fluctuations of certain foreign currencies during the year.

Other-than-temporary impairment losses on equity method investments. Other-than-temporary impairment losses on equity method investments was $55.3 million for the year ended December 31, 2021, related to the impairment of our investment in Dish Mexico. Given changing market trends, conditions, and company-specific events, we concluded that our investment in Dish Mexico was not recoverable.

Other, net. Other, net totaled $12.4 million in losses for the year ended December 31, 2021, as compared to $0.2 million in gains for the year ended December 31, 2020, an increase in losses of $12.6 million. The increase was primarily attributable to a litigation expense of $16.8 million and losses from debt repurchases on our 7 5/8% Senior Unsecured Notes due 2021 of $1.9 million, partially offset by dividends received from certain marketable equity securities of $2.5 million..

Income tax benefit (provision), net. Income tax benefit (provision), net was $(65.6) million for the year ended December 31, 2021, as compared to $(24.1) million for the year ended December 31, 2020. Our effective income tax rate was 51.1% and (86.5)% for the years ended December 31, 2021 and 2020, respectively. The variations in our effective tax rate from the U.S. federal statutory rate for the year ended December 31, 2021 were primarily due to certain foreign losses and impairments where the Company carries a full valuation allowance, and the impact of state and local taxes. The variations in our current year effective tax rate from the U.S. federal statutory rate for the year ended December 31, 2020 were primarily due to the increase in our valuation allowance associated with certain foreign losses, permanent book tax differences, and by the impact of state and local taxes, partially offset by the change in net losses that are capital in nature and research and experimentation credits.

Net income (loss) attributable to EchoStar Corporation common stock. The following table reconciles the change in Net income (loss) attributable to EchoStar Corporation common stock:

		Amounts
Net income (loss) attributable to EchoStar Corporation for the year ended December 31, 2020	$	(40,150)
Decrease (increase) in other-than-temporary impairment losses on equity method investments		(55,266)
Decrease (increase) in income tax benefit (provision), net		(41,557)
Increase (decrease) in foreign currency transaction gains (losses), net		(18,628)
Increase (decrease) in interest income, net		(17,181)
Increase (decrease) in other, net		(12,629)
Increase (decrease) in net income (loss) attributable to non-controlling interest		(1,600)
Decrease (increase) in equity in earnings (losses) of unconsolidated affiliates, net		2,097
Decrease (increase) in interest expense, net of amounts capitalized		52,415
Increase (decrease) in gains (losses) on investments, net		100,837
Increase (decrease) in operating income (loss), including depreciation and amortization		104,537
Net income (loss) attributable to EchoStar Corporation for the year ended December 31, 2021	$	72,875

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EBITDA. EBITDA is a non-GAAP financial measure and is described under Explanation of Key Metrics and Other Items section. The following table reconciles EBITDA to Net income (loss), the most directly comparable GAAP measure in our Consolidated Financial Statements:

	For the years ended December 31,		Variance	
	2021	2020	Amount	%
Net income (loss)	$ 62,721	$ (51,904)	$ 114,625	*
Interest income, net	(22,801)	(39,982)	17,181	(43.0)
Interest expense, net of amounts capitalized	95,512	147,927	(52,415)	(35.4)
Income tax provision (benefit), net	65,626	24,069	41,557	*
Depreciation and amortization	491,329	525,011	(33,682)	(6.4)
Net loss (income) attributable to non-controlling interests	10,154	11,754	(1,600)	(13.6)
EBITDA	$ 702,541	$ 616,875	$ 85,666	13.9

* Percentage is not meaningful.

The following table reconciles the change in EBITDA:

		Amounts
EBITDA for the year ended December 31, 2020	$	616,875
Increase (decrease) in gains (losses) on investments, net		100,837
Increase (decrease) in operating income (loss), excluding depreciation and amortization		70,855
Decrease (increase) in equity in earnings (losses) of unconsolidated affiliates, net		2,097
Decrease (increase) in net loss (income) attributable to non-controlling interests		(1,600)
Increase (decrease) in other, net		(12,629)
Increase (decrease) in foreign currency transaction gains (losses), net		(18,628)
Decrease (increase) in other-than-temporary impairment losses on equity method investments		(55,266)
EBITDA for the year ended December 31, 2021	$	702,541

Segment Operating Results and Capital Expenditures

The following tables present our total revenue, capital expenditures and EBITDA by segment for the year ended December 31, 2021, as compared to the year ended December 31, 2020:

	Hughes	ESS	Corporate and Other	Consolidated Total
For the year ended December 31, 2021				
Total revenue	$ 1,956,226	$ 17,679	$ 11,815	$ 1,985,720
Capital expenditures	296,303	—	142,127	438,430
EBITDA	781,824	9,185	(88,468)	702,541
For the year ended December 31, 2020				
Total revenue	$ 1,860,834	$ 17,398	$ 9,675	$ 1,887,907
Capital expenditures	355,197	41	53,560	408,798
EBITDA	727,608	7,873	(118,606)	616,875

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Hughes Segment

	For the years ended December 31,		Variance	
	2021	2020	Amount	%
Total revenue	$ 1,956,226	$ 1,860,834	$ 95,392	5.1
Capital expenditures	296,303	355,197	(58,894)	(16.6)
EBITDA	781,824	727,608	54,216	7.5

Total revenue was $2.0 billion for the year ended December 31, 2021, an increase of $95.4 million, or 5.1%, as compared to 2020. Services and other revenue increased primarily due to increases in sales of broadband services to our consumer customers of $27.8 million and to our mobile satellite system customers of $1.4 million. Sales of broadband services to our enterprise customers remained flat compared to 2020. Equipment revenue increased primarily due to increases in hardware sales of $76.7 million to our enterprise customers, partially offset by decreases in hardware sales to our mobile satellite system customers of $8.0 million and to our consumer customers of $ 3.9 million. These variances reflect the negative impact of exchange rate fluctuations of $4.7 million.

Capital expenditures were $296.3 million for the year ended December 31, 2021, a decrease of $58.9 million, or 16.6%, as compared to 2020, primarily due to decreases in expenditures associated with our consumer business, partially offset by increased expenditures related to our enterprise business and construction of our satellite-related ground infrastructure in preparation of the launch of EchoStar XXIV. XXIV, we were nearing or had reached capacity in most areas of the

U.S., which constrained growth within our consumer subscriber base. These constraints have been addressed by the EchoStar XXIV satellite. In the event of a failure or loss of any of our owned or leased satellites, we may need to acquire or lease additional satellite capacity or relocate one of our other satellites and use it as a replacement for the failed or lost satellite. Such a failure could result in a prolonged loss of services.

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Satellite Insurance

We generally do not carry in-orbit insurance on our satellites or payloads because we have assessed that the cost of insurance is not economical relative to the risk of failures. Therefore, we generally bear the risk of any in-orbit failures.

Pursuant to the terms of our joint venture agreement with Al Yah Satellite Communications Company PrJSC ("Yahsat") in Brazil in 2019, we are required to maintain insurance for the Al Yah 3 Brazilian payload during the commercial in-orbit service of such payload, subject to certain limitations on coverage. The following table reconciles insurance policies were procured by Yahsat, under which we and Yahsat are the change beneficiaries of any claims in proportion to their shareholdings. An insurance claim was submitted in the Hughes Segment EBITDA:

		Amounts
EBITDA for the year ended December 31, 2020	$	727,608
Increase (decrease) in operating income (loss), excluding depreciation and amortization		65,216
Increase (decrease) in other, net		3,658
Increase (decrease) in gains (losses) on investments, net		2,249
Decrease (increase) in equity in earnings (losses) of unconsolidated affiliates, net		(229)
Decrease (increase) in net loss (income) attributable to non-controlling interests		(1,600)
Increase (decrease) in foreign currency transaction gains (losses), net		(15,078)
EBITDA for the year ended December 31, 2021	$	781,824

ESS Segment

	For the years ended December 31,				Variance		
		2021		2020		Amount	%
Total revenue	$	17,679	$	17,398	$	281	1.6
Capital expenditures		—		41		(41)	(100.0)
EBITDA		9,185		7,873		1,312	16.7

Total revenue was $17.7 million second quarter of 2023 for compensation with respect to the reduction in estimated useful life of the Al Yah 3 satellite.

We also have obtained certain insurance for our EchoStar XXIV satellite covering launch plus the first year of operations. We will continue to assess circumstances going forward and make insurance-related decisions on a case-by-case basis.

Stock Repurchases

Our Board of Directors previously authorized stock repurchases of up to $500 million of our outstanding Class A common stock. On October 20, 2022, our Board of Directors extended this authorization to repurchase up to $500 million of our outstanding Class A common stock through and including December 31, 2023. This program expired December 31, 2023. During the year ended December 31, 2021 December 31, 2023, which is primarily flat compared to 2020.

EBITDA was $9.2 million for there were no repurchases of our Class A common stock. During the year years ended December 31, 2021, an increase of $1.3 million, or 16.7%, as compared to 2020, primarily due to the recovery of a bad debt reserve.

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Corporate and Other Segment

	For the years ended December 31,		Variance	
	2021	2020	Amounts	%
Total revenue	$ 11,815	$ 9,675	$ 2,140	22.1
Capital expenditures	142,127	53,560	88,567	*
EBITDA	(88,468)	(118,606)	30,138	(25.4)

* Percentage is not meaningful.

Total revenue was $11.8 million for the year ended December 31, 2021, an increase of $2.1 million, or 22.1%, as compared to 2020, primarily due to increased services and other revenue from DISH Network.

Capital expenditures were $142.1 million for the year ended December 31, 2021, an increase of $88.6 million, as compared to 2020, primarily due to increases in expenditures related to the EchoStar XXIV satellite program.

The following table reconciles the change in the Corporate and Other Segment EBITDA:

	Amounts
EBITDA for the year ended December 31, 2020	$ (118,606)
Increase (decrease) in gains (losses) on investments, net	98,588
Increase (decrease) in operating income (loss), excluding depreciation and amortization	4,353
Decrease (increase) in equity in earnings (losses) of unconsolidated affiliates, net	2,326
Increase (decrease) in foreign currency transaction gains (losses), net	(3,672)
Increase (decrease) in other, net	(16,191)
Decrease (increase) in other-than-temporary impairment losses on equity method investments	(55,266)
EBITDA for the year ended December 31, 2021	$ (88,468)

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LIQUIDITY AND CAPITAL RESOURCES

Cash, Cash Equivalents and Marketable Investment Securities

We consider all liquid investments purchased with an original maturity of 90 days or less to be cash equivalents. See Item 7A. Quantitative and Qualitative Disclosures about Market Risk of this Form 10-K for further discussion regarding our marketable investment securities.

As of December 31, 2022 and 2021, we repurchased 3,980,612 shares and 10,941,872 shares of our cash, cash equivalents Class A common stock, respectively.

Covenants and marketable investment securities totaled $1.7 billion Restrictions Related to our Long-Term Debt

We are subject to the covenants and $1.5 billion, respectively, of which $1.0 billion and $1.0 billion, respectively, we held as marketable investment securities, consisting of various debt and equity instruments including corporate bonds, corporate equity securities, government bonds and mutual funds.

The following discussion highlights our cash flow activities for the years ended December 31, 2022, 2021 and 2020.

Cash Flow Activities

The following table summarizes our cash flows provided by (used for) operating, investing and financing activities, as reflected restrictions set forth in the Consolidated Statement of Cash Flows:

	For the years ended December 31,		
	2022	2021	Variance
Operating activities	$ 529,605	$ 632,226	$ (102,621)
Investing activities	(275,185)	158,930	(434,115)
Financing activities	(83,105)	(1,147,345)	1,064,240
Effect of exchange rates on cash and cash equivalents	(2,306)	(3,749)	1,443
Net increase (decrease) in cash and cash equivalents	$ 169,009	$ (359,938)	$ 528,947

Cash flows provided by (used for) operating activities decreased by $102.6 million primarily attributable to changes in assets and liabilities, net of $(85.6) million, other-than-temporary impairment losses on equity method investments of $(55.3) million, depreciation and amortization of $(33.7) million, other, net of $(23.5) million, foreign currency translation losses (gains), net of $(17.8) million, deferred tax provision (benefit), net of $(16.2) million, losses (gains) on investments, net of $22.4 million and changes in net income (loss) of $103.8 million.

Cash flows provided by (used for) investing activities decreased by $434.1 million primarily attributable indentures related to our marketable investment securities net activity, long-term debt.

DISH Network and DISH DBS Corporation

The indentures related to our outstanding senior notes issued by DISH DBS Corporation ("DISH DBS") contain restrictive covenants that, among other investments net activity, a decrease in expenditures for property things, impose limitations on the ability of DISH DBS and equipment, a decrease in expenditures in externally marketed software, its restricted subsidiaries to: (i) incur additional indebtedness; (ii) enter into sale and the India JV formation.

Cash flows provided by (used for) financing activities improved by $1.1 billion primarily attributable leaseback transactions; (iii) pay dividends or make distributions on DISH DBS' capital stock or repurchase DISH DBS' capital stock; (iv) make certain investments; (v) create liens; (vi) enter into certain transactions with affiliates; (vii) merge or consolidate with another company; and (viii) transfer or sell assets. The indentures related to the repurchase our outstanding DISH Network and maturity DISH DBS senior secured notes contain restrictive covenants that, among other things, impose limitations on our ability and certain of our 7 5/8% Senior Unsecured subsidiaries to: (i) incur additional indebtedness; (ii) enter into sale and leaseback transactions; (iii) pay dividends or make distributions on our capital stock or repurchase our capital stock; (iv) make certain investments of spectrum collateral; (v) create liens; (vi) enter into certain transactions with affiliates; (vii) merge or consolidate with another company; and (viii) transfer or sell assets. Should we fail to comply with these covenants, all or a portion of the debt under the senior notes, senior secured notes and our other long-term debt could become immediately payable. The senior notes and senior secured notes also provide that the debt may be required to be prepaid if certain change-in-control events occur. In addition, the Convertible Notes due 2021 provide that, if a "fundamental change" (as defined in the related indenture) occurs, holders may require us to repurchase for cash all or part of $901.8 million their Convertible Notes. As of the date of filing of this Annual Report on Form 10-K, we, DISH Network and decreases DISH DBS were in treasury share repurchases of $172.1 million.

compliance with the covenants and restrictions related to our respective long-term debt.

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

	For the years ended December 31,		
	2021	2020	Variance
Operating activities	$ 632,226	$ 534,388	$ 97,8
Investing activities	158,930	(1,142,455)	1,301,3
Financing activities	(1,147,345)	(15,620)	(1,131,7
Effect of exchange rates on cash and cash equivalents	(3,749)	(1,390)	(2,3
Net increase (decrease) in cash and cash equivalents	$ (359,938)	$ (625,077)	$ 265,1

Cash flows provided by (used for) operating activities increased by $97.8 million primarily attributable to changes in net inco (loss) of $114.6 million, gains (losses) on investments, net of $(100.8) million, foreign currency translation losses (gains), ne $18.6 million, deferred tax provision (benefit), net of $19.5 million, other-than-temporary impairment losses on equity meth investments of $55.3 million, and changes in assets and liabilities, net of $(1.3) million.

Cash flows provided by (used for) investing activities increased by $1.3 billion primarily attributable

Hughes Satellite Systems Corporation

The indentures related to our marketable investment securities net activity, outstanding senior notes issued by Hughes Sate Systems Corporation ("HSSC") contain restrictive covenants that, among other investments net activity things, impo limitations on the ability of HSSC and an increase its restricted subsidiaries to: (i) incur additional indebtedness; (ii) p dividends or make distributions on HSSC's capital stock or repurchase HSSC's capital stock; (iii) allow to exist cert restrictions on such subsidiaries' ability to pay dividends, make distributions, make other payments, or transfer asse (iv) make certain investments; (v) create liens; (vi) enter into certain transactions with affiliates; (vii) merge or consolidate w another company; and (viii) transfer or sell assets. As of the date of filing of this Annual Report on Form 10-K, we and HS were in expenditures compliance with the covenants and restrictions related to our respective long-term debt.

Other

We are also vulnerable to fraud, particularly in the acquisition of new subscribers. While we are addressing the impac subscriber fraud through a number of actions, there can be no assurance that we will not continue to experience fraud, wh could impact our subscriber growth and churn. Economic weakness may create greater incentive for property signal th piracy and equipment.

Cash flows provided by (used for) financing activities decreased by $1.1 billion primarily attributable subscriber fraud, wh could lead to the repurchase higher subscriber churn and maturity of our 7 5/8% Senior Unsecured Notes due 2021 of $(90 million and treasury share repurchases of $(261.4) million.
reduced revenue.

Obligations and Future Capital Requirements

Contractual Obligations

The following table summarizes our contractual obligations as of December 31, 2022:

	Payments Due in the Years Ending December 31,						
	Total (4)(5)	2023	2024	2025	2026	2027	Thereaft
Long-term debt (1)	$ 1,500,000	$ —	$ —	$ —	$ 1,500,000	$ —	$
Interest on long-term debt	356,252	89,063	89,063	89,063	89,063	—	
Satellite-related commitments (2)	169,252	60,822	19,105	18,618	17,156	15,460	38,0
Operating lease obligations (3)	201,625	25,101	23,180	19,578	18,770	17,256	97,7
Total	$ 2,227,129	$ 174,986	$ 131,348	$ 127,259	$ 1,624,989	$ 32,716	$ 135,8

(1) Assumes all long-term debt is outstanding until scheduled maturity.
(2) Includes payments pursuant to: i) the EchoStar XXIV launch contract, ii) regulatory authorizations, iii) non-lease costs associated with our finance le satellites, iv) in-orbit incentives relating to certain satellites and v) commitments for satellite service arrangements.
(3) Operating leases consist primarily of leases for office space, data centers and satellite-related ground infrastructure.
(4) The table excludes amounts related to deferred tax liabilities, unrecognized tax positions and certain other amounts recorded in our non-current liabi as the timing of any payments is uncertain.
(5) The table excludes long-term deferred revenue and other long-term liabilities that do not require future cash payments.

In certain circumstances, the dates on which we are obligated to pay our contractual obligations could change.

Off-Balance Sheet Arrangements

We generally do not engage in off-balance sheet financing activities or use derivative financial instruments for hed accounting or speculative purposes.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIO - CONTINUED

As of December 31, 2022, we had foreign currency forward contracts with a notional value of $8.3 million in place to parti mitigate foreign currency exchange risk. From time to time, we may enter into foreign currency forward contracts, or take ot measures, to mitigate risks associated with foreign currency denominated assets, liabilities, commitments and anticipa foreign currency transactions.

Letters of Credit and Surety Bonds

The following table presents the components of our letters of credit and surety bonds as of December 31, 2022**:**

		Amounts
Letters of credit secured by restricted cash	$	10,67
Surety bonds		16,15
Credit arrangement available to our foreign subsidiaries		27,41
Total letters of credit and surety bonds	$	54,24

Certain letters of credit are secured by assets of our foreign subsidiaries.

Satellites

As our satellite fleet ages, we will evaluate whether and to what extent to utilize replacement alternatives such as acquir leasing or constructing additional satellites, with or without customer commitments for capacity. We may also constr acquire or lease additional satellites or satellite capacity

See Note 15 in the future Notes to provide satellite services at additional orbital locations, to improve the quality of our sate services or to provide new satellites services.

Satellite Insurance

We generally do not carry in-orbit insurance Consolidated Financial Statements in this Annual Report on our satellites payloads because we have assessed that the cost of insurance is not economical relative to the risk of failures. Therefore, generally bear the risk of any in-orbit failures. Pursuant to the terms of our joint venture agreement with Yahsat, we required to maintain insurance Form 10-K for the Al Yah 3 Brazilian payload during the commercial in-orbit service of s payload, subject to certain limitations on coverage. We have obtained certain insurance for our EchoStar XXIV sate covering launch plus the first year of operations. We will continue to assess circumstances going forward and make insuran related decisions on a case-by-case basis.

further information.

Future Capital Requirements

We primarily rely on expect to fund our future working capital, capital expenditures, other investments, and debt serv requirements from cash generated from operations, existing cash, restricted cash, cash equivalents and marketa investment securities balances, and cash generated through raising additional capital. We may need to make signific additional investments to, among other things, continue our 5G Network Deployment and further commercialize, build-out a integrate our Wireless spectrum licenses and related assets. The amount of capital required to fund our future working cap capital expenditure and other investment needs varies, depending on, among other things, the rate at which we complete 5G Network Deployment, the purchase of additional wireless spectrum licenses and the rate at which we acquire n subscribers,and the cost of subscriber acquisition and retention. Certain of our capital expenditures for 2024 are expected be driven by the rate of our 5G Network Deployment as well as costs associated with subscriber premises equipment. Th expenditures are necessary for our 5G Network Deployment as well as to operate and maintain our DISH TV servic Consequently, we consider them to be non-discretionary.

We currently intend to use our cash, cash equivalents and marketable investment securities, and cash flow generated throu our from operations to pay the March 2024 debt maturity. However, we do not currently have the necessary cash, ca equivalents and marketable investment securities and/or projected future cash flows to fund our business. Revenue in our E segment depends largely the November 2024 debt maturity and subsequent interest on our ability outstanding debt. address our capital needs, we are in active discussions with funding sources to continuously make use raise additional cap and restructure our outstanding debt.

Our capital expenditures vary depending on, among other things, the number of our available satellites leased or un construction at any point in time and could increase materially as a result of increased competition, significant satellite capa with existing customers failures, or economic weakness and our ability to enter into commercial relationships with n customers. Consumer revenue in our Hughes segment depends on our success in adding new uncertainty. Our DISH subscriber base has been declining and retaining existing subscribers and driving higher ARPU. Revenue in our enterpr and equipment businesses relies heavily on global economic conditions and the competitive landscape for pricing relative competitors and alternative technologies. There there can be no assurance that we our DISH TV subscriber base will continue to decline and that the pace of such decline will not accelerate. In the event that our DISH TV subscriber ba continues to decline, it will have positive a material adverse long-term effect on our cash flow.

On November 15, 2021 the SNR Put Right was exercised. As of December 31, 2023, the aggregate value of S Management’s ownership interest in SNR HoldCo was $438 million, recorded as “Redeemable noncontrolling interests” on Consolidated Balance Sheets.

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Subsequent to December 31, 2023, the FCC consented to the sale of SNR Wireless Management, LLC's ("S Management") ownership interests in SNR HoldCo, which was purchased by our direct wholly-owned subsidiary EchoS SNR HoldCo LLC for a total of approximately $442 million on February 16, 2024.

We have and expect to continue to incur expenditures in 2024 related to our 5G Network Deployment, including, but not limi to, capital expenditures associated with our 5G Network Deployment and the potential purchase of additional wirel spectrum licenses. The amount of capital required will also depend on, among other things, our available liquidity, the gro of our Retail Wireless segment and the levels of investment necessary to support potential strategic initiatives that may a from time to time. These factors, including, but not limited to, a reduction in our available future cash flows from operatio Furthermore, if we experience negative cash flows, as a result of our existing cash and marketable investment securi balances 5G Network Deployment, will require us to raise additional capital in the future, which may not be reduced.

available on favorable terms.

Volatility in the financial markets has made it more difficult at times for issuers of high-yield indebtedness, such as us access capital markets at favorable terms. These developments may have a significant amount effect on our cost outstanding indebtedness. As of December 31, 2022, our total indebtedness was $1.5 billion. Our liquidity requirements continue to be significant, primarily due to our remaining debt service requirements. We may from time to time seek purchase amounts of our outstanding debt in open market purchases, privately negotiated transactions or otherw depending on market conditions, financing and our liquidity needs and other factors. The amounts we may repurchase may material. In position.

