



Michael O'Neill
President & CEO

October 12, 2023

Dear BMI Affiliates and Industry Partners:

We are pleased to issue our FY '23 annual report, which highlights the excellent year for BMI and our affiliates. In addition to the annual report, which I encourage you to review, I would like to address a few other topics.

First, we are all aware of the conversations taking place about a possible sale of BMI. I can confirm that we are engaging in discussions with a potential new partner, and while our conversations are ongoing and have been very productive, no deal has been signed at this time.

There have also been a lot of questions recently about BMI and our business model transition, and I appreciate that our affiliates have a right to understand how they may be impacted by these decisions.

As I have shared, we changed our business model last year to invest in our company and position BMI for continued success in our rapidly evolving industry. Our mission remains the same, to serve our songwriters, composers and publishers and continue to grow our overall distributions as BMI has done each year that I have been CEO. In order to continue this trajectory, we need to think more commercially, explore new sources of revenue and invest in our platforms to improve the quality of service we provide to you. I'm pleased to say that we have already made great progress on delivering these goals.

Understandably, much of the recent discussion has centered around the level of profit that BMI will take under this new model, and I have heard your feedback around the need to clarify this issue. So let me do just that. Importantly, the strategy outlined below will hold true for BMI whether or not we move forward with a sale.

As we look at the next three years of our business, our goal is to distribute 85% of licensing revenue to our songwriters, composers and publishers and retain approximately 15% to cover our expenses/overhead (which have historically run around 10%) and a modest profit margin. For context, this is well below the margins taken by comparable for-profit businesses in our industry. Additionally, for any incremental growth we create for the company (for example through better technology, M&A opportunities, new businesses or expanded services), we will look to take a higher margin on any revenue generated, though always with the goal of sharing that new growth with our affiliates.

In addition, if BMI decides to seek outside capital or borrow money to invest in new services and opportunities, any repayments will come out of our retained profits and not distributions. We will also announce the annual growth rate of our cash distributions.

I am pleased to share that our distributions for the full calendar year of 2023, all under our new model, are projected to be up 11% compared to the corresponding distributions under our old model in calendar year 2022. Not only did each quarter increase year-over-year, but our upcoming November distribution is forecasted to be over \$400 million, another record that would make BMI the first PRO to ever distribute this high an amount in a single quarter.



Michael O'Neill
President & CEO

We will also maintain our open door policy of welcoming all songwriters and composers of all genres of music, as we have done since our founding.

We are excited for the future and confident in our ability to accomplish our plans on our own, but we also recognize the opportunity to substantially accelerate our growth by partnering with a like-minded, growth-oriented investor with a successful history of building businesses. Of course, that partner would need to share our vision that driving value for our affiliates goes hand-in-hand with growing our business and building a stronger BMI.

As always, we are there for you, our incomparable creative community. We recognize there is no BMI without our songwriters, composers and publishers and it is in our best interests to ensure that any changes we make work to your advantage, so that you choose to remain part of the BMI family for many years to come. You have my commitment that the updates I've shared here, and any decisions we make going forward, will continue to benefit our creative community, so you can keep delivering the world's best music.

Thank you,

A handwritten signature in black ink that reads "Mike O'Neill". The signature is written in a cursive, flowing style.

Mike O'Neill

ANNUAL REPORT



2022-2023





Joey Valence & Brae make their Lollapalooza debut on the 2022 BMI Stage.
Photo: Erika Goldring for BMI.



TABLE OF CONTENTS

04

BOARD OF DIRECTORS AND COMMITTEES

06

PRESIDENT & CEO REPORT

10

ROSTER & REPERTOIRE

16

U.S. CUSTOMER RELATIONS & INTERNATIONAL
SOCIETY OUTREACH

18

PROTECTING THE FUTURE OF MUSIC

20

DISTRIBUTION & ADMINISTRATION

21

DIVERSITY, EQUITY & INCLUSION

22

TECHNOLOGY

23

OFFICERS

BOARD OF DIRECTORS



CAROLINE BEASLEY
CHAIRMAN
BMI BOARD OF DIRECTORS
CHAIRPERSON & CEO
BEASLEY MEDIA GROUP, LLC
BMI DIRECTOR SINCE 2014



DAVE LOUGEE
VICE CHAIRMAN
BMI BOARD OF DIRECTORS
PRESIDENT & CEO
TEGNA, INC.
BMI DIRECTOR SINCE 2013



MICHAEL J. FIORILE
PRESIDING DIRECTOR
BMI BOARD OF DIRECTORS
BMI DIRECTOR SINCE 2010



MICHAEL O'NEILL
PRESIDENT & CEO
BMI
BMI DIRECTOR SINCE 2013



GREG ASHLOCK
CEO
IHEARTMEDIA MULTI-PLATFORM
GROUP
BMI DIRECTOR SINCE 2015



SUSAN DAVENPORT AUSTIN
CFO/COO
GRACE CHURCH SCHOOL
BMI DIRECTOR SINCE 2007



AMADOR BUSTOS
PRESIDENT & CEO
BUSTOS MEDIA HOLDINGS, LLC
BMI DIRECTOR SINCE 2002



REBECCA CAMPBELL
RETIRED CHAIRMAN,
INTERNATIONAL CONTENT &
OPERATIONS
THE WALT DISNEY COMPANY
BMI DIRECTOR SINCE 2015



BILL HOFFMAN
PRESIDENT
HOFFMAN COMMUNICATIONS, INC.
BMI DIRECTOR SINCE 2014



CATHERINE L. HUGHES*
FOUNDER & CHAIRPERSON
URBAN ONE, INC.
BMI DIRECTOR SINCE 2002



PAUL KARPOWICZ
RETIRED PRESIDENT,
MEREDITH LOCAL MEDIA GROUP
BMI DIRECTOR SINCE 2007



JEROME L. KERSTING
BMI DIRECTOR SINCE 2001



ALFRED C. LIGGINS, III
CHIEF EXECUTIVE OFFICER
URBAN ONE, INC.
BMI DIRECTOR SINCE 2021



VIRGINIA HUBBARD MORRIS
VICE PRESIDENT
HUBBARD BROADCASTING, INC.
CHAIR & CEO
HUBBARD RADIO, LLC
BMI DIRECTOR SINCE 2005



MARK PEDOWITZ
FOUNDER
PINESTREET ENTERTAINMENT
FORMER CHAIRMAN & CEO
THE CW NETWORK
BMI DIRECTOR SINCE 2006



CRAIG ROBINSON
EXECUTIVE VICE PRESIDENT AND
CHIEF DIVERSITY OFFICER
NBCUNIVERSAL
BMI DIRECTOR SINCE 2021



G. NEIL SMITH
PRESIDENT
GNS MEDIA, LLC
BMI DIRECTOR SINCE 1995

* HONORARY DIRECTOR

COMMITTEES

CHAIRMAN OF THE BOARD

CAROLINE BEASLEY

VICE CHAIRMAN OF THE BOARD

DAVE LOUGEE

PRESIDING DIRECTOR

MICHAEL J. FIORILE

PRESIDENT & CHIEF EXECUTIVE OFFICER

MICHAEL O'NEILL

EXECUTIVE COMMITTEE

MICHAEL J. FIORILE, CHAIRMAN
SUSAN DAVENPORT AUSTIN
PAUL KARPOWICZ
DAVE LOUGEE
VIRGINIA HUBBARD MORRIS
MARK PEDOWITZ

AUDIT COMMITTEE

JEROME L. KERSTING, CHAIRMAN
AMADOR BUSTOS
REBECCA CAMPBELL
ALFRED C. LIGGINS, III
DAVE LOUGEE

COMPENSATION/PENSION/ BENEFITS COMMITTEE

G. NEIL SMITH, CHAIRMAN
REBECCA CAMPBELL
MICHAEL J. FIORILE
BILL HOFFMAN
PAUL KARPOWICZ

FINANCE & BUDGET COMMITTEE

DAVE LOUGEE, CHAIRMAN
GREG ASHLOCK
AMADOR BUSTOS
MICHAEL J. FIORILE
MARK PEDOWITZ
G. NEIL SMITH

NOMINATING/PUBLIC RESPONSIBILITY COMMITTEE

AMADOR BUSTOS, CHAIRMAN
GREG ASHLOCK
SUSAN DAVENPORT AUSTIN
CATHERINE L. HUGHES*
JEROME L. KERSTING
CRAIG ROBINSON

PERFORMING RIGHTS REVIEW COMMITTEE

PAUL KARPOWICZ, CHAIRMAN
BILL HOFFMAN
CATHERINE L. HUGHES*
ALFRED C. LIGGINS, III
VIRGINIA HUBBARD MORRIS
CRAIG ROBINSON

ALL COMMITTEES INCLUDE THE CHAIRMAN OF THE BOARD, CAROLINE BEASLEY. ALL COMMITTEES EXCEPT AUDIT AND NOMINATING/PUBLIC RESPONSIBILITY INCLUDE THE PRESIDENT & CEO, MICHAEL O'NEILL.

