

MEMORANDUM OF AGREEMENT
RE ASSUMPTION OF LABOR CONTRACTS

This Agreement is entered into by and among DIRECTV Entertainment Holdings, LLC, AT&T Services, Inc. and certain named affiliates (“Contributor”), and Communications Workers of America, AFL-CIO (“Union”) (Contributor, DIRECTV, and Union are referred to collectively as “Parties”). “DIRECTV” refers to DIRECTV Entertainment Holdings, LLC, or one of its subsidiaries, as applicable.

- A. Contributor and TPG VIII Merlin Investment Holdings, L.P. (“Investor”) have signed an Agreement of Contribution and Subscription (“Contribution Agreement”) under which Contributor has agreed to contribute certain corporate entities and assets and Investor will invest agreed amounts to an autonomous joint venture, DIRECTV, that will be created upon the closing of the Contribution Agreement (“Closing”), after which Contributor and Investor will hold defined interests in DIRECTV.
- B. Certain employees of Contributor who will become employees of DIRECTV under the terms of the Contribution Agreement are represented for purposes of collective bargaining by Union (“Represented Employees”). The Represented Employees are covered by several collective bargaining agreements that the Contributor and Investor have agreed that DIRECTV will assume. The Closing is expected to occur in early August 2021, but the actual Closing, if it occurs, may be earlier or later than that.

In consideration of the parties’ respective commitments in this Agreement, the parties agree as follows.

- 1. Pursuant to Section 6.9(c) of the Contribution Agreement, effective upon the Closing, DIRECTV will recognize the Union as the exclusive collective bargaining representative of the Represented Employees.
- 2. Pursuant to Section 6.9(c) of the Contribution Agreement, effective upon the Closing, DIRECTV agrees to assume and abide by the terms of the collective bargaining agreements (“CBAs”), subject to any modifications that may be agreed to between DIRECTV and the Union, and subject further to any of the Contributor’s rights set forth in the CBAs. In that event, DIRECTV will be the new employer and DIRECTV’s name will be inserted in all provisions of the CBAs that identify Contributor or a Contributor-affiliated entity as the employer.
- 3. Nothing in this Agreement supersedes any of the terms or provisions of the Contribution Agreement, including Section 6.9(c) of the Contribution Agreement.
- 4. Each Party represents that its representatives who have signed below have full authority to bind that Party to its commitments in this Agreement, and that there are no conditions to the effectiveness of this Agreement other than the signature of such representatives.

The Parties have signed below to confirm their respective agreements as set forth above.

AT&T Services, Inc.
(“CONTRIBUTOR”)



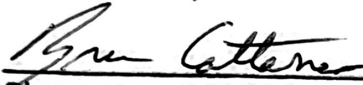
Date 08/09/2021

Signature

Steve Frost AVP Labor Relations

Printed Name and Title

DIRECTV Entertainment Holdings, LLC
("DIRECTV")



Signature

Date August 9, 2021

Brian Cattaneo Director Labor Relations
Printed Name and Title

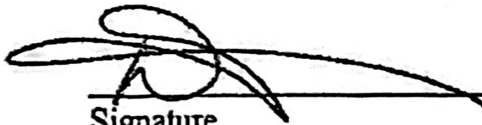
Communications Workers of America, AFL-CIO
("UNION")



Signature

Date: August 3, 2021

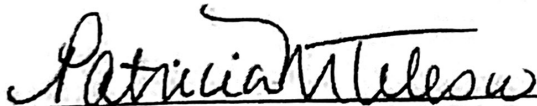
Sylvia J. Ramos
Assistant to the Vice President - District 6
Printed Name and Title



Signature

Date: August 3, 2021

Domonique Thomas
Assistant to the Vice President - District 9
Printed Name and Title



Signature

Date: August 3, 2021

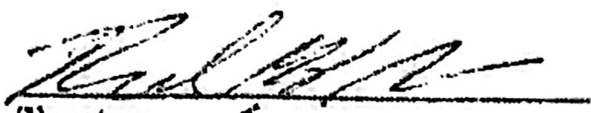
Pat Telesco
Area Director - District 1
Printed Name and Title



Signature

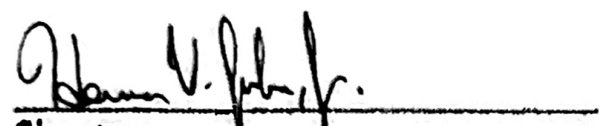
Date: August 3, 2021

Angela Wells
Administrative Director - District 3
Printed Name and Title


Signature

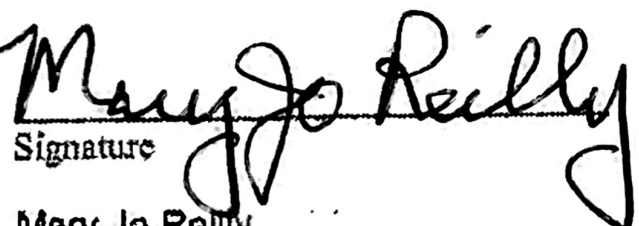
Date: August 3, 2021

Ron Gay, Jr.
Staff Representative - District 4
Printed Name and Title


Signature

Date: August 3, 2021

Herman Junkin, Jr.
Staff Representative - District 3
Printed Name and Title


Signature

Date: August 3, 2021

Mary Jo Reilly
Staff Representative - T&T
Printed Name and Title