5G Network Deployment Segment

See Note 15 in the future, we may require material capital expenditures Notes to make significant acquisitions or investme in infrastructure, technologies or joint ventures to support and expand our business, or if we decide to purchase or b additional satellites or other technologies or assets. Other aspects of our business operations may also require additio capital. We also expect to owe U.S. Federal income tax for 2022.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIO - CONTINUED

We anticipate that our existing cash and marketable investment securities are sufficient to fund the currently anticipa operations of our business through the next twelve months.

Stock Repurchases

On November 2, 2021, our Board of Directors authorized us to repurchase up to $500.0 million of our Class A common st commencing January 1, 2022 through and including December 31, 2022. In addition, on October 20, 2022, our Boar Directors authorized us to repurchase up to $500.0 million of our Class A common stock commencing January 1, 2023 thro and including December 31, 2023. Purchases under our repurchase authorizations may be made through privately negotia transactions, open market repurchases, one or more trading plans in accordance with Rule 10b5-1 under the Securi Exchange Act of 1934, as amended, or otherwise, subject to market conditions and other factors. We may elect no purchase the maximum amount or any of the shares allowable under these authorizations and we may also enter i additional share repurchase programs authorized by our Board of Directors. During the year ended December 31, 2022, repurchased 3,980,612 shares of our Class A common stock for $89.3 million under this program. The remaining authoriza under this program, which expired on December 31, 2022, was $410.7 million.

CRITICAL ACCOUNTING POLICIES

For a summary of our significant accounting policies, including those discussed below, see Note 2 in our Consolida Financial Statements.

CRITICAL ACCOUNTING ESTIMATES
The preparation of our Consolidated Financial Statements in this Annual Report on Form 10-K for further information.

Availability of Credit and Effect on Liquidity

The ability to raise capital has generally existed for us despite economic weakness and uncertainty. While modest fluctuati in the cost of capital will not likely impact our current operational plans, significant fluctuations could have a material adve effect on our business, results of operations and financial condition.

Critical Accounting Estimates

The preparation of the consolidated financial statements in conformity with GAAP requires us management to make cer estimates, judgments and assumptions that affect the amounts reported amounts of assets and liabilities at the date of balance sheets, the reported amounts of revenue and expenses for each reporting period, and certain information disclose our Consolidated Financial Statements. We base our therein. Management bases its estimates, judgments and assumpti on historical experience and on various other factors that we believe are believed to be relevant reasonable under circumstances. Actual results may differ from previously estimated amounts, and such differences may be material to Consolidated Financial Statements. We review our estimates consolidated financial statements. Estimates and assumpti are reviewed periodically, and the effects of revisions are reflected prospectively in the period they occur or prospectively if revised estimate affects future periods. occur. The following represent what we believe are the critical accounting policies t may involve a high degree of estimation, judgment and complexity. For a summary of our significant accounting polic including those discussed below, see Note 2 in the Notes to our Consolidated Financial Statements in this Annual Report Form 10-K.

Indefinite-Lived Intangible Assets and Goodwill

Valuation of intangible assets with indefinite lives. We evaluate the carrying amount of intangible assets with indefinite li annually, and also when events and circumstances warrant.

Wireless Spectrum Licenses. During 2022, we acquired the 3.45-3.55 GHz wireless licenses (the “3.45–3.55 G Licenses”). During 2021, we acquired the 3550-3650 MHz (CBRS) and 3.7-3.98 GHz wireless licenses, together (the “C-B Licenses”). During 2020, we acquired the 37 GHz, 39 GHz, and 47 GHz wireless licenses and during 2019, we acquired the GHz and 28 GHz wireless licenses, together (the “High-Band Licenses”).

In 2023 and 2022, we combined our 600 MHz, 700 MHz, AWS-4, H Block, High-Band Licenses, C-Band Licenses, 3.45–3 GHz Licenses and the Northstar Licenses and SNR Licenses into a single unit of accounting. In 2021, we combined our MHz, 700 MHz, AWS-4, H Block, High-Band Licenses, C-Band Licenses, 3.45–3.55 GHz Licenses and the Northstar Licen and SNR Licenses into a single unit of accounting.

In 2023, we quantitatively assessed these licenses for impairment. Our quantitative assessment consisted of a mar approach performed by a third party and reviewed by management.

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Market Approach. Currently frequencies in the 500 kHz to 30 GHz make up the bulk of commercial use in the United Sta Spectrum bands can be grouped into four categories: low-band (less than 1 GHz), lower mid-band (1-2 GHz), upper mid-ba (primarily 2-4 GHz) and high-band (generally above 24 GHz). Radio frequencies have different characteristics with regar the distance they will travel and their ability to penetrate structures. Lower band frequency bands require less power to tra large distances and propagate well providing geographic coverage, whereas higher bandwidth spectrum is favored in url settings where the goal is increased data capacity and cell sites are dense, with limited coverage areas.

Spectrum is licensed by geographic areas that can vary from the size of a county to significantly larger expanses. Licen can cover densely populated urban areas to sparsely populated rural regions. Pricing for spectrum licenses will va sometimes significantly based on the frequency, population area or restrictions associated with the authorization for obtained from the FCC. Population or "Pop" is a key input to valuing each geographic license. The amount of spectr included in a license is measured in terms of megahertz, referred to as "MHz." The wider the band the greater the MHz.

The market approach assessed the value of our spectrum using benchmarks, based on market transactions, which include spectrum auctions and secondary market transactions, either acquisitions of spectrum or of businesses for wh spectrum values can reliably be inferred. The market approach looked at the value of each band of our spectrum by block a geographic area based on pairing the spectrum in a manner that yielded its highest and best use. Prices were then calcula on an amount per MHz-Pop basis (where the numerator is the total value of the licenses and the denominator is the produc the population and MHz) based upon the most relevant data points. Finally, a discount was applied to the analysis for lack marketability on certain of our holdings based on sale restrictions associated with those specific bands.

Our spectrum holdings include low-band, lower mid-band, upper mid-band (collectively referred to as "Low-Mid Ba Licenses") and high-band licenses.

As part of our impairment assessment we performed the market approach during the fourth quarter of 2023 and concluded the fair value of these licenses are substantially in excess of their carrying value.

Changes in circumstances or market conditions could result in a write-down of any of the above Wireless spectrum license the future.

Goodwill.We test goodwill for impairment at the reporting unit level, which includes, among others, the SLING TV, DISH Retail Wireless, 5G Network Deployment and Hughes reporting units. Historically the majority of our goodwill relates to Hughes reporting unit within our Broadband and Satellite Services segment and the Retail Wireless and 5G Netw Deployment segments. Our impairment assessment is detailed by segment below.

We perform our annual impairment assessment for goodwill and other indefinite-lived intangible assets each year during fourth quarter or more frequently if events or changes in circumstances indicate an impairment may be possible. We previou performed our annual impairment assessment for goodwill during the second quarter and changed the testing date due to Merger in order to align the testing date between all reporting units. The change in testing date does not result in a mate change in the method of our goodwill impairment assessment. We may consider qualitative factors to assess if it is more lik than not that the fair value for goodwill is below the carrying amount. If we determine in the qualitative assessment that more likely than not that the fair value is less than its carrying value, then we perform a quantitative assessment to determ the estimated fair value of the reporting unit. We may also elect to bypass the qualitative assessment and perforn quantitative assessment.

Our assessment process included, among other things, discounted cash flow analyses, consideration of fair values of tang and indefinite-lived intangible assets held by the reporting units and our recent market capitalization. Our assessm indicated the goodwill attributed to certain acquisitions was no longer supported based on the sustained decrease in market capitalization. As such, we recorded a total noncash impairment charge of approximately $758 million in "Impairmen long-lived assets and goodwill" on our Consolidated Statements of Operations and Comprehensive Income (Loss).

Income Taxes

Our income tax policy is to record the estimated future tax effects of temporary differences between the tax bases of ass and liabilities and amounts reported in the accompanying consolidated balance sheets, as well as operating loss and tax cr carryforwards. Determining necessary valuation allowances requires us to make assessments about the timing of fut events, including the probability of expected future taxable income and available tax planning opportunities. We periodic evaluate our need for a valuation allowance based on both historical evidence, including trends, and future expectations each reporting period. Any such valuation allowance is recorded in either "Income tax (provision) benefit, net" on Consolidated Statements of Operations and Comprehensive Income (Loss) or "Accumulated other comprehensive inco (loss)" within "Stockholders' Equity (Deficit)" on our Consolidated Balance Sheets. Future performance could have a signific effect on the realization of tax benefits, or reversals of valuation allowances, as reported in our consolidated results operations.

Management evaluates the recognition and measurement of uncertain tax positions based on applicable tax law, regulatic case law, administrative rulings and pronouncements and the facts and circumstances surrounding the tax position. Chan in our estimates related to the recognition and measurement of the amount recorded for uncertain tax positions could resu significant changes in our "Income tax provision (benefit), net," which could be material to our consolidated results operations.

Although we believe our assumptions, judgments and estimates are reasonable, changes in tax laws or our interpretation tax laws and the resolution of any tax audits could significantly impact the amounts provided for income taxes in consolidated financial statements.

Contingent Liabilities

We record an accrual for litigation and other loss contingencies when we determine that a loss is probable and the amoun the loss can be reasonably estimated. Legal fees and other costs of defending legal proceedings are charged to expense incurred.

A significant amount of management judgment is required in determining whether when, or if, an accrual should be recor for a loss contingency and the amount of such accrual. Estimates generally are developed in consultation with legal cour and are based on an analysis of potential outcomes. Due to the inherent uncertainty in of determining the likelihood of poter outcomes a future event occurring and the potential financial statement impact of such outcomes, an event, it is possible t upon further development or resolution of a contingent matter, charges related to existing loss contingencies a charge could recorded in a future periods, which could period to "Selling, general and administrative expenses" or "Litigation expense" our Consolidated Statements of Operations and Comprehensive Income (Loss) that would be material to our consolida results of operations and financial position.

condition.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIO - CONTINUED

Revenue Recognition

Our Hughes segment enters into contracts to design, develop

Backlog

See "Broadband and deliver telecommunication networks to customers in our enterprise and mobile satellite systems marke Those contracts require significant effort to develop and construct the network over an extended time period. Revenue fr such contracts is recognized over time using an appropriate method to measure progress toward completion. Depending the nature of the arrangement, we measure progress toward completion using the cost-to-cost input method or the units delivery output method. Under the cost-to-cost method, revenue reflects the ratio of costs incurred to estimated total costs

completion. Under the units-of-delivery method, revenue and related costs are recognized as products are delivered based
the expected profit Satellite Services Segment" above for the entire agreement. Profit margins on long-term contracts
based on estimates of total revenue and costs at completion. We review and revise our estimates periodically and recogr
related adjustments further information.

New Accounting Pronouncements

See Note 2 in the period in which the revisions are made. Estimated losses on contracts are recorded in the period in wh
they are identified. Changes in our periodic estimates for these contracts could result in significant adjustments Notes to
revenue or costs, which could be material to our consolidated results of operations.

Impairment of Assets

Impairment of long-lived assets

We evaluate our long-lived assets other than goodwill and intangible assets with indefinite lives for impairment whene
events and changes in circumstances indicate that their carrying amounts may not be recoverable. The carrying amount o
long-lived asset or asset group is considered to not be recoverable when the market value or estimated future undiscoun
cash flows from such asset or asset group is less than its carrying amount. In that event, an impairment loss is recorded in
determination of operating income based on the amount by which the carrying amount exceeds the estimated fair value of
long-lived asset or asset group. The estimated fair value is determined primarily using market value or cash flow techniq
reflecting the estimated cash flows and discount rate that would be assumed by a market participant for the asset or as
group under review. Our discounted cash flow estimates typically include assumptions based on unobservable inputs and r
reflect probability-weighting of alternative scenarios. Estimated losses on long-lived assets to be disposed of by sale may
determined in a similar manner, except that fair value estimates are reduced for estimated selling costs. Changes in estima
of future cash flows, discount rates and other assumptions could result in recognition of additional impairment losses in fut
periods.

We evaluate goodwill and intangible assets with indefinite lives for impairment on an annual basis or whenever events a
changes in circumstances indicate the reporting unit's fair value is more likely than not less than carrying value. Impairme
may result from, among other things, deterioration in financial and operational performance, declines in stock price, increas
attrition, adverse market conditions, adverse changes in applicable laws and/or regulations, deterioration of gene
macroeconomic conditions, fluctuations in foreign exchange rates, increased competitive markets in which we operate
declining financial performance over a sustained period, changes in key personnel and/or strategy, and a variety of ot
factors. Our impairment assessment typically begins with a qualitative assessment to determine whether it is more likely th
not the fair value of the reporting unit is less than its carrying amount. The qualitative assessment includes comparing
overall financial performance against the planned results. In the performance of the qualitative assessment, we analyz
variety of events or factors that may influence the fair value of the reporting unit, that could include, but are not limited
macroeconomic conditions, industry and market considerations, cost factors, and other relevant entity-specific events wh
requires significant judgment. If we determine in the qualitative assessment that it is more likely than not that the fair valu
less than its carrying value, then we perform a quantitative assessment to determine the estimated fair value of the indefi
lived asset or reporting unit. We could also choose the option to bypass the qualitative assessment for any reporting unit in a
period and proceed directly to the quantitative impairment test. In the quantitative assessment, fair value is usually estima
using two valuation approaches: the discounted cash flows method and the market comparable method. In the performance
the quantitative assessment, we use a variety of inputs, some of which may require significant judgment, that influence the
value of the reporting unit, that could include, but are not limited to: discount rate, revenue growth rate, amount and timing
future cash flows, control premium, guideline public company metrics, and comparable market transactions. In addition,
also perform a market capitalization reconciliation to compare the estimated fair value, determined using the discounted ca
flows method and the market comparable method, to the Company's market capitalization as of the date of the test. If
carrying value exceeds the estimated fair value, then an impairment is recognized for the difference.

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Impairment of investments

We periodically evaluate all of our investments to determine whether events or changes in circumstances have occurred t
may have a significant adverse effect on the fair value of the investment and/or if there has been observable price change
orderly transactions for identical or similar securities of the same issuer. We consider information if provided to us by
investees such as current financial statements, business plans, investment documentation, capitalization tables, liquidat
waterfalls, and board materials, and we may make additional inquiries of investee management.

Indicators of impairment may include, but are not limited to, unprofitable operations, material loss contingencies, change business strategy, changes in the investees' enterprise value and changes in the investees' investment pricing. When determine that one of our other investments is impaired we reduce its carrying value to its estimated fair value and recogr the impairment loss. Additionally, when there has been an observable price change to a cost method investment, we adjust carrying amount of the investment to its then estimated fair value and recognize the investment gain or loss.

Income Taxes

Our income tax policy is to record the estimated future tax effects of temporary differences between the tax bases of ass and liabilities and amounts reported in the accompanying consolidated balance sheets, as well as operating loss and tax cr carryforwards. Determining necessary valuation allowances requires us to make assessments about the timing of fut events, including the probability of expected future taxable income and available tax planning opportunities. We periodic evaluate our need for a valuation allowance based on both historical evidence, including trends, and future expectations each reporting period. Any such valuation allowance is recorded in either *Income tax benefit (provision), net* on Consolidated Statements of Operations and Consolidated Statements of Comprehensive Income (Loss) or Accumulated ot comprehensive income (loss) within *Stockholders' equity* on our Consolidated Balance Sheets. Future performance could h a significant effect on the realization of tax benefits, or reversals of valuation allowances, as reported in our consolida results of operations.

Management evaluates the recognition and measurement of uncertain tax positions based on applicable tax law, regulatic case law, administrative rulings and pronouncements and the facts and circumstances surrounding the tax position. Chan in our estimates related to the recognition and measurement of the amount recorded for uncertain tax positions could resu significant changes in our *Income tax benefit (provision), net,* which could be material to our consolidated results of operatio

NEW ACCOUNTING PRONOUNCEMENTS

For a discussion of new accounting pronouncements, refer to Note 2. Summary of Significant Accounting Policies in Consolidated Financial Statements.

SEASONALITY

For our Hughes segment, service revenue is generally not impacted by seasonal fluctuations other than those associated fluctuations related to sales and promotional activities.

Our ESS segment is not generally affected by seasonal impacts.

We cannot predict with any certainty whether these trends will continue Statements in the near future.

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INFLATION AND SUPPLY CHAIN

Inflation started to impact our operations in 2021 as we have continued to experience increased costs in certain functic areas including field services and customer care. We are unable to predict the extent or nature of any future inflatior pressure at this time. Our ability to increase the prices charged Annual Report on Form 10-K for our products and service future periods will depend primarily on competitive pressures or contractual terms.

The worldwide interruptions and delays in the supply of components, materials and parts, although not materially impacting operations during 2022, may impact our ability to timely provide equipment deliveries in the future. These interruptions delays could also increase the cost of our equipment which we may not be able to pass onto our customers.

ITEM further information.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risks Associated with Financial Instruments and Foreign Currency

Our investments and debt are exposed to market risks, discussed below.

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Cash, Cash Equivalents and Current Marketable Investment Securities

As of December 31, 2022 December 31, 2023, our cash, cash equivalents and current marketable investment securities had a fair value of $1.7 billion. $2.444 billion. Of this that amount, a total of $1.6 billion $2.277 billion was invested in: (a) cash; (b) money market funds; (c) debt instruments of the United States Government and its agencies; (d) commercial paper and corporate notes with an overall average maturity of less than one year and rated in one of the four highest rating categories by at least two nationally recognized statistical rating organizations; (c) debt instruments of the U.S. government and its agencies; and/or (d) (e) instruments with similar risk, duration and credit quality characteristics to the commercial paper and corporate obligations described above. The primary purpose of these investing activities has been to preserve principal until the cash is required to, among other things, continue investing in our business, pursue acquisitions and other strategic transactions, fund ongoing operations, make strategic investments repay debt obligations and expand the our business. Consequently, the size of this portfolio fluctuates can fluctuate significantly as cash is received and used in our business. business for these or other purposes. The value of this portfolio may be is negatively impacted by credit losses; however, this risk is mitigated through diversification that limits our exposure to any one issuer.

Interest Rate Risk

A change in interest rates would not affect the fair value of our cash, or materially affect the fair value of our cash equivalents due to their maturities of less than 90 days.

A change in interest rates would affect the fair value of our cash, cash equivalents and current marketable debt investment securities portfolio; however, we normally hold these investments to maturity. Based on our cash, cash equivalents and December 31, 2023 current marketable debt securities non-strategic investment portfolio of $1.6 billion as of December 31, 2022 $2.277 billion, a hypothetical 10% change in average interest rates during 2022 would not have had a material impact on the fair value of our cash, cash equivalents and debt securities portfolio due to the limited duration of our investments.

Our cash, cash equivalents and current marketable debt investment securities had an average annual rate of return for the year ended December 31, 2022 December 31, 2023 of 2.21% 5.1%. A change in interest rates would affect our future annual interest income from this portfolio, since funds would be re-invested at different rates as the instruments mature. A hypothetical 10% decrease in average interest rates during 2022 2023 would have resulted result in a decrease of $2.8 million approximately $18 million in annual interest income.

Strategic Marketable Investment Securities

As of December 31, 2022 December 31, 2023, we held investments in the publicly traded securities of several companies with a fair value of $118.8 million $167 million. These investments, which are held for strategic and financial purposes, are concentrated in a small number of companies, are highly speculative and have historically experienced, and continue to experience volatility. The fair value of these investments are subject to significant fluctuations in fair value and can be significantly impacted by the risk of adverse changes in securities markets generally, as well as risks related to the performance of the companies whose securities we have invested in, risks associated with specific industries and other factors. In general, our strategic marketable investment securities portfolio is not significantly impacted by interest rate fluctuations as it currently consists primarily of equity securities, the value of which is more closely related to factors specific to the underlying business. A hypothetical 10% adverse change in the market price of our public strategic equity investments during 2022 2023 would have resulted in a decrease of $11.9 million $17 million in the fair value of these investments.

Other Investments

Restricted Cash, Cash Equivalents and Marketable Investment Securities

As of December 31, 2022 December 31, 2023, we had $273.2 million $118 million of other equity investments restricted cash and other marketable investment securities invested in: (a) cash; (b) money market funds; (c) debt investments instruments of privately held companies that we hold for strategic business purposes. The the United States Government and its agencies; and/or (d) instruments with similar risk, duration and credit quality characteristics to commercial paper. Based on our December 31, 2023 investment portfolio, a hypothetical 10% increase in average interest rates would not have a material impact on the fair value of these investments is not readily determinable. We periodically review these investments our restricted cash and may adjust the carrying amount to their estimated fair value when there are indications of impairment, observable prices changes for the investments or observable transactions of the same investments. A hypothetical adverse change equal to 10% of the carrying amount of these investments during 2022 would have resulted in a decrease of $27.3 million in the value of these investments.
Our ability to realize value from our strategic investments in companies that are privately held depends on the success of those companies' businesses and their ability to obtain sufficient capital to execute their business plans. Because private markets are not as liquid as public markets, there is also increased risk that we will not be able to sell these investments, or that when we sell them, we will not be able to recover our investment.
marketable investment securities.

Foreign Currency Exchange Risk

Our international business is conducted in a variety of foreign currencies with our largest exposures being to the Brazilian real, the Indian rupee, European euro and the British pound. Transactions in foreign currencies are converted into U.S. dollars using exchange rates in effect on the dates of the transactions. This exposes us to fluctuations in foreign currency exchange rates.

Our objective in managing our exposure to foreign currency changes is to reduce earnings and cash flow volatility associated with foreign currency exchange rate fluctuations, primarily resulting from loans to foreign subsidiaries in U.S. dollars. Accordingly, we may enter into foreign currency forward contracts, or take other measures, to mitigate risks associated with foreign currency denominated assets, liabilities, commitments and anticipated foreign currency transactions. As of December 31, 2022 December 31, 2023, we had foreign currency forward contracts with a notional amount of $8.3 million less than $1 million in place to partially mitigate foreign currency exchange risk. The estimated fair values of the foreign currency contracts were not material as of December 31, 2022 December 31, 2023. The impact of a hypothetical 10% adverse change in exchange rates on the carrying amount of the net assets and liabilities of our foreign subsidiaries during 2022 2023 would have resulted in an estimated loss to the cumulative translation adjustment of $42.5 $43 million as of December 31, 2022 December 31, 2023.

Long-Term Debt

As of December 31, 2023, we had long-term debt of $22.710 billion, excluding finance lease obligations and unamortized deferred financing costs and debt discounts, on our Consolidated Balance Sheets. We estimated the fair value of this debt to be approximately $17.844 billion using quoted market prices. The fair value of our debt is affected by fluctuations in interest rates. A hypothetical 10% decrease in assumed interest rates would increase the fair value of our debt by approximately $688 million. To the extent interest rates increase, our future costs of financing would increase at the time of any future financings. As of December 31, 2023, all of our long-term debt consisted of fixed rate indebtedness.

Derivative Financial Instruments

We generally do

From time to time, we invest in speculative financial instruments, including derivatives. As of December 31, 2023, we did not use hold any material derivative financial instruments for speculative purposes and we generally do not apply hedge accounting treatment other than the option to purchase certain T-Mobile’s 800 MHz spectrum licenses under the Spectrum Purchase Agreement. See Note 6 in the Notes to our derivative financial instruments. We evaluate our derivative financial instruments from time to time but there can be no assurance that we will not enter into additional foreign currency forward contracts, or take other measures, Consolidated Financial Statements in the future to mitigate our foreign currency exchange risk.

ITEM this Annual Report on Form 10-K for further information.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our Consolidated Financial Statements consolidated financial statements are included in this Annual Report on Form 10-K beginning on page F-1.

Item 15 of this Form 10-K.

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

Not applicable.

ITEM

Item 9A. CONTROLS AND PROCEDURES

Disclosure Controls controls and Procedures
procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Principal Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended) 1934) as of the end of the period covered by this Form 10-K. report. Based upon that evaluation, our Chief Executive Officer and Chief Principal Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Form 10-K such that the information required to be disclosed in our SEC reports is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

report.