*HONORARY DIRECTOR

PRESIDENT & CEO REPORT

I'm thrilled to share this Report that highlights BMI's achievements of fiscal year 2023. It's been a time of unprecedented success and exciting transformation for BMI, underscored by our transition to a for-profit business model. This historic change strategically positions the Company for the future and will drive long-term value and growth for our affiliates in this rapidly evolving industry.

Our decision to make this change came after a comprehensive assessment of the best path forward for the Company and the critical understanding that BMI cannot stand still as the industry continues to transform around us. We need to grow in new ways, and to do that, we need to invest in our business to ensure we can continue to deliver on our mission to support our affiliates and grow the value of their music. Importantly, our primary goals are to deliver the highest royalty distributions to our affiliates, as I have done each year as CEO, and to provide the best quality service to our songwriters, composers and publishers. Our business model change has enhanced our ability to deliver on these objectives by enabling us to invest in new businesses, tools and technologies. These investments will improve the service we provide to our music creators and allow us to identify new avenues of revenue generation so we can continue to expand our distribution sources.

Nearly one year later, I'm very pleased that we have seen the exact type of progress we expected.

Every distribution we issued in our last fiscal year was higher than the corresponding one from the previous year. Our first distribution under our new business model in February was our largest ever, up 6% over the previous year, only to be surpassed by our May distribution which grew 15% over the corresponding quarter last year. Looking ahead, we expect the next two distributions for the remaining calendar year 2023 to follow this trend.

We have delivered new revenue sources. On the investment side, in May we announced BMI's new partnership with Music Nation, a UAE-based music rights management organization, formed to establish a world-class music licensing and royalty distribution infrastructure based in the United Arab Emirates. This new endeavor will protect the rights of music creators and compensate them for the public performances of their work in this fast growing and dynamic market, while also helping to develop and nurture the next generation of songwriters and composers within the region. We were honored to partner with Music Nation for this venture and are excited to help support their vision.

We have invested in a better affiliate experience, undertaking an extensive new customer service initiative that will allow us to meet our affiliates' needs more effectively and efficiently. We conducted an in-depth review of our current capabilities and developed a multi-phase plan to better handle the vast volume of royalty administration inquiries received daily. Phase one includes hiring a dedicated new customer service team and creating new streamlined processes utilizing the latest technologies. Future phases will include a Customer Relationship Management (CRM) platform, an affiliate self-service portal and a Chat function.

We are also investing to deliver industry-leading transparency to our affiliates. We're in the process of deploying the technologies for our customer service overhaul, and we're upgrading our online services platform, slated to launch by year end, to give our affiliates greater transparency and more detailed insights into their royalties in a more user-friendly format, including performance and payment tracking over time, among other features. As



MICHAEL O'NEILL

PRESIDENT & CHIEF
EXECUTIVE OFFICER

always, data security remained a top priority, and with that in mind, we formed a joint data fraud protection task force with ASCAP to protect and enhance the integrity of information flowing into our respective databases.

Moving forward, we're exploring other promising revenue generating opportunities that would benefit from additional capital and expertise, and we will continue to be thoughtful and strategic about any investment decisions we make. Ultimately, we recognize that our new path forward only works if it benefits our creative community, whose incomparable music is delivered to the public through the diverse businesses BMI licenses. We're very excited for all the potential that comes with operating in a more commercial way. And in keeping with our new business approach, we are changing how we report our financial information. Going forward, our focus will be on communicating this information directly to our affiliates through their quarterly distribution statements that detail performances and royalty payments for the U.S. and abroad, and through our upgraded online services platform that I mentioned above. We will also share financial details with our industry partners in a way that conveys our overall performance and resulting minimal profit margins, while not putting us at a competitive disadvantage within the marketplace.

This year, we also continued to advocate for our affiliates to ensure that they receive fair value for their music across platforms. BMI won a massive victory for our affiliates in March that ends decades of below-market rates in the live concert category. The Court issued a decision in favor of BMI in its rate court dispute with Live Nation, AEG and the North American Concert Promoters Association (NACPA). As a result, BMI affiliates will receive a rate that is 138% higher than the historical rate and will be applied to an expanded revenue base that takes into account the way modern promoters monetize concerts. While Live Nation, AEG and NACPA have unsurprisingly appealed this

decision, BMI will continue to fight on behalf of our affiliates, the creators of the music that drives the live concert industry, to safeguard the value they bring to this sector.

Moreover, BMI prevailed in our motion to prevent the Radio Music Licensing Committee (RMLC) from relying on a mischaracterization of the Music Modernization Act (MMA) to

agreements with ABC and Discovery+, among others. We also entered into renewals with key partners including Spotify, Apple Music, Amazon Music, and Tidal, to name just a few. From the audio/visual standpoint, we also renewed agreements with YouTube, Amazon Video and Masterclass, and launched first-time agreements with apps such as lululemon

“Every distribution we issued in our last fiscal year was higher than the corresponding one from the previous year.”

begin a joint rate court proceeding against BMI and ASCAP before a single judge. The Court concluded that neither the BMI consent decree nor the MMA justified the RMLC's June 2022 joint rate petition against BMI and ASCAP, ordering the RMLC's rate petition against ASCAP to be assigned to another judge and tried separately. As expected, the RMLC has appealed this decision, however, BMI will continue to do what is necessary to protect the essential contributions our affiliates make to the radio industry.

On Capitol Hill, BMI intensified our engagement with policy makers through ongoing dialogue about BMI's role in the music ecosystem and the importance of copyright protection. In particular, the topic of artificial intelligence is front and center for the creative community, with the opportunities and challenges AI presents of great interest and importance to the industry. Conversations about this matter are taking place on the Hill, and BMI has a voice at the table to ensure our affiliates' rights are protected and their musical works valued within the context of AI. Our approach to advocating for our affiliates will be even further enhanced by the investments we are able to make under our new structure.

On the Licensing front, we were pleased to continue our long-held relationships with broadcast and cable networks, renewing

Studio. Further detail is available in our “U.S. Customer Relations & International Society Outreach” section.

All of BMI's efforts are made on behalf of our unrivaled roster of the most groundbreaking creators. BMI affiliates across genres once again experienced extraordinary success this year. Taylor Swift made music history with her 10th album, *Midnights*, breaking records for streaming and sales, becoming the first artist to capture the entire Top 10 on the Hot 100 chart, and landing 10 concurrently charting albums. She also embarked on what would become a cultural phenomenon, The Eras Tour, breaking ticket sales records across the U.S. and around the world. With her re-recorded album, *Speak Now (Taylor's Version)*, Swift became the female artist with the most #1 albums of all time.

Other highlights included Miley Cyrus (with Michael Pollack and Gregory Aldae) breaking streaming records on Spotify with “Flowers,” the fastest song to reach one billion streams. Karol G established herself as the first female artist with an all-Spanish-language record to hit #1 with *Mañana Será Bonito*. Rihanna's performance at the Super Bowl LVII Halftime Show was the most-watched ever with 121 million viewers. Morgan Wallen earned the record for the most songs simultaneously charting on the Hot 100 with 36, while Kirk

SENIOR MANAGEMENT



JOHN COLLETTA
SENIOR VICE PRESIDENT
MANAGING DIRECTOR
INTERNATIONAL



MICHAEL COLLINS
VICE PRESIDENT
GOVERNMENT RELATIONS



SHOUVIK DAS
SENIOR VICE PRESIDENT
DISTRIBUTION, PUBLISHER
RELATIONS & ADMINISTRATION
SERVICES



BRUCE ESORTHY
SENIOR VICE PRESIDENT
FINANCE & ADMINISTRATION,
CHIEF FINANCIAL OFFICER



LIZ FISCHER
SENIOR VICE PRESIDENT
CHIEF COMMUNICATIONS
& MARKETING OFFICER



GLEND A HART
VICE PRESIDENT
SPECIAL PROJECTS



NADA LATTO
SENIOR VICE PRESIDENT
CHIEF HUMAN RESOURCES OFFICER



DAVID LEVIN
SENIOR VICE PRESIDENT
LICENSING



STUART ROSEN
SENIOR VICE PRESIDENT
CHIEF LEGAL OFFICER



JODI SAAL
SENIOR VICE PRESIDENT
CORPORATE PLANNING



ALISON SMITH
EXECUTIVE VICE PRESIDENT
CHIEF DISTRIBUTION & PUBLISHER
RELATIONS OFFICER



MICHAEL STEINBERG
EXECUTIVE VICE PRESIDENT
CHIEF REVENUE &
CREATIVE OFFICER



SANDYE TAYLOR
SENIOR VICE PRESIDENT
CHIEF DIVERSITY, EQUITY &
INCLUSION OFFICER



MIKE WEST
SENIOR VICE PRESIDENT
CHIEF INFORMATION OFFICER

Franklin became the first artist to spend 100 weeks at #1 on the Gospel Songwriters chart.

