

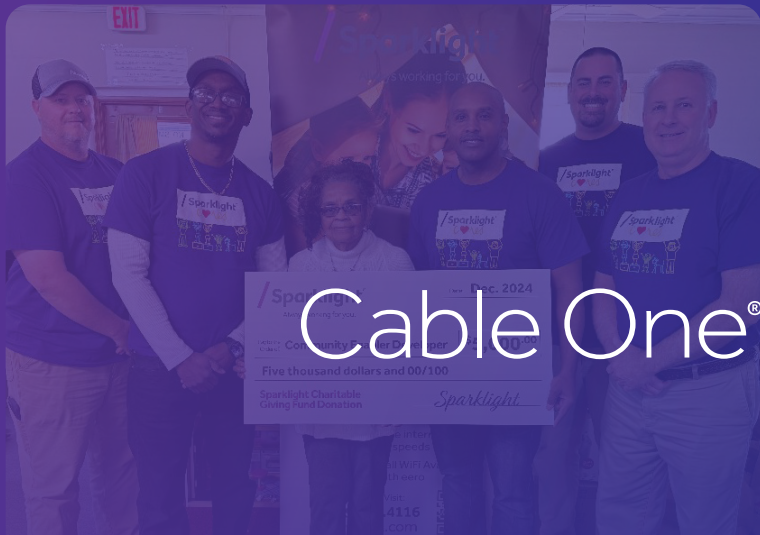


2024

ANNUAL REPORT



A Year of Reinvention and Resilience





 Cable One®

 Five thousand dollars and 00/100

 Sparklight Charitable Giving Fund Donation

 Sparklight

Letter from the President & CEO

Dear Valued Cable One Shareholders,
2024 marked the beginning of a transformative era for Cable One — one defined by reinvention and resilience.



Amidst a rapidly evolving industry landscape, we focused on fortifying our foundation to drive long-term, balanced growth while staying true to our decades-long purpose of keeping customers connected to what matters most.

We faced a challenging market environment while also doubling down on our commitment to exceeding customer expectations by delivering products and services that enrich and simplify their lives — driving innovation through technology, data and AI, which has led to new ways of working.

As we navigate these changes, our values remain constant — Do Right by Those We Serve, Drive Progress and Lend a Hand — guiding our approach to business and our role in our local communities. These values remain at the heart of everything we do, ensuring that as we evolve, we do so with intention, responsibility and a steadfast commitment to the people and communities who rely on us.

Fortifying Our Foundation for Long-Term Growth

Delivering reliable, high-speed connectivity to the communities we serve requires not just technological innovation, but also financial strength and strategic foresight. In 2024, we took deliberate steps to reinforce our financial position, ensuring we remain well-positioned for long-term success. Through disciplined capital management, strategic platform investments and enhanced liquidity initiatives, we focused on strengthening our balance sheet while continuing to deliver value to customers, associates and shareholders.

We achieved free cash flow growth (defined as Adjusted EBITDA less capital expenditures) and significant free cash flow conversion (measured as a percentage of Adjusted EBITDA), driven by ongoing capital efficiencies. These efficiencies are a direct result of our proactive network investment philosophy and our ability to leverage excess capacity to support growth. Our meaningful and predictable free cash flow enables us to remain focused on investing in future growth opportunities while remaining committed to our debt reduction initiatives.

As part of our disciplined financial strategy, we also took steps to amend our MBI investment partnership, providing, amongst other benefits, increased capital structure flexibility, enhanced liquidity and timing flexibility for a potential full acquisition of MBI — a move that would strengthen our long-term financial position.

DO RIGHT BY THOSE WE SERVE

Whether through providing reliable, high-speed connectivity, enhancing customer experiences or pursuing digital equity, we remain dedicated to earning and keeping the trust of our customers

DRIVE PROGRESS

Our focus on continuous improvement and innovation fuels our ability to adapt and thrive. From expanding our broadband reach to refining our digital platforms, we are always looking ahead to better serve our customers and associates.

LEND A HAND

Our commitment extends beyond connectivity. We invest in the well-being of our communities through local partnerships, charitable initiatives and programs that bridge the digital divide, seeking to ensure everyone has access to opportunity.

At the same time, we continued investing in broadband expansion for unserved and underserved areas—reinforcing our mission to bridge the digital divide. Alongside these efforts, operational transformations in technology, rebranding and efficiency initiatives have elevated our ability to operate as a more agile, customer-centric organization, ready to capitalize on future growth opportunities.

Driving Innovation and Competitive Strength

Our story in 2024 was one of transition—marked by agility, collaboration and an unwavering commitment from our associates. Whether it was field technicians working tirelessly to improve and maintain our network, customer service teams supporting families and businesses or our technology teams and business leaders collaborating behind the scenes to reimagine the processes and platforms that will drive future growth, our people stepped up in remarkable ways.

Their dedication and hard work helped us navigate a competitive landscape while continuing to deliver value to our customers. Our unwavering commitment, combined with the progress of our strategic initiatives, allowed us to maintain stability amidst heightened competition and fortify our position in the market.

As part of these efforts, we began trialing new pricing and packaging structures—offering flexible, compelling options designed to resonate with diverse customer segments, strengthening our customer acquisition engine and enhancing long-term growth. Additionally, the launch of our Friends & Family Customer Referral Program empowers our associates as brand ambassadors, fostering customer loyalty through trusted neighborly recommendations.

On the network side, we launched 2, 3 and 6 Gbps services, ensuring we stay ahead of customer demand while maintaining multi-gig leadership in our markets. At the same time, our ongoing investments in network capacity, reliability and intelligent Wi-Fi, powered by eero, continue to optimize in-home connectivity and improve the customer experience, contributing to reduced churn. We also introduced Secure Plus, a premium security solution that protects connected devices from cyber threats. Adoption of Secure Plus grew by 25% over the fourth quarter alone, underscoring the increasing importance of cybersecurity in today's digital world.

Beyond product and network advancements, we modernized operations by launching a unified billing system, which will consolidate multiple platforms for greater efficiency, cost savings and personalized pricing strategies. Artificial intelligence also played a greater role in optimizing customer service, with AI-driven sentiment analysis in our call centers, AI-enabled automated field maintenance processes and predictive churn modeling helping us better anticipate customer needs while reducing operational costs.

GROW CUSTOMERS TODAY

Bridging The Digital Divide

In alignment with our commitment to expand high-speed internet access in underserved communities, Sparklight is building a state-of-the-art, all-fiber network in Verde Village, Arizona. This investment, made possible through a public-private partnership with Yavapai County and supported by \$5 million in American Rescue Plan Act funding, will bring Gig-speed connectivity to local residents.

With service rolling out in phases throughout 2025, Verde Village residents will gain access to speeds ranging from 300 Mbps to 6 Gbps, enhancing opportunities for remote work, online learning, healthcare access and economic growth. This initiative underscores Sparklight's dedication to bridging the digital divide and fostering stronger, more connected communities.



Looking ahead, our commitment to delivering a neighborly customer experience, maintaining a network built for growth and evolving our technology will continue to catalyze growth and serve as a foundation for our strategy. But true innovation isn't just about technology — it's about people.

Every network upgrade, every digital transformation initiative and every operational improvement is designed to make life easier for our customers. Whether it's a family streaming their favorite show without buffering; a small business running smoothly with secure, high-speed internet; or a student accessing online learning from a rural town, our investments are about keeping people connected to what matters most.

Empowering Our Teams, Strengthening Our Communities

We made significant organizational changes in 2024 to empower our local teams and increase our agility. Realigning operations around regional growth centers amplifies our ability to adapt to market-specific needs and positions our teams to compete more effectively at the local level.

We know that change isn't always easy, but our teams embraced it with determination and a shared commitment to making Cable One stronger. By streamlining operations, we improved efficiencies and removed barriers that slowed progress, allowing teams to concentrate on serving customers and enhancing local market strategies.

Empowering our teams on the ground gives them the ability to make real-time decisions that best serve our local customers. They know their markets, their neighborhoods and their customers better than anyone, and they have the flexibility to quickly act on those deep insights. This shift is about more than efficiency — it's about giving our people the tools and trust to create real impact, reinforcing relationships with the communities we serve.

This deeper connection with our communities is also at the heart of another major milestone — the unification of our acquired companies under the Sparklight brand. The transition to a single brand reinforces our identity as a trusted neighbor and partner in the communities we serve.

To celebrate this milestone, we hosted rebranding events across our service areas, bringing together associates, customers and local leaders to mark this next chapter in our journey. These gatherings went beyond the name change — they were an opportunity to honor the deep relationships we've built and to reaffirm our commitment to being a trusted, reliable partner in people's lives.

With stronger brand recognition and a simplified service structure, we are better positioned to build lasting customer trust and engagement, ensuring a consistent and reliable experience across our entire footprint.



INNOVATE FOR TOMORROW Igniting Ideas

As part of our commitment to drive customer growth, we launched our Friends & Family Customer Referral Program, empowering our associates to serve as brand ambassadors within their communities. This initiative has already delivered strong engagement, with associates tapping into their personal networks to bring in new customers.

Angela Gall, a Senior Field Technician in Lawton, Oklahoma, leveraged her connections at the local military base, helping 10 service members get internet set up in their new homes. In Grenada, Mississippi, Advanced Technician Justin Benton turned a community Halloween Trunk or Treat event into an opportunity to share referral cards, resulting in 12 new referrals. Customer Care Specialist Regina Godette, based in Pascagoula, Mississippi, secured 17 referrals by engaging with friends at church, local organizations and even birthday gatherings.

Through grassroots efforts like these, our associates are not only generating referrals but also enhancing our connections within the communities we serve.

OUR 2024 RESULTS

\$1.6B

Total Revenue

\$854M

Adjusted EBITDA¹

78%

Residential High Speed
Data and Business Services
as a Percent of Revenue

1M+

Residential & Business
High Speed Data PSUs

¹ Adjusted EBITDA is a non-GAAP financial measure which is defined and reconciled to the most comparable GAAP financial measure on page 50 of the attached 2024 Annual Report on Form 10-K.

CELEBRATE CULTURE ALWAYS Sparklight Samaritans

Sparklight associates embody a culture of service, care and community—both on and off the job. Dwayne Dyess and Jasson Fitzgerald, Advanced Technicians in our Gulf Coast Region, exemplified these values through their heroic actions during a routine maintenance call in Mansfield, Louisiana.



While conducting plant maintenance in a neighborhood, Dwayne and Jasson spotted smoke and quickly rushed toward the source. A frantic neighbor alerted them that an elderly woman and six small children were trapped inside a burning home. Without hesitation, they called 911 and sprang into action, safely carrying the woman and children to a neighbor's home—just moments before the fire fully engulfed the house.

Their bravery and selflessness in a life-threatening situation make them true Sparklight Samaritans, and we are honored to have them as part of our team.

Looking Ahead: Positioned for Growth

As we enter 2025, Cable One is ready to capitalize on the groundwork laid in 2024. Our focus remains clear: expanding broadband revenue through targeted growth strategies, optimizing operations within our organization and investing in advanced technology to exceed customer expectations and maintain market leadership.

The hard work of 2024 wasn't just about adapting—it set the stage for something bigger. Every decision, every investment and every innovation we made was driven by one goal—to make life better for our customers, our associates and the communities we serve.

We are grateful for the trust you place in us—whether you are a shareholder, an associate or a customer who depends on us to stay connected to what matters most. Your belief in our vision fuels our determination to keep innovating, keep improving and keep delivering. We look forward to what we will build together in 2025 and beyond.

Julia M. Laulis
Chair of the Board
President & Chief Executive Officer

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2024

or

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:001-36863

Cable One®
Cable One, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

13-3060083

(I.R.S. Employer Identification No.)

210 E. Earll Drive, Phoenix, Arizona

(Address of Principal Executive Offices)

85012

(Zip Code)

(602) 364-6000

(Registrant's Telephone Number, Including Area Code)

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$0.01	CABO	New York Stock Exchange

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 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," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth 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 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

The aggregate market value of the registrant's common stock held by non-affiliates as of June 28, 2024, the last business day of the recently completed second fiscal quarter, was approximately \$2.0 billion, based on the closing price for the registrant's common stock on June 28, 2024. For purposes of this computation only, all executive officers, directors and 10% beneficial owners of the registrant as of June 28, 2024 are deemed to be affiliates of the registrant. Such determination should not be deemed to be an admission that such executive officers, directors, or 10% beneficial owners are, in fact, affiliates of the registrant.

There were 5,627,529 shares of the registrant's common stock outstanding as of February 21, 2025.

Documents Incorporated by Reference

Portions of the registrant's Definitive Proxy Statement relating to its 2025 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the registrant's fiscal year ended December 31, 2024, are incorporated by reference in Part III of this Form 10-K.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This document contains “forward-looking statements” that involve risks and uncertainties. These statements can be identified by the fact that they do not relate strictly to historical or current facts, but rather are based on current expectations, estimates, assumptions and projections about our industry, business, strategy, technologies, acquisitions and strategic investments, market expansion plans, dividend policy, capital allocation, financing strategy, the purchase price payable if the Call Option or Put Option (each as defined elsewhere in this Annual Report on Form 10-K) associated with the remaining equity interests in Mega Broadband Investments Holdings LLC (“MBI”) is exercised (such purchase price, the “Call Price” or “Put Price,” as applicable) and the anticipated timeline to consummate such transaction, our ability and sources of capital to fund the Call Price or Put Price, MBI’s future indebtedness and our financial results and financial condition. Forward-looking statements often include words such as “will,” “should,” “anticipates,” “estimates,” “expects,” “projects,” “intends,” “plans,” “believes” and words and terms of similar substance in connection with discussions of future operating or financial performance. As with any projection or forecast, forward-looking statements are inherently susceptible to uncertainty and changes in circumstances. Our actual results may vary materially from those expressed or implied in our forward-looking statements. Accordingly, undue reliance should not be placed on any forward-looking statement made by us or on our behalf. Important factors that could cause our actual results to differ materially from those in our forward-looking statements include government regulation, economic, strategic, political and social conditions and the following factors:

- rising levels of competition from historical and new entrants in our markets;
- recent and future changes in technology, and our ability to develop, deploy and operate new technologies, service offerings and customer service platforms;
- risks associated with our use of artificial intelligence (“AI”);
- our ability to continue to grow our residential data and business data revenues and customer base;
- increases in programming costs and retransmission fees;
- our ability to obtain hardware, software and operational support from vendors;
- risks that we may fail to realize the benefits anticipated as a result of our purchase of the remaining interests in Hargray Acquisition Holdings, LLC (“Hargray”) that we did not already own (the “Hargray Acquisition”);
- risks relating to existing or future acquisitions and strategic investments by us; including risks associated with the potential exercise of the Call Option or Put Option associated with the remaining equity interests in MBI;
- risks that the implementation of our unified billing system disrupts business operations;
- the integrity and security of our network and information systems;
- the impact of possible security breaches and other disruptions, including cyber-attacks;
- our failure to obtain necessary intellectual and proprietary rights to operate our business and the risk of intellectual property claims and litigation against us;
- our ability to maintain effective internal control over financial reporting and disclosure controls and procedures;
- legislative or regulatory efforts to impose network neutrality and other new requirements on our data services;
- additional regulation of our video and voice services or changes to government subsidy programs;
- our ability to renew cable system franchises;
- increases in pole attachment costs;
- changes in local governmental franchising authority and broadcast carriage regulations;
- the potential adverse effect of our level of indebtedness on our business, financial condition or results of operations and cash flows;
- the restrictions the terms of our indebtedness place on our business and corporate actions;
- the possibility that interest rates will rise, causing our obligations to service our variable rate indebtedness to increase significantly;
- risks associated with our convertible indebtedness;
- our ability to continue to pay dividends;
- provisions in our charter, by-laws and Delaware law that could discourage takeovers and limit the judicial forum for certain disputes;
- adverse economic conditions, labor shortages, supply chain disruptions, changes in rates of inflation and the level of move activity in the housing sector;
- pandemics, epidemics or disease outbreaks, such as the COVID-19 pandemic, have, and may in the future, disrupt our business and operations, which could materially affect our business, financial condition, results of operations and cash flows;
- lower demand for our residential data and business data products;
- fluctuations in our stock price;
- dilution from equity awards, convertible indebtedness and potential future convertible debt and stock issuances;
- damage to our reputation or brand image;
- our ability to retain key employees (whom we refer to as associates);
- our ability to incur future indebtedness;
- provisions in our charter that could limit the liabilities for directors; and
- the other risks and uncertainties detailed in the section entitled “*Risk Factors*” in this Annual Report on Form 10-K and in our subsequent filings with the Securities and Exchange Commission (the “SEC”).

Any forward-looking statements made by us in this document speak only as of the date on which they are made. We are under no obligation, and expressly disclaim any obligation, except as required by law, to update or alter our forward-looking statements, whether as a result of new information, subsequent events or otherwise.

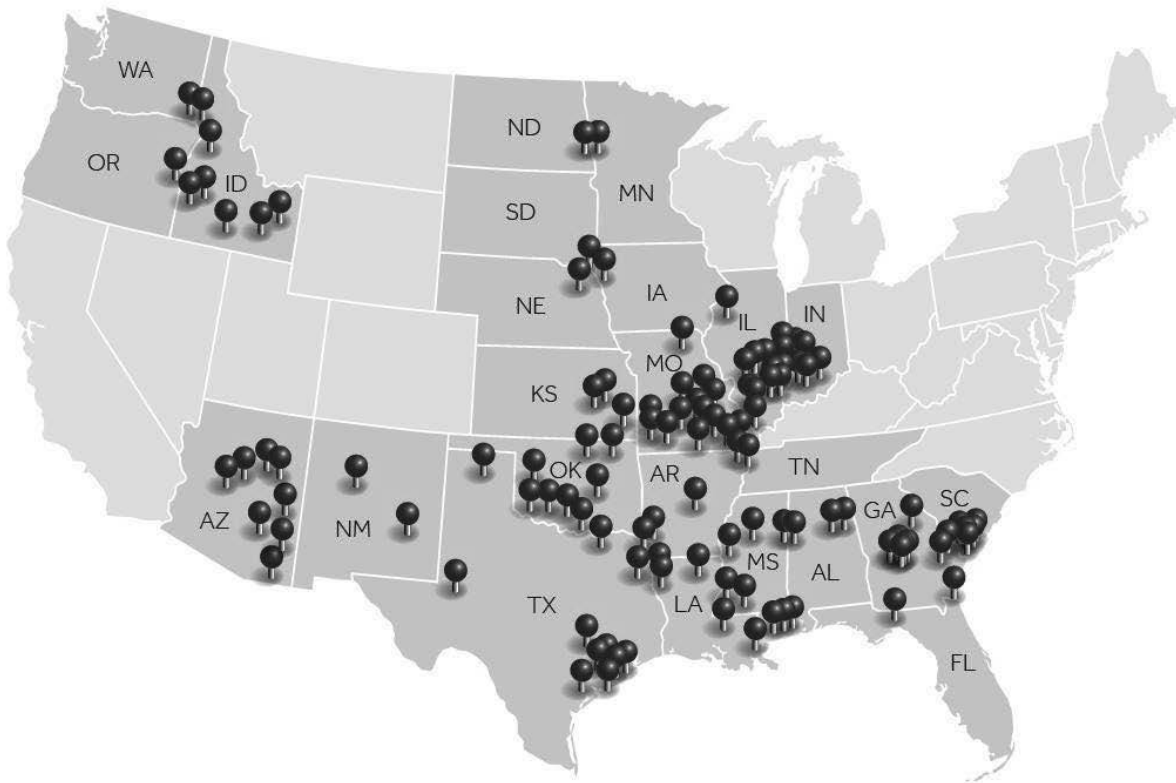
PART I

ITEM 1 BUSINESS

Overview

Cable One, Inc. (“Cable One,” “us,” “our,” “we” or the “Company”) is a leading broadband communications provider delivering exceptional service and enabling our customers to thrive and stay connected to what matters most. We strive to deliver an effortless experience by offering solutions that make our customers’ lives easier, and by relating to them personally as our neighbors and local business partners. Through Sparklight® and the associated Cable One family of brands, we are transforming the future of connectivity with a commitment to innovation, reliability and customer experience. We believe our robust infrastructure and cutting-edge technology keep our customers connected and help drive progress in education, business and everyday life. We believe the services we provide are critical to the development of new businesses and drive economic growth in the non-metropolitan, secondary and tertiary markets that we serve in 24 Western, Midwestern and Southern states. As of December 31, 2024, approximately 74% of our customers were located in seven states: Arizona, Idaho, Mississippi, Missouri, Oklahoma, South Carolina and Texas. We provided services to approximately 1.1 million residential and business customers out of approximately 2.8 million passings (which we previously referred to as homes passed) as of December 31, 2024. Of these customers, approximately 1,055,000 subscribed to data services, 114,000 subscribed to video services and 106,000 subscribed to voice services as of December 31, 2024.

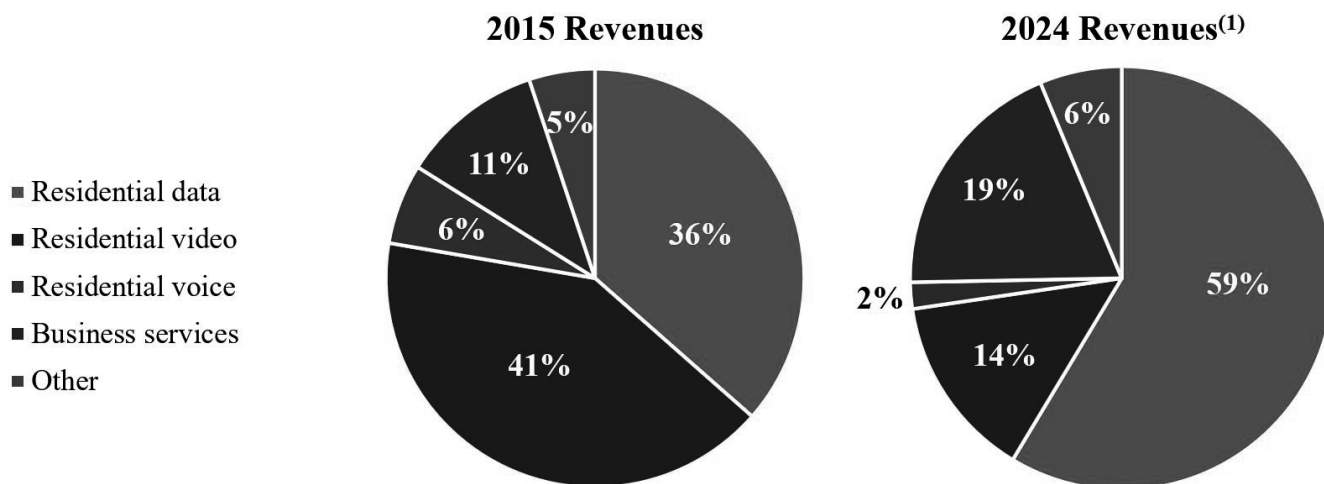
The following map shows the locations of our consolidated markets as of December 31, 2024:



We generate substantially all of our revenues through three primary product lines. Ranked by share of our total revenues during 2024, they are residential data (58.6%), business data (14.4%) and residential video (14.1%). The profit margins, growth rates and/or capital intensity of these three primary product lines vary significantly due to competition, product maturity and relative costs.

In 2024, our adjusted earnings before interest, taxes, depreciation and amortization (“Adjusted EBITDA”) margins for residential data and business data were approximately three and four times greater, respectively, than for residential video. We define Adjusted EBITDA margin for a product line as Adjusted EBITDA attributable to that product line divided by revenue attributable to that product line (see the section entitled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Use of Adjusted EBITDA*” for the definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to net income, which is the most directly comparable measure under generally accepted accounting principles in the United States (“GAAP”). This margin disparity is largely the result of significant programming costs and retransmission fees incurred to deliver residential video services, which in each of the last three years represented between 59% and 64% of total residential video revenues. Neither of our other primary product lines has direct costs representing as substantial a portion of revenues as programming costs and retransmission fees represent for residential video, and indirect costs are generally allocated on a per primary service unit (“PSU”) basis.

We focus on growing our higher margin businesses, namely residential data and business data services. Our strategy acknowledges the industry-wide trends of declining profitability of video services and declining revenues from residential voice services. The declining profitability of video services is due primarily to increasing programming costs and retransmission fees and competition from other streaming content providers, and the declining revenues from residential voice services are due primarily to the increasing use of wireless voice services instead of residential voice services. Separately, we have also historically focused on retaining customers who are likely to produce higher relative value over the life of their service relationships with us, are less attracted by discounting, require less support and churn less, while more recently supplementing our growth by targeting a broader scope of incremental customers, including those who are more value-conscious. This strategy has focused on increasing Adjusted EBITDA, driving higher margins and delivering attractive levels of Adjusted EBITDA less capital expenditures over the long-term. The following chart shows the breakdown of our revenues in 2024 as compared to 2015, the year we became an independent public company following the completion of our spin-off from Graham Holdings Company (“GHC”):



(1) For 2024, 14% of total revenues related to business data services.

Excluding the effects of our recently completed and any potential future acquisitions and divestitures, the trends described above have impacted, and are expected to further impact, our three primary product lines in the following ways:

- Residential data.* We have experienced significant growth in residential data customers and revenues since 2013 and we expect growth for this product line to continue over the long-term. We believe upgrades made in our broadband capacity, our ability to offer higher access speeds than many of our competitors, the reliability and flexibility of our data service offerings, our Wi-Fi offerings and continuously growing data usage by consumers and their demand for higher speeds will enable us to continue growing average monthly revenue per unit (“ARPU”) from our existing customers over the long-term and capture additional market share. Our broadband plant generally consists of a fiber-to-the-premises (“fiber”) or hybrid fiber-coaxial (“HFC”) network with ample unused capacity, and we offer our data customers internet products at some of the fastest speeds available in our markets. During the fourth quarter of 2024, our average residential data customer used approximately 774 Gigabytes of data per month, with over 27% of our customers using over 1 Terabyte of data per month. We believe that the capacity and reliability of our networks is equal to or exceeds that of our competitors in most of our markets and best positions us to meet the continuously increasing consumption demands of customers.

- *Business data.* We have experienced significant growth in business data customers and revenues since 2013. We attribute this growth to our strategic focus on increasing sales to business customers and our efforts to attract enterprise and wholesale business customers. We expect to experience continued growth in business data customers and revenues over the long-term. Margins for products sold to business customers have remained attractive, which we expect will continue.
- *Residential video.* Residential video service is an increasingly fragmented business, with programming costs and retransmission fees continuing to escalate in the face of a proliferation of streaming content alternatives. We intend to continue our strategy of focusing on the higher-margin businesses of residential data and business data services while de-emphasizing our video business. As a result of our video strategy, we expect that residential video customers and revenues will continue to decline. We offer Sparklight® TV, an internet protocol-based (“IPTV”) video service that allows customers with our Sparklight TV app to stream our video channels from the cloud. This transition from linear to IPTV video service enables us to reclaim bandwidth, freeing up network capacity to increase data speeds and capacity across our network.

We continue to experience increased competition, particularly from telephone companies; fiber, municipal and cooperative overbuilders; fixed wireless data (“FWA” or “cell phone internet”) providers; and over-the-top (“OTT”) video providers. Because of the levels of competition we face, we believe it is important to make investments in our infrastructure. In addition, a key objective of our capital allocation process is to invest in initiatives designed to drive revenue and Adjusted EBITDA expansion. Approximately 61% of our total capital expenditures since 2017 focused on infrastructure improvements intended to grow these measures. We continue to invest capital to, among other things, increase fiber density and coverage, expand our footprint, increase plant and data capacity, enhance network reliability and improve the customer experience. We have rolled out multi-Gigabit download data service to over 40% of our markets and currently offer Gigabit download data service to all of our passings. We have also deployed DOCSIS 3.1 and begun the deployment of DOCSIS 4.0, which, together with Sparklight TV, further increases our network capacity and enables future growth in our residential data and business data product lines.

We expect to continue to devote financial resources to infrastructure improvements in existing and newly acquired markets as well as to expand high-speed data service in areas adjacent to our existing network. We believe these investments are necessary to continually meet our customers’ needs and remain competitive. The capital enhancements associated with acquisitions include rebuilding low-capacity markets; reclaiming bandwidth from analog video services; implementing 32-channel bonding; deploying DOCSIS 4.0; consolidating back-office functions such as billing, accounting and service provisioning; migrating products to Cable One platforms; and expanding our high-capacity fiber network.

Our primary financial goals are to continue growing residential data and business data revenues, to increase profit margins and to deliver strong Adjusted EBITDA and Adjusted EBITDA less capital expenditures over the long-term. To achieve these goals, we intend to continue our disciplined cost management approach, remain focused on customers with expected higher relative value, supplement our growth by targeting a broader scope of incremental customers, including those who are more value-conscious, combat competitive threats in our markets through more targeted pricing and product offerings and follow through with further planned investments in broadband plant upgrades, including the continued deployment of DOCSIS 4.0 capabilities and new data service offerings for residential and business customers. We also plan to seek broadband-related acquisition and strategic investment opportunities in rural markets in addition to the pursuit of organic growth through market expansion projects. Given our strategic focus on our higher margin residential data and business data product lines, we assess our level of capital expenditures relative to Adjusted EBITDA, unlike others in our industry who may compare their capital expenditures to revenues due to their much larger residential video customer bases.

Beginning in the fourth quarter of 2023, we increased our efforts to supplement the growth of our residential data customer base by targeting a broader scope of incremental customers, including those who are more value-conscious, through more targeted pricing and product offerings. These efforts, along with certain targeted competitive repricing efforts, contributed to a reduction in residential data services ARPU during 2024.

Our business is subject to extensive governmental regulation, which substantially impacts our operational and administrative expenses. Thus, we could be significantly impacted by changes to the existing regulatory framework, whether triggered by legislative, administrative or judicial rulings. The Federal Communications Commission (the “FCC”) currently is considering several initiatives that could lead to increased regulation of our data, voice and video services (see the section entitled “*Regulation and Legislation*”). Some states, including Arizona and Missouri (where we have subscribers), have proposed administrative actions and/or legislation in the past, which if adopted could lead to increased regulation of our provision of data services. Several states, including Minnesota, Oregon and Washington (where we also have subscribers), have adopted legislation that requires entities providing broadband internet access service in the state to comply with net neutrality requirements or that prohibits state and local government agencies from contracting with internet service providers that engage in certain network management activities based on paid prioritization, content blocking or other discrimination. We cannot predict whether or when any future changes to the regulatory framework will occur at the federal or state level or whether or to what extent those changes may affect our operations or impose additional costs on our business.

We serve our customers through a plant and network with capacity generally measuring 750 megahertz or higher and have DOCSIS 3.1 capabilities throughout our systems. Our technologically advanced fiber-based infrastructure provides for delivery of a full suite of data, video and voice products. Our broadband plant generally consists of a fiber or HFC network with ample unused capacity, and all of our passings have access to Gigabit download speeds, including over 40% of our markets that have access to multi-Gigabit download speeds, which we believe meaningfully distinguishes our offerings from certain competitors in our markets. As a result of multi-year investments in our plant and network, we increased broadband capacity and reliability, which has enabled and will continue to enable us to offer even higher download speeds to our customers. In addition to the deployment of symmetrical Gigabit speeds over our data network in select markets beginning in 2023, we also began deploying DOCSIS 4.0 in the fourth quarter of 2024. These upgrades will allow us to further increase plant capacity in support of continually increasing data usage by customers. We believe these investments will reinforce our competitive strength in this area.

Corporate History

In 1986, The Washington Post Company (the prior name of our former corporate parent, GHC) acquired 53 cable television systems with approximately 350,000 video subscribers in 15 Western, Midwestern and Southern states. We completed over 30 acquisitions and dispositions of cable systems through 2015, both through cash sales and system trades. In the process, we substantially reshaped our original geographic footprint and resized our typical system, including exiting a number of metropolitan markets and acquiring cable systems in non-metropolitan markets that fit our business model. On July 1, 2015, we became an independent public company traded under the ticker symbol "CABO" on the New York Stock Exchange after completion of our spin-off from GHC.

In addition to our organic growth, we have also completed a number of acquisitions since our spin-off. In 2017, we acquired RBI Holding LLC ("NewWave") for \$740.2 million. In 2019, we acquired Delta Communications, L.L.C. ("Clearwave") for \$358.8 million and Fidelity Communications Co. ("Fidelity") for \$531.4 million. In 2020, we acquired Valu-Net LLC ("Valu-Net") for \$38.9 million and contributed the assets of our Anniston, Alabama system (the "Anniston System") to Hargray in exchange for an approximately 15% equity interest in Hargray. We subsequently acquired the remaining approximately 85% equity interest in Hargray in 2021 for approximately \$2.0 billion. We also acquired certain assets and assumed certain liabilities from Cable America Missouri, LLC ("CableAmerica") for \$113.1 million in late 2021 and completed a small acquisition for \$4.3 million in the third quarter of 2024.

In 2020, we completed the rebranding of our legacy Cable One consumer-facing business to Sparklight and in 2024 took substantial steps towards the completion of the rebranding of our acquired operations, which will result in a Company-wide unified brand. The Sparklight brand better conveys who we are and what we stand for – a company committed to providing our communities with connectivity that enriches their world - and solidified our shift in focus from video to data offerings. As part of the rebranding, we streamlined our residential internet service plans and pricing and strengthened our commitment to the communities we serve through educational programs, corporate giving and donations of time and resources.

In recent years, we have made investments in several broadband-centric providers serving non-urban markets that follow various strategies similar to our own. Such strategic investments capitalize on opportunities that may not have existed under a full ownership model, allow us to participate more aggressively in the fiber expansion business and may potentially provide future acquisition or investment opportunities, while allowing our management team to focus on our core business and without burdening our cash flow:

- In 2020, we invested a combined \$634.9 million in CTI Towers, Inc. ("CTI"), AMG Technology Investment Group, LLC ("Nextlink"), Wisper ISP, LLC ("Wisper") and MBI and contributed the assets of the Anniston System to Hargray in exchange for an approximately 15% equity interest.
- In 2021, we invested a combined \$95.8 million in Point Broadband Holdings, LLC ("Point"), Tristar Acquisition I Corp ("Tristar") and Nextlink.
- In 2022, we contributed certain fiber operations to a newly formed entity, Clearwave Fiber LLC ("Clearwave Fiber") (the "Clearwave Fiber Contribution") in exchange for an approximately 58% equity interest in Clearwave Fiber valued at \$440.0 million as of the closing date and invested a combined \$41.8 million (including \$7.0 million of the fair value of our divested Tallahassee, Florida system) in Point, MetroNet Systems, LLC ("MetroNet"), Visionary Communications, Inc. ("Visionary") and Northwest Fiber Holdco, LLC ("Ziply").

- In 2023, we invested an additional \$1.6 million in Visionary and an additional \$27.8 million in Zply. Also, we redeemed our equity investment in Wisper for total cash proceeds of \$35.9 million and divested our equity investment in Tristar for total cash proceeds of \$20.9 million.
- In 2024, we invested an additional \$20.0 million in Nextlink, increasing our equity interest to approximately 22% in the second quarter of 2024 (see note 6 of the notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for further details). Also in 2024, we amended our agreement with MBI as described within the section entitled "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Condition: Liquidity and Capital Resources – Liquidity*" in this Annual Report on Form 10-K.

Industry Overview

We are a fully integrated provider of data, video and voice services to residential and business customers across various geographic regions in the United States, with a primary focus on residential data and business data services. We provide services that are similar to those provided by cable companies, telephone companies and fiber providers, among others. These providers, each to a varying degree, own and/or lease a network that allows them to deliver their services and distribute their signals to the homes and businesses of subscribers. In addition to building their own network backbone and/or leasing physical access to the network backbone, companies providing video services also purchase licenses to provide their subscribers with access to television channels owned by programmers and broadcasters via distribution over the network backbone. Companies providing video services also typically sell advertising on their video channels.

These providers generate revenue by charging subscription fees to their residential and business customers at rates that vary according to the data, video and/or voice services for which customers subscribe and the type of internet access and equipment furnished to them. These companies generally market and sell their services in bundles or packages in order to maximize the number of PSUs per household, as they believe it is desirable to sell multiple products jointly so that the fixed costs per customer can be spread over multiple PSUs. These providers generally operate in their chosen geographic markets under either non-exclusive franchises or other telecommunications licenses granted by state or local authorities for specified periods of time.

We have a record of consistent, long-term financial and operational success driven by our differentiated operating philosophy and culture. We emphasize focus as opposed to scale, which is a departure from the historical, more conventional strategies employed in our industry, but is well suited to the markets in which we operate and enables us to take advantage of our strengths.

Our Strengths

We leverage a variety of strengths as a service provider, stemming from, among other things, historical and ongoing capital investments in our plant and our focus on serving customers in non-metropolitan markets. These strengths include the following:

Attractive markets and regional diversification. Our customers are located primarily in non-metropolitan, secondary and tertiary markets with favorable competitive dynamics in comparison to major urban centers. In particular:

- We tend to face less vigorous competition than similar service providers in metropolitan markets at this time. In over 40% of our footprint, we do not have a wired competitor that offers residential broadband download speeds of 100 Megabits per second ("Mbps") or higher.
- Advances in technology often come later to our markets — for example, fewer competitors in our markets offer fiber service than in more densely populated markets.
- We are regionally diversified, reducing the impact that an economic downturn, a natural disaster or a new competitor in a specific geographic area would have on our overall business.

Deep customer understanding. We have operated as a non-metropolitan service provider for over 30 years and we are attuned to the unique needs of customers in these areas. In order to understand our customers' demands and preferences, we routinely conduct customer research through a variety of methods, including customer satisfaction surveys, geo-demographic segmentation studies and other analytics. Together with the direct customer contact we engage in through our virtual call centers and local operating offices, we have gained valuable insight into how to serve customers in our markets, including with respect to providing an optimal mix of data speeds, price points and best-in-class customer service levels. In addition, a majority of our associates reside and work in our markets, providing local services through education programs and donations of time and resources that enhance our commitment to the communities we serve. In 2024, we reset the relationships between local and corporate teams to optimize our complementary strengths, combining local focus and know-how with centralized business assets and support, with a shared commitment to compete fiercely to win customers for life. As a result of more decision-making being shifted to the local level, our teams have been empowered with the resources necessary to act with speed and agility in the best interest of customers, be more neighborly and win business locally.

Robust broadband technology with ample unused capacity. We offer our residential data and business data customers internet products at some of the fastest speeds available in our markets. Our broadband plant generally consists of a fiber or HFC network with ample unused capacity. During the fourth quarter of 2024, our average residential data customer used approximately 774 Gigabytes of data per month, with over 27% of our residential data customers using over 1 Terabyte of data per month. We are also committed to ensuring the reliability of our services not only to each customer's premises, but to each of the individual devices connected to our network.

We offer a wide-ranging array of broadband offerings to our customers. Our fastest broadband offering for most of our residential customers is currently a download speed of up to 1 Gigabit per second (“Gbps”), although over 40% of our markets now have access to download speeds of up to 2 Gbps, with further multi-Gigabit rollouts planned in the future. We also offer an advanced Wi-Fi solution to residential customers across substantially all of our footprint that provides customers with enhanced Wi-Fi signal strength, which extends and improves the Wi-Fi signal throughout the home. This service is offered free of charge to residential customers who rent one or more modems from us. We have rolled out a Wi-Fi 6E mesh system offering, one of the most advanced Wi-Fi systems available in the market today. On the business side, we offer our small- and medium-sized business customers up to 6 Gbps symmetrical speeds over fiber in select markets and our enterprise customers 10 Gbps symmetrical speeds over fiber.

Network reliability is critical to our success and is a major tenet of our day-to-day operating philosophy. Our investment in and focus on future demand planning is intended to ensure that network performance is never a barrier to customer satisfaction. We have continually made ongoing investments in our legacy and acquired systems, increasing our broadband capacity and reliability. We have invested over \$1 billion over the last three years to bring fast, reliable high-speed data service to our markets. We expect to continue to invest in strategic capital projects, including those associated with newly acquired operations and market expansions, because we believe the competitive benefits will be significant, particularly for data services. We also made the following capital investments in 2024:

- We continued to decrease the average number of data customers per unique service group by aggressively splitting service areas (fiber nodes), which substantially improves data throughput during periods of peak usage, minimizing disruptions in data access speeds to our customers.
- We continued to invest in plant upgrade projects, which have enhanced reliability and allowed us to stay ahead of the consumption curve related to broadband capacity and utilization, and plant extension projects, which have expanded the number of serviceable homes and businesses.
- We continued to deploy 10 Gbps-capable fiber technology for both residential and business customers across multiple markets, placing fiber deeper into the network and closer to customers.

We anticipate that the projects we have invested in over the last several years will facilitate sustained increases in residential data and business data revenues and customer satisfaction.

Low cost structure and competitive pricing. We believe our operating costs, taken as a whole, are as low as or lower than any major service provider. We attribute our low-cost structure to a committed focus on retaining our higher value customers and our focus on our higher margin product lines over our video product, which requires increasingly costly programming fees. In addition, because we operate our residential data and business data services with a competitive plant and cost structure, we are able to offer our customers both attractive pricing and compelling products.

Integration acumen. We believe a variety of acquisition targets continue to provide attractive accretive opportunities. We also continue to learn and adopt best practices and solutions from our acquired operations. Whether it's our company-wide incentive program we implemented from NewWave, the innovative video chat solution from Fidelity that proved essential to connecting and servicing customers during the pandemic, the adoption of Hargray's human resources platform or the talented associates who have joined our company across all of our acquisitions, the valuable experience and tangible and intangible gains from these acquisitions has sharpened our expertise in applying our best in class operating model, leading to meaningful synergy realizations and margin expansion beginning shortly after the completion of each acquisition.

Continuous process improvement mindset. From transactional improvements to large scale innovations, continuous process improvement permeates all that we do to thrive in an increasingly competitive marketplace and remain a cost-efficient operator. Through the use of an industrial engineering framework and agile mindset, we are able to quickly and effectively react to developments in our markets and implement new initiatives to maximize our operating performance. For example, we implemented a unified call center platform powered by AI, enhancing the way we support and engage with our customers by leveraging advanced machine learning and analytics to optimize call routing, provide real-time insights to associates and improve overall service efficiency. By analyzing customer interactions and identifying patterns, the platform helps streamline support processes and reduce resolution times. As we continue to enhance this platform, we anticipate future advancements will introduce greater automation, predictive analytics and AI-driven customer insights. These innovations are expected to further empower our associates with real-time recommendations, sentiment analysis and automated workflows, ultimately driving a more proactive and personalized customer experience.

Customer satisfaction. We have a customer-focused approach, influencing how we organize, how we sell our services and how we service our customers. A majority of our associates live and work in the communities that we serve and are neighbors to our customers. We believe that our dedication to providing a differentiated customer experience is an important driver of our overall value proposition and creates loyalty, improves customer retention and drives increased demand for our services. We focus on customer satisfaction, with an emphasis on consistently benchmarking our customer satisfaction over time and relative to our competitors based on internally and externally generated customer satisfaction data. We continue to focus on making the lives of our customers easier by providing value-added services, such as expanding customer self-service options through improved residential and business online portals and creating a more personalized experience in updated and refreshed local offices. In addition, we provide 24/7 network monitoring and support to ensure our customers experience the highest quality and most reliable service possible.

Associate satisfaction. Associates are the heart of Cable One. Our operating success is driven by engaged and committed associates. We believe our customers' satisfaction is tightly linked to our associates' satisfaction, which has been consistently high throughout the past decade. We measure our associate satisfaction annually along with conducting multiple periodic associate surveys.

Experienced management team. Our senior management team is comprised of executives who have significant experience in our industry. As of December 31, 2024, our executive officers have an average industry tenure of over 26 years and an average tenure at Cable One (or its predecessors) of nearly 9 years, and we believe this team is deeply knowledgeable about cost and competitive conditions in our markets. They also understand and are deeply committed to our strategy, which we developed, enhanced and updated on a collaborative basis over many years.

