

On March 10, 2021, the Reporting Person purchased 27,509,203 shares of Series B Preferred Stock for \$68,000,000 pursuant to the terms and conditions set forth in that certain Series B Convertible Preferred Stock Purchase Agreement, dated as of January 7, 2021, by and between the Issuer and the Reporting Person (individually, the **Purchase Agreement**). The Reporting Person made such acquisition for investment purposes using funds from its working capital. Pursuant to the Purchase Agreement, and consistent with the terms of the SHA (as defined below), the Board of Directors of the Issuer (the **Board**) has appointed to the Board two individuals designated by the Reporting Person.

Subject to certain anti-dilution adjustments and customary provisions related to partial dividend periods, the Series B Preferred Stock is convertible at the option of the holders at any time into a number of shares of Common Stock equal to the Conversion Rate (as defined in the Certificate of Designations for the Series B Preferred Stock), which initially will be 1:1; except that each holder will receive cash in lieu of fractional shares. The holders of shares of Series B Preferred Stock have on r tides d



Date, the Purchasers will have customary preemptive rights with respect to any authorized issuance or sale of any of the Issuer's capital stock following the Closing Date.

Pursuant to the SHA, on a single occasion after January 1, 2022, upon any Purchaser's request, subject to the conditions set forth in the SHA, the Issuer will (a) take all actions reasonably necessary to pay a one-time dividend on the Series B Preferred Stock (the "**Special Dividend**") equal to the t he

ASSISTANT SECRETARY'S CERTIFICATE

(Qurate Retail, Inc.)

I, Ruth M. Huff, Assistant Secretary of Qurate Retail, Inc. (the "**Corporation**"), do hereby certify as follows:

Each of Renee L. Wilm, Craig Troyer, Brittany Uthoff and Katherine C. Jewell has been and is now a duly elected and qualified Chief Legal Officer, Senior Vice President, Vice President and Assistant Vice President, respectively, of the Corporation.

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