BMI composers had another banner year at the box office including *Guardians of the Galaxy* (John Murphy), *Transformers: Rise of the Beasts* (Jongnic Bontemps), *The Little Mermaid* (Alan Menken), and a double blockbuster showing for Brian Tyler with the *Super Mario Bros. Movie* and *Fast X*. Major success was also seen on primetime network TV with the CBS *FBI* franchise (Atli Örvarsson), *9-1-1* (Mac Quayle) and *NCIS* (Brian Kirk). Cable and streaming highlights included *House of the Dragon* (Ramin Djawadi), *Ted Lasso* and *Shrinking* (Tom Howe), as well as *Succession* (Nicholas Britell), among many others.

BMI was delighted to welcome nearly 100,000 new affiliates this year, including regional Mexican star Peso Pluma, chart-topping songwriter Chris Jeday, and rising producer Bizarrap, to name just a few. We were also excited to see more than 1,200 affiliates extend their relationships with BMI, such as Babyface, Jongnic Bontemps, Lil Nas X, Megan Thee Stallion, Ozuna, Pink, Mike Post, Alasn Silvestri, Taylor Swift, John Williams, and many others. Since our model change, BMI signed nearly 1,000 affiliates from other societies.

Additionally, BMI bolstered our unique position as an early ally in building music careers. We further strengthened our efforts as a creative partner to our songwriters and composers, providing an array of invaluable career and networking opportunities, from stages and festivals, to song camps, panels, workshops, and beyond. In addition, we offered beneficial exposure through BMI's social media and digital channels, while also securing high-profile promotion through our digital account partnerships, including Amazon Music, Apple Music, TikTok and others. Further detail about these efforts can be found in our "Roster & Repertoire" section. We are excited about how, under our new model, we can be an even stronger force for supporting and growing the careers of all songwriters and composers, including those just beginning their careers.

"BMI further strengthened our efforts as a creative partner to our songwriters and composers, providing invaluable career and networking opportunities, from stages and festivals, to song camps, panels, workshops and beyond."

As BMI's royalty distributions reached new heights, we also continued to enhance our operations to manage the related vast volumes of data. The Company's number of licensed musical works grew to 22.4 million, up 9% over last year. Furthermore, BMI processed 2.61 trillion performances this year, reflecting a 17% increase compared to the year prior. BMI's membership increased by 7%, bringing our new total of creators and copyright owners to 1.4 million.

BMI continued to strengthen our Diversity, Equity & Inclusion (DE&I) work within our Company and our communities. Bringing different perspectives together makes us a stronger team, and we built upon our six successful Employee Resource Groups (ERGs) to add another, all of which are seeing healthy participation. BMI also partnered with multiple external organizations to support our DE&I initiatives, hosted monthly insightful events, and provided team volunteer opportunities to help foster a culture of inclusivity and engagement. On the affiliate front, we curated multiple stages and showcases across the country that reflected the diverse creators we represent across genres.

Internally, we saw multiple well-deserved promotions within the BMI leadership team. John Coletta was elevated to Senior Vice President & Managing Director, International, and Jodi Saal was promoted to Senior Vice President, Corporate Planning. Other executives who received promotions this year include Randy Cinco to Vice President, Business Affairs & Licensing; Revi-Ruth Enriquez-Cohen to Vice President, Legal; Rafael Martinez to Vice President, Strategy & Business Affairs, Creative; and Evan Parness to Vice President, Digital Licensing. We also welcomed BMI's

new Vice President, Creative, Film, TV & Visual Media, Tracy McKnight. Tracy has extensive music and film industry experience on both the creative and business sides, and she is already proving to be a terrific champion for our remarkable composer community.

I would like to take this opportunity to thank the BMI Board of Directors, the Senior Management team, and all of our team members for their exceptional dedication and outstanding work during this dynamic year. As we move forward, BMI is strategically well-positioned to drive growth for our affiliates and foster the ongoing creation of incredible new music. The many efforts that contributed to this historic year reflect BMI's continuous investment in our future, always to the benefit of our creative and business communities.

I invite you to read the Report that follows, which offers an overview of BMI's operations this fiscal year. We have prided ourselves on being a trusted guide and champion for our affiliates for the past eight decades. As we embark on the next 80 years, our commitment to protecting the rights and royalties of our music creators and copyright owners is stronger than ever. That is BMI's legacy and what we'll always stand by.

Sincerely,



ROSTER & REPERTOIRE

BMI's roster of international megastars, iconic legends, chart-topping hitmakers and promising new talent is defining the direction of music and shaping our culture. Throughout the year, BMI affiliates broke boundaries and captivated listeners across genres with ubiquitous releases, electrifying live performances, and moving musical experiences in movies, television, cable, on radio and streaming services, social media apps, video games and beyond. Concurrently, BMI's Creative team championed our affiliates at every stage of their careers, building upon our reputation as a key ally in the industry and our legacy as an unmatched advocate for the value of music. As the Company strengthened our efforts to support our affiliates, we did so through the lens of our new business model to ensure robust growth for our creative community well into the future.

BMI songwriters and composers experienced incredible success this year. Among the many highlights, Taylor Swift embarked on her Eras Tour, which became a cultural phenomenon around the globe and is reportedly on track to be the highest grossing world tour ever.

Swift also made music history with her album, *Midnights*, breaking records for streaming and sales, becoming the first artist to capture the entire Top 10 on the Hot 100 chart, and landing 10 concurrently charting albums. With her re-recorded album, *Speak Now (Taylor's Version)*, Swift became the female artist with the most #1 albums of all time.

Rihanna gave a riveting performance at the Super Bowl LVII Halftime Show, marking the most-watched halftime show performance ever with 121 million viewers. Karol G made history as the first female artist with an all-Spanish-language record to hit #1 with *Mañana Será Bonito*. Miley Cyrus (with Michael Pollack and Gregory Aldae) broke streaming records on Spotify – and then broke them again – with “Flowers,” the fastest song to ever reach one billion streams. Morgan Wallen earned the record for the most songs simultaneously charting on the Hot 100 with 36, while Kirk Franklin became the first artist to spend 100 weeks at #1 on the Gospel Songwriters chart.

Record attendance was seen at concerts, with major tours including Luke Combs, which features a run of international dates in

support of his *Gettin' Old* album; Lady Gaga's all-stadium Chromatica tour; Ed Sheeran's Mathematics world tour; Carrie Underwood's nation-wide Denim & Rhinestones tour; and Janet Jackson's highest grossing tour of all time, Together Again.

Some of the most-performed songs of the year were written by Edgar Barrera, Doja Cat, Luke Combs, Omer Fedi, Hardy, Johnny McDaid, Horacio Palencia, Jeff Pardo, Christopher “YC” Pearson, Ed Sheeran, Tainy, Megan Thee Stallion and CeCe Winans. Outstanding BMI composers such as Terence Blanchard, Nicholas Britell, Ramin Djawadi, Danny Elfman, Ludwig Göransson, Atli Örvarrson and Mike Post scored many of the year's most popular films, television, cable and streaming series.

BMI welcomed many prominent affiliates during the year including Regional Mexican star Peso Pluma, chart-topping hitmaker Chris Jeday, and in-demand producer Bizarrap, to name just a few. Affiliates who renewed their relationships with the Company included Babyface, Edgar Barrera, Ice Spice, Jason Isbell, Jelly Roll, Lil Nas X, Melanie Martinez, Megan Thee Stallion, Barry Manilow, Nas, Ozuna, Charlie

INDUSTRY AWARDS



Dolly Parton celebrates her induction into the Rock & Roll Hall of Fame.



Grupo Firme brings home the Regional Mexican trophy at the Premio Lo Nuestro Awards.



Luke Combs wins Entertainer of the Year at the 2022 CMAs.

Puth, Taylor Swift and Morgan Wallen, as well as composers Jongnic Bontemps, Christopher Lennertz, Mike Post, Alan Silvestri, and John Williams, among others. BMI notably signed nearly 1,000 affiliates from other societies since our model change.

INDUSTRY AWARDS

BMI affiliates garnered numerous prestigious industry accolades this year. At the GRAMMYS, songwriters/producers Ricky Reed and Blake Slatkin took Record of the Year for their work on *About Damn Time*, while multiple top BMI songwriters and producers earned Album of the Year for their contributions to *Harry's House*. Willie Nelson won Best Country Album with *A Beautiful Time* and Christina Aguilera's *Aguilera* took Best Latin Pop Album. Notably, Dave Grohl, Bobby McFerrin, Nile Rodgers, Slick Rick and The Supremes received Lifetime Achievement Awards.

The Emmy Awards saw composer Theodore Shapiro win Outstanding Music Composition for a Series for his work on the hit Apple TV+ show *Severance*. At the Premio Lo Nuestro Awards, multiple trophies went to Regional Mexican

band Grupo Firme and global superstar Shakira took Female Pop Artist of the Year. Karol G earned Artist of the Year, and Ivy Queen was the first female artist to be recognized with the Premio Lo Nuestro Legado Musical al Genero Urbano (Legacy of Urban Music Award) for her groundbreaking contributions to the genre. The Country Music Awards (CMA) was another big night for BMI creators, with Luke Combs taking home the coveted Entertainer of the Year award for the second year running, as well as the CMA for Album of the Year for *Growin' Up*.