Changes in Internal Control Over Financial Reporting
There has been no change in internal control over financial reporting

As a result of the Merger, our internal control over financial reporting (as defined in by Rule 13a-15(f) and Rule 15d-15(f) under the Securities and Exchange Act of 1934, 1934) changed during our most recent fiscal quarter. We determined that the Merger involved the transfer of a business, which for entities under common control required the retrospective combination of DISH Network into the Company for all periods presented using the historical cost basis of the acquired assets. For the consolidated entity, we implemented new internal controls to record the retrospective combination and associated financial reporting. Further, as amended) that occurred during the three months ended December 31, 2022 that has materially affected, or is reasonably likely DISH Network was material to materially affect, EchoStar, we adopted many aspects of DISH Network's control environment for our internal control over financial reporting. We continue to review our internal control over financial reporting and may from time to time make changes aimed at enhancing its effectiveness and to ensure that our systems evolve with our business.

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Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

United States generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that:

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of our assets;

(ii) provide reasonable assurance that our transactions are recorded as necessary to permit preparation of our financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and our directors; and

(iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of our assets;

(ii) provide reasonable assurance that our transactions are recorded as necessary to permit preparation of our financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and our directors; and

(iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our 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 policies or procedures may deteriorate.

Our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control— Control –Integrated Framework (2013) issued by the Committee of Sponsoring

Organizations of the Treadway Commission. Commission (COSO). Based on this evaluation, our management has concluded that our internal control over financial reporting was effective as of December 31, 2022 December 31, 2023.

The effectiveness of our internal control over financial reporting as of December 31, 2022 December 31, 2023 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which appears in Item 15(a) of this Annual Report on Form 10-K.

ITEM

Item 9B. OTHER INFORMATION

Financial Results

On February 22, 2023, we issued a press release (the “Press Release”) announcing our financial results for the quarter and year ended December 31, 2022. A copy

10b5-1 Trading Arrangements

None of the Press Release is furnished herewith Company's directors or Section 16 officers adopted, modified or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement during the Company's fiscal quarter ended December 31, 2023, as Exhibit 99.1. The foregoing information, including the exhibit related thereto, is furnished in response to such terms are defined under Item 2.02 408(a) of Form 8-K and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise, and shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or into any filing or other document pursuant to the Securities Exchange Act of 1934, as amended, except as otherwise expressly stated in any such filing.

ITEM Regulation S-K.

Item 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item with respect to the identity and business experience of our directors and corporate governance will be set forth in our Proxy Statement for the 2023 Annual Meeting of Shareholders, which will be filed no later than 120 days after December 31, 2022, under the caption "Election of Directors," which information is hereby incorporated herein by reference.

The information required by this Item with respect to the identity and business experience of our executive officers is set forth in Part I of this Form 10-K under the caption Item 1. Business — Information about our Executive Officers.

The information required by this Item with respect to our code of ethics is contained in Part I of this Form 10-K under the caption Item 1. Business — Website Access.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item will be set forth in our Proxy Statement for the 2023 Annual Meeting of Shareholders, which will be filed no later than 120 days after December 31, 2022, under the caption "Executive Compensation and Other Information," which information is hereby incorporated herein by reference.

The information required by this Item with respect to the identity and business experience of our executive officers is set forth under the caption "Information About Our Executive Officers" in this Annual Report on Form 10-K.

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

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Item 11. EXECUTIVE COMPENSATION

The information required by this Item will be set forth in our Proxy Statement for the 2023 Annual Meeting of Shareholders, which will be filed no later than 120 days after December 31, 2022, under the captions “Election of Directors,” “Equity Security Ownership” and “Equity Compensation Plan Information,” which information is hereby incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

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

The information required by this Item will be set forth in our Proxy Statement for the 2023 Annual Meeting of Shareholders, which will be filed no later than 120 days after December 31, 2022, under the caption “Certain Relationships and Related Party Transactions,” which information is hereby incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item will be set forth in our Proxy Statement for the 2023 Annual Meeting of Shareholders, which information is hereby incorporated herein by reference.

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item will be filed no later than 120 days after December 31, 2022, under set forth in our Proxy Statement for the caption “Principal Accountant Fees and Services,” 2023 Annual Meeting of Shareholders, which information is hereby incorporated herein by reference.

PART IV

ITEM

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)

(a) The following documents are filed as part of this report:

(1) *Financial Statements*

(2) *Financial Statement Schedules*

None. All schedules have been included in the consolidated financial statements or notes thereto.

(3) *Exhibits*

(2)Exhibits

2.1* Form Asset Purchase Agreement, dated as of Separation Agreement between EchoStar July

	26, 2019, by and among T-Mobile US, Inc., Sprint Corporation and DISH Network Corporation (incorporated by reference from Exhibit 2.2 to Exhibit 2.1 to Amendment No. 1 the Quarterly Report on Form 10-Q of EchoStar Corporation's Form 10 DISH Network Corporation filed December 12, 2007, Commission File No. 001-33807). July 29, 2019).
2.2*	First Amendment to the Asset Purchase Agreement, dated June 17, 2020, by and between DISH Network and NTM (incorporated by reference from Exhibit 99.1 of the Current Report on Form 8-K of DISH Network Corporation filed June 17,

filed June 17, 2020).

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2.3	Amended and Restated Agreement and Plan of Merger, between EchoStar Corporation, EchoStar Satellite Services L.L.C., Broadband Acquisition Corporation and Hughes Communications, Inc. dated as of February 13, 2011 October 2, 2023, by and among EchoStar Corporation, DISH Network Corporation and EAV Corp. (incorporated by reference to from Exhibit 2.1 to Hughes Communications Inc.'s EchoStar's Current Report on Form 8-K filed February 15, 2011, Commission File No. 1-33040). ** on October 3, 2023).**

3.13.1*	Amended and Restated Articles of Incorporation of EchoStar Corporation (incorporated by reference to Exhibit 3.1 to Amendment No. 1 of EchoStar Corporation's Form 10 filed December 12, 2007, Commission File No. 001-33807). Corporation.
3.23.3*	Certificate of Amendment to Articles of Incorporation of EchoStar Corporation, dated as of May 4, 2016 (incorporated by reference to Exhibit 3.1 to EchoStar Corporation's Current Report on Form 8-K, filed May 5, 2016, Commission File No. 001-33807).
3.4*	Certificate of Withdrawal of Certificate of Designation of EchoStar Corporation (incorporated by reference to Exhibit 31 to EchoStar Corporation's Current Report on Form 8-K, filed March 6, 2017, Commission File No. 001-33807).

3.5*		Amended and Restated Bylaws of EchoStar Corporation (incorporated by reference to Exhibit 3.2 to Amendment No. 1 of EchoStar Corporation's Form 10 filed December 12, 2007, Commission File No. 001-33807). Corporation.
4.1*	Specimen Class A Common Stock Certificate of EchoStar Corporation (incorporated by reference to Exhibit 4.1 to Amendment No. 1 of EchoStar Corporation's Form 10 filed December 12, 2007, Commission File No. 001-33807).	
4.2*	Security Agreement, dated as of June 8, 2011, among EH Holding	

	Holding Corporation (currently known as Hughes Satellite Systems Corporation), the guarantors listed on the signature pages thereto, and U.S. Bank National Association, as successor collateral agent (incorporated by reference to Exhibit 4.1 to EchoStar Corporation's Current Report on Form 8-K filed June 9, 2011, Commission File No. 001-33807).
4.3*	Indenture, relating to the 5 7/8% Senior Notes due 2024, dated as of November 20, 2014 among DISH DBS Corporation, the guarantors named on the signature pages thereto and U.S. Bank National Association, as Trustee (incorporated by reference from Exhibit 4.1 to the Current Report on Form 8-K of

DISH Network Corporation filed November 21, 2014).

4.4*	Indenture, relating to the 7 3/4% Senior Notes due 2026, dated as of June 13, 2016, among DISH DBS Corporation, the guarantors named on the signature pages thereto and U.S. Bank National Association, as Trustee (incorporated by reference from Exhibit 4.1 to the Current Report on Form 8-K of DISH Network Corporation filed June 13, 2016).
4.5*	Indenture, relating to the 5.250% Senior Secured Notes, dated as of July 27, 2016, among Hughes Satellite Systems Corporation, the guarantors party thereto, U.S. Bank National Association, as trustee and successor collateral agent (incorporated by reference to

	Exhibit 4.1 to EchoStar Corporation's Current Report on Form 8-K filed on July 27, 2016, Commission File No. 001-33807).
4.6*	Indenture, relating to the 6.625% Senior Unsecured Notes, dated as of July 27, 2016, among Hughes Satellite Systems Corporation, the guarantors party thereto and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to EchoStar Corporation's Current Report on Form 8-K filed on July 27, 2016, Commission File No. 001-33807).

4.6* 4.7*	Additional Secured Party Joinder, dated as of July 27, 2016, among U.S. Bank National Association, as trustee and successor collateral agent, and Hughes Satellite Systems Corporation (incorporated by reference to Exhibit 4.4 to EchoStar Corporation's Current Report on Form 8-K filed on July 27, 2016, Commission File No. 001-33807).
4.8*	Form of 5.250% Senior Secured NoteIndenture, relating to the 3 3/8% Convertible Notes due 2026, (included dated as part of

	August 8, 2016, by and between DISH Network Corporation and U.S. Bank National Association, as Trustee (incorporated by reference from Exhibit 4.3). 4.1 to the Current Report on Form 8-K of DISH Network Corporation filed August 8, 2016).
4.9*	Indenture, relating to the 2 3/8% Convertible Notes due 2024, dated as of March 17, 2017, by and between DISH Network Corporation and U.S. Bank National Association, as Trustee (incorporated by reference from Exhibit 4.1 to the Current Report on Form 8 K of DISH Network Corporation filed March 20, 2017).

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4.10* Supplemental Indenture relating to Hughes Satellite Systems Corporation's 5.250% Senior Secured Notes due 2026, dated March 23, 2017, by and among Hughes Satellite Systems Corporation, the guarantors and the supplemental guarantor listed on the signature pages thereto, U.S. Bank National Association, as trustee and successor collateral agent (incorporated by reference to Exhibit 4.19 to Hughes Satellite Systems Corporation's Registration Statement on Form S-4, filed April 6, 2017, Commission File No. 333-179121).

4.11* Supplemental Indenture relating to Hughes Satellite Systems Corporation's 6.625% Senior Notes due 2026, dated as of March 23, 2017, by and among Hughes Satellite Systems Corporation, the guarantors and the supplemental guarantor listed on the signature pages thereto and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.20 to Hughes Satellite Systems Corporation's Registration Statement on Form S-4, filed April 6, 2017, Commission File No. 333-179121) 333- 179121).

4.12* Joinder Agreement, dated as of August 10, 2017, to the Security Agreement dated as of June 8, 2011, by and between HNS Americas, L.L.C., HNS Americas II, L.L.C. and U.S. Bank National Association, as successor collateral agent (incorporated by reference to Exhibit 4.24 to EchoStar Corporation's Annual Report on Form 10-K for the year ended December 31, 2017, filed February 22, 2018, Commission File No. 001-33807).

4.13* Second Supplemental Indenture relating to Hughes Satellite Systems Corporation's 5.250% Senior Secured Notes due 2026, dated August 10, 2017, by and among Hughes Satellite Systems Corporation, the guarantors and the supplemental guarantor listed on the signature pages thereto, U.S. Bank National Association, as trustee and successor collateral agent (incorporated by reference to Exhibit 4.25 to EchoStar Corporation's Annual Report on Form 10-K for the year ended December 31, 2017, filed February 22, 2018, Commission File No. 001-33807).

4.14* Second Supplemental Indenture relating to Hughes Satellite Systems Corporation's 6.625% Senior Notes due 2026, dated as of August 10, 2017, by and among Hughes Satellite Systems Corporation, the guarantors and the supplemental guarantor listed on the signature pages thereto and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.26 to

	EchoStar Corporation's Annual Report on Form 10-K for the year ended December 31, 2017, filed February 22, 2018, Commission File No. 001-33807).
4.15*	Supplemental Indenture relating to the 5 7/8% Senior Notes due 2024 (incorporated by reference from Exhibit 4.15 to the Annual Report on Form 10-K of DISH DBS Corporation filed March 29, 2018).
4.16*	Supplemental Indenture relating to the 7 3/4% Senior Notes due 2026 (incorporated by reference from Exhibit 4.16 to the Annual Report on Form 10-K of DISH DBS Corporation filed March 29, 2018).

4.17*	Joinder Agreement, dated as of June 12, 2019, to the Security Agreement dated as of June 8, 2011, by and between EchoStar BSS Corporation, EchoStar FSS L.L.C. and U.S. Bank National Association, as successor collateral agent (incorporated by reference to Exhibit 4.1 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019, filed August 8, 2019, Commission File No. 001-33807).
4.18*	Third Supplemental Indenture relating to Hughes Satellite Systems Corporation's 5.250% Senior Secured Notes due 2026, dated June 12

June 12, 2019, by and among Hughes Satellite Systems Corporation, the guarantors and the supplemental guarantors listed on the signature pages thereto, U.S. Bank National Association, as trustee and successor collateral agent (incorporated by reference to Exhibit 4.2 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019, filed August 8, 2019, Commission File No. 001-33807).

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4.19* Third Supplemental Indenture relating to Hughes Satellite Systems Corporation's 6.625% Senior Notes due 2026, dated as of June 12, 2019, by and among Hughes Satellite Systems Corporation, the guarantors and the supplemental guarantors listed on the signature pages thereto and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.3 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019, filed August 8, 2019, Commission File No. 001-33807).

4.20* Indenture, relating to the 7 3/8% Senior Notes due 2028, dated as of July 1, 2020, among DISH DBS Corporation, the guarantors named on the signature pages thereto and U.S. Bank National Association, as Trustee (incorporated by reference from Exhibit 4.1 to the Current Report on Form 8-K of DISH Network Corporation filed July 1, 2020).

4.21* Indenture, relating to the 0% Convertible Notes due 2025, dated as of December 21, 2020, by and between DISH Network Corporation and U.S. Bank National Association, as Trustee (incorporated by reference from Exhibit 4.1 to the Current Report on Form 8-K of DISH Network Corporation filed December 22, 2020).

4.22* First Supplemental Indenture, relating to the DISH 3.375% Convertible Notes due 2026, dated as of December 29, 2023, among DISH Network Corporation, EchoStar Corporation and U.S. Bank Trust Company, National Association (as successor to U.S. Bank National Association), as Trustee (incorporated by reference from Exhibit 4.2 to the Current Report on Form 8-K of EchoStar Corporation filed January 2, 2024).

4.23* First Supplemental Indenture, relating to the DISH 2.375% Convertible Notes due 2024, dated as of December 29, 2023, among DISH Network Corporation, EchoStar Corporation and U.S. Bank Trust Company, National Association (as successor to U.S. Bank National Association), as Trustee (incorporated by reference from Exhibit 4.4 to the Current Report on Form 8-K of EchoStar Corporation filed January 2, 2024).

4.24* First Supplemental Indenture, relating to the DISH 0% Convertible Notes due 2025, dated as of December 29, 2023, among DISH Network Corporation, EchoStar Corporation and U.S. Bank Trust Company, National Association (as successor to U.S. Bank National Association), as Trustee (incorporated by reference from Exhibit 4.6 to the Current Report on Form 8-K of EchoStar Corporation filed January 2, 2024).

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4.25* Indenture, relating to the 5 1/8% Senior Notes due 2029, dated as of May 24, 2021 among DISH DBS Corporation, the guarantors named on the signature pages thereto and U.S. Bank, National Association, as Trustee (incorporated by reference from Exhibit 4.1 to the Current Report on Form 8-K of DISH Network Corporation filed May 24, 2021).

4.26* Indenture, relating to the 5 1/4% Senior Secured Notes due 2026 and the 5 3/4% Senior Secured Notes due 2028, dated as of November 26, 2021, among DISH DBS Corporation, the guarantors named on the signature pages thereto and U.S. Bank National Association, as Trustee and Collateral Agent (incorporated by reference from Exhibit 4.1 to the Current Report on Form 8-K of DISH Network Corporation filed November 26, 2021).

4.27* Security Agreement, dated as of November 26, 2021, among DISH DBS Corporation, the guarantors named on the signature pages thereto and U.S. Bank National Association, as Collateral Agent (incorporated by reference from Exhibit 4.2 to the Current Report on Form 8-K of DISH Network Corporation filed November 26, 2021).

4.28* Loan and Security Agreement, dated as of November 26, 2021, between DISH DBS Corporation and DISH Network Corporation (incorporated by reference from Exhibit 4.3 to the Current Report on Form 8-K of DISH Network Corporation filed November 26, 2021).

4.29* Secured Indenture, relating to the 11.75% Senior Secured Notes due 2027, dated as of November 15, 2022, among DISH Network Corporation, the guarantors named on the signature pages thereto and U.S. Bank Trust Company, National Association, as trustee and collateral agent (incorporated by reference from Exhibit 4.1 to the Current Report on Form 8-K of DISH Network Corporation filed January 26, 2023).

4.30* Security Agreement, dated as of November 15, 2022, among the secured guarantors named on the signature pages thereto and U.S. Bank Trust Company, National Association, as collateral agent (incorporated by reference from Exhibit 4.2 to the Current Report on Form 8-K of DISH Network Corporation filed November 15, 2022).

4.31* Description of our Capital Stock ((incorporated by reference to Exhibit 4.25 to EchoStar Corporations' Annual Report on Form 10-K for the year ended December 31, 2019, filed February 20, 2020, Commission File No. 001-33807).

10.2*
10.1* Form of EchoStar Corporation 2008 Class B CEO Stock Option Plan (incorporated by reference to Exhibit 10.25 to Amendment No. 1 of EchoStar Corporation's Form 10 filed December 12, 2007, Commission File No. 001-33807).**

10.2* Amended and Restated EchoStar Corporation 2008 Stock Incentive Plan (the "2008 Stock Incentive Plan") (incorporated by reference to EchoStar Corporation's Definitive Proxy Statement on Form 14, filed September 18, 2014, Commission File No. 001-33807).**

10.3* Amended and Restated EchoStar Corporation 2008 Non-Employee Director Stock Option Plan (the “2008 Non-Employee Director Stock Option Plan”) (incorporated by reference to EchoStar Corporation’s Definitive Proxy Statement on Form 14, filed March 31, 2009, Commission File No. 001-33807).**

10.6*

10.4* Form of Restricted Stock Unit Agreement for 2008 Stock Incentive Plan — Executive or Director (incorporated by reference to Exhibit 10.1 to EchoStar Corporation’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, filed November 6, 2015, Commission File No. 001-33807).**

10.5* Form of Stock Option Agreement for 2008 Stock Incentive Plan (1999) (incorporated by reference to Exhibit 10.39 to EchoStar Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, filed February 24, 2016, Commission File No. 001-33807).**

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10.8* 10.6* Form of Stock Option Agreement for 2008 Stock Incentive Plan — Employee (2008) (incorporated by reference to Exhibit 10.40 to EchoStar Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, filed February 24, 2016, Commission File No. 001-33807).**

10.7* Form of Stock Option Agreement for 2008 Stock Incentive Plan — Executive (2008) (incorporated by reference to Exhibit 10.41 to EchoStar Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, filed February 24, 2016, Commission File No. 001-33807).**

10.8* Form of Stock Option Agreement for 2008 Stock Incentive Plan — Employee (2014) (incorporated by reference to Exhibit 10.42 to EchoStar Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, filed February 24, 2016, Commission File No. 001-33807).**

10.9* Form of Stock Option Agreement for 2008 Stock Incentive Plan — Executive (2014) (incorporated by reference to Exhibit 10.43 to EchoStar Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, filed February 24, 2016, Commission File No. 001-33807). **

10.10* Form of Non-Employee Director Stock Option Agreement for 2008 Non-Employee Director Stock Option Plan (incorporated by reference to Exhibit 10.44 to EchoStar Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, filed February 24, 2016, Commission File No. 001-33807). **

10.11* Form of Restricted Stock Unit Agreement for 2008 Stock Incentive Plan — Executive or Director (2011) (incorporated by reference to Exhibit 10.45 to EchoStar Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, filed February 24, 2016, Commission File No. 001-33807).**

10.15* 10.12* [EchoStar Corporation 2017 Stock Incentive Plan (incorporated by reference to EchoStar Corporation's Definitive Proxy Statement on Form 14, filed March 23, 2017, Commission File No. 001-33807).**]

10.13* EchoStar Corporation 2017 Non-Employee Director Stock Incentive Plan (incorporated by reference to EchoStar Corporation's Definitive Proxy Statement on Form 14, filed March 23, 2017, Commission File No. 001-33807).**

10.14* Amended and Restated EchoStar Corporation 2017 Employee Stock Purchase Plan (incorporated by reference to EchoStar Corporation's Definitive Proxy Statement on Form 14, filed March 23, 2017, Commission File No. 001-33807).**

10.15* Amendment No. 1 to EchoStar Corporation 2017 Amended and Restated Employee Stock Purchase Plan dated October 20, 2022 (incorporated by reference to Exhibit 10.5 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, filed November 3, 2022, Commission File No. 001-33807)**

10.16* EchoStar Non-Qualified Plan -- Executive Plan and Adoption Agreement, as amended (incorporated by reference to Exhibit 10.1 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed August 9, 2017, Commission File No. 001-33807).**

10.17*	Form of Stock Option Agreement for the EchoStar Corporation 2017 Stock Incentive Plan - Employee (2017) (incorporated by reference to Exhibit 10.2 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed August 9, 2017, Commission File No. 001-33807).**
10.18*	Form of Stock Option Agreement for the EchoStar Corporation 2017 Stock Incentive Plan - Executive (2017) (incorporated by reference to Exhibit 10.3 to EchoStar Corporation's Quarterly Report on

Form 10-Q for the quarter ended June 30, 2017, filed August 9, 2017, Commission File No. 001-33807). **

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10.19* Form of Non-Employee Director Stock Option Agreement for the EchoStar Corporation 2017 Non-Employee Director Stock Incentive Plan (incorporated by reference to Exhibit 10.4 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed August 9, 2017, Commission File No. 001-33807).**

10.20* Form of Restricted Stock Unit Agreement for the EchoStar Corporation 2017 Stock Incentive Plan - Executive (2017) (incorporated by reference to Exhibit 10.5 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed August 9, 2017, Commission File No. 001-33807).**

10.21* Form of Stock Option Agreement for the EchoStar Corporation 2017 Stock Incentive Plan — Employee (2022) (incorporated by reference to Exhibit 10.1 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, filed November 3, 2022, Commission File No. 001-33807)**

10.22* Form of Stock Option Agreement for the EchoStar Corporation 2017 Stock Incentive Plan — Executive (2022) (incorporated by reference to Exhibit 10.2 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, filed November 3, 2022, Commission File No. 001-33807) **

10.23* Form of Non-Employee Director Stock Option Agreement for the EchoStar Corporation 2017 Non-Employee Director Stock Incentive Plan (2022) (incorporated by reference to Exhibit 10.3 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, filed November 3, 2022, Commission File No. 001-33807)**

10.24* Form of Restricted Stock Unit Agreement for the EchoStar Corporation 2017 Stock Incentive Plan — Executive (2022) (incorporated by reference to Exhibit 10.4 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, filed November 3, 2022, Commission File No. 001-33807) **

10.29*
10.25* Form of Stock Option Agreement for Hamid Akhavan (incorporated by reference to Exhibit 10.2 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, filed May 5, 2022, Commission File No. 001-33807)**

10.26* Form of Restricted Stock Unit Agreement for Hamid Akhavan (incorporated by reference to Exhibit 10.3 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, filed May 5, 2022, Commission File No. 001-33807)**

10.32*
10.27* Letter Agreement between EchoStar Corporation and DISH Network Corporation, dated August 3, 2018, amending that certain Form of Tax Sharing Agreement between EchoStar Corporation and DISH Network (incorporated by reference to Exhibit 10.1 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended September 2018, filed November 8, 2018, Commission File No. 001-33807).