Our Strategy

Our purpose is to connect our customers and communities to what matters most by doing right by those we serve, driving progress and lending a hand. We accomplish this through a multi-faceted strategy that builds upon our long track record of focusing on the right markets, the right products and the right customers, as well as controlling our operating and capital costs. More specifically, our strategy includes the following principal components:

Focus on non-metropolitan markets. We believe our decision over two decades ago to concentrate on non-metropolitan markets has served us well, and we intend to continue to focus on offering our products primarily in these markets. The economics of non-metropolitan markets, for which we have optimized our strategy and our operations, are different from operations in major cities and have yielded positive operating results for our business. The dynamics of non-metropolitan markets, which tend to have less vigorous competition than more densely populated metropolitan markets, enable us to operate at attractive margins and earn substantial returns, while remaining consistent with our focus on meeting customer demand for attractive product offerings at great value.

Prioritize higher growth, higher margin opportunities. We concentrate on opportunities that maximize Adjusted EBITDA less capital expenditures and provide the best path for profitable growth over the long-term. We believe our video and voice product lines face long-term declines. With respect to our video product, programmers and broadcasters are charging higher rates and retransmission fees for content to distributors providing video services (often for content for which viewership is declining), and distributors have had to choose between absorbing those increases to the detriment of their margins or passing on the full cost to customers, which adversely affects customer demand. At the same time, the rapid expansion of OTT offerings has given customers new alternatives to traditional video offerings. In addition, customer demand for wireless voice services has reduced demand for voice services from us and others in our industry. As a result, we have reduced our focus on these product lines and prioritized higher growth and higher margin opportunities in residential data and business data services.

We have declined to cross-subsidize our video business with cash flow from our higher margin products, which has resulted in our residential video customers declining at a faster rate than the industry average. Our residential video PSUs decreased by 20.0% when comparing 2024 versus 2023 and 21.6% when comparing 2023 versus 2022. While this strategy runs contrary to the historical, conventional wisdom in our industry, which put heavy emphasis on video customer counts and maximizing the number of PSUs per customer by bundling and discounting services, we believe it best positions us for long-term success. For us, success in growing and retaining residential data and business data customers is far more important than maximizing the number of customers who choose triple-play packages combining data, video and voice services.

Drive growth in residential data and business data services. We believe our residential data and business data services products provide attractive future growth opportunities. Our disciplined prioritization of residential data and business data services is generally reflected in all aspects of our business strategy, including pricing, the allocation of sales, marketing and customer service resources, capital spending and supplier negotiations. During 2024, we continued to diversify our revenue streams away from video as residential data and business data services represented 73.1% of our total revenues versus 71.6% for 2023 and 67.0% for 2022. We believe we have demonstrated that it is possible to decouple unit growth in our residential data and residential video businesses, which historically were marketed as a package. We focus on selling data-only packages to new customers rather than cross-selling video services to these customers, and a large majority of our residential customers are data-only.

Our business data revenues increased \$5.8 million, or 2.6%, in 2024 compared to 2023. We expect to grow business data services over the long term by leveraging and investing in our existing infrastructure capabilities and footprint to offer higher broadband speeds, more choice and greater value than other providers in our markets and to expand our business data services to attract more small, medium-sized, enterprise and wholesale business customers.

Continue our culture of cost leadership. Our operating margins compare very favorably with those of larger companies in our industry. This is the antithesis of normal economies-of-scale expectations, where higher volumes are expected to create lower costs per customer and increase operating margins. Rather than increasing our size and seeking cost savings through economies-of-scale, we have achieved our lower cost structure over many years by focusing on:

- serving primarily non-metropolitan, secondary and tertiary markets, which contain different customer dynamics from those in metropolitan markets and would require us to implement additional operational components;
- implementing a virtually centralized call center to receive inbound customer service calls and dispatch technicians across all of our markets, while keeping the majority of our call center associates in our non-metropolitan markets;
- standardizing our programming offerings across most of our markets, which reduces our customer service costs, in contrast to other service providers that offer different programming packages in different markets;
- aligning our resources to emphasize increased sales of residential data and business data services and continuing our disciplined cost management approach, rather than committing resources equally to sales of all of our products;
- investing in self-service channels to improve customer satisfaction by allowing us to meet changing customer expectations for around-the-clock service while also avoiding unnecessary wait times;
- implementation of digital transformation initiatives that include automation and customer self-service within our processes, which enables us to better allocate resources to more value-added activities and enables our customers and associates to thrive in an increasingly digital world; and
- engineering process improvements throughout the organization, such as process mapping and standardization; demand and resource planning, including with third party vendors; process step reductions; and internal associate surveys to identify training gaps and process choke points.

We believe our strategy has produced positive results for our customers, associates and stockholders and we have been applying this strategy in our acquired operations. Our strategy has allowed us to continually decrease customer service calls and truck rolls, while simultaneously maintaining customer satisfaction scores.

Balanced capital allocation. We are committed to a disciplined approach to evaluating acquisitions, internal and external investments, capital structure optimization and return of capital in order to build long-term stockholder value. We proactively invest in our network, within both existing markets and in near-adjacent areas. We also assess available inorganic opportunities through either full acquisitions of, or strategic investments in, complementary companies as we believe part of our strategy is to be the natural aggregator of rural broadband assets in small cities and large towns. When identifying and assessing acquisition targets, we look for providers with a data-centric product mix, comparable market demographics, geographic alignment, attractive competitive positions, visible growth and margin expansion opportunities, stable financial performance, leading broadband technologies and similar cultures. When evaluating strategic investment opportunities, we look for companies that we would consider acquiring in the future that have proven operating leaders alongside trusted financial partners. We have historically returned capital to shareholders through dividends, opportunistic share repurchases and the paydown of outstanding debt.

Employ rigorous data analytics. In order to gain our deep understanding of our customers and drive profitable decision making throughout the organization, we have implemented a suite of business intelligence tools that enable us to identify and capitalize on profitable business opportunities. We use data analytics to help refine our go-to-market strategy, identify customers likely to produce higher relative value over the life of their service relationships with us and combat competitive threats in our markets through more targeted pricing and product offerings. Our investments in business intelligence have enabled us to integrate, analyze and visualize increasingly complex data sets, in near real-time, and in a format that drives strategic and operational decisions. As a result, our organization has more rapidly identified, modeled, tested, analyzed and implemented initiatives that align with our strategic focus of attracting and retaining higher relative value customers, supplemented by the targeting of a broader scope of incremental customers, including those who are more value-conscious. Business intelligence also enables us to be more predictive with customer habits and industry-wide trends. For example, our decision to focus on data-only customers was guided by such data analytics.

Our Products

Residential Data Services

Residential data services represented 58.6%, 58.4% and 54.8% of our total revenues for 2024, 2023 and 2022, respectively. We offer simplified data plans with lower pricing and higher speeds across our premium tiers, with download speeds up to 1 Gbps available to all of our residential customers. In over 40% of our markets, we have rolled out multi-Gigabit download service offerings with further multi-Gigabit rollouts planned in the future. We also offer unlimited data options on most of our plans across most of our markets. Further, to meet the increasing bandwidth needs of our customers who use a growing number of devices in the home, we offer most of our customers our advanced Wi-Fi service combining state-of-the-art technology solutions with certified technicians, who locate and configure hardware based on individual customer needs. This service provides customers with enhanced Wi-Fi signal strength, which extends and improves the Wi-Fi signal throughout the home.

Business Data and Other Services

We consider the data, voice and video products we provide to our business customers to be a separate product from our residential versions of these services. Business services represented 19.0%, 18.1% and 17.9% of our total revenues for 2024, 2023 and 2022, respectively. We offer services for businesses ranging in size from small to mid-market, in addition to enterprise, wholesale and carrier customers. We believe we will continue to experience growth in sales to business customers over the long term given the sizeable total addressable market within our footprint and our history of expanding penetration rates.

Our offerings for small businesses are provided over both our fiber and HFC networks, with all new buildouts being fiber. Our data services offer various options with download speeds ranging from 25 Mbps up to 2 Gbps over HFC, with varying upload speeds, along with managed Wi-Fi. Our small business voice solutions include hosted voice with unified communications as a service from one line to multi-line options, including the availability of popular calling features like simultaneous ring, hunt groups and selective call forwarding. Business video packages range from a basic service tier to a comprehensive selection including variety, news and sports programming in high-definition. Our small- and medium-sized business customers experience up to 6 Gbps symmetrical speeds over fiber in select markets.

We offer delivery of data and voice services using fiber technology primarily for mid-market customers. This shared fiber architecture provides for symmetrical data speeds ranging from 50 Mbps to 6 Gbps. We expect to expand this technology to additional areas and markets each year for the foreseeable future, especially in our competitive locations.

For enterprise and wholesale customers, we offer dedicated bandwidth and Enterprise Wi-Fi in addition to multiple voice services via fiber optic technology. Our fiber optic-based products include dark fiber in addition to dedicated internet access and E-Line, E-Lan and E-Access Ethernet services. We also offer network-to-network interface connections to other carriers at multiple points of presence across the United States. Our enterprise customers experience symmetrical speeds of up to 10 Gbps over fiber.

Residential Video Services

Residential video services represented 14.1%, 15.4% and 19.1% of our total revenues for 2024, 2023 and 2022, respectively. We offer a broad variety of residential video services, generally ranging from a basic video service to a full digital service with access to hundreds of channels. We offer Sparklight TV, an IPTV video service and a cloud-based digital video recorder ("DVR") service that allows customers to stream our video channels from the cloud through a new app on supported devices, such as the Amazon Firestick, Apple TV and Android-based smart televisions that does not require the use of a set-top box.

Residential Voice Services

Residential voice services represented 2.0%, 2.2% and 2.5% of our total revenues for 2024, 2023 and 2022, respectively. The majority of our residential voice service offerings transmit digital voice signals over our network and are interconnected Voice over Internet Protocol ("VoIP") services. We also offer traditional telecommunications services through some of our subsidiaries.

Competition

We operate in a highly competitive, subscriber-driven and rapidly changing industry and compete with a growing number of entities that provide a broad range of communications products, services and content to subscribers. Our competitors have historically included, and we expect will continue to include, telephone companies that offer data and video services through digital subscriber line ("DSL") technology or fiber-to-the-node networks, municipalities and cooperatives with fiber-based networks, regional fiber providers and other service providers that have been granted a franchise to operate in a geographic market where we operate. In over 40% of our footprint, we do not have a wired competitor that offers residential broadband download speeds of 100 Mbps or higher.

We also face increasing competition from wireless telephone companies for our residential voice services, as our customers continue to replace our residential voice services with wireless voice services. New entrants with significant financial resources may compete on a larger scale with our video and data services, and as more wireless voice service providers offer unlimited data options, some customers may choose to forgo our data services altogether. We may also face increasing competition from various providers of wireless internet offerings, including cell phone internet providers that continue to deploy high-speed "5G" wireless networks where they have higher capacity spectrum and public locations or commercial establishments offering Wi-Fi at no cost. To date we have not experienced meaningful cell phone internet-triggered customer losses. However, new value-conscious customer acquisitions have been impacted by the presence of cell phone internet providers in certain of our markets. As cell phone internet providers continue to enter our markets, we believe we will be in a strong long-term competitive position as our wired infrastructure provides for speeds and capacity far in excess of what any cell phone internet offering can provide given the limitations of the technology.

Certain municipalities and cooperatives have also announced plans to construct their own data networks with access speeds that match or exceed ours through the use of fiber-to-the-node or fiber-to-the-premises technology. In some cases, local government entities and municipal utilities may legally compete with us without obtaining a franchise from a state or local governmental franchising authority ("LFA"), reducing their barriers to entry into our markets. The entrance of municipalities as competitors in our markets would add to the competition we face and could lead to some customer attrition.

Competition for dedicated fiber-optic services for enterprise business customers is also intense as both local telephone companies and regional overbuilders offer data and voice services over dedicated fiber connections. While certain of these entities are currently more widely known for dedicated fiber services than we are, we maintain a competitive advantage through our local presence and deep customer relationships in the communities we serve.

While not an area of strategic focus for us, our video business also faces substantial and increasing competition from other forms of in-home and mobile entertainment, including, among others, Amazon Prime Video, Apple TV+, Disney+, Max, Hulu, Netflix, Paramount+, Peacock, YouTube TV and an increasing number of new entrants who offer OTT video programming, including many traditional programmers. Because of the significant size and financial resources of many of the companies behind such service offerings, we anticipate that they will continue to invest resources in increasing the availability of video content over the internet, which may result in less demand for the video services we provide. Despite the negative impact this competition has on our video business, these services also generate additional demand for our residential data business due to customers' continued growing need for data services.

In addition, federal and state governments have offered billions of dollars in subsidies to companies deploying broadband to areas deemed to be “unserved” or “underserved,” using funds from the FCC’s Rural Digital Opportunity Fund (“RDOF”) auction in 2020, The American Rescue Plan Act of 2021 (“ARPA”) and The Infrastructure Investment and Jobs Act of 2021 (the “Infrastructure Act”), including the Broadband Equity Access and Deployment Program (“BEAD”), or individual state broadband programs. In some cases, we are the recipient of these subsidies, and in others, we have opposed or challenged grants of such subsidies to competitors when directed to areas we already serve. Our challenge efforts may not always be successful and efforts to use governmental funds to subsidize the deployment of broadband in areas we already serve could result in increased competition.

Human Capital Resources

Associate Metrics

As of December 31, 2024, we had 2,817 full-time and part-time associates, compared to 2,993 full-time and part-time associates at December 31, 2023. None of our associates were represented by a union as of December 31, 2024 or 2023.

Associate Engagement, Retention and Compensation Programs and Benefits

We believe our associates are our most important resource and are critical to our continued success. We strive to attract, develop, motivate and retain associates with an emphasis on performance and productivity. We seek to maintain alignment, foster accountability and encourage long-term focus throughout all levels of associates at our Company. Our average associate tenure at Cable One (or its predecessors) is nearly 11 years.

Our senior management team is comprised of executives who have significant experience in our industry and have expertise in the operations and execution required to lead a successful service provider. They also understand and are deeply committed to our strategy, which we developed, enhanced and updated on a collaborative basis over many years. As of December 31, 2024, our executive officers have an average industry tenure of over 26 years and an average tenure at Cable One (or its predecessors) of nearly 9 years, and we believe this team is deeply knowledgeable about cost and competitive conditions in our markets.

Our total rewards compensation philosophy encompasses pay, health benefits, incentives, wellness and career development options. Our pay-for-performance philosophy permeates our organization. Merit increases are based on individual performance and market conditions, and all associates are eligible for an annual bonus based on objective corporate performance goals shared by everyone in the Company.

We also focus on associate satisfaction. We believe that customer satisfaction is tightly linked to associate satisfaction, which routine internal measurements have shown to be consistently high throughout the past decade. We measure our associate satisfaction annually along with conducting multiple periodic associate surveys. Management reviews our associate satisfaction surveys to monitor associate morale and receive feedback on a variety of issues.

Talent Development and Training

We believe in investing in the development and careers of our associates to allow them to reach their potential in a competitive, constantly changing and innovative industry. We engage our associates through internal and external programs to develop specialized knowledge and leadership skills. Associates have access to online development programs for professional skills and certification preparation through our e-learning platform. Specialized technical training for eligible associates helps them grow professionally and enables them to provide differentiated customer experience. Our tuition reimbursement program enables associates to earn certificates in areas such as network programming, data analysis and network administration and security. Others leverage our educational benefits to earn their associates, bachelor’s and master’s degrees.

To prepare associates for current and future leadership roles at our Company, we invest heavily in leadership development programs for everyone from frontline leaders to executive leadership through both in-house and third-party learning courses. Company leaders receive training on leadership expectations, developing associates, building great teams and competing to win to ensure we continue developing future leaders for Cable One.

We have a long track record of promoting associates from within, including Julia M. Laulis, our Chair of the Board, President and Chief Executive Officer (“CEO”), who has been with Cable One for over 25 years and began her Cable One career as a Director of Marketing.

Health and Safety

Our safety team is responsible for company-wide safety education and training programs. In an effort to minimize or eliminate hazards, we regularly analyze indicators and areas where risks and injuries can occur. We also have mandatory compliance and safety training for associates, who completed more than 30,000 instructional hours in 2024 in total.

Equality

We are an equal opportunity employer that strives to provide an inclusive and respectful environment for a wide range of backgrounds, cultures, perspectives and experiences. We are committed to fostering an environment in which all associates and customers are valued. We foster a diverse and inclusive culture by offering competitive compensation, a comprehensive rewards program and opportunities for all of our associates to grow personally and professionally. Our Inclusion and Diversity Advisory Board (the “I&D Advisory Board”) is made up of individuals across the organization from frontline associates to members of management. The I&D Advisory Board was created to further strengthen a culture of respect and inclusion at Cable One. Members of our I&D Advisory Board cultivate resources that are accessible on our intranet, bring in outside speakers and host events to inform, educate and provide all associates with a voice to share their unique experiences, perspectives and viewpoints. In 2024, we delivered a total of over 4,300 learning hours to our associates.

Available Information and Website

Our internet address is *www.sparklight.com*. We make available free of charge through our investor relations website, *ir.cableone.net*, copies of 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 (the “Exchange Act”), as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the SEC. Printed copies of these documents will be furnished without charge (except exhibits) to any stockholder upon written request addressed to our Secretary at 210 E. Earll Drive, Phoenix, Arizona 85012. The SEC maintains a website, *www.sec.gov*, that contains the reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

The contents of these websites are not incorporated by reference into this Annual Report on Form 10-K and shall not be deemed “filed” under the Exchange Act. Further, our references to website URLs are intended to be inactive textual references only.

Information About Our Executive Officers

The following table presents certain information, as of February 27, 2025, concerning our executive officers.

Name	Age	Position
Julia M. Laulis.....	62	Chair of the Board, President and Chief Executive Officer
Kenneth E. Johnson.....	61	Chief Operating Officer
Todd M. Koetje	48	Chief Financial Officer
Megan M. Detz.....	48	Chief People Officer
Christopher J. Arntzen.....	54	Senior Vice President, General Counsel and Secretary
Anthony J. Mokry	51	Senior Vice President, Residential Services

Julia M. Laulis

Ms. Laulis has been Chair of the Board since January 2018, CEO and a member of our Board of Directors (the “Board”) since January 2017 and President of Cable One since January 2015.

Ms. Laulis joined Cable One in 1999 as Director of Marketing – Northwest Division. In 2001, she was named Vice President of Operations for the Southwest Division. In 2004, she became responsible for starting Cable One’s Phoenix Customer Care Center. Ms. Laulis was named Chief Operations Officer in 2008, responsible for the Company’s three operation divisions and two call centers. In 2012, Ms. Laulis was named Chief Operating Officer, adding sales, marketing and technology to her responsibilities. In January 2015, she was promoted to President and Chief Operating Officer.

Prior to joining Cable One, Ms. Laulis was with Jones Communications in the Washington, D.C. area and Denver, where she served in various marketing management positions. Ms. Laulis began her more than 40-year career in the cable industry with Hauser Communications.

Ms. Laulis serves on the boards of The AES Corporation, CableLabs and C-SPAN.

Kenneth E. Johnson

Mr. Johnson has been Chief Operating Officer of Cable One since March 1, 2024. He previously served as Senior Vice President, Technology Services from May 2018 through December 2022, Chief Technology and Digital Officer from January 2023 through September 2023 and Chief Technology and Innovation Officer of Cable One from October 2023 to February 2024.

Mr. Johnson joined Cable One in 2017 as Vice President, Northeast Division following Cable One's acquisition of NewWave.

Prior to joining Cable One, Mr. Johnson served as Chief Operating Officer and Chief Technology Officer for NewWave. Prior to NewWave, Mr. Johnson was Chief Technology Officer for SureWest Communications and Everest Connections.

Mr. Johnson serves on the board of the Society of Cable Telecommunications Engineers.

Todd M. Koetje

Mr. Koetje has been Chief Financial Officer ("CFO") of Cable One since July 2022. He previously served as Senior Vice President, Business Development and Finance of Cable One from August 2021 through June 2022.

Prior to joining Cable One, Mr. Koetje served as Managing Director & Group Head of the Technology, Media & Telecommunications Leveraged Finance team at Truist Securities.

Megan M. Detz

Ms. Detz has been Chief People Officer of Cable One since October 2023.

Ms. Detz joined Cable One following the Hargray Acquisition in May 2021 and served as Senior Vice President, Human Resources through September 2023.

Prior to joining Cable One, Ms. Detz served as Senior Vice President, Human Resources & Administration at Hargray. Prior to Hargray, Ms. Detz was Chief People Officer at VARIDESK and Senior Vice President, Human Capital at NTT DATA, Inc.

Christopher J. Arntzen

Mr. Arntzen has been Senior Vice President, General Counsel and Secretary of Cable One since January 2025.

Mr. Arntzen previously served as Vice President, Deputy General Counsel and Secretary from January 2024 to January 2025, Associate General Counsel and Secretary from August 2023 to January 2024, and Associate General Counsel and Assistant Secretary of Cable One from May 2021 to August 2023.

Prior to joining Cable One, Mr. Arntzen served as Deputy General Counsel of ZoomInfo Technologies Inc. from May 2020 to May 2021 and has more than 25 years of legal experience. He started his career practicing law at Baker Botts L.L.P. for over 13 years as an associate and a partner and has also held other senior in-house counsel positions.

Anthony J. Mokry

Mr. Mokry has been Senior Vice President, Residential Services of Cable One since October 2024.

Prior to joining Cable One, Mr. Mokry served as Chief Marketing Officer at Cricket Communications, a subsidiary of AT&T from 2021 to 2024. He has more than 25 years of telecommunications industry experience and has held various senior positions at AT&T including Vice President, Gulf States from 2018 to 2021. He joined AT&T in 1996.

Regulation and Legislation

General

Our data, video and voice operations are subject to various requirements imposed by U.S. federal, state and local governmental authorities. Certain legislative, regulatory and judicial matters discussed in this section have the potential to adversely affect our data, video and voice businesses. The following discussion does not purport to be a complete summary of all the provisions of federal, state and local law that may affect our operations. Proposals for additional or revised regulations and requirements are pending before Congress, state legislatures and federal and state regulatory agencies. We generally cannot predict whether new legislation or regulations, court action or a change in the extent of application or enforcement of current laws and regulations would have an adverse impact on our operations.

Broadband Internet Access Services

Broadband internet access service, which we currently offer in all our systems, is subject to some regulation at the federal level and is not subject to state or local government regulation at this time, except for the state net neutrality laws discussed below.

Regulatory Reclassification and Net Neutrality Regulation. In May 2024, the FCC adopted the 2024 Open Internet Order, which reinstated the classification of broadband internet access service as a “telecommunications service” under Title II of the Communications Act of 1934, as amended (the “Communications Act”). The 2024 Open Internet Order rescinded the FCC’s 2017 decision that determined broadband internet access service was an “information service” under Title I of the Communications Act and applied limited obligations on providers to disclose information regarding network management, performance and commercial terms of service to customers. The 2024 Open Internet Order adopted a new set of rules for broadband internet access services intended to safeguard and secure the “open” internet and subjected providers to new regulatory obligations under Title II of the Communications Act. Several parties challenged the 2024 Open Internet Order in federal court, and the federal court stayed the effectiveness of the FCC’s new rules pending judicial review. In January 2025, the U.S. Court of Appeals for the Sixth Circuit overturned the 2024 Open Internet Order finding the Communications Act did not support the FCC’s classification of broadband internet access service as a telecommunications service. As a result, broadband internet access service is once again deemed to be an information service subject to limited regulatory oversight by the FCC. The Sixth Circuit decision could be subject to further judicial review. In addition, Congress or a future FCC could take action to address the classification of broadband internet access service or other net neutrality matters. We cannot predict whether or when such actions may occur or to what extent such actions may affect our operations or impose additional costs on our business.

Some states, including Arizona and Missouri (where we have subscribers), have proposed administrative actions and/or legislation in the past, which if adopted could lead to increased regulation of our provision of data services, including proposed rules regarding net neutrality. Several states, including Minnesota, Oregon and Washington (where we also have subscribers), have adopted legislation that requires entities providing broadband internet access service in the state to comply with net neutrality requirements or that prohibits state and local government agencies from contracting with internet service providers that engage in certain network management activities based on paid prioritization, content blocking or other discrimination. Other states may continue to take action in connection with net neutrality matters in light of the recent Sixth Circuit decision. We cannot predict whether or to what extent state requirements will be applied to our data services in the future.

Net neutrality obligations adopted at either the federal or state level could cause us to incur additional compliance costs, and the enforcement or interpretation of these new obligations could adversely affect our business. We cannot predict whether or when any future changes to the regulatory framework for broadband internet access services will occur at the federal or state level or whether or to what extent those changes may affect our operations or impose additional costs on our business.

To date the FCC has declined to apply Federal Universal Service Fund (“USF”) contribution obligations to providers of broadband internet access services. However, there have been several bills introduced in Congress that would require providers to contribute to the Federal USF on the basis of their broadband internet access service revenues. We cannot predict whether such contribution obligations will apply to our data services in the future or whether or how the imposition of such contribution obligations will affect our operations and business.

In separate proceedings, the FCC is considering whether to impose outage reporting requirements on broadband internet access service providers, how to address broadband data caps, and whether to adopt rules governing the quality of customer support for all types of communications services, including broadband, cable/video and voice services. We cannot predict whether such obligations will apply to our data services in the future or whether or how the imposition of such obligations will affect our operations and business.

Disclosure and Non-Discrimination Requirements. As stated above, the FCC's rules in place prior to the 2024 Open Internet Order required broadband internet access service providers to disclose certain information regarding network management, performance and commercial terms of the service to their customers. As part of the Infrastructure Act, Congress ordered the FCC to conduct a rulemaking to consider imposing additional consumer disclosure requirements on broadband internet access service providers using "broadband labels." The majority of the FCC's new broadband label requirements took effect on April 10, 2024. In addition, the Infrastructure Act required the FCC to adopt rules to facilitate equal access to broadband internet access service and prevent digital discrimination of access, including the development of model policies and best practices, and a process to accept public complaints relating to digital discrimination. In November 2023, the FCC adopted rules prohibiting broadband internet access service providers from adopting, implementing or utilizing policies or practices, not justified by genuine issues of technical or economic feasibility, that differentially impact consumers' access to broadband internet access service based on their income level, race, ethnicity, color, religion or national origin or are intended to have such differential impact, and established a complaint process. These rules are being challenged in federal court and we cannot predict the outcome of the appeal. Compliance with these new obligations could cause us to incur additional compliance costs, and the enforcement or interpretation of these new obligations could adversely affect our business. We cannot predict whether or to what extent these changes may affect our operations or impose additional costs on our business.

Emergency Broadband Benefit and Affordable Connectivity Programs. In 2021, we participated in the FCC's Emergency Broadband Benefit ("EBB") program, which provided qualifying low-income consumers a discount on certain of our broadband internet access services for which we received reimbursement from the FCC. On December 31, 2021, the EBB program transitioned to the Affordable Connectivity Program ("ACP") as required by the Infrastructure Act. The ACP allowed us to seek reimbursement for certain broadband internet access service discounts provided to qualifying low-income consumers. Funding for the ACP authorized under the Infrastructure Act has been depleted, and the ACP ended effective June 1, 2024. There have been several efforts in Congress to revive the program, but we cannot predict whether Congress will provide additional funding to revive the ACP, or on what terms. We were subject to various compliance obligations in connection with our participation in the EBB program and the ACP, and our participation in any future program similar to ACP may cause us to incur additional compliance costs. We also cannot predict whether or when any future changes to the ACP (or a similar program) may occur, or whether or to what extent those changes may affect our operations or impose additional costs on our business.

Privacy. Broadband internet access service is subject to many of the same federal and state privacy laws that apply to other electronic communications. These include the Electronic Communications Privacy Act, which addresses interceptions of electronic communications that are in transit; the Stored Communications Act, which addresses acquisitions of electronic data in storage; and other federal and state privacy laws and regulations. As the collection and use of consumer data becomes more prevalent in the communications industry, our compliance obligations may grow. In addition, privacy legislation has been proposed at the federal and state level, some of which would require broadband service providers to apply heightened privacy and security protections to customer data. We cannot predict whether, when or to what extent these obligations may impose costs on our business.

The Federal Trade Commission (the "FTC") also may exercise authority over privacy by using its existing authority over unfair and deceptive acts or practices to apply greater restrictions on the collection and use of personally identifiable and other information relating to consumers. The FTC also has undertaken numerous enforcement actions against parties that do not provide sufficient security protections against the loss or unauthorized disclosure of this type of information. We also are subject to stringent data security and data retention requirements that apply to website operators and online services directed to children under 13 years of age, or that knowingly collect or post personal information of children under 13 years of age. Other privacy-oriented laws have been extended by courts to online video providers and are increasingly being used in privacy lawsuits, including class actions, against providers of video materials online. We cannot predict whether, when or to what extent these obligations may impose costs on our business.

We are also subject to federal and state laws and regulations regarding data security that primarily apply to sensitive personal information that could be used to commit identity theft. Most states have security breach notification laws that generally require a business to give notice to consumers and government agencies when certain information has been disclosed due to a security breach, and the FCC has adopted security breach rules for voice services that require certain notifications to be given when breaches occur. Several states have also enacted general data security requirements to safeguard consumer information, including the proper disposal of consumer information. We cannot predict whether, when or to what extent these obligations may impose costs on our business.

Digital Millennium Copyright Act. Owners of copyrights and trademarks actively seek to prevent use of the internet to violate their rights. For example, copyright and trademark owners may assert claims that a customer used an internet service or resources accessed via the internet to post, download or disseminate copyrighted music, movies, software or other content without the consent of the copyright owner. In some cases, copyright and trademark owners have sought to recover damages from the broadband internet access service provider as well as or instead of the customer. The law relating to the potential liability of broadband internet access service providers in these circumstances is unsettled, and may be subject to further action by Congress. The Digital Millennium Copyright Act grants broadband internet access service providers protection against certain claims of copyright infringement resulting from the actions of customers if the internet provider complies with certain requirements. Congress has not adopted similar immunity for broadband internet access service providers for trademark infringement claims.

Video Services

Title VI of the Communications Act establishes the principal federal regulatory framework for our operation of cable systems and the provision of our video services. The Communications Act allocates primary responsibility for enforcing the federal policies among the FCC and state and local governmental authorities.

Franchising. We are required to obtain franchises or authorizations from state or local governmental authorities to operate our cable systems. Those franchises typically are non-exclusive and limited in time, contain various conditions and limitations and provide for the payment of fees to the local authority, determined generally as a percentage of revenues. Federal law restricts franchise fee payments to 5% of the gross revenues of a cable system that are derived from the provision of video services. Failure to comply with the terms and conditions of a franchise may give rise to rights of termination by the franchising authority.

A number of states in which we operate have adopted franchising laws that provide for statewide franchising. Generally, statewide cable franchises are issued for a fixed term, reduce many burdensome requirements contained in traditional local cable franchises and eliminate the need for local oversight and negotiation. Various other state and local statutes, ordinances and administrative laws additionally govern our operation in particular communities.

Prior to the scheduled expiration of our franchises, we generally initiate renewal proceedings with the granting authorities. Federal law provides for an orderly franchise renewal process in which local authorities may not unreasonably withhold franchise renewals. In connection with the franchise renewal process, however, many local governmental authorities require the cable operator to make additional commitments.

In August 2019, the FCC issued an order that limits the scope of demands state and local authorities may require in exchange for issuing or renewing a franchise. The FCC's order clarified that state and local franchising authorities are prohibited from using their video franchising authority to regulate the provision of non-cable services, including broadband, Wi-Fi and VoIP services delivered over "mixed use" systems that offer a variety of services. The FCC also held that non-monetary in-kind contributions required by a franchising authority count as franchise fees subject to the 5% cap on such fees. The majority of the FCC's order was upheld by the Sixth Circuit on appeal, and the U.S. Supreme Court denied review of the case. Local government representatives have been lobbying the FCC to further modify its franchising rules, including the "mixed use" rule. We cannot predict whether or to what extent any revised rules may affect our operations or impose costs on our business.

The FCC has adopted rules designed to expedite the process of awarding competitive franchises and relieving applicants for competing franchises of some locally imposed franchise obligations. These rules are especially beneficial to new entrants and are expected to continue to accelerate competition we are experiencing in the video service marketplace.

Rate Regulation and Disclosures. FCC regulations prohibit LFAs or the FCC from regulating the rates cable systems charge for certain levels of video service, equipment and service calls when those cable systems are subject to "effective competition." FCC regulations contain a presumption that all cable systems are subject to the effective-competition exemption unless proven otherwise.

The FCC also requires cable operators to specify the "all-in" price for video programming services (the total cost including fees) in their promotional materials and on subscriber bills. This new requirement took effect December 19, 2024. We cannot predict to what extent this new requirement may affect our operations or impose costs on our business.

The FTC recently revised its rule governing the use of “negative option” features, which are provisions of contracts under which a consumer’s silence or failure to take affirmative action to reject a good or service or to cancel the contract is interpreted as acceptance or continuing acceptance of the offer, such as sales that occur via automatic renewals, continuity plans, free-to-pay conversions, or pre-notifications. The revised rule requires sellers using negative option features to provide certain disclosures to consumers, to obtain consent before continuing to charge the consumer and to provide a simple mechanism allowing the consumer to cancel service and avoid being charged. Portions of the rule took effect in January 2025, and other portions are scheduled to take effect in May 2025. Several parties have appealed the FTC’s decision in federal court. We cannot predict the outcome of the court proceedings, or to what extent this new requirement may affect our operations or impose costs on our business.

The FCC has proposed to prohibit cable operators from imposing early termination fees (a fee for terminating a contract prior to its expiration date) and billing cycle fees (requiring a subscriber to pay for a complete billing cycle if the subscriber terminates service prior to the end of that billing cycle) on subscribers. We cannot predict whether the FCC will adopt these proposals or to what extent the final rules may affect our operations or impose costs on our business.

Carriage of Local Television Broadcast Stations. There are two alternative legal methods for carriage of local broadcast television stations on cable systems. Federal “must carry” regulations require cable systems to carry local broadcast television stations upon the request of the local broadcaster. As a result, certain of our cable systems must carry broadcast stations that we might not otherwise have elected to carry.

Alternatively, federal law includes “retransmission consent” regulations, under which broadcasters can elect to prohibit carriage unless the cable operator first negotiates for retransmission consent, which may be conditioned on significant payments or other concessions from cable operators, such as commitments to carry other program services offered by a station or an affiliated company, to purchase advertising on a station or to provide advertising availability on cable channels to a station or to provide cash compensation. This development increases operating costs for video service providers, which ultimately increases the rates for video subscribers.

The FCC and Congress have imposed additional requirements in this area, including restrictions on broadcasters’ ability to jointly negotiate with video providers for carriage of their stations, and the requirement that parties negotiate retransmission consent in good faith. The FCC has stated that it would not adopt additional rules governing good faith negotiations for retransmission consent, but it would be prepared to assist in negotiations when necessary. Additional government-mandated broadcast carriage obligations, including those related to the FCC’s enhanced technical broadcasting option (Advanced Television Systems Committee 3.0), could disrupt existing programming commitments and increase our costs of carrying such programming.

The FCC has had an open proceeding since 2014 to review whether streaming platforms should be subject to the same carriage and retransmission consent regulations as traditional cable operators. In recent months, members of Congress and local broadcasters have asked the FCC to refresh the record of this proceeding given the changes in the marketplace in the past ten years. We cannot predict whether or when the FCC may act on these proposals or to what extent any revised rules may affect our operations or impose costs on our business.

The FCC also adopted rules that require cable operators to notify the FCC when television station blackouts occur due to failure to reach an agreement on retransmission consent. We expect this new reporting requirement to take effect in early to mid-2025. We cannot predict to what extent this new rule may affect our operations or impose costs on our business.

Media Ownership Rules. The FCC is required to review its media ownership rules every four years. The FCC took steps in 2017 to relax its media ownership rules, including restrictions on the number of commonly owned television stations per market as well as on newspaper/broadcast and radio/television station cross-ownership. These changes will likely lead to increased consolidation of the television broadcast stations and station groups, with a corresponding increase in the negotiating leverage that broadcasters and station groups hold in retransmission consent negotiations, thereby possibly increasing the amounts we pay broadcasters for retransmission consent. The FCC concluded its most recent review of its media ownership rules in December 2023 in which it retained the existing rules and adopted minor modifications to better tailor the rules to the current media marketplace. The FCC’s action is under review in federal appeals court. We cannot predict the outcome of future reviews by the FCC and any subsequent review by the courts, and whether or to what extent any further revisions of the rules by the FCC or the courts may affect our operations or impose additional costs on our business.

Pole Attachments. Federal law requires most telephone companies and electric power utilities owning utility poles to provide cable systems with access to poles and underground conduits. Federal law also requires those entities to charge reasonable rates to cable operators for utilizing space on such poles or in such underground conduits. The FCC’s pole attachment rules contain a formula for calculating pole rental rates that provide for similar rates for telecommunications attachments and cable attachments and prohibit utility companies from charging higher rates for pole attachments used to provide broadband internet access service. The FCC has also adopted rules to facilitate new attachments, including a one-touch make-ready procedure for new attachments which took effect in August 2020. The FCC’s rules do not apply in states that have chosen to adopt their own pole attachment rules, which may make it more difficult to obtain access to poles in those states. In December 2023, the FCC further modified its pole attachment rules to make the pole attachment process faster, more transparent and more cost effective for the deployment of broadband services, and the FCC continues to review issues related to pole attachments. We cannot predict how these changes, or any future changes, to the pole attachment rules may affect our operations or impose costs on our business. As a general matter, changes to our pole attachment rate structure could significantly increase our annual pole attachment costs.

Federal Copyright Issues. The Copyright Act of 1976, as amended (the “Copyright Act”), gives cable systems the ability, under certain terms and conditions and assuming that any applicable retransmission consents have been obtained, to retransmit the signals of television stations pursuant to a compulsory copyright license. The U.S. Copyright Office routinely considers requests for clarification and revisions of certain cable compulsory copyright license reporting requirements, and most recently updated its reporting requirements in December 2024. We cannot predict the outcome of any such future reviews. However, it is possible that changes in the rules or copyright compulsory license fee computations or compliance procedures could have an adverse effect on our business by, for example, increasing copyright compulsory license fee costs or by causing us to reduce or discontinue carriage of certain broadcast signals that we currently carry on a discretionary basis. Copyright clearances for non-broadcast programming services are arranged through private negotiations. Cable operators also must obtain music rights for locally originated programming and advertising from the major music performing rights organizations. These licensing fees have been the source of litigation in the past, and we cannot predict with certainty whether license fee disputes may arise in the future.

Customer Equipment. Congress, the FCC and other government agencies have for some time been developing and implementing regulations that affect the types of set-top boxes that cable operators can lease or deploy to their subscribers. Prior to 2015, FCC rules banned the integration of security and non-security function in set-top boxes and required multichannel video programming distributors to allow third-party vendors to provide set-top boxes with basic converter functions. In 2015, Congress repealed the integration ban and mandated that the FCC establish a working group to identify, report on and recommend a successor technology- and platform-neutral security solution. Various parties continue to advocate to Congress and the administrative agencies for new regulatory approaches to reduce consumer dependency on traditional operator-provided set-top boxes that, if adopted, could affect our business in the future. We cannot predict if or when new changes may be proposed, what effect such changes may have on our operations, or if they will increase our costs and impair our ability to deliver programming to our customers.

Other Regulatory Requirements. The FCC regulates various other aspects of our video business, including, among other things, equal employment opportunity obligations; customer service standards; technical service standards; mandatory blackouts of certain network and syndicated programming; restrictions on political advertising; restrictions on advertising in children’s programming; maintenance of public files; emergency alert systems; inside wiring and exclusive contracts for service provided to apartment and condominium complexes; and disability access, including requirements governing video-description and closed-captioning. Each of these regulations restricts our business practices to varying degrees and may impose additional costs on our operations. We cannot predict whether, when or to what extent changes to these and other regulations may affect our operations or costs.

Voice Services

Our voice services are subject to varying degrees of federal and state regulation. Telecommunications services are subject to extensive regulation at both the federal and state levels while interconnected VoIP services are subject to a lesser degree of regulation.

Voice Over Internet Protocol. Service providers, including us and others, offer interconnected VoIP service, which permits users to make voice calls over broadband communications networks, including the internet, to recipients on the public switched telephone network (“PSTN”) and other broadband communications networks. Federal law preempts state and local regulatory barriers to the offering of voice service by service providers, and the FCC and federal courts generally have preempted state laws that seek to regulate or classify VoIP.

The FCC has held that VoIP services are internet protocol-enabled services, which are interstate in nature and thus subject exclusively to the FCC's federal jurisdiction and not to state regulation. This decision was upheld on appeal, although the FCC has a longstanding proceeding pending to consider whether VoIP services are properly classified as an "information service," "telecommunications service" or some other new category of service. This determination, once made, could have numerous regulatory implications for service providers that provide interconnected VoIP services, including us. Although the FCC has yet to ascribe a regulatory definition to interconnected VoIP services, the FCC nevertheless has imposed numerous obligations on interconnected VoIP service providers, some of which are discussed more fully below.

In 2017, the U.S. District Court for the District of Minnesota held that the VoIP service of another cable operator was an "information service" which prevented the Minnesota Public Utilities Commission from regulating VoIP as a telecommunications service in Minnesota. The district court's decision was upheld on appeal and the U.S. Supreme Court denied review of the case. We cannot predict whether other states will attempt to subject VoIP services to entry and rate regulation, the outcome of such proceedings or how those proceedings may affect our operations or impose costs on our business.

State Regulation of Telecommunications Services. We offer telecommunications services as competitive local exchange carriers ("CLECs") through several of our subsidiaries. Providers of telecommunications services usually are required to obtain licenses or authorizations from state regulatory commissions prior to offering intrastate telecommunications services. We hold CLEC licenses to provide telecommunications services in Alabama, Arizona, Arkansas, Georgia, Kansas, Missouri, Oklahoma, South Carolina and Texas. We also are required to comply with state reporting, fee payment, tariffing and other obligations imposed on telecommunications services. Many states require prior approval for corporate and financial transactions, and compliance with these requirements could delay and increase the cost we incur to complete such transactions. Failure to comply with requirements applicable to telecommunications services could subject us to fines, penalties or other enforcement consequences.

Incumbent Local Exchange Carrier Regulation. We offer telecommunications services as an incumbent local exchange carrier ("ILEC") in Georgia, Missouri and South Carolina through our subsidiaries. ILECs generally are subject to more stringent regulation than CLECs. Federal law imposes a variety of duties on all telecommunications carriers providing local telephone services, including requirements to interconnect with other telecommunications carriers; establish reciprocal compensation arrangements for the completion of calls; permit the resale of services; permit users to retain their telephone numbers when changing carriers; and provide competing carriers access to poles, ducts, conduits and rights-of-way. ILECs are subject to additional duties to offer interconnection at any technologically feasible point within their networks on non-discriminatory, cost-based terms; offer co-location of competitors' equipment at their premises on a non-discriminatory basis; make available some of their network facilities, features and capabilities, referred to as Unbundled Network Elements, on non-discriminatory, cost-based terms; and offer wholesale versions of their retail services for resale at discounted rates. Our ILEC subsidiaries are currently exempt from certain of these obligations because they qualify as "rural telephone companies" under federal law. Failure to comply with requirements applicable to ILEC operations could subject us to fines, penalties or other enforcement consequences.