Legendary singer/songwriter and BMI Icon Dolly Parton defied musical boundaries with her celebrated induction into the Rock & Roll Hall of Fame. At the Songwriters Hall of Fame Induction and Awards Gala, BMI Icon Gloria Estefan and influential hitmaker Liz Rose were both inducted into the 2023 class, while the legendary Tim Rice received the organization's highest honor, the Johnny Mercer Award.

BMI AWARDS

BMI was thrilled to celebrate our affiliates' success across genres with our annual Awards shows. At the R&B/Hip-Hop Awards, visionary

rapper Busta Rhymes was honored with the BMI Icon Award, while hitmakers Megan Thee Stallion and Christopher "YC" Pearson both took Songwriter of the Year and award-winning producer Dernst "D'Mile" Emile II was named Producer of the Year. At our Troubadour Awards in September, revered singer/songwriter Lucinda Williams was honored for her enduring impact on the songwriting community and excellence at her craft.

At BMI's London Awards, Ellie Goulding, the record-holder for the most entries by a British female vocalist this century on the Hot 100, received the BMI President's Award. Global breakout star Tems was honored with BMI's Impact Award for her trailblazing artistry and creative vision. BMI's Country Awards saw superstar Toby Keith honored as a BMI Icon for his extraordinary career and tireless humanitarian efforts, while Hardy was named Songwriter of the Year.

BMI's Latin Awards honored Ana Bárbara with the BMI Icon Award, recognizing her three-decade career and influence on generations of Latin songwriters. The first BMI Latin Impact Award was presented to songwriter/producer

BMI AWARDS



BMI Icon Busta Rhymes at the 2022 BMI R&B/Hip-Hop Awards.



BMI President's Award honoree, Ellie Goulding, and BMI Impact Award winner, Tems, pose together at the 2022 BMI London Awards.



Honoree Ana Bárbara, winner of the BMI Icon Award, attends the 2023 Latin Awards.

BMI AWARDS



Carrie Underwood and BMI Icon Toby Keith at the 2022 BMI Country Awards.



BMI Champion Award honoree, Khalid, smiles during the 2023 BMI Pop Awards.



BMI Icon Christopher Lennertz attends the 2023 BMI Film, TV and Visual Media Awards.

Edgar Barrera, highlighting his contributions to Contemporary Latin and Regional Mexican music. At our Trailblazers of Gospel Music Awards, BMI recognized Gospel luminaries Tamela and David Mann as well as Dr. Bobby Jones. The Manns were honored for their stellar success as songwriters, artists and actors, and Dr. Jones was celebrated for his impactful career and mentorship of the next generation of Gospel artists.

At our Pop Awards, platinum-artist and songwriter Khalid was recognized with the BMI Champion Award for his transformative musical contributions and philanthropic work supporting music education. With six of the most-performed songs of the previous year, Doja Cat was named BMI's Pop Songwriter of the Year. In addition, BMI saluted the top composers of the year at our Film, TV & Visual Media Awards, presenting the BMI Icon accolade to lauded composer Christopher Lennertz for his exceptional work across blockbuster movies, television series and video games.

At BMI's Christian Awards, we recognized Dottie Leonard Miller with the first BMI Spotlight Award for this genre. Miller was celebrated for her groundbreaking role as the CEO and founder of Daywind Music Group and New Day Christian Distributors, one of the first female-owned and operated music companies. Moreover, the BMI Board of Directors honored iconic singer/songwriter John Fogerty at the 73rd Annual BMI/NAB Dinner in Las Vegas, celebrating his extraordinary influence on music over his illustrious five-decade career.

FILM, TV, & VISUAL MEDIA HIGHLIGHTS

BMI composers had another landmark year at the box office including *Guardians of the Galaxy* (John Murphy), *Transformers: Rise of the Beasts* (Jongnic Bontemps), *The Little Mermaid* (Alan Menken), and a double blockbuster showing for Brian Tyler with the *Super Mario Bros Movie* and *Fast X*. BMI continued to dominate in primetime network TV with CBS' *FBI* franchise (Atli Örvarsson), *9-1-1* (Mac Quayle), *East New York* (Pierre Charles) and *NCIS* (Brian Kirk). Cable and streaming highlights included *Yellowstone* (Brian Tyler), *House of the Dragon* (Ramin Djawadi), *Mayan's M.C.* (David Wingo), *Ted Lasso* and *Shrinking* (Tom Howe), *Succession* (Nicholas Britell), *The Last of Us* (Gustavo Santaolalla), and the work of breakout talent Ariel Marx on *Candy* and *A Small Light*.

Among the many accolades for BMI composers this year, Stephanie Economou won the first GRAMMY for Best Score for Video Games from *Assassin's Creed Valhalla*, while Gareth Coker won the Ivor Award for Best Video Game Score for *Mario + Rabbids Sparks of Hope*. The Academy Awards nominated John Williams for *The Fabelmans*; Son Lux for *Everything Everywhere All At Once*; and in the song category, Lady Gaga and BloodPop for "Hold My Hand" from *Top Gun: Maverick*; Ryan Lott and David Byrne for "This Is a Life" from *Everything Everywhere All At Once*; and Ludwig Göransson and Tems for "Lift Me Up" from *Black Panther: Wakanda Forever*. The Golden Globes also nominated John Williams, Ludwig Göransson and Tems, along with Lady Gaga and Bloodpop, for the same projects, as well as Hildur

Guðnadóttir's *Women Talking* and Alexander Desplat's *Guillermo del Toro's Pinocchio*. Globally, the World Soundtrack Awards named Nicholas Britell Television Composer of the Year for *Succession*, Season 3.

CAREER SUPPORT & OPPORTUNITIES

Support for new music is deeply ingrained in BMI's history and continues to be a top priority for us today. Throughout the year, BMI's Creative team showcased their dedication and passion for developing our affiliates' careers through a number of dynamic programs and opportunities. As fans flocked to music festivals, BMI featured our songwriters on key stages across the country, offering them prime exposure to new audiences and industry decision-makers. From Lollapalooza to SXSW, Austin City Limits, the Key West Songwriters Festival and more, BMI built on our history of providing a valuable platform for new music discovery. In Nashville, BMI continued our Rooftop on the Row series, giving industry tastemakers an exclusive look at some of BMI's most promising talent, as well as BMI Presents at the Bluebird Café, offering a diverse lineup of emerging singer/songwriters a coveted platform to showcase their talents.

BMI also continued our tradition of facilitating workshops that offer the next generation of music creators the opportunity to learn from masters of their crafts. BMI's Lehman Engel Musical Theatre Workshop, the preeminent training program for new musical theatre writers, hosted multiple writers at productive sessions. The BMI Jazz Composers Workshop premiered eight new compositions developed in the workshop at the 34th Annual Summer Showcase Concert in New York City. Award-winning composer Ludwig Göransson, noted for his work on the blockbuster *Black Panther* films, moderated BMI's annual Composer Roundtable, "Music & Film: The Creative Process" at the 2023 Sundance Film Festival. BMI also returned to the Tribeca Film Festival Music Lounge with two insightful panels, led respectively by songwriter/producer Ali Dee

FESTIVAL & EVENT STAGES



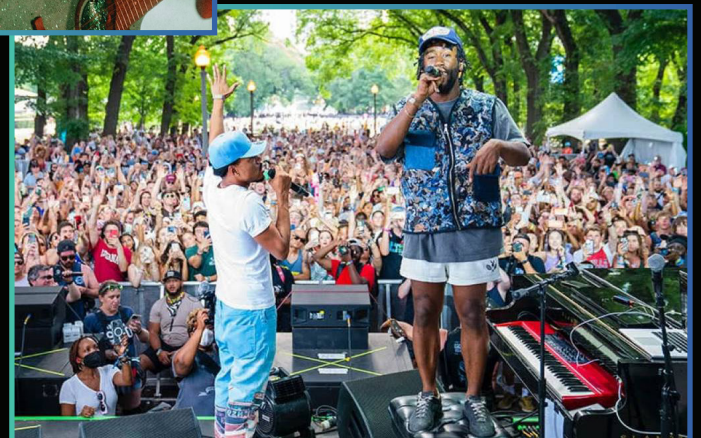
Urban Heat poses in the BMI Lounge after their set at Austin City Limits, October 2022.



Priscilla Block finishes a dazzling performance at BMI's Rooftop on the Row.



Hayley Warner performs at the BMI Brunch at Geraldine's in Hotel Van Zandt during SXSW 2023.



Peter CottonTale brings out special guest Chance the Rapper during his set at the BMI Stage at Lollapalooza.

14

ROSTER & REPERTOIRE

and composer Jongnic Bontemps. Moreover, the third Anti Social Camp, the world's largest songwriting camp, took place in June in locations across New York City, hosting more than 150 songwriters, artists and producers. This year, the Anti Social Camp presented "The BMI Sessions" where multiple BMI affiliates collaborated with the goal of generating new hit songs for the artists in attendance.