10.33*	Amendment to EchoStar Non-Qualified Plan -- Executive Plan and Adoption Agreement, dated November 1, 2018 (incorporated by reference to Exhibit 10.35 to EchoStar Corporation's Annual Report on Form 10-K for the year ended December 31, 2018, filed February 21, 2019, Commission File No. 001-33807).**
10.28*	Amended and Restated EchoStar Corporation Executive Officer Bonus Incentive Plan, dated as of April 30, 2019 (incorporated by

	reference to Exhibit 10.1 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019, filed August 8, 2019, Commission File No. 001-33807).**
10.29*	Amendment to EchoStar Non-Qualified Plan – Executive Plan and Adoption Agreement, dated October 21, 2019 (incorporated by reference to Exhibit 10.1 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2020, filed November 5, 2020, Commission File No. 001-33807). **

10.37* 10.30*	Amendment No. 1 to Contract between EchoStar XXIV L.L.C. and SpaceSystems/Loral, LLC (currently known as Maxar Space LLC) for the Jupiter 3 Satellite Program, dated October 1, 2018 (incorporated by reference to Exhibit 10.2 to EchoStar Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2020, filed November 5, 2020, Commission File No. 001-33807). ****
10.38*	Amendment No. 2 dated as of November 16, 2022 to the Contract between EchoStar XXIV L.L.C. and Maxar Space LLC for the Jupiter 3 Satellite Program (incorporated by reference to Exhibit 10.1 to EchoStar Corporation's Current Report on Form 8-K filed November 22, 2022, Commission File No. 001-33807)***
10.39*	Amendment No. 1 to EchoStar Corporation 2017 Non-Employee Director Stock Incentive Plan (incorporated by reference to EchoStar Corporation's Definitive Proxy Statement on Schedule 14A, filed March 17, 2021, Commission File No. 001-33807) 001- 33807). **

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10.31*	Second Amended and Restated EchoStar Corporation Executive Officer Bonus Incentive Plan, dated as of November 2, 2021 (incorporated by reference to Exhibit 10.30 to EchoStar Corporation's Annual Report on Form 10-K for the year ended December 31, 2021, filed February 24, 2022, Commission File No. 001-33807). **
10.32*	2002 Class B CEO Stock Option Plan (incorporated by reference from Appendix A to DISH Network Corporation's Definitive Proxy Statement on Schedule 14A dated April 9, 2002). **
10.33*	Nonemployee Director Stock Option Agreement (incorporated by reference to Exhibit 99.6 to the Current Report on Form 8-K of DISH Network Corporation filed July 7, 2005). **
10.34*	DISH Network Corporation 2009 Stock Incentive Plan (incorporated by reference to Appendix A to DISH Network Corporation's Definitive Proxy Statement on Form 14A filed September 19, 2014). **
10.35*	Amended and Restated DISH Network Corporation 2001 Nonemployee Director Stock Option Plan (incorporated by reference to Appendix B to DISH Network Corporation's Definitive Proxy Statement on Form 14A filed March 31, 2009). **
10.36*	Amended and Restated DISH Network Corporation 1999 Stock Incentive Plan (incorporated by reference to Appendix C to DISH Network Corporation's Definitive Proxy Statement on Form 14A filed March 31, 2009). **
10.37*	Guaranty of Certain Obligations to FCC, dated as of October 1, 2015, made by DISH Network Corporation in favor of the Federal Communications Commission (Northstar Wireless) (incorporated by reference from Exhibit 10.2 to the Current Report on Form 8-K of DISH Network Corporation filed October 2, 2015).
10.38*	Guaranty of Certain Obligations to FCC, dated as of October 1, 2015, made by DISH Network Corporation in favor of the Federal Communications Commission (SNR Wireless) (incorporated by reference from Exhibit 10.4 to the Current Report on Form 8-K of DISH Network Corporation filed October 2, 2015).
10.39*	Form of Base/Additional Note Hedge Transaction Confirmation (incorporated by reference from Exhibit 10.1 to the Current Report on Form 8-K of DISH Network Corporation filed August 8, 2016).
10.40*	Form of Base/Additional Warrant Transaction Confirmation (incorporated by reference from Exhibit 10.2 to the Current Report on Form 8-K of DISH Network Corporation filed August 8, 2016).
10.41*	Description of the 2017 Long-Term Incentive Plan dated December 2, 2016 (incorporated by reference from the Current Report on Form 8-K of DISH Network Corporation filed December 8, 2016). **
10.42*	Description of the 2019 Long-Term Incentive Plan dated August 17, 2018 (incorporated by reference from the Current Report on Form 8-K of DISH Network Corporation filed August 23, 2018). **

10.43* Incentive Stock Option Agreement (incorporated by reference from Exhibit 10.1 to the Quarterly Report on Form 10-Q of DISH Network Corporation filed November 6, 2020). **

10.44* Non-Qualified Stock Option Agreement (incorporated by reference from Exhibit 10.2 to the Quarterly Report on Form 10-Q of DISH Network Corporation filed November 6, 2020). **

10.45* Restricted Stock Unit Agreement (incorporated by reference from Exhibit 10.3 to the Quarterly Report on Form 10-Q of DISH Network Corporation filed November 6, 2020). **

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10.46* Master Network Service Agreement, dated as of July 1, 2020, by and among DISH Network Corporation, DISH Purchasing Corporation, and T-Mobile USA, Inc. (incorporated by reference from Exhibit 10.4 to the Quarterly Report on Form 10-Q of DISH Network Corporation filed November 6, 2020).

10.47* License Purchase Agreement, dated as of July 1, 2020, by and among DISH Network Corporation and T-Mobile USA, Inc. (incorporated by reference from Exhibit 10.5 to the Quarterly Report on Form 10-Q of DISH Network Corporation filed November 6, 2020).

10.48* Network Services Agreement, dated as of July 14, 2021, by and among DISH Wireless L.L.C. and AT&T Mobility LLC (incorporated by reference from Exhibit 10.1 to the Quarterly Report on Form 10-Q of DISH Network Corporation filed November 4, 2021).***

10.49* Amended and Restated Support Agreement, dated as of October 2, 2023, by and among DISH Network, EchoStar and the Ergen Stockholders (attached to the prospectus which forms a part of this registration statement as Annex B) (incorporated by reference from Exhibit 10.1 to the Amendment No. 1 on Form S-4 of EchoStar filed on November 6, 2023).

10.50* Letter Agreement, dated as of October 2, 2023, by and between EchoStar and Hamid Akhavan (incorporated by reference from Exhibit 10.2 to the Amendment No. 1 on Form S-4 of EchoStar filed on November 6, 2023).**

10.51* Letter Agreement, dated as of October 2, 2023, by and between EchoStar and John W. Swieringa (incorporated by reference from Exhibit 10.3 to the Amendment No. 1 on Form S-4 of EchoStar filed on November 6, 2023).**

10.52*	Registration Rights Agreement, dated as of December 31, 2023, among EchoStar Corporation, Charles W. Ergen, Cantey M. Ergen and the other signatories thereto (incorporated by reference from Exhibit 10.1 to EchoStar's Current Report on Form 8-K filed on January 2, 2024).
10.53*	Form of Warrant Amendment Letter Agreement (incorporated by reference from Exhibit 4.8 to EchoStar's Current Report on Form 8-K filed on January 2, 2024).
10.54*	Form of Warrant Guarantee (incorporated by reference from Exhibit 4.9 to EchoStar's Current Report on Form 8-K filed on January 2, 2024).
10.55*	Form of Note Hedge Amendment Letter Agreement (incorporated by reference from Exhibit 4.11 to EchoStar's Current Report on Form 8-K filed on January 2, 2024).
21☐	Subsidiaries of EchoStar Corporation.
23☐	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
24☐	PowersPower of Attorney of authorizing Dean A. Manson as signatory for Charles W. Ergen, Kathleen Q. Abernathy, George R. Brokaw, Stephen J. Bye, James DeFranco, R. Stanton Dodge, Michael T. Dugan, Cantey M. Ergen, Lisa W. Hershman, Pradman P. Kaul, Jeffrey R. Tarr, C. Michael Schroeder Tom A. Ortolf and William David Wade.

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31.199.1(I)☐	Press release dated February 22, 2023 issued by EchoStar Corporation regarding financial results for the quarter and full year ended December 31, 2022.

31.1(H)		Section 302 Certification of Chief Executive Office and Officer.
31.2☐	Section 302 Certification of Principal Financial Officer Officer.	
32.1☐	Section 906 Certification of Chief Executive Officer and Officer.	
32.2☐	Section 906 Certification of Principal Financial Officer.	
97.1☐	EchoStar Corporation's Clawback Policy.	
99.1*	Department of Justice CDMA Letter to Defendants dated July 9, 2021 (incorporated by reference from Exhibit 99.1 to the Quarterly Report on Form 10-Q of DISH Network Corporation filed August 9, 2021).	
101☐	The instance document does not appear following materials from the Annual Report on Form 10-K of EchoStar Corporation for the year ended December 31, 2023, filed on February 29, 2024, formatted in the Inline eXtensible Business Reporting Language ("iXBRL"): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations and Comprehensive Income (Loss), (iii) Consolidated Statement of Changes in Stockholders' Equity (Deficit), (iv) Consolidated Statements of Cash Flows, and (v) related notes to these financial statements.	
104☐	Cover Page Interactive Data File because its (the cover page XBRL tags are embedded within in the Inline XBRL document. XBRL Taxonomy Extension Schema.	
		XBRL Taxonomy Extension Calculation Linkbase.

101.DEF	XBRL Taxonomy Extension Definition Linkbase.
101.LAB ☐	XBRL Taxonomy Extension Label Linkbase.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase.

(H) Filed herewith.
(I) Furnished herewith.

* Incorporated by reference.

** Constitutes a management contract or compensatory plan or arrangement.

*** Certain portions of the exhibit have been omitted in accordance and separately filed with the Securities and Exchange Commission's rules and regulations regarding Commission with a request for confidential treatment.

**** Schedules and exhibits have been omitted pursuant to

Item 601(a)(5) of Regulation S-K. We agree to furnish supplementally to the Securities and Exchange Commission a copy of any omitted schedule or exhibit upon request, subject to our right to request confidential treatment of any requested schedule or exhibit.

ITEM 16.FORM 10-K SUMMARY

None

114None.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act
behalf by the undersigned, thereunto duly authorized.

ECHOSTAR COF

By: Hamid Akha
/s/ Paul W.
Chief Execu
Paul W. Orb
(Principal
Executive \
Officer and

Date: February 22, 2023

February 29, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has
and in the capacities and on the dates indicated.

Signature	Title
/s/ Hamid Akhavan Hamid Akhavan	President and Chief Executive Officer and Pr *(Principal Executive Officer)*
/s/ Paul W. Orban Paul W. Orban	Executive Vice President and Chief Financial *(Principal Financial Officer and Principal Officer)*
/s/ Jeffrey S. Boggs * Jeffrey S. Boggs	Interim Principal Accounting Officer Chairman
* Charles W. Ergen	
* Pradman P. Kaul Kathleen Q. Abernathy	Vice Chair Director

*	Director
George R. Brokaw	
*	Director
Stephen J. Bye	
*	Director
James DeFranco	
*	Director
R. Stanton Dodge	
*	Director
Michael T. Dugan Cantey M. Ergen	
*	Director
Lisa W. Hershman	
*	Director
Jeffrey R. Tarr Tom A. Ortolf	
*	Director
C. Michael Schroeder William D. Wade	

William David Wade

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* By: */s/ Dean A. Manson*

Dean A. Manson

Attorney-in-Fact

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INDEX TO CONSOLIDATED FINAN

Consolidated Financial Statements:

Report

Table of Independent Registered Public Accounting Firm Contents

REPORT OF INDEPENDENT REGISTERED

To the Stockholders and Board of Directors

EchoStar Corporation:

Opinions on the Consolidated Financial Statements and Internal

We have audited the accompanying consolidated balance sheets of
as of December 31, 2022 December 31, 2023 and 2021, 2022, th
comprehensive income (loss), changes in stockholders' equity (defic
year period ended December 31, 2022 December 31, 2023, and the
statements). We also have audited the Company's internal co
2022 December 31, 2023, based on criteria established in *Internal*
Committee of Sponsoring Organizations of the Treadway Commissio

In our opinion, the consolidated financial statements referred to abo
position of the Company as of December 31, 2022 December 31, 202
its cash flows for each of the years in the three-year period ended
with U.S. generally accepted accounting principles. Also in our opini
effective internal control over financial reporting as of December 31,
in *Internal Control – Integrated Framework (2013)* issued by the Co
Commission.

Going Concern

The accompanying consolidated financial statements have been pre
going concern. As discussed in Note 1 to the consolidated financial
and expects to use a substantial amount of cash in the next twelve m
continue as a going concern. Management's plans in regard to these
financial statements do not include any adjustments that might result

Basis for Opinions

The Company's management is responsible for these consolidated
control over financial reporting, and for its assessment of the effe
included in the accompanying Management's Annual Report on Inter
is to express an opinion on the Company's consolidated financial s
control over financial reporting based on our audits. We are a publi
Accounting Oversight Board (United States) (PCAOB) and are requi
accordance with the U.S. federal securities laws and the applicable
Commission and the PCAOB.

We conducted our audits in accordance with the standards of the
perform the audits to obtain reasonable assurance about whether the
misstatement, whether due to error or fraud, and whether effective int
all material respects.

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Our audits of the consolidated financial statements included per misstatement of the consolidated financial statements, whether du respond to those risks. Such procedures included examining, on disclosures in the consolidated financial statements. Our audits also i significant estimates made by management, as well as evaluating statements. Our audit of internal control over financial reporting incluc financial reporting, assessing the risk that a material weakness exists effectiveness of internal control based on the assessed risk. Our aud we considered necessary in the circumstances. We believe that our a

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process de reliability of financial reporting and the preparation of financial stateme accepted accounting principles. A company's internal control over fina that (1) pertain to the maintenance of records that, in reasonable de dispositions of the assets of the company; (2) provide reasonable ass permit preparation of financial statements in accordance with gener and expenditures of the company are being made only in accordanc the company; and (3) provide reasonable assurance regarding prev use, or disposition of the company's assets that could have a material

Because of its inherent limitations, internal control over financial rep projections of any evaluation of effectiveness to future periods are su because of changes in conditions, or that the degree of compliance w

Critical Audit Matter

The critical audit matter communicated below is a matter arising fron statements that was communicated or required to be communicated t or disclosures that are material to the consolidated financial stat subjective, or complex judgments. The communication of a critical au consolidated financial statements, taken as a whole, and we are n providing a separate opinion on the critical audit matter or on the acco

Sufficiency of audit evidence over certain Hughes segment re

As discussed in Note 2 and Note 3 16 to the consolidated financial sta
billion in total revenue for the Hughes segment for the year ended De
Pay-TV, Retail Wireless, and Broadband and Satellite Services rever
and $374,149,000 was related to total services and other $1.7 bill
multiple revenue streams and certain equipment related aspects of t
(IT) systems differ among the revenue respectively. The Hughes se
broadband internet services to consumer customers, and broadband
hardware, satellite services, and communications solutions to consum

streams.

We identified the evaluation of the sufficiency of audit evidence over
audit matter. Specifically, a high degree of subjective auditor judgment
was captured and extent of audit evidence obtained related to the to
related revenue of the Hughes segment. aggregated throughout these
with specialized skills and knowledge were required to assess evaluat
data interfaces, nature and procedures used to initiate, process, and
certain revenue streams.

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The following are the primary procedures we performed to address th
determine the nature and extent of procedures to be performed. W
where procedures were performed, we evaluated the design and
controls, including controls related to the multiple Company's revenu
We also evaluated the design and tested the operating effectivenes
involved IT professionals with specialized skills and knowledge, who
Company in its revenue recognition processes and the transfer of rele
used in the revenue recognition processes. For certain revenue strea
total cash received during the year, adjusted for reconciling items
evaluated the relevance and procedures used reliability of reconcilin
including the changes in accounts receivable and record transactions
assessed the recorded amounts by sampling transactions or confirmi
third-party customers. Additionally, for other revenue streams we
relationships among certain revenue transactions. Through these pr
for consistency with underlying documentation, including contracts
professionals with specialized skills and knowledge, who assisted i
revenue recognition process, and configuration and interface control
used in the revenue recognition processes. We evaluated the sufficien
of the procedures performed, including the appropriateness of the nat

/s/ KPMG LLP

We have served as the Company's auditor since 2007.

2002.

Denver, Colorado

February 29, 2024

February
22, 2023

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ECHOSTAR CORPOR

CONSOLIDATED BALANC

(Amounts Dollars in thousands, except sha

Assets
Current assets:
Cash and cash equivalents
Marketable investment securities
Trade accounts receivable and contract assets, net
Other current assets, net
Total current assets
Non-current assets:
Property and equipment, net
Operating lease right-of-use assets
Goodwill
Regulatory authorizations, net
Other intangible assets, net
Other investments, net
Other non-current assets, net
Total non-current assets
Total assets
Liabilities and Stockholders' Equity
Current liabilities:
Trade accounts payable
Contract liabilities
Accrued expenses and other current liabilities
Total current liabilities
Non-current liabilities:
Long-term debt, net
Deferred tax liabilities, net
Operating lease liabilities

Other non-current liabilities

Total non-current liabilities

Total liabilities

Commitments and contingencies

Assets

Current Assets:

Cash and cash equivalents

Marketable investment securities

Trade accounts receivable, net of allowance for credit losses of $74,390 and respectively

Inventory

Prepaids and other assets

Other current assets

Total current assets

Noncurrent Assets:

Restricted cash, cash equivalents and marketable investment securities

Property and equipment, net

Regulatory authorizations, net

Other investments, net

Operating lease assets

Intangible assets, net

Other noncurrent assets, net

Total noncurrent assets

Total assets

Liabilities and Stockholders' Equity (Deficit)

Current Liabilities:

Trade accounts payable

Deferred revenue and other

Accrued programming

Accrued interest

Other accrued expenses and liabilities

Current portion of long-term debt and finance lease obligations (Note 10)

Total current liabilities

Long-Term Obligations, Net of Current Portion:

Long-term debt and finance lease obligations, net of current portion (Note 10)

Deferred tax liabilities, net

Operating lease liabilities

Long-term deferred revenue and other long-term liabilities

Total long-term obligations, net of current portion

Total liabilities

Commitments and Contingencies (Note 15)

Redeemable noncontrolling interests (Note 2)

Stockholders' Equity (Deficit):
Class A common stock, $0.001 par value, 1,600,000,000 shares authorized, 140,153
138,128,368 shares issued and outstanding, respectively
Class B common stock, $0.001 par value, 800,000,000 shares authorized, 131,348,46
issued and outstanding
Additional paid-in capital
Accumulated other comprehensive income (loss)
Accumulated earnings (deficit)
Total EchoStar stockholders' equity (deficit)
Noncontrolling interests
Total stockholders' equity (deficit)
Total liabilities and stockholders' equity (deficit)

The accompanying notes are an integral part of these Consolidated F

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ECHOSTAR CORPOR

CONSOLIDATED BALANC
STATEMENTS OF OPERATIONS AND COMP

(Amounts Dollars in thousands, except sha

Stockholders' equity:
Preferred stock, $0.001 par value, 20,000,000 shares authorized, none issued and outstanding at both Dece 31, 2022 and 2021
Common stock, $0.001 par value, 4,000,000,000 sh authorized:
Class A common stock, $0.001 par value, 1,600,00 shares authorized, 58,604,927 shares issued and 35,291,616 shares outstanding at December 31, 20 58,059,622 shares issued and 38,726,923 shares outstanding at December 31, 2021
Class B convertible common stock, $0.001 par valu 800,000,000 shares authorized, 47,687,039 shares and outstanding at both December 31, 2022 and 20
Class C convertible common stock, $0.001 par valu 800,000,000 shares authorized, none issued and outstanding at both December 31, 2022 and 2021
Class D common stock, $0.001 par value, 800,000, shares authorized, none issued and outstanding at December 31, 2022 and 2021
Additional paid-in capital
Accumulated other comprehensive income (loss)

Accumulated earnings (losses)

Treasury shares, at cost, 23,313,311 and 19,332,699 s
December 31, 2022 and 2021, respectively

Total EchoStar Corporation stockholders' equity

Non-controlling interests

Total stockholders' equity

Total liabilities and stockholders' equity

Revenue:

Service and other revenue

Equipment sales and other revenue

Total revenue

NOTE 3. REVENUE RECOGNITION

Costs and Expenses (exclusive of depreciation and amortization):

Cost of services

Cost of sales - equipment and other

Contract Balances inistrative expenses

Depreciation and amortization

The following table presents the components

Impairment of long-lived assets and goodwill (Note 2)

Table of our contract balances:

Total costs and expenses

Operating income (loss)

Trade accounts receivable and contract assets, net:

Other Income (Expense):

Sales and services

Interest income, net

Leasing

Interest expense, net of amounts capitalized

Total trade accounts receivable

Other, net (Note 6)

Contract assets

Total other income (expense)

Allowance for doubtful accounts

Total trade accounts receivable and contract assets

Income (loss) before income taxes

Income tax (provision) benefit, net

Contract liabilities:

Net income (loss)

Current

Less: Net income (loss) attributable to noncontrolling interests, net of tax

Non-current

Total contract liabilities

Net income (loss) attributable to EchoStar

The following table presents the revenue recognize

Weighted-average common shares outstanding - Class A and B common stock:

Operations that was previously included within contract li

Basic

Diluted

	F
	20
Revenue	$ 1

Earnings per share - Class A and B common stock:

Basic net income (loss) per share attributable to EchoStar

The following table presents the activity in our allowance

Diluted net income (loss) per share attributable to EchoStar

Comprehensive Income (Loss):

Net income (loss)

Other comprehensive income (loss):

Foreign currency translation adjustments

Unrealized holding gains (losses) on available-for-sale debt securities

	F
	20
Balance at beginning of period	$
Credit losses (1)	
Deductions	(
Foreign currency translation	

Recognition of previously unrealized (gains) losses on available-for-
sale securities included in net income (loss)
Deferred income tax (expense) benefit, net
Other
Total other comprehensive income (loss), net of tax
Comprehensive income (loss)
Less: Comprehensive income (loss) attributable to noncontrolling
interests, net of tax

Market Approach. Currently frequencies in the 500 kHz t
use in the United States. Spectrum bands can be grou
than 1 GHz), lower mid-band (1-2 GHz), upper mid-b
(generally above 24 GHz). Radio frequencies have di
distance they will travel and their ability to penetrate
require less power to travel large distances and propa
whereas higher bandwidth spectrum is favored in urban
capacity and cell sites are dense, with limited coverage a

Spectrum is licensed by geographic areas that can vary
larger expanses. Licenses can cover densely populated
regions. Pricing for spectrum licenses will vary, someti
population area or restrictions associated with the auth
Population or "Pop" is a key input to valuing each geo
included in a license is measured in terms of megahertz,
the greater the MHz.

The market approach assessed the value of our spectr
transactions, which may include spectrum auctions a
acquisitions of spectrum or of businesses for which spe
market approach looked at the value of each band of ou
based on pairing the spectrum in a manner that yielded i
calculated on an amount per MHz-Pop basis (where
licenses and the denominator is the product of the po
relevant data points. Finally, a discount was applied to
certain of our holdings based on sale restrictions associa

Our spectrum holdings include low-band, lower mid-ban
as "Low-Mid Band Licenses") and high-band licenses.