Emergency 911 Services. The FCC has ruled that an interconnected VoIP service provider that enables its customers to make calls to and receive calls from persons who use the PSTN must provide its customers with the same enhanced 911 ("E911") features that traditional telephone, telecommunications and wireless companies are obligated to provide. The FCC has also established indoor location requirements when E911 calls are made by interconnected VoIP subscribers. The FCC also requires certain providers of facilities-based fixed, residential voice services, which includes interconnected VoIP service providers, to offer backup power options to consumers and to inform consumers of the availability of such options. In October 2019, the FCC clarified that state, local, and tribal governments cannot charge the same class of subscribers higher total 911 fees for VoIP services than for traditional telecommunications services with the same 911 calling capability.

Communications Assistance for Law Enforcement Act. FCC regulations require providers of voice services to comply with the requirements of the Communications Assistance for Law Enforcement Act ("CALEA"), which requires covered entities and their equipment suppliers to deploy equipment that law enforcement officials can access readily for lawful wiretap purposes. The FCC has determined that CALEA requires providers to affirmatively secure their networks from unlawful access to or interception of communications. The FCC also is considering the adoption of additional obligations to address cybersecurity matters and to require providers to implement cybersecurity risk management plans.

Universal Service Contributions. The FCC has determined that interconnected VoIP service providers must contribute to the USF. Providers of telecommunications service also are required to contribute to the Federal USF. The amount of a company's USF contribution is based on a percentage of revenues earned from end-user interstate and international telecommunications and/or interconnected VoIP services. We are permitted to recover these contributions from our customers. In 2012, the FCC initiated a proceeding that focused on reforming the nature and manner in which entities should contribute to the USF and at what levels. As noted above, some have suggested that Federal USF contribution requirements be imposed on broadband internet access service providers. We cannot predict whether and how such reform will occur and the extent to which it may affect providers of VoIP, telecommunications and broadband internet access services, including us and our competitors.

States also may impose state USF fees on telecommunications services, and the FCC has determined that states may impose state USF fees on interconnected VoIP service providers subject to certain limitations and requirements. State USF contributions often are based on a percentage of revenues earned from end-user intrastate telecommunications services and/or interconnected VoIP services, and we are typically permitted to recover these contributions from our customers. We cannot predict whether or how the imposition of such state-based universal service fees will affect our operations and business.

Federal Subsidies and Grants. The FCC has adopted rules intended to transition the USF so that it supports the build out of broadband rather than telecommunications facilities. Certain of our subsidiaries providing telecommunications services and/or interconnected VoIP services have been designated as eligible telecommunications carriers and as such receive or will receive federal and state funds for operations in Georgia, Illinois, Missouri, Oklahoma and South Carolina. We also receive reimbursement from the schools and libraries universal service support program, commonly known as E-rate, and from the Rural Health Care Fund for discounted services provided throughout our service territory. The FCC has several proceedings pending that could affect our ability to continue receiving such federal funding. We cannot predict whether or how these programs will be changed, or how such changes will affect our operations or business. Some of our ILEC subsidiaries also receive disbursements from the federal USF under Phase 2 of the FCC's Alternative Connect America Cost Model ("ACAM") program and the FCC's recently adopted Enhanced ACAM program. To continue to receive such disbursements, we are required to meet certain build-out milestones over the next ten years and provide broadband internet access services at certain FCC-defined speeds. We are also a grant recipient under the FCC's RDOF program, which requires us to meet certain build-out and public service obligations over a ten-year period. While we intend to satisfy these build-out obligations within the required timeframes, there can be no assurance that we will complete the build-out in a timely manner or at all. We also cannot predict what impact the costs of complying with the build-out obligations will have on our operations. In 2024, one federal Court of Appeals decision found multiple constitutional violations in the FCC's system for funding and administering its universal service programs. Two other Courts of Appeals had upheld the FCC's rules. The Supreme Court has agreed to hear the FCC's appeal of the adverse decision. We cannot predict the outcome of this case or any related actions Congress or the FCC may take, which could adversely affect our receipt of universal service funds, including funds provided under the E-Rate, Rural Health Care Fund, ACAM, Enhanced ACAM, and RDOF programs.

In addition, the FCC has focused on subsidizing broadband deployment and this shift could help some of our competitors. For example, the FCC revised the program that provides universal service support for services to schools and libraries to shift support from voice services to broadband services and to deployment of Wi-Fi networks. Similarly, the FCC has expanded its Lifeline subsidy program for low-income consumers to cover broadband services in addition to voice services and is considering further changes that may affect the Lifeline program. We cannot predict whether or how these programs will be changed, or the impact such changes will have on our operations or business.

Intercarrier Compensation. The FCC regulates switched access service rates imposed by local telecommunications carriers on interexchange carriers for the origination and termination of long-distance telecommunications traffic. The FCC has adopted intercarrier compensation rules under which switched access service rates for all traffic that interconnects with the PSTN were reduced and a uniform bill-and-keep framework for both intrastate and interstate terminating access traffic will result. The reforms required by the FCC's rules were phased in over a multi-year period. Future FCC determinations regarding the rates, terms and conditions for transporting and terminating such traffic could have a profound and material effect on the profitability of providing voice and data services.

Customer Proprietary Network Information. Telecommunications services and interconnected VoIP services are subject to customer proprietary network information ("CPNI") protections, which extend CPNI protection requirements to the customers of such providers. CPNI is information about the quantity, technical configuration, type, location and amount of a voice customer's use. These requirements generally increase the cost of providing voice service, as providers must implement various safeguards to protect CPNI from unauthorized disclosure. The FCC recently adopted new reporting and notice requirements for security breaches of CPNI and certain personally identifiable information. We cannot predict the impact these new requirements will have on our operations or business.

Access for Persons with Disabilities. FCC regulations require providers of interconnected VoIP services to comply with all disability access requirements that apply to telecommunications services, including the provision of telecommunications relay services for persons with speech or hearing impairments. The FCC also has adopted reporting requirements associated with disability access obligations. We must also contribute to the interstate Telecommunications Relay Service Fund to support such access. These requirements generally have had the effect of increasing the cost of providing voice services.

Service Discontinuance and Outage Obligations. The FCC has adopted rules subjecting providers of interconnected VoIP services to the same service discontinuance requirements applicable to providers of wireline telecommunication services. The FCC has also adopted mandatory outage reporting requirements for interconnected VoIP service providers, which apply when customers of interconnected VoIP service lose service or connectivity and, as a result, are unable to access 911 service. Telecommunications services are subject to similar requirements. Along with other FCC actions described herein that impose legacy telecom obligations on interconnected VoIP providers, this development subjects our interconnected VoIP services to greater regulation and, therefore, greater burdens and costs. As noted above, the FCC also has proposed applying similar outage reporting requirements to providers of broadband internet access services, which could further affect our cost of doing business.

Regulatory Fees. The FCC requires telecommunications service and interconnected VoIP service providers to contribute to shared costs of FCC regulation through an annual regulatory fee assessment. These fees have increased our cost of providing voice services. The FCC revises its regulatory fees from time to time and sometimes creates new fees. We cannot predict when or the extent to which the FCC will adopt new rules or regulatory fees affecting telecommunications service and VoIP service providers, which could affect our cost of doing business.

Local Number Portability. Providers of telecommunications services and interconnected VoIP services and their “numbering partners” must ensure that their subscribers have the ability to port their telephone numbers when changing service providers. We also must contribute funds to cover the shared costs of local number portability and the costs of the North American Numbering Plan Administration. FCC rules require additional numbering requirements, such as allowing consumers access to abbreviated dialing codes like 211 and 311 in certain circumstances, to be applied to interconnected VoIP service providers. Local number portability and associated rules overall have had the effect of increasing the cost of providing voice service.

Rural Calling Issues. The FCC has adopted rules to combat problems with the completion of long-distance calls to rural areas. The rules applied detailed record keeping, record retention and reporting requirements on all voice providers, including VoIP service providers, subject to certain exceptions. The rules also prohibit VoIP service providers (and other voice providers) from using false audible ringing when originating calls.

Robocalling. The FCC has adopted rules requiring voice providers to implement the industry-adopted STIR/SHAKEN framework in their networks to authenticate caller ID in order to prevent spoofed robocalls from reaching consumers. The new rules require providers to certify compliance with the framework and make compliance checks before accepting certain types of traffic for termination on their network. Compliance with these rules subjects our voice services to greater compliance costs and have increased the cost of providing voice service.

State and Local Taxes

The Internet Tax Freedom Act prohibits most states and localities from imposing taxes on internet access service charges. Legislative and administrative proceedings in some states and localities have imposed or are considering adopting changes to general business taxes, central assessments for property tax and new taxes and fees applicable to our services. Certain competitors that deliver their services over the internet do not face similar state tax and fee burdens.

ITEM 1A. RISK FACTORS

You should carefully consider all of the information in this Annual Report on Form 10-K and each of the risks described below, which we believe are the principal risks that we face. Some risks relate principally to the securities markets and ownership of our common stock.

Any of the following risks could materially and adversely affect our business, financial results, financial condition and results of operations and the actual outcome of matters as to which forward-looking statements are made in this Annual Report on Form 10-K or in our other public disclosures. In addition, other risks and uncertainties either not presently known or not currently believed to be material may also adversely affect our business, financial results, financial condition and results of operations and the actual outcome of matters as to which we have made forward-looking statements.

Risks Relating to Our Business

We face significant competition from other service providers, as well as other well-capitalized entrants in the video and data services industry, which could reduce our market share and lower our profits.

We operate in a highly competitive, subscriber-driven and rapidly changing industry and compete with a growing number of entities that provide a broad range of communications products, services and content to subscribers. Our competitors have historically included, and we expect will continue to include, telephone companies that offer data and video services through DSL technology or fiber-to-the-node networks, municipalities with fiber-based networks, regional fiber providers and other service providers that have been granted a franchise to operate in a geographic market in which we are already operating.

Our systems generally operate pursuant to franchises, permits and similar authorizations issued by state and local governments. As these franchises are typically non-exclusive, state and local governments can grant additional franchises to other entities and create competition in our markets where none existed previously, resulting in overbuilds. In some cases, the FCC has adopted rules that streamline entry for new competitors (particularly those affiliated with telephone companies) and reduce franchising burdens for these new entrants. As of December 31, 2024, a little less than 60% of our footprint has been overbuilt by wired competitors offering high-speed data services with speeds of 100 Mbps or higher. Further overbuilding could cause more of our customers to purchase data and video services from our competitors instead of from us. We also face increasing competition from wireless telephone companies for residential voice services, as our customers continue to replace our residential voice services with wireless voice services. In addition, new entrants with significant financial resources may compete on a larger scale with our video and data services, and as more wireless voice service providers offer unlimited data options, some customers may choose to forgo our data services altogether. We may also face increasing competition from various providers of wireless internet offerings, including cell phone internet providers deploying high-speed “5G” wireless networks where they have higher capacity spectrum and public locations or commercial establishments offering Wi-Fi at no cost. Historically, we have focused on retaining customers who are likely to produce higher relative value over the life of their service relationship with us, are less attracted to discounting, require less support and churn less. However, in response to increasing competition in our markets, we are also seeking to supplement our growth by targeting a broader scope of incremental customers, including those who are more value-conscious, through more targeted pricing and product offerings. While these efforts are intended to grow our customer base, they may adversely impact the ARPU and profit margins of our residential data services and lead to increased average churn rates for our residential data customers.

Certain municipalities and cooperatives have also announced plans to construct their own data networks with access speeds that match or exceed ours through the use of fiber-to-the-node or fiber-to-the-premises technology. In some cases, local government entities and municipal utilities may legally compete with us without obtaining a franchise from an LFA, reducing their barriers to entry into our markets. The entrance of more municipalities as competitors in our markets would add to the competition we face and could lead to customer attrition.

Our video business also faces substantial and increasing competition from other forms of in-home and mobile entertainment, including, among others, Amazon Prime Video, Apple TV+, Disney+, Hulu, Max, Netflix, Paramount+, Peacock, YouTube TV and an increasing number of new entrants who offer OTT video programming, including many traditional programmers. Because of the significant size and financial resources of many of the companies behind such service offerings, we anticipate that they will continue to invest resources in increasing the availability of video content on the internet, which may result in less demand for the video services we provide. In addition, companies that offer OTT content in certain markets also provide data services, such as Alphabet, and they may seek to increase sales of their streaming content by lowering the cost of data services for their customers, which would further increase price competition for the data services we offer. In addition to creating competition for our video services, OTT content also significantly increases the volume of traffic on our data networks, which can lead to decreases in access speeds for all users if data networks are not upgraded so that their broadband capacity can keep pace with increased traffic.

Competition for dedicated fiber-optic services for enterprise business customers is also intense as both local telephone companies and regional overbuilders offer data and voice services over dedicated fiber connections.

In addition, in recent years, federal and state governments have offered billions of dollars in subsidies to companies deploying broadband to areas deemed to be “unserved” or “underserved,” using funds from the FCC’s RDOF auction in 2020, the ARPA and the Infrastructure Act, including BEAD, or individual state broadband programs. In some cases, we are the recipient of these subsidies, and in others, we have opposed or challenged grants of such subsidies to competitors when directed to areas we already serve. Our challenge efforts may not always be successful and efforts to use governmental funds to subsidize the deployment of broadband in areas we already serve could adversely affect our business and results of operations.

Any of these events could have a material adverse impact on our operations, business, financial results and financial condition.

Our business is subject to rapid technological change, and if we do not adapt to technological changes and respond appropriately to changes in consumer demand, our competitive position may be harmed. For example, our success may be dependent upon our ability to develop, deploy and operate new technologies, service offerings and customer service platforms.

Our success is, to a large extent, dependent on our ability to acquire, develop, adopt, upgrade and exploit new and existing technologies to address changing consumer demands and distinguish our services from those of our competitors. We may not be able to accurately predict technological trends or the success of new products and services. If we choose technologies or equipment that are less effective, cost-efficient or attractive to our customers than those chosen by our competitors, or if we offer services that fail to appeal to consumers, that are not available at competitive prices or that do not function as expected, or if we are unable to develop, deploy and operate new technologies, service offerings and customer service platforms, our competitive position could deteriorate and our business and financial results could suffer.

The ability of some of our competitors to introduce new technologies, products and services more quickly than us may adversely affect our competitive position. Furthermore, advances in technology, decreases in the cost of existing technologies or changes in competitors’ product and service offerings may require us in the future to make additional research and development expenditures or to offer at no additional charge or at a lower price certain products and services that we currently offer to customers separately or at a premium.

In addition, we generally seek to leverage overall industry experience before rolling out new technology in order to avoid investing in technology that has not yet proven successful in other markets. We implement this approach to avoid costly mistakes made by early adopters of new technology that does not provide expected returns. However, this approach exposes us to the risk that our competitors may adopt successful new technology before us and leverage this new technology to attract our customers, increasing the level of customer attrition we experience and adversely affecting our business.

We use AI in our business, and challenges with properly managing its use could result in reputational harm, competitive harm and legal liability, and adversely affect our results of operations.

We incorporate certain AI solutions into our digital infrastructure, such as our unified call center platform, and these applications are becoming important in our operations. Our competitors or other third parties may incorporate AI into their operations more quickly or more successfully than us, which could impair our ability to compete effectively and adversely affect our results of operations. Additionally, if the content, analyses, search results or recommendations that AI applications assist in producing are, or are alleged to be, deficient or inaccurate, our business, reputation, financial condition and results of operations could be adversely affected. If our use of AI becomes controversial, we may experience brand or reputational harm, competitive harm or legal liability. The rapid evolution of AI, including the government regulation of AI, will require significant resources to implement AI ethically in order to minimize unintended, harmful impacts.

Business services sales increasingly contribute to our results of operations, and we face risks as we attempt to further focus on sales to our business customers.

We may encounter challenges as we continue our initiative to expand sales of data services to our business customers. To accommodate this expansion, we expect to commit a greater proportion of our expenditures on technology, equipment and personnel toward our business customers in future years. If we are unable to sufficiently maintain the necessary infrastructure and internal support functions necessary to service these customers, potential future growth of our business data revenues would be limited. In many cases, business customers have service level agreements that require us to provide higher standards of service and reliability. If we are unable to meet our service level requirements, or more broadly, the expectations of our business customers, or if economic-related headwinds arise, our business sales may not increase and our results of operations may be materially negatively affected.

The increase in programming costs and retransmission fees may continue in the future, resulting in lower margins and/or decreased demand for our video products.

Over the past few years, the sales margins on our residential video services, which accounted for 14.1%, 15.4% and 19.1% of our total revenues in 2024, 2023 and 2022, respectively, have generally decreased as a result of increased programming costs and retransmission fees and customer cord-cutting. Programming costs and retransmission fees paid to major programmers and broadcasters may continue to increase as content providers continue to seek higher fees. Moreover, programming cost and retransmission fee increases have caused us, and may in the future cause us, to cease carrying channels offered by certain programmers and broadcasters, which may result in attrition of video subscribers as well as customers who subscribe to double-play or triple-play packages that include video service. These customer losses and increased costs could result in further decreases in our residential video margins, adversely impact our revenues and revenue growth rates, and adversely impact our business as a whole.

We may not be able to obtain necessary hardware, software and operational support.

We depend on a limited number of third-party suppliers and licensors to supply some of the hardware and software necessary to provide some of our services, including our access to the network backbone, the modems we lease to our customers and the delivery of our IPTV video service. Some of these vendors represent our sole source of supply or have, either through contract or as a result of intellectual property rights, a position of some exclusivity. If any of these parties breaches or terminates its agreement with us or otherwise fails to perform its obligations in a timely manner; demand exceeds these vendors' capacity; they experience operating or financial difficulties (including due to general adverse economic conditions); they experience shortages of electronic components as a result of labor or other supply constraints; they significantly increase the amount we must pay for necessary products or services, including as a result of any changes in trade policy, tariff and import/export regulations, or they cease production of any necessary product due to lack of demand, profitability, a change in their ownership or otherwise, then our ability to provide some services may be materially adversely affected. Any of these events could adversely affect our ability to retain and attract subscribers and have a material adverse impact on our operations, business, financial results and financial condition.

We may fail to realize the benefits anticipated as a result of the Hargray Acquisition.

On May 3, 2021, we completed the Hargray Acquisition. The success of the Hargray Acquisition will depend, in part, on our ability to realize the anticipated business opportunities and growth prospects from combining Hargray with our business. We may never realize these business opportunities and growth prospects. We may devote significant senior management attention and resources to preparing for and then integrating our business practices and operations with those of Hargray. We may fail to realize some of the anticipated benefits of the Hargray Acquisition or may not realize some of the anticipated benefits within the anticipated timeframe if the integration process takes longer than expected or is more costly than expected.

We have historically made numerous acquisitions and strategic investments, and may make other acquisitions and strategic investments in the future, which expose us to risks and uncertainties associated with acquisitions and strategic investments.

We completed the NewWave acquisition in May 2017, the Clearwave acquisition in January 2019, the Fidelity acquisition in October 2019, the MBI investment in November 2020, the Hargray Acquisition in May 2021, the CableAmerica acquisition in December 2021, the Clearwave Fiber Contribution in January 2022 and a small acquisition in 2024. In addition, we have made and may make other acquisitions and strategic investments (each such acquired business or investee, a "Strategic Acquiree" and, collectively, the "Strategic Acquirees"). Such acquisitions and strategic investments could involve a number of risks and uncertainties, including:

- uncertainties as to the timing of any acquisition or strategic investment and the risk that such transactions may not be completed in a timely manner or at all;
- the possibility that any or all of the conditions to the consummation of any acquisition or strategic investment may not be satisfied or waived, including failure to receive any required regulatory approvals (or any conditions, limitations or restrictions placed in connection with such approvals);
- uncertainties related to our ability to obtain any necessary financing, or to obtain financing on favorable terms, to complete any acquisition or strategic investment;
- the difficulty in integrating new Strategic Acquirees and their operations in an efficient and effective manner;
- the challenge in achieving strategic objectives, cost savings and other anticipated benefits;
- the potential loss of key associates of a Strategic Acquiree and the difficulties of integrating personnel;

- the potential diversion of senior management’s attention from our ongoing operations;
- the difficulty of maintaining relationships with the customers, suppliers and other business partners of a Strategic Acquiree;
- the potential loss of brand recognition, customer loyalty or reputation from any rebranding efforts;
- exposure to litigation or other claims in connection with, or inheritance of claims or litigation risk as a result of, an acquisition, such as claims from terminated employees, customers, former stockholders or other third parties;
- the difficulty and amount of time necessary to realize expected synergies and other benefits of the acquisitions or strategic investments;
- the risks associated with integrating financial reporting and internal control systems as well as with creating uniform standards, procedures, policies and information systems;
- the difficulty in adapting and expanding information technology systems and other business processes to incorporate the Strategic Acquirees;
- potential future impairments of goodwill associated with the Strategic Acquirees;
- in some cases, the potential for increased regulation;
- risks relating to minority ownership positions in our strategic investments, including our minority ownership position in MBI, such as our ability to appoint only a minority of members of the board of managers of MBI, the fact that the board of managers of MBI do not owe the same fiduciary duties to us that directors of a corporation would owe to stockholders and the limited category of transactions for which our consent will be needed under MBI’s operating agreement;
- risks relating to our strategic investment in Clearwave Fiber, including the fact that the board of managers of Clearwave Fiber do not owe the same fiduciary duties to us that directors of a corporation would owe to stockholders, and we do not control the vote of the Clearwave Fiber board of managers with respect to most significant transactional and operational matters under the terms of Clearwave Fiber's operating agreement; and
- uncertainties related to the exercise of the Call Option or the Put Option (as described under *"Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Condition: Liquidity and Capital Resources – Liquidity"*) relating to our MBI investment, including, if the Call Option or Put Option is exercised, the difference between the Call Price or Put Price and the fair value of the underlying equity interests in MBI at the time the Call Option or Put Option is exercised and our ability to finance the Call Price or Put Price on terms acceptable to us or at all.

If a Strategic Acquiree fails to operate as anticipated or cannot be successfully integrated with our existing business, our operations, business, results of operations and financial condition could be materially negatively affected.

Implementation of our unified billing system could have a material adverse impact on our operations, business, financial results and financial condition.

We implemented a unified billing system beginning in 2024 and continue to integrate the system across our business in phases to ultimately centralize our entire billing process. The implementation requires significant investments of time, money and resources and may result in the diversion of senior management’s attention from our ongoing operations. Furthermore, the implementation has resulted in changes to many of our existing operational, financial and administrative business processes, including, but not limited to, our provisioning, servicing, billing, accounting and reporting processes. The unified billing system requires both the implementation of new internal controls and changes to existing internal control frameworks and procedures. If technical problems or other significant issues arise in connection with the implementation or operation of the unified billing system, it could have a material adverse impact on our operations, business, financial results and financial condition.

We rely on network and information systems and other technology, and a disruption or failure of such networks, systems or technology as a result of cybersecurity incidents, as well as outages, natural disasters (including extreme weather), pandemics, terrorist attacks, accidental releases of information or similar events, may disrupt our business.

Network and information systems and other technologies are critical to our operating activities, both internally and in supplying data, video and voice services to customers. Network or information system shutdowns or other service disruptions caused by cyber-attacks, such as distributed denial of service attacks, ransomware, dissemination of malware and other malicious activity, pose increasing risks. Both unsuccessful and successful cyber-attacks on companies have continued to increase in frequency, scope and potential harm in recent years and, because the techniques used in such attacks have become more sophisticated and change frequently, we may be unable to anticipate these techniques or implement adequate preventative measures. From time to time, third parties make malicious attempts to access our network or the networks of third-party vendors we use. Cyber-attacks could result in an unauthorized release of information, degradation to our network and information systems or disruption to our data, video and voice services, all of which could adversely affect our reputation and results of operations.

Our network and information systems are also vulnerable to damage or interruption from power outages, natural disasters (including extreme weather arising from short-term weather patterns or more severe and/or frequent weather events that could arise as a result of long-term climate change), pandemics, terrorist attacks and similar events, and the individuals responsible for such systems may also be imperiled by certain such events. For example, prior to 2018, the damage to our network infrastructure caused by Hurricanes Harvey and Katrina and the Joplin, Missouri tornado each created a significant disruption in our ability to provide services in affected areas. Any similar events could have an adverse impact on us and our customers in the future, including degradation of service, service disruption, excessive call volume to call centers and damage to our plant, equipment, data and reputation. Such an event also could result in large expenditures necessary to repair or replace such networks or information systems or to protect them from similar events or damage in the future. Further, the impacts associated with extreme weather, such as intensified storm activity, may cause increased business interruptions.

Security breaches and other disruptions, including cyber-attacks, and our actual or perceived failure to adequately protect business and consumer data could give rise to liability or reputational harm.

In the ordinary course of our business, we electronically maintain confidential, proprietary and personal information in our information technology systems and networks and those of third-party vendors, including customer, personnel and vendor data. These systems have been, and may continue to be, targets of attack by cyber criminals or other wrongdoers seeking to steal such information for financial gain or to harm our business operations or reputation. The loss, misuse, compromise, leakage, falsification or accidental release of such information has resulted, and may in the future result, in costly investigations, remediation efforts and notification to affected consumers, personnel and/or vendors. For example, in 2019 we identified an information security incident that could have affected the personal information of some of our current and former associates as well as, in some cases, their dependents, beneficiaries and others. Cyber-attacks have consumed, and may in the future consume, internal resources, and they could also adversely affect our operating results and result in government investigations, fines and penalties, litigation or potential liability for us and otherwise harm our business.

Various federal, state and international laws and regulations govern the collection, use, retention, sharing and security of consumer data and sensitive personal information that could be used to commit identity theft. This area of the law is evolving, and interpretations of applicable laws and regulations differ. Legislative and regulatory activity in the privacy area may result in new laws that are relevant to our operations, for example, use of consumer data for marketing or advertising. Claims of failure to comply with our privacy policies or applicable laws or regulations could form the basis of governmental or private-party actions against us. Such claims and actions may cause damage to our reputation and could have an adverse effect on our business.

We are also subject to stringent data security and data retention requirements that apply to website operators and online services directed to children under 13 years of age, or that knowingly collect or post personal information from children under 13 years of age. Other privacy-oriented laws have been extended by courts to online video providers and are increasingly being used in privacy lawsuits, including class actions, against providers of video materials online. Most states have security breach notification laws that generally require a business to give notice to consumers and government agencies when certain information has been disclosed due to a security breach, and the FCC has adopted security breach rules for voice services. Several states have also enacted general data security requirements to safeguard consumer information, including the proper disposal of consumer information. We cannot predict whether, when or to what extent these obligations may impose costs on or otherwise adversely affect our business.

Intellectual property and proprietary rights of others could prevent us from using necessary technology to provide our services or subject us to expensive intellectual property litigation.

We periodically receive claims from third parties alleging that our network and information technology infrastructure infringes the intellectual property rights of others. We are sometimes named as joint defendants in these suits together with other providers of data, video and voice services. Typically, these claims allege that aspects of our system architecture, electronic program guides, modem technology or VoIP services infringe on process patents held by third parties. It is likely that we will continue to be subject to similar claims as they relate to our business. Addressing these claims is a time-consuming and expensive endeavor, regardless of the merits of the claims. In order to resolve such a claim, we could determine the need to change our method of doing business, enter into a licensing agreement or incur substantial monetary liability. It is also possible that our business could be enjoined from using the intellectual property at issue, causing us to significantly alter our operations. If any such claims are successful, then the outcome would likely affect our services utilizing the intellectual property at issue and could have a material adverse effect on our operating results.

If we fail to maintain effective internal control over financial reporting or disclosure controls and procedures, we may not be able to accurately and timely report our financial results, which could have a material adverse effect on our operations, investor confidence in our business and the trading prices of our securities.

We identified a material weakness in our internal control over financial reporting as of December 31, 2023 and may identify additional material weaknesses in internal control over financial reporting in the future. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis. While we believe we have now remediated the material weakness previously reported in our amended Annual Report on Form 10-K/A for the year ended December 31, 2023, we cannot assure you that additional material weaknesses in internal control over financial reporting will not occur in the future. The remediation of any such material weaknesses could require us to incur significant expenses. Moreover, if we fail to remediate any material weakness in a timely manner, that may adversely affect our ability to record, process, summarize and report financial information timely and accurately and, as a result, our financial statements may contain material misstatements or omissions.

In addition, it is possible that a material weakness may exist without being identified. Such a failure could cause our financial statements to contain material misstatements or omissions and could also result in regulatory scrutiny, and cause investors to lose confidence in our reported financial condition, lead to a default under our indebtedness and otherwise have a material adverse effect on our business, financial condition, results of operations and cash flows, and on our reputation with investors and with business partners.

Risks Relating to Regulation and Legislation

The profitability of our data service offerings may be impacted by legislative or regulatory efforts to impose net neutrality and other new requirements on broadband providers.

The majority of our Adjusted EBITDA less capital expenditures comes from residential data services, and a large majority of our residential customers are data-only. We have aligned our resources to emphasize increased sales of data services as well as sales to business customers. In order to continue to generate Adjusted EBITDA less capital expenditures at our desired level from data services, we need the continued flexibility to develop and refine business models that respond to changing consumer uses and demands and to manage data usage efficiently, including the option of charging our data subscribers higher rates based on the speed as well as overall bandwidth capacity available to, or used by, them, referred to as "usage-based billing." Our ability to implement usage-based billing or other network management initiatives in the future may be restricted by regulations attached to new government funding programs or any new net neutrality requirements on cable operators.

To the extent the FCC in the future limits our ability to price our data services, we may not be able to generate the margins on our data services that we anticipated in shifting our focus from video to data services, and our business could see a materially negative impact. In May 2024, the FCC adopted the 2024 Open Internet Order, which reinstated the classification of broadband internet access service as a “telecommunications service” under Title II of the Communications Act of 1934, as amended (the “Communications Act”). The 2024 Open Internet Order rescinded the FCC’s 2017 decision that determined broadband internet access service was an “information service” under Title I of the Communications Act and applied limited obligations on providers to disclose information regarding network management, performance and commercial terms of service to customers. The 2024 Open Internet Order adopted a new set of rules for broadband internet access services intended to safeguard and secure the “open” internet and subjected providers to new regulatory obligations under Title II of the Communications Act. Several parties challenged the 2024 Open Internet Order in federal court, and the federal court stayed the effectiveness of the FCC’s new rules pending judicial review. In January 2025, the U.S. Court of Appeals for the Sixth Circuit overturned the 2024 Open Internet Order finding the Communications Act did not support the FCC’s classification of broadband internet access service as a telecommunications service. As a result, broadband internet access service is once again deemed to be an information service subject to limited regulatory oversight by the FCC. The Sixth Circuit decision could be subject to further judicial review. In addition, Congress or a future FCC could take action to address the classification of broadband internet access service or other net neutrality matters. We cannot predict whether or when such actions may occur or to what extent such actions may affect our operations or impose additional costs on our business. Further some states, including Arizona and Missouri (where we have subscribers) have proposed administrative actions and/or legislation in the past, which if adopted could lead to increased regulation of our provision of data services. Several states, including Minnesota, Oregon and Washington (where we also have subscribers), have adopted legislation that requires entities providing broadband internet access service in the state to comply with net neutrality requirements or that prohibits state and local government agencies from contracting with internet service providers that engage in certain network management activities based on paid prioritization, content blocking or other discrimination. States may continue to take action in connection with net neutrality matters in light of the recent Sixth Circuit decision. We cannot predict whether or to what extent state requirements will be applied to our data services in the future. Further, current rules only require that a portion of revenues from VoIP services be contributed to the USF and USF is not applied to broadband services. The changes brought about by how USF monies are distributed may provide funding and subsidies to those who either compete with us or seek to compete with us and therefore put us at a competitive disadvantage. Moreover, if the FCC imposes USF fees on broadband services, bundled services or a larger portion of VoIP services, it would increase the cost of our services and harm our ability to compete.

In November 2023, the FCC adopted rules prohibiting broadband internet access service providers from adopting, implementing, or utilizing policies or practices, not justified by genuine issues of technical or economic feasibility, that differentially impact consumers' access to broadband internet access service based on income level, race, ethnicity, color, religion, or national origin or are intended to have such differential impact, and established a complaint process. These rules are being challenged in federal court and we cannot predict the outcome of the appeal. Compliance with these obligations could cause us to incur additional compliance costs, and the enforcement or interpretation of these new obligations could adversely impact our business. We cannot predict whether or to what extent these changes may affect our operations or impose additional costs on our business.

The regulation of broadband activities, including the net neutrality, non-discrimination and other obligations described above or under "*Business – Regulation and Legislation – Broadband Internet Access Services*," and any related court decisions could cause us to incur additional compliance costs, restrict our ability to profit from our existing broadband network, limit the return we can expect to achieve on past and future investments in our broadband networks and adversely affect our business. We cannot predict what, if any, proposals might be adopted or what effect they might have on our business.

Our video and voice services are subject to additional regulation by federal, state and local authorities, which may impose additional costs and restrictions on our businesses. In addition, changes to government subsidy programs or other developments that impact such programs could adversely impact our business and results of operations.

Our video services business operates in a highly regulated environment. Our systems generally operate pursuant to franchises, permits and similar authorizations issued by states or local governments controlling the public rights-of-way, which typically are non-exclusive and limited in time, contain various conditions and limitations and provide for the payment of fees to a local authority, determined generally as a percentage of revenues. Failure to comply with all of the terms and conditions of a franchise may give rise to rights of termination by the franchising authority.

We have the ability, pursuant to the Copyright Act, under certain terms and conditions and assuming that any applicable retransmission consents have been obtained, to retransmit the signals of television stations pursuant to a compulsory copyright license. From time to time, revisions to the cable compulsory copyright rules are considered. It is possible that changes in the rules or copyright compulsory license fee computations or compliance procedures could have an adverse effect on our business by, for example, increasing copyright compulsory license fee costs or by causing us to reduce or discontinue carriage of certain broadcast signals that we currently carry on a discretionary basis. Copyright clearances for non-broadcast programming services are arranged through private negotiations. Cable operators also must obtain music rights for locally originated programming and advertising from the major music performing rights organizations. These licensing fees have been the source of litigation in the past, and we cannot predict with certainty whether license fee disputes may arise in the future.

In addition, Congress, the FCC and other government agencies have implemented regulations that affect the types of set-top boxes that we can lease or deploy to our subscribers, and we expect these regulations may change in the future. The imposition of energy conservation regulations on the hardware products we provide to our customers could impede innovation and require mandatory upgrades in our set-top boxes and be costly to us. In addition, the FCC may revisit adopting rules requiring any retail video device to work on any cable operator's system. Various parties continue to advocate to Congress and the administrative agencies for new regulatory approaches to reduce consumer dependency on traditional operator-provided set-top boxes. We cannot predict when, whether or to what extent any of these types of proposals will be adopted or how they will affect our operations.

Our telecommunications services are subject to heightened regulatory scrutiny, and our interconnected VoIP services are also subject to a growing degree of regulation. Complying with these regulations may increase the costs we incur and decrease the revenues we derive from our voice business. While the compliance costs associated with the current regulatory structure applicable to our voice services are manageable, changes in this regulatory structure are unpredictable and have the potential to further negatively impact our voice services by increasing compliance costs and/or taxes.

We currently participate in a number of federal subsidy and grants programs that are funded by the USF. In 2024, one federal Court of Appeals decision found multiple constitutional violations in the FCC's system for funding and administering its universal service programs. Two other Courts of Appeals had upheld the FCC's rules. The Supreme Court has agreed to hear the FCC's appeal of the adverse decision. We cannot predict the outcome of this case or any related actions Congress or the FCC may take, which could adversely affect our receipt of funds under these programs, including funds provided under the E-Rate, Rural Health Care Fund, ACAM, Enhanced ACAM, and RDOF programs.

Our cable system franchises are subject to non-renewal or termination. The failure to renew a franchise in one or more markets could adversely affect our business.

Many of the LFAs from whom we have obtained franchises, permits and similar authorizations required to operate our video services business have established comprehensive facilities and service requirements as well as specific customer service standards and monetary penalties for non-compliance. In many cases, our franchises are terminable if we fail to comply with significant provisions set forth in the applicable franchise agreement governing our video operations. Franchises are generally granted for fixed terms and must be periodically renewed. LFAs may resist granting a renewal if either past performance or the prospective operating proposal is considered inadequate. LFAs often demand concessions or other commitments as a condition to renewal. The traditional cable franchising regime has undergone significant change as a result of various federal and state actions. Some state franchising laws do not allow us to immediately opt into favorable statewide franchising. In many cases, state franchising laws will result in fewer franchise-imposed requirements for our competitors who are new entrants than for us, until we are able to opt into the applicable state franchise. We cannot assure that we will be able to comply with all significant provisions of our franchise agreements and certain of our franchisers have from time to time alleged that we have not complied with these agreements. Additionally, although historically we have renewed our franchises without incurring significant costs, we cannot assure that we will be able to renew, or to renew as favorably, our franchises in the future. A termination of or a sustained failure to renew a franchise in one or more markets could materially negatively affect our business in the affected geographic area.

In addition, certain of our franchise agreements require that the applicable LFA approve a transfer of control of the Company or an assignment of a franchise to another entity. Although FCC rules provide that a transfer application shall be deemed granted if not acted upon within 120 days after submission, as a practical matter, cable operators often waive the deadline if the LFA has not completed its review to facilitate discussions and thereby avoid an LFA denying the transfer of control. Failure to obtain such consents on commercially reasonable and satisfactory terms may impair our entitlement to the benefit of these franchise agreements in the event of a potential transfer of control of the Company or transfers of individual franchises to another entity.

We may encounter increased pole attachment costs.

Federal law requires most telephone companies and electric power utilities owning utility poles to provide cable systems with access to poles and underground conduits at reasonable rates. The FCC's pole attachment rules contain a formula for calculating pole rental rates that provide for similar rates for telecommunications attachments and cable attachments and prohibit utility companies from charging higher rates for pole attachments used to provide broadband internet access service. The FCC has also adopted rules to facilitate new attachments, including a one-touch make-ready procedure for new attachments and rules intended to facilitate the rapid deployment of broadband services. The FCC's rules do not apply in states that have chosen to adopt their own pole attachment rules, which may make it more difficult to obtain access to poles in those states. As a general matter, changes to our pole attachment rate structure could significantly increase our annual pole attachment costs and materially negatively impact our operations, business, financial condition and results of operations.

Changes in broadcast carriage regulations could impose significant additional costs.

Although we would likely choose to carry all primary video feeds of local broadcast stations in the markets in which we operate voluntarily, so-called "must carry" rules could require us to carry some local broadcast television signals on some of our systems that we might not otherwise carry. If the FCC seeks to revise or expand the "must carry" rules, such as to require carriage of multicast streams, we would be forced to carry video programming that we would not otherwise carry and potentially drop other, more popular programming in order to free capacity for the required programming, which could make us less competitive. Moreover, if the FCC adopts rules that are not competitively neutral, cable operators could be placed at a disadvantage versus other video providers.

The FCC took steps in 2017 to relax its media ownership rules, including restrictions on the number of commonly owned television stations per market as well as on newspaper/broadcast and radio/television station cross-ownership. After numerous court proceedings, the FCC's rules were upheld by the U.S. Supreme Court in April 2021. These changes relaxing media ownership rules will likely lead to increased consolidation of the television broadcast stations and station groups, with a corresponding increase in the negotiating leverage that broadcasters and station groups hold in retransmission consent negotiations, thereby possibly increasing the amounts we pay to broadcasters for retransmission consent. The FCC concluded its most recent review of its media ownership rules in December 2023 in which it retained the existing rules and adopted minor modifications to better tailor the rules to the current media marketplace. The FCC's action is under review in federal appeals court. We cannot predict the outcome of future reviews by the FCC and any subsequent review by the courts, and whether or to what extent any further revisions of the rules by the FCC or the courts may affect our operations or impose additional costs on our business.

Additional government-mandated broadcast carriage obligations, including those related to the FCC's enhanced technical broadcasting option (Advanced Television Systems Committee 3.0), could disrupt existing programming commitments and increase our costs of carrying such programming. Our costs also could increase if the FCC requires us to refund subscribers affected by programming blackouts due to retransmission consent negotiations.

Risks Relating to Our Indebtedness

We have incurred substantial indebtedness, including in connection with various acquisitions, and the degree to which we are now leveraged may have a material adverse effect on our business, financial condition or results of operations and cash flows.

We currently have a substantial amount of indebtedness which could limit our ability to obtain additional financing for working capital, capital expenditures, acquisitions, strategic investments, our obligations under the Call Option or Put Option (each as described under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Condition: Liquidity and Capital Resources – Liquidity") relating to our investment in MBI, debt service requirements, stock repurchases or other purposes. It may also increase our vulnerability to adverse economic, market and industry conditions, limit our flexibility in planning for, or reacting to, changes in our business operations or to our industry overall, and place us at a disadvantage in relation to our competitors that have lower debt levels.

Our ability to make payments on and to refinance our indebtedness, including the debt incurred in connection with acquisitions, as well as any future debt that we may incur, will depend on our ability to generate cash in the future from operations, financings or asset sales. Our ability to generate cash is subject to general economic, financial, competitive, legislative, regulatory and other factors, some of which are beyond our control.

The terms of our indebtedness restrict our current and future operations, particularly our ability to incur debt that we may need to fund initiatives in response to changes in our business, the industries in which we operate, the economy and governmental regulations.

The terms of our indebtedness include a number of restrictive covenants that impose significant operating and financial restrictions on us and limit our ability to engage in actions that may be in our long-term best interests. These may restrict our ability to take some or all of the following actions:

- incur or guarantee additional indebtedness or sell disqualified or preferred stock;
- pay dividends on, make distributions in respect of, repurchase or redeem, capital stock;
- make acquisitions or investments;
- sell, transfer or otherwise dispose of certain assets;
- create or allow to exist liens;
- enter into sale/leaseback transactions;
- enter into agreements restricting the ability to pay dividends or make other intercompany transfers;
- consolidate, merge, sell or otherwise dispose of all or substantially all of our or our subsidiaries' assets;
- enter into transactions with affiliates;
- prepay, repurchase or redeem certain kinds of indebtedness;
- issue or sell stock of our subsidiaries; and/or
- significantly change the nature of our business.

As a result of all of these restrictions, we may be:

- limited in how we conduct our business and pursue our strategy;
- unable to raise additional debt financing to operate during general economic or business downturns; and/or
- unable to compete effectively or to take advantage of new business opportunities, including acquisitions and strategic investments.

A breach of any of these covenants, if applicable, could result in an event of default under the terms of our indebtedness. If an event of default occurs, the lenders would have the right to accelerate the repayment of such debt and the event of default or acceleration may result in the acceleration of the repayment of any other of our debt to which a cross-default or cross-acceleration provision applies. Furthermore, we have pledged our assets as collateral for our repayment obligations under a portion of our indebtedness. If we were unable to repay any amount of this indebtedness when due and payable, the lenders of this indebtedness could proceed against the collateral that secures this indebtedness. In the event our creditors accelerate the repayment of our borrowings, we may not have sufficient assets to repay such indebtedness and our financial condition will be materially negatively affected.

We have variable rate indebtedness that subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.

As of December 31, 2024, we had approximately \$1.73 billion of outstanding term loans and an additional \$313.0 million of revolving credit borrowings under the New Credit Agreement (as defined elsewhere in this Annual Report on Form 10-K). The loans outstanding under the New Credit Agreement accrue interest at a variable rate and as a result expose us to interest rate risks. If interest rates increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remains the same, and our net income and cash flows will correspondingly decrease.

In addition, we will be exposed to the risk of rising interest rates to the extent that we fund our operations with additional short-term or variable-rate borrowings. We have entered into and in the future may enter into additional interest rate swaps in order to hedge against future interest rate volatility. We may elect not to maintain such interest rate swaps with respect to our variable rate indebtedness, if any, and any swaps we have entered into or may enter into may not fully mitigate our interest rate risk. As a result, our financial condition, results of operations and cash flows could be materially negatively affected.

Our inability to raise funds necessary to repurchase, or settle conversions of, either series of our convertible notes upon a fundamental change as described in the applicable indenture, may lead to defaults under such indenture and under agreements governing our existing or future indebtedness.

