

INFORMATION CIRCULAR

TO: Nasdaq members, Head Traders, Compliance Officers

FROM: Nasdaq Listing Qualifications Department

DATE: August 9, 2017

I. Introduction

This circular relates to the listing on The Nasdaq Stock Market of the Liberty Media Corporation (the “Company”) Series A, Series B, and Series C Liberty SiriusXM Common Stock under the symbols LSXMA, LSXMB, and LSXMK, respectively (collectively, the “Equity Investment Tracking Stock”).

The Equity Investment Tracking Stock is intended to track and reflect the economic performance of the Company’s SiriusXM Group, which has attributed to it the Company’s equity interest in Sirius XM Holdings Inc. (“Sirius”) (Nasdaq: SIRI), which currently consists of approximately 3,162 million shares of Sirius common stock representing approximately 68% of the outstanding shares,¹ together with certain related debt obligations consisting of a margin loan on a portion of these shares of Sirius common stock. Although, the Equity Investment Tracking Stock is intended to track the performance of the Company’s interest in Sirius, there can be no assurance that the market price of the Equity Investment Tracking Stock will, in fact, reflect the performance of such equity interest. For additional information, please refer to the Company’s Registration Statement on Form S-4 (Registration No. 333-208699) (the “Registration Statement”) and subsequent periodic reports.

The Equity Investment Tracking Stock is listed on The Nasdaq Global Select Market and, in addition to the listing requirements of the Rule 5300 Series and the Rule 5400 Series, is subject to the additional requirements of Listing Rule 5222.

II. Information about the Company

As more fully explained in the Registration Statement and subsequent periodic reports, the Company owns interests in subsidiaries and other companies that are engaged in the media, communications and entertainment industries. Its consolidated subsidiaries include, among others, Sirius. The Company was incorporated in the state of Delaware on August 10, 2012.

¹ The ownership percentage is based upon the information contained in a Schedule 13D/A filed on November 3, 2014 and a Form 4 filed on December 9, 2014 by Liberty Media Corporation and the actual number of shares outstanding, 4,665,016,103, as of April 25, 2017.

III. Background on the Securities

On April 11, 2016, the Company's shareholders approved (1) the reclassification and exchange of the Company's common stock for newly issued shares of three new tracking stocks, designated as the Liberty SiriusXM common stock, the Liberty Braves common stock and the Liberty Media common stock (collectively, the "Tracking Stocks"), and (2) the attribution of the businesses, assets and liabilities of the Company among the newly created SiriusXM Group, Braves Group and Media Group. Subsequently, the Media Group and Liberty Media common stock were renamed the Formula One Group and the Liberty Formula One common stock, respectively. Each Tracking Stock is intended to track and reflect the separate economic performance of the SiriusXM Group, the Braves Group or the Formula One Group, as applicable, however, holders of the Tracking Stocks have no direct investment in the businesses, assets and liabilities attributed to the groups to which those stocks relate. Rather, an investment in any of those stocks represent an ownership interest in the Company as a whole. **Of the three Tracking Stock groups, only the Liberty SiriusXM Common Stock, which has three series as noted above, falls within the definition of the Equity Investment Tracking Stock.**²

A tracking stock is a type of common stock that the issuing company intends to reflect or "track" the economic performance of a particular business or "group," rather than the economic performance of the issuer as a whole. While the SiriusXM Group, Braves Group and the Formula One Group have separate collections of businesses, assets and liabilities attributed to them, no group is a separate legal entity and therefore cannot own assets, issue securities or enter into legally binding agreements. Therefore, the SiriusXM Group, Braves Group and Formula One Group do not represent separate legal entities, but rather represent those businesses, assets and liabilities that have been attributed to each respective group. Holders of tracking stock have no direct claim to the group's stock or assets and therefore, do not own, by virtue of their ownership of a Liberty tracking stock, any equity or voting interest in a public company, such as Sirius, in which Liberty holds an interest and that is attributed to a tracking stock group. Holders of tracking stock are also not represented by separate boards of directors. Instead, holders of tracking stock are stockholders of the parent corporation, with a single board of directors, and subject to all of the risks and liabilities of the parent corporation.

Holders of the Tracking Stocks will be subject to the credit risk of the Company. The Company retains legal title to all of its assets, and the Company's tracking stock capitalization does not limit the legal responsibility of the Company or the Company's subsidiaries for their respective debts and liabilities. As such, the Company could be required to use assets attributed to one group to pay liabilities attributed to another group.

In addition the Company's board of directors may, in its sole discretion, but subject to its fiduciary duties owed to all stockholders of the Company, elect to convert the Liberty SiriusXM common stock into common stock of another group or reattribute assets from the SiriusXM

² Listing Rule 5005 defines an Equity Investment Tracking Stock as a class of common equity securities that tracks on an unleveraged basis the performance of an investment by the issuer in the common equity securities of a single other company listed on the Exchange. Nasdaq determines whether a security tracks the performance of a single other company based on the facts and circumstances of the particular matter, including whether the security tracks substantial assets in addition to the other listed company.

group to another group, in each case, thereby changing the nature of the holder's investment in the Company.