As part of our impairment assessment we performed
quarter of 2023 and concluded that the fair value of the
their carrying value.

In 2022, management performed a quantitative assessm
these licenses exceed the carrying amount. In our
approach and the income approach during the fourth q
both scenarios the fair value of these licenses are substa

In 2021, management performed a qualitative assessm
than not that the fair value of these licenses exceed the
considered several factors, including, among other thin
our Wireless segment, the business enterprise value
transactions for wireless spectrum licenses including au
we considered both macroeconomic conditions an
contemplating all factors in their totality, we concluded
value of these licenses exceeds their carrying amount.

During 2023, 2022, and 2021, our multichannel video
wireless spectrum licenses were assessed as a single
2021, management assessed these licenses qualitativel
recent auction results and historical market activity. We
that the fair value of these licenses exceeded their carryi

Interest expense, net of amounts
Gains (losses) on investments, net
Equity in earnings (losses) of unconsolidated affiliates, net (5,

Changes in circumstances or market conditions could r
Wireless spectrum licenses in the future.

Foreign currency transaction gains (losses), net 5,
Other-than-temporary impairment losses on equity method investments

F-22

Other, net 3,
Total other income (expense), net 43,

(1) The impact of adopting ASC 326 on January 1, 2020 was a net dec
driven by a $13.4 million reclassification to *Other current assets, n*
$2.9 million adjustment to *Accumulated earnings (losses)*.

Income (loss) before income taxes 233,
Income tax benefit (provision), net (66,
Net income (loss) 166,
Less: Net loss (income) attributable to non-controlling interests 10,
Net income (loss) attributable to EchoStar Corporation common stock $ 177,

Contract Acquisition Costs

Earnings (losses) per share - Class A and B common stock:

Basic $ 2
Diluted $ 2

The following table presents the activity in our contract ac

	F
In thousands	20
Balance at beginning of period	$
Additions	
Amortization expense	(
Foreign currency translation	
Balance at end of period	$

	Class A and B Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)
Balance, December 31,	266	$	
Issuance of Class A common stock:			
Exercise of stock awards			
Employee benefits			
Employee			
Purchas			
Non-cash, stock-based compensatio			
Other comprehensive income (loss)			(23,090)

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ECHOSTAR CORPOR

NOTES TO CONSOLIDATED FINAN

Continued

Performance Obligations

As of December 31, 2022, the remaining performanc
with original expected durations of more than one year
expected to be satisfied within one year and greater
respectively. This amount and percentages exclude agr
Hughes segment, our leasing arrangements and agreem
collectability of all amounts due through the term of contr

Revenues from our advertising services
as the advertisements are broadcast
subscribers or other third parties are re
transferred under the contract. Reven
video subscribers typically follows
described above, with the exception th
most of our commercial subscribers exc
multiple years in length. However,
typically do not receive time-limited d
periods and accordingly, while the
performance obligations, revenue is equ
a given month.

Disaggregation of Revenue

Geographic Information

The following tables present our revenue from custom
geographic market and by segment:

Retail Wireless Segment

	Hughes
For the year ended December 31, 2022	
North America	$ 1,576,773 $

South and Central America	171,318	
Other	218,496	
Total revenue	$ 1,966,587	$
For the year ended December 31, 2021		
North America	$ 1,617,229	$
South and Central America	176,515	
Other	162,482	
Total revenue	$ 1,956,226	$
For the year ended December 31, 2020		
North America	$ 1,556,961	$
South and Central America	151,194	
Other	152,679	
Total revenue	$ 1,860,834	$

Our Retail Wireless segment revenue … Wireless subscriber revenue and sell… prepaid and postpaid subscribers. The m… are prepaid under the Boost Mobile and… a smaller subset of postpaid subscribe… postpaid brand. Prepaid subscribers p… service on a month-to-month contract. C… customers are determined to be one mo… are qualified to pay for their service af… and pay for their monthly service on a … Our contracts with postpaid custom… enforceable duration of one month. H… credits offered to a customer on an equ… over time and are contingent on the … service contract may result in an amou… service contract based on whether a… deemed to exist.

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ECHOSTAR CORPOR…

NOTES TO CONSOLIDATED FINANCIAL STATE…

We have both an indirect sales chann… party owned retail stores and big box … through Amazon, and a direct sales … customers online through each respec… deliver products to third-party reta… consideration indirect sales channel, … distribution partners to receive in… may involve more than one performance… wireless services, wireless devices or … contracts that may include various comb… performance obligation based on its re… price. Although our Retail Wireless segr… and services, which we have determin… with customers are generally distinct b… the wireless device and service are sol… times, and in the case of certain sales a… indirect sales channel, have different cu… the product is transferred to an interme… customer in the indirect channel, the c… device is the intermediary, such as the … whereas for the service the subscribe… When control of the product is not transf… in the indirect channel the product is ac… performance obligations.

Nature of Products and Services

The following tables present our revenue disaggregated …

Goodwill

Goodwill represents the … nature of products and services …

	Hughes	
For the year ended December 31, 2022		
Services and other revenue:		
Services	$ 1,551,613	$
Lease revenue	40,825	
Total services and other revenue	1,592,438	
Equipment revenue:		
Equipment	119,107	
Design, development and construction services	246,265	
Lease revenue	8,777	
Total equipment revenue	374,149	
Total revenue	$ 1,966,587	$
For the year ended December 31, 2021		
Services and other revenue:		
Services	$ 1,646,778	$
Lease revenue	39,021	
Total services and other revenue	1,685,799	
Equipment revenue:		
Equipment	103,782	
Design, development and construction services	152,934	

We consigned inventory and the custor… device and service is the end custome… also recognize lease revenue include oth… to subscribers, which is derived from … equipment which, for operating leases … *and other revenue* in the may be reco… within our Consolidated Statements of C… type leases, is reported in *Equipment* … Income (Loss) depending on whether w… principal or agent in the Consolidated … with the subscriber. Service revenues a… service has been provided and no f…

Lease revenue	8,728	
Total equipment revenue	270,427	
Total revenue	$ 1,956,226	$

Concessions given to subscribers are re... revenue.

Equipment revenues are primarily r... Operations. Certain wireless devices. ... recognized when control of the produ... customer, contracts contain embedded ... we separate from non-lease compo... distribution partner or the end customer, ... offer postpaid customers the option ... installments, generally over 36 months. ... of a financing component as a reductio... in contracts where customers purchas... installment term of more than one year, ... components that are not considered ... contract.

For the year ended December 31, 2020		
Services and other revenue:		
Services	$ 1,614,730	$
Lease revenue	40,503	
Total services and other revenue	1,655,233	
Equipment revenue:		
Equipment	110,108	
Design, development and construction services	88,511	
Lease revenue	6,982	
Total equipment revenue	205,601	
Total revenue	$ 1,860,834	$

ECHOSTAR CORPOR...

NOTES TO CONSOLIDATED FINANCIAL S...

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ECHOSTAR CORPOR...

NOTES TO CONSOLIDATED FINAN...

Continued

Treasury stock repurchase — Other, net — 711 — Net income (loss) attributable to noncontrolling interests Net income (loss) attributable to EchoStar Balance, December 31, 2022 $ 369 $2,333,590 $ (,367) Issuance of Class A common stock: Exercise of stock awards (1,444) Employee benefits 1 20,100 — Employee Stock Purchase Plan 1 12,041 Non-cash, stock-based compensation Other comprehensive income (loss) — 13,211 Other, net — (2,831) — Purchase of Northstar manager, LLC's ownership interest in Northstar Spectrum — — — Deconsolidation of Hughes Systique Corporation — — — Net income (loss) attributable to noncontrolling interests — — — Net income (loss) attributable to EchoStar — — —

Lease Revenue

The following table presents our lease revenue by type o...

We have elected the practical expedien... effects of a significant financing compo... we expect, at contract inception, that ... transfer of a performance obligation ... customer's payment for that perform... one year or less. We may offer certain ... our customers on device installment ... upgrade to a new device after paying a...

Sales-type lease revenue:		
Revenue at lease commencement	$	
Interest income		
Total sales-type lease revenue		
Operating lease revenue		
Total lease revenue	$	

Substantially all of our net investment in sales-type lease... $21.9 million and $17.1 million as of December 31, 2022 ...

as a guarantee obligation. The full amo... fair value is recognized as a guarantee... reduction to the revenue recognized upo... The total transaction price is reduced by... accounted for outside the scope of Topi... transaction price is allocated betw... obligations within the contract. Sales of ... sales channel often include credits s... direct distribution partner as a reimbur... promotions offered to the end consumer.

The following table presents future operating lease payr... 2022:

December 31,	
2023	
2024	
2025	
2026	
2027	
2028 and beyond	
Total lease payments to be received	

These credits (payments to a custome... variable consideration when estimating t... recognize from the sales of equipment to... historical experience and other fa... promotional activity. For wireless devices ... lease return, we defer a portion of equi...

The following table presents amounts for assets subject ... *Property and equipment, net:*

	As of De...
	2022

	Cost	Accumulated Depreciation	Net
Balance, December 2023	$ 271	$ 8,301,979	$ (160,056)
Customer premises equipment	$ 855,621	$ (629,592)	$ 226,029
Satellites	104,620	(52,284)	52,336
Real estate	48,275	(19,034)	29,241
Total	$ 1,008,516	$ (700,910)	$ 307,606

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During 2022, the Company identified fully depreciated a... related to our customer premises equipment assets. C... reduced by $1.1 billion. There was no impact to *Other pro...*

ECHOSTAR CORPOR...

NOTES TO CONSOLIDATED FINANCIAL S...

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The following table presents depreciation expense for as... included in *Depreciation and amortization*:

Customer premises equipment	
Satellites	
Real estate	
Total	

NOTE4. LESSEE ACCOUNTING

The following table presents the amounts for ROU assets...

Right-of-use assets:	
Operating	
Finance	
Total right-of-use assets	
Lease liabilities:	
Current:	
Operating	
Finance	
Total current	
Non-current:	
Operating	
Finance	
Total non-current	
Total lease liabilities	

As of December 31, 2022, we have prepaid our obligat... assets. Finance lease assets are reported net of accum... $95.7 million as of December 31, 2022 and 2021, respec...

ECHOSTAR CORPOR...

NOTES TO CONSOLIDATED FINANCIAL S...

interim payments as work progresses

contracts, we may be entitled to receive

The following table presents the components of lease co
discount rates for operating and finance leases:

Lease cost:	
Operating lease cost	$
Finance lease cost:	
Amortization of right-of-use assets	
Interest on lease liabilities	
Total finance lease cost	
Short-term lease cost	
Variable lease cost	
Total lease cost	$

We derive a portion of our revenu
customers for connectivity services. T
require advance or recurring monthly pa
Our obligation to provide connectivity s
time as the customer simultaneously rec
benefits provided. The measure of
generally based upon usage.

Generally, our ESS segment
customers contain a single perfo
therefore, there is no need to allocate t
transfer control and recognize revenue f
point in time or over the period when the

Lease term and discount rate:	
Weighted-average remaining lease term:	
Finance leases	
Operating leases	
Weighted-average discount rate:	
Finance leases	
Operating leases	

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ECHOSTAR CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

The following table presents the detailed cash flows from

Cash paid for amounts included in the measurement of lease liabilities:	
Operating cash flows from operating leases	$
Operating cash flows from finance leases	
Financing cash flows from finance leases	

We participate in various United St

We obtained ROU assets in exchange for lease liab
$22.6 million upon commencement of operating leases d
2021 and 2020, respectively.

the cost of broadband servi
devices, and participating providers can
for such discounts. This revenue is inclu
revenue" on our Consolidated Statem
Comprehensive Income (Loss). Corres
recorded when services have been pr

ECHOSTAR CORPORATION

NOTES TO CONSOLIDATED FINANCIAL S

The following table presents future minimum lease payme
December 31, 2022:

amounts are included in "Trade account
Consolidated Balance Sheets.

(the "Integration").

Contract Balances

Future Capital Requirements

The timing of revenue recognition ge
timing of invoicing to customers. A co
when revenue is recognized in advanc

Year ending December 31,	
2023	
2024	
2025	
2026	
2027	

2028 and beyond	
Total future minimum lease payments	
Less: Interest	
Total lease liabilities	

consideration (i.e., we must perform ad
to receive consideration). Amounts
accounts receivable when our righ
unconditional. When consideration is r
unconditional right to consideration in
goods or services, a contract liability is r
nonrefundable upfront
to the identifiable performance obligatio

NOTE5. BUSINESS COMBINATIONS

In May 2019, we entered into an agreement with Bharti
Bharti Airtel Services Limited (together with BAL, "Bha
contribute its very small aperture terminal ("VSAT") tel
business in India to Hughes Communications India Priva
our less than wholly owned Indian subsidiaries, that co
business in India. On January 4, 2022, this joint ve
subsequent to the formation of the India JV, we hold a 6
33% ownership interest in HCIPL. The India JV co
companies to offer flexible and scalable enterprise netwo
for primary transport, back-up and hybrid implementation
to the India JV have been included in these Consolidate
formation. The costs associated with the closing of th
expensed as incurred.

long-term liabilities" on our Consoli

The fair value excess of the consideration transferred w
million, inclusive of amounts paid for the acquisition
were shareholders of HCIPL prior to closing the India JV.

related to contracts with subscribers.

All assets and liabilities acquired in the India JV format
value. The following table presents our allocation of the p

Assets Recognized Related to the Co
with a Customer and subsequent i

Assets:	
Trade accounts receivable and contract assets, net	
Other current assets	
Property and equipment	
Goodwill	
Other intangible assets	
Total assets	
Liabilities:	
Trade accounts payable	
Accrued expenses and other current liabilities	
Deferred tax liabilities	
Total liabilities	
Total purchase price	

concern. — 6,921 —

Lessee Accounting

The valuation values of assets acquired and liabilities as
goodwill for impairment at the reporting unit level, which
DISH TV, Retail Wireless, 5G Network Deployment and
majority of our goodwill relates to the Hughes reporting
Services segment and the Retail Wireless and 5G Netwo

fiber and transport equipment, ware
centers, vehicles and other equipment

We perform our annual impairment assessment for goo
assets each year during the fourth quarter or mo
circumstances indicate an impairment may be possibl
impairment assessment for goodwill during the second q
to the Merger in order to align the testing date between
date does not result in a material change in the

we are reasonably certain to exercise.

unobservable Level 3 inputs, which require significan
goodwill impairment assessment. We may consider qual
than not that the fair value for goodwill is below the
qualitative assessment that it is more likely than not th
value, then we perform a quantitative assessment to d
reporting unit. We may also elect to bypass the qualitati
quantitative assessment. nt, net," "Current portion of lon
lease obligations" and "Long-term d

Our assessment process included, among other th
consideration of fair values of tangible initial resulted
$4.4 million with an estimated life of 5 years and is re
assets net. for these leases on a straight-line basis
our Consolidated Statements of Operat

Goodwill associated with held by the India JV is attributa
capitalization. Our assessment indicated the goodwill
acquisitions was no longer supported based on the proje
decrease in current our market capitalization. As such,
charge of approximately $758 million in "Impairm
markets goodwill" on our Consolidated Statements of C
Goodwill has been allocated entirely to our Hughes segm
systems, broadcast operations, a

Comprehensive Income (Loss). n-home service a
operations, and certain other ass

Table of Contents ("DISH TV"). We also
and distribute receiver systems a

The following table presents broadcast operations,

ECHOSTAR CORPOR

NOTES TO CONSOLIDATED FINAN

Continued

No impairments were indicated for any reporting unit
December 31, 2022 and diluted EPS for our Class A and

branded pay-TV services consis
things, multichannel, live-linear
Right of use ("ROU") assets represe
streaming over-the-top ("OT
underlying asset for the lease term and
the present value of our obligation to
video programming services ("S
arising from the lease. Operating lease
December 31, 2023, we had 8.5
are recognized at commencement dat
subscribers in the United States
value of lease payments over the lease t
million DISH TV subscribers a
ROU asset also includes the impact of p
SLING TV subscribers
payments. When our leases do not pro
use our IBR based on the in
Retail Wireless
commencement date in determining the
payments. Our IBR is based on an estim
same term as the underlying lease p
wireless services to subscribers
secured by our assets. For leases den
Boost Mobile®, Boost postpaid
different than U.S. dollar, IBR is estimate
brands ("Retail Wireless" servic
borrowing rate in the foreign currency
competitive portfolio of wireless

Net income (loss) attributable to EchoStar Corporation common stock	$
Weighted-average common shares outstanding:	
Basic	
Dilutive impact of stock awards outstanding	
Diluted	
Earnings (losses) per share:	
Basic	$
Diluted	$

The following table presents the number of anti-dilutive c
common stock which have been excluded from the calc
shares outstanding:

when it is reasonably certain that we
services. Postpaid wireless
Lease Revenue
qualified to pay after receiving

expense for operating lease payme
straight-line basis over the lease ter

Number of shares	

We are currently operating ou

NOTE 7. OTHER COMPREHENSIVE INCOME (LOSS

components, which are generally accou
variable lease payments are imma
agreements do not contain any
guarantees or material restrictive covena

2021.

The following table presents the changes in the carrying amount of goodwill by operating segment:

Goodwill

Balance as of December 31, 2021, net of accumulated impairment

Goodwill from India JV formation, net of foreign currency translation

Balance as of December 31, 2022, net of accumulated impairment

Impairment of goodwill

Balance as of December 31, 2023, net of accumulated impairment

Accumulated impairment losses as of December 31, 2023

Capitalized Interest

We capitalize interest associated with the acquisition or ... among other things, our W... associated with our 5G Network Deployment and satellit... among other things, steps are taken to prepare the asset... asset is ready for its intended use or when these activitie... by component:

DISH TV subscribers have the choice ... the satellite receiver and other equipm... our DISH TV services. Most of our ne... choose to lease equipment and thus ... equipment. Equipment leased to new ... subscribers is capitalized and deprecia... useful lives ... For equipment leased to new and existi... we made an accounting policy election t... with our programming services as ... obligation in accordance with the rever... as the programming services are the ... The non-lease service revenue related ... new and existing DISH TV subscriber... been accounted for as an operating leas...

	Foreign Currency Translation Adjustments	Available-For-Sale Securities	Other
Balance, December 31, 2020	$ (190,273)	$ 150	$ 2,247
Other comprehensive income (loss) before reclassifications	(19,672)	463	(5,005
Amounts reclassified to net income (loss)	—	(12)	—
Other comprehensive income (loss)	(19,672)	451	(5,005
Balance, December 31, 2021	(209,945)	601	(2,758
Other comprehensive income (loss) before reclassifications	37,901	(680)	2,660
Amounts reclassified to net income (loss)	—	(18)	—

Other comprehensive income (loss)

Balance, December 31, 2022

income in *Services* *"Equipment sales and* ...

our Consolidated Statements ... Comprehensive Income (Loss). ...

income for *Services* *"Service and other* ...

Amortization of debt

Other

We will need to raise additional c...

which may not be available on f...

Sales and Value Added Taxes, Universa... taxes that we collect concurrent with rev... are excluded from revenue and includ... *and other current liabilities* in the Consol...

the AWS-3 licenses retained by th...

Shipping and handling costs associated ... accounted for as a fulfillment cost after ... transferred to the customer and are in... equipment in the revenue" on our Con... Operations at the time of shipment and ... (Loss).

net (50,959)

DISH Network Spectrum

assets, net (6,456)

We have invested a total of o... acquire certain Wireless spectru... Wireless spectrum licenses are ... interim and final build-out require... certain renewal requirements... commercialize our Wireless s... through the completion of the n... native, Op...

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ECHOSTAR CORPOR...

NOTES TO CONSOLIDATED FINAN...

Continued

Net cash provided by (used for) operating activities 529,605

We have committed ... broadband network (our "5G Ne... serving increasingly larger port... population at diff... including 20% of the U... and 70% of the U.S. p... 2023. If by June 2023, we ...

Cost of Sales - Services and Other

Cash flows from investing activities:

Pay-TV Segment

"Cost of sales - services and other ... Consolidated Statements of Op... Comprehensive Income (Loss) principal... expenses and other operating costs ... segment. The cost of television program... generally incurred on a per subscriber b... carriage payments are recognized when ... is distributed to subscribers. Long-term ... contracts are generally charged to exper... method over the term of the agreemen... programming rights to distribute live spo... or tournament is charged to expense ... method over the course of the season or ...

June 14, 2023 band-specific ...

Broadband and Satellite Services Segm...

commitments. The single ...

"Cost of services" on our Consolidated S... and Comprehensive Income (Loss) princ... satellite capacity and services, hub infra... wireline and wireless capacity and dire...

Net cash provided by (used for) investing activities

equal to 35 Mbps, will be confirm... test methodology agreed to and ... FCC. We operate have six month...

with the services provided and is recognized

as incurred.

reaching approximately 200 milli

5G broadband service reaching

Retail Wireless Segment

million Americans.

"Cost of Sales - Equipment

Cost of sales - equipment in the

Statements of Operations

(Loss) principally includes and costs in

and NSA. Costs incurred under the

recognized as the services are performe

in each Economic Area for the 7

Cost of Sales – Equipment and Other

population in each Economic Are

Pay-TV Segment

"Cost of sales – equipment and othe

Statements of Operations and Compr

principally includes costs related to the

Pay-TV equipment. Costs are generally

are delivered to customers and th

recognized.

comply with regulations applicable

Broadband and Satellite Services Segm

activities, any such investment

"Cost of sales – equipment and othe

Statements of Operations and Compr

principally consists of inventory cost

royalties, and is generally recognized a

of the equipment is passed to the custo

is recognized.

software and third-party integrati

Retail Wireless Segment

raise additional capital, which ma

"Cost of sales – equipment and othe

Statements of Operations and Compr

principally includes the cost of wireless

items, certain direct costs of wireless m

to deliver wireless voice and data servi

recognized as products are delivered

related revenue is recognized.

rates on cash and

cash equivalents (2,306)

5G Network Deployment Segment

Net increase

(decrease) in cash

"Cost of sales – equipment and othe

Statements of Operations and Compr

principally includes the lease expense

and transport as well as cloud ser

generally recognized on a straight-line b

ECHOSTAR CORPOR

Costs related to cloud services are eithe

NOTES TO CONSOLIDATED

the contract term or based on usage.

STATEMENTS - Con

restricted amounts,

end of period $ 705,883

DISH Network Noncor F-31*ng In*

Northstar Entities and the SNR E

AWS-3 Wireless Spectrum Licens

ECHOSTAR CORPOR

During 2015, through our wholly-o

[Table of Contents](#)

American AWS-3 Wireless II L.L

and American

ECHOSTAR CORPOR

NOTES TO CONSOLIDATED FINAN

noncontrolling invest

Continued

NOTE

LLC ("Northstar Spectrum"), the p

1. ORGANIZATION

Northstar Wireless, L.L.C. ("No

Advertising Costs

"Northstar Entities"), and in SNR

We recognize advertising expense

component of "Selling, general and adm

our Consolidated Statements of Operat

Income (Loss). Advertising expenses to

million and $725 million for the years en

2022 and 2021, respectively.") to Northst

SNR Wireless, respectively, w

Research and Development

Consolidated Balance Sheets.

Research and development costs, not in

customer requirements, are expense

included as a component of "Selling, ge

expenses" on our Consolidated Statem

Comprehensive Income (Loss).

entities ("VIEs") and, based on the

Recent Developments

Additionally, customer-related research

are incurred in connection with the sp

Merger with DISH Network

customer's order in such instances

customer-funded development efforts

Cost "Costs of sales – equipment in

Consolidated Statements of Operations.

