
**PROVIDED PURSUANT TO SECTION 4.03(a)(iii) OF THE
INDENTURE DATED AS OF JUNE 18, 2020 AMONG UNIVISION COMMUNICATIONS INC., THE
GUARANTORS PARTY THERETO AND WILMINGTON TRUST, NATIONAL ASSOCIATION**

**PROVIDED PURSUANT TO SECTION 4.03(a)(iii) OF THE
INDENTURE DATED AS OF APRIL 28, 2020 AMONG UNIVISION COMMUNICATIONS INC., THE
GUARANTORS PARTY THERETO AND WILMINGTON TRUST, NATIONAL ASSOCIATION**

**PROVIDED PURSUANT TO SECTION 4.03(a)(iii) OF THE
INDENTURE DATED AS OF FEBRUARY 19, 2015 AMONG UNIVISION COMMUNICATIONS INC.,
THE GUARANTORS PARTY THERETO AND WILMINGTON TRUST, NATIONAL ASSOCIATION**

Date of Earliest Event: May 21, 2021

UNIVISION COMMUNICATIONS INC.

(Exact name of Company as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

95-4398884
(IRS Employer
Identification No.)

605 Third Avenue, 12th Floor
New York, New York
(Address of principal executive offices)

10158
(Zip Code)

(212) 455-5200
(Company's telephone number, including area code)

Issuance of Senior Secured Notes due 2029

On May 21, 2021, Univision Communications Inc. (the “Company”) and the other guarantors party thereto (the “Guarantors”), closed an offering of \$1.05 billion aggregate principal amount of 4.500% Senior Secured Notes due 2029 (the “Notes”). The Notes were sold in a private transaction exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”).

The Notes were issued pursuant to an indenture (the “Indenture”) with Wilmington Trust, National Association, as trustee (the “Trustee”). Interest on the Notes will be payable on May 1 and November 1 of each year, commencing on November 1, 2021. The Notes will mature on May 1, 2029. The Notes are senior secured obligations of the Company and are guaranteed on a senior secured basis by the Guarantors. The Notes and related guarantees are secured by a first-priority security interest in the collateral (subject to permitted liens) granted to the collateral agent for the benefit of the holders of the Notes and the Trustee. The collateral securing the notes consists of substantially all of the Company’s and the Guarantors’ property and assets that secure the Company’s senior secured credit facilities. The Company intends to use the net proceeds from the issuance of the Notes to finance a portion of the Televisa-Univision Transaction (as defined below) and to pay certain related transaction fees and expenses.

Upon consummation of the offering of the Notes, (i) the net proceeds of the offering were deposited into a segregated escrow account and (ii) the Company deposited into such escrow account an amount of cash that, when taken together with the net proceeds of the offering, would be sufficient to fund a special mandatory redemption of the Notes on April 13, 2022, subject to the extension to a date that is not later than July 13, 2022, as applicable, the “Escrow Outside Date.”

On April 13, 2021, Univision Holdings, Inc. agreed to purchase certain of Grupo Televisa S.A.B.’s content and media assets for a total value of \$4.5 billion (the “Televisa-Univision Transaction”). The Televisa-Univision Transaction is expected to close in 2021. If the Televisa-Univision Transaction is not consummated on or before the applicable Escrow Outside Date or prior to such date the agreement for the Televisa-Univision Transaction is terminated, the Company will be required to redeem all of the Notes at a redemption price equal to 100% of the issue price of the Notes, plus accrued and unpaid interest, if any, to, but excluding, the date of redemption, and, in such event, the escrowed property will, subject to the terms of the escrow agreement, be applied to fund such redemption price.

The Indenture contains customary covenants that, among other things, limit the Company and its restricted subsidiaries’ abilities to, among other things, (i) incur additional indebtedness or issue certain preferred stock, (ii) pay dividends on, make distributions in respect of, or repurchase the Company’s capital stock or make other restricted payments, (iii) make certain investments, (iv) create liens, (v) enter into agreements restricting certain subsidiaries’ ability to pay dividends or make other intercompany transfers, (vi) enter into transactions with affiliates, (vii) consolidate, merge, sell or otherwise dispose of all or substantially all of the Company’s assets, (viii) sell or dispose of the assets of the Company’s subsidiaries, including their capital stock, and (ix) designate subsidiaries as unrestricted subsidiaries. These covenants are subject to important exceptions and qualifications.

The Indenture contains redemption provisions that are substantially similar to the redemption provisions in its outstanding senior secured notes. In addition, upon the occurrence of a “change of control,” as defined in the Indenture, the Company is required to offer to repurchase the Notes at 101% of the aggregate principal amount thereof, plus any accrued and unpaid interest, if any, up to, but excluding, the repurchase date.

The Indenture contains customary events of default, including failure to make required payments, failure to comply with certain agreements or covenants, failure to pay or acceleration of certain other indebtedness, failure to pay certain judgments, certain events of bankruptcy and insolvency, and certain failures or repudiations of guarantees of the Notes.

Appointment of Co-Interim General Counsel

Amy Tenbrink, Executive Vice President and Associate General Counsel, Revenue/Business Development, and Glenn Dryfoos, Executive Vice President – Business Affairs/General Counsel, Univision Networks & Studios, have each been appointed to serve as Co-Interim General Counsel of the Company following the resignation of Jonathan Schwartz, who served as Chief Legal and Corporate Affairs Officer of the Company. Mr. Schwartz' resignation followed the completion of the previously disclosed sale of a 64% stake of the Company to an investor group led by Searchlight Capital Partners, LP and ForgeLight LLC.