If we repurchase the Convertible Notes (as defined elsewhere in this Annual Report on Form 10-K) for cash, which holders may require upon a fundamental change as described in the applicable Convertible Note Indenture (as defined elsewhere in this Annual Report on Form 10-K), or settle such Convertible Notes by cash or by a combination of cash and shares of our common stock in the event a holder elects to convert their Convertible Notes following a fundamental change, we will be required to make cash payments with respect to the Convertible Notes being converted or repurchased.

However, we may not have enough available cash or be able to obtain financing at the time we are required to make purchases of the Convertible Notes being surrendered or converted. In addition, our ability to repurchase the Convertible Notes or to pay cash upon conversion of Convertible Notes is limited by the agreements governing our existing indebtedness and may also be limited by law, by regulatory authority or by agreements that will govern our future indebtedness. Our failure to repurchase Convertible Notes at a time when the repurchase is required by the applicable Convertible Notes Indenture or to pay cash payable on future conversions of the Convertible Notes as required by such indenture would constitute a default under such indenture. A default under the applicable Convertible Notes Indenture or the fundamental change itself could also lead to a default under agreements governing our existing or future indebtedness (including the New Credit Agreement and the Senior Notes Indenture, each as defined elsewhere in this Annual Report on Form 10-K).

The conditional conversion feature of either series of the Convertible Notes, if triggered, may adversely affect our financial condition and operating results.

In the event the conditional conversion feature of either series of the Convertible Notes is triggered, holders of the applicable Convertible Notes will be entitled to convert such Convertible Notes at any time during specified periods at their option. If one or more holders elect to convert their Convertible Notes, we may initially elect to satisfy our conversion obligations by combination settlement. In addition, in the future, we may elect to settle all of our conversion obligations through the payment of cash, which could adversely affect our liquidity. In addition, even if holders do not elect to convert the 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 liability, rather than a long-term liability, which would result in a material reduction of our net working capital.

Conversion of either series of the Convertible Notes will dilute the ownership interest of existing stockholders or may otherwise depress the price of our common stock.

The conversion of some or all of the Convertible Notes will dilute the ownership interests of existing stockholders to the extent we deliver shares of our common stock upon conversion of any of the Convertible Notes. The Convertible Notes may from time to time in the future be convertible at the option of their holders prior to their scheduled terms under certain circumstances. Any sales in the public market of the common stock issuable upon such conversion could adversely affect prevailing market prices of our common stock. In addition, the existence of the Convertible Notes may encourage short selling by market participants because the conversion of the Convertible Notes could be used to satisfy short positions or anticipated conversion of the Convertible Notes into shares of our common stock could depress the price of our common stock.

Risks Relating to Our Common Stock and the Securities Market

We cannot assure you that we will continue to pay dividends on our common stock, and our indebtedness limits our ability to pay dividends on our common stock.

The timing, declaration, amount and payment of future dividends to stockholders falls within the discretion of our Board. Our Board's decisions regarding the amount and payment of future dividends will depend on many factors, including our financial condition, earnings, capital requirements of our business and covenants associated with debt obligations, as well as legal requirements, regulatory constraints, industry practice and other factors that our Board deems relevant. There can be no assurance that we will continue to pay any dividend in the future.

Certain provisions in our Amended and Restated Certificate of Incorporation and Amended and Restated By-laws and Delaware law may discourage takeovers and the concentration of ownership of our common stock will affect the voting results of matters submitted for stockholder approval.

Several provisions of our Amended and Restated Certificate of Incorporation, Amended and Restated By-laws and Delaware law may discourage, delay or prevent a merger or acquisition that is opposed by our Board or certain stockholders holding a significant percentage of the voting power of our outstanding voting stock. These include provisions that:

- do not permit our stockholders to act by written consent and require that stockholder action must take place at an annual or special meeting of our stockholders;
- provide that only our CEO and a majority of our directors, and not our stockholders, may call a special meeting of our stockholders;
- require the approval of our Board or the affirmative vote of stockholders holding a majority of the voting power of our capital stock to amend our Amended and Restated By-laws; and
- limit our ability to enter into business combination transactions with certain stockholders.

These and other provisions of our Amended and Restated Certificate of Incorporation, Amended and Restated By-laws and Delaware law may discourage, delay or prevent certain types of transactions involving an actual or a threatened acquisition or change in control of the Company, including unsolicited takeover attempts, even though the transaction may offer our stockholders the opportunity to sell their shares of our common stock at a price above the prevailing market price.

Our Amended and Restated Certificate of Incorporation designates the Court of Chancery of the State of Delaware 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, associates or stockholders.

Our Amended and Restated Certificate of Incorporation provides that, subject to limited exceptions, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for any (i) derivative action or proceeding brought on behalf of the Company, (ii) action asserting a claim of breach of a fiduciary duty owed by any director, officer or associate of the Company to the Company or the Company's stockholders, (iii) action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law (the "DGCL") or (iv) action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of our capital stock shall be deemed to have notice of and to have consented to the provisions of our Amended and Restated Certificate of Incorporation described above. This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other associates, which may discourage such lawsuits against us and our directors, officers and associates. Alternatively, if a court were to find these provisions of our Amended and Restated Certificate of Incorporation inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business and financial condition.

General Risk Factors

Adverse conditions in the U.S. economy could impact our results of operations.

Unfavorable general economic conditions, such as a recession or economic slowdown in the United States, heightened inflation, increased unemployment levels and higher interest rates and the imposition of tariffs on imports into the United States, could negatively affect the affordability of and demand for some of our products and services. In difficult economic conditions, consumers may seek to reduce discretionary spending by forgoing purchases of our products and services, electing to use fewer higher margin products and services or obtaining lower cost products and services offered by other companies. Similarly, under these conditions the business customers that we serve may delay purchasing decisions, delay full implementation of service offerings or reduce their use of services. Also, our ability to gain new customers is to a certain extent dependent on the pace of households moving residences and new housing construction within our markets, which are influenced by both national and local economic conditions. In addition, adverse economic conditions may lead to an increased number of our residential and business customers becoming unable to pay for services. If any of these events were to occur, it could have a material negative effect on our operations, business, financial condition and results of operations.

Pandemics, epidemics or disease outbreaks, or other health crises, have, and may in the future, disrupt our business and operations, which could materially affect our business, financial condition, results of operations and cash flows.

The occurrence of pandemics, epidemics or disease outbreaks could materially affect our business, financial condition, results of operations and cash flows, including due to negative impacts on the global economy, disruptions to global supply chains and workforce participation, and volatility and disruption of financial markets. For example, the outbreak of the COVID-19 pandemic initially caused us to modify our operations, including, among other things, restricting our technicians from entering customer homes and businesses; closing or limiting access to local offices and our corporate headquarters for associates, customers and others; instituting an expanded work-from-home program, including enhancing our technological capabilities to support such efforts; and implementing several compensation related enhancements, which resulted in higher labor costs and other operating expenses. Additionally, we temporarily suspended data overage fees, late charges and reconnect fees. If a new pandemic, epidemic or disease outbreak were to occur, we could experience broad and varied impacts similar to the impact of COVID-19.

The demand for our residential data and business data services products may be lower than we expect.

The future growth in demand for our services is difficult to predict and may differ materially from our current expectations. Our business could be adversely affected if the future demand for our services, including in particular our residential data and business data services, is materially lower than we expect.

Our stock price may fluctuate significantly, depending on many factors, some of which may be beyond our control.

The market price of our common stock may fluctuate significantly, depending on many factors, some of which may be beyond our control, including:

- actual or anticipated fluctuations in our operating results due to factors related to our business;
- success or failure of our business strategies;
- our quarterly or annual earnings, or those of other companies in our industry;
- our ability to obtain financing as needed;
- announcements by us or our competitors of significant acquisitions, dispositions or strategic investments;
- changes in accounting standards, policies, guidance, interpretations or principles;
- the failure of securities analysts to cover, or maintain coverage of, our common stock;
- changes in earnings estimates by securities analysts or our ability to meet those estimates;
- the operating and stock price performance of other comparable companies;
- investor perception of the Company and our industry;
- overall market fluctuations;
- results from any material litigation or government investigation;
- changes in laws and regulations (including tax laws and regulations) affecting our business;
- changes in capital gains taxes and taxes on dividends affecting stockholders; and
- general economic conditions and other external factors.

Low trading volume for our stock, which may occur if an active trading market is not sustained, among other reasons, would amplify the effect of the above factors on our stock price volatility.

Stock markets in general can experience volatility that is unrelated to the operating performance of a particular company. These broad market fluctuations could adversely affect the trading price of our common stock.

Your percentage ownership in the Company may be diluted in the future.

Your percentage ownership in the Company may be diluted in the future because of equity awards granted, and that we expect to grant in the future, to our directors, officers and other associates. In addition, we may issue equity as all or part of the financing or consideration paid for acquisitions and strategic investments that we may make in the future or as necessary to fund our ongoing operations. We also had \$920.0 million of Convertible Notes outstanding as of December 31, 2024 that may further dilute your percentage ownership in the Company in the future if such Convertible Notes are converted.

Any damage to our reputation or brand image could adversely affect our business, financial condition or results of operations.

Maintaining a positive reputation and brand image are important factors impacting our ability to sell our products and services. The speed at which negative publicity is disseminated has increased dramatically through social media, websites and blogs. Our success in maintaining a positive brand image depends on our ability to adapt to this rapidly changing media environment. Adverse publicity or negative commentary in any media outlet could damage our reputation and reduce the demand for our products and services, which would adversely affect our business. Our reputation or brand image could be adversely impacted by negative publicity, commentary or communications (whether or not valid), including related to the following topics: our failure to maintain high ethical and social practices in all of our operations and activities; our failure to be perceived as appropriately addressing matters of social responsibility; our use of social media; or public perception of statements or positions made or taken by us, including our executives and associates.

If we are unable to retain key associates, our ability to manage our business could be adversely affected.

Our operational results have depended, and our future results will depend, upon the retention and continued performance of our management team. The competitive environment for management talent in the broadband communications industry could adversely impact our ability to retain and hire new key associates for management positions. The loss of the services of key members of management and the inability or delay in hiring new key associates could adversely affect our ability to manage our business and our future operational and financial results.

Our ability to incur future indebtedness, whether for general corporate purposes or for acquisitions and strategic investments, may not be available on favorable terms, or at all.

We may need to seek additional financing for our general corporate purposes or for acquisitions and strategic investments in the future, including our obligations under the Call Option or Put Option (each as described under “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Financial Condition: Liquidity and Capital Resources – Liquidity*”) relating to our investment in MBI. We may be unable to obtain additional indebtedness on terms favorable to us, or at all, including because of the terms of our current indebtedness. If adequate funds are not available on acceptable terms, we may be unable to fund our future activities, which could negatively affect our business. If we raise additional funds by issuing debt, we may be subject to limitations on our operations due to restrictive covenants. Additionally, if we issue any debt securities in the future that are convertible into shares of our common stock, our existing stockholders could suffer significant dilution upon conversion of such convertible debt securities.

Our Amended and Restated Certificate of Incorporation includes provisions limiting the personal liability of our directors for breaches of fiduciary duty under the DGCL.

Our Amended and Restated Certificate of Incorporation contains a provision permitted under the DGCL relating to the liability of directors. This provision eliminates a director’s personal liability to the fullest extent permitted by the DGCL for monetary damages resulting from a breach of fiduciary duty; provided that such provision will not eliminate or limit a director’s liability:

- for any breach of the director’s duty of loyalty;
- for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- under Section 174 of the DGCL (including for unlawful dividends); or
- for any transaction from which the director derives an improper personal benefit.

The principal effect of the limitation on liability provision is that a stockholder will be unable to prosecute an action for monetary damages against a director unless the stockholder can demonstrate a basis for liability for which indemnification is not available under the DGCL. This provision, however, should not limit or eliminate our rights or any stockholder’s rights to seek non-monetary relief, such as an injunction or rescission, in the event of a breach of a director’s fiduciary duty. This provision will not alter a director’s liability under federal securities laws. The inclusion of this provision in our Amended and Restated Certificate of Incorporation may discourage or deter stockholders or management from bringing a lawsuit against directors for a breach of their fiduciary duties, even though such an action, if successful, might otherwise have benefited us and our stockholders.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Cybersecurity Risk Management and Strategy

We employ a layered security approach leveraging people, process and technology — structuring our cybersecurity program to align with the National Institute of Standards and Technology ("NIST") Cybersecurity Framework ("CSF"). We also intend that our cybersecurity program aligns with applicable laws and regulatory requirements. For example, CALEA requires broadband providers to affirmatively secure their networks from unlawful access to or interceptions of communications. Our program and the related controls we employ are designed to identify and assess risk with the aim of preventing, detecting or mitigating cybersecurity risks to avoid material harm to our business, customers, associates and other stakeholders.

Our program addresses physical threats caused by infrastructure failures, logical threats caused by threat-actors and viruses, as well as other threats we identify by auditing our operations. We conduct annual assessments of our internal control over financial reporting as required for compliance with the Sarbanes-Oxley Act of 2002. Additionally, we conduct annual self-assessments and annual third-party penetration testing of our cybersecurity controls such as for compliance with Payment Card Industry ("PCI") standards, and otherwise where applicable. Our cybersecurity team also monitors supply chain and third-party cybersecurity risks to minimize the likelihood of business disruption, as well as conducts annual incident response plan rehearsals and risk assessments based on NIST standards, including the CSF.

We have a dedicated internal cybersecurity team that maintains our readiness and security posture by overseeing our cybersecurity program's information security policies and standards. In doing so, our cybersecurity team works with independent external cybersecurity advisors to develop appropriate standards to identify, assess, mitigate and remediate material cyber risks and issues. For example, PCI standards include quarterly external vulnerability scans that are conducted by a vendor approved by the PCI security standards council. Further, as part of our annual risk assessment controls, we obtain and review the SSAE (SOC-1 Type 2) reports of our key third-party service providers. The annual assessment includes consideration of materiality, identification and prioritization of financial reporting elements ("FREs") using quantitative and qualitative risk factors (including fraud risk), and identification of business processes and information technology systems linked to FREs. The reports are reviewed to identify and evaluate subservice providers, key reports, exceptions and complementary user entity controls and determines the appropriate response on any identified concerns.

We also incorporate intelligence sharing about emerging threats through collaboration with other companies in our industry, consultants and public-private partnerships with government intelligence agencies, such as the Arizona Cyber Threat Response Alliance ("ACTRA") and NCTA-The Internet and Television Association ("NCTA").

As part of our cybersecurity program, we provide regular training on our information security policies and standards to help further prevent, detect and mitigate cybersecurity risks. We require mandatory cybersecurity, privacy and information handling training for all new associates upon onboarding and annually thereafter for all associates. We also conduct regular training throughout the year for our associates, as well as third-party contractors, on cybersecurity topics. We conduct training on phishing, social engineering and general cybersecurity awareness. To validate the effectiveness of our training, simulated phishing campaigns are conducted periodically for all associates. Additionally, third party software vendors and service providers who have access to our data or systems are obligated to adhere to our information security policies and standards as part of their service agreements.

Cybersecurity Governance

Our Board employs a principles-based approach to identify and provide oversight with respect to the myriad of risks impacting the Company, including cybersecurity risks. The executive leadership team monitors our risk environment, including attempting to identify potential unknown risks, and regularly reports on such matters to our Board or committees thereof. We have an enterprise risk management ("ERM") program designed to identify, assess, prioritize, manage and mitigate major risk exposures that could affect our ability to execute on our corporate strategy and fulfill our business objectives. Our ERM program is administered by a risk council made up of members of senior management supported by subject matter experts within our organization. The Board fulfills certain risk oversight functions through its standing committees. Representatives of the risk council report to the Audit Committee on risk exposure, management and tolerance, and related matters. The Audit Committee oversees the risks related to the integrity of the Company's financial statements and receives an ERM report at least annually. Further, the Company's Disclosure Controls Committee reports directly to the Audit Committee on certain matters relating to our public disclosures. Our Nominating and Governance Committee has the responsibility of periodically monitoring, reviewing and discussing with management the Company's cybersecurity preparedness, vulnerabilities, defenses and planned responses, including related risk management programs and practices.

As discussed above, our cybersecurity team oversees information security, cyber and technology risk and IT compliance. As of December 31, 2024, our cybersecurity team consisted of 14 associates with an average of over ten years of cybersecurity experience, most of whom hold advanced degrees in the fields of information security and/or cybersecurity, along with over 50 professional certifications in the aggregate. Our cybersecurity team is led by a Senior Director of Cybersecurity, who has over 30 years of global experience across various industries in the areas of information risk, privacy, security and the leadership of cybersecurity teams dedicated to the identification of risks and protection against potential threats as well as the swift detection, response and recovery from adverse incidents. Our Senior Director of Cybersecurity has earned several professional certifications including Certified Information Systems Security Professional (CISSP), Certified Information Systems Auditor (CISA), Certified in Risk & Information Systems Control (CRISC) and Certified Information Security Manager (CISM) and reports through one of our Senior Vice Presidents to our Chief Operating Officer, who is a member of the executive team.

At least quarterly, our cybersecurity team provides a report to our Nominating and Governance Committee and, at least annually, to the full Board regarding our technology and cybersecurity risk profile, programs and key initiatives, including the maturity of our cybersecurity framework and how we compare to selected industry benchmarks.

Our risk oversight activities, including those related to cybersecurity, are supported by internal reporting structures. These structures include protocols in the event of an incident, including the escalation by the cybersecurity team through its reporting structure to the executive team, our Disclosure Controls Committee, our risk council made up of members of our senior management supported by subject matter experts within our organization that administers our ERM program, our Nominating and Governance Committee and the Board, depending on the level of the threat or incident.

As of the date of this Annual Report on Form 10-K, we are not aware of any risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, that have materially affected or are reasonably likely to materially affect us, including our business strategy, results of operations, or financial condition. For additional information regarding cybersecurity-related risks we face, see *"Risk Factors — Risks Relating to Our Business — We rely on network and information systems and other technology, and a disruption or failure of such networks, systems or technology as a result of cybersecurity incidents, as well as outages, natural disasters (including extreme weather), pandemics, terrorist attacks, accidental releases of information or similar events, may disrupt our business"* and *"Risk Factors — Risks Related to Our Business — Security breaches and other disruptions, including cyber-attacks, and our actual or perceived failure to adequately protect business and consumer data could give rise to liability or reputational harm."*

ITEM 2. PROPERTIES

Our headquarters is located in Phoenix, Arizona. As of December 31, 2024, we own, lease or otherwise have rights to use approximately 350 facilities, consisting of approximately 200 facilities that we own, and approximately 150 facilities that we lease or otherwise have rights to use. These facilities are in 26 different states of the United States.

Our principal physical assets consist of our broadband plant and equipment, including signal receiving, encoding and decoding devices, headend facilities, fiber-optic transport and distribution networks and customer premise equipment for each of our systems. Our broadband plant and related equipment generally attach to utility poles under pole rental agreements with local public utilities and telephone companies, although in certain areas our transport and distribution network is buried in underground ducts or trenches. We own or lease real property for signal reception sites and own most of our service vehicles.

The physical components of our broadband network require maintenance and periodic upgrades to improve performance and capacity and support existing and new services and products. We also operate a network operations center that monitors our network at all times.

We believe that our properties are generally in good condition and are suitable and adequate to support our operations.

ITEM 3. LEGAL PROCEEDINGS

In the ordinary course of business, we periodically receive claims from third parties alleging that our network and information technology infrastructure infringes the intellectual property rights of others. We have sometimes been named as joint defendants in these suits together with other providers of data, video and voice services. Typically, these claims allege that aspects of our system architecture, electronic program guides, modem technology or VoIP services infringe on process patents held by third parties. In addition, we have been subject to various civil lawsuits in the ordinary course of business, including contract disputes, actions alleging negligence, invasion of privacy, violations of applicable wage and hour laws and statutory and common law claims involving various other matters. We do not view any of these proceedings as material to our business and are currently not subject to any other material legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

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

Market Information

Our common stock is publicly traded under the ticker symbol “CABO” on the New York Stock Exchange.

Holders

As of February 21, 2025, there were approximately 750 holders of record of our common stock.

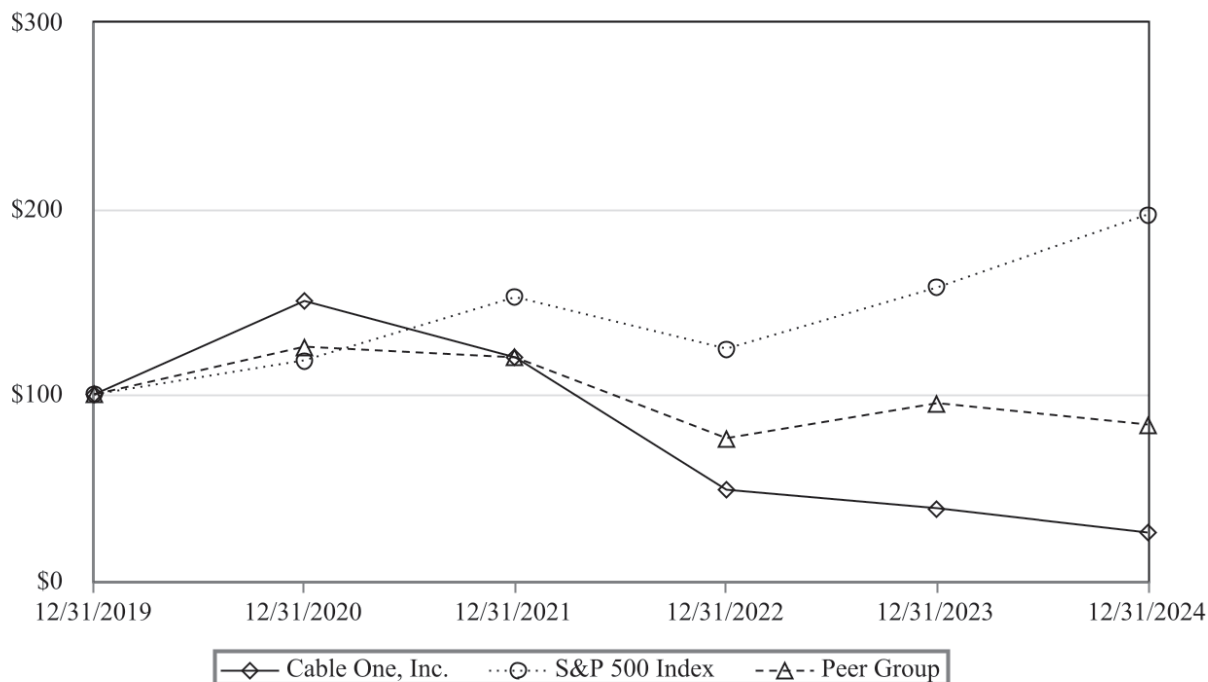
Dividends

We currently expect to continue to pay comparable quarterly cash dividends on shares of our common stock, subject to approval of the Board.

Performance Graph

The following graph compares the cumulative total stockholder return of our common stock between December 31, 2019 and December 31, 2024 with the cumulative total returns of the Standard & Poor’s 500 Stock Index and a custom peer group index (the “Peer Group”). For purposes of this graph, it assumes a hypothetical \$100 investment on December 31, 2019 and that dividends, if any, were reinvested. The Peer Group of data, video and voice services companies consists of Altice USA, Inc.; Charter Communications, Inc.; Comcast Corporation; and WideOpenWest, Inc.

Comparison of 60 Month Cumulative Return



	12/31/2019	12/31/2020	12/31/2021	12/31/2022	12/31/2023	12/31/2024
Cable One, Inc.....	\$ 100.00	\$ 150.42	\$ 119.72	\$ 48.83	\$ 38.89	\$ 26.07
S&P 500 Index	\$ 100.00	\$ 118.40	\$ 152.39	\$ 124.79	\$ 157.59	\$ 197.02
Peer Group	\$ 100.00	\$ 125.71	\$ 119.93	\$ 76.70	\$ 95.48	\$ 84.14

Source: S&P Global Market Intelligence
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The stock price performance shown on this graph is based on historical results and is not necessarily indicative of future stock price performance. The graph is furnished solely to accompany this Annual Report on Form 10-K and is not being filed for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities under that section, and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

Purchases of Equity Securities by the Issuer

The following table sets forth certain information relating to the purchases of our common stock by us and any affiliated purchasers within the meaning of Rule 10b-18(a)(3) under the Exchange Act during the three months ended December 31, 2024 (dollars in thousands, except per share data):

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs⁽¹⁾	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 to 31, 2024 ⁽²⁾	119	\$ 348.48	—	\$ 143,104
November 1 to 30, 2024	—	\$ —	—	\$ 143,104
December 1 to 31, 2024	—	\$ —	—	\$ 143,104
Total.....	119	\$ 348.48	—	

⁽¹⁾ On May 20, 2022, the Company's Board authorized up to \$450.0 million of share repurchases (with no cap as to the number of shares of common stock), which was announced on May 23, 2022 (the "Share Repurchase Program"). The authorization does not have an expiration date. The Company had \$143.1 million of remaining share repurchase authorization under the Share Repurchase Program as of December 31, 2024. Additional purchases under the Share Repurchase Program may be made from time to time on the open market and in privately negotiated transactions. The size and timing of these purchases are based on a number of factors, including share price and business and market conditions.

⁽²⁾ Includes shares withheld from associates to satisfy estimated tax withholding obligations in connection with the vesting of restricted stock and/or exercises of stock appreciation rights under the Company's incentive compensation plans. The average price paid per share for the common stock withheld was based on the closing price of the Company's common stock on the applicable vesting or exercise measurement date.

ITEM 6. [RESERVED]

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our audited consolidated financial statements and accompanying notes included in this Annual Report on Form 10-K, as well as the discussion in the section of this Annual Report on Form 10-K entitled "*Business.*" This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results may vary materially from those expressed or implied by these forward-looking statements due to a number of factors, including those discussed in the sections of this Annual Report on Form 10-K entitled "*Cautionary Statement Regarding Forward-Looking Statements*" and "*Risk Factors.*"

Throughout this "*Management's Discussion and Analysis of Financial Condition and Results of Operations,*" all totals, percentages and year-over-year changes are calculated using exact numbers. Minor differences may exist due to rounding.

Overview

We are a leading broadband communications provider delivering exceptional service and enabling our customers to thrive and stay connected to what matters most. We strive to deliver an effortless experience by offering solutions that make our customers' lives easier, and by relating to them personally as our neighbors and local business partners. Through Sparklight® and the associated Cable One family of brands, we are transforming the future of connectivity with a commitment to innovation, reliability and customer experience. We believe our robust infrastructure and cutting-edge technology keep our customers connected and help drive progress in education, business and everyday life. We believe the services we provide are critical to the development of new businesses and drive economic growth in the non-metropolitan, secondary and tertiary markets that we serve in 24 Western, Midwestern and Southern states. As of December 31, 2024, approximately 74% of our customers were located in seven states: Arizona, Idaho, Mississippi, Missouri, Oklahoma, South Carolina and Texas. We provided services to approximately 1.1 million residential and business customers out of approximately 2.8 million passings as of December 31, 2024. Of these customers, approximately 1,055,000 subscribed to data services, 114,000 subscribed to video services and 106,000 subscribed to voice services as of December 31, 2024.

We generate substantially all of our revenues through three primary product lines. Ranked by share of our total revenues during 2024, they are residential data (58.6%), business data (14.4%) and residential video (14.1%). The profit margins, growth rates and/or capital intensity of these three primary product lines vary significantly due to competition, product maturity and relative costs.

In 2024, our Adjusted EBITDA margins for residential data and business data are estimated to be approximately three and four times greater, respectively, than for residential video. We define Adjusted EBITDA margin for a product line as Adjusted EBITDA attributable to that product line divided by revenue attributable to that product line (see "*Use of Adjusted EBITDA*" below for the definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to net income, which is the most directly comparable GAAP measure). This margin disparity is largely the result of significant programming costs and retransmission fees incurred to deliver residential video services, which in each of the last three years represented between 59% and 64% of total residential video revenues. Neither of our other primary product lines has direct costs representing as substantial a portion of revenues as programming costs and retransmission fees represent for residential video, and indirect costs are generally allocated on a per PSU basis.

We focus on growing our higher margin businesses, namely residential data and business data services. Our strategy acknowledges the industry-wide trends of declining profitability of video services and declining revenues from residential voice services. The declining profitability of residential video services is due primarily to increasing programming costs and retransmission fees and competition from other streaming content providers, and the declining revenues from residential voice services are due primarily to the increasing use of wireless voice services instead of residential voice services. Separately, we have also historically focused on retaining customers who are likely to produce higher relative value over the life of their service relationships with us, are less attracted by discounting, require less support and churn less, while more recently supplementing our growth by targeting a broader scope of incremental customers, including those who are more value-conscious. This strategy has focused on increasing Adjusted EBITDA, driving higher margins and delivering attractive levels of Adjusted EBITDA less capital expenditures over the long-term.

Excluding the effects of our recently completed and any potential future acquisitions and divestitures, the trends described above have impacted, and are expected to further impact, our three primary product lines in the following ways:

- *Residential data.* We have experienced significant growth in residential data customers and revenues since 2013 and we expect growth for this product line to continue over the long-term, supplemented by growth in related services, such as intelligent Wi-Fi and network security solutions, that we are focused on growing. We believe upgrades made in our broadband capacity, our ability to offer higher access speeds than many of our competitors, the reliability and flexibility of our data service offerings, our Wi-Fi offerings and continuously growing data usage by consumers and their demand for higher speeds will enable us to continue growing ARPU from our existing customers over the long-term and capture additional market share. Our broadband plant generally consists of a fiber or HFC network with ample unused capacity, and we offer our data customers internet products at some of the fastest speeds available in our markets. During the fourth quarter of 2024, our average residential data customer used 774 Gigabytes of data per month, with over 27% of our customers using over 1 Terabyte of data per month. We believe that the capacity and reliability of our networks is equal to or exceeds that of our competitors in most of our markets and best positions us to meet the continuously increasing consumption demands of customers.
- *Business data.* We have experienced significant growth in business data customers and revenues since 2013. We attribute this growth to our strategic focus on increasing sales to business customers and our efforts to attract enterprise and wholesale business customers. We expect to experience continued growth in business data customers and revenues over the long-term. Margins for products sold to business customers have remained attractive, which we expect will continue.
- *Residential video.* Residential video service is an increasingly fragmented business, with programming costs and retransmission fees continuing to escalate in the face of a proliferation of streaming content alternatives. We intend to continue our strategy of focusing on the higher-margin businesses of residential data and business data services while de-emphasizing our video business. As a result of our video strategy, we expect that residential video customers and revenues will continue to decline. We now offer Sparklight TV, an IPTV video service that allows customers with our Sparklight TV app to stream our video channels from the cloud. This transition from linear to IPTV video service enables us to reclaim bandwidth, freeing up network capacity to increase data speeds and capacity across our network.

We continue to experience increased competition, particularly from telephone companies; fiber, municipal and cooperative overbuilders; cell phone internet providers; and OTT video providers. Because of the levels of competition we face, we believe it is important to make investments in our infrastructure. In addition, a key objective of our capital allocation process is to invest in initiatives designed to drive revenue and Adjusted EBITDA expansion. Approximately 61% of our total capital expenditures since 2017 focused on infrastructure improvements intended to grow these measures. We continue to invest capital to, among other things, increase fiber density and coverage, expand our footprint, increase plant and data capacity, enhance network reliability and improve the customer experience. We have rolled out multi-Gigabit download data service to over 40% of our markets and currently offer Gigabit download data service to all of our passings. We have also deployed DOCSIS 3.1 and begun the deployment of DOCSIS 4.0, which, together with Sparklight TV, further increases our network capacity and enables future growth in our residential data and business data product lines.

We expect to continue to devote financial resources to infrastructure improvements in existing and newly acquired markets as well as to expand high-speed data service in areas adjacent to our existing network. We believe these investments are necessary to continually meet our customers' needs and remain competitive. The capital enhancements associated with acquisitions include rebuilding low-capacity markets; reclaiming bandwidth from analog video services; implementing 32-channel bonding; deploying DOCSIS 4.0; consolidating back-office functions such as billing, accounting and service provisioning; migrating products to Cable One platforms; and expanding our high-capacity fiber network.

Our primary financial goals are to continue growing residential data and business data revenues, to increase profit margins and to deliver strong Adjusted EBITDA and Adjusted EBITDA less capital expenditures over the long-term. To achieve these goals, we intend to continue our disciplined cost management approach, remain focused on customers with expected higher relative value, supplement our growth by targeting a broader scope of incremental customers, including those who are more value-conscious, combat competitive threats in our markets through more targeted pricing and product offerings and follow through with further planned investments in broadband plant upgrades, including the continued deployment of DOCSIS 4.0 capabilities and new data service offerings for residential and business customers. We also plan to seek broadband-related acquisition and strategic investment opportunities in rural markets in addition to the pursuit of organic growth through market expansion projects. Given our strategic focus on our higher margin residential data and business data product lines, we assess our level of capital expenditures relative to Adjusted EBITDA, unlike others in our industry who may compare their capital expenditures to revenues due to their much larger residential video customer bases.

Beginning in the fourth quarter of 2023, we increased our efforts to supplement the growth of our residential data customer base by targeting a broader scope of incremental customers, including those who are more value-conscious, through more targeted pricing and product offerings. These efforts contributed to a reduction in residential data services ARPU during 2024.

Our business is subject to extensive governmental regulation, which substantially impacts our operational and administrative expenses. Thus, we could be significantly impacted by changes to the existing regulatory framework, whether triggered by legislative, administrative or judicial rulings. The FCC currently is considering several initiatives that could lead to increased regulation of our data, voice and video services. Some states, including Arizona and Missouri (where we have subscribers), have proposed administrative actions and/or legislation in the past, which if adopted could lead to increased regulation of our provision of data services. Several states, including Minnesota, Oregon and Washington (where we also have subscribers), have adopted legislation that requires entities providing broadband internet access service in the state to comply with net neutrality requirements or that prohibits state and local government agencies from contracting with internet service providers that engage in certain network management activities based on paid prioritization, content blocking or other discrimination. We cannot predict whether or when any future changes to the regulatory framework will occur at the federal or state level or whether or to what extent those changes may affect our operations or impose additional costs on our business.

We serve our customers through a plant and network with capacity generally measuring 750 megahertz or higher and have DOCSIS 3.1 capabilities throughout our systems. Our technologically advanced fiber-based infrastructure provides for delivery of a full suite of data, video and voice products. Our broadband plant generally consists of a fiber or HFC network with ample unused capacity, and all of our passings have access to Gigabit download speeds, including over 40% of our markets that have access to multi-Gigabit download speeds, which we believe meaningfully distinguishes our offerings from certain competitors in our markets. As a result of multi-year investments in our plant and network, we increased broadband capacity and reliability, which has enabled and will continue to enable us to offer even higher download speeds to our customers. In addition to the deployment of symmetrical Gigabit speeds over our data network in select markets beginning in 2023, we also began deploying DOCSIS 4.0 in the fourth quarter of 2024. These upgrades will allow us to further increase plant capacity in support of continually increasing data usage by consumers. We believe these investments will reinforce our competitive strength in this area.

In addition to our organic growth, we have also completed a number of acquisitions in recent years. In 2017, we acquired NewWave for \$740.2 million. In 2019, we acquired Clearwave for \$358.8 million and Fidelity for \$531.4 million. In 2020, we acquired Valu-Net for \$38.9 million and contributed the assets of our Anniston System to Hargray in exchange for an approximately 15% equity interest in Hargray. We subsequently acquired the remaining approximately 85% equity interest in Hargray in 2021 for approximately \$2.0 billion. We also acquired certain assets and assumed certain liabilities from CableAmerica for \$113.1 million in late 2021 and completed a small acquisition for \$4.3 million in the third quarter of 2024.

In recent years, we have made investments in several broadband-centric providers serving non-urban markets that follow various strategies similar to our own. Such strategic investments capitalize on opportunities that may not have existed under a full ownership model, allow us to participate more aggressively in the fiber expansion business and may potentially provide future acquisition or investment opportunities, while allowing our management team to focus on our core business and without burdening our cash flow. In 2020, we invested a combined \$634.9 million in CTI, Nextlink, Wisper and MBI and contributed the assets of the Anniston System to Hargray in exchange for an approximately 15% equity interest. In 2021, we invested a combined \$95.8 million in Point, Tristar and Nextlink. In 2022, we contributed certain fiber operations to Clearwave Fiber in exchange for an approximately 58% equity interest in Clearwave Fiber valued at \$440.0 million as of the closing date, divested our Tallahassee, Florida system and certain other non-core assets and invested a combined \$41.8 million (including the \$7.0 million fair value of our divested Tallahassee, Florida system) in Point, MetroNet, Visionary and Zply. In 2023, we invested an additional \$1.6 million in Visionary and an additional \$27.8 million in Zply. In addition, we redeemed our equity investment in Wisper for total cash proceeds of \$35.9 million and divested our equity investment in Tristar for total cash proceeds of \$20.9 million in 2023. In 2024, we invested an additional \$20.0 million in Nextlink, increasing our equity interest to approximately 22% (see note 6 of the notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for further details).

Refer to our amended Annual Report on Form 10-K/A for the year ended December 31, 2023 for discussion and analysis of our financial condition and results of operations for 2023 compared to 2022 contained in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations.*”

The FCC's Affordable Connectivity Program

In 2021, we participated in the FCC's EBB program, which provided qualifying low-income consumers a discount on certain of our broadband internet access services for which we received reimbursement from the FCC. On December 31, 2021, the EBB program transitioned to the ACP as required by the Infrastructure Act. The ACP allowed us to seek reimbursement for certain broadband internet access service discounts provided to qualifying low-income consumers. The funding for the ACP authorized under the Infrastructure Act was depleted and the program ended in the second quarter of 2024. While only a relatively small percentage of our customers received ACP services, we lost approximately 10,000 residential data customers as a result of the discontinuation of the ACP during the nine months ended September 30, 2024.

Results of Operations

Key Performance Measures Summary

The following table summarizes certain key measures of our results of operations (dollars in thousands):

	<u>Year Ended December 31,</u>		<u>\$ Change</u>	<u>% Change</u>
	<u>2024</u>	<u>2023</u>		
Revenues	\$ 1,579,542	\$ 1,678,081	\$ (98,539)	(5.9)%
Total costs and expenses.....	\$ 1,137,663	\$ 1,151,178	\$ (13,515)	(1.2)%
Income from operations	\$ 441,879	\$ 526,903	\$ (85,024)	(16.1)%
Net income	\$ 14,480	\$ 224,622	\$ (210,142)	(93.6)%
Cash flows from operating activities.....	\$ 664,128	\$ 663,170	\$ 958	0.1 %
Cash flows from investing activities	\$ (564,445)	\$ (341,904)	\$ (222,541)	65.1 %
Cash flows from financing activities.....	\$ (136,341)	\$ (346,127)	\$ 209,786	(60.6)%
Adjusted EBITDA ⁽¹⁾	\$ 853,986	\$ 916,944	\$ (62,958)	(6.9)%
Capital expenditures	\$ 286,354	\$ 371,028	\$ (84,674)	(22.8)%

⁽¹⁾ Adjusted EBITDA is non-GAAP measure. See "Use of Adjusted EBITDA" below for a definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to net income.

PSU and Customer Counts

Selected subscriber data for the periods presented was as follows (in thousands, except percentages):

	As of December 31,		Annual Net Gain/(Loss)	
	2024	2023	Change	% Change
Residential data PSUs ⁽¹⁾	955.0	960.5	(5.5)	(0.6)%
Residential video PSUs	107.4	134.2	(26.8)	(20.0)%
Residential voice PSUs	67.3	79.2	(11.9)	(15.0)%
Total residential PSUs.....	1,129.7	1,173.8	(44.1)	(3.8)%
Business data PSUs.....	100.2	98.8	1.4	1.4 %
Business video PSUs.....	6.7	8.1	(1.4)	(16.9)%
Business voice PSUs	38.4	39.5	(1.1)	(2.8)%
Total business services PSUs.....	145.3	146.4	(1.1)	(0.7)%
Total data PSUs	1,055.2	1,059.3	(4.1)	(0.4)%
Total video PSUs.....	114.1	142.3	(28.1)	(19.8)%
Total voice PSUs	105.8	118.7	(13.0)	(10.9)%
Total PSUs	1,275.1	1,320.2	(45.2)	(3.4)%
Residential customer relationships	983.0	994.4	(11.4)	(1.1)%
Business customer relationships.....	105.9	102.6	3.2	3.1 %
Total customer relationships	1,088.8	1,097.0	(8.2)	(0.7)%
Passings.....	2,841.6	2,774.9	66.7	2.4 %

⁽¹⁾ Amount as of December 31, 2024 includes 2,100 residential data PSUs associated with a small acquisition in July 2024.

In recent years, our customer mix has shifted away from double- and triple-play packages combining data, video and/or voice services, which is in line with our strategy of focusing on our higher margin residential data and business data product lines. This is largely because some residential video customers have switched to OTT offerings and households continue to discontinue residential voice services. In addition, we have focused on selling data-only packages to new customers rather than cross-selling video to these customers.

Use of Nonfinancial Metrics and ARPU

We use various nonfinancial metrics to measure, manage and monitor our operating performance on an ongoing basis. Such metrics include passings (which we previously referred to as homes passed), PSUs and customer relationships. Passings represent the number of serviceable and marketable homes and businesses passed by our active plant. A PSU represents a single subscription to a particular service offering. Residential bulk multi-dwelling PSUs are generally classified as residential and are counted at the individual unit level. Business voice customers who have multiple voice lines are counted as a single PSU. A customer relationship represents a single customer who subscribes to one or more PSUs.

We believe passings, PSU and customer relationship counts are useful to investors in evaluating our operating performance. Similar measures with similar titles are common measures used by investors, analysts and peers to compare performance in our industry, although our measures of passings, PSUs and customer relationships may not be directly comparable to similarly titled measures reported by other companies.

We use ARPU to evaluate and monitor the amount of revenue generated by each type of service subscribed to by customers and the contribution to total revenues as well as to analyze and compare growth patterns. Residential ARPU values represent the applicable residential service revenues (excluding installation and activation fees) divided by the corresponding average of the number of PSUs at the beginning and end of each period, divided by the number of months in the period, except that for any PSUs added or subtracted as a result of an acquisition or divestiture occurring during the period, the associated ARPU values represent the applicable residential service revenues (excluding installation and activation fees) divided by the pro-rated average number of PSUs during such period. Business services ARPU values represent business services revenues divided by the average of the number of business customer relationships at the beginning and end of each period, divided by the number of months in the period, except that for any business customer relationships added or subtracted as a result of an acquisition or divestiture occurring during the period, the associated ARPU values represent business services revenues divided by the pro-rated average number of business customer relationships during such period.

We believe ARPU is useful to investors in evaluating our operating performance. ARPU and similar measures with similar titles are common measures used by investors, analysts and peers to compare performance in our industry, although our measure of ARPU may not be directly comparable to similarly titled measures reported by other companies.

2024 Compared to 2023

Revenues

Revenues decreased \$98.5 million, or 5.9%, due primarily to decreases in residential data, residential video, business other and residential voice revenues, partially offset by an increase in business data revenues.