Northstar Spectrum, which we pu

Stock-based Compensation Expense

Stock-based compensation expense is

fair value of stock awards ultimately exp

are estimated at the time of grant

necessary, in subsequent periods if act

those estimates. Compensation expens

conditions only is recognized on a str

requisite service period for the entire

expense for

Wireless Management, LLC's ("S

ownership

ECHOSTAR CORPOR

NOTES TO CONSOLIDATED FINAN

CONTINUED

EchoStar SNR

approximately $442 million on F

awards subject to performance condit

when satisfaction of the performance co

to SNR HoldCo as of the purch

Advertising Costs

consolidate the SNR

owned subsidiaries. See Not

Advertising costs are expensed as incu

Selling, general and administrative expe

Statements of Operations.

Broadband and Satellite Servic

Agreement, at the Effective Time, each

Research and Development

Class We offer broadband satellite $
Comprehensive Income (Loss).

Research and development costs not in
customer requirements, are generally ex
immediately prior to the Effective satelli

Debt Issuance Costs

Costs of issuing debt generally are defe
$110 million and amortized utilizing $91
interest method, with amortization in
December 31, 2023, 2022 and 2021, res

Interest expense, net of amounts capita
Statements of Operations. We report un
costs as a reduction of the related
Consolidated Balance Sheets.

Echostar Satellite Se
(“ESS segment”) —
satellite services on. We

Foreign Currency

Cash and Cash Equivalents

to U.S. government

We consider all liquid investmen
remaining maturity of 90 days or
acquisition to be cash equivalents.
December 31, 2023 and 2022 may co
funds, government bonds, corporate
paper. The amortized cost of
approximates their fair value.

providers, broadcast ne

Concentration of Credit Risk

bringing additional bro

Cash and cash equivalents are m
financial institutions domestically
Deposits held with banks may e
insurance provided on such depo
deposits may be redeemed upo
maintained with financial institutions
credit ratings. We routinely assess t
significant customers, and this asse
the large number and geograph
customers, limits our concentration
receivables from contracts with custo

existing customers and
into commercial relatio
customers.

In connection with the completion of the
the Amended and Restated Support
Stockholders, we and DISH Network, or
and the Ergen Stockholders entered
agreement (the “Registration Rights Agr

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ECHOSTAR CORPOR

NOTES TO CONSOLIDATED FINAN

Continued

Marketable Investment Securities

ECHOSTAR CORPOR

All equity securities are carried at fair va
value recognized in “Other, net” within “
on our Consolidated Statements
Comprehensive Income (Loss).

Other Developments

All debt securities are classified as a
recorded at fair value. We report the te
and losses related to changes in market
debt securities as a separate compone
comprehensive income (loss)” withi
(Deficit),” net of related deferred income
Balance Sheets. The functional curren
the fair value of our foreign operat
securities, which are determined to be
losses are recorded in “Other, net”
(Expense)” on our Consolidated Stater
Comprehensive Income (Loss). Interes
for-sale debt securities is reported in I
our Consolidated Statements of Operat
Income (Loss).

On February 28, 2023, we furt

We evaluate our debt investment portfo
declines in the local currency. Accord
securities are related to credit loss. Man
losses on marketable debt securities
impairment model on a quarterly b
expected credit losses, measured ove
marketable debt securities considering
factors, including, but not limited to, a c
or an entity’s ability to pay.

accessed, however, we confir

Receivables and Related Allowance f

development activities, and gai

certain of our investments, tha

General Accounts Receivable

assigned to our business s

Trade accounts receivable represent o
consideration arising from our performa
contracts and are recorded at cost
expected credit losses that are not expe
maintain allowances for credit losses re
failure or inability of our customers to
We recognize the allowance for exp
inception and reassess quarterly ba
expectation of the asset’s collectability.
credit losses on financial assets, inclu
receivable, utilizing a current expecte
model. We estimate the expected cred
the contractual life of an asset consideri
information, credit quality of the custome
conditions and forecasts of future econo
In determining the allowance for cre
groups similar types of financial ass
characteristics. Pools identified by man
not limited to residential customers,
enterprise customers, and advertisi
characteristics of the financial asset po

management and reviewed periodically.
economic conditions are based on seve
not limited to, changes in the unem
economic forecasts and current collectio
the allowance for credit losses may not b
credit losses requiring additional charge
the actual amount collected. Past due t
balances are written off against our all
when our internal collection efforts have
by primary geographic market as
*Installments Receivable*S. and its territo
Canada); (ii) South and Central
We offer Boost postpaid customers the
devices and other equipment in install
period of 36 months. Installments rece
our Consolidated Balance Sheets at th
(i.e., the receivables' unpaid balance as
off amounts due to impairment and una
of the allowance for credit losses. At th
sale, we **Re** translate impute a discount
exceeds 12 months as there is no state
receivables. The receivables are record
which is determined by discounting
NOTE 2. SUMMARY OF SIGNI
ACCOUNTING POLICIES
payments at the imputed interest rate
installments receivable is included in "Tr
net" and the long-term portion of in
included in "Other noncurrent assets, n
Balance Sheets. This adjustment re
reduction in the transaction price of the
which is allocated to the performa
The accompanying consol
arrangement such as Equipment and
statements include all bala
Consolidated Statements of Operatio
accompanying notes (collectively,
Income (Loss).
Financial Statements") results
EchoStar and our consolidated su
prepared in conformity with U.S. g
F-17
accounting principles ("GAAP").
majority owned subsidiaries, inve
in which we have a controlling fina
are deemed influence and VIEs
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been determined to have a co
interest in
ECHOSTAR CORPOR
NOTES TO CONSOLIDATED FINAN
in which beneficiary.
Continued
as noncontrolling interests
noncontrolling interests. See
The imputed discount rate reflects a cu
and is predominately comprised of th
underlying the installment receivable,
credit worthiness of the customer. Th
receivables is amortized over the financ
the effective interest method and recog
other revenues" on our Consoli
Comprehensive Income.
vestee, these eq
classified as either market
Inventory
urities or other investments, w

recorded at cost, and based on

Inventory is stated at the lower of cost
Cost is determined using the first-in, first
manufactured inventory includes the
freight-in, royalties and manufacturing
value is calculated as the estimated sell
costs necessary to complete, sell, trans
inventory. We record write downs for in
slow moving items based on trends an
into arrangements with distributors whe
product to a distributor has occurred, b
the product until such time it is sold t
these arrangements, we account for th
inventory.

Certain prior period amounts
reclassified to conform to the
presentation.

Property and Equipment

Property and equipment, including
related to our wireless projects, 5G N
satellites, are stated at cost less depr
losses, if any. Capitalized expenditures
lived assets, plus the cost to construct
and overhead directly benefiting the ass
when pre-construction activity commen
asset is ready for its intended purpose.
customers is generally capitalized wh
customers' homes. We have certain
finance leases. The recorded costs c
present values of all lease payments.
lease right of use ("ROU") assets ove
terms.

EchoStar issued equity in con
Merger. Accordingly, upon the

If a satellite were to fail while in-orbit, th
charged to expense in the period such
amount of any such loss would be r
insurance proceeds estimated to be rece
is recorded on a straight-line basis over
one to 40 years. Repair and maintenan
expense when incurred. Renewals and
value or extend the asset's useful life are

Internal Use Software

Table of Contents

We capitalize certain costs related to
internal use software. Capitalization of s
the preliminary project stage is compl
funding the software project. Capital
software project is ready for its int
software costs are recorded in "Property
our Consolidated Balance Sheets and
estimated useful life of the software.

Statements are expressed in thousands

Asset Retirement Obligation

Upon the completion of U.S. dollars,
share the Merger, the net assets of D
combined with those of EchoStar at

We record an asset retirement obligati
value of legal obligations associated

tangible long-lived assets and a corres
carrying amount of the related asset in
obligation is incurred. In periods
measurement, we recognize changes in
the passage of time and revisions to
amount of the original estimate. Over tim
to its present value and the capitalized
the estimated useful life of the asse
obligations relate primarily to certa
remediate leased property on our comm
recorded in "Property and equipment, ne
recorded in "Long-term deferred rever
liabilities" on our Consolidated Balance S
cash repurchases of the treasury share
connection with closing of the Merger. In
between EchoStar and DISH Network ha
all historical periods.

Redeemable Noncontrolling Interests

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ECHOSTAR CORPOR

NOTES TO CONSOLIDATED FINAN

Continued

ess. Northstar Wirel
subsidiary of Northstar Spectrum, whic
Northstar Manager and us. Under th
guidance in ASC 810, Northstar Spect
and, based on the characteristics of th
and in accordance with the applicable
consolidate Northstar Spectrum into our
Northstar Operative Agreements, as
among other things, that Northstar Man
not the obligation, to require Northsta
Northstar Manager's ownership interest
(the "Northstar Put Right") for a purch
equity contribution to Northstar Spectrum
of return.
The First Northstar Put Window close
2021. On October 21, 2022, we, th
subsidiary American II received notice
exercised the Northstar Put Right effe
2022. As of December 31, 2022, the
Northstar Put Right accrued to $96 millio
the FCC consented to the sale of Norths
interests in Northstar Spectrum, which w
approximately $109 million. This pu
elimination of all of our redeemable no
related to Northstar Spectrum as of the
continue to consolidate the Northstar
subsidiaries.
Northstar Spectrum does not have a
Northstar Manager's ownership interest
Although Northstar Manager is the so
Spectrum, Northstar Manager's ov
considered temporary equity under th
guidance and was recorded as
noncontrolling interests" in the mez

Other Investments

Equity Method Investments

We use the equity method to account f
have the ability to exercise significant in
decisions of the affiliate. Such investme
at cost and subsequently adjusted for o
the net earnings or loss of the investe
"Other, net" on our Consolidated Stater
Comprehensive Income (Loss). The c
investments includes a component of g
our investment exceeds the fair va
identifiable assets and liabilities of
received from these foreign entities affilia
amount of our investment.

Cost Method Investments

We generally measure investments in n
instruments without a readily determin
adjusted for observable price changes i
the identical or similar securities of the s
resulting from impairments, if any. Othe
measured to determine their local cu
observable market information. When
amount of an investment to U.S. d
exchange rates its estimated fair valu

recorded in “Other, net” on our Con

Operations and translate Comprehensive

value. Subsequently, Northstar Manage

Other Debt Investments increased by

return through “Redeemable noncontr

We generally record our investments in

instruments without a readily determinab

cost. We recognize any discounts over

“Interest income, and expense accou

rates. The resulting translation adjus

Foreign currency translation adjustment

Consolidated Statements of Operations and Compre

Except In addition, some of our debt i

income that is paid-in-kind, which is

balance to determine the then current i

adjust the carrying amount of an invest

recorded in certain uncommon “Other,

Statements of Operations and Compreh

SNR HoldCo, which is an entity owned b

Impairment Considerations ccounting gui

HoldCo is considered a VIE and, based

We periodically evaluate all of our other

whether events or changes in consolidate

may have a significant adverse effect

investment. We consider information i

investees such as current financial sta

investment documentation, capitaliza

waterfalls, and board materials; an

additional inquiries of investee managem

fixed annual rate of return.

Indicators of impairment may include

deferred income taxes related limited to

material loss contingencies, changes

changes in market trends or market co

investees’ enterprise value and cha

investment pricing. When we determine

currency translation adjustments.

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Gains other investments is impaired we

to its estimated fair value and losses res

re-measurement impairment loss in

Consolidated Statements

denominated Operations and Comprehe

The First SNR Put Window closed in the

Derivative Instruments

November 15, 2021, we, through our

American III received notice that SNR M

We may purchase and hold derivative

SNR Put Right effective as of Nove

among other reasons, strategic or sp

December 31, 2023 and December 31, 2

record all derivative financial instrume

of the SNR Put Right had accrued to ap

Balance Sheets at fair value as eith

and $368 million, respectively. Subse

Changes in foreign currencies the fa

2023, the FCC consented to the sale

financial instruments are recognized

ownership interests in SNR HoldCo, wh

transaction gains (losses), net our res

direct wholly-owned subsidiary EchoSta

included in the “Other, net” within “Othe

total of approximately $442 million on

our Consolidated Statements of Op

purchase resulted in the elimination o

Comprehensive Income (Loss). We h
derivative financial instrument for hedge
as wholly-owned subsidiaries.

SNR HoldCo does not have a call rig
Management's ownership interests in
SNR Management is the sole manage
Management's ownership interest is con
under the applicable accounting guidan
redeemable noncontro
mezzanine section of our Consolidated
Management's ownership interest in S
accounted for at fair value. Subsequen
ownership interest in SNR HoldCo is
annual rate of return through "Red
interests" on our Consolidated Balance

We have the option to purchase certai
spectrum licenses from T-Mobile at a fix
part of the Boost Mobile Acquisition.
and Comprehensive Incom
information.
results of SNR HoldCo attributable to

Impairment of Long-Lived Assets and Assets

Consolidated Balance Sheets, with the
income (loss) attributable to noncontrol

We review our long-lived assets an
intangible assets for impairment whene
circumstances indicate that the carrying
not be recoverable. Intangible assets t
amortized over their estimated useful liv
held and used in operations, the asset
carrying amount of the asset (or ass
undiscounted future net cash flows.
determined, the actual impairment reco
between the carrying amount and the
using one of the following approache
market. In the event of an impairmen
"Impairment of long-lived assets"
Statements of Operations and Compr
based on the amount by which the carr
fair value of the long-lived asset or asse
to be disposed of are reported at the low
or fair value less costs to sell. amortizatio
deferred contract acquisition costs;
Fair value, using the income approach
using a discounted cash flow model that
flows associated with the asset or as
discounted at a rate commensurate wi
value, utilizing the cost approach, is d
replacement cost of the asset reduced
depreciation and obsolescence. Fair va
approach, benchmarks the fair valu
amount of our option to purchas
spectrum, inputs used to recognize reve
DBS Satellites standalone selling prices of
finance leases, asset impairments, estim
used to evaluate and (vii) recognize imp

We currently evaluate our DBS satellite
one asset group whenever events or c
indicate that its carrying amount may no
not believe any triggering event has
indicate impairment as of December 31
continue to monitor the DBS satellite
impairment.

the inherent uncertainty in the estimat
historical experience, observable marke
other factors that we believe to b

Broadband Satellites to the inherent
making estimates, actual indicated abo

We evaluate our Broadband satellites fo
recoverability whenever events or ch
indicate that their carrying value may no
anomalies may be considered a significa
physical condition of a particular satel
redundancies designed within each s
anomalies may not be considered t
requiring a test of recoverability. We do
event has occurred which would ind
December 31, 2023 and 2022. We will
Broadband satellite fleet for indicators of

to be cash equivalents. Cash equivale

Finite-Lived Regulatory Authorizations

bonds, corporate notes and commerci

We have regulatory authorizations that a
and have determined that they ha
uncertainties about the ability to exter
Finite lived regulatory authorizations a
estimated useful lives on a straight-line
usually capitalized when they are incurre

banks may exceed the amount of insu

Finite-Lived Intangible Assets deposits m

demand and are maintained with fi

Intangible assets include customer relati
certain below market contracts. These a
their respective useful lives. We do no
event has occurred which would ind
December 31, 2023 and 2022. custome

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Indefinite-Lived Intangible Assets and

We do not amortize indefinite-lived intan
but test these assets for impairment an

quarter or more often if indicators of im
the option to first perform a qualitative a
whether it is necessary to perform a qua
However, we may elect to bypass the q
any period and proceed directly to pe
impairment test. Our intangible asse
primarily consist of FCC licenses and ce
regulatory rights to use spectrum at sp
Generally, we have determined that
indefinite useful lives due to the following
securities, which are determined to be
losses

- FCC licenses are a non-depletin
- existing FCC licenses are integr segments and will contribute to
- replacement satellite application authorized by the FCC subject t without substantial cost under a legislative and legal environmen
- maintenance expenditures to ob are not significant;
- FCC licenses are not technologi
- we intend to use these assets in

loss. Management estimates credit los

DBS Licenses zing a credit loss impairm
basis. We estimate the expected credi

We combine all of our indefinite-lived
currently utilize or plan to utilize in the f
accounting. For 2023, 2022 and 2021, m
qualitative assessment to determine whe
not that the fair value of the DBS licens
amount. In our assessment, we con
including, among others, overall financi
and market considerations, and rele
events. In contemplating all factors in th
that it is more likely than not that the
licenses exceeds its carrying amoun
analysis was required. that are not expe
maintain allowances for credit losses res

Broadband Licenses our customers to m
We recognize the allowance for exp

Through a business acquisition in 2011
authorizations from the FCC to operate
frequencies at the 95° W.L. and 107.
(“Operational FCC Slot Licenses”). The
orbital location are substantially equival
acquisition in 2019, we acquired global S
satellite spectrum rights for mobile sate
Spectrum”). For the year ended Decem
2021, management performed a qu
determine whether it was more likely th
of these licenses exceeds the ca
assessment, we considered several fa
others, overall financial performance
considerations, and relevant compa
contemplating all factors in their totality
more likely than not that the fair value
Slot Licenses and the Helios Spectru
amounts. As such, no further analysis wa

the allowance for credit losses may not
*Wireless Spectrum Licenses*onal charge
the actual amount collected. Past due t
During 2022, we acquired the 3.45-3.5
(the “3.45–3.55 GHz Licenses”). During
3550-3650 MHz (CBRS) and 3.7-3.98
together (the “C-Band Licenses”). Durin
37 GHz, 39 GHz, and 47 GHz wireless l
we acquired the 24 GHz and 28 GHz w
(the “High-Band Licenses”).ent in install
period of 36 months. Installments rece
In 2023 and 2022, we combined our 600
H Block, High-Band Licenses, C-Band L
Licenses and the Northstar Licenses a
single unit of accounting. In 2021, we
700 MHz, AWS-4, H Block, High-B
Licenses, 3.45–3.55 GHz Licenses and
and SNR Licenses into a single unit of a
present value, which is determined b
In 2023, we quantitatively assess
impairment. Our quantitative assessme
approach performed by a third pa
management.eceivable is included in “
net” on our Consolidated Balance S
results in a discount or reduction in the
contract with a customer, which is alloc
F-21
obligations of the arrangement such a
revenues on our Consolidated Statem
Comprehensive Income (Loss).

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Market Approach. Currently frequencie
GHz make up the bulk of commercial u
Spectrum bands can be grouped into f
(less than 1 GHz), lower mid-band (1-
(primarily 2-4 GHz) and high-band (ge
Radio frequencies have different chara
the distance they will travel and th
structures. Lower band frequency band
travel large distances and propagate w
coverage, whereas higher bandwidth
urban settings where the goal is increas
sites are dense, with limited coverage ar
other revenues” on our Consoli
Spectrum is licensed by geographic are
size of a county to significantly larger
cover densely populated urban areas to
regions. Pricing for spectrum license
significantly based on the frequenc
restrictions associated with the author
from the FCC. Population or “Pop” is a

geographic license. The amount of spec
is measured in terms of megahertz, re
wider the band the greater the MHz.trans
inventory. We record write downs for in
The market approach assessed the val
benchmarks, based on market transact
spectrum auctions and secondary ma
acquisitions of spectrum or of busines
values can reliably be inferred. The ma
the value of each band of our spectrum
area based on pairing the spectrum in
highest and best use. Prices were then
per MHz-Pop basis (where the numerat
licenses and the denominator is the prod
MHz) based upon the most relevant
discount was applied to the analysis fo
certain of our holdings based on sale re
those specific bands.e cost to construct
and overhead directly benefiting the ass
Our spectrum holdings include low-band
mid-band (collectively referred to as "L
and high-band licenses. capitalized wh
customers' homes. We have certain
As part of our impairment assessment
approach during the fourth quarter of
the fair value of these licenses are subs
carrying value.

In 2022, management performed a qu
determine whether the fair value of th
carrying amount. In our assessment, w
approach and the income approach du
2022 and concluded that under both s
these licenses are substantially in exces
expense when incurred. Renewals and
In 2021, management performed a q
determine whether it is more likely than
these licenses exceed the carrying am
we considered several factors, including
projected financial performance of ou
business enterprise value of our Wirele
transactions for wireless spectrum lic
results. In assessing these factors
macroeconomic conditions and industry
contemplating all factors in their totality
more likely than not that the fair value o
their carrying amount.f the software.

During 2023, 2022, and 2021, our multi
and data service ("MVDDS") wireless
assessed as a single unit of accounti
2021, management assessed these li
qualitative assessment focused on re
historical market activity. We concluded
not that the fair value of these licenses
amount.ement, we recognize changes in

the passage of time and revisions to
Changes in circumstances or market co
write-down of any of the above Wireless
future.stimated useful life of the asse
obligations relate primarily to certa
remediate leased property on our comm
recorded in "Property and equipment, ne

recorded in "Long-term deferred rever
liabilities" on our Consolidated Balance S

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Goodwill

ECHOSTAR CORPOR

NOTES TO CONSOLIDATED FINAN

Continued

Goodwill represents the excess of the
over the estimated fair values of asset
assumed as of the acquisition date
impairment at the reporting unit level,
others, the SLING TV, DISH TV, Reta
Deployment and Hughes reporting units
of our goodwill relates to the Hughes
Broadband and Satellite Services s
Wireless and 5G Network Deployment s
decisions of the affiliate. Such investme
We perform our annual impairment ass
other indefinite-lived intangible assets ea
quarter or more frequently if events or c
indicate an impairment may be p
performed our annual impairment asses
the second quarter and changed the
Merger in order to align the testing da
units. The change in testing date does
change in the method of our goodwill
We may consider qualitative factors to
than not that the fair value for goodw
amount. If we determine in the qualitat
more likely than not that the fair value
value, then we perform a quantitative a
the estimated fair value of the reporting
to bypass the qualitative assessment a
assessment.n impairments, if any. Othe
measured to determine their value bas
Our assessment process included,
discounted cash flow analyses, consid
tangible and indefinite-lived intangib
reporting units and our recent ma
assessment indicated the goodwill
acquisitions was no longer supported
decrease in our market capitalization.
total noncash impairment charge of app

"Impairment of long-lived assets a
Consolidated Statements of Operatio
Income (Loss).gnize any discounts over
"Interest income, net" in the Cons
No impairments were indicated for any r
ended December 31, 2022 and 2021. in
which is added to the principal balanc
The following table presents the change
of goodwill by operating segment: recor
Consolidated Statements of Operatio
Income (Loss).

Impairment Considerations

Goodwill

We periodically evaluate all of our other
whether events or changes in circumsta
may have a significant adverse effect
Balance as of December 31, 2021, net of accum
investment. We consider information i
Goodwill from India JV formation, net of foreign cu
investees such as current financial stat
Balance as of December 31, 2022, net of accum
investment documentation, capitaliza
Impairment of goodwill
waterfalls, and board materials; and w
Balance as of December 31, 2023, net of accum
inquiries of investee management.

Accumulated impairment losses as of Decemb
Indicators of impairment may include,
unprofitable operations, material loss c
business strategy, changes in mar

Capitalized Interest; in the investees
changes in the investees' investment pri
We capitalize interest associated w
construction of certain assets, including
Wireless spectrum licenses, build-out c
5G Network Deployment and satellites.
begins when, among other things, steps
asset for its intended use and ceases wh
its intended use or when these ac
suspended.

...rchase and hold derivative
among other reasons, strategic or sp
record all derivative financial instrume
Balance Sheets at fair value as eit
F-23
Changes in the fair values of derivative
recognized in our results of operations
net" within "Other Income (Expense)
Statements of Operations and Compre
Table of Contents ...signated any derivative
hedge accounting.

ECHOSTAR CORPOR

NOTES TO CONSOLIDATED FINAN

Continued

We are currently commercializing our 5
As a result, the interest expense related
the 5G Network Deployment quali
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capitalized. Historically, the qualifying
carrying value of our long-term de
ECHOSTAR CORPOR
obligations, therefore substantially all of
being capitalized. However, as the qu

certain bands of wireless spectrum li

service, we will no longer capitalize inte

we will begin to expense interest on our

of Operations and Comprehensive Incon

We have the option to purchase certai

spectrum licenses from T-Mobile at a fix

Business Combinations

part of the Boost Mobile Acquisition.

information.

