

Pandora Media, LLC
EIN: 94-3352630

Disclosure Pursuant to U.S. Treasury Regulation § 1.1273-2(f)(9) for Pandora’s Exchange of the 2020 Notes for New 2020 Notes

On January 18, 2019, Sirius XM Radio Inc. (“Sirius”), commenced, on behalf of Pandora Media, Inc., now known as Pandora Media, LLC (“Pandora”), a consent solicitation with respect to certain proposed amendments (the “Proposed Amendments”) to the indenture governing Pandora’s 1.75% Convertible Senior Notes due 2020 (CUSIP Number 698354 AB3) (the “2020 Notes”). Sirius received the requisite consents and the Proposed Amendments became operative on February 1, 2019.

Because the Proposed Amendments included a covenant requiring Pandora to offer to repurchase the 2020 Notes at their par value (prior to their stated maturity), Pandora intends to take the position that the adoption of the Proposed Amendments resulted in a significant modification to the terms of the 2020 Notes and, thus, a deemed exchange of the 2020 Notes for new 2020 Notes (the “new 2020 Notes”) for United States federal income tax purposes.

Pursuant to U.S. Treasury Regulation § 1.1273-2(f)(9), Pandora has made the following determination with respect to the new 2020 Notes:

Pandora has determined that the new 2020 Notes are “traded on an established market (publicly traded)” within the meaning of the U.S. Treasury Regulation § 1.1273-2(f)(1) and the issue price of the new 2020 Notes is 99.250% (expressed as a percentage of face amount).

Pandora’s determination is binding upon all holders of the new 2020 Notes unless a holder explicitly discloses, in accordance with the requirements of U.S. Treasury Regulation § 1.1273-2(f)(9), that its determination is different on the holder's timely filed United States federal income tax return for the taxable year of the deemed exchange.

This notice is only intended to fulfill Pandora’s notification obligation under U.S. Treasury Regulation § 1.1273-2(f)(9) and does not constitute tax advice. Please consult your own tax advisor.

Disclosure Pursuant to U.S. Treasury Regulation § 1.1273-2(f)(9) for Pandora’s Exchange of the 2023 Notes for New 2023 Notes

On January 18, 2019, Sirius XM Radio Inc. (“Sirius”), commenced, on behalf of Pandora Media, Inc., now known as Pandora Media, LLC (“Pandora”), a consent solicitation (the terms of which were later amended on January 31, 2019) with respect to certain proposed amendments (the “Proposed Amendments”) to the indenture governing Pandora’s 1.75% Convertible Senior Notes

due 2023 (CUSIP Number 698354 AD9) (the “2023 Notes”). Sirius received the requisite consents and the Proposed Amendments became operative on February 1, 2019.

Because the Proposed Amendments included a right of holders to require Pandora to repurchase the 2023 Notes at their par value (prior to their stated maturity), Pandora intends to take the position that the adoption of the Proposed Amendments resulted in a significant modification to the terms of the 2023 Notes and, thus, a deemed exchange of the 2023 Notes for new 2023 Notes (the “new 2023 Notes”) for United States federal income tax purposes.

Pursuant to U.S. Treasury Regulation § 1.1273-2(f)(9), Pandora has made the following determination with respect to the new 2023 Notes:

Pandora has determined that the new 2023 Notes are “traded on an established market (publicly traded)” within the meaning of the U.S. Treasury Regulation § 1.1273-2(f)(1) and the issue price of the new 2023 Notes is 112.476% (expressed as a percentage of face amount).

Pandora’s determination is binding upon all holders of the new 2023 Notes unless a holder explicitly discloses, in accordance with the requirements of U.S. Treasury Regulation § 1.1273-2(f)(9), that its determination is different on the holder's timely filed United States federal income tax return for the taxable year of the deemed exchange.

This notice is only intended to fulfill Pandora’s notification obligation under U.S. Treasury Regulation § 1.1273-2(f)(9) and does not constitute tax advice. Please consult your own tax advisor.