In partnership with Beasley Media Group and Xperi's HD Radio Technology, BMI launched the third season of our How I Wrote That Song virtual series. This six-part series gave viewers an insider's look into the creative process of writing and the stories behind some of their favorite songs. Affiliates who took part included Florida Georgia Line's Tyler Hubbard, Heart's Ann Wilson, and country legend Clint Black, among others. Additionally, BMI partnered with TikTok to present our first TikTok Masterclass exclusively for BMI songwriters. This online workshop offered attendees tips, insights and best practices to build their presence and promote their music on the viral platform.

INDUSTRY TRENDS

TikTok continued to be an increasingly powerful platform for music discovery, with several throwback songs introduced to new audiences. For instance, this year "I'm Good (Blue)" became a hit for Bebe Rexha and David Guetta. First played at Ultra Music Festival in 2017, the song went unreleased until a snippet went viral on TikTok, which led to Rexha and Guetta finishing the song and releasing it. The song samples the 1998 song "Blue (Da Ba Dee)" and hit #1 on multiple charts. It was also nominated for a GRAMMY, certified platinum, and was included on Rexha's 2023 album, *Bebe*, demonstrating how TikTok can propel songs to new heights of success.

One of the biggest TikTok trends this year was sped-up songs — the hashtag #spedupsounds yielded 18 billion views and counting — leading artists and labels to release remixes of their tracks. An unofficial sped-up remix of SZA's hit "Kill Bill" was so popular that the artist released her own sped-up version of the song. "Bloody Mary," a 2011 deep cut by Lady Gaga that didn't chart at the time, made the Hot 100 in January 2023 after millions of TikTok users recreated a dance from the hit Netflix show *Wednesday* using a sped-up version of the track. Sped-up remixes are also highly popular on streaming platforms like Apple Music and Spotify, which have dedicated playlists for remixes, as well as on SiriusXM's TikTok Radio station.

We partnered with TikTok to present our first TikTok Masterclass exclusively for BMI songwriters

BMI had over 700,000 aggregate views on award show social media posts and increased engagement by 30%

69 BMI songwriters featured on Instagram Stories Takeovers with 300,000 total views

BMI continued to leverage our digital platforms to promote our affiliates and their music. Across our social media channels, we saw increased engagement and steady growth, with YouTube and Instagram in the lead. New efforts this year included incorporating motion graphics on our platforms and utilizing Instagram Reels to give followers a glimpse inside our Award shows. As a result, we garnered over 700,000 aggregate views on award show social posts and increased engagement by over 30%. Notably, social media activations for BMI's Latin Awards accrued nearly 600,000 views.

We also harnessed the popularity of our affiliates' channels and followers this year, featuring 69 BMI songwriters for Instagram Stories Takeovers and amassing 300,000 total views. In addition, BMI produced various virtual video series that spotlighted new talent while helping to drive views and subscribers



for our YouTube account. For instance, BMI’s “Know Them Now” series, an extension of our “Know Them Now” live music experience, featured 30 emerging BMI songwriters. In the coming year, we plan to launch BMI’s TikTok channel, which will be another engaging way to generate attention for our affiliates.

BMI was honored to celebrate the 50th anniversary of Al Green’s iconic albums, *Let’s Stay Together* and *I’m Still In Love With You*, by sitting down with the soul legend for an exclusive interview. The memorable conversation took place at Royal Studios in Memphis where the projects were recorded, and content was shared on BMI’s website and YouTube channel, where the interview and subsequent assets received nearly 75,000 views. Al Green shared the videos on his social media platforms as a BMI collaborator, greatly expanding our reach and audience.

SPONSORSHIPS & PARTNERSHIPS

BMI’s Partnership & Events team had a very active year, in collaboration with the Creative team, identifying new partners and strengthening relationships to increase our affiliates’ presence at festivals and events. This year, BMI announced a long-term partnership with Nashville-based Studio Bank, which will serve as the Company’s new #1 Party sponsor. Among our many #1 Parties this year, a standout celebrated Jelly Roll’s first country radio #1, “Son of a Sinner.”

BMI’s action-packed schedule at SXSW 2023 gave affiliates the opportunity to perform on various stages at this renowned tastemaker event. In total, 36 emerging artists performed at BMI-produced events throughout the festival, a record high for the Company. With the support of our sponsors — YETI, Still Austin Whiskey Co., STEM, ONErpm, Topo Chico, Liquid Death, The MLC, Marfanista Tequila, Bird Dog Whiskey, White Claw, and Austin Music Movement — we enhanced the overall experience for both artists and attendees. The Company also launched new BMI Lounge partnerships with Shure, Liquid Death and Dunkin’ at ACL and Lollapalooza.

During the Key West Songwriters Festival, BMI, in collaboration with Rams Head Presents and the Florida Keys Tourist Development Council, took the lead in organizing over 200 performances across 50 venues for BMI songwriters over five days. The event received further support from sponsors Delta Airlines, HD Radio, Texas Roadhouse and the Texas Heritage Songwriters Association. During the CMA Festival, BMI showcased 19 emerging country artists at the Ryman and BMI Block Party, a free, three-day event in downtown Nashville, presented by RTIC with additional support from Mid-South Ford Dealers, New Belgium Brewing Company, ONErpm, Twisted Tea, ZYN and 103.3 Country.

BMI’s longtime partner Diageo supported the Troubadour Awards, our Country Dinner and also served as presenting sponsor for our Rooftop on the Row series, with additional supporters ONErpm, Cumulus 103.3 Country, Daou Vineyards, Liquid Death, Texas Roadhouse, Topo Chico, White Claw, and Studio Bank. As always, thank you to all of our sponsors and partners for their support this year.



The Nashville music community celebrated the success of “Son of a Sinner,” the first #1 hit from Nashville native, Jelly Roll.

INTERNATIONAL

The BMI repertoire once again demonstrated its worldwide strength and appeal, generating massive performances around the globe. Some of the most-performed songs internationally included “Antihero,” “Flowers,” “Snap,” “Hold My Hand,” and “Forget Me,” written by top hitmakers including Taylor Swift, Jack Antonoff, Miley Cyrus, Rosa Lynn, Lady Gaga and Michael Pollack. Other chart-topping songs overseas included “Sunroof,” “As It Was,” “Break My Soul” and “Players,” to name just a few.

At the foreign box office, BMI composers created music for films that captured audiences, including the *Super Mario Bros. Movie* and *Fast X* (Brian Tyler), *Guardians of the Galaxy Vol. 3* (John Murphy), *Black Panther: Wakanda Forever* (Ludwig Göransson), *Transformers: Rise of the Beasts* (Jongnic Bontemps), *The Little Mermaid* (Alan Menken) and *John Wick: Chapter 4* (Tyler Bates), among many others.

BMI’s unrivaled family of affiliates once again captured the world’s attention and highlighted the fact that the music industry is built upon the foundation of songwriting and composing.



Ben Chapman performs during the 2023 Key West Songwriters Festival.

U.S. CUSTOMER RELATIONS & INTERNATIONAL SOCIETY OUTREACH

BMI continued to ensure our creators and copyright owners were compensated for the public use of their music across the diverse businesses BMI licenses, from broadcasting to streaming, bars and restaurants, live concerts, and far beyond. This year, we strengthened trusted partnerships, educated the marketplace about the ever-growing value of a BMI license, and emphasized the importance of copyright protection both in the U.S. and abroad.

The Company was pleased to continue our long-held relationships with broadcast and cable networks, renewing agreements with Discovery+ and ABC Television Network, among others. With music fans spending more time than ever on digital music services, BMI renewed agreements with key partners including Spotify, Apple Music, Amazon Music, TIDAL, Napster, Audiomack and Feed.fm. On the audio-visual side, BMI renewed agreements with YouTube, Amazon Prime Video and MasterClass, and launched first-time agreements with Vizio and fitness app lululemon Studio.

The free, ad-supported television service (FAST) market is rapidly accelerating as consumers are cord-cutting faster than anticipated and accessibility to connected TVs (CTVs) improves. As such, BMI introduced a new agreement for FASTs, aiming to optimize revenue-generating opportunities in this maturing market. This year also saw our first agreements with Roblox's gaming platform Hybe and Live Nation's streaming concert platform Veeps, as well as Pinterest's "Idea Pins," which enable users to integrate music into short-form video posts.

ASSOCIATION PARTNERSHIPS

The Company held more than 60 events this year connecting BMI songwriters with associations, reinforcing our ongoing relationships with partners across markets. BMI teamed up with iHeartMedia Fort Myers on Songwriters for Southwest Florida, a benefit concert for hospitality workers affected by Hurricane Ian, featuring performances by BMI's Maggie Rose, Paul McDonald, Brooke Eden, and Kristian Bush of Sugarland. Meanwhile, BMI affiliate Shane Profitt brought his signature style of country music to this year's Florida Association of Broadcasters Annual Conference. Legendary BMI songwriter and Rock & Roll Hall of Famer Roger McGuinn spoke at the Radio Advertising Bureau Winter Board Meeting in Orlando. McGuinn shared stories about his illustrious career, including writing some of classic rock's most iconic songs with the Byrds.