Revenues by service offering for 2024 and 2023, together with the percentages of total revenues that each item represented for the years presented, were as follows (dollars in thousands):

	Year Ended December 31,				2024 vs. 2023	
	2024		2023		\$ Change	% Change
	Revenues	% of Total	Revenues	% of Total		
Residential data	\$ 925,854	58.6 %	\$ 979,296	58.4 %	\$ (53,442)	(5.5)%
Residential video	222,036	14.1 %	257,966	15.4 %	(35,930)	(13.9)%
Residential voice	31,958	2.0 %	37,088	2.2 %	(5,130)	(13.8)%
Business data	228,197	14.4 %	222,411	13.3 %	5,786	2.6 %
Business other	72,279	4.6 %	82,116	4.9 %	(9,837)	(12.0)%
Other	99,218	6.3 %	99,204	5.9 %	14	— %
Total revenues	<u>\$ 1,579,542</u>	<u>100.0 %</u>	<u>\$ 1,678,081</u>	<u>100.0 %</u>	<u>\$ (98,539)</u>	<u>(5.9)%</u>

ARPU for the indicated service offerings for 2024 and 2023 were as follows:

	Year Ended December 31,		2024 vs. 2023	
	2024	2023	\$ Change	% Change
Residential data	\$ 80.39	\$ 84.57	\$ (4.18)	(4.9)%
Residential video	\$ 153.14	\$ 140.63	\$ 12.51	8.9 %
Residential voice	\$ 36.32	\$ 36.20	\$ 0.12	0.3 %
Business services	\$ 240.18	\$ 248.55	\$ (8.37)	(3.4)%

Residential data revenues decreased \$53.4 million, or 5.5%, due primarily to a 4.9% decrease in ARPU as a result of the implementation of targeted pricing and product offerings in certain markets, including amongst value-conscious customers, and a reduction in subscribers, driven by the expiration of the ACP.

Residential video revenues decreased \$35.9 million, or 13.9%, due primarily to a decrease in residential video subscribers, partially offset by a rate adjustment enacted in early 2024.

Residential voice revenues decreased \$5.1 million, or 13.8%, due primarily to a decrease in residential voice subscribers.

Business data revenues increased \$5.8 million, or 2.6%, due primarily to an increase in business data subscribers.

Business other revenues decreased \$9.8 million, or 12.0%, due primarily to a decrease in business video subscribers.

Costs and Expenses

Operating expenses (excluding depreciation and amortization) were \$416.8 million for 2024 and decreased \$24.1 million, or 5.5%, compared to 2023. The decrease in operating expenses was primarily attributable to \$32.8 million of lower programming and franchise fees as a result of video customer losses and a \$2.9 million reduction in labor and other compensation-related costs, partially offset by increases of \$3.2 million in software costs, \$2.1 million in network backbone costs and \$2.0 million in rent expense. Operating expenses as a percentage of revenues were 26.4% and 26.3% for 2024 and 2023, respectively.

Selling, general and administrative expenses were \$366.0 million for 2024 and increased \$11.3 million, or 3.2%, compared to 2023. The increase in selling, general and administrative expenses was primarily attributable to increases of \$6.8 million in rebranding costs, \$6.2 million in system conversion costs and \$2.4 million in software costs, partially offset by a \$2.4 million decrease in labor and other compensation-related costs. Selling, general and administrative expenses as a percentage of revenues were 23.2% and 21.1% for 2024 and 2023, respectively.

Depreciation and amortization expense was \$341.8 million for 2024 and decreased \$1.1 million, or 0.3%, compared to 2023. Depreciation and amortization expense as a percentage of revenues was 21.6% and 20.4% for 2024 and 2023, respectively.

Interest Expense, Net

Interest expense, net, was \$138.0 million for 2024 and decreased \$13.6 million, or 9.0%, compared to 2023, driven primarily by lower average debt balances.

Other Income (Expense), Net

Other expense, net, was \$59.7 million for 2024 and consisted primarily of a \$71.5 million gain related to the MBI Amendment (as defined and described in the following section entitled "*Financial Condition: Liquidity and Capital Resources - Liquidity*"), a \$7.7 million gain related to the C-band spectrum relocation funding received from the federal government and a \$6.9 million non-cash gain associated with our Nextlink equity investment, partially offset by a \$146.2 million non-cash loss on fair value adjustment associated with the Old MBI Net Option (as defined and described in the section entitled "*Financial Condition: Liquidity and Capital Resources - Liquidity*"). Other income, net, was \$36.1 million for 2023 and consisted primarily of a \$28.0 million non-cash gain on fair value adjustment associated with the Old MBI Net Option, a \$12.3 million non-cash mark-to-market gain on the investment in Point and a \$1.8 million gain on the redemption of the Wisper equity investment, partially offset by a \$3.4 million loss on the sale of the Tristar equity investment and \$3.3 million of debt issuance costs written off in connection with the entry into the New Credit Agreement (as defined and described in the following section entitled "*Financial Condition: Liquidity and Capital Resources - Financing Activity*").

Income Tax Provision

Income tax provision was \$25.2 million for 2024 and decreased \$47.6 million, or 65.4%, compared to 2023. Our effective tax rate was 10.3% and 17.7% for 2024 and 2023, respectively. The decrease in the effective tax rate was due primarily to a decrease of \$19.0 million in deferred income tax expense related to state blended rate changes, partially offset by an increase of \$30.6 million in income tax expense related to a change in the valuation allowance associated with the Old MBI Net Option.

Equity Method Investment Income (Loss), Net

Equity method investment loss, net, was \$204.5 million for 2024 and consisted primarily of a \$111.7 million non-cash impairment of our MBI investment and our \$91.6 million and \$2.8 million proportionate share of net losses from our Clearwave Fiber and MBI investments, respectively. Equity method investment loss, net, was \$113.9 million for 2023 and consisted primarily of our \$109.3 million and \$5.1 million proportionate share of net losses from our Clearwave Fiber and MBI investments, respectively.

Net Income

Net income was \$14.5 million for 2024 compared to \$224.6 million for 2023.

Unrealized Gain (Loss) on Cash Flow Hedges and Other, Net of Tax

Unrealized gain on cash flow hedges and other, net of tax was \$11.4 million for 2024 compared to an unrealized loss on cash flow hedges and other, net of tax of \$13.3 million for 2023. The \$24.6 million change was due to a year-over-year increase in forward interest rates.

Use of Adjusted EBITDA

We use certain measures that are not defined by GAAP to evaluate various aspects of our business. Adjusted EBITDA is a non-GAAP financial measure and should be considered in addition to, not as superior to, or as a substitute for, net income reported in accordance with GAAP. Adjusted EBITDA is reconciled to net income below, the most directly comparable GAAP financial measure.

Adjusted EBITDA is defined as net income plus net interest expense, income tax provision, depreciation and amortization, equity-based compensation, severance and contract termination costs, acquisition-related costs, net (gain) loss on asset sales and disposals, system conversion costs, rebranding costs, government program exit costs, net equity method investment (income) loss, net other (income) expense and other special items, as applicable, as provided in the following table. As such, it eliminates the significant non-cash depreciation and amortization expense that results from the capital-intensive nature of our business as well as other non-cash or special items and is unaffected by our capital structure or investment activities. This measure is limited in that it does not reflect the periodic costs of certain capitalized tangible and intangible assets used in generating revenues and our cash cost of debt financing. These costs are evaluated through other financial measures.

We use Adjusted EBITDA to assess our performance. In addition, Adjusted EBITDA generally correlates to the measure used in the leverage ratio calculations under the New Credit Agreement and the Senior Notes Indenture (as defined and described in the following section entitled "*Financial Condition: Liquidity and Capital Resources - Financing Activity*") to determine compliance with the covenants contained in the New Credit Agreement and the ability to take certain actions under the Senior Notes Indenture. Adjusted EBITDA is also a significant performance measure that we have used in our incentive compensation programs. Adjusted EBITDA does not take into account cash used for mandatory debt service requirements or other non-discretionary expenditures, and thus does not represent residual funds available for discretionary uses.

We believe that Adjusted EBITDA is useful to investors in evaluating our operating performance. Adjusted EBITDA and similar measures with similar titles are common measures used by investors, analysts and peers to compare performance in our industry, although our measure of Adjusted EBITDA may not be directly comparable to similarly titled measures reported by other companies.

(dollars in thousands)	Year Ended December 31,		2024 vs. 2023	
	2024	2023	\$ Change	% Change
Net income	\$ 14,480	\$ 224,622	\$ (210,142)	(93.6)%
Plus: Interest expense, net	137,997	151,578	(13,581)	(9.0)%
Income tax provision.....	25,201	72,838	(47,637)	(65.4)%
Depreciation and amortization	341,754	342,891	(1,137)	(0.3)%
Equity-based compensation	31,714	29,420	2,294	7.8 %
Severance and contract termination costs	9,176	2,890	6,286	217.5 %
Acquisition-related costs.....	1,618	1,331	287	21.6 %
(Gain) loss on asset sales and disposals, net	13,134	12,708	426	3.4 %
System conversion costs	7,040	801	6,239	NM
Rebranding costs.....	6,765	—	6,765	NM
Government program exit costs	906	—	906	NM
Equity method investment (income) loss, net	204,496	113,936	90,560	79.5 %
Other (income) expense, net	59,705	(36,071)	95,776	NM
Adjusted EBITDA.....	<u>\$ 853,986</u>	<u>\$ 916,944</u>	<u>\$ (62,958)</u>	<u>(6.9)%</u>

NM = Not meaningful.

Financial Condition: Liquidity and Capital Resources

Liquidity

Our primary funding requirements are for our ongoing operations, capital expenditures, potential acquisitions and strategic investments, payments of quarterly dividends and share repurchases. We believe that existing cash balances, our Senior Credit Facilities (as defined below) and operating cash flows will provide adequate support for these funding requirements over the next 12 months. However, our ability to utilize those funding sources to fund ongoing operations, make capital expenditures, make future acquisitions and strategic investments, pay quarterly dividends and make share repurchases depends on future operating performance and cash flows, which, in turn, are subject to prevailing economic conditions and to financial, business and other factors, some of which are beyond our control.

As of December 31, 2023, we held a call option to purchase all but not less than all of the remaining equity interests in MBI that we do not already own between January 1, 2023 and June 30, 2024. The call option expired unexercised on June 30, 2024. Certain investors in MBI held a put option to sell (and to cause all members of MBI other than us to sell) to us all but not less than all of the remaining equity interests in MBI that we do not already own between July 1, 2025 and September 30, 2025 (these call and put options are collectively referred to as the "Old MBI Net Option").

In December 2024, we amended our agreement with MBI, to, among other things, (i) reinstate our expired call option to acquire the remaining equity interests in MBI, exercisable any time after the availability of MBI's June 30, 2025 financial statements (unless the Put Option (as defined below) has already been exercised) (the "Call Option"); (ii) amend the put option held by certain other investors in MBI to sell (and to cause all members of MBI other than us to sell) to us all membership interests not held by us such that the exercise can occur no earlier than January 1, 2026 (unless a change of control of Cable One occurs prior to that date), and the closing can occur no earlier than October 1, 2026 (unless we elect to cause the closing to occur earlier) (the "Put Option," and together with the Call Option, the "New MBI Net Option"); (iii) require us to make a \$250 million net upfront cash payment to the other members of MBI (the "Upfront Payment"), which was paid on December 20, 2024; and (iv) provide for the other members of MBI to immediately receive, indirectly, the proceeds from \$100 million of new indebtedness recently incurred by a subsidiary of MBI (the "New MBI Debt") (collectively, the "MBI Amendment"). The Call Price or Put Price payable by us upon the exercise of the Call Option or the Put Option, as applicable, is to be calculated under a formula based on a multiple of MBI's adjusted earnings before interest, taxes, depreciation and amortization for the twelve-month period ended June 30, 2025, and MBI's total net indebtedness. The aggregate amount of the Upfront Payment and the impact of the New MBI Debt will reduce the Call Price or Put Price payable upon the exercise of the Call Option or Put Option, as applicable, and the New MBI Debt (and the associated interest and fees) will be excluded from the calculation of MBI's total net indebtedness for purposes of determining such purchase price. Further, if the closing of the Put Option or Call Option occurs prior to October 1, 2026, the Call Price or Put Price payable will be discounted, from October 1, 2026 to the closing, at a per annum rate of 12%.

MBI's total revenues for the twelve months ended December 31, 2024 were approximately \$320 million and MBI had approximately 220,000 residential data and business data customers and a network footprint with approximately 670,000 passings as of December 31, 2024. Based on available information as of the date of this Annual Report on Form 10-K, if the Call Option or Put Option is exercised, we estimate that (i) the Call Price or Put Price payable by us for the equity interests of MBI that we do not already own will range between approximately \$410 million and \$550 million; and (ii) MBI's total net indebtedness that will be outstanding at the time it becomes a wholly-owned subsidiary will be approximately \$845 million to \$895 million. These estimates are based on MBI's past performance and current forecasts and are subject to numerous assumptions and risks including, without limitation, factors that could impact MBI's performance, such as competition, economic conditions, operating performance and other factors described under "*Cautionary Statement Regarding Forward-Looking Statements*" in this Annual Report on Form 10-K. Should the underlying assumptions prove incorrect, or if any of those risks materialize, the actual Call Price or Put Price payable upon the closing of an exercise of the Call Option or Put Option and the amount of MBI's total net indebtedness outstanding at that time may differ from the estimated amounts described above.

We believe that our existing cash balances, the anticipated available capacity under the Revolving Credit Facility (as defined below) at the time of the transaction and our operating cash flows will be sufficient to fund the purchase price payable if either the Call Option or Put Option is exercised without needing to raise additional incremental capital. However, we may also opportunistically pursue additional incremental financing transactions depending on market conditions and other factors.

The following table shows a summary of our net cash flows for the years indicated (dollars in thousands):

	Year Ended December 31,		2024 vs. 2023	
	2024	2023	\$ Change	% Change
Net cash provided by operating activities	\$ 664,128	\$ 663,170	\$ 958	0.1 %
Net cash used in investing activities.....	(564,445)	(341,904)	(222,541)	65.1 %
Net cash used in financing activities	(136,341)	(346,127)	209,786	(60.6)%
Change in cash and cash equivalents.....	(36,658)	(24,861)	(11,797)	47.5 %
Cash and cash equivalents, beginning of period.....	190,289	215,150	(24,861)	(11.6)%
Cash and cash equivalents, end of period.....	\$ 153,631	\$ 190,289	\$ (36,658)	(19.3)%

The \$1.0 million year-over-year increase in net cash provided by operating activities was primarily attributable to favorable changes in working capital, largely offset by a decrease in Adjusted EBITDA.

The \$222.5 million year-over-year increase in net cash used in investing activities was due primarily to \$250.0 million of net cash paid in December 2024 for the Upfront Payment in connection with the MBI Amendment and \$56.7 million of aggregate proceeds from the sale of equity investments during the prior year that did not recur, partially offset by a \$72.7 million decrease in cash paid for capital expenditures and a \$9.4 million decrease in cash paid for equity investments.

The \$209.8 million year-over-year decrease in net cash used in financing activities was due primarily to a \$105.7 million reduction in net debt payments, \$99.6 million of share repurchases during the prior year that did not recur and a \$6.5 million reduction in cash paid for debt issuance costs.

On May 20, 2022, the Board authorized up to \$450.0 million of additional share repurchases (with no cap as to the number of shares of common stock). We had \$143.1 million of remaining share repurchase authorization under the Share Repurchase Program as of December 31, 2024. Additional purchases under the Share Repurchase Program may be made from time to time on the open market and in privately negotiated transactions. The size and timing of these purchases are based on a number of factors, including share price and business and market conditions. Since we first became publicly traded in 2015 through the end of 2024, we have repurchased 646,244 shares of our common stock at an aggregate cost of \$556.9 million. We may, from time to time, continue to opportunistically repurchase shares depending on the trading price of our common stock, market conditions and other factors. We did not repurchase any shares under the Share Repurchase Program during the twelve months ended December 31, 2024.

We currently expect to continue to pay comparable quarterly cash dividends on shares of our common stock, subject to approval of the Board. During the fourth quarter of 2024, the Board approved a quarterly dividend of \$2.95 per share of common stock, which was paid on December 20, 2024, resulting in total dividends distributed during 2024 of \$67.9 million. On February 4, 2025, the Board approved a quarterly dividend of \$2.95 per share of common stock to be paid on March 7, 2025 to holders of record as of February 18, 2025.

Financing Activity

Senior Credit Facilities

Prior to February 22, 2023, we had in place the third amended and restated credit agreement among us and our lenders, dated as of October 30, 2020 (as amended prior to February 22, 2023, the "Credit Agreement"), that provided for senior secured term loans in original aggregate principal amounts of \$700.0 million maturing in 2025 (the "Term Loan A-2"), \$250.0 million maturing in 2027 (the "Term Loan B-2"), \$625.0 million maturing in 2027 (the "Term Loan B-3") and \$800.0 million maturing in 2028 (the "Term Loan B-4"), as well as a \$500.0 million revolving credit facility maturing in 2025 (the "Revolving Credit Facility" and, together with the Term Loan A-2, the Term Loan B-2, the Term Loan B-3 and the Term Loan B-4, the "Senior Credit Facilities"). The Revolving Credit Facility also gives us the ability to issue letters of credit, which reduce the amount available for borrowing under the Revolving Credit Facility.

On February 22, 2023, we entered into the fourth amended and restated credit agreement with our lenders to amend and restate the Credit Agreement (as amended and restated, the "New Credit Agreement") to, among other things, (i) increase the aggregate principal amount of commitments under the Revolving Credit Facility by \$500.0 million to \$1.0 billion; (ii) extend the scheduled maturity of the Revolving Credit Facility from October 2025 to February 2028; (iii) upsize the outstanding principal amount under the Term Loan B-3 by \$150.0 million to \$757.0 million (the "TLB-3 Upsize"); (iv) extend the scheduled maturities of the Term Loan B-2 and the Term Loan B-3 from October 2027 to October 2029 (subject to adjustment as described in the notes to the table below summarizing our outstanding term loans as of December 31, 2024); (v) increase the fixed spreads on the Term Loan B-2 and the Term Loan B-3 from 2.00% to 2.25%; and (vi) transition the benchmark interest rate for the Revolving Credit Facility, the Term Loan B-2 and the Term Loan B-3 from the London Interbank Offered Rate ("LIBOR") to the Secured Overnight Financing Rate ("SOFR") plus a 10 basis point credit spread adjustment. Except as described above, the New Credit Agreement did not make any material changes to the principal terms of the Term Loan B-2, the Term Loan B-3, the Term Loan B-4 or the Revolving Credit Facility. Upon the effectiveness of the New Credit Agreement, we drew \$488.0 million under the Revolving Credit Facility and, together with the net proceeds from the TLB-3 Upsize, repaid all \$638.3 million aggregate principal amount of our then outstanding Term Loan A-2. In July 2023, we transitioned the benchmark interest rate for the Term Loan B-4 from LIBOR to SOFR plus a credit spread adjustment that ranges from approximately 11.4 basis points to 42.8 basis points based on the interest period elected.

On October 7, 2024, we entered into Amendment No. 2 (the "Amendment") with our lenders to amend the New Credit Agreement. The Amendment provides for (i) an increase of the aggregate principal amount of commitments under the Revolving Credit Facility by \$250.0 million to \$1.25 billion; and (ii) certain other amendments to the New Credit Agreement that are expected to provide us enhanced capital structure optionality in the event MBI becomes our wholly owned restricted subsidiary under the New Credit Agreement. The Amendment did not make any other material changes to the principal terms of the New Credit Agreement.

Under the New Credit Agreement, the interest margins applicable to the Senior Credit Facilities are, at the Company's option, equal to either SOFR or a base rate, plus an applicable margin equal to, (i) with respect to the Revolving Credit Facility, 1.25% to 1.75% plus a 10 basis point credit spread adjustment for SOFR loans and 0.25% to 0.75% for base rate loans, determined on a quarterly basis by reference to a pricing grid based on the Company's Total Net Leverage Ratio (as defined in the New Credit Agreement), (ii) with respect to the Term Loan B-2 and the Term Loan B-3, 2.25% plus a 10 basis point credit spread adjustment for SOFR loans and 1.25% for base rate loans and (iii) with respect to the Term Loan B-4, 2.0% plus an approximately 11.4 to 42.8 basis point credit spread adjustment based on the interest period elected for SOFR loans and 1.0% for base rate loans.

The Senior Credit Facilities contain customary representations, warranties and affirmative and negative covenants, including limitations on indebtedness, liens, restricted payments, prepayments of certain indebtedness, investments, dispositions of assets, restrictions on subsidiary distributions and negative pledge clauses, fundamental changes, transactions with affiliates and amendments to organizational documents. The Senior Credit Facilities also require that we maintain specified ratios of total net indebtedness and first lien net indebtedness to consolidated operating cash flow. The Senior Credit Facilities also contain customary events of default, including non-payment of principal, interest, fees or other amounts, material inaccuracy of any representation or warranty, failure to observe or perform any covenant, default in respect of our and our restricted subsidiaries' other material debt, bankruptcy or insolvency, the entry against us or any of our restricted subsidiaries of a material judgment, the occurrence of certain ERISA events, impairment of the loan documentation and the occurrence of a change of control.

We repaid \$200.0 million of outstanding Revolving Credit Facility borrowings during 2024. In December 2024, we borrowed \$175.0 million under the Revolving Credit Facility in connection with the MBI Amendment.

As of December 31, 2024, we had approximately \$1.73 billion of aggregate outstanding term loan borrowings and \$313.0 million of borrowings (and \$937.0 million available for borrowing) under the Revolving Credit Facility. A summary of the term loans outstanding under the New Credit Agreement as of December 31, 2024 is as follows (dollars in thousands):

Instrument	Draw Date(s)	Original Principal	Amortization Per Annum⁽¹⁾	Outstanding Principal	Final Scheduled Maturity Date	Final Scheduled Principal Payment	Benchmark Rate	Fixed Margin	Interest Rate
Term Loan B-2	1/7/2019	\$ 250,000	1.0%	\$ 235,625	10/30/2029 ⁽²⁾	\$ 223,750	SOFR + 10.0 bps	2.25%	6.71%
Term Loan B-3	6/14/2019 10/30/2020 2/22/2023	325,000 300,000 150,000	1.0%	741,479	10/30/2029 ⁽²⁾	704,695	SOFR + 10.0 bps	2.25%	6.71%
Term Loan B-4	5/3/2021	800,000	1.0%	752,117	5/3/2028	726,787	SOFR + 11.4 bps	2.00%	6.47%
Total.....		<u>\$1,825,000</u>		<u>\$ 1,729,221</u>		<u>\$1,655,232</u>			

⁽¹⁾ Payable in equal quarterly installments (expressed as a percentage of the original principal amount and subject to customary adjustments in the event of any prepayment). All loans may be prepaid at any time without penalty or premium (subject to customary SOFR breakage provisions).

⁽²⁾ The final maturity date of the Term Loan B-2 and the Term Loan B-3, in each case, will adjust to May 3, 2028 if greater than \$150.0 million aggregate principal amount of the Term Loan B-4 (together with any refinancing indebtedness in respect of the Term Loan B-4 with a final maturity date prior to the date that is 91 days after October 30, 2029) remains outstanding on May 3, 2028.

Senior Notes

In November 2020, we completed a private offering of \$650.0 million aggregate principal amount of 4.00% senior notes due 2030 (the “Senior Notes”). The Senior Notes bear interest at a rate of 4.00% per annum payable semi-annually in arrears on May 15th and November 15th of each year, beginning on May 15, 2021. The terms of the Senior Notes are governed by an indenture dated as of November 9, 2020 (the “Senior Notes Indenture”), among us, the guarantors party thereto and The Bank of New York Mellon Trust Company, N.A. (“BNY”), as trustee. The Senior Notes are required to be guaranteed on a senior unsecured basis by each of our existing and future wholly owned domestic subsidiaries that guarantees our obligations under the New Credit Agreement or that guarantees certain capital markets debt of ours or a guarantor in an aggregate principal amount in excess of \$250.0 million.

At any time and from time to time prior to November 15, 2025, we may redeem some or all of the Senior Notes for cash at a redemption price equal to 100% of their principal amount, plus the “make-whole” premium described in the Senior Notes Indenture and accrued and unpaid interest, if any, to, but excluding, the applicable redemption date. Beginning on November 15, 2025, we may redeem some or all of the Senior Notes at any time and from time to time at the applicable redemption prices listed in the Senior Notes Indenture, plus accrued and unpaid interest, if any, to, but excluding, the applicable redemption date.

Upon the occurrence of a Change of Control and a Below Investment Grade Rating Event (each as defined in the Senior Notes Indenture), we are required to offer to repurchase the Senior Notes at 101% of the principal amount of such Senior Notes, plus accrued and unpaid interest, if any, to, but excluding, the date of repurchase.

Convertible Notes

In March 2021, we completed a private offering of \$575.0 million aggregate principal amount of 0.000% convertible senior notes due 2026 (the "2026 Notes") and \$345.0 million aggregate principal amount of 1.125% convertible senior notes due 2028 (the "2028 Notes" and, together with the 2026 Notes, the "Convertible Notes," and the Convertible Notes collectively with the Senior Notes, the "Notes"). The net proceeds from the offering were \$895.2 million after deducting initial purchaser discounts and other offering costs and expenses. We used the net proceeds from the offering for general corporate purposes, including to finance a portion of the purchase price for the Hargray Acquisition. The Convertible Notes are senior unsecured obligations of ours and are guaranteed by our wholly owned domestic subsidiaries that guarantee the Senior Credit Facilities or that guarantee certain of our Notes in an aggregate principal amount in excess of \$250.0 million. The 2026 Notes do not bear regular interest, and the principal amount of the 2026 Notes do not accrete. The 2028 Notes bear interest at a rate of 1.125% per annum. Interest on the 2028 Notes is payable semiannually in arrears on March 15th and September 15th of each year, beginning on September 15, 2021, unless earlier repurchased, converted or redeemed. The 2026 Notes are scheduled to mature on March 15, 2026, and the 2028 Notes are scheduled to mature on March 15, 2028. The initial conversion rate for each of the 2026 Notes and the 2028 Notes is 0.4394 shares of our common stock per \$1,000 principal amount of 2026 Notes and 2028 Notes, as applicable (equivalent to an initial conversion price of \$2,275.83 per share of common stock). The initial conversion price of each of the 2026 Notes and the 2028 Notes represents a premium of 25.0% over the last reported sale price of \$1,820.83 per share of our common stock on March 2, 2021. The Convertible Notes are convertible at the option of the holders. The method of conversion into cash, shares of our common stock or a combination thereof is at our election.

Other Debt-Related Information

Unamortized debt issuance costs consisted of the following (in thousands):

	<u>As of December 31,</u>	
	<u>2024</u>	<u>2023</u>
Revolving Credit Facility portion:		
Other noncurrent assets.....	\$ 3,754	\$ 3,087
Term loans and Notes portion:		
Long-term debt (contra account).....	18,691	22,532
Total.....	<u>\$ 22,445</u>	<u>\$ 25,619</u>

In connection with the Amendment that was entered into in 2024 and the entry into the New Credit Agreement in 2023, we capitalized \$1.6 million and \$7.8 million of debt issuance costs in 2024 and 2023, respectively, and wrote-off \$3.3 million of existing unamortized debt issuance costs to other expense in 2023. We recorded debt issuance cost amortization of \$4.6 million and \$4.7 million for 2024 and 2023, respectively, within net interest expense in the consolidated statements of operations and comprehensive income.

The unamortized debt discount associated with the Convertible Notes was \$7.7 million and \$12.0 million as of December 31, 2024 and 2023, respectively. We recorded debt discount amortization of \$4.3 million during both 2024 and 2023 within net interest expense in the consolidated statement of operations and comprehensive income.

We have entered into a letter of credit agreement with MUFG Bank, Ltd. which provides for an additional \$75.0 million letter of credit issuing capacity. As of December 31, 2024, \$11.6 million of letter of credit issuances were held for the benefit of performance obligations under government grant programs and certain general and liability insurance matters and bore interest at a rate of 1.0% per annum.

We were in compliance with all debt covenants as of December 31, 2024.

We are party to two interest rate swap agreements to convert our interest payment obligations with respect to an aggregate of \$1.2 billion of our variable rate SOFR indebtedness to a fixed rate. Under the first swap agreement, with respect to a notional amount of \$850.0 million, our monthly payment obligation is determined at a fixed base rate of 2.595%. Under the second swap agreement, with respect to a notional amount of \$350.0 million, our monthly payment obligation is determined at a fixed base rate of 2.691%. Both interest rate swap agreements are scheduled to mature in the first quarter of 2029 but each may be terminated prior to the scheduled maturity at our election or that of the financial institution counterparty under the terms provided in each swap agreement. We recognized income of \$31.2 million and \$29.0 million on interest rate swaps for 2024 and 2023, respectively, which were reflected within net interest expense in the consolidated statements of operations and comprehensive income.

Refer to notes 10 and 12 to the consolidated financial statements for further details regarding our financing activity, outstanding debt and interest rate swaps.

Capital Expenditures

We have significant ongoing capital expenditure requirements as well as capital enhancements associated with acquired operations and the expansion of our high-capacity network. Capital expenditures are funded primarily by cash on hand and cash flows from operating activities.

Our capital expenditures by category for the years ended December 31, 2024 and 2023 were as follows (in thousands):

	Year Ended December 31,	
	2024	2023
Customer premise equipment ⁽¹⁾	\$ 59,876	\$ 62,066
Commercial ⁽²⁾	20,996	38,893
Scalable infrastructure ⁽³⁾	31,334	54,097
Line extensions ⁽⁴⁾	61,326	51,466
Upgrade/rebuild ⁽⁵⁾	30,486	60,898
Support capital ⁽⁶⁾	82,336	103,608
Total	\$ 286,354	\$ 371,028

- ⁽¹⁾ Customer premise equipment includes costs incurred at customer locations, including installation costs and customer premise equipment (e.g., modems and set-top boxes).
- ⁽²⁾ Commercial includes costs related to securing business services customers and PSUs, including small and medium-sized businesses and enterprise customers.
- ⁽³⁾ Scalable infrastructure includes costs not related to customer premise equipment to secure growth of new customers and PSUs or provide service enhancements (e.g., headend equipment).
- ⁽⁴⁾ Line extensions include network costs associated with entering new service areas (e.g., fiber/coaxial cable, amplifiers, electronic equipment, make-ready and design engineering).
- ⁽⁵⁾ Upgrade/rebuild includes costs to modify or replace existing fiber/coaxial cable networks, including betterments.
- ⁽⁶⁾ Support capital includes costs associated with the replacement or enhancement of non-network assets due to technological and physical obsolescence (e.g., non-network equipment, land, buildings and vehicles) and capitalized internal labor costs not associated with customer installation activities.

Contractual Obligations and Contingent Commitments

The following table summarizes our outstanding contractual obligations as of December 31, 2024 (in thousands):

Year Ending December 31,	Programming Purchase Commitments⁽¹⁾	Lease Payments⁽²⁾	Debt Payments⁽³⁾	Other Purchase Obligations⁽⁴⁾	Total
2025.....	\$ 71,182	\$ 4,362	\$ 18,038	\$ 72,533	\$ 166,115
2026.....	26,619	3,232	593,038	21,302	644,191
2027.....	8,066	2,278	18,038	7,091	35,473
2028.....	912	1,469	1,396,980	788	1,400,149
2029.....	—	716	936,128	788	937,632
Thereafter.....	—	2,800	649,999	—	652,799
Total	\$ 106,779	\$ 14,857	\$ 3,612,221	\$ 102,502	\$ 3,836,359

(1) Programming purchase commitments represent contracts that we have with cable television networks and broadcast stations to provide programming services to our subscribers. The amounts reported represent estimates of the future programming costs for these purchase commitments based on estimated subscriber numbers, tier placements as of December 31, 2024 and the per-subscriber rates contained in the contracts. Actual amounts due under such contracts may differ from the amounts above based on the actual subscriber numbers and tier placements at the time. Programming purchases pursuant to non-binding commitments are not reflected in the amounts shown.

(2) Lease payments include payment obligations related to our outstanding finance and operating lease arrangements as of December 31, 2024.

(3) Debt payments include principal repayment obligations for our outstanding debt instruments as of December 31, 2024, including \$313.0 million of current outstanding Revolving Credit Facility borrowings that mature in 2028 (which may be repaid before then).

(4) Other purchase obligations include purchase obligations related to capital projects and other legally binding commitments. Other purchase orders made in the ordinary course of business are excluded from the amounts shown but are included within accounts payable and accrued liabilities in our consolidated balance sheet.

Amounts that would be due upon the exercise of the MBI Call Option or Put Option are not included within the contractual obligations table above because the exercise of such instruments is not guaranteed and the timing of any exercise is at the discretion of each respective instrument holder.

We incur the following costs as part of our operations, however, they are not included within the contractual obligations table above for the reasons discussed below:

- We rent space on utility poles in order to provide our services to certain subscribers. Generally, pole rentals are cancellable on short notice. However, we anticipate that such rentals will recur. Rent expense for pole attachments was \$16.8 million and \$15.0 million for 2024 and 2023, respectively.
- Fees imposed on us by various governmental authorities, including franchise fees, are passed through monthly to our customers and are periodically remitted to authorities. These fees were \$24.1 million and \$26.9 million for 2024 and 2023, respectively. As we act as principal in these arrangements, these fees are reported in video and voice revenues on a gross basis with corresponding expenses included within operating expenses in the consolidated statements of operations and comprehensive income.
- We have franchise agreements requiring plant construction and the provision of services to customers within the franchise areas. In connection with these obligations under existing franchise agreements, we obtain surety bonds or letters of credit guaranteeing performance to municipalities and public utilities and payment of insurance premiums. Outstanding surety bonds and letters of credit totaled \$38.8 million and \$29.8 million as of December 31, 2024 and 2023, respectively. Payments under these arrangements are required only in the remote event of nonperformance. We do not expect that these contingent commitments will result in any amounts being paid.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements or financing arrangements with special-purpose entities.

Critical Accounting Policies and Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates, assumptions and judgments that affect the amounts reported in the consolidated financial statements. On an ongoing basis, we evaluate our estimates and assumptions. We base our estimates on historical experience and other assumptions believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates.

An accounting policy is considered to be critical if it is important to our results of operations and financial condition and if it requires management's most difficult, subjective and complex judgments in its application. For a summary of all our significant accounting policies, see note 2 of the notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Long-lived Assets

A long-lived asset or asset group is tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Indicators of impairment may include:

- a significant decrease in the market value of the asset;
- a significant change in the extent or manner in which an asset is used or a significant change in the physical condition of the asset;
- a significant adverse change in legal factors or in the business climate that could affect the value of an asset, including an adverse action or assessment by a regulator;
- an accumulation of costs significantly in excess of the amount originally expected to acquire or construct an asset;
- a current period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with an asset; and
- a current expectation that, more likely than not, an asset will be sold or otherwise disposed of significantly before the end of its estimated useful life.

When an indicator of impairment is determined, the first step is to identify the future intent of the asset or asset group: hold for continued use, hold for sale or dispose by a means other than sale. If the asset is held for continued use and the carrying amount exceeds the undiscounted sum of cash flows expected from the use and eventual disposition of the property, the impairment loss is recognized as the difference between the carrying amount and the estimated fair value of the asset or asset group, and the new cost basis is depreciated over the remaining useful life of the asset. If the intent is to hold the asset for sale and certain other criteria are met (e.g., the asset can be disposed of currently, appropriate levels of authority have approved the sale and there is an active program to locate a buyer), the impairment test involves comparing the asset's carrying value to its estimated fair value less disposal costs. To the extent the carrying value is greater than the asset's estimated fair value less disposal costs, an impairment charge is recognized for the difference. If the asset is to be disposed by a means other than sale, the depreciation estimates are revised to reflect the use of the asset over its shortened useful life.

Significant judgments in this area involve determining whether an event has occurred, determining the future cash flows for the assets involved and selecting the appropriate discount rate to be applied in determining estimated fair value.

Goodwill and Indefinite-Lived Intangible Assets

We have a significant amount of goodwill and indefinite-lived intangible assets that are reviewed at least annually for impairment. These balances were as follows (dollars in thousands):

	<u>As of December 31,</u>	
	<u>2024</u>	<u>2023</u>
Goodwill and indefinite-lived intangible assets	\$ 3,031,842	\$ 3,029,493
Total assets	\$ 6,525,895	\$ 6,759,510
Goodwill and indefinite-lived intangible assets as a percentage of total assets.....	46.5 %	44.8 %

Goodwill Reporting Unit. Goodwill is calculated as the excess of the consideration transferred over the fair value of identifiable net assets acquired in a business combination and represents the future economic benefits expected to arise from anticipated synergies and intangible assets acquired that do not qualify for separate recognition, including an assembled workforce, noncontractual relationships and other agreements. We assess the recoverability of our goodwill as of October 1st of each year, or more frequently whenever events or substantive changes in circumstances indicate that the carrying amount of a reporting unit may exceed its fair value. We test goodwill for impairment at the reporting unit level, for which we have identified a single goodwill reporting unit based on the chief operating decision maker’s performance monitoring and resource allocation process and the similarity of our geographic divisions.

Indefinite-Lived Intangible Asset Unit of Accounting

Our intangible asset with an indefinite life is from franchise agreements that we have with state and local governments. Franchise agreements allow us to contract and operate our business within specified geographic areas. We expect our franchise agreements to provide substantial benefit for a period that extends beyond the foreseeable horizon, and we have historically been able to obtain renewals and extensions of such agreements without material modifications to the agreements for nominal costs. These costs are expensed as incurred.

We assess our indefinite-lived intangible asset for impairment as of October 1st of each year, or more frequently whenever events or substantive changes in circumstances indicate that the asset might be impaired. We have identified a single unit of accounting for our franchise agreements for use in impairment assessments based on our current operations and the use of our assets.

Property, Plant and Equipment

Our industry is capital intensive, and a significant portion of our resources is spent on capital activities associated with extending, rebuilding and upgrading our network. The following tables present certain information regarding our net property, plant and equipment and our cash paid for property, plant and equipment for the periods indicated (dollars in thousands):

	<u>As of December 31,</u>	
	<u>2024</u>	<u>2023</u>
Property, plant and equipment, net	\$ 1,789,955	\$ 1,791,120
Total assets	\$ 6,525,895	\$ 6,759,510
Property, plant and equipment, net as a percentage of total assets	27.4 %	26.5 %

	<u>Year Ended December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Cash paid for property, plant and equipment.....	\$ 295,036	\$ 367,704	\$ 410,737

Property, plant and equipment represents the costs incurred in the design, construction and implementation of plant, infrastructure and capacity improvements and upgrades. Costs associated with the installation and upgrade of services and the acquiring and deploying of customer premise equipment, including materials, internal and external labor costs and related indirect and overhead costs, are also capitalized.

Capitalized labor costs include the direct costs of engineers and technical personnel involved in the design and implementation of plant and infrastructure; the costs of technicians involved in the installation and upgrades of services and customer premise equipment; and the costs of support personnel directly involved in capitalizable activities, such as project managers and supervisors. These costs are capitalized based on internally developed standards by position, which are updated annually (or more frequently if required). These standards are developed utilizing a combination of actual costs incurred where applicable, operational data and management judgment. Overhead costs are capitalized based on standards developed from historical information. Indirect and overhead costs include payroll taxes; insurance and other benefits; and vehicle, tool and supply expense related to installation activities. Costs for repairs and maintenance, disconnecting service or reconnecting service are expensed as incurred.

The estimated useful lives assigned to our property, plant and equipment are reviewed on an annual basis or more frequently if circumstances warrant and such lives are revised to the extent necessary due to changing facts and circumstances. Any changes in estimated useful lives are reflected prospectively.

Business Combination Purchase Price Allocation

The application of the acquisition method requires the allocation of the purchase price amongst the acquisition date fair values of identifiable assets acquired and liabilities assumed in a business combination. Fair values are determined using the income approach, market approach and/or cost approach depending on the nature of the asset or liability being valued and the reliability of available information. The income approach estimates fair value by discounting associated lifetime expected future cash flows to their present value and relies on significant assumptions regarding future revenues, expenses, working capital levels and discount rates. The market approach estimates fair value by analyzing recent actual market transactions for similar assets or liabilities. The cost approach estimates fair value based on the expected cost to replace or reproduce the asset or liability and relies on assumptions regarding the occurrence and extent of any physical, functional and/or economic obsolescence.

Recently Adopted and Issued Accounting Pronouncements

Recent accounting pronouncements which may be applicable to us are described in note 2 to our consolidated financial statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the potential loss arising from changes in market rates and prices. As of December 31, 2024, our market risk sensitive instruments consisted of our Senior Credit Facilities and interest rate swaps, as each is described within the section entitled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations — Financial Condition: Liquidity and Capital Resources — Financing Activity*” and notes 10 and 12 to the consolidated financial statements. None of these instruments were entered into for trading purposes and all instruments relate to the interest rate risk exposure category.

Outstanding borrowings under our Senior Credit Facilities, which bear interest, at our option, at a rate per annum determined by reference to either SOFR or a base rate, in each case plus an applicable credit spread adjustment and interest rate margin, were \$2.04 billion at December 31, 2024. We are also party to two interest rate swap agreements to effectively convert the variable rate interest to fixed base rates of 2.595% and 2.691% for \$850.0 million and \$350.0 million of such outstanding debt, respectively. Based on the principal outstanding under our Senior Credit Facilities with exposure to SOFR at December 31, 2024, assuming, hypothetically, that the SOFR applicable to the Senior Credit Facilities was 100 basis points higher, our annual interest expense would have increased \$8.4 million in 2024.

Additionally, as of December 31, 2024, we had \$650.0 million, \$575.0 million and \$345.0 million aggregate principal amount of the Senior Notes, 2026 Notes and 2028 Notes, respectively, outstanding. Although the Senior Notes and 2028 Notes are based on fixed rates and the 2026 Notes do not bear interest, changes in interest rates could impact the fair market value of such notes. As of December 31, 2024, the fair market values of the Senior Notes, 2026 Notes and 2028 Notes were \$542.8 million, \$535.4 million and \$285.9 million, respectively.

As of December 31, 2023, outstanding borrowings under our Senior Credit Facilities were \$2.11 billion and the notional amount of our effective interest rate swap agreement was \$1.20 billion. Based on the principal then-outstanding under our Senior Credit Facilities with exposure to SOFR at December 31, 2023, assuming, hypothetically, that the SOFR applicable to the Senior Credit Facilities was 100 basis points higher, our annual interest expense would have been \$9.1 million higher in 2023.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our consolidated financial statements, the related notes thereto and the report of the independent registered public accounting firm are included in this Annual Report on Form 10-K beginning on page F-1 and are incorporated by reference herein.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company's management, with the participation of the Company's CEO and CFO, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2024, the end of the period covered by this Annual Report on Form 10-K. Based on such evaluation, the Company's CEO and CFO have concluded that, as of the end of such period, the Company's disclosure controls and procedures were effective in ensuring that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and were effective in ensuring that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including the Company's CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). The Company's 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 generally accepted accounting principles.

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

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

The Company's management conducted an assessment of the effectiveness of internal control over financial reporting as of December 31, 2024. In making this assessment, management used the criteria set forth in *Internal Control — Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on the results of this assessment, management has concluded that, as of December 31, 2024, the Company's internal control over financial reporting was effective based on these criteria.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2024 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report beginning on page F-2 of this Annual Report on Form 10-K.

Remediation Plan for Previously Disclosed Material Weakness

The Company previously identified and disclosed in the Amended 2023 Annual Report on Form 10K/A, filed on October 2, 2024 with the SEC, a material weakness in internal control over financial reporting related to the evaluation of the capital structure of equity method investments when determining the proportionate share of income or losses to recognize. Upon identification of the material weakness, management designed and implemented a new control activity to fully evaluate the capital structures of equity method investments in its determination of the proportionate share of income or losses to recognize. This control activity operated effectively throughout the remainder of the year ended December 31, 2024 and management now considers the material weakness remediated.

