

AGREEMENT AND PLAN OF MERGER

BY AND AMONG

RHODE ISLAND PUBLIC RADIO

D/B/A THE PUBLIC'S RADIO

AND

RHODE ISLAND PBS FOUNDATION

DATED AS OF NOVEMBER 9, 2023

SCHEDULES

Section 3.04 No Conflicts; Consents

Section 3.08 Absence of Certain Changes, Events and Conditions

Section 3.09(a) Material Contracts

Section 3.10 Title to Assets

Section 3.11 Real Property

Section 3.12(a) Intellectual Property

Section 3.12(d) Company IT Systems

Section 3.13 Insurance

Section 3.15(b) Compliance With Laws; Permits

Section 3.17 Employee Benefit Matters

Section 3.17(a) Payments Triggered By Transaction

Section 3.18(a) Employment Matters

Schedule 3.19(c) Tax Jurisdictions

Section 3.23 Related Party Transactions

Section 3.24 Donor Restricted Gifts

Schedule 5.07 Directors' and Officers' Indemnification and Insurance