BMI band Almost Monday performed at the National Restaurant Association Winter Board Meeting, while BMI Icon John Oates was a special guest at the Restaurant Association of Maryland's Annual Awards Gala, talking about his impressive career with Hall & Oates. Air Supply's Graham Russell appeared at the Council of State Restaurant Associations Government Affairs Conference, and BMI singer/songwriter Robinson Treacher entertained a crowd of hotel owners and operators at the Illinois Hotel & Lodging Association's yearly hospitality

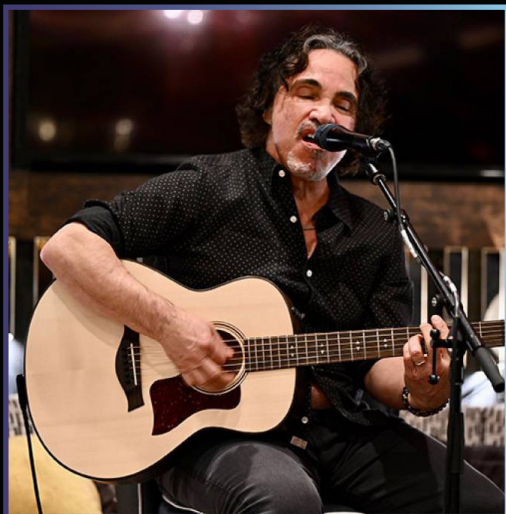


BMI joins the American Hotel & Lodging Association Foundation for an Inclusive Leadership Workshop.



BMI band Almost Monday performing at the National Restaurant Association Winter Board Meeting.

U.S. CUSTOMER RELATIONS & INTERNATIONAL SOCIETY OUTREACH



Rock & Roll Hall of Famer John Oates performing at the 2023 RAM Awards Gala VIP Party.



BMI Presents "El Camp: Los Compositoras Edition" with Amazon and Erika Vidrio



Air Supply's Graham Russell sharing his stories and songs at the CSRA Government Affairs Conference in Salt Lake City.

gala. BMI also partnered with the American Hotel & Lodging Association (AH&LA) Foundation in Nashville to kick off its second annual Executive Leadership Academy, focusing on inclusive leadership, where attendees enjoyed a captivating songwriters-in-the-round performance and engaged in an important discussion about diversity, equity and inclusion within the Nashville music industry.

Notably, this year BMI commissioned a study with the National Research Group (NRG) that confirmed music positively impacts the way consumers interact with local eating and drinking establishments. According to the findings, bars and restaurants that feature live music have customers who eat, drink and spend more when listening to music they enjoy, resulting in higher revenues for many business owners. In fact, nearly 80% said they would stay longer if good music was playing, with close to 60% stating that they would buy more food and drinks to continue listening to music that they enjoy. That stat is even higher for Millennials at 70%. The survey was very well received in the industry, with 36 state associations sharing the results in their newsletters.

DIGITAL ACCOUNT PARTNERSHIPS

BMI's Digital Licensing and Creative teams collaborated on multiple initiatives that benefited both our affiliates and our licensees. Last summer, BMI partnered with Twitch on its incubator program for music creators called The Collective. BMI songwriters were invited to join curated co-ops to learn livestreaming techniques and ways to grow their fanbase, with support from Twitch and its partners. In Los Angeles, Amazon Music supported BMI's all-female regional Mexican songwriting

camp, "El Camp," and featured content from the event in its Hispanic Heritage Month campaign. Additionally, BMI secured a campaign for BMI singer/songwriter Erika Vidrio, the most-recorded female artist in the regional Mexican genre, on Amazon Music's "Amazon Originals."

In addition, BMI collaborated with Apple Music to secure playlists for affiliates including Dean Dillon, Chris Bell, and Nija Charles, highlighting their creative work and introducing their catalogs to a wider range of listeners. As noted earlier, BMI also partnered with TikTok on a well-attended masterclass exclusively for BMI songwriters, offering best practices and insights for our affiliates to promote their music on the popular video-sharing platform.

INTERNATIONAL SOCIETY OUTREACH

Throughout the year, BMI worked closely together with our international sister societies to ensure songwriters, composers and publishers were compensated whenever and wherever their music was performed. BMI attended several CISAC meetings with societies around the world, including the Business and Technical Committee meeting in Milan and the European Committee meeting in Prague, at which artificial intelligence and its potential impact on copyright was a key topic. The Company also met with SACEM in Paris and OSA in Prague, while legendary television composer Mike Post visited JASRAC in Japan.

We look forward to continuing to work together with our partners both domestically and overseas, identifying opportunities for growth, and above all, safeguarding the value of songwriting and composing.

PROTECTING THE FUTURE OF MUSIC

BMI successfully advocated on behalf of our affiliates throughout the year to safeguard their rights and royalties in both the legal and legislative landscapes. Notably, BMI prevailed in our rate court dispute with AEG, Live Nation and the North American Concert Promoters Association (NACPA), securing a massive victory for our creative community and ending decades of below-market rates in the live concert industry. In addition, the Company won a favorable ruling against the Radio Music Licensing Committee's (RMLC) attempted BMI and ASCAP joint rate court proceeding. On Capitol Hill, we intensified our efforts to engage lawmakers through ongoing dialogue about BMI's role in the industry and pressing copyright issues faced by creators. Through BMI's tireless legal and legislative efforts, we continue to lead the charge in protecting the profession of songwriting.

RATE COURT ACTIONS

In March 2023, BMI won a monumental victory for our affiliates when Judge Louis L. Stanton of the Southern District of New York ruled in favor of BMI in a rate court dispute with AEG, Live Nation and the North American Concert Promoters Association (NACPA). As a result, BMI affiliates will receive a rate that is 138% higher than the historical rate, reflecting the importance of music in the live concert experience. Notably, Judge Stanton ruled that this new rate will be applied to an expanded revenue base, taking into account the way modern promoters monetize concerts. This includes tickets sold directly onto the



secondary market, servicing fees received by the promoters and revenues from box suites and VIP packages.

This ruling will have a significant and long-term positive impact on the royalties our affiliates receive for the live concert category. We are pleased that the Court agreed with BMI's position that the music created by songwriters and composers is the backbone of the live concert industry and should be valued accordingly. As expected, Live Nation, AEG and NACPA filed a notice to appeal the Court's decision, however, BMI will continue to fight on behalf of our affiliates, no matter how long it takes, to ensure they receive fair value for their creative work.

On the radio front, BMI prevailed in its motion to prevent the RMLC from relying on a mischaracterization of the Music Modernization Act (MMA) to commence a joint rate court proceeding against BMI and ASCAP before a single Judge. In May, Judge Stanton, who is responsible for the interpretation of BMI's Consent Decree, concluded that neither the BMI Consent Decree nor the Music Modernization Act (MMA) justified the RMLC's June 2022 joint rate petition against BMI and ASCAP. As such, Judge Stanton ordered the RMLC's rate petition against ASCAP to be assigned to another Judge and tried separately. Subsequently, the RMLC appealed the decision, signaling their continued intent to deny fair compensation for songwriters. In response, BMI will continue to do what is necessary to protect the essential contributions our affiliates make to the radio industry.

“BMI won a monumental victory for our creative community that ended decades of below-market rates in the live concert industry.”

COPYRIGHT ROYALTY BOARD UPDATE

In December 2022, the Copyright Royalty Board approved a settlement known as Phonorecords IV or CRB IV that raises mechanical streaming rates in increments from 15.1% in 2023 to 15.35% in 2027. The settlement reinforces the recognized and ongoing growth in value generated by songwriters', composers' and publishers' contributions to digital service providers.

LEGISLATIVE UPDATE

The Company maintained our strong presence on Capitol Hill this year, engaging with policymakers on BMI's role in the music ecosystem and ensuring our affiliates' voices are heard on issues that matter most to them.

One issue that is currently front and center on the Hill and for the creative community is artificial intelligence. BMI has been, and will continue to be, engaged on this topic to ensure our songwriters', composers' and publishers' rights are protected and their works are valued as the use of AI in the music industry evolves.

It's been five years since the historic Orrin G. Hatch-Bob Goodlatte Music Modernization Act (MMA) was signed into law, marking the most

meaningful music licensing reform in decades. This June, the House Judiciary Subcommittee on Courts, Intellectual Property, and

“On Capitol Hill, BMI engaged with policymakers to ensure our affiliates' voices are heard on issues that matter most to them.”

the Internet held a hearing in Nashville, “Five Years Later – The Music Modernization Act,” to examine its impact. The focus of the hearing was on the system created under the MMA to administer blanket mechanical licenses and collect and distribute mechanical licensing royalties, as well as whether the law is working as intended. BMI and ASCAP submitted a joint letter for the hearing record reinforcing both PROs' efforts to provide the most efficient and effective music marketplace, as well as our commitment to data transparency.