Changes in Internal Control Over Financial Reporting

There has been no change in the Company's internal control over financial reporting during the quarter ended December 31, 2024 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

The Company began the implementation of a unified billing system in 2024 and continues to integrate the system across its business in phases to ultimately centralize its entire billing process. The portion of the unified billing system that has been implemented to date did not result in significant changes to the Company's internal control over financial reporting. As the integration of the unified billing system continues, the Company will continue to assess whether the new system will materially affect, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

Rule 10b5-1 Trading Plans

During the three months ended December 31, 2024, none of our directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities that was intended to satisfy the affirmative defense conditions or Rule 10b5-1(c) under the Exchange Act or any "non-Rule 10b5-1 trading arrangement" (as defined in Item 408(c) of Regulation S-K).

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The names of the executive officers of the Company and their ages, titles and biographies as of February 27, 2025 are incorporated by reference from the section of this Annual Report on Form 10-K entitled “*Business — Information About Our Executive Officers.*”

The other information required by this item will be included in our Definitive Proxy Statement to be filed pursuant to Regulation 14A within 120 days after our year ended December 31, 2024 in connection with our 2025 Annual Meeting of Stockholders (the “2025 Proxy Statement”), or in an amendment to this Annual Report on Form 10-K, and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item will be included in the 2025 Proxy Statement, or in an amendment to this Annual Report on Form 10-K, and is incorporated herein by reference.

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

The information required by this item will be included in the 2025 Proxy Statement, or in an amendment to this Annual Report on Form 10-K, and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item will be included in the 2025 Proxy Statement, or in an amendment to this Annual Report on Form 10-K, and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item will be included in the 2025 Proxy Statement, or in an amendment to this Annual Report on Form 10-K, and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report:

- (1) *Financial Statements*. The consolidated financial statements listed on the index set forth on page F-1 of this Annual Report on Form 10-K are filed as a part of this Annual Report on Form 10-K.
- (2) *Financial Statement Schedules*. All financial statement schedules have been omitted since the information is either not applicable or required or is included in the financial statements or notes thereof.

(b) Exhibits.

Exhibit Number	Description
2.1	Separation and Distribution Agreement, dated as of June 16, 2015, by and between Graham Holdings Company and Cable One, Inc. (incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K of Cable One, Inc. filed on June 18, 2015).
2.2	Agreement and Plan of Merger, dated as of January 17, 2017, by and among Cable One, Inc., RBI Holding LLC, Frequency Merger Sub, LLC, RBI Blocker Corp., RBI Blocker Holdings LLC, and GTCR-RBI, LLC, solely in its capacity as the equityholder representative (incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K/A of Cable One, Inc. filed on January 20, 2017).
2.3	Stock Purchase Agreement, dated as of March 31, 2019, by and among Cable One, Inc. and Fidelity Communications Co. (incorporated herein by reference to Exhibit 2.1 to the Quarterly Report on Form 10-Q of Cable One, Inc. filed on May 10, 2019).
2.4	Equity Purchase Agreement, dated as of September 28, 2020, by and among Cable One, Inc., Mega Broadband Investments Holdings LLC, Mega Broadband Splitter, LP, Mega Broadband Blocker, Inc., and GTCR Fund XII/C LP (incorporated herein by reference to Exhibit 2.1 to the Quarterly Report on Form 10-Q of Cable One, Inc. filed on November 6, 2020).
2.5	Agreement and Plan of Merger, dated as of February 12, 2021, by and among Cable One, Inc., Hargray Acquisition Holdings, LLC, Lighthouse Merger Sub LLC, and TPO-Hargray, LLC, in its capacity as the equityholders' representative (incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K of Cable One, Inc. filed on February 16, 2021).
3.1	Amended and Restated Certificate of Incorporation of Cable One, Inc. (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K/A of Cable One, Inc. filed on May 25, 2022).
3.2	Amended and Restated By-laws of Cable One, Inc. (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K of Cable One, Inc. filed on November 21, 2022).
4.1	Description of securities of Cable One, Inc. registered under Section 12 of the Exchange Act (incorporated herein by reference to Exhibit 4.1 to the Annual Report Form 10-K of Cable One, Inc. filed on February 25, 2022).
4.2	Indenture, dated as of November 9, 2020, by and among Cable One, Inc., the guarantors from time to time party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee (including Form of 4.00% Senior Notes due 2030) (incorporated herein by reference to Exhibit 4.1 to the Current Report on Form 8-K of Cable One, Inc. filed on November 9, 2020).
4.3	Indenture, dated as of March 5, 2021, by and among Cable One, Inc., the guarantors from time to time party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 0.000% Convertible Senior Notes due 2026 (incorporated herein by reference to Exhibit 4.1 to the Current Report on Form 8-K of Cable One, Inc. filed on March 8, 2021).
4.4	Indenture, dated as of March 5, 2021, by and among Cable One, Inc., the guarantors from time to time party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 1.125% Convertible Senior Notes due 2028 (incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K of Cable One, Inc. filed on March 8, 2021).

- 4.5 Form of 0.000% Convertible Senior Notes due 2026 (included in Exhibit 4.3).
- 4.6 Form of 1.125% Convertible Senior Notes due 2028 (included in Exhibit 4.4).
- 4.7 First Supplemental Indenture, dated as of June 30, 2021, to that certain Indenture, dated as of November 9, 2020, by and among Cable One, Inc., the guarantors from time to time party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 4.00% Senior Notes due 2030 (incorporated herein by reference to Exhibit 4.1 to the Quarterly Report on Form 10-Q of Cable One, Inc. filed on August 9, 2021).
- 4.8 First Supplemental Indenture, dated as of June 30, 2021, to that certain Indenture, dated as of March 5, 2021, by and among Cable One, Inc., the guarantors from time to time party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 0.000% Convertible Senior Notes due 2026 (incorporated herein by reference to Exhibit 4.2 to the Quarterly Report on Form 10-Q of Cable One, Inc. filed on August 9, 2021).
- 4.9 First Supplemental Indenture, dated as of June 30, 2021, to that certain Indenture, dated as of March 5, 2021, by and among Cable One, Inc., the guarantors from time to time party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 1.125% Convertible Senior Notes due 2028 (incorporated herein by reference to Exhibit 4.3 to the Quarterly Report on Form 10-Q of Cable One, Inc. filed on August 9, 2021).
- 4.10 Second Supplemental Indenture, dated as of February 14, 2022, to that certain Indenture, dated as of November 9, 2020, by and among Cable One, Inc., the guarantors from time to time party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 4.00% Senior Notes due 2030 (incorporated herein by reference to Exhibit 4.10 to the Annual Report on Form 10-K of Cable One, Inc. filed on February 25, 2022).
- 4.11 Second Supplemental Indenture, dated as of February 14, 2022, to that certain Indenture, dated as of March 5, 2021, by and among Cable One, Inc., the guarantors from time to time party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 0.000% Convertible Senior Notes due 2026 (incorporated herein by reference to Exhibit 4.11 to the Annual Report on Form 10-K of Cable One, Inc. filed on February 25, 2022).
- 4.12 Second Supplemental Indenture, dated as of February 14, 2022, to that certain Indenture, dated as of March 5, 2021, by and among Cable One, Inc., the guarantors from time to time party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 1.125% Convertible Senior Notes due 2028 (incorporated herein by reference to Exhibit 4.12 to the Annual Report on Form 10-K of Cable One, Inc. filed on February 25, 2022).
- 4.13 Third Supplemental Indenture, dated as of March 31, 2022, to that certain Indenture, dated as of November 9, 2020, by and among Cable One, Inc., the guarantors from time to time party thereto and the Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 4.00% Senior Notes due 2030 (incorporated herein by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of Cable One, Inc. filed on May 6, 2022).
- 10.1 Tax Matters Agreement, dated as of June 16, 2015, by and between Graham Holdings Company and Cable One, Inc. (incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K of Cable One, Inc. filed on June 18, 2015).
- 10.2 Cable One, Inc. Supplemental Executive Retirement Plan (incorporated herein by reference to Exhibit 10.5 to the Current Report on Form 8-K of Cable One, Inc. filed on June 11, 2015).+
- 10.3 Cable One, Inc. Deferred Compensation Plan (incorporated herein by reference to Exhibit 10.6 to the Current Report on Form 8-K of Cable One, Inc. filed on June 11, 2015).+
- 10.4 Form of Stock Appreciation Right Agreement for grants during 2017 (incorporated herein by reference to Exhibit 10.12 to the Annual Report on Form 10-K of Cable One, Inc. filed on March 1, 2017).+
- 10.5 Amended and Restated Cable One, Inc. 2015 Omnibus Incentive Compensation Plan (incorporated herein by reference to Exhibit 10.15 to the Annual Report on Form 10-K of Cable One, Inc. filed on March 1, 2018).+
- 10.6 Form of Non-Employee Director Restricted Stock Unit Agreement for grants during 2017 through 2019 (incorporated herein by reference to Exhibit 10.3 to the Current Report on Form 8-K of Cable One, Inc. filed on May 4, 2017).+

- 10.7 Form of Stock Appreciation Right Agreement for grants during 2018 (incorporated herein by reference to Exhibit 10.17 to the Annual Report on Form 10-K of Cable One, Inc. filed on March 1, 2018).+
- 10.8 Form of Non-Employee Director Restricted Stock Unit Award Agreement for grants in lieu of annual cash fees during 2018 and 2019 (incorporated herein by reference to Exhibit 10.20 to the Annual Report on Form 10-K of Cable One, Inc. filed on March 1, 2018).+
- 10.9 Peter N. Witty Offer Letter dated February 12, 2018 (incorporated herein by reference to Exhibit 10.7 to the Quarterly Report on Form 10-Q of Cable One, Inc. filed on May 10, 2019).+
- 10.10 Form of Stock Appreciation Right Agreement for grants during 2019 (incorporated herein by reference to Exhibit 10.22 to the Annual Report on Form 10-K of Cable One, Inc. filed on February 28, 2019).+
- 10.11 Form of Stock Appreciation Right Agreement for grants during 2020 and 2021 (incorporated herein by reference to Exhibit 10.22 to the Annual Report on Form 10-K of Cable One, Inc. filed on February 28, 2020).+
- 10.12 Form of Restricted Stock Award Agreement for performance-based restricted stock grants during 2020 and 2021 (incorporated herein by reference to Exhibit 10.23 to the Annual Report on Form 10-K of Cable One, Inc. filed on February 28, 2020).+
- 10.13 Form of Restricted Stock Award Agreement for time-based proportional-vest restricted stock grants during 2020 and 2021 (incorporated herein by reference to Exhibit 10.24 to the Annual Report on Form 10-K of Cable One, Inc. filed on February 28, 2020).+
- 10.14 Form of Restricted Stock Award Agreement for time-based cliff-vest restricted stock grants during 2020 and 2021 (incorporated herein by reference to Exhibit 10.25 to the Annual Report on Form 10-K of Cable One, Inc. filed on February 28, 2020).+
- 10.15 Form of Non-Employee Director Restricted Stock Unit Award Agreement for annual equity grants during 2020 and 2021 (incorporated herein by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of Cable One, Inc. filed on August 7, 2020).+
- 10.16 Form of Non-Employee Director Restricted Stock Unit Award Agreement for grants in lieu of annual cash fees during 2020 and 2021 (incorporated herein by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of Cable One, Inc. filed on August 7, 2020).+
- 10.17 Cable One, Inc. 2022 Senior Executive Severance Pay Plan (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of Cable One, Inc. filed on January 3, 2022).+
- 10.18 Megan M. Detz Offer Letter dated March 5, 2021 (incorporated herein by reference to Exhibit 10.35 to the Annual Report on Form 10-K of Cable One, Inc. filed on February 25, 2022).+
- 10.19 Todd M. Koetje Offer Letter dated May 27, 2021 (incorporated herein by reference to Exhibit 10.36 to the Annual Report on Form 10-K of Cable One, Inc. filed on February 25, 2022).+
- 10.20 Cable One, Inc. 2022 Omnibus Incentive Compensation Plan (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K/A of Cable One, Inc. filed on May 25, 2022).+
- 10.21 Form of Non-Employee Director Restricted Stock Unit Award Agreement for annual equity grants beginning in 2022 (incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K/A of Cable One, Inc. filed on May 25, 2022).+
- 10.22 Form of Non-Employee Director Restricted Stock Unit Award Agreement for grants in lieu of annual cash fees beginning in 2022 (incorporated herein by reference to Exhibit 10.3 to the Current Report on Form 8-K/A of Cable One, Inc. filed on May 25, 2022).+
- 10.23 Form of Restricted Stock Award Agreement for time-based proportional-vest restricted stock grants beginning in 2022 (incorporated herein by reference to Exhibit 10.4 to the Current Report on Form 8-K/A of Cable One, Inc. filed on May 25, 2022).+
- 10.24 Form of Restricted Stock Award Agreement for time-based cliff-vest restricted stock grants beginning in 2022 (incorporated herein by reference to Exhibit 10.5 to the Current Report on Form 8-K/A of Cable One, Inc. filed on May 25, 2022).+

- 10.25 Form of Stock Appreciation Right Award Agreement for grants beginning in 2022 (incorporated herein by reference to Exhibit 10.6 to the Current Report on Form 8-K/A of Cable One, Inc. filed on May 25, 2022).+
- 10.26 Form of Restricted Stock Award Agreement for performance-based restricted stock grants beginning in 2022 (incorporated herein by reference to Exhibit 10.7 to the Current Report on Form 8-K/A of Cable One, Inc. filed on May 25, 2022).+
- 10.27 Form of Executive Service-Based Three-Year Proportional Vest Restricted Stock Unit Award Agreement for grants beginning in 2023 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of Cable One, Inc. filed on January 3, 2023).+
- 10.28 Form of Executive Service-Based Three-Year Cliff Vest Restricted Stock Unit Award Agreement for grants beginning in 2023 (incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K of Cable One, Inc. filed on January 3, 2023).+
- 10.29 Form of Performance-Based Restricted Stock Unit Award Agreement for grants beginning in 2023 (incorporated herein by reference to Exhibit 10.3 to the Current Report on Form 8-K of Cable One, Inc. filed on January 3, 2023).+
- 10.30 Fourth Restatement Agreement, dated as of February 22, 2023, to the Third Amended and Restated Credit Agreement, dated as of October 30, 2020, among Cable One, Inc., certain of its wholly owned subsidiaries party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders party thereto (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of Cable One, Inc. filed on February 24, 2023).
- 10.31 Amendment No. 1, dated as of May 22, 2023, to the Fourth Amended and Restated Credit Agreement, dated as of February 22, 2023, among Cable One, Inc., JP Morgan Chase Bank, N.A., as administrative agent, and the lenders party thereto (incorporated herein by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q of Cable One, Inc. filed on August 4, 2023).
- 10.32 Form of Non-Employee Director Restricted Stock Unit Award Agreement (2022 Plan) for annual equity grants beginning in 2023 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of Cable One, Inc. filed on May 23, 2023).+
- 10.33 Form of Non-Employee Director Restricted Stock Unit Award Agreement (2022 Plan) for grants in lieu of cash fees beginning in 2023 (incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K of Cable One, Inc. filed on May 23, 2023).+
- 10.34 Form of Executive Service-Based Restricted Stock Unit Award Agreement for grants beginning in 2023 (incorporated herein by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of Cable One, Inc. filed on November 3, 2023).+
- 10.35 Form of Performance-Based Restricted Stock Unit Award Agreement for grants beginning in 2024 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of Cable One, Inc. filed on January 2, 2024).+
- 10.36 Michael E. Bowker Separation Agreement and General Release of Claims dated April 30, 2024 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K/A of Cable One, Inc. filed on May 3, 2024).+
- 10.37 Michael E. Bowker Consulting Services Agreement dated May 1, 2024 (incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K/A of Cable One, Inc. filed on May 3, 2024).+
- 10.38 Amendment No. 2, dated as of October 7, 2024, to the Fourth Amended and Restated Credit Agreement, dated as of February 22, 2023, among Cable One, Inc., JP Morgan Chase Bank, N.A., as administrative agent, and the lenders party thereto (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of Cable One, Inc. filed on October 7, 2024).+
- 10.39 Third Amended and Restated Limited Liability Company Agreement, dated as of December 20, 2024, among Mega Broadband Investments Holdings LLC, GTCR Fund XII/B LP, Mega Broadband Splitter LP, GTCR Co-Invest XII LP, Mega Broadband Blocker, LLC and Cable One, Inc., (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of Cable One, Inc. filed on December 20, 2024).+

10.40	Form of Service-Based Restricted Stock Unit Award Agreement for grants beginning in 2025 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of Cable One, Inc. filed on January 3, 2025).+
10.41	Form of Performance-Based Restricted Stock Unit Award Agreement for grants beginning in 2025 (incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K of Cable One, Inc. filed on January 3, 2025).+
10.42	Peter N. Witty Transition Agreement and General Release of Claims dated December 31, 2024 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K/A of Cable One, Inc. filed on January 3, 2025).+
19	Insider Trading Policy of Cable One, Inc.*
21.1	List of subsidiaries of Cable One, Inc.*
23.1	Consent of PricewaterhouseCoopers LLP.*
24.1	Power of Attorney (included on Signatures page of this Annual Report on Form 10-K).*
31.1	Principal Executive Officer Certification required by Rules 13a-14 and 15d-14 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.2	Principal Financial Officer Certification required by Rules 13a-14 and 15d-14 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
97	Incentive Compensation Recovery Policy required by Section 10D of the Securities Exchange Act of 1934 (incorporated herein by reference to Exhibit 97 to the Annual Report on Form 10-K of Cable One, Inc. filed on February 23, 2024).+
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).
101.SCH	Inline XBRL Taxonomy Extension Schema Document.*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.*
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.*
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.*
104	The cover page of this Annual Report on Form 10-K for the year ended December 31, 2024, formatted in Inline XBRL (included within the Exhibit 101 attachments).

* Filed herewith.

** Furnished herewith.

+ Management contract or compensatory arrangement.

† Certain information of the exhibit (indicated by “[***]”) has been excluded as the Company has determined the omitted information (i) is not material and (ii) would likely cause competitive harm to the Company if publicly disclosed.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

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

CABLE ONE, INC.
(Registrant)

Date: February 27, 2025

By: /s/ Julia M. Laulis
Julia M. Laulis
Chair of the Board, President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Julia M. Laulis and Todd M. Koetje, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Julia M. Laulis</u> Julia M. Laulis	Chair of the Board, President and Chief Executive Officer (Principal Executive Officer)	February 27, 2025
<u>/s/ Todd M. Koetje</u> Todd M. Koetje	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 27, 2025
<u>/s/ P. Robert Bartolo</u> P. Robert Bartolo	Director	February 27, 2025
<u>/s/ Brad D. Brian</u> Brad D. Brian	Director	February 27, 2025
<u>/s/ Deborah J. Kissire</u> Deborah J. Kissire	Director	February 27, 2025
<u>/s/ Mary E. Meduski</u> Mary E. Meduski	Director	February 27, 2025
<u>/s/ Thomas O. Might</u> Thomas O. Might	Director	February 27, 2025
<u>/s/ Sherrese M. Smith</u> Sherrese M. Smith	Director	February 27, 2025
<u>/s/ Wallace R. Weitz</u> Wallace R. Weitz	Director	February 27, 2025
<u>/s/ Katharine B. Weymouth</u> Katharine B. Weymouth	Director	February 27, 2025

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Report of Independent Registered Public Accounting Firm

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

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Cable One, Inc. and its subsidiaries (the "Company") as of December 31, 2024 and 2023, and the related consolidated statements of operations and comprehensive income, of stockholders' equity and of cash flows for each of the three years in the period ended December 31, 2024, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Capitalization of Internal Labor Costs

As described in Note 2 and included within the property, plant, and equipment balances in Note 7 to the consolidated financial statements, capitalized labor costs include the direct costs of engineers and technical personnel involved in the design and implementation of plant and infrastructure; the costs of technicians involved in the installation and upgrades of services and customer premise equipment; and the costs of support personnel directly involved in capitalizable activities. These costs are capitalized based on internally developed standards by position, which are updated annually (or more frequently if required). These standards are developed utilizing a combination of actual costs incurred where applicable, operational data and management judgment. Capitalized labor costs represent a portion of the consolidated balance of property, plant and equipment, net of \$1.8 billion as of December 31, 2024.

The principal considerations for our determination that performing procedures relating to capitalization of internal labor costs is a critical audit matter are (i) the significant judgment by management in determining the internal labor costs to be capitalized and (ii) a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating audit evidence relating to the determination of internal labor costs to be capitalized related to operational data.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to capitalization of internal labor costs. These procedures also included, among others, (i) evaluating the appropriateness of management's process for determining the standard labor costs by position, (ii) testing the data inputs related to payroll and benefits, and (iii) evaluating the reasonableness of the factors considered by management related to the analysis of operational data. Evaluating the reasonableness of the factors involved evaluating whether the factors were consistent with the expected time spent on capitalizable activities.

Fair Value of Options Associated with the Mega Broadband Investment

As described in Notes 5 and 6 to the consolidated financial statements, the Company owns an approximately 45% equity interest in Mega Broadband Investments Holdings LLC ("MBI"). The Company held a call option to purchase all but not less than all of the remaining equity interests in MBI that the Company does not already own between January 1, 2023 and June 30, 2024. Certain investors in MBI held a put option to sell (and to cause all members of MBI other than the Company to sell) to the Company all but not less than all of the remaining equity interests in MBI that the Company does not already own between July 1, 2025 and September 30, 2025 (these call and put options are collectively referred to as the "Old MBI Net Option"). In December 2024, the Company amended its agreement with MBI, to, among other things, (i) reinstate the Company's expired call option; and (ii) amend the put option held by certain other investors in MBI to sell (and to cause all members of MBI other than the Company to sell) to the Company all membership interests not held by the Company ("New MBI Net Option). The Old MBI Net Option and the New MBI Net Option are measured at fair value on a quarterly basis using Monte Carlo simulations that rely on assumptions around MBI's equity value, MBI's and the Company's equity volatility, MBI's and the Company's EBITDA volatility, risk adjusted discount rates and the Company's cost of debt, among others. The fair values of the call and put options as of December 31, 2024 were an asset of \$114.2 million and a liability of \$30.1 million, respectively, and were included within other noncurrent assets. The Old MBI Net Option change in fair value was a \$146.2 million loss during the year ended December 31, 2024, offset by a gain of \$71.5 million on the amendment, both of which are reported within other income (expense), net.

The principal considerations for our determination that performing procedures relating to the fair value of options associated with MBI is a critical audit matter are (i) the significant judgment by management in developing the fair values of these options using the Monte Carlo simulations, (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's significant assumption related to MBI's equity value, and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the fair value of the options, including controls over MBI's equity value assumption. These procedures also included, among others, developing an independent range of values for each option and performing a comparison of management's estimate to the independently developed range to evaluate the reasonableness of management's estimate. Developing the independent range of values involved (i) developing an independent Monte Carlo simulation model, (ii) testing the completeness and accuracy of the contractual information used by management to calculate the agreed-upon price to acquire the remaining equity interests in MBI, and (iii) evaluating the reasonableness of MBI's equity value assumption used by management. Professionals with specialized skill and knowledge were used to assist in developing the independent Monte Carlo simulation model and developing the independent range of values.

/s/ PricewaterhouseCoopers LLP
Phoenix, Arizona
February 27, 2025

We have served as the Company's auditor since 2014.

CABLE ONE, INC.
CONSOLIDATED BALANCE SHEETS

<u>(dollars in thousands, except par values)</u>	<u>December 31,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
Assets		
Current Assets:		
Cash and cash equivalents	\$ 153,631	\$ 190,289
Accounts receivable, net	57,742	93,973
Prepaid and other current assets	67,862	58,116
Total Current Assets	279,235	342,378
Equity investments	815,812	1,038,024
Property, plant and equipment, net	1,789,955	1,791,120
Intangible assets, net	2,532,855	2,595,892
Goodwill	929,609	928,947
Other noncurrent assets	178,429	63,149
Total Assets	\$ 6,525,895	\$ 6,759,510
 Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 167,271	\$ 156,645
Deferred revenue	27,889	27,169
Current portion of long-term debt	18,712	19,023
Total Current Liabilities	213,872	202,837
Long-term debt	3,571,536	3,626,928
Deferred income taxes	914,042	950,919
Other noncurrent liabilities	30,413	169,556
Total Liabilities	4,729,863	4,950,240
 Commitments and contingencies (refer to note 18)		
 Stockholders' Equity:		
Preferred stock (\$0.01 par value; 4,000,000 shares authorized; none issued or outstanding)...	—	—
Common stock (\$0.01 par value; 40,000,000 shares authorized; 6,175,399 shares issued; and 5,619,365 and 5,616,987 shares outstanding as of December 31, 2024 and 2023, respectively)	62	62
Additional paid-in capital	639,288	607,574
Retained earnings	1,708,244	1,761,667
Accumulated other comprehensive income (loss)	48,100	36,745
Treasury stock, at cost (556,034 and 558,412 shares held as of December 31, 2024 and 2023, respectively)	(599,662)	(596,778)
Total Stockholders' Equity	1,796,032	1,809,270
Total Liabilities and Stockholders' Equity	\$ 6,525,895	\$ 6,759,510

See accompanying notes to the consolidated financial statements.

CABLE ONE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

Year Ended December 31,

<u>(dollars in thousands, except per share data)</u>	2024	2023	2022
Revenues	\$ 1,579,542	\$ 1,678,081	\$ 1,706,043
Costs and Expenses:			
Operating (excluding depreciation and amortization).....	416,819	440,916	470,916
Selling, general and administrative.....	365,956	354,663	350,310
Depreciation and amortization	341,754	342,891	350,462
(Gain) loss on asset sales and disposals, net	13,134	12,708	9,199
(Gain) loss on sales of businesses, net	—	—	(13,833)
Total Costs and Expenses	<u>1,137,663</u>	<u>1,151,178</u>	<u>1,167,054</u>
Income from operations	441,879	526,903	538,989
Interest expense, net	(137,997)	(151,578)	(124,043)
Other income (expense), net.....	(59,705)	36,071	(39,583)
Income before income taxes and equity method investment income (loss), net	<u>244,177</u>	<u>411,396</u>	<u>375,363</u>
Income tax provision.....	25,201	72,838	119,650
Income before equity method investment income (loss), net	218,976	338,558	255,713
Equity method investment income (loss), net	(204,496)	(113,936)	(42,656)
Net income	<u>\$ 14,480</u>	<u>\$ 224,622</u>	<u>\$ 213,057</u>
Net Income per Common Share:			
Basic	\$ 2.58	\$ 39.76	\$ 36.16
Diluted	<u>\$ 3.43</u>	<u>\$ 38.08</u>	<u>\$ 34.73</u>
Weighted Average Common Shares Outstanding:			
Basic	5,621,408	5,648,934	5,892,077
Diluted	6,035,747	6,062,331	6,314,148
Unrealized gain (loss) on cash flow hedges and other, net of tax.....	\$ 11,355	\$ (13,286)	\$ 132,826
Comprehensive income	<u>\$ 25,835</u>	<u>\$ 211,336</u>	<u>\$ 345,883</u>

See accompanying notes to the consolidated financial statements.

CABLE ONE, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(dollars in thousands, except per share data)	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock, at cost	Total Stockholders' Equity
	Shares	Amount					
Balance at December 31, 2021	6,046,362	\$ 62	\$ 555,640	\$ 1,456,543	\$ (82,795)	\$ (136,355)	\$ 1,793,095
Net income.....	—	—	—	213,057	—	—	213,057
Unrealized gain (loss) on cash flow hedges and other, net of tax.....	—	—	—	—	132,826	—	132,826
Equity-based compensation.....	—	—	22,514	—	—	—	22,514
Issuance of equity awards, net of forfeitures.....	16,753	—	—	—	—	—	—
Repurchase of common stock.....	(294,062)	—	—	—	—	(353,289)	(353,289)
Withholding tax for equity awards.....	(3,042)	—	—	—	—	(5,036)	(5,036)
Dividends paid to stockholders (\$11.20 per common share).....	—	—	—	(66,255)	—	—	(66,255)
Balance at December 31, 2022	5,766,011	62	578,154	1,603,345	50,031	(494,680)	1,736,912
Net income.....	—	—	—	224,622	—	—	224,622
Unrealized gain (loss) on cash flow hedges and other, net of tax.....	—	—	—	—	(13,286)	—	(13,286)
Equity-based compensation.....	—	—	29,420	—	—	—	29,420
Issuance of equity awards, net of forfeitures.....	(3,874)	—	—	—	—	—	—
Repurchase of common stock.....	(141,551)	—	—	—	—	(99,614)	(99,614)
Withholding tax for equity awards.....	(3,599)	—	—	—	—	(2,484)	(2,484)
Dividends paid to stockholders (\$11.60 per common share).....	—	—	—	(66,300)	—	—	(66,300)
Balance at December 31, 2023	5,616,987	62	607,574	1,761,667	36,745	(596,778)	1,809,270
Net income.....	—	—	—	14,480	—	—	14,480
Unrealized gain (loss) on cash flow hedges and other, net of tax.....	—	—	—	—	11,355	—	11,355
Equity-based compensation.....	—	—	31,714	—	—	—	31,714
Issuance of equity awards, net of forfeitures.....	5,007	—	—	—	—	—	—
Withholding tax for equity awards.....	(2,629)	—	—	—	—	(2,884)	(2,884)
Dividends paid to stockholders (\$11.80 per common share).....	—	—	—	(67,903)	—	—	(67,903)
Balance at December 31, 2024	5,619,365	\$ 62	\$ 639,288	\$ 1,708,244	\$ 48,100	\$ (599,662)	\$ 1,796,032

See accompanying notes to the consolidated financial statements.

CABLE ONE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)	Year Ended December 31,		
	2024	2023	2022
Cash flows from operating activities:			
Net income.....	\$ 14,480	\$ 224,622	\$ 213,057
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization.....	341,754	342,891	350,462
Amortization of debt discount and issuance costs	8,923	9,019	9,518
Equity-based compensation	31,714	29,420	22,514
Write-off of debt issuance costs.....	—	3,340	—
Change in deferred income taxes.....	(40,417)	(5,387)	61,696
(Gain) loss on asset sales and disposals, net	13,134	12,708	9,199
(Gain) loss on sales of businesses, net	—	—	(13,833)
Equity method investment (income) loss, net.....	204,496	113,936	42,656
Fair value adjustments	139,143	(39,514)	40,400
Gain on MBI Amendment.....	(71,486)	—	—
Changes in operating assets and liabilities:			
Accounts receivable, net	36,431	(19,590)	2,734
Prepaid and other current assets.....	(16,598)	(2,227)	(3,971)
Accounts payable and accrued liabilities	19,894	(10,664)	(157)
Deferred revenue.....	490	3,463	(389)
Other	(17,830)	1,153	4,154
Net cash provided by operating activities.....	664,128	663,170	738,040
Cash flows from investing activities:			
Purchase of business	(4,326)	—	—
Cash paid for MBI Amendment.....	(295,214)	—	—
Cash paid for debt and equity investments	(20,000)	(29,410)	(50,385)
Proceeds from sales of equity investments	—	56,730	—
Dividends received	45,214	—	—
Capital expenditures	(286,354)	(371,028)	(414,095)
Change in accrued expenses related to capital expenditures.....	(8,682)	3,324	3,358
Purchase of wireless licenses	(625)	(2,750)	—
Proceeds from asset sales and disposals	5,542	1,230	3,628
Proceeds from sales of businesses	—	—	9,227
Net cash used in investing activities.....	(564,445)	(341,904)	(448,267)
Cash flows from financing activities:			
Proceeds from debt borrowings	175,000	638,000	—
Payment of debt issuance costs.....	(1,593)	(8,096)	—
Debt repayments	(238,961)	(807,633)	(38,845)
Repurchase of common stock	—	(99,614)	(353,289)
Payment of withholding tax for equity awards	(2,884)	(2,484)	(5,036)
Dividends paid to stockholders.....	(67,903)	(66,300)	(66,255)
Net cash used in financing activities	(136,341)	(346,127)	(463,425)
Change in cash and cash equivalents.....	(36,658)	(24,861)	(173,652)
Cash and cash equivalents, beginning of period.....	190,289	215,150	388,802
Cash and cash equivalents, end of period.....	\$ 153,631	\$ 190,289	\$ 215,150
Supplemental cash flow disclosures:			
Cash paid for interest, net of capitalized interest	\$ 149,092	\$ 160,224	\$ 127,158
Cash paid for income taxes, net of refunds received.....	\$ 81,577	\$ 92,456	\$ 23,379

See accompanying notes to the consolidated financial statements.

CABLE ONE, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. DESCRIPTION OF BUSINESS

Cable One, Inc., together with its wholly owned subsidiaries (collectively, “Cable One” or the “Company”), is a fully integrated provider of data, video and voice services to residential and business subscribers in 24 Western, Midwestern and Southern U.S. states. At the end of 2024, Cable One provided services to approximately 1.1 million residential and business customers, of which approximately 1,055,000 subscribed to data services, 114,000 subscribed to video services and 106,000 subscribed to voice services.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation. The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”) and the rules and regulations of the Securities and Exchange Commission. The Company’s results of operations for the years ended December 31, 2024, 2023 and 2022 may not be indicative of the Company’s future results. Certain reclassifications have been made to prior period amounts to conform to the current year presentation. Refer to note 16 for further details.

Principles of Consolidation. The consolidated financial statements include the accounts of the Company, including its subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Segment Reporting. Accounting Standards Codification (“ASC”) 280 - *Segment Reporting* requires the disclosure of factors used to identify an entity’s reportable segments. Based on the Company’s chief operating decision maker’s (“CODM”) review and assessment of the Company’s operations for purposes of performance monitoring and resource allocation, the Company determined that its operations and the decisions to allocate resources and deploy capital are organized and managed on a consolidated basis. Accordingly, management has identified one operating segment, which is its reportable segment, under this organizational and reporting structure.

Use of Estimates. The preparation of the consolidated financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the amounts reported herein. Management bases its estimates and assumptions on historical experience and on various other factors that are believed to be reasonable under the circumstances. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may be affected by changes in those estimates and underlying assumptions.

Revenue Recognition. The Company recognizes revenue in accordance with ASC 606 - *Revenue from Contracts with Customers*. Residential revenues are generated through individual and bundled subscriptions for data, video and voice services. Such subscriptions are generally on month-to-month terms, and generally without penalty for cancellation. As bundled subscriptions are typically offered at discounted rates, the sales price is allocated amongst the respective product lines based on the relative selling price at which each service is sold under standalone service agreements. Business revenues are generated through individual and bundled subscriptions for data, video and voice services under contracts with terms ranging from one month to several years.

The Company also generally receives an allocation of scheduled advertising time as part of its distribution agreements with cable and broadcast networks, which the Company sells to local, regional and national advertisers under contracts with terms that are typically less than one year. In instances where the available advertising time is sold directly by the Company’s internal sales force, the Company is acting as principal in these arrangements and the advertising that is sold is reported as revenue on a gross basis. In instances where advertising time is sold by contracted third-party agencies, the Company is not acting as principal and the advertising sold is therefore reported net of agency fees. Advertising revenues are recognized when the related advertisements are aired.

The unit of accounting for revenue recognition is a performance obligation, which is a requirement to transfer a distinct good or service to a customer. Customers are billed for the services to which they subscribe based upon published or contracted rates, with the sales price being allocated to each performance obligation. For arrangements with multiple performance obligations, the sales price is allocated based on the relative standalone selling price for each subscribed service. Generally, performance obligations are satisfied, and revenue is recognized, over the period of time in which customers simultaneously receive and consume the Company’s defined performance obligations, which are delivered in a similar pattern of transfer. Advertising revenue is recognized at the point in time when the underlying performance obligation is complete.

The Company also incurs certain incremental costs to acquire residential and business customers, such as commission costs and third-party costs to service specific customers. These costs are capitalized as contract assets and amortized over the applicable period. For commissions, the amortization period is the average customer tenure, which is approximately five years for both residential and business customers. All other costs are amortized over the requisite contract period.

Fees imposed on the Company by various governmental authorities, including franchise fees, are passed through on a monthly basis to the Company's customers and are periodically remitted to authorities. As the Company acts as principal, these fees are reported in video and voice revenues on a gross basis with corresponding expenses included within operating expenses in the consolidated statements of operations and comprehensive income.

Concentrations of Credit Risk. Financial instruments that potentially subject the Company to concentrations of credit risk are primarily cash and accounts receivable. Concentration of credit risk with respect to the Company's cash balance is limited. The Company maintains or invests its cash with highly qualified financial institutions. With respect to the Company's receivables, credit risk is limited due to the large number of customers, individually small balances and short payment terms.

Programming Costs. The Company's programming costs are fees paid to license the programming that is distributed to video customers and are recorded in the period the services are provided. Programming costs are recorded based on the Company's contractual agreements with its programming vendors, which are generally multi-year agreements that provide for the Company to make payments to the programming vendors at agreed upon rates based on the number of subscribers to which the Company provides the programming service. From time to time, these agreements expire, and programming continues to be distributed to customers, while the parties negotiate new contractual terms. These scenarios are often pursuant to an extension, however, in the absence of an extension, the Company will continue to pay and record costs based on the use of estimates of the ultimate contractual terms expected to be negotiated or the prior contractual terms. Differences between actual amounts determined upon resolution of negotiations and amounts recorded during these interim periods are recorded in the period of resolution.

Advertising Costs. The Company expenses advertising costs as incurred. The total amount of such advertising expense recorded was \$53.6 million, \$51.7 million and \$42.4 million in 2024, 2023 and 2022, respectively.

Cash Equivalents. The Company considers all highly liquid investments with original maturities at purchase of three months or less to be cash equivalents. These investments are carried at cost plus accrued interest and dividends, which approximates market value.

Allowance for Credit Losses. Accounts receivable is reduced by an allowance for amounts that may be uncollectible in the future. This estimated allowance is based primarily on the aging category, historical collection experience and management's evaluation of the financial condition of the customer. The Company generally considers an account past due or delinquent when a customer misses a scheduled payment. The Company writes off accounts receivable balances deemed uncollectible against the allowance for credit losses generally when the account is turned over for collection to an outside collection agency.

Fair Value Measurements. Fair value measurements are determined based on the assumptions that a market participant would use in pricing an asset or liability based on a three-tiered hierarchy that draws a distinction between market participant assumptions based on (i) observable inputs, such as quoted prices in active markets (level 1); (ii) inputs other than quoted prices in active markets that are observable either directly or indirectly (level 2); and (iii) unobservable inputs that require the Company to use present value and other valuation techniques in the determination of fair value (level 3). Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurements requires judgment and may affect the valuation of the assets and liabilities being measured and their placement within the fair value hierarchy.

For assets and liabilities that are measured using quoted prices in active markets, the total fair value is the published market price per unit multiplied by the number of units held, without consideration of transaction costs. Assets and liabilities that are measured using significant other observable inputs are primarily valued by reference to quoted prices of similar assets or liabilities in active markets, adjusted for any terms specific to that asset or liability. Assets and liabilities that are measured using significant unobservable inputs are valued using various valuation techniques, including Monte Carlo simulations.

The Company measures certain assets, including property, plant and equipment, intangible assets and goodwill, at fair value on a nonrecurring basis when they are deemed to be impaired. The fair value of these assets is determined with valuation techniques using the best information available, which may include quoted market prices, market comparables and discounted cash flow models.

The carrying amounts reported in the Company's consolidated financial statements for cash and cash equivalents, accounts receivable, prepaid and other current assets and accounts payable and accrued liabilities approximate fair value because of the short-term nature of these financial instruments.

Equity Investments. Equity investments that do not provide the Company the ability to exert significant influence over the operating or financial decisions of the investee are accounted for under the fair value measurement alternative. This method requires the initial fair value of the investment to be recorded as an asset within the consolidated balance sheet and any dividends received from the investee to be recorded as other income within the consolidated statement of operations and comprehensive income. If observable price changes for identical or similar investments in the same investee are identified, the recorded carrying value will be adjusted to its current estimated fair value, with the change recorded within other income or expense.

Equity investments that do provide the Company with the ability to exert significant influence over the operating or financial decisions of the investee are accounted for under the equity method. The equity method requires the initial fair value of the investment to be recorded as an asset within the consolidated balance sheet.

For equity method investments without complex structures, based on its ownership percentage, the Company recognizes its proportionate share of the investee’s net income (loss) each period within equity method investment income (loss) in the consolidated statement of operations and comprehensive income and a corresponding increase (decrease) to the investment’s carrying value within the consolidated balance sheet. As permitted by GAAP, the Company elected to recognize its proportionate share of such net income (loss) for each of its equity method investments on a one quarter lag because the investees’ quarterly financial information is not prepared in time for the Company’s financial reporting. Additionally, any dividends received from an equity method investee are accounted for as a reduction in the carrying value of the investment within the consolidated balance sheet. Dividends deemed to be a return on investment are classified as operating cash flows within the consolidated statement of cash flows, while dividends deemed to be a return of investment are classified as investing cash flows. Further, any material difference between the carrying value of an equity method investment and the Company’s underlying equity in the net assets of the investee attributable to depreciable property, plant and equipment and/or amortizable intangible assets will result in an adjustment to the amount of net income (loss) recognized by the Company each period.

For equity method investments with complex structures, recognizing the proportionate share of the investee’s net income (loss) based on the Company’s ownership percentage may not fully capture the Company’s true economic interest in the investee. In such instances, the Company applies the hypothetical liquidation at book value (“HLBV”) method. The HLBV method calculates the Company’s share of investee earnings or losses based on the change in the Company’s claim on the net assets of the investee. To determine the Company’s current period investee net earnings or loss under the HLBV method, the Company first calculates its claim on the net assets of the investee at the end of the period assuming the investee was liquidated or sold at book value by preparing a liquidation waterfall. Any dividends received during the period are then added to this amount and any additional investments made during the period are subtracted. This total amount is then compared to the total value calculated as of the previous period-end to determine the change, which represents the current period’s equity method investment income or loss.

For each of the Company’s equity investments, the Company assesses each investment for indicators of impairment on a quarterly basis based primarily on the investee’s most recently available financial and operating information. If it is determined that the fair value of an investment has fallen below its carrying value, the carrying value is adjusted down to fair value and an impairment loss equal to the amount of the adjustment is recognized within equity method investment income (loss) in the consolidated statement of operations and comprehensive income.

Upon the sale of an equity investment, the difference between the proceeds received and carrying value of the investment is recognized as a gain (loss) within other income (expense) in the consolidated statement of operations and comprehensive income.

Property, Plant and Equipment. Property, plant and equipment is recorded at cost less accumulated depreciation and amortization. Costs for replacements and major improvements are capitalized while costs for maintenance and repairs are expensed as incurred. Depreciation and amortization are calculated using the straight-line method for all assets, with the exception of capitalized internal and external labor, which are depreciated using an accelerated method. The estimated useful life ranges for each category of property, plant and equipment are as follows (in years):

Cable distribution systems ⁽¹⁾	5 – 25
Customer premise equipment.....	5
Other equipment and fixtures	3 – 10
Buildings and improvements.....	10 – 20
Capitalized software	3 – 7
Right-of-use (“ROU”) assets.....	1 – 20

⁽¹⁾ The weighted average useful life of cable distribution systems is approximately 13 years.

The costs of leasehold improvements are amortized over the lesser of their useful lives or the remaining terms of the respective leases.

Costs associated with the installation and upgrade of services and acquiring and deploying of customer premise equipment, including materials, internal and external labor costs and related indirect and overhead costs, are capitalized.

Capitalized labor costs include the direct costs of engineers and technical personnel involved in the design and implementation of plant and infrastructure; the costs of technicians involved in the installation and upgrades of services and customer premise equipment; and the costs of support personnel directly involved in capitalizable activities, such as project managers and supervisors. These costs are capitalized based on internally developed standards by position, which are updated annually (or more frequently if required). These standards are developed utilizing a combination of actual costs incurred where applicable, operational data and management judgment. Overhead costs are capitalized based on standards developed from historical information. Indirect and overhead costs include payroll taxes; insurance and other benefits; and vehicle, tool and supply expense related to installation activities. Costs for repairs and maintenance, disconnecting service or reconnecting service are expensed as incurred.