When we acquire a business that

pertaining to common control, we alloca

Impairment of Long-Lived Assets and

the various components of the acquisi

Assets

value of each component using variou

including the market approach, incom

approach. The accounting standard fo

requires identifiable assets, liabilities, no

goodwill acquired to be recorded at acc

Transaction costs related to the acquis

expensed as incurred. Costs associated

associated with a business combinat

included as a yield adjustment to the

undiscounted future net cash flows.

rate.

determined, the actual impairment reco

Acquired intangible assets other than go

their estimated useful lives unless the liv

indefinite. Amortization of these intangib

recognized on a straight-line basis over

life primarily ranging from approximate

relation to the estimated discounted cash

long-lived asset or asse

intangible asset.

to be disposed of are reported at the low

or fair value less costs to sell.

Long-Term Deferred Revenue an

Liabilities

Fair value, using the income approach

using a discounted cash flow model that

Certain programmers provide us up

amounts are deferred and recognized a

services" on a straight-line basis over

contract term (generally up to ten years

term portions of these deferred credi

Consolidated Balance Sheets in "Defe

and "Long-term deferred revenue and o

amount.

respectively.

DBS Satellites

Sales Taxes

We currently evaluate our DBS satellite

We account for sales taxes imposed or

on a net basis on our Consolidated State

Comprehensive Income (Loss). Since

agent for the governmental authorities,

the customer is collected and remitted o

continue to monitor the DBS satellite

jurisdictional entity.

impairment.

Income Taxes

Broadband Satellites

We recognize establish a provision or

currently payable or receivable and f

deferred to future periods. Deferred t

reflect are recorded for the effects of
the estimated future income tax effects
that exist between GAAP carrying am
basis of existing assets and liabilities
bases and are measured using enacte
taxable income in the years in which tho
are expected to be recovered or settle
Assets are offset by valuations of
determine believe it is more likely than n
tax assets will not be realized in the
determine deferred tax assets and liabi
taxing jurisdiction and report the net am
as a non-current asset or liability in th
Sheets. inties about the ability to exter
realized. ved regulatory authorizations a
estimated useful lives on a straight-line
usually capitalized when they are incurre
From time to time, we engage in transa
tax consequences are uncertain. may b

Finite-Lived Intangible Assets

We recognize tax benefits record
management's judgment, a tax filing pos
Intangible assets include customer relati
more likely than not to be sustained
certain below market contracts. These a
authorities. threshold. For tax positions t
their respective useful lives. We do no
than-not more likely than not thre
event has occurred which would inc
recognize record a portion of a tax ben
December 31, 2023 and 2022.
management's assessment of how the t
be settled. Unrecognized tax benefit
against the deferred tax assets associat
loss and tax credit carryforwards. W
periodically based on for ongoing
settlements with various taxing authoritie
tax laws, regulations and precedent. Es
tax positions are made based upon p
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updated in light of changes in facts and
due to the uncertain and complex applic
ECHOSTAR CORPOR
is possible that the ultimate resolution
NOTES TO CONSOLIDATED FINAN
liabilities which could be materially differ
Continued
In such an event, we will record additio
or benefit in the period in which suc
Indefinite-Lived Intangible Assets and
unrecognized uncertain tax benefits posi
income tax provision or benefit. ved intan
but test these assets for impairment an
quarter or more often if indicators of im
"Interest expense, net of amounts ca
net," respectively, on our Consolidat
Operations and Comprehensive Inc
However, we may elect to bypass the q
any period and proceed directly to pe
impairment test. Our intangible asse
primarily consist of FCC licenses and ce
F-24
regulatory rights to use spectrum at sp
Generally, we have determined that
indefinite useful lives due to the following

- FCC licenses are a non-depletin
- existing FCC licenses are integr segments and will contribute to

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ECHOSTAR CORPOR

- authorized b the FCC
without substantial cost under a
legislative and legal environmen
- maintenance expenditures to ob
are not significant;
- FCC licenses are not technologi
- we intend to use these assets in

Fair Value Measurements

At the inception of a contract, we assess wheth
lease. The assessment is

We determine fair value based on (i) whether the
that would be received for an asset or paid to tr
the use of a distinct identified asset, (ii) whether
all the economic benefit from the use of principal
the asset throughout or liability in an order
participants. Market or observable inputs are
values, followed by unobservable inputs or ass
transactions in the absence of market inputs. W
determining fair value: ntemplating all factors in th
that it is more likely than not that the

- Level 1, defined as observable inputs
markets for identical assets;
- Level 2, defined as observable inputs oth
Level 1, including quoted prices for sim
markets; and quoted prices for identical
that are not active and model-derived va
and significant value drivers are observa
- Level 3, defined as unobservable inputs
exists, consistent with reasonably avail
participants therefore requiring assu
information available.
(“Operational FCC Slot Licenses”). The
orbital location are substantially equival

As of December 31, 2023 and (iii) whether we ha
for cash and cash equivalents, trade accounts
credit losses) and current liabilities (excluding
debt and finance lease obligations”) was equal to
due to their short-term nature or proximity to curr
of these licenses exceeds the ca

Fair values of our marketable investment securi
basis based on a variety of observable marke
publicly traded equity securities and U.S. go
ordinarily is determined based on Level 1 measu
for identical securities in active markets. Fair va
marketable debt securities are generally based
use markets for such debt securities are less
identical debt securities on or near the asse
primarily of leases for office space, data cen
infrastructure.

During 2022, we acquired the 3.45-3.5

A lease is classified measurement date using
more strong indication of the following criteria
ownership of the asset by the end of the lease
option fair value and matrix pricing techniques
rate, credit quality, maturity and other relevan
purchase the asset that is reasonably certain to b
for a major part of the remaining useful life of the
fair value of our investments in marketable debt s
value measurements from time to time in connec
impairment testing and the lease payments
all assignment of purchase consideration to a

companies. Those fair value measuremen
unobservable inputs and are categorized within L

700 MHz, AWS-4, H Block, High-E

Transfers between levels in the fair value hierarc
beginning of the asset quarterly accounting p
between levels during the years ended Decembe
for the fair value of our marketable inves
instruments. airment. Our quantitative assessme
approach performed by a third pa

Fair values for our publicly traded debt securit
prices, when available. The fair values of private
things, available trade information, and/or (v) a
market conditions, related securities, various p
other publicly available information. In performin
assumptions regarding, among other things, cre
of these factors on the value of the debt securiti
of our long-term debt.

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NOTES TO CONSOLIDATED FINAN

Co F-25 ed

Market Approach. Currently frequencie
GHz make up the bulk of commercial u
Spectrum bands can be grouped into f
(less than 1 GHz), lower mid-band (1-
(primarily 2-4 GHz) and high-band (ge
Radio frequencies have different chara
the distance they will travel and th
structures. Lower band frequency band
and propagate w
coverage, whereas higher bandwidth

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ECHOSTAR CORPOR

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Convertible Long-Term Debt

Historically, for embedded conversion features
conversion option associated with convertible
from the host debt instrument. The initial value
convertible notes was recorded in "Addi
"Stockholders' Equity (Deficit)" on our Consoli
offset recorded as the debt discount. In accord
Debt with Conversion and Other Options a
Contracts in Entity's Own Equity ("ASU 2020-
the first quarter of 2021, the equity component
of $1.051 billion has been reclassified from "A
"Stockholders' Equity (Deficit)" to "Long-te
obligations, net of current portion" and the ass
million has been reclassified from "Addi
"Stockholders' Equity (Deficit)" to "Deferred tax
Balance Sheets.

The market approach assessed the valu
benchmarks, based on market transact

Deferred Debt Issuance Costs and Debt Dis

acquisitions of spectrum or of busines

Costs of issuing debt, including premiums and
are generally deferred and amortized to "Inte
capitalized" on our Consolidated State
Comprehensive Income (Loss) using the effe
the terms of the respective notes. We report u

as a reduction of the related long-term debt
Sheets. See Note 10 for further information.ant
discount was applied to the analysis fo
Revenue Recognitionldings based on sale re
those specific bands.

Pay-TV Segment

Our spectrum holdings include low-band
Our Pay-TV segment revenuefis primarily de
revenue. We also generate revenue from ec
hardware related fees, including DVRs and
multiple receivers; advertising services; fees e
operations; broadband services; warranty ser
and related equipment to third-party pay-TV
telemetry, tracking and control ("TT&C") servic
services. See Note 16 for further inf
disaggregated by major source.erformed a qu
determine whether the fair value of th
Our residential video subscribers contrac
combinations of services, as discussed abo
generally distinct and are accounted for as sep
We consider our installations for first time
specialized nature and there service. However
integration service combining the installation w
have concluded that the installation is not likely expe
and thus the installation and programming se
single performance obligation. We general
obligations and recognize revenue as the serv
as the programming is broadcast to subscribe
transfer of control of the services to the subscr
results. In assessing these factors
In cases where a subscriber is charged certa
those fees are generally considered to be an a
the lessor at subscriber related to the end subs
having to pay an additional fee upon renewa
recognized over the estimated period of time
lease is classified fee remains material to the
be less than one year. Revenues arising from
separate from the initial installation, such as a
meet any of these criteria. Our finance leases
satellite capacity. assessment focused on rec
historical market activity. We concluded
All significant lease arrangements amounting a
generally recognized when these services are
amount.

For our residential video subscribers, we hav
term under Accounting Standard Codificatio
Contracts with Customers ("ASC 606") is or
revenue recognized for these subscribers for
amount billed in that month, except for certain
are accounted for as material rights, as discuss

ECHOSTAR CORPOR
Continued
NOTES TO CONSOLIDATED FINANCIAL

Goodwill

Revenues from our advertising services ar
advertisements are broadcast. Sales of equi
third parties are recognized when control is
Revenue from our commercial video sub
residential model described above, with the e
for most of our commercial subscribers exc
multiple years in length. However, commerci
receive time-limited discounts or free service
they may have multiple performance obligat
amount billed in a given month.

Wireless and 5G Network Deployment s

Retail Wireless Segment

We perform our annual impairment ass
other indefinite-lived intangible assets ea

Our Retail Wireless segment revenue is pr
subscriber revenue and selling wireless dev
subscribers. The majority of our subscribers
Mobile and Gen Mobile brands with a smaller
serviced under Boost postpaid brand. Pre
their monthly service on a month-to-month
prepaid customers are determined to be one n
qualified to pay for their service after it ha
their monthly service on a month-to-month
postpaid customers typically have an enforc
However, promotional bill credits offered to a c
that are paid over time and are contingent c
service contract may result in an extended ser
a substantive penalty is deemed to exist.

assessment.

We have both an indirect sales channel, wh
retail stores and big box stores, as well as c
direct sales channel, which services cus
respective brand's website. To deliver produ
through the indirect sales channel, we use
facilitate product delivery. Our contracts with
than one performance obligation, which inclu
devices or a combination thereof, and we
between each performance obligation based c
price. Although our Retail Wireless segme
services, we have determined that not all
bundled arrangements as the wireless device a
at lease commencement. Operating lease rig
the case of certain sales arrangements throu
have different customers. When control of th
intermediary other than the end customer
customer for the wireless device is the inte
distribution partner, whereas for the servic
consumer. When control of the product is not
in the indirect channel the product is accoun
and the customer for both the wireless de
customer. Service revenues may also include

subscribers, which may be recorded eith
Consolidated Statements of Operations and
depending on whether we are deemed to b
relationship with the subscriber. Service reve
service has been provided and no further oblig
to subscribers are recorded as a reduction to r

Balance as of December 31, 2021, net of accum

Equipment revenues are primarily related to
Equipment revenue is recognized when contro
our customer, either the direct distribution pa
described above. We offer postpaid customers
installments, generally over 36 months. W
financing component as a reduction of the
where customers purchase their devices with a
one year, including those financing componen
significant to the contract.

Capitalized Interest

We capitalize interest associated v
construction of certain assets, including
Wireless spectrum licenses, build-out c
5G Network Deployment and satellites.
n, among other things, steps
asset for its intended use and ceases w
its intended use

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We have elected the practical expedient of n
significant financing component for contracts
inception, that the period between the transfe
a customer and the customer's payment for t
be one year or less. We may offer certai
customers on device installment plans with
device after paying a specified portion o
agreement amount and trading in their devi
account for this trade-in right as a guarantee o
trade-in right's fair value is recognized as a gu
reduction to the revenue recognized upon th
transaction price is reduced by the guarantee,
the scope of Topic 606, and the remaining
between the performance obligations within th
in the indirect sales channel often include cr
direct distribution partner as a reimburseme
offered to the end consumer.

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ly, the qualifying
carrying value of our long-term de

These credits (payments to a customer) a
consideration when estimating the amount of
sales of equipment to indirect dealers and ar
experience and other factors, such as exp
wireless devices sold with a right of return, w
revenue and cost of sales to reflect this variab

Broadband and Satellite Services Segment

Our broadband service contracts typically obli
the same services on a recurring basis in ex
the various components of the acquis

over the term of the contract. We satisfy suc
time and recognize revenue ratably as service
period. Certain of our contracts with service ob
on usage, capacity or volume. We satisfy thes
recognize the related revenue at the point in
the services are rendered. Our Broadband a
also sells and leases communications equipm
from equipment sales generally is recognized
Our equipment sales contracts typically incluc
but generally do not provide for returns or r
warranties is recognized ratably over the e
contracts with multiple performance obligati
contract's transaction price to each performa
relative standalone selling prices. When the
observable, our primary method used to estin
the expected cost plus a margin. Our contra
payments to be made at or shortly after the tir
or perform the services.

In addition to equipment and service offering
Services segment also enters into long-term
construct and install complex telecommunicati
operators and enterprise customers. Reve
generally recognized over time as a measur
transfer of control of the goods or services to t
nature of the arrangement, we measure progr
using an appropriate input method or output m
we recognize the transaction price as revenu
incurred to estimated total costs at completi
revenue and cost of sales are recognized as p
the expected profit for the entire agreemen
contracts generally are based on estimate
completion. We review and revise our estima
related adjustments in the period in which the
losses on contracts are recorded in the period
generally receive interim payments as work
contracts, we may be entitled to receive an adv

the customer is collected and remitted c

We derive a portion of our revenues from
connectivity services. These contracts ty
recurring monthly payments by the custom
connectivity services is satisfied over time a
receives and consumes the benefits provided.
time is generally based upon usage. amounts c

Deferred tax assets and liabilities are re

Generally, our satellite service contracts wit
performance obligation and, therefore, ther
transaction price. We transfer control and r
services at the point in time or over the p
rendered.

From time to time, we engage in tra
consequences may be subject to uncert
when, in management's judgment, a ta
meet the more likely than not threshol
meet the more likely than not threshold,
depending on management's assessme

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ongoing examinations by and settleme

ECHOSTAR CORPOR

authorities, as well as changes in ta

NOTES TO CONSOLIDATED FINANCIAL

precedent. We classify interest and pe

with our uncertain tax positions as a

expense, net of amounts capitaliz

Governmental Funding

respectively, on our Consolidated State

Comprehensive Income (Loss).

We participate in various United States federa the Affordable Connectivity Program ("ROU" A income households may receive a discount of and certain connected devices, and particip reimbursement for such discounts. This rever other revenue" on our Consolidated Sta Comprehensive Income (Loss). Correspond when services have been provided to the cus

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cash has not been received. These amounts a receivable, net" on our Consolidated Balance S

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NOTES TO CONSOLIDATED FINAN

Contract Balances

Continued

The timing of revenue recognition generally dif to customers. A contract asset is recorded v advance of our right to receive consideration (services in order to receive consideration). A accounts receivable when our right to consid consideration is received, or we have an unco in advance of delivery of goods or services, The transaction price can include nonrefun allocated to the identifiable performance obl subscribers are typically billed monthly, and t customers arise from the timing of the mor Wireless subscribers, the majority of which a revenue. We do not adjust the amount of con when we anticipate that the period between and eventual payment for those goods ar one year. Contract assets are included in "T and lease contract liabilities are recognized inc other" and "Long-term deferred revenue and o Consolidated Balance Sheets. Contract bala contract term. See Note 17 for further infor activity detail about our allowance for credit related to contracts with subscribers.

We determine fair value based on the e be received for an asset or paid to tra price) in the principal or most advantage or liability in an orderly transaction betv Market or observable inputs are the pr followed by unobservable inputs or hypothetical transactions in the absenc utilize the highest level of inputs availab following hierarchy in determining fair va

- Level 1 - Defined assets;
- Level 2, defined as obs quoted prices include quoted prices for simil and model-derived valu inputs and significa observable in active ma
- Level 3, defined as which little or no marke with reasonably availab other participants assumptions based o available.

Assets Recognized Related to the Costs Customer

We recognize an asset for the incremental cos customer if we expect the benefit of those co We have determined that certain sales ince Broadband and Satellite Services, and Retai those with our independent third-party retailer capitalized, and payments made under these amortized to expense over the estimated cus These amounts are capitalized in "Other noncurrent assets, net" on our Consolidate

As of December 31, 2023 and 2022 identical assets;

- Level 2 - Defined as observable prices included in Level 1, incl and cash equivalents, trade ac allowance for similar assets or

amortized in "Selling, general and admi
Consolidated Statements of Operations and C
and finance lease obligations")
instruments in markets that ar
derived valuations in which
significant approximated fair valu
in active markets; and

Leases

Lessee Accounting

We enter into non-cancelable operating and f
things, communication towers, satellite
infrastructure, data centers, office space, dark
warehouses and distribution centers, veh
Substantially all of our leases have remain
13 years, some of which include renewal optio
options to terminate the leases within one y
(generally communication towers), the lease te
period plus the renewal period that we are reas

on a recurring basis based on a varie

We determine if an arrangement is a lease and
operating or finance lease at commenceme
Operating leases are included in "Operating
expenses" and corresponding "Operating le
Consolidated Balance Sheets. Finance le
leases included in "Property and equipment, ne
debt and finance lease obligations" and "Lon
obligations, net of current portion" on our
Leases with an initial term of 12 months or le
recorded on the balance sheet and we reco
leases as incurred on a straight-line basis ove
our Consolidated Statements of Operations
(Loss). See Note 9 for further information on ou

active markets and are categorized as
Additionally, we use fair value measurem
connection with other investments, asse
the assignment of purchase consideratio
of acquired companies. Those fair value
include significant unobservable input
within Level 3 of the fair value hierarchy.

considered to occur at the beginning of
period. There were no transfers betwee
ended December 31, 2022 December 31

Right of use ("ROU") assets represent our ri
during for the reasonably certain lease term ar
present value of our obligation to make lea
lease. Operating lease ROU assets and
commencement date based on the present va
lease term. The operating lease ROU asse
prepaid or deferred lease payments. When
implicit rate, we use our IBR based on
commencement date in determining the presen
IBR is based on an estimated secured ra
underlying lease terms plus a credit spread a
leases denominated in a currency different tha
using the collateralized borrowing rate in the f
dollar and foreign currency swap spread, whe
things, credit spreads, and the impact

lease term may include options to extend o

reasonably certain that we will exercise that op

Lease expense for operating lease payments

basis over the lease term.

F-25

We have lease agreements with lease and no

generally accounted for separately. Our

immaterial and our lease agreements do not

value guarantees or material restrictive covena

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Lessor Accounting

ECHOSTAR CORPOR

DISH TV subscribers have the choice of leas

receiver and other equipment necessary to

Most of our new DISH TV subscribers choos

we retain title to such equipment. Equipment le

TV subscribers is capitalized and depreciate

lives.

For equipment leased to new and existing DIS

accounting policy election to combine the eq

services as a single performance obligation i

recognition guidance as the programming

component. The ROU non-lease service reven

to new and existing DISH TV subscribers

accounted for as an operating lease.

We lease satellite capacity, communications

certain of our customers. We identify and dete

leases as operating leases or sales-type lea

sales-type lease if it meets the criteria for a

classified as an operating lease. Some of

contracts with customers that include non-leas

such contracts, except where we have el

consideration in the contract between leas

based on their relative standalone selling pri

policy to not separate the lease of equipme

HughesNet satellite internet service (the "Hug

customers and account for all revenue from

service revenue. Assets subject to operating

equipment, net" and continue to be depreciate

leases are derecognized from "Property a

commencement and a net investment in the l

at cost, which primarily comprises the initial a

accounts receivable, net" and "Other non

Consolidated Balance Sheets.

Operating lease revenue is generally recogniz

the lease liability, plus any prepayments to th

revenue and initial direct costs such as brok

corresponding receivable generally are re

received. The lease liability is initially measur

the present value of the minimum future lease

income on the receivable is recognized over t

sales-type leases are discounted using an esti

As

Convertible Long-Term Debt

Historically, for embedded conversion features

conversion option associated with convertible no

the host debt instrument. The initial value of

component on the convertible notes was recor

within "Stockholders' Equity (Deficit)" on our Con

offset recorded as the debt discount. In accord

Debt with Conversion and Other Options and De

in Entity's Own Equity ("ASU 2020-06"), which w

of 2021, the carrying equity component related t

billion has been reclassified from "Additional pai

Equity (Deficit)" to "Long-term debt and finance

portion" and the associated deferred taxes of $

from "Additional paid-in capital" within "Stockhol

tax liabilities" on our Consolidated Balance Shee

Deferred Debt Issuance Costs and Debt Disc

Costs of issuing debt, including premiums and d

generally deferred and amortized to "Interest exp

on our Consolidated Statements of Operations a

using the effective interest rate method over the

report unamortized debt issuance costs as a r

debt on our cash and cash equivalents, trade

assets, net, trade accounts payable, and accrue

Sheets. See Note 10 for further information.

Revenue Recognition

Pay-TV Segment

Our Pay-TV segment revenue is primarily

revenue. We also generate revenue from equip

liabilities were equal hardware related fees,

subscribers with multiple receivers; advertising s

home service operations; broadband services;

in the lease or incremental borrowing rate

the same term as the underlying lease. The in

for the initial measurement of lease liabilities

terms. In determining our incremental

consider implicit in the lease term, secured inc

be reasonably determined. We report revenue

from sales-type leases denominated at the con

different than U.S. dollar, the collateralized

currency using the U.S. dollar "Equipment sa

spread, when available. be a service.

significant integration service combining the

other revenue" on our Consolidated Sta

Comprehensive Income (Loss). We re

assets revenue in *Operating lease right-of-us*

liabilities in *Accrued expenses* "Service and

Operating lease liabilities. We report finance

and equipment, net and finance lease liabilities

debt, net and *Long-term debt, net*.

Revenue Recognition

Overview

Earnings Per Share

Revenue is recognized upon subscribers, as thi

We present basic and diluted earnings

for revenue" on our Class A and Class B com

Class A and Class B common stock excl

computed by dividing *Net income (loss) attrib*

common stock by the weighted-average

outstanding for the period. Diluted EPS refl

could occur if shares of common stock were

based compensation awards. The potential

awards is computed using the treasury stock

market value of our Class A common stock du

of our diluted weighted-average common

options to purchase shares of our Class A con

would be anti-dilutive. services are performed.

Other Comprehensive Income (Loss) have

under Accounting Standard Codification Topic 6

The amounts reclassified to net income (loss)

on available-for-sale securities are included in

net in the Consolidated Statements of

Comprehensive Income (Loss). rights, as discussed above.

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Cost of Services

Pay-TV Segment

"Cost of services" on our Consolidated S
Comprehensive Income (Loss) principally in
and other operating costs related to our P
television programming distribution rights is
subscriber basis and various upfront carriage
the related programming is distributed to su
programming contracts are generally charged
line method over the term of the agreem
programming rights to distribute live sport
tournament is charged to expense using the
course of the season or tournament.

Broadband and Satellite Services Segment

"Cost of services" on our Consolidated S
Comprehensive Income (Loss) principally
capacity and services, hub infrastructure, custo
capacity and direct labor costs associated wi
generally charged to expense as incurred.