This year, BMI endorsed The Restoring Artistic Protection Act, also known as The RAP Act, introduced in July 2022 by Representative Hank Johnson (D-GA), who sits on the House Judiciary Committee and is Chairman of the House Intellectual Property Subcommittee. The bill would restrict the use of any form of artistic or creative expression, such as music lyrics, from being used as evidence in trials. While the RAP Act failed to gain momentum in 2022, Johnson reintroduced the bill with Representative Jamaal Bowman (D-NY) in April 2023.

In February 2023, Congresswoman Linda T. Sánchez (D-CA) and Congressman Ron Estes (R-KS) introduced the bipartisan Help Independent Tracks Succeed (HITS) Act, which would allow independent music creators to deduct 100 percent of recording production expenses in the year they are incurred, rather than in later years. Available to musicians, technicians, songwriters and producers, the bill aims to help level the playing field for these creators. BMI supports the HITS Act and is working with others in the music community to get it passed.

Through our legal triumphs to our efforts in Washington, DC, BMI will remain on the front lines to safeguard the rights and future of music creators and copyright owners.

DISTRIBUTION & ADMINISTRATION

The goal of our new business model is to continue to grow and deliver the highest royalty distributions to our affiliates, as has been the case each year under O'Neill's leadership, and to provide the best quality service to our songwriters, composers and publishers. Every distribution we issued in our last fiscal year was higher than the corresponding one from the previous year. Our first distribution under our new business model in February was our largest ever, up 6% over the previous year, only to be surpassed by our May distribution which grew 15% over the corresponding quarter last year. Looking ahead, we expect the next two distributions for the remaining calendar year 2023 to follow this trend. We distributed significant retroactive payments this year, for performances on Amazon as one example, along with new distributions from overseas streaming sources, all highlighting the dominance of the global digital landscape.

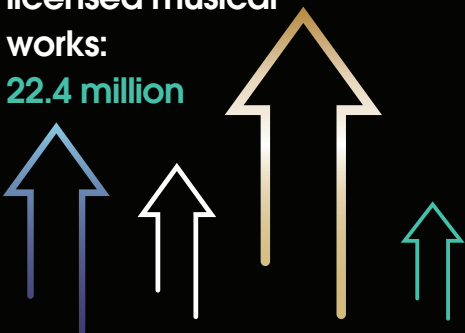
Total new number of affiliates:

1.4 million

2.61 trillion performances processed

Total new number of licensed musical works:

22.4 million



The Company also made considerable progress in streamlining and improving our service to our affiliates this year. We consolidated BMI's annual and previously stand-alone Live Orchestra distribution into our August 2022 distribution, which will now be regularly included in our annual August distribution. Moreover, we extended our accrual policy to 12 quarters, meaning that affiliates' royalties will have three years rather than one year to accrue. This allows more songwriters, composers and publishers to reach the threshold and results in more affiliates receiving royalty payments. BMI also introduced related Accrual Reports, available in affiliates' Online Services Accounts, providing greater transparency into their earnings.

We also placed a strong focus on developing a comprehensive new initiative to modernize and enhance the customer service experience for our affiliates. The new project will roll out in multiple phases and includes the creation of a dedicated customer service team based in our Nashville office and the implementation of new processes and technologies to more effectively manage the high volume of royalty administration inquiries the Company receives daily. BMI worked with a customer experience transformation consultancy to help define and build this new strategy, and this agency will serve as an advisor during the project's start-up period. Phase One includes hiring the new customer service team, creating new streamlined and centralized processes, and implementing a new telephony platform. Later phases will include the establishment of a Customer Relationship Management (CRM) platform, the building of an affiliate self-service portal, and deploying a Chat function to better handle incoming calls and questions. By using the latest customer service technologies and strategies, BMI will be in a much stronger position to respond in the fastest and most effective way possible to the evolving needs of our creative community.

During the year, BMI processed vast quantities of data with 2.61 trillion performances, up 17% over last year. BMI's licensed repertoire grew to 22.4 million works this year, a 9% increase over the prior year, while our total number of affiliates grew by 7% to 1.4 million.

As the world faces an increasing prevalence of data fraud attempts, BMI forged a joint task force with ASCAP to address suspicious registrations associated with musical works across the collective management ecosystem. This important effort builds on our successful Songview collaboration and proactively brings our expertise together to protect and enhance the integrity of data in the music industry. Additional information about this initiative is available in the "Technology" section of this report.

Other key projects for the year included ongoing work and improvements to Songview, the repertoire reconciliation engine launched and maintained in collaboration with ASCAP. Expanding on last year's efforts, we are continuing to improve data quality and utilizing machine coding to sort data elements on a more automated basis. Ensuring copyright data is authoritative, transparent and accessible to our partners is an ongoing priority for BMI.

Moving forward, BMI will continue to enhance our service to our affiliates, capture the value their music contributes worldwide, and deliver it back to them in the most accurate, effective and efficient way possible.

DIVERSITY, EQUITY & INCLUSION

BMI significantly expanded our diversity, equity, and inclusion (DE&I) efforts this year, deepening our commitment to fostering an inclusive workplace and driving positive change in our communities. Our DE&I team conducted a robust series of internal events to recognize heritage and awareness months, educated team members about different perspectives and experiences, and encouraged informative, engaging discussions. BMI also partnered with multiple external organizations to support our DE&I efforts internally and within our communities.

This year, we established a new partnership with the innovative microlearning platform Blue Ocean Brain, which delivers bite-sized content to team members that guides them towards DE&I awareness and action. We also partnered with Goodera, allowing us to host successful virtual volunteering opportunities. In addition, we continued our key partnership with the Calm app, providing team members a free subscription to access beneficial wellness resources.

The Company was also pleased to refresh our BMI Volunteers Program, updating our Volunteer Time Off (VTO) Program policy and our philanthropic pillars. As one example of participation, in June 2023, 20 Nashville team members volunteered at the National Museum of African American Music's Juneteenth celebration. BMI looks forward to hosting a company-wide VTO day this fall.

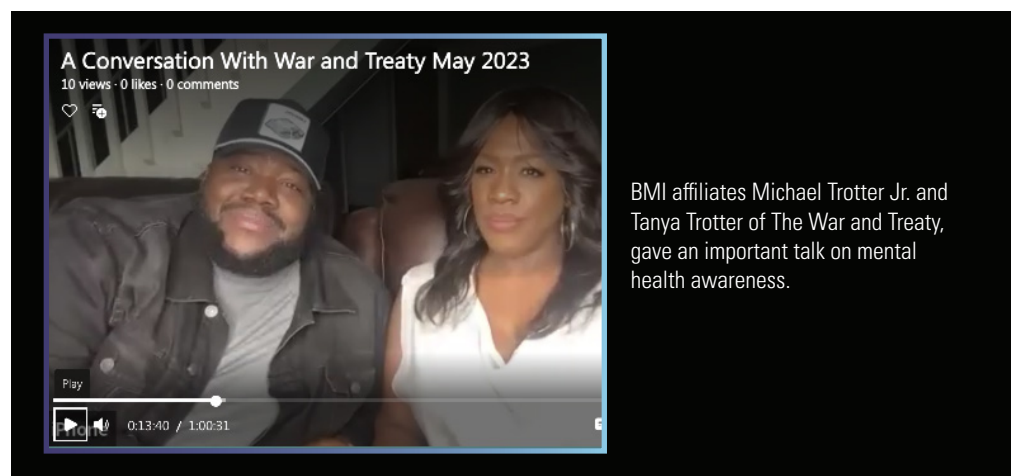
After the successful launch of our six Employee Resource Groups (ERGs) in January 2022 — BMI Family, Women @ BMI, BMI Pride, BMI Mosaic: AAPI Network, BMI Mosaic: Black Network, and BMI Mosaic: Hispanics & Latinos Network — we launched a new ERG, BMI LEAD or “Leading with Education and Awareness of Disabilities.” Our DE&I team and ERGs organized many enlightening and inspiring events throughout the year. In recognition of Women's History Month, the DE&I team led a conversation with Holocaust survivor Eva

Wiener, who shared her poignant story. For AAPI Heritage Month, our AAPI Network ERG welcomed Filipino-English singer/songwriter beabadoobee, who reflected upon her career, including recent tour dates with Taylor Swift, and shared what being part of the AAPI community means to her. In May, for Mental Health Awareness Month, affiliates Michael and Tanya Trotter, also known as The War and Treaty, joined us for a fireside chat and candidly spoke about their mental health journey. These are just a few examples of the Company's DE&I events, which remain very popular with team members. To build on this momentum, BMI launched an ERG Buddy Program to cultivate connections among members of different ERGs.