The Company capitalizes certain internal and external costs incurred to acquire or develop internal-use, on-premises software, including costs associated with coding, software configuration, upgrades and enhancements.

Evaluation of Long-Lived Assets. The recoverability of property, plant and equipment and finite-lived intangible assets is assessed whenever adverse events or changes in circumstances indicate that recorded values may not be recoverable. A long-lived asset is considered to not be recoverable when the undiscounted estimated future cash flows are less than the asset's recorded value. An impairment charge is measured based on estimated fair market value, determined primarily using estimated future cash flows on a discounted basis. Losses on long-lived assets to be disposed of are determined in a similar manner, but the fair market value is reduced for estimated disposal costs.

Finite-Lived Intangible Assets. Finite-lived intangible assets consist of customer relationships, trademarks and trade names and wireless licenses and are amortized using a straight-line or accelerated method over the respective estimated periods for which the assets will provide economic benefit to the Company.

Indefinite-Lived Intangible Assets. The Company's intangible asset with an indefinite life is from franchise agreements that it has with state and local governments. Franchise agreements allow the Company to contract and operate its business within specified geographic areas. The Company expects its franchise agreements to provide substantial benefit for a period that extends beyond the foreseeable horizon, and the Company has historically been able to obtain renewals and extensions of such agreements without material modifications to the agreements for nominal costs. These costs are expensed as incurred.

The Company has identified a single unit of accounting for its franchise agreements for use in impairment assessments based on the Company's current operations and use of its assets.

The Company assesses its indefinite-lived intangible asset for impairment as of October 1st of each year, or more frequently whenever events or substantive changes in circumstances indicate that the asset might be impaired. The Company evaluates the unit of accounting used to test for impairment periodically or whenever events or substantive changes in circumstances occur to ensure impairment testing is performed at an appropriate level. The impairment assessment may first consider qualitative factors to determine whether it is more likely than not that the fair value of the indefinite-lived intangible asset is less than its carrying amount. A quantitative assessment is performed if the qualitative assessment results in a more-likely-than-not determination or if a qualitative assessment is not performed. When performing a quantitative assessment, the Company estimates the fair value of its franchise agreements primarily based on a multi-period excess earnings method ("MPEEM") analysis which involves significant judgment. When analyzing the fair value indicated under the MPEEM approach, the Company also considers multiples of earnings before interest, taxes, depreciation and amortization ("EBITDA" and as adjusted, "Adjusted EBITDA") generated by the underlying assets, current market transactions and profitability information. If the fair value of the indefinite-lived intangible asset was determined to be less than the carrying amount, the Company would recognize an impairment charge for the difference between the estimated fair value and the carrying value of the asset.

Goodwill. Goodwill is calculated as the excess of the consideration transferred over the fair value of the identifiable net assets acquired in a business combination and represents the future economic benefits expected to arise from anticipated synergies and intangible assets acquired that do not qualify for separate recognition, including an assembled workforce, noncontractual relationships and other agreements. The Company assesses its goodwill for impairment as of October 1st of each year, or more frequently whenever events or substantive changes in circumstances indicate that the carrying amount of a reporting unit may exceed its fair value.

The Company tests goodwill for impairment at the reporting unit level, for which it has identified a single goodwill reporting unit based on the chief operating decision maker's performance monitoring and resource allocation process and the similarity of its geographic divisions.

The assessment of recoverability may first consider qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. A quantitative assessment is performed if the qualitative assessment results in a more-likely-than-not determination or if a qualitative assessment is not performed. The quantitative assessment considers whether the carrying amount of a reporting unit exceeds its fair value. Any excess amount is recorded as an impairment charge in the current period (limited to the amount of goodwill recorded).

Insurance. The Company uses a combination of insurance and self-insurance for a number of risks, including claims related to employee medical and dental care, disability benefits, workers' compensation, general liability, property damage and business interruption. Liabilities associated with these plans are estimated based on, among other things, the Company's historical claims experience, severity factors and other actuarial assumptions. Accruals for expected loss are based on estimates, and, while the Company believes that the amounts accrued are adequate, the ultimate loss may differ from the amounts accrued.

Equity-Based Compensation. The Company measures compensation expense related to equity-based awards based on the grant date fair value of the awards. The Company recognizes the expense on a straight-line basis over the requisite service period, which is generally the vesting period of the award (unless any retirement eligibility provisions are satisfied earlier), with forfeitures recognized as incurred. For awards with performance-based vesting conditions, the Company reassesses the estimated achievement percentage at the end of each quarter during the performance period, and adjusts all life-to-date expense (as necessary) in the period of assessment to account for any changes in the estimated number of awards that will ultimately vest.

Income Taxes. The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

The Company records deferred tax assets to the extent that it believes these assets will more likely than not be realized. In making such determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent financial operations. This evaluation is made on an ongoing basis. In the event the Company were to determine that it was not able to realize all or a portion of its deferred tax assets in the future, the Company would record a valuation allowance, which would impact the provision for income taxes.

The Company recognizes a tax benefit from an uncertain tax position when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. The Company records a liability for the difference between the benefit recognized and measured for financial statement purposes and the tax position taken or expected to be taken on the tax return. Changes in the estimate are recorded in the period in which such determination is made.

Asset Retirement Obligations. Certain of the Company's franchise agreements and lease agreements contain provisions requiring the Company to restore facilities or remove property in the event that the franchise or lease agreement is not renewed. The Company expects to continually renew its franchise agreements and therefore cannot reasonably estimate any liabilities associated with such agreements. A remote possibility exists that franchise agreements could be terminated unexpectedly, which could result in the Company incurring significant expense in complying with restoration or removal provisions. Retirement obligations related to the Company's lease agreements are de minimis. The Company does not have any significant liabilities related to asset retirement obligations recorded in the consolidated financial statements.

Business Combination Purchase Price Allocation. The application of the acquisition method under ASC 805 - *Business Combinations* requires the Company to allocate the purchase price amongst the acquisition date fair values of identifiable assets acquired and liabilities assumed in a business combination. The Company determines fair values using the income approach, market approach and/or cost approach depending on the nature of the asset or liability being valued and the reliability of available information. The income approach estimates fair value by discounting associated lifetime expected future cash flows to their present value and relies on significant assumptions regarding future revenues, expenses, working capital levels and discount rates. The market approach estimates fair value by analyzing recent actual market transactions for similar assets or liabilities. The cost approach estimates fair value based on the expected cost to replace or reproduce the asset or liability and relies on assumptions regarding the occurrence and extent of any physical, functional and/or economic obsolescence.

Recently Adopted Accounting Pronouncements. In November 2023, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. The ASU requires additional disclosures regarding the significant expenses incurred by a reportable segment that are regularly provided to the CODM. The Company adopted ASU 2023-07 in the fourth quarter of 2024. Refer to note 3 for these additional segment disclosures.

Recently Issued But Not Yet Adopted Accounting Pronouncements. In November 2024, the FASB issued ASU No. 2024-03, *Income Statement—Reporting Comprehensive Income (Topic 220): Disaggregation of Income Statement Expenses*. ASU 2024-03 provides for more granular information about certain types of expenses, including purchases of inventory, employee compensation, depreciation, amortization and depletion, to be disclosed in addition to certain qualitative descriptions of relevant expense captions that are not separately disclosed. The ASU is effective for annual reporting periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027 on either a prospective or retrospective basis, with early adoption permitted. The Company plans to adopt ASU 2024-03 in the 2027 annual reporting period on a prospective basis. The adoption of ASU 2024-03 will result in additional expense disclosures within the notes to its consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. ASU 2023-09 requires additional disclosures around tax rate reconciliations, income tax payments and other tax-related information. The ASU is effective for annual periods beginning after December 15, 2024 and can be applied on either a prospective or retrospective basis. The Company plans to adopt ASU 2023-09 in the first quarter of 2025 on a prospective basis and expects the adoption of the updated guidance to result in the additional disaggregation of certain tax information within the Company's income tax footnote disclosure.

3. SEGMENT REPORTING

Based on the way the Company's CODM, who is the Company's Chief Executive Officer ("CEO"), reviews and assesses the Company's operations for purposes of performance monitoring and resource allocation, the Company determined that its operations and the decisions to allocate resources and deploy capital are organized and managed on a consolidated basis. Accordingly, management has identified one operating segment, which is its reportable segment, under this organizational and reporting structure.

The Company's consolidated net income is the GAAP measure of profit or loss which is used by the CODM to allocate resources and assess performance on a monthly basis. Such measure is compared against prior periods to identify, assess and respond to trends.

The following table includes the significant expense categories and amounts that are regularly provided to the CODM (in thousands):

	<u>Year Ended December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Revenues	\$ 1,579,542	\$ 1,678,081	\$ 1,706,043
Less: Significant expenses:			
Direct product costs	(197,548)	(233,647)	(274,825)
Labor costs	(248,565)	(261,108)	(265,900)
Other items ⁽¹⁾	(1,118,949)	(958,704)	(952,261)
Net income	<u>\$ 14,480</u>	<u>\$ 224,622</u>	<u>\$ 213,057</u>

⁽¹⁾ Includes other operating costs (such as marketing, software and maintenance expenses), depreciation and amortization, net gain (loss) on asset sales and disposals, net gain (loss) on sales of businesses, net interest expense, net other income (expense), income tax provision, net equity method investment income (loss) and certain other non-cash, non-core and/or non-recurring costs. Included in these amounts are interest expense of \$158.0 million, \$170.1 million and \$137.7 million and interest and investment income of \$20.0 million, \$18.6 million and \$13.7 million, for the years ended 2024, 2023 and 2022, respectively.

Given the Company operates as a single reportable segment, segment assets are equal to total assets within the Company's consolidated balance sheets.

4. REVENUES

Revenues by product line and other revenue-related disclosures were as follows (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Residential:			
Data.....	\$ 925,854	\$ 979,296	\$ 934,564
Video.....	222,036	257,966	325,200
Voice.....	31,958	37,088	43,096
Business services:			
Data.....	228,197	222,411	208,080
Other.....	72,279	82,116	97,206
Other.....	99,218	99,204	97,897
Total revenues.....	<u>\$ 1,579,542</u>	<u>\$ 1,678,081</u>	<u>\$ 1,706,043</u>
Franchise and other regulatory fees.....	\$ 24,096	\$ 26,864	\$ 31,226
Deferred commission amortization.....	\$ 6,322	\$ 5,676	\$ 5,092

Other revenues are comprised primarily of regulatory revenues, advertising sales, late charges and reconnect fees.

Fees imposed on the Company by various governmental authorities, including franchise fees, are passed through on a monthly basis to the Company's customers and are periodically remitted to authorities. As the Company acts as principal, these fees are reported in video and voice revenues on a gross basis with corresponding expenses included within operating expenses in the consolidated statements of operations and comprehensive income.

Net accounts receivable from contracts with customers totaled \$40.4 million and \$68.0 million at December 31, 2024 and 2023, respectively.

A significant portion of the Company's revenues are derived from customers who may cancel their subscriptions at any time without penalty. As such, the amount of deferred revenue related to unsatisfied performance obligations is not necessarily indicative of the future revenue to be recognized from the Company's existing customers. Revenues from customers with contractually specified terms and non-cancelable service periods are recognized over the terms of the underlying contracts, which generally range from one to five years.

Contract Costs. The Company capitalizes the incremental costs incurred in obtaining customers, such as commission costs and certain third-party costs. Commission expense is recognized using a portfolio approach over the calculated average residential and business customer tenure. Commission amortization expense is included within selling, general and administrative expenses in the consolidated statements of operations and comprehensive income.

Contract Liabilities. As residential and business customers are billed for subscription services in advance of the service period, the timing of revenue recognition differs from the timing of billing. Deferred revenue liabilities are recorded when the Company collects payments in advance of providing the associated services. Current deferred revenue liabilities consist of refundable customer prepayments, up-front charges and installation fees. As of December 31, 2024, the Company's remaining performance obligations pertain to the refundable customer prepayments and consist of providing future data, video and voice services to customers. The \$27.2 million of current deferred revenue at December 31, 2023 was recognized within revenues in the consolidated statement of operations and comprehensive income during 2024. Noncurrent deferred revenue liabilities consist of up-front charges and installation fees from business customers.

Significant Judgments. The Company often provides multiple services to a single customer. The provision of customer premise equipment, installation services and service upgrades may be highly integrated and interdependent with the data, video or voice services provided. Judgment is required to determine whether the provision of such customer premise equipment, installation services and service upgrades is considered a distinct service and accounted for separately, or not distinct and accounted for together with the related subscription service.

The transaction price for a bundle of services is frequently less than the sum of the standalone selling prices of each individual service. The Company allocates the sales price for such bundles to each individual service provided based on the relative standalone selling price for each subscribed service. Generally, directly observable standalone selling prices are used for the revenue allocation.

The Company also uses significant judgment to determine the appropriate period over which to amortize deferred residential and business commission costs, which is determined to be the average customer tenure. Based on historical data and current expectations, the Company determined the average customer tenure for both residential and business customers to be approximately five years.

5. OPERATING ASSETS AND LIABILITIES

Accounts receivable consisted of the following (in thousands):

	<u>As of December 31,</u>	
	<u>2024</u>	<u>2023</u>
Trade receivables.....	\$ 43,352	\$ 72,076
Other receivables ⁽¹⁾	17,310	26,006
Less: Allowance for credit losses	<u>(2,920)</u>	<u>(4,109)</u>
Total accounts receivable, net	<u>\$ 57,742</u>	<u>\$ 93,973</u>

⁽¹⁾ Balances include amounts due from Clearwave Fiber LLC, a joint venture transaction in which the Company contributed certain fiber operations and certain unaffiliated third-party investors contributed cash to a newly formed entity ("Clearwave Fiber"), for services provided under a transition services agreement of \$1.8 million and \$3.7 million as of December 31, 2024 and 2023, respectively. The balances also include \$4.7 million and \$11.4 million of receivables from the federal government under the Secure and Trusted Communications Networks Reimbursement Program as of December 31, 2024 and 2023, respectively.

The changes in the allowance for credit losses were as follows (in thousands):

	<u>Year Ended December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Beginning balance	\$ 4,109	\$ 3,191	\$ 2,541
Additions - charged to costs and expenses	9,054	9,816	9,170
Deductions - write-offs.....	(15,111)	(13,885)	(13,998)
Recoveries collected.....	4,868	4,987	5,478
Ending balance	\$ 2,920	\$ 4,109	\$ 3,191

Prepaid and other current assets consisted of the following (in thousands):

	<u>As of December 31,</u>	
	<u>2024</u>	<u>2023</u>
Prepaid repairs and maintenance.....	\$ 4,801	\$ 2,596
Software implementation costs	2,893	1,812
Prepaid insurance	3,418	3,507
Prepaid rent	2,006	2,227
Prepaid software.....	8,524	9,762
Deferred commissions.....	6,072	5,371
Interest rate swap asset.....	17,659	24,511
Prepaid income tax payments.....	20,535	5,470
All other current assets.....	1,954	2,860
Total prepaid and other current assets.....	<u>\$ 67,862</u>	<u>\$ 58,116</u>

Other noncurrent assets consisted of the following (in thousands):

	As of December 31,	
	2024	2023
Operating lease ROU assets	\$ 8,052	\$ 10,650
Deferred commissions	11,685	9,793
Software implementation costs	11,089	7,115
Debt issuance costs.....	3,754	3,087
Debt investment	2,362	2,228
Assets held for sale.....	—	889
Interest rate swap asset.....	46,200	24,453
New MBI Net Option ⁽¹⁾	84,120	—
All other noncurrent assets	11,167	4,934
Total other noncurrent assets.....	\$ 178,429	\$ 63,149

⁽¹⁾ Amount as of December 31, 2024 represents the net value of the Company's Call Option and Put Option associated with the remaining equity interests in MBI, consisting of an asset of \$114.2 million and a liability of \$30.1 million, respectively. The Old MBI Net Option is classified within other noncurrent liabilities within the condensed consolidated balance sheet as of December 31, 2023. Refer to note 6 for definitions of all capitalized terms and further information on these instruments.

Accounts payable and accrued liabilities consisted of the following (in thousands):

	As of December 31,	
	2024	2023
Accounts payable	\$ 31,868	\$ 45,025
Accrued programming costs.....	16,473	18,453
Accrued compensation and related benefits	27,757	20,149
Accrued sales and other operating taxes	18,605	14,518
Accrued franchise fees	2,944	2,952
Deposits.....	6,010	5,954
Operating lease liabilities	2,805	3,391
Accrued insurance costs	5,195	5,167
Cash overdrafts.....	19,467	12,058
Interest payable	6,046	6,340
Income taxes payable	1,682	2,579
All other accrued liabilities	28,419	20,059
Total accounts payable and accrued liabilities	\$ 167,271	\$ 156,645

Other noncurrent liabilities consisted of the following (in thousands):

	As of December 31,	
	2024	2023
Operating lease liabilities	\$ 4,871	\$ 6,768
Accrued compensation and related benefits	8,067	8,847
Deferred revenue	13,820	15,066
Old MBI Net Option ⁽¹⁾	—	136,360
All other noncurrent liabilities	3,655	2,515
Total other noncurrent liabilities	<u>\$ 30,413</u>	<u>\$ 169,556</u>

⁽¹⁾ Amount as of December 31, 2023 represents the net value of the Company's old call and put options associated with the remaining equity interests in MBI, consisting of liabilities of \$15.2 million and \$121.2 million, respectively. The New MBI Net Option is classified within other noncurrent assets in the consolidated balance sheet as of December 31, 2024. Refer to note 6 for definitions of all capitalized terms and further information on these instruments.

6. EQUITY INVESTMENTS

During 2023, the Company invested an additional \$1.6 million in Visionary Communications, Inc., an internet service provider ("Visionary"), and funded the remaining \$27.8 million under a subscription agreement with Northwest Fiber Holdco, LLC, a fiber internet service provider ("Zply"). In July 2023, the Company's equity investment in Wisper ISP, LLC, a wireless internet service provider ("Wisper"), was redeemed for total cash proceeds of \$35.9 million (the "Wisper Redemption"), which resulted in the recognition of a \$1.8 million gain. Also in July 2023, the Company divested its equity investment in Tristar Acquisition I Corp, a special-purpose acquisition company, for total cash proceeds of \$20.9 million, which resulted in the recognition of a \$3.4 million loss.

In June 2024, the Company invested an additional \$20.0 million in AMG Technology Holdings, LLC, a wireless internet service provider ("Nextlink"), increasing its equity interest to approximately 22%. Prior to this additional investment, Nextlink was accounted for as a cost method investment. After the investment, Nextlink is accounted for as an equity method investment with a one quarter reporting lag.

As of December 31, 2023, the Company held a call option to purchase all but not less than all of the remaining equity interests in Mega Broadband Investments Holdings LLC, a data, video and voice services provider in which the Company owns an approximately 45% equity interest ("MBI"), that the Company does not already own between January 1, 2023 and June 30, 2024. The call option expired unexercised on June 30, 2024. Certain investors in MBI held a put option to sell (and to cause all members of MBI other than the Company to sell) to the Company all but not less than all of the remaining equity interests in MBI that the Company does not already own between July 1, 2025 and September 30, 2025 (these call and put options are collectively referred to as the "Old MBI Net Option").

In December 2024, the Company amended its agreement with MBI, to, among other things, (i) reinstate the Company's expired call option to acquire the remaining equity interests in MBI, exercisable any time after the availability of MBI's June 30, 2025 financial statements (unless the Put Option (as defined below) has already been exercised) (the "Call Option"); (ii) amend the put option held by certain other investors in MBI to sell (and to cause all members of MBI other than the Company to sell) to the Company all membership interests not held by the Company such that the exercise can occur no earlier than January 1, 2026 (unless a change of control of the Company occurs prior to that date), and the closing can occur no earlier than October 1, 2026 (unless the Company elects to cause the closing to occur earlier) (the "Put Option," and together with the Call Option, the "New MBI Net Option"); (iii) require the Company to make a \$250 million net upfront cash payment to the other members of MBI (the "Upfront Payment"), which was paid on December 20, 2024; and (iv) provide for the other members of MBI to immediately receive, indirectly, the proceeds from \$100 million of new indebtedness recently incurred by a subsidiary of MBI (the "New MBI Debt") (collectively, the "MBI Amendment"). The purchase price payable by the Company (such purchase price, the "Call Price" or "Put Price" as applicable) upon the exercise of the Call Option or the Put Option, as applicable, is to be calculated under a formula based on a multiple of MBI's Adjusted EBITDA for the twelve-month period ended June 30, 2025, and MBI's total net indebtedness. The aggregate amount of the Upfront Payment and the impact of the New MBI Debt will reduce the Call Price or Put Price payable upon the exercise of the Call Option or Put Option, as applicable, and the New MBI Debt (and the associated interest and fees) will be excluded from the calculation of MBI's total net indebtedness for purposes of determining such purchase price. Further, if the closing of the Put Option or Call Option occurs prior to October 1, 2026, the Call Price or Put Price payable will be discounted, from October 1, 2026 to the closing, at a per annum rate of 12%.

The Old MBI Net Option and the New MBI Net Option are measured at fair value on a quarterly basis using Monte Carlo simulations that rely on assumptions around MBI's equity value, MBI's and the Company's equity volatility, MBI's and the Company's EBITDA volatility, risk adjusted discount rates and the Company's cost of debt, among others.

The carrying value of the Company's equity investments consisted of the following (dollars in thousands):

	December 31, 2024		December 31, 2023	
	Ownership Percentage	Carrying Value	Ownership Percentage	Carrying Value
Cost Method Investments				
MetroNet ⁽¹⁾	<10%	\$ 7,000	<10%	\$ 7,000
Nextlink.....	—	—	<20%	77,245
Point ⁽²⁾	<10%	42,623	<10%	42,623
Visionary	<10%	8,822	<10%	8,822
Zipty	<10%	50,000	<10%	50,000
Others	<10%	14,967	<10%	13,926
Total cost method investments		\$ 123,412		\$ 199,616
Equity Method Investments				
Clearwave Fiber ⁽³⁾	~57% ⁽⁴⁾	\$ 180,882	~58% ⁽⁴⁾	\$ 272,453
MBI ⁽⁵⁾	~45%	405,810	~45%	565,955
Nextlink.....	~22%	105,708	—	—
Total equity method investments		\$ 692,400		\$ 838,408
Total equity investments.....		\$ 815,812		\$ 1,038,024

(1) MetroNet Systems, LLC, a fiber internet service provider ("MetroNet").

(2) Point Broadband Holdings, LLC, a fiber internet service provider ("Point").

(3) The Company does not have a controlling financial interest and does not consolidate Clearwave Fiber for financial reporting purposes but accounts for its interest under the equity method of accounting as the entity's governance arrangements require certain of the designees of the other unit holders to consent to all significant operating and financial decisions.

(4) Represents the Company's percentage ownership of the total outstanding equity units in Clearwave Fiber. The Company's ownership interest in Clearwave Fiber is in the form of common equity units and the ownership interest in Clearwave Fiber of the unaffiliated third-party investors is in the form of convertible preferred equity units. The convertible preferred equity units held by the unaffiliated third-party investors are subject to a specified preferred return in relation to the common equity units held by the Company. As a result of the economic and other attributes of the various classes of equity units in Clearwave Fiber, the Company's percentage ownership of the total outstanding equity units in Clearwave Fiber differs from its economic interest in Clearwave Fiber.

(5) As a result of the Company's quarterly equity investment impairment assessment for the fourth quarter of 2024, the Company recorded a \$111.7 million non-cash impairment charge to the carrying value of its MBI investment based on MBI's recent financial performance and updated forecast information.

The carrying value of MBI exceeded the Company's underlying equity in MBI's net assets by \$365.7 million and \$487.5 million as of December 31, 2024 and 2023, respectively.

Equity method investment income (losses), which increase (decrease) the carrying value of the respective investment, and which are recorded on a one quarter lag, along with other equity investment activity reflected in the consolidated statements of operations and comprehensive income, were as follows (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Equity Method Investment Income (Loss)			
Clearwave Fiber ⁽¹⁾	\$ (91,571)	\$ (109,318)	\$ (58,229)
MBI ⁽²⁾	(114,512)	(5,120)	13,361
Nextlink.....	1,587	—	—
Wisper	—	502	2,212
Total.....	<u>\$ (204,496)</u>	<u>\$ (113,936)</u>	<u>\$ (42,656)</u>
Other Income (Expense), Net			
Old MBI Net Option change in fair value	\$ (146,220)	\$ 27,990	\$ (40,730)
Gain on MBI Amendment ⁽³⁾	\$ 71,486	\$ —	\$ —
Gain (loss) on fair value adjustment of equity investments, net ⁽⁴⁾	\$ 199	\$ 13,082	\$ 330
Gain (loss) on sale of equity investments, net.....	\$ —	\$ (1,558)	\$ —

⁽¹⁾ In the fourth quarter of 2024 Clearwave Fiber performed an impairment assessment of property, plant and equipment and is in the process of evaluating a potential impairment charge of approximately \$20 million to \$25 million that may be reflected in Cable One's equity method investment income (loss) in the first quarter of 2025 as Cable One reports Clearwave Fiber's results on a one quarter lag.

⁽²⁾ The Company identified a \$186.6 million difference between the fair values of certain of MBI's finite-lived intangible assets and the respective carrying values recorded by MBI, of which \$84.0 million was attributable to the Company's 45% pro rata portion. The Company is amortizing its share on an accelerated basis over the lives of the respective assets. The Company recognized \$5.9 million, \$5.7 million and \$26.9 million of its proportionate share of MBI's net income and \$8.7 million, \$10.8 million and \$13.5 million of its proportionate share of basis difference amortization during 2024, 2023 and 2022, respectively. MBI's equity method investment loss for 2024 also includes the \$111.7 million non-cash impairment charge discussed in the preceding table.

⁽³⁾ Represents, in connection with the MBI Amendment, the excess value of (i) the sum of the Old MBI Net Option liability extinguished and the New MBI Net Option asset established, over (ii) the \$250.0 million Upfront Payment and a \$45.2 million dividend received from MBI in connection with the MBI Amendment.

⁽⁴⁾ Amount for 2023 includes a \$12.3 million non-cash mark-to-market gain on the Company's investment in Point as a result of an observable market transaction in Point's equity.

The following tables present summarized financial information for our equity method investments (in thousands):

	As of December 31,	
	2024	2023⁽¹⁾
Current assets	\$ 125,150	\$ 40,592
Noncurrent assets	2,384,446	1,796,600
Total assets.....	<u>\$ 2,509,596</u>	<u>\$ 1,837,192</u>
Current liabilities.....	\$ 138,391	\$ 86,241
Noncurrent liabilities.....	1,405,920	952,395
Total liabilities	<u>\$ 1,544,311</u>	<u>\$ 1,038,636</u>

⁽¹⁾ Balances as of December 31, 2023 do not include Nextlink, as Nextlink was accounted for as a cost method investment prior to June 2024.

Year Ended December 31,

	2024⁽¹⁾	2023⁽²⁾	2022
Revenues	\$ 450,940	\$ 403,438	\$ 383,435
Total costs and expenses.....	\$ 397,297	\$ 383,294	\$ 342,752
Income from operations	\$ 53,643	\$ 20,144	\$ 40,683
Net income (loss)	\$ (52,104)	\$ (71,872)	\$ 12,732

⁽¹⁾ Amounts for the year ended December 31, 2024 only include Nextlink for the period after the June 2024 additional investment, at which point the investment switched from a cost method to an equity method investment.

⁽²⁾ Amounts for the year ended December 31, 2023 only include Wisper for the period prior to the July 2023 Wisper Redemption.

Except for the impairment of the MBI investment in the fourth quarter of 2024, no other impairments were recorded for any of the periods presented.

7. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consisted of the following (in thousands):

	As of December 31,	
	2024	2023
Cable distribution systems.....	\$ 2,618,096	\$ 2,491,903
Customer premise equipment.....	366,636	380,820
Other equipment and fixtures.....	367,168	376,847
Buildings and improvements.....	141,286	140,063
Capitalized software.....	61,533	70,928
Construction in progress.....	138,064	188,774
Land	16,387	13,641
ROU assets.....	10,773	10,789
Property, plant and equipment, gross.....	3,719,943	3,673,765
Less: Accumulated depreciation and amortization.....	(1,929,988)	(1,882,645)
Property, plant and equipment, net	<u>\$ 1,789,955</u>	<u>\$ 1,791,120</u>

The Company contributed \$280.0 million of property, plant and equipment, net, to the Clearwave Fiber joint venture on January 1, 2022, and recognized a \$22.1 million non-cash gain on the transaction. The Company divested \$6.8 million of property, plant and equipment, net, in the dispositions of the Tallahassee, Florida system and certain other non-core assets during the second quarter of 2022 and recognized an \$8.3 million net loss.

The Company classified \$0.9 million of property, plant and equipment as held for sale as of December 31, 2023. Such assets are included within other noncurrent assets in the consolidated balance sheet. These assets were sold during the first quarter of 2024 for total proceeds of \$2.3 million, resulting in the recognition of a \$1.4 million gain on sale.

Depreciation and amortization expense for property, plant and equipment was \$275.5 million, \$269.4 million and \$266.6 million in 2024, 2023 and 2022, respectively.

8. GOODWILL AND INTANGIBLE ASSETS

The carrying amount of goodwill was \$929.6 million and \$928.9 million as of December 31, 2024 and 2023, respectively. The change in carrying value of goodwill during 2024 was due to the following (in thousands):

	Goodwill
Balance at December 31, 2023	\$ 928,947
July 2024 acquisition.....	662
Balance at December 31, 2024.....	<u>\$ 929,609</u>

The Company has not historically recorded any impairment of goodwill.

Intangible assets consisted of the following (dollars in thousands):

	Useful Life Range (in years)	December 31, 2024			December 31, 2023		
		Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Finite-Lived Intangible Assets							
Customer relationships.....	13.5 – 17	\$ 785,203	\$ 359,432	\$ 425,771	\$ 784,381	\$ 295,817	\$ 488,564
Trademarks and trade names ⁽¹⁾	2.0 – 4.2	8,389	7,400	989	11,846	8,782	3,064
Wireless licenses	10 – 15	4,793	931	3,862	4,169	451	3,718
Total finite-lived intangible assets		\$ 798,385	\$ 367,763	\$ 430,622	\$ 800,396	\$ 305,050	\$ 495,346
Indefinite-Lived Intangible Assets							
Franchise agreements				\$2,102,233			\$2,100,546
Total intangible assets, net.....				<u>\$2,532,855</u>			<u>\$2,595,892</u>

⁽¹⁾ Certain fully amortized trademarks and trade names were written off during 2024 as a result of the completion of rebranding initiatives.

Intangible asset amortization expense was \$66.2 million, \$73.5 million and \$83.9 million in 2024, 2023 and 2022, respectively.

The future amortization of existing finite-lived intangible assets as of December 31, 2024 is as follows (in thousands):

Year Ending December 31,	Amount
2025.....	\$ 61,258
2026.....	55,733
2027.....	51,841
2028.....	48,242
2029.....	47,038
Thereafter	166,510
Total.....	<u>\$ 430,622</u>

Actual amortization expense in future periods may differ from the amounts above as a result of intangible asset acquisitions or divestitures, changes in useful life estimates, impairments or other relevant factors.

9. LEASES

As a lessee, the Company has operating leases for buildings, equipment, data centers, fiber optic networks and towers and finance leases for buildings and fiber optic networks. These leases have remaining lease terms ranging from less than one year to 41 years, with some including an option to extend the lease for up to ten additional years and some including an option to terminate the lease within one year.

As a lessor, the Company has operating leases for the use of its fiber optic networks, towers and customer premise equipment. These leases have remaining lease terms ranging from less than one year to ten years, with some including a lessee option to extend the leases for up to three additional years and some including an option to terminate the lease within one year.

Significant judgment is required when determining whether a fiber optic network access contract contains a lease, defining the duration of the lease term and selecting an appropriate discount rate, as discussed below:

- The Company concluded it was the lessee or lessor for fiber optic network access arrangements only when i) the asset is specifically identifiable, ii) substantially all the economic benefit is obtained by the lessee and iii) the lessee's right to direct the use of the asset exists.
- The Company's lease terms are only for periods in which there are enforceable rights. For accounting purposes, a lease is no longer enforceable when both the lessee and the lessor each have the right to terminate the lease without requiring permission from the other party with no more than an insignificant penalty. The Company's lease terms are impacted by options to extend or terminate the lease when it is reasonably certain that the Company will exercise such options.
- Most of the Company's leases do not contain an implicit interest rate. Therefore, the Company held discussions with lenders, evaluated its published credit rating and incorporated interest rates on currently held debt in determining discount rates that reflect what the Company would pay to borrow on a collateralized basis over similar terms for its lease obligations.

As of December 31, 2024, additional operating leases that have not yet commenced were not material. Additionally, lessor accounting disclosures were not material as of and for the years ended December 31, 2024, 2023 and 2022.

Lessee Financial Information. The Company's ROU assets and lease liabilities consisted of the following (in thousands):

	<u>As of December 31,</u>	
	<u>2024</u>	<u>2023</u>
ROU Assets		
Property, plant and equipment, net:		
Finance leases	\$ 5,999	\$ 6,909
Other noncurrent assets:		
Operating leases	\$ 8,052	\$ 10,650
Lease Liabilities		
Accounts payable and accrued liabilities:		
Operating leases	\$ 2,805	\$ 3,391
Current portion of long-term debt:		
Finance leases	\$ 675	\$ 779
Long-term debt:		
Finance leases	\$ 3,768	\$ 4,381
Other noncurrent liabilities:		
Operating leases	\$ 4,871	\$ 6,768
Total:		
Finance leases	\$ 4,443	\$ 5,160
Operating leases	\$ 7,676	\$ 10,159

The components of the Company's lease expense were as follows (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Finance lease expense:			
Amortization of ROU assets	\$ 1,084	\$ 1,138	\$ 987
Interest on lease liabilities	326	347	335
Operating lease expense	4,124	4,989	5,318
Short-term lease expense	98	544	—
Variable lease expense	23	23	4
Total lease expense	<u>\$ 5,655</u>	<u>\$ 7,041</u>	<u>\$ 6,644</u>

Amortization of ROU assets is included within depreciation and amortization expense; interest on lease liabilities is included within net interest expense; and operating, short-term and variable lease expense is included within operating expenses and selling, general and administrative expenses in the consolidated statements of operations and comprehensive income.

Supplemental lessee financial information is as follows (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Cash paid for amounts included in the measurement of lease liabilities:			
Finance leases - financing cash flows	\$ 833	\$ 1,077	\$ 859
Finance leases - operating cash flows	\$ 326	\$ 347	\$ 335
Operating leases - operating cash flows	\$ 4,033	\$ 4,807	\$ 5,180
ROU assets obtained in exchange for lease liabilities:			
Finance leases ⁽¹⁾	\$ 24	\$ (8)	\$ 82
Operating leases	\$ 765	\$ 4,244	\$ 4,054

⁽¹⁾ The amount for 2023 includes a \$2.3 million reversal as a result of the remeasurement of an ROU asset due to a change in estimated remaining renewal periods.

	As of December 31,	
	2024	2023
Weighted average remaining lease term:		
Finance leases (in years)	8.7	8.7
Operating leases (in years)	3.4	3.7
Weighted average discount rate:		
Finance leases	7.23 %	7.23 %
Operating leases	5.51 %	4.86 %

As of December 31, 2024, the future maturities of existing lease liabilities are as follows (in thousands):

Year Ending December 31,	Finance Leases	Operating Leases
2025.....	\$ 1,026	\$ 3,336
2026.....	900	2,332
2027.....	647	1,631
2028.....	579	890
2029.....	547	169
Thereafter.....	2,620	180
Total.....	6,319	8,538
Less: Present value discount.....	(1,876)	(862)
Lease liability.....	\$ 4,443	\$ 7,676

10. DEBT

The carrying amount of long-term debt consisted of the following (in thousands):

	As of December 31,	
	2024	2023
Senior Credit Facilities (as defined below).....	\$ 2,042,221	\$ 2,105,348
Senior Notes (as defined below).....	650,000	650,000
Convertible Notes (as defined below).....	920,000	920,000
Finance lease liabilities.....	4,443	5,160
Total debt.....	3,616,664	3,680,508
Less: Unamortized debt discount.....	(7,725)	(12,025)
Less: Unamortized debt issuance costs.....	(18,691)	(22,532)
Less: Current portion of long-term debt.....	(18,712)	(19,023)
Total long-term debt.....	\$ 3,571,536	\$ 3,626,928

Senior Credit Facilities. Prior to February 22, 2023, the Company had in place the third amended and restated credit agreement among the Company and its lenders, dated as of October 30, 2020 (as amended prior to February 22, 2023, the "Credit Agreement") that provided for senior secured term loans in original aggregate principal amounts of \$700.0 million maturing in 2025 (the "Term Loan A-2"), \$250.0 million maturing in 2027 (the "Term Loan B-2"), \$625.0 million maturing in 2027 (the "Term Loan B-3") and \$800.0 million maturing in 2028 (the "Term Loan B-4"), as well as a \$500.0 million revolving credit facility maturing in 2025 (the "Revolving Credit Facility" and, together with the Term Loan A-2, the Term Loan B-2, the Term Loan B-3 and the Term Loan B-4, the "Senior Credit Facilities").

On February 22, 2023, the Company entered into the fourth amended and restated credit agreement with its lenders to amend and restate the Credit Agreement (as amended and restated, the "New Credit Agreement") to, among other things, (i) increase the aggregate principal amount of commitments under the Revolving Credit Facility by \$500.0 million to \$1.0 billion; (ii) extend the scheduled maturity of the Revolving Credit Facility from October 2025 to February 2028; (iii) upsize the outstanding principal amount under the Term Loan B-3 by \$150.0 million to \$757.0 million (the "TLB-3 Upsize"); (iv) extend the scheduled maturities of the Term Loan B-2 and the Term Loan B-3 from October 2027 to October 2029 (subject to adjustment as described in the notes to the table below summarizing the Company's outstanding term loans as of December 31, 2024); (v) increase the fixed spreads on the Term Loan B-2 and the Term Loan B-3 from 2.00% to 2.25%; and (vi) transition the benchmark interest rate for the Revolving Credit Facility, the Term Loan B-2 and the Term Loan B-3 from the London Interbank Offered Rate ("LIBOR") to the Secured Overnight Financing Rate ("SOFR") plus a 10 basis point credit spread adjustment. Except as described above, the New Credit Agreement did not make any material changes to the principal terms of the Term Loan B-2, the Term Loan B-3, the Term Loan B-4 or the Revolving Credit Facility. Upon the effectiveness of the New Credit Agreement, the Company drew \$488.0 million under the Revolving Credit Facility and, together with the net proceeds from the TLB-3 Upsize, repaid all \$638.3 million aggregate principal amount of its outstanding Term Loan A-2. In July 2023, the Company transitioned the benchmark interest rate for the Term Loan B-4 from LIBOR to SOFR plus a credit spread adjustment that ranges from approximately 11.4 basis points to 42.8 basis points based on the interest period elected.

On October 7, 2024, the Company entered into Amendment No.2 (the "Amendment") with its lenders to amend the New Credit Agreement. The Amendment provides for (i) an increase of the aggregate principal amount of commitments under the Revolving Credit Facility by \$250.0 million to \$1.25 billion; and (ii) certain other amendments to the New Credit Agreement that are expected to provide the Company enhanced capital structure optionality in the event MBI becomes a wholly owned restricted subsidiary of the Company under the New Credit Agreement. The Amendment did not make any other material changes to the principal terms of the New Credit Agreement.

Under the New Credit Agreement, the interest margins applicable to the Senior Credit Facilities are, at the Company's option, equal to either SOFR or a base rate, plus an applicable margin equal to, (i) with respect to the Revolving Credit Facility, 1.25% to 1.75% plus a 10 basis point credit spread adjustment for SOFR loans and 0.25% to 0.75% for base rate loans, determined on a quarterly basis by reference to a pricing grid based on the Company's Total Net Leverage Ratio (as defined in the New Credit Agreement), (ii) with respect to the Term Loan B-2 and the Term Loan B-3, 2.25% plus a 10 basis point credit spread adjustment for SOFR loans and 1.25% for base rate loans and (iii) with respect to the Term Loan B-4, 2.0% plus an approximately 11.4 to 42.8 basis point credit spread adjustment based on the interest period elected for SOFR loans and 1.0% for base rate loans.

The Senior Credit Facilities are guaranteed by the Company's wholly owned subsidiaries (the "Guarantors") and are secured, subject to certain exceptions, by substantially all of the assets of the Company and the Guarantors. The Company may, subject to certain specified terms and provisions, obtain additional credit facilities of up to the greater of \$700.0 million and 75.0% of Annualized Operating Cash Flow (as defined in the New Credit Agreement) plus an unlimited amount so long as, on a pro forma basis, the Company's First Lien Net Leverage Ratio (as defined in the New Credit Agreement) is no greater than 3.5 to 1.0.

The Senior Credit Facilities contain customary representations, warranties and affirmative and negative covenants, including limitations on indebtedness, liens, restricted payments, prepayments of certain indebtedness, investments, dispositions of assets, restrictions on subsidiary distributions and negative pledge clauses, fundamental changes, transactions with affiliates and amendments to organizational documents. The Senior Credit Facilities also require the Company to maintain specified ratios of total net indebtedness and first lien net indebtedness to consolidated operating cash flow. The Senior Credit Facilities also contain customary events of default, including non-payment of principal, interest, fees or other amounts, material inaccuracy of any representation or warranty, failure to observe or perform any covenant, default in respect of other material debt of the Company and of its restricted subsidiaries, bankruptcy or insolvency, the entry against the Company or any of its restricted subsidiaries of a material judgment, the occurrence of certain ERISA events, impairment of the loan documentation and the occurrence of a change of control.

The Revolving Credit Facility gives the Company the ability to issue letters of credit, which reduce the amount available for borrowing under the Revolving Credit Facility. No letters of credit were issued under the Revolving Credit Facility as of December 31, 2024. The Company is required to pay commitment fees on any unused portion of the Revolving Credit Facility at a rate between 0.20% per annum and 0.30% per annum, determined on a quarterly basis by reference to a pricing grid based on the Company's Total Net Leverage Ratio.

The Company repaid \$200.0 million of outstanding Revolving Credit Facility borrowings during 2024. In December 2024, the Company borrowed \$175.0 million under the Revolving Credit Facility in connection with the MBI Amendment. The borrowings under the Revolving Credit Facility accrued interest at a rate of 6.2% per annum as of December 31, 2024.

As of December 31, 2024, the Company had approximately \$1.73 billion of aggregate outstanding term loan borrowings and \$313.0 million of borrowings and \$937.0 million available for borrowing under the Revolving Credit Facility. A summary of the Company's outstanding term loans under the Senior Credit Facilities as of December 31, 2024 is as follows (dollars in thousands):

Instrument	Draw Date(s)	Original Principal	Amortization Per Annum⁽¹⁾	Outstanding Principal	Final Scheduled Maturity Date	Final Scheduled Principal Payment	Benchmark Rate	Fixed Margin	Interest Rate
Term Loan B-2	1/7/2019	\$ 250,000	1.0%	\$ 235,625	10/30/2029 ⁽²⁾	\$ 223,750	SOFR + 10.0 bps	2.25%	6.71%
Term Loan B-3	6/14/2019 10/30/2020 2/22/2023	325,000 300,000 150,000	1.0%	741,479	10/30/2029 ⁽²⁾	704,695	SOFR + 10.0 bps	2.25%	6.71%
Term Loan B-4	5/3/2021	800,000	1.0%	752,117	5/3/2028	726,787	SOFR + 11.4 bps	2.00%	6.47%
Total.....		<u>\$1,825,000</u>		<u>\$ 1,729,221</u>		<u>\$1,655,232</u>			

(1) Payable in equal quarterly installments (expressed as a percentage of the original principal amount and subject to customary adjustments in the event of any prepayment). All loans may be prepaid at any time without penalty or premium (subject to customary SOFR breakage provisions).