Retail Wireless Segment

"Cost of services" on our Consolidated S
Comprehensive Income (Loss) principally incl
the MNSA and NSA. Costs incurred und
recognized as the services are performed or a

Cost of Sales – Equipment and Other

Pay-TV Segment

"Cost of sales – equipment and other" on o
Operations and Comprehensive Income (Lo
related to the non-subsidized sales of Pay-TV
recognized as products are delivered to custo
recognized.

Broadband and Satellite Services Segment

"Cost of sales – equipment and other" on o
Operations and Comprehensive Income (
inventory costs, including freight and royalties
the point in time control of the equipment is
related revenue is recognized.

Retail Wireless Segment

"Cost of sales – equipment and other" on o
Operations and Comprehensive Income (Loss
wireless devices and other related items, c
mobile network operations to deliver wireless

are generally recognized as products are d
related revenue is recognized.

5G Network Deployment Segment

“Cost of sales – equipment and other” on o
Operations and Comprehensive Income (Loss
expense on communication towers and trans
Lease costs are generally recognized on a st
term. Costs related to cloud services are eith
contract term or based on usage.

Advertising Costs

We recognize advertising expense when incur
general and administrative expenses” on ou
Operations and Comprehensive Income (Loss
$868 million, $816 million and $725 million for
2023, 2022 and 2021, respectively.

Research and Development

Research and development costs, not incurre
requirements, are expensed as incurred and a
“Selling, general and administrative expe
Statements of Operations and Comprehensive

Additionally, customer-related research and de
connection with the specific requirements o
instances, the amounts for these customer fu
also included in “Cost of sales – equipment a
Statements of Operations and Comprehensive
Research and development costs totaled $11
million for the years ended December 31, 2023

Cash and Cash Equivalents

We consider all liquid investments purchase
maturity of less than 90 days or less at the
equivalents. Cash equivalents as of Decembe
and 2021 primarily consisted 2022 may consi
market funds, government bonds, corpora

funds. commercial paper. The amortized approximates their fair value.

Concentration of Credit Risk

Cash and cash equivalents are maintained w domestically and internationally. Deposits hel amount of insurance provided on such depo may be redeemed upon demand and are mair with investment-grade credit ratings. We strength of significant customers, and this a large number and geographical diversity concentration of risk with respect to rec customers.

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NOTES TO CONSOLIDATED FINAN
Continued

Marketable Investment Securities

Debt Securities

Our corporate bond portfolio includes by individual corporations, primarily

All equity securities are carried at fair the industrial fair value recognized in "C Income (Expense)" on our Consol Operations and financial services indu paper portfolio includes instruments corporations, primarily in the industrial utilities industries. Our other Comprehe

All debt securities portfolio includes in as available-for-sale and are recorded the temporary unrealized gains and los in various debt instruments, including and mutual funds. We consider purchased with an original maturity m days or less to be cash equivalents.

We account for our marketable debt for-sale or using a separate componen comprehensive income (loss)" within (Deficit)," net of related deferred Consolidated Balance Sheets. The ch option based of marketable debt

determined to be company specific cre
in "Other, net" within "Other Incom
investment strategy for the securities
debt securities, we recognize peri
difference between fair value an
Unrealized gains (losses) on availab
the Consolidated Statements
Comprehensive Income (Loss). Gain
upon sales of available-for-sale
reclassified from other comprehensi
recognized on the trade date in
investments, net in the Consolid
Operations. We use the first-in, first-
determine the cost basis on sales of
securities. Interest income from
securities is reported in *Interest inco*
Consolidated Statements of Opera
Comprehensive Income (Loss).

We periodically evaluate our a
securities investment portfolio to de
declines in the fair value of these se
temporary. Our evaluation considers,
the length of time and extent to which
security has been lower than amortize
company-specific factors related to cr
estimates credit losses on marketable
a credit loss impairment model on
estimate the security and (iii) our inte
losses, measured over the contractual
securities considering relevant iss
including, but not limited to, a decreas
entity's ability to hold the investment
recovers its value. We generally co
other-than-temporary when (i) we inte
(ii) it is more likely than not that we wil
security before maturity or when it reco
do not expect to recover the amortize
maturity. Declines in the fair value of
securities that are determined to be ot
reclassified from other comprehensive

Receivables and recognized in *Ne*
Consolidated Statements of Operatio
new cost basis Related Allowance for
Losses

From time to time we make stra
marketable corporate debt securities.
account for these debt securities usin
because it results in consistency in ac
gains and losses for all securities in c
investments. When we elect the
investments in debt securities, we reco
in fair value of these securities

investments, net in the Consoli
Operations. Interest income from thes
in *Interest income, net* in the Cons
Operations.

Equity Securities

We account for our equity securities w
fair values at fair value and recognize
fair value in *Gains (losses) on inv*
Consolidated Statements of Opera
dividend income on equity securities c
and report such income in *Other, n*
Statements of Operations.

Restricted Marketable Investment Sec

Restricted marketable investment sec
as collateral for our letters of credit
included in *Other non-current assets,*
Balance Sheets. Restricted mark
accounted for in the same manner a
that are not restricted, but are prese
Consolidated Balance Sheets due to t

ECHOSTAR CORPOR
NOTES TO CONSOLIDATED FINAN
CONTINUED

Trade

General Accounts Receivable

Trade accounts receivable includes
currently due from customers and re
unconditional rights to considerati
performance under our customer co
receivable also includes amounts due
our leasing arrangements. We ma
relating to the collectability of
receivable contracts and maintain are r
allowance for estimated expected cre
expected to be recovered. We mainta
losses resulting from the expected fa
customers to make the required paym
allowance for expected credit loss
reassess quarterly based on manag
the asset's collectability. Management
on financial assets, including our trad
utilizing a current expected credit loss
estimate the expected credit losses
contractual life of an asset considering
information, credit quality of the cu
economic conditions and forecasts
conditions.

In determining the amount allowan
management groups similar types o
consistent risk characteristics.
management include, but are not
customers, commercial customers, en
advertising services. The risk charact
asset portfolios are monitored by man
periodically. The forecasts for future e
based on several factors including, but
in the unemployment rate, external e
current collection rates. Our estimate
consider historical levels of for cre
judgments about the creditworthiness
our customers based on c
evaluations. losses requiring additional
to reflect the actual amount colle
accounts receivable balances are w
allowance for credit losses when our in
have been unsuccessful. Bad debt exp

Installments Receivable

We offer Boost postpaid customers t
accounts receivable pay for their devi
assets equipment in installments, gen
36 months. Installments receivable
Consolidated Balance Sheets at thei
(i.e., the receivables' unpaid balanc
written-off amounts due to impairm
discounts), net of the allowance for cr
of an installment sale, we impute a dis
term exceeds 12 months as there is n
on the receivables. The receivables
present value, which is determined by
future cash payments at the imputed in
portion of installments receivable is
general "Trade accounts receivable, n
expenses the long-term portion of ins
included in "Other noncurrent a
Consolidated Balance Sheets. This a
discount or reduction in the transactio
with a customer, which is allocate
obligations of the arrangement such a
revenues on our Consolidate
Operations. Operations and Comprehe

Contract Assets

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ECHOSTAR CORPOR

The imputed discount rate reflects a
rate and is predominately comprised
risk underlying the installment rec
estimated credit worthiness of the c
discount on receivables is amortiz
installment term using the effective
recognized in advance of billing the cu
are included in *Trade accounts re*
assets, net or *Other non-current*
Consolidated Balance Sheets based
expected timing of customer paymer
typically relate to our long-term contra
revenue using the cost-based input m
recognized exceeds the amount bille
contract assets also include receivabl
leases recognized over the lease te
billed.

Contract Acquisition Costs

Our contract acquisition costs repres
costs of obtaining a contract and co
incentives paid to employees and thir
When we determine that our contrac
recoverable, we defer and amortiz
contract term, or over the estimate
relationship if anticipated renewals
incentives payable upon renewal are
the initial incentive. We amortize cont
proportion to the revenue to which
expense sales incentives as incu
amortization period is one year or less
acquisition costs are included in *Other*
in the Consolidated Balance Sheets a
expense is included in *Selling, gene*
expenses in the Consolidate
Operations. Comprehensive Income.

Inventory

Inventory is stated at the lower of cost
Cost of inventory is determined using
consists primarily first-in, first-out n
materials, direct labor and indirect ov
procurement and manufacturing of
standard costing methodologies in de
inventory includes the cost of ce
goods materials, labor, freight-in, r
process inventories. We determ

overhead. Net realizable value using
calculated as the estimated selling
costs necessary to complete, sell, tra
future use or recovery, considering t
record write downs for inventory for ob
of inventory balances, the effects o
design changes, forecasted future
moving items based on firm or
orders trends and alternative means ex
arrangements with distributors wher
disposition a product to a distributor
maintain control of excess or obsolet
losses within *Cost of sales - equipme*
Statements of Operations when produ
sold to an end consumer. For the
determine that account for the co
commitments to purchase inventory
value. products as consigned inventory

Property and Equipment

Satellites

Satellites

Property and equipment, including c
related to our wireless projects, 5G Ne
satellites, are stated at cost less acc
Depreciation is recorded on a straig
estimated useful lives. The depreci
losses, if any. Capitalized expenditures
satellites includes construction cos
assets, plus the present value
payable cost to construct the satellite
costs, asset such as labor and overh
the asset. Interest is capitalized
construction activity commences a
premiums. We depreciate our owned
line basis over ends once the estima
satellite.

ECHOSTAR CORPOR
NOTES TO CONSOLIDATED FINAN
CONTINUED

asset is ready for its intended purpose
to customers is generally capitalized w
in customers' homes. We have s
acquired under finance leases. The r
satellites assets are the present values
We amortize our finance lease ROU
("ROU") assets over their respective le

Our satellites may experience anomali

If a satellite were to time, some c
significant adverse effect on their rer
while in-orbit, the commercial operation
operating results or financial position.

We evaluate our satellites for imp
recoverability whenever events or cha
indicate that their carrying value may
be recoverable. Certain anomalies
significant adverse change charged to
condition period such loss was incur
particular satellite. However, bas
designed within each satellite, certain a
reduced to the extent of these ar
considered insurance proceeds estim
events requiring a test of recoverability

We generally do not carry in-orbit insu
and payloads because we have ass
insurance is not economical relative
Therefore, we generally bear the risk
However, we may be required to carr
satellites and payloads per the terms
We will continue to assess circumstan
make insurance-related decisions on a

Other Property and Equipment
Other property and equipment are
accumulated depreciation. received, i
recorded on a straight-line basis over
lives. Other property and equipment in
and improvements; furniture, fixtures, e
use software; customer premis
construction in process. Costs related
to the procurement and development o
use are capitalized and amortized
method over the estimated useful life
excess of five 40 years. Repair and
charged to expense when incurred.

Goodwill

Renewals and improvements that ad
asset's useful life are capitalized.

Internal Use Software

We account capitalize certain costs re
acquiring internal use software. Cap
costs begin once the preliminary proj
and we commit to funding the softwa
ceases when the software project
businesses using the acquisition meth
requires that the assets acquired its int
software costs are recorded in "P
assumed be recorded at the date
respective fair values. Any exce
price equipment, net" on our Consoli
and are amortized over the estimated
the net assets acquired is recorded
goodwill is assigned to our Hughes seg

software.

Asset Retirement Obligation

We evaluate goodwill record an asset r
impairment on an annual basis in our s
whenever events and changes in circ
carrying amounts may not be recover
result from, among other things, deter
operational performance, declines in
attrition, adverse market conditions,
applicable laws and/or regulations, c
macroeconomic conditions, fluctuation
rates, increased competitive markets i
declining financial performance ove
changes in key personnel and/or stra
other factors. Our impairment asses
with a qualitative assessment to deter
likely than not the fair value of the rep
its carrying amount. The qualitative
comparing the overall financial per
planned results. In the performan
assessment, we analyze a variety of
may influence the fair value of the re
include, but are not limited to: mac
industry and market considerations, c
relevant entity-specific events whic
judgment. If we determine in the qualit
is more likely than not that the fair
carrying value, then we perform a qua
determine the estimated fair value
associated with the indefinite lived retir
lived assets and a corresponding in
amount of the related asset in the
obligation is incurred. In periods
measurement, we recognize changes
from the passage of time and revision
reporting unit. We could also choose th
original estimate. Over time, the liabilit
the qualitative assessment for any rep
and proceed directly to the quantitative
quantitative assessment, fair its pres
estimated using two valuation appro
cash flows method and the market
In capitalized cost is depre
performance estimated useful life
assessment, we use a variety asset.
obligations relate primarily to certai
remediate leased property on our com
are recorded in “Property and equipme
liability recorded in “Long-term deferr
long-term liabilities” on our Consolidate

Table of inputs, some of which m
judgment, that influence the fair valu
that could include, but are not lim
revenue growth rate, amount and timi
guideline public company metrics, a
transactions. In addition, we als
capitalization reconciliation to comp
value, determined using the discount
and the market comparable method, t

Company's market capitalization as o
the carrying value exceeds the estima
impairment is recognized for the differe

There has been no impairment to date

Regulatory Authorizations

Finite Lived

We have regulatory authorizations tha
Federal Communications Commissi
determined that they have finite live
about the ability to extend or renew the
Finite lived regulatory authorizations a
estimated useful lives on a straight-lin
are usually capitalized when they are i

Indefinite Lived

We also have indefinite lived regula
primarily consist of FCC authorizati
contractual or regulatory rights to use
orbital locations. We have deter
authorizations generally have indefinit
the following:

FCC authorizations are non-d

- Renewal satellite applica
authorized by the FCC subje
without substantial cost unde
legislative and legal environme
- Expenditures required to mai
are not significant; and
- We intend to use these authori

Costs incurred to maintain or renew in
authorizations are expensed as incurre

Other Intangible Assets

Our other intangible assets consist of
patents, trademarks and licenses whi
the straight-line method over their esti
evaluate the recoverability of intangibl
taking into account events or circumst
the carrying amount of the assets may

Impairment of Long-lived Assets

We review our long-lived assets for r
events or changes in circumstanc
carrying amounts may not be recover
performed at the lowest level for which
are largely independent of the cash flo
liabilities. For assets held and used in
not recoverable if the carrying amour
its undiscounted estimated future net
asset is not recoverable, we adjust t
such asset to its estimated fair val
impairment loss in *Impairment of lo*
Consolidated Statements of Operation

Other Investments

Equity Method Investments

We use the equity method to accoun
we have the ability to exercise signi
operating decisions of the affiliate.
initially recorded at cost and subseq
proportionate share of the net ear
investee, which is reported in *Equity*
unconsolidated affiliates, net in th
Consolidated Statements of Op
the Operations and Comprehensive
carrying amount of such investments i
goodwill when the cost of our invest
value of the

ECHOSTAR CORPOR
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CONTINUED

underlying identifiable assets and lia
Lastly, dividends Dividends received
reduces the carrying amount of our inv

Other Equity

Cost Method Investments

We generally measure investments
equity instruments without a readily de
cost adjusted for observable price

transactions for the identical or similar
issuer and changes resulting from imp
equity instruments are measured to
based on observable market informati
carrying amount of an investment to i
the gain or loss is recorded in *Gains*
investments, net in the our Consol
Operations. Operations and Comprehe

Other Debt Investments

We generally record our investments
debt instruments without a readily de
amortized cost. We recognize any dis
the loan in *Interest* *"Interest income,* n
Statements of Operations. Operation
Income (Loss). In addition, some o
have interest income that is paid-in-k
the principal balance to determine th
income. When we adjust the ca
investment, the gain or loss is
(losses) *"Other, net"* *on* *investme*
Consolidated Statements of Opera
Comprehensive Income (Loss).

Impairment Considerations

We periodically evaluate all of our
determine whether events or changes
occurred that may have a significant a
value of the investment. We consider
to us by our investees such as curre
business plans, investment docum
tables, liquidation waterfalls, and bo
may make additional inquiries of inves

Indicators of impairment may include,
unprofitable operations, material loss
in business strategy, changes in ma
conditions, changes in the investees
changes in the investees' investme
determine that one of our other inves
reduce its carrying value to its est
recognize the impairment loss in
impairment losses *"Other, net"* *on* *equ*
or *Gains (losses) on investments, net*
Statements of Operations.

Contract Liabilities

Contract liabilities consist of advanc
and billings in excess of revenue reco
contracts Comprehensive Income (Los

Derivative Instruments

We may purchase and are included i
derivative financial instruments for,
strategic or *Other non-current liabil*
purposes. We record all derivative fi
our Consolidated Balance Sheets ba
either assets or liabilities. Changes in
when we expect to recognize revenue.
liabilities as revenue after all revenue r
been met.

Recently Adopted Accounting Pron

Government Assistance

On January 1, 2022 we adopted
Update ("ASU") No. 2021-10 - *Govern*
832): Disclosures by Business Entit
Assistance, which requires business
for-profit entities derivative financi
recognized in our results of operation
plans) to disclose information abou
assistance they receive. The T
requirements include: (i) the nature
the related accounting policy used; (i
balance sheet and income statement
the amounts applicable to each financ
and (iii) significant terms and conditio
Our adoption of this ASU did
impact included in "Other, net" v
(Expense)" on our Con
Statements. Statements of Operation
Income (Loss). We have not desi
financial instrument for hedge account

Income Taxes

740): Simplifying

We have the Accounting for Income Taxes (‘
is option to purchase certain of T-Mobile's 800
Mobile at a fixed price in the future as pa
Standards Board ("FASB") overall simplif
Acquisition. See Note 6 for further information.

Impairment of Long-Lived Assets and s
Intangible Assets

We review our long-lived assets and identifia
for impairment whenever events or changes in
accounting for income taxes by updating c
certain exceptions. Our adoption carrying am
may not have a material impact on our Consoli

Credit Losses

On January 1, 2020, we adopted ASU No. 20
Credit Losses (Topic 326), as amended, and c
Codification Topic 326 ("ASC 326"). ASC 326
the periodic estimation of credit losses for ce
expected losses instead of incurred losses. I
model for available-for-sale debt securitie
accounting model for purchased financial be
that have experienced credit deterioration sinc
their original purchase. We have elected to a
assets which are held and used in operations
be impaired if the carrying amount of the new s
asset group) exceeded its undiscounted fut
impairment is determined, the actual impairme
between the carrying amount and we recogni
using one of the following approaches: incor
event of an impairment, a cumulative effect los
adoption of $9.1 million to *Accumulated earn*
2020. Based long-lived assets" on this elec
comparative Consolidated Financial Stateme
reported under the accounting standards in
January 1, 2020.

Financial Impact of Adoption. The following
this new standard resulting in adjustments to o
effective January 1, 2020:

	Balance December 31, 2019
Trade accounts receivable and contract assets, net	$ 196,629
Other current assets, net	$ 179,531
Other investments, net	$ 325,405
Other non-current assets, net	$ 334,841
Total assets	$ 7,154,298

Deferred tax liabilities, net	$	351,692	$
Accumulated earnings (losses)	$	632,809	$
Non-controlling interests	$	75,748	$
Total stockholders' equity	$	3,745,553	$
Total liabilities and stockholders' equity	$	7,154,298	$

The application of ASC 326 requirements
Consolidated Statements of Operations and
based on the amount by which the carrying ar
the long-lived asset or asset group. Assets w
reported at the lower of the carrying amount or

Fair value, using the income approach, is
discounted cash flow model that uses the es
with the asset or asset group under re
commensurate with the risk involved. Fair valu
determined based on the replacement cost of
other things, depreciation and obsolescence
ended December 31, 2020. market approac
against the carrying amount.

DBS Satellites

We currently evaluate our DBS satellite flee
group whenever events or changes in circums
amount may not be recoverable. We do not b
occurred which would indicate impairment a
2022. We will continue to monitor the DBS
impairment.

Broadband Satellites

We evaluate our Broadband satellites f
recoverability whenever events or changes
their carrying value may not be recoverabl
considered a significant adverse change in
particular satellite. However, based on redun
satellite, certain of these anomalies may not
events requiring a test of recoverability. We
event has occurred which would indicate im
2023 and 2022. We will continue to monitor t
indicators of impairment.

Finite-Lived Regulatory Authorizations

We have regulatory authorizations that are no
determined that they have finite lives due to u
extend or renew their terms. Finite lived
amortized over their estimated useful lives or
costs are usually capitalized when they are inc

Finite-Lived Intangible Assets

Intangible assets include customer relations
below market contracts. These assets are a
useful lives. We do not believe any triggering e
indicate impairment as of December 31, 2023 a

Recently Issued Accounting Pronouncem

Business Combinations

In October 2021, the FASB issued ASU No. 2021-08 - *(Topic 805): Accounting for Contract Assets and C* *Customers*, which provides an exception to fair value contract liabilities related to revenue contracts acquire requires an entity (acquirer) to recognize and measur acquired in a business combination in accordance wit acquirer should account for the related revenue contracts originated the contracts. The ASU is effective for the Co fiscal years beginning after December 15, 2022. The A occurring on or after the effective date.

Reference Rate Reform

Indefinite-Lived Intangible Assets and Goodwill

We do not amortize indefinite-lived intangible assets impairment annually, during the FASB issued ASU No. *848),* fourth quarter or more often if indicators of impai perform a qualitative assessment to determine whether impairment test. However, we may elect to bypass the qu subsequent amendments proceed directly to performin intangible assets with indefinite lives primarily consi contractual or regulatory rights to use spectrum at spec determined that our FCC licenses have indefinite useful as ASC 848 following:

- FCC licenses are a non-depleting asset;
- existing FCC licenses are integral to our busin flows indefinitely;
- replacement satellite applications are generally conditions, without substantial cost under a environment;
- maintenance expenditures to obtain future cash
- FCC licenses are not technologically dependent;

- we intend to use these assets indefinitely.

DBS Licenses

We combine all of our indefinite-lived DBS licenses that
future into a single unit of accounting. For 2023, 202
qualitative assessment to determine whether it is more lik
licenses exceeds the carrying amount. In our asses
including, among others, overall financial performance,
relevant company specific events. In contemplating all fa
is more likely than not that the fair value of the DBS li
such, no further analysis was required.

Broadband Licenses

Through a business acquisition in 2011, we acquired r
operate satellites using Ka-band frequencies at the 95
("ASC 848" Operational FCC Slot Licenses"). The pu
location are substantially equivalent. Through a busines
S-band non-geostationary satellite spectrum rights fo
Spectrum"). For the year ended December 31, 2023, 20
qualitative assessment to determine whether it was more
848 these licenses exceeds the carrying amount. In c
factors, including, among others, overall financia
considerations, and relevant company specific events. In
we concluded that it is to provide optional guidance to e
effects on financial reporting fair value of the market-wid
Rates to alternative reference rates. ASC 848
relationships, Operational FCC Slot Licenses and othe
Spectrum exceed their carrying amounts. As such, no fur

Wireless Spectrum Licenses

During 2022, we acquired the 3.45-3.55 GHz wireless l
During 2021, we acquired the 3550-3650 MHz (CBR
together (the "C-Band Licenses"). During 2020, we acq
wireless licenses and during 2019, we acquired the
together (the "High-Band Licenses").

In 2023 and 2022, we combined our 600 MHz, 700 MH
C-Band Licenses, 3.45–3.55 GHz Licenses and the Nor
reference rate expected to be discontinued because s
guidance may be applied upon issuance accounting. In
MHz, AWS-4, H Block, High-Band Licenses, C-Band Lic
Northstar Licenses and SNR Licenses into a single unit
We expect to utilize the optional expedients provided acc

In 2023, we quantitatively assessed these licenses for
consisted of a market approach performed by the guidan
alternative reference rate. We have evaluated the new
process of implementing this ASU, and all subsequent
have a material impact on our Consolidated Financial Sta