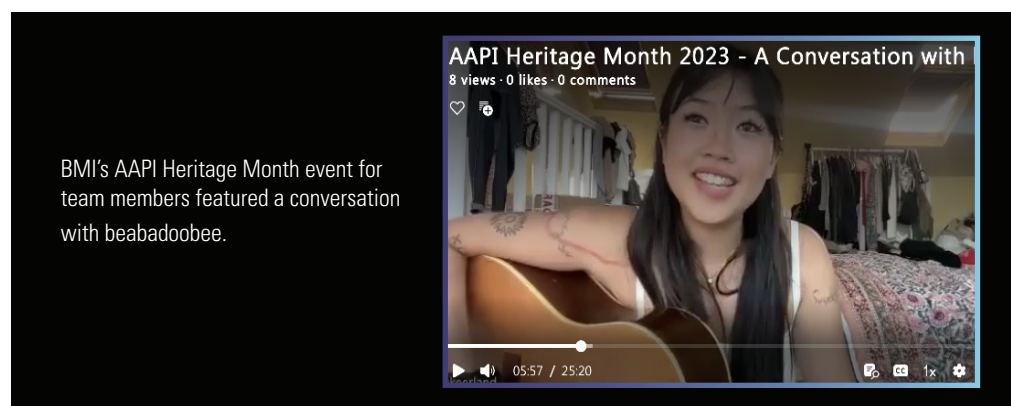
In the marketplace, BMI sponsored the Love Rising benefit concert for the Tennessee

Equality Project in partnership with Out Leadership and The Ally Coalition. The March 2023 concert featured performances from affiliates such as Sheryl Crow, Maren Morris and Jason Isbell and was streamed worldwide, amplifying BMI's DE&I commitment to a global audience. Later that month, BMI's Chief DE&I Officer, Sandye Taylor, magnified BMI's DE&I efforts in a conversation about continued support for inclusion and mental health in the industry on the popular Music Biz podcast. Taylor was also honored at Moves Magazine's Diversity Awards in New York City in May 2023 for her outstanding DE&I leadership.

Moving ahead, BMI is excited to continue our DE&I journey, allowing us to build awareness, become more adaptable and grow stronger together as a company.



BMI affiliates Michael Trotter Jr. and Tanya Trotter of The War and Treaty, gave an important talk on mental health awareness.



BMI's AAPI Heritage Month event for team members featured a conversation with beabadoobee.

TECHNOLOGY



Optimizing BMI's technology systems is one of the biggest ways we are reinvesting back into our company under our new business model. We made great strides this year in improving core services while introducing new capabilities to better serve the evolving needs of our affiliates and licensees. Cybersecurity always tops our focus list, and BMI once again invested in leading systems to protect our affiliates' sensitive information.

BMI's Technology team undertook a comprehensive project this year to significantly upgrade our Online Services platform and created a new statement analytics portal to give our affiliates greater and more detailed insights into their royalties in a more user-friendly format that includes performance and payment tracking over time, among other features. We plan to launch the new platform by year end and will continue to invest in, improve upon and add new functionality to this module over time.

Another key concentration this year was the cross-departmental effort to develop our new comprehensive customer service initiative, as previously noted. The goal of this project is to modernize and enhance the customer service experience to better serve our songwriters,

composers and publishers and address their royalty administration inquiries. To do so, we implemented new processes and integrated the latest customer service technologies. The year saw a great deal of preparation for this launch, as BMI worked together with a customer experience transformation consultancy to help define and build our new strategy. Several months were spent conducting an in-depth analysis of BMI's current systems and capabilities and designing a plan for future growth. We're excited to take on this new initiative that will accommodate the ever-growing volume of affiliates who require BMI's assistance on a daily basis.

We also modernized our technology stacks to enable our systems and platforms to be faster, more flexible and more scalable. BMI's Technology team also rebuilt and have put into production our new audio/visual ID system, which is an extension of our enterprise ID system. Moreover, we completed a BMI.com site architecture upgrade, which enhances performance and user experience, and are in the process of upgrading our content management system (CMS).

As noted, BMI and ASCAP joined forces on a data fraud task force to address suspicious registrations associated with musical works

across the global collective management ecosystem. The task force is working to mitigate and prevent fraud or erroneous activities, while focusing on protecting data integrity within the volumes of registration requests and protocols around identity verification and validation, among other areas. This effort builds on our successful collaboration on Songview, an ongoing project that also remained a strong area of focus this year.

Notably, we began a core technology system transformation, which will be a multi-year project that involves replacing legacy back-office platforms with a new modern technology stack. To achieve this digital technology acceleration initiative, we are also working with outside vendors, which allows BMI to leverage our resources for other key in-house build needs, many of which were described above.

Innovation defines BMI's past and future. We are committed to implementing technology solutions to strengthen our company and align with exciting new opportunities, all to the benefit of the creative and business communities we are entrusted to serve.

PRESIDENT & CHIEF EXECUTIVE OFFICER

MICHAEL O'NEILL

EXECUTIVE VICE PRESIDENTS

ALISON SMITH
CHIEF DISTRIBUTION & PUBLISHER
RELATIONS OFFICER

MICHAEL STEINBERG
CHIEF REVENUE & CREATIVE OFFICER

SENIOR VICE PRESIDENTS

JOHN COLETTA
MANAGING DIRECTOR, INTERNATIONAL

LIZ FISCHER
CHIEF COMMUNICATIONS
& MARKETING OFFICER

STUART ROSEN
CHIEF LEGAL OFFICER

SANDYE TAYLOR
CHIEF DIVERSITY, EQUITY & INCLUSION
OFFICER

SHOUVIK DAS
DISTRIBUTION, PUBLISHER RELATIONS &
ADMINISTRATION SERVICES

NADA LATTO
CHIEF HUMAN RESOURCES OFFICER

JODI SAAL
CORPORATE PLANNING

MIKE WEST
CHIEF INFORMATION OFFICER

BRUCE ESWORTHY
FINANCE & ADMINISTRATION,
CHIEF FINANCIAL OFFICER

DAVID LEVIN
LICENSING

VICE PRESIDENTS

RUSS BLOSE
CORPORATE ANALYTICS &
DEVELOPMENT

RANDY CINCO
BUSINESS AFFAIRS, LICENSING

JESUS GONZALEZ
CREATIVE, LOS ANGELES

RAFAEL MARTINEZ
STRATEGY & BUSINESS AFFAIRS, CREATIVE

CLAY BRADLEY
CREATIVE, NASHVILLE

**REVI-RUTH
ENRIQUEZ-COHEN**
LEGAL

JOSE GONZALEZ
LICENSING

TRACY MCKNIGHT
CREATIVE, LOS ANGELES

CATHERINE BREWTON
CREATIVE, ATLANTA

MICHAEL COLLINS
GOVERNMENT RELATIONS

GLENDA HART
SPECIAL PROJECTS

EVAN PARNES
DIGITAL LICENSING

RANDY BROWN
FINANCE

SAMANTHA COX
CREATIVE, NEW YORK

HOPE LLOYD
LEGAL

TRACIE VERLINDE
CREATIVE, LOS ANGELES

KAREN BUSE
INTERNATIONAL SOCIETY RELATIONS

JODIE GLEASON
CONTROLLER

DANIEL SPEARS
INDUSTRY RELATIONS, LICENSING

PAMELA WILLIAMS
LEGAL & BUSINESS AFFAIRS/CORPORATE
SECRETARY

BARBARA CANE
WORLDWIDE CREATIVE & ADVISOR

ASSISTANT VICE PRESIDENTS

GAYLE BROWN
LICENSING OPERATIONS & ANALYSIS

BRIAN GREENFIELD
ENTERPRISE APPLICATIONS

EVELYN MORGAN
INTERNATIONAL & BUSINESS RELATIONS

JULIET SIMON
CONTENT & EDITORIAL COMMUNICATIONS

JOHN BUCHANAN
OPERATIONS & FINANCIAL ANALYSIS,
LICENSING

MASON HUNTER
CREATIVE, NASHVILLE

STEVE OGDEN
SALES

GREG WALRATH
ENTERPRISE ARCHITECTURE

MICHAEL CREPEZZI
DISTRIBUTION & ADMINISTRATION

JAMIE LONG
GENERAL SERVICES & FACILITIES

DINA PARTINGTON
DISTRIBUTION & ADMINISTRATION
SERVICES ANALYTICS

CRAIG ZIMBERG
DISTRIBUTION & QUALITY ANALYTICS

JOHN ELLWOOD
STRATEGY & BUSINESS AFFAIRS, CREATIVE

WARDELL MALLOY
CREATIVE, ATLANTA

LESLIE ROBERTS
CREATIVE, NASHVILLE

JACK FLYNN
CHAIN SALES

JOY MANGRUM
IT INFRASTRUCTURE & SECURITY

DAVID SCHNEIDER
DISTRIBUTION & ADMINISTRATION
SERVICES ANALYTICS

MICHELLE MAZZARA
FINANCIAL ACCOUNTING

The text is centered on a dark gray background. It is surrounded by several semi-transparent, dark gray circles of varying sizes, some overlapping each other, creating a subtle, abstract graphic design.

MUSIC MOVES OUR WORLD