(2) The final maturity date of the Term Loan B-2 and the Term Loan B-3, in each case, will adjust to May 3, 2028 if greater than \$150.0 million aggregate principal amount of the Term Loan B-4 (together with any refinancing indebtedness in respect of the Term Loan B-4 with a final maturity date prior to the date that is 91 days after October 30, 2029) remains outstanding on May 3, 2028.

Notes.

Senior Notes

In November 2020, the Company issued \$650.0 million aggregate principal amount of 4.00% senior notes due 2030 (the "Senior Notes"). The Senior Notes bear interest at a rate of 4.00% per annum payable semi-annually in arrears on May 15th and November 15th of each year, beginning on May 15, 2021. The terms of the Senior Notes are governed by an indenture dated as of November 9, 2020 (the "Senior Notes Indenture"), among the Company, the guarantors party thereto and The Bank of New York Mellon Trust Company, N.A. ("BNY"), as trustee. The Senior Notes are required to be guaranteed on a senior unsecured basis by each of our existing and future wholly owned domestic subsidiaries that guarantees the Company obligations under the New Credit Agreement or that guarantees certain capital markets debt of the Company or a guarantor in an aggregate principal amount in excess of \$250.0 million.

At any time and from time to time prior to November 15, 2025, the Company may redeem some or all of the Senior Notes for cash at a redemption price equal to 100% of their principal amount, plus the "make-whole" premium described in the Senior Notes Indenture and accrued and unpaid interest, if any, to, but excluding, the applicable redemption date. Beginning on November 15, 2025, the Company may redeem some or all of the Senior Notes at any time and from time to time at the applicable redemption prices listed in the Senior Notes Indenture, plus accrued and unpaid interest, if any, to, but excluding, the applicable redemption date.

Upon the occurrence of a Change of Control and a Below Investment Grade Rating Event (each as defined in the Senior Notes Indenture), the Company is required to offer to repurchase the Senior Notes at 101% of the principal amount of such Senior Notes, plus accrued and unpaid interest, if any, to, but excluding, the date of repurchase.

Convertible Notes

In March 2021, the Company issued \$575.0 million aggregate principal amount of 0.000% convertible senior notes due 2026 (the "2026 Notes") and \$345.0 million aggregate principal amount of 1.125% convertible senior notes due 2028 (the "2028 Notes" and, together with the 2026 Notes, the "Convertible Notes," and the Convertible Notes collectively with the Senior Notes, the "Notes"). The terms of the 2026 Notes and the 2028 Notes are each governed by a separate indenture dated as of March 5, 2021 (collectively, the "Convertible Notes Indentures" and together with the Senior Notes Indenture, the "Indentures"), in each case, among the Company, the guarantors party thereto and BNY, as trustee.

The 2026 Notes do not bear regular interest, and the principal amount of the 2026 Notes does not accrete. The 2028 Notes bear interest at a rate of 1.125% per annum. Interest on the 2028 Notes is payable semiannually in arrears on March 15th and September 15th of each year, beginning on September 15, 2021, unless earlier repurchased, converted or redeemed. The 2026 Notes are scheduled to mature on March 15, 2026, and the 2028 Notes are scheduled to mature on March 15, 2028. The initial conversion rate for each of the 2026 Notes and the 2028 Notes is 0.4394 shares of the Company’s common stock per \$1,000 principal amount of 2026 Notes and 2028 Notes, as applicable (equivalent to an initial conversion price of \$2,275.83 per share of common stock).

The Convertible Notes are convertible at the option of the holders. The method of conversion into cash, shares of the Company’s common stock or a combination thereof is at the election of the Company. Prior to the close of business on the business day immediately preceding December 15, 2025, the 2026 Notes will be convertible at the option of the holders only upon the satisfaction of specified conditions and during certain periods. On or after December 15, 2025, holders may convert their 2026 Notes at any time prior to the close of business on the second scheduled trading day immediately preceding the relevant maturity date. Prior to the close of business on the business day immediately preceding December 15, 2027, the 2028 Notes will be convertible at the option of the holders only upon the satisfaction of specified conditions and during certain periods. On or after December 15, 2027, holders may convert their 2028 Notes at any time prior to the close of business on the second scheduled trading day immediately preceding the relevant maturity date. If the Company undergoes a “Fundamental Change” (as defined in the applicable Convertible Notes Indenture), holders of the applicable series of Convertible Notes may require the Company to repurchase for cash all or part of their Convertible Notes of such series at a purchase price equal to 100% of the principal amount of the Convertible Notes of such series to be repurchased, plus accrued and unpaid interest to, but not including, the fundamental change repurchase date.

The Company may not redeem the 2028 Notes prior to March 20, 2025. No “sinking fund” is provided for the Convertible Notes. Prior to December 15, 2025, the Company may redeem for cash all or any portion of the 2026 Notes, at its option, and on or after March 20, 2025 and prior to December 15, 2027, the Company may redeem for cash all or any portion of the 2028 Notes, at its option, in each case, if the last reported sale price per share of common stock has been at least 130% of the conversion price for such series of Convertible Notes then in effect for at least 20 trading days (whether or not consecutive), including the trading day immediately preceding the date on which the Company provides notice of redemption, during any 30 consecutive trading day period ending on, and including, the trading day immediately preceding the date on which the Company provides notice of redemption at a redemption price equal to 100% of the principal amount of the Convertible Notes of such series to be redeemed, plus accrued and unpaid interest to, but not including, the redemption date.

In addition, following a “make-whole fundamental change” (as defined in the applicable Convertible Notes Indenture) or if the Company delivers a notice of redemption in respect of any Convertible Notes of a series, in certain circumstances, the conversion rate applicable to such series of Convertible Notes will be increased for a holder who elects to convert any of such Convertible Notes in connection with such a make-whole fundamental change or convert any of such Convertible Notes called (or deemed called) for redemption during the related redemption period, as the case may be.

The carrying amounts of the Convertible Notes consisted of the following (in thousands):

	December 31, 2024			December 31, 2023		
	2026 Notes	2028 Notes	Total	2026 Notes	2028 Notes	Total
Gross carrying amount	\$ 575,000	\$ 345,000	\$ 920,000	\$ 575,000	\$ 345,000	\$ 920,000
Less: Unamortized discount.....	(3,601)	(4,124)	(7,725)	(6,610)	(5,415)	(12,025)
Less: Unamortized debt issuance costs.....	(98)	(116)	(214)	(180)	(153)	(333)
Net carrying amount	<u>\$ 571,301</u>	<u>\$ 340,760</u>	<u>\$ 912,061</u>	<u>\$ 568,210</u>	<u>\$ 339,432</u>	<u>\$ 907,642</u>

Interest expense on the Convertible Notes consisted of the following (dollars in thousands):

	Year Ended December 31, 2024			Year Ended December 31, 2023		
	2026 Notes	2028 Notes	Total	2026 Notes	2028 Notes	Total
Contractual interest expense	\$ —	\$ 3,881	\$ 3,881	\$ —	\$ 3,881	\$ 3,881
Amortization of discount...	3,009	1,291	4,300	3,000	1,288	4,288
Amortization of debt issuance costs.....	82	37	119	82	36	118
Total interest expense	\$ 3,091	\$ 5,209	\$ 8,300	\$ 3,082	\$ 5,205	\$ 8,287
Effective interest rate.....	0.5 %	1.5 %		0.5 %	1.5 %	

General

The Notes are senior unsecured obligations of the Company and are guaranteed by the Company’s wholly owned domestic subsidiaries that guarantee the Senior Credit Facilities or that guarantee certain capital market debt of the Company in an aggregate principal amount in excess of \$250.0 million.

Each Indenture contains covenants that, among other things and subject to certain exceptions, limit (i) the Company’s ability to consolidate or merge with or into another person or sell or otherwise dispose of all or substantially all of the assets of the Company and its subsidiaries (taken as a whole) and (ii) the ability of the guarantors to consolidate with or merge with or into another person. The Senior Notes Indenture also contains a covenant that, subject to certain exceptions, limits the Company’s ability and the ability of its subsidiaries to incur any liens securing indebtedness for borrowed money.

Each Indenture provides for customary events of default which include (subject in certain cases to customary grace and cure periods), among others, default in payment of principal or interest, breach of other agreements or covenants in respect of the relevant Notes by the Company or any guarantors, failure to pay certain other indebtedness at final maturity, acceleration of certain indebtedness prior to final maturity, failure to pay certain final judgments, failure of certain guarantees to be enforceable and certain events of bankruptcy, insolvency or reorganization; and, in the case of each Convertible Notes Indenture, failure to comply with the Company’s obligation to convert the relevant Convertible Notes under the applicable Convertible Notes Indenture and failure to give a fundamental change notice or a notice of a make-whole fundamental change under the applicable Convertible Notes Indenture.

Other. In connection with the Amendment that was entered into in 2024 and the entry into the New Credit Agreement in 2023, the Company capitalized \$1.6 million and \$7.8 million of debt issuance costs in 2024 and 2023, respectively. The Company wrote off to other expense \$3.3 million of existing unamortized debt issuance costs related to the entry into the New Credit Agreement in 2023. The Company recorded debt issuance cost amortization of \$4.6 million, \$4.7 million and \$5.3 million for 2024, 2023 and 2022, respectively, within net interest expense in the consolidated statements of operations and comprehensive income.

Unamortized debt issuance costs consisted of the following (in thousands):

	As of December 31,	
	2024	2023
Revolving Credit Facility portion:		
Other noncurrent assets.....	\$ 3,754	\$ 3,087
Term loans and Notes portion:		
Long-term debt (contra account)	18,691	22,532
Total	\$ 22,445	\$ 25,619

The future maturities of outstanding borrowings as of December 31, 2024 are as follows (in thousands):

Year Ending December 31,	Amount
2025.....	\$ 18,038
2026.....	593,038
2027.....	18,038
2028.....	1,396,980
2029.....	936,128
Thereafter.....	649,999
Total.....	<u>\$ 3,612,221</u>

The Company has entered into a letter of credit agreement with MUFG Bank, Ltd. which provides for an additional \$75.0 million letter of credit issuing capacity. As of December 31, 2024, \$11.6 million of letter of credit issuances were held for the benefit of performance obligations under government grant programs and certain general and liability insurance matters and bore interest at a rate of 1.0% per annum.

The Company was in compliance with all debt covenants as of December 31, 2024.

11. INCOME TAXES

The income tax provision (benefit) consisted of the following (in thousands):

	Current	Deferred	Total
Year Ended December 31, 2024			
U.S. federal.....	\$ 58,428	\$ (15,098)	\$ 43,330
State and local.....	7,188	(25,317)	(18,129)
Total.....	<u>\$ 65,616</u>	<u>\$ (40,415)</u>	<u>\$ 25,201</u>
Year Ended December 31, 2023			
U.S. federal.....	\$ 63,893	\$ (7,142)	\$ 56,751
State and local.....	14,333	1,754	16,087
Total.....	<u>\$ 78,226</u>	<u>\$ (5,388)</u>	<u>\$ 72,838</u>
Year Ended December 31, 2022			
U.S. federal.....	\$ 45,982	\$ 29,505	\$ 75,487
State and local.....	12,994	31,169	44,163
Total.....	<u>\$ 58,976</u>	<u>\$ 60,674</u>	<u>\$ 119,650</u>

The income tax provision is different than the amount of income tax calculated by applying the U.S. federal statutory rate of 21.0% to income before income taxes as a result of the following items (in thousands):

	Year Ended December 31,		
	2024	2023	2022
U.S. federal taxes at statutory rate.....	\$ 51,277	\$ 86,363	\$ 78,826
State and local taxes, net of U.S. federal tax.....	185	6,478	9,943
Investment in Clearwave Fiber.....	—	—	5,829
State rate change.....	(19,043)	6,746	22,920
Equity-based compensation.....	2,549	2,297	(943)
Valuation allowance.....	30,572	(6,720)	9,678
Section 162(m) limitation.....	2,466	1,985	2,480
Equity method investments.....	(42,944)	(23,926)	(8,958)
Other items.....	139	(385)	(126)
Income tax provision.....	<u>\$ 25,201</u>	<u>\$ 72,838</u>	<u>\$ 119,650</u>

The net deferred income tax liability consisted of the following (in thousands):

	As of December 31,	
	2024	2023
Other benefit obligations.....	\$ 2,157	\$ 2,538
Equity-based compensation.....	8,586	7,366
Net operating losses.....	4,295	5,145
Accrued bonus.....	3,426	2,152
Reserves.....	3,755	2,939
Lease liabilities.....	1,878	2,528
Capitalized research and development expenditures.....	8,393	6,451
State tax credit.....	4,084	4,066
Unrealized capital losses.....	50,165	19,340
Section 163(j) interest limitation.....	4,077	10,352
Other items.....	6,044	6,782
Deferred tax assets, gross.....	96,860	69,659
Less: Valuation allowance.....	<u>(49,716)</u>	<u>(19,340)</u>
Deferred tax assets, net.....	<u>47,144</u>	<u>50,319</u>
Property, plant and equipment.....	314,517	322,155
Goodwill and other intangible assets.....	540,255	554,098
Investments in subsidiaries and partnerships.....	81,349	103,319
ROU assets.....	2,935	3,881
Prepaid expenses.....	6,192	5,098
Interest rate swap.....	15,175	11,755
Other items.....	763	932
Deferred tax liabilities.....	<u>961,186</u>	<u>1,001,238</u>
Net deferred income tax liability.....	<u>\$ 914,042</u>	<u>\$ 950,919</u>

In 2022, the Company contributed certain component 2 goodwill to Clearwave Fiber, which is goodwill acquired in a prior transaction that did not receive a tax basis and for which ASC 740 precluded the recording of a deferred tax liability at the time. As the Company records deferred taxes on partnerships based on the outside basis difference between GAAP and tax records, and not based on the underlying assets contributed, the Company recognized \$5.8 million in deferred income tax expense upon the establishment of the corresponding deferred tax liability.

In 2022, the acquired Hargray Acquisition Holdings, LLC operations were deemed unitary with the rest of the Company for state income tax purposes, requiring the filing of combined state income tax returns in certain states. As a result, the Company revalued its net deferred tax liability to reflect the new state income tax rates at which the liability is expected to reverse, recognizing \$22.9 million in deferred income tax expense during 2022.

In 2023, the Company revalued its net deferred tax liability to reflect the new state income tax rate at which the liability is expected to reverse, recognizing \$6.7 million in deferred income tax expense during 2023.

In 2024, the Company's Old MBI Net Option was marked to market, resulting in an increase in the valuation allowance. The Company revalued its net deferred tax liability to reflect updated changes in state apportionment, recognizing a \$19.0 million deferred income tax benefit during 2024.

The Company has concluded that it is more likely than not that it will realize all of its gross deferred tax assets, except for those that relate to unutilized capital losses associated with the Old MBI Net Option that may expire prior to the generation of offsetting capital gains. A valuation allowance has been recorded against such deferred tax assets.

The Company had \$4.1 million of state tax credits and \$4.3 million of tax-effected state net operating loss ("NOL") carryforwards at December 31, 2024, which have expiration dates at various points starting in 2032. Additionally, the Company had \$4.1 million of federal and state carryforwards for Internal Revenue Code Section 163(j) disallowed interest at December 31, 2024, which have an indefinite life.

The following table provides a reconciliation of the Company's total balance of unrecognized tax benefits, excluding interest and penalties:

	Year Ended December 31,	
	2024	2023
Beginning of year	\$ —	\$ —
Increase/(decrease) for current year tax positions	72,322	—
Increase/(decrease) for prior year tax positions	—	—
Settlements with taxing authorities	—	—
Reductions as a result of a lapse of the applicable statute of limitations	—	—
End of year	<u>\$ 72,322</u>	<u>\$ —</u>

As of December 31, 2024, the Company's total liability for uncertain tax positions was approximately \$72.3 million. The net amount of the unrecognized tax benefits recorded as of December 31, 2024 that could impact the effective tax rate is \$2.3 million.

The Company files corporate income tax returns with the federal government and with states where it conducts business. The Company's federal income tax returns are subject to examination by the Internal Revenue Service, with tax years 2015, 2016, 2019 and 2021 onward still subject to review. The 2015 and 2016 tax years are only subject to the examination of NOLs carried back from 2019 as a result of the Coronavirus Aid, Relief, and Economic Security Act. The Company's state tax returns are subject to examination by local tax authorities for tax years 2020 onward, but NOL and credit carryforwards arising prior to then are also subject to adjustment.

12. INTEREST RATE SWAPS

The Company is party to two interest rate swap agreements, designated as cash flow hedges, to manage the risk of fluctuations in interest rates on its variable rate SOFR debt. Changes in the fair values of the interest rate swaps are reported through other comprehensive income until the underlying hedged debt's interest expense impacts net income, at which point the corresponding change in fair value is reclassified from accumulated other comprehensive income to net interest expense.

A summary of the significant terms of the Company's interest rate swap agreements is as follows (dollars in thousands):

	Entry Date	Effective Date	Maturity Date⁽¹⁾	Notional Amount	Settlement Type	Settlement Frequency	Fixed Base Rate
Swap A ⁽²⁾	3/7/2019	3/11/2019	3/11/2029	\$ 850,000	Receive one-month SOFR, pay fixed	Monthly	2.595%
Swap B ⁽³⁾	3/6/2019	6/15/2020	2/28/2029	350,000	Receive one-month SOFR, pay fixed	Monthly	2.691%
Total				<u>\$1,200,000</u>			

⁽¹⁾ Each swap may be terminated prior to the scheduled maturity at the election of the Company or the financial institution counterparty under the terms provided in each swap agreement.

⁽²⁾ Swap A was amended effective February 28, 2023 to transition the reference rate from LIBOR to SOFR, resulting in the fixed base rate changing from 2.653% to 2.595%.

⁽³⁾ Swap B was amended effective March 1, 2023 to transition the reference rate from LIBOR to SOFR, resulting in the fixed base rate changing from 2.739% to 2.691%.

The combined fair values of the Company's interest rate swaps are reflected within the consolidated balance sheets as follows (in thousands):

	<u>As of December 31,</u>	
	<u>2024</u>	<u>2023</u>
Assets:		
Current portion:		
Prepaid and other current assets	\$ 17,659	\$ 24,511
Noncurrent portion:		
Other noncurrent assets	46,200	24,453
Total interest rate swap asset	<u>\$ 63,859</u>	<u>\$ 48,964</u>
Stockholders' Equity:		
Accumulated other comprehensive income	\$ 48,291	\$ 36,936

The combined effect of the Company's interest rate swaps on the consolidated statements of operations and comprehensive income was as follows (in thousands):

	<u>Year Ended December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Interest (income) expense	\$ (31,243)	\$ (28,996)	\$ 11,946
Unrealized gain (loss) on cash flow hedges, gross	\$ 14,894	\$ (17,118)	\$ 174,371
Less: Tax effect	(3,539)	3,832	(42,277)
Unrealized gain (loss) on cash flow hedges, net of tax	<u>\$ 11,355</u>	<u>\$ (13,286)</u>	<u>\$ 132,094</u>

The Company does not hold any derivative instruments for speculative trading purposes.

13. FAIR VALUE MEASUREMENTS

Financial Assets and Liabilities. The Company has estimated the fair values of its financial instruments as of December 31, 2024 using available market information or other appropriate valuation methodologies. Considerable judgment is required in interpreting market data to develop the estimates of fair value. Accordingly, the following fair value estimates are not necessarily indicative of the amounts the Company would realize in an actual market exchange.

The fair value hierarchy levels, carrying amounts and fair values of the Company's financial assets and liabilities as of December 31, 2024 and 2023 were as follows (dollars in thousands):

	Fair Value Hierarchy	December 31, 2024		December 31, 2023	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets:					
Cash and cash equivalents:					
Money market investments.....	Level 1	\$ 67,998	\$ 67,998	\$ 108,402	\$ 108,402
Other noncurrent assets (including current portion):					
Interest rate swap asset.....	Level 2	\$ 63,859	\$ 63,859	\$ 48,964	\$ 48,964
New MBI Net Option.....	Level 3	\$ 84,120	\$ 84,120	—	—
Liabilities:					
Long-term debt (including current portion):					
Term loans.....	Level 2	\$ 1,729,221	\$ 1,698,873	\$ 1,767,348	\$ 1,762,930
Revolver Credit Facility.....	Level 2	\$ 313,000	\$ 309,870	\$ 338,000	\$ 335,465
Senior Notes.....	Level 2	\$ 650,000	\$ 542,750	\$ 650,000	\$ 529,750
Convertible Notes.....	Level 2	\$ 920,000	\$ 821,342	\$ 920,000	\$ 755,550
Other noncurrent liabilities:					
Old MBI Net Option.....	Level 3	—	—	\$ 136,360	\$ 136,360

Money market investments are held primarily in U.S. Treasury securities and registered money market funds and are valued using a market approach based on quoted market prices (level 1). Money market investments with original maturities of three months or less are included within cash and cash equivalents in the consolidated balance sheets. Interest rate swaps are measured at fair value within the consolidated balance sheets on a recurring basis, with fair value determined using standard valuation models with assumptions about interest rates being based on those observed in underlying markets (level 2). The fair value of the New MBI Net Option and the Old MBI Net Option are measured using Monte Carlo simulations that use inputs considered unobservable and significant to the fair value measurement (level 3). The fair value of the term loans, Revolving Credit Facility, Senior Notes and Convertible Notes are estimated based on market prices for similar instruments in active markets (level 2).

The assumptions used to determine the fair value of the New MBI Net Option and Old MBI Net Option consisted of the following:

	New MBI Net Option		Old MBI Net Option	
	December 31, 2024		December 31, 2023	
	MBI	Cable One	MBI	
Equity volatility.....	51.0 %	40.0%	30.0%	
EBITDA volatility.....	20.0 %	10.0%	10.0%	
EBITDA risk-adjusted discount rate.....	8.0 %	7.5%	8.5%	
Cost of debt.....	N/A	8.5%	N/A	

The Company regularly evaluates each of the assumptions used in establishing the fair value of the New MBI Net Option (and the Old MBI Net Option prior to December 31, 2024). Significant changes in any of these assumptions could result in a significantly lower or higher fair value measurement. A change in one of these assumptions is not necessarily accompanied by a change in another assumption. Refer to note 6 for further information on these instruments.

The carrying amounts of accounts receivable, prepaid and other current assets, accounts payable and accrued liabilities and other financial assets and liabilities approximate fair value because of the short-term nature of these instruments.

Nonfinancial Assets and Liabilities. The Company's nonfinancial assets, such as property, plant and equipment, intangible assets and goodwill, are not measured at fair value on a recurring basis. Assets acquired, including identifiable intangible assets and goodwill, and liabilities assumed in acquisitions are recorded at fair value on the respective acquisition dates, subject to potential future measurement period adjustments. Nonfinancial assets are subject to fair value adjustments when there is evidence that impairment may exist. No material impairments were recorded during any of the periods presented.

14. STOCKHOLDERS' EQUITY

Treasury Stock. Treasury stock is recorded at cost and is presented as a reduction of stockholders' equity in the consolidated financial statements. Treasury shares of 556,034 held at December 31, 2024 include shares repurchased under the Company's share repurchase programs and shares withheld for withholding tax, as described below.

Share Repurchase Programs. On May 20, 2022, the Company's Board of Directors (the "Board") authorized up to \$450.0 million of share repurchases (with no cap as to the number of shares of common stock) (the "Share Repurchase Program"). The Company had \$143.1 million of remaining share repurchase authorization under the Share Repurchase Program as of December 31, 2024. Additional purchases under the Share Repurchase Program may be made from time to time on the open market and in privately negotiated transactions. The size and timing of these purchases are based on a number of factors, including share price and business and market conditions. Since the Company first became publicly trade in 2015 through December 31, 2024, the Company has repurchased 646,244 shares of its common stock at an aggregate cost of \$556.9 million. The Company did not repurchase any of its common stock under the Stock Repurchase Program during 2024.

Tax Withholding for Equity Awards. At the employee's option, shares of common stock are withheld by the Company upon the vesting of restricted stock, vesting and distribution of restricted stock units ("RSUs") and exercise of stock appreciation rights ("SARs") to cover the applicable statutory minimum amount of employee withholding taxes, which the Company then pays to the taxing authorities in cash. The amounts remitted during 2024, 2023 and 2022 were \$2.9 million, \$2.5 million, and \$5.0 million, for which the Company withheld 2,629, 3,599 and 3,042 shares of common stock, respectively.

15. EQUITY-BASED COMPENSATION

The Company's stockholders approved the Cable One, Inc. 2022 Omnibus Incentive Compensation Plan (the "2022 Plan") at the annual meeting of stockholders held on May 20, 2022. The 2022 Plan superseded and replaced the then existing Amended and Restated Cable One, Inc. 2015 Omnibus Incentive Compensation Plan (the "2015 Plan" and, together with the 2022 Plan, the "Incentive Compensation Plans"), provided, however, that any awards previously granted under the 2015 Plan will remain in effect pursuant to their respective terms. No further awards will be granted under the 2015 Plan. The Incentive Compensation Plans are designed to promote the interests of the Company and its stockholders by providing the employees and directors of the Company with incentives and rewards to encourage them to continue in the service of the Company and with a proprietary interest in pursuing the long-term growth, profitability and financial success of the Company. Any of the directors, officers, employees and consultants of the Company are eligible to be granted one or more of the following types of awards under the Incentive Compensation Plans: (1) incentive stock options, (2) non-qualified stock options, (3) restricted stock awards, (4) SARs, (5) RSUs, (6) cash-based awards, (7) performance-based awards, (8) dividend equivalent units ("DEUs" and, together with restricted stock awards and RSUs, "Restricted Stock") and (9) other stock-based awards, including deferred stock units. At December 31, 2024, 342,333 shares were available for issuance under the 2022 Plan.

Compensation expense associated with equity-based awards is recognized on a straight-line basis over the requisite service period, which is generally the vesting period of the award (unless any retirement eligibility provisions are satisfied earlier), with forfeitures recognized as incurred. The Company's equity-based compensation expense, included within selling, general and administrative expense in the consolidated statements of operations and comprehensive income, was as follows (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Restricted Stock	\$ 31,089	\$ 27,885	\$ 19,987
SARs	625	1,535	2,527
Total	<u>\$ 31,714</u>	<u>\$ 29,420</u>	<u>\$ 22,514</u>

The Company recognized excess tax shortfalls of \$2.5 million and \$2.0 million and excess tax benefits of \$0.5 million related to equity-based awards during 2024, 2023 and 2022, respectively. The deferred tax asset related to all outstanding equity-based awards was \$8.6 million and \$7.4 million as of December 31, 2024 and 2023, respectively.

Restricted Stock. The Company has granted restricted shares of its common stock and RSUs subject to performance-based and/or service-based vesting conditions to officers and certain employees of the Company. Restricted Stock generally cliff-vest on the three-year anniversary of the grant date or in two to four equal ratable installments beginning on the first anniversary of the grant date (generally subject to the holder's continued employment with the Company through the applicable vesting date), although certain individual awards have been granted with shorter vesting periods from time to time. Settlement of RSUs are in the form of one share of the Company's common stock and, for employees, will follow vesting. Performance-based restricted shares are or were subject to performance metrics related primarily to year-over-year growth in Adjusted EBITDA and annual adjusted capital expenditures as a percentage of total revenues or Adjusted EBITDA. Performance-based restricted stock units are subject to a performance metric related primarily to year-over-year growth in Adjusted EBITDA less capital expenditures and a market metric related to three-year cumulative total shareholder return relative to a peer group. Restricted Stock is subject to the terms and conditions of the Incentive Compensation Plans and are otherwise subject to the terms and conditions of the applicable award agreement.

The Company's non-employee directors are entitled to an annual cash retainer of \$90,000, plus an additional annual cash retainer for each committee chair or the lead independent director, and approximately \$155,000 in RSUs. Such RSUs will generally be granted on the date of the Company's annual stockholders' meeting and will vest on the earlier of the first anniversary of the grant date or the annual stockholders' meeting date immediately following the grant date, subject to the director's continued service through such vesting date. Settlement of such RSUs will be in the form of one share of the Company's common stock and will follow vesting, unless the director has previously elected to defer all or a portion of such settlement until his or her separation from service from the Board or a specified date. Non-employee directors may elect to defer their annual retainer and receive RSUs in lieu of annual cash fees. Any dividends associated with RSUs granted prior to the 2017 annual grant of RSUs are converted into DEUs, which will be delivered at the time of settlement of the associated RSUs.

A summary of Restricted Stock activity is as follows:

	Restricted Stock	Weighted Average Grant Date Fair Value Per Share
Outstanding as of December 31, 2021	34,026	\$ 1,487.02
Granted.....	19,109	\$ 1,678.06
Forfeited.....	(2,008)	\$ 1,874.06
Vested and issued	<u>(8,660)</u>	\$ 1,206.02
Outstanding as of December 31, 2022	42,467	\$ 1,611.99
Granted.....	70,949	\$ 740.39
Forfeited ⁽¹⁾	(7,854)	\$ 1,609.26
Vested and issued	<u>(14,130)</u>	\$ 1,505.58
Outstanding as of December 31, 2023	91,432	\$ 952.33
Granted.....	114,573	\$ 539.68
Forfeited.....	(29,495)	\$ 691.93
Vested and issued	<u>(17,845)</u>	\$ 1,325.67
Outstanding as of December 31, 2024	<u><u>158,665</u></u>	\$ 660.77
Vested and deferred as of December 31, 2024	7,660	\$ 810.77

⁽¹⁾ Includes 4,093 shares forfeited upon the final achievement determination in 2023 for certain performance-based restricted stock awards.

At December 31, 2024, there was \$42.3 million of unrecognized compensation expense related to Restricted Stock, which is expected to be recognized over a weighted average period of 1.2 years.

The significant inputs and resulting weighted average grant date fair value for market-based award grants valued using Monte Carlo simulations were as follows:

	2024	2023
Risk-free interest rate	4.0 %	4.1 %
Expected volatility.....	35.4 %	39.1 %
Simulation term (in years).....	2.99	2.99
Weighted average grant date fair value	\$ 599.55	\$ 774.30

Stock Appreciation Rights. The Company has granted SARs to certain officers and other employees of the Company. The SARs are generally scheduled to vest in four equal ratable installments beginning on the first anniversary of the grant date (generally subject to the holder's continued employment with the Company through the applicable vesting date). The SARs are subject to the terms and conditions of the Incentive Compensation Plans and will otherwise be subject to the terms and conditions of the applicable award agreement.

A summary of SAR activity is as follows:

	Stock Appreciation Rights	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value	Aggregate Intrinsic Value (in thousands)	Weighted Average Remaining Contractual Term (in years)
Outstanding as of December 31, 2021	45,740	\$ 1075.34	\$ 263.62	\$ 32,897	7.1
Exercised	(2,500)	\$ 707.16	\$ 164.67	\$ 1,504	—
Forfeited	(1,750)	\$ 1492.73	\$ 375.76		
Expired	(375)	\$ 1,851.23	\$ 469.52		
Outstanding as of December 31, 2022	41,115	\$ 1,072.88	\$ 262.99	\$ 591	6.1
Exercised	(374)	\$ 707.17	\$ 169.54	\$ 5	—
Forfeited	(375)	\$ 1,274.05	\$ 280.58		
Expired	(4,875)	\$ 936.78	\$ 219.98		
Outstanding as of December 31, 2023	35,491	\$ 1,093.30	\$ 269.69	\$ —	5.1
Forfeited	(875)	\$ 1,835.26	\$ 463.66		
Expired	(6,250)	\$ 1282.49	\$ 316.16		
Outstanding as of December 31, 2024	28,366	\$ 1,028.73	\$ 253.47	\$ —	3.9
Exercisable as of December 31, 2024	27,366	\$ 997.86	\$ 244.11	\$ —	3.8

At December 31, 2024, there was \$0.3 million of unrecognized compensation expense related to SARs, which is expected to be recognized over a weighted average period of 0.6 years.

16. OTHER INCOME AND EXPENSE

The reclassification of interest and investment income from other income (expense), net, to interest expense, net, in the consolidated statements of operations and comprehensive income has been reflected in prior period amounts to conform to the current year presentation.

Other income (expense), net, consisted of the following (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Old MBI Net Option fair value adjustment	\$ (146,220)	\$ 27,990	\$ (40,730)
Gain on MBI Amendment ⁽¹⁾	71,486	—	—
Write-off of debt issuance costs	—	(3,340)	—
C-band spectrum relocation funding ⁽²⁾	7,669	—	—
Gain (loss) on fair value adjustment of equity investment, net ⁽³⁾	199	13,082	330
Gain (loss) on sale of equity investments, net	—	(1,558)	—
Other	7,161	(103)	817
Other income (expense), net	<u>\$ (59,705)</u>	<u>\$ 36,071</u>	<u>\$ (39,583)</u>

⁽¹⁾ Represents, in connection with the MBI Amendment, the excess value of (i) the sum of the Old MBI Net Option liability extinguished and the New MBI Net Option asset established, over (ii) the \$250.0 million Upfront Payment and the \$45.2 million dividend received from MBI in connection with the MBI Amendment. Refer to note 6 for further information on these instruments.

⁽²⁾ Represents a gain related to C-band spectrum relocation funding received from the federal government.

⁽³⁾ Amount for 2023 includes a \$12.3 million non-cash mark-to-market gain on the Company's investment in Point as a result of an observable market transaction in Point's equity.

17. NET INCOME PER COMMON SHARE

Basic net income per common share is computed by dividing net income by the weighted average number of common shares outstanding during the period. The denominator used in calculating diluted net income per common share further includes any common shares available to be issued upon vesting or exercise of outstanding equity-based compensation awards if such inclusion would be dilutive, calculated using the treasury stock method, and any common shares to be issued upon conversion of the Convertible Notes, calculated using the if-converted method.

The computation of basic and diluted net income per common share was as follows (dollars in thousands, except per share amounts):

	Year Ended December 31,		
	2024	2023	2022
Numerator:			
Net income - basic.....	\$ 14,480	\$ 224,622	\$ 213,057
Add: Convertible Notes interest expense, net of tax.....	6,225	6,215	6,216
Net income - diluted.....	\$ 20,705	\$ 230,837	\$ 219,273
Denominator:			
Weighted average common shares outstanding - basic.....	5,621,408	5,648,934	5,892,077
Effect of dilutive equity-based compensation awards ⁽¹⁾	10,091	9,149	17,823
Effect of dilution from if-converted Convertible Notes ⁽²⁾	404,248	404,248	404,248
Weighted average common shares outstanding - diluted.....	6,035,747	6,062,331	6,314,148
Net Income per Common Share:			
Basic.....	\$ 2.58	\$ 39.76	\$ 36.16
Diluted.....	\$ 3.43	\$ 38.08	\$ 34.73
Supplemental Net Income per Common Share Disclosure:			
Anti-dilutive shares from equity-based compensation awards ⁽¹⁾	78,508	23,566	18,673

⁽¹⁾ Equity-based compensation awards whose impact is considered to be anti-dilutive under the treasury stock method were excluded from the diluted net income per common share calculation.

⁽²⁾ Based on a conversion rate of 0.4394 shares of common stock per weighted \$1,000 principal amount of Convertible Notes outstanding during all periods presented.

18. COMMITMENTS AND CONTINGENCIES

Contractual Obligations. The Company has obligations to make future payments for goods and services under certain contractual arrangements. These contractual obligations secure the future rights to various goods and services to be used in the normal course of the Company's operations. In accordance with applicable accounting rules, the future rights and obligations pertaining to firm commitments, such as certain purchase obligations under contracts, are not reflected as assets or liabilities in the consolidated balance sheets.

The following table summarizes the Company's outstanding contractual obligations as of December 31, 2024 (including amounts associated with data processing services, high-speed data connectivity and fiber-related obligations) and the estimated effect and timing that such obligations are expected to have on the Company's liquidity and cash flows in future periods (in thousands):

Year Ending December 31,	Programming Purchase Commitments ⁽¹⁾	Lease Payments ⁽²⁾	Debt Payments ⁽³⁾	Other Purchase Obligations ⁽⁴⁾	Total
2025.....	\$ 71,182	\$ 4,362	\$ 18,038	\$ 72,533	\$ 166,115
2026.....	26,619	3,232	593,038	21,302	644,191
2027.....	8,066	2,278	18,038	7,091	35,473
2028.....	912	1,469	1,396,980	788	1,400,149
2029.....	—	716	936,128	788	937,632
Thereafter.....	—	2,800	649,999	—	652,799
Total.....	\$ 106,779	\$ 14,857	\$ 3,612,221	\$ 102,502	\$ 3,836,359

(1) Programming purchase commitments represent contracts that the Company has with cable television networks and broadcast stations to provide programming services to subscribers. The amounts reported represent estimates of the future programming costs for these purchase commitments based on estimated subscriber numbers, tier placements as of December 31, 2024 and the per-subscriber rates contained in the contracts. Actual amounts due under such contracts may differ from the amounts above based on the actual subscriber numbers and tier placements at the time. Programming purchases pursuant to non-binding commitments are not reflected in the amounts shown.

(2) Lease payments include payment obligations related to the Company's outstanding finance and operating lease arrangements as of December 31, 2024.

(3) Debt payments include principal repayment obligations for the Company's outstanding debt instruments as of December 31, 2024, including \$313.0 million of current outstanding Revolving Credit Facility borrowings that mature in 2028 (which may be repaid before then).

(4) Other purchase obligations include purchase obligations related to capital projects and other legally binding commitments. Other purchase orders made in the ordinary course of business are excluded from the amounts shown but are included within accounts payable and accrued liabilities in the consolidated balance sheet.

Amounts that would be due upon the exercise of the MBI Call Option or Put Option are not included within the contractual obligations table above because the exercise of such instruments is not guaranteed and the timing of any exercise is at the discretion of each respective instrument holder.

The Company incurs the following costs as part of its operations, however, they are not included within the contractual obligations table above for the reasons discussed below:

- The Company rents space on utility poles in order to provide services to subscribers. Generally, pole rentals are cancellable on short notice. However, the Company anticipates that such rentals will recur. Rent expense for pole attachments was \$16.8 million, \$15.0 million and \$12.3 million for 2024, 2023 and 2022, respectively.
- Fees imposed on the Company by various governmental authorities, including franchise fees, are passed through on a monthly basis to the Company's customers and are periodically remitted to authorities. These fees were \$24.1 million, \$26.9 million and \$31.2 million for 2024, 2023 and 2022, respectively. As the Company acts as principal in these arrangements, these fees are reported in video and voice revenues on a gross basis with corresponding expenses included within operating expenses in the consolidated statements of operations and comprehensive income.
- The Company has franchise agreements requiring plant construction and the provision of services to customers within the franchise areas. In connection with these obligations under existing franchise agreements, the Company obtains surety bonds or letters of credit guaranteeing performance to municipalities and public utilities and payment of insurance premiums. Such surety bonds and letters of credit totaled \$38.8 million and \$29.8 million as of December 31, 2024 and 2023, respectively. Payments under these arrangements are required only in the remote event of nonperformance. The Company does not expect that these contingent commitments will result in any amounts being paid.

Litigation and Legal Matters. The Company is subject to complaints and administrative proceedings and has been a defendant in various civil lawsuits that have arisen in the ordinary course of its business. Such matters include contract disputes; actions alleging negligence, invasion of privacy, trademark, copyright and patent infringement, and violations of applicable wage and hour laws; statutory or common law claims involving current and former employees; and other matters. Although the outcomes of any legal claims and proceedings against the Company cannot be predicted with certainty, based on currently available information, the Company believes that there are no existing claims or proceedings that are likely to have a material adverse effect on its business, financial condition, results of operations or cash flows.

Regulation in the Company's Industry. The Company's operations are extensively regulated by the FCC, some state governments and most local governments. The FCC has the authority to enforce its regulations through the imposition of substantial fines, the issuance of cease and desist orders and/or the imposition of other administrative sanctions, such as the revocation of FCC licenses needed to operate certain transmission facilities used in connection with cable operations. Future legislative and regulatory changes could adversely affect the Company's operations.

Equity Investments. The Company has certain obligations with respect to certain of its equity investments. Refer to note 6 for further information.

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Board of Directors

Julia M. Laulis

Chair of the Board, President
& Chief Executive Officer

P. Robert Bartolo

Chair, Crown Castle Inc.

Brad D. Brian

Chair, Munger, Tolles
& Olson LLP

Deborah J. Kissire

Retired Partner,
Ernst & Young LLP

Mary E. Meduski

President & Chief
Financial Officer,
TierPoint, LLC
and Cequel III, LLC

Thomas O. Might

Retired Chair and
Chief Executive Officer,
Cable One, Inc.

Sherrese M. Smith

Managing Partner,
Paul Hastings LLP

Wallace R. Weitz

Founder, Weitz Investment
Management, Inc.

Katharine B. Weymouth

Venture Partner,
Blu Ventures Investors
and Senior Advisor,
Togetherly Parents

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Chair of the Board,
President &
Chief Executive Officer

Kenneth E. Johnson

Chief Operating Officer

Todd M. Koetje

Chief Financial Officer

Megan M. Detz

Chief People Officer

Christopher J. Arntzen

Senior Vice President,
General Counsel
and Secretary

Anthony J. Mokry

Senior Vice President,
Residential Services

This document contains "forward-looking statements" that involve risks and uncertainties. These statements can be identified by the fact that they do not relate strictly to historical or current facts, but rather are based on current expectations, estimates, assumptions and projections about our industry, business, strategy, technologies, acquisitions and strategic investments, market expansion plans, dividend policy, capital allocation, financial results and financial condition and other matters. Please refer to the section entitled "Cautionary Statement Regarding Forward-Looking Statements" appearing on page 2 of our Annual Report on Form 10-K and in our other filings with the SEC for more information. The contents of our website are not incorporated by reference into this 2024 Annual Report.

Annual Meeting

The annual meeting of stockholders will be held on

MAY 15, 2025 | 8 AM PDT

The annual meeting will be held in a virtual format only and will be conducted via live audio webcast.

Stock Exchange

Cable One common stock is traded on the New York Stock Exchange under the symbol **CABO**

Stock Transfer Agent and Registrar

General Shareholder Correspondence

Computershare
PO Box 43006
Providence, RI 02940-3066

Transfers by Overnight Courier

Computershare
150 Royall St., Suite 101
Canton, MA 02021

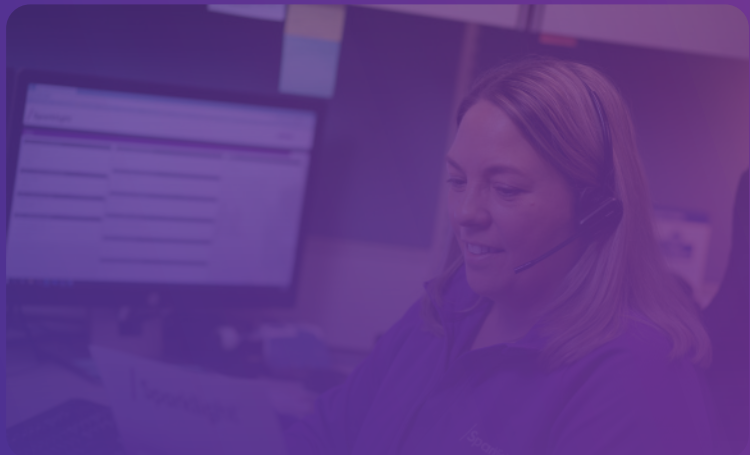
Shareholder Inquiries

Communication concerning transfer requirements, lost certificates, dividends and changes of address should be directed to Computershare Investor Services:

Telephone: (800) 446-2617 | (781) 575-2723
TDD: (800) 952-9245

Questions also may be sent via the website:
www.computershare.com/us/investor-inquiries

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