Dividends

The Company does not currently pay cash dividends on its common stock, and any decisions regarding dividends on any particular Tracking Stock group would be a decision of the Company's board of directors. The Company does not presently intend to pay cash dividends on shares of the Liberty SiriusXM common stock. The cash dividends paid by Sirius to its stockholders since it began paying dividends about two years ago are attributed to the SiriusXM Group and have been used in furtherance of its business. Such dividends are not "passed through" to holders of Liberty SiriusXM common stock, although the Company could, but is not required to, distribute some or all of that amount to the holders of the Liberty SiriusXM common stock.

The Company's board of directors will have the authority and discretion to declare and pay (or to refrain from declaring and paying) dividends on outstanding shares of the Tracking Stocks in equal or unequal amounts, or only on one group or two groups, irrespective of the amounts (if any) of prior dividends declared on, or the respective liquidation rights of other groups, or prior dividends received, or any other factor.

Voting Rights in the Company

Holders of Series A and Series B Liberty SiriusXM common stock, Liberty Braves common stock and Liberty Formula One common stock will vote together as a single class on all matters presented to stockholders, including the election of directors, except in certain limited circumstances prescribed by the Company's charter and under Delaware law. The holders of Series A common stock will be entitled to one vote per share. The holders of Series B common stock will be entitled to ten votes per share. The holders of Series C common stock will not have any voting rights except to the extent required by the laws of the State of Delaware.

As the holders of the Equity Investment Tracking Stock are not shareholders of Sirius, they will not have any voting rights in Sirius. In fact, the Company's Board of Directors has complete discretion in determining how shares owned by the Company are voted in any circumstance.

Liquidation

In the event of a dissolution or liquidation and winding-up of the Company, after payment or provision for payment of the debts and liabilities of the Company and payment or provision for payment of any preferential amounts due to the holders of any other class or series of stock having a preference to the common stock, the holders of the Tracking Stocks will be entitled to receive a proportionate share of the Company's assets, if any, remaining for distribution to holders of common stock in proportion to their respective number of "liquidation units" per share, subject to the applicable provisions of the Company's charter. The liquidation units applicable to the shares of each Tracking Stock group were set following the initial issuance of such Tracking Stock group shares. Subsequently, no adjustment to the number of liquidation

units applicable to the shares of a Tracking Stock group is made to reflect the relative market prices of such shares or the value of the assets attributable to any such Tracking Stock group, and the number of liquidation units per share may not bear any relationship to the value of the assets attributed or to the value of the Tracking Stocks over time.

IV. Risk Factor Information

Interested persons are referred to the Company's Registration Statement for a description of risks associated with an investment in the Tracking Stocks, including the Equity Investment Tracking Stock. The following are some of the risks associated with an investment in the Equity Investment Tracking Stock:

- If Sirius is delisted, either voluntarily or for cause, the Equity Investment Tracking Stock would also be subject to delisting, leading to the loss of a liquid exchange trading market for investors in the Equity Investment Tracking Stock.
- The Company can change the assets underlying the Equity Investment Tracking Stock and such change may subject the Equity Investment Tracking Stock to delisting, leading to the loss of a liquid exchange trading market for investors in the Equity Investment Tracking Stock.
- The Equity Investment Tracking Stock is not an equity security of Sirius, so holders of the Equity Investment Tracking Stock will not have any rights with respect to any liquidation of Sirius, or any voting or other corporate governance rights at Sirius. To obtain these rights, an investor would need to invest directly in Sirius rather than the Equity Investment Tracking Stock.

V. Exchange Rules Applicable to Trading in the Tracking Stock

The Equity Investment Tracking Stock is considered an equity security and is therefore subject to the Exchange's existing rules governing the trading of equity securities as well as additional listing requirements under [Listing Rule 5222](#).

VI. Suitability

Trading in the Equity Investment Tracking Stock on Nasdaq will be subject to the provisions of Nasdaq Rule 2111A. Members recommending transactions in the Equity Investment Tracking Stock to customers should make a determination that the recommendation is suitable for the customer. Members must have a reasonable basis to believe that the recommendation is suitable for a customer based on information obtained through reasonable diligence to ascertain the customer's investment profile. A customer's investment profile includes, but is not limited to: the customer's age, other investments, financial situation and needs, tax status, investment objectives, investment experience, investment time horizon, liquidity needs, risk tolerance, and any other information the customer may disclose to the member or associated person in connection with such recommendation. Members must also consider the complexity of, and

risks associated with, the Equity Investment Tracking Stock. In addition, members must possess sufficient information to satisfy the “know your customer” obligation that is embedded in the Nasdaq Conduct Rules (Nasdaq Rule 2090A).

VII. Trading Halts

In the event that the Nasdaq Stock Market halts trading in the common stock of Sirius because Sirius intends to issue a material news release during the trading day or if The Nasdaq Stock Market implements any other required regulatory trading halt with respect to Sirius, the Exchange will also halt trading in the Equity Investment Tracking Stock simultaneously with the halt in the underlying security and will also recommence trading in the two securities at the same time.

VIII. Staff Contacts

Questions related to this Memo may be addressed to Nikolai Utochkin of The Nasdaq Stock Market at +1 301 978 2029 or nikolai.utochkin@nasdaq.com.

This circular is not a statutory Prospectus. Interested parties should consult the Company’s Registration Statement and subsequent filings with the Securities and Exchange Commission for relevant information.