



SINCLAIR

BROADCAST GROUP

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SINCLAIR

Sinclair / Tribune Combination Overview

Tribune Media components

- Career Builder (32% ownership) and Real Estate
 - Monetize over 18-24 months
- Food Network (31% ownership)
 - Open to retaining or monetizing
- 42 TV stations in 33 markets covering 44%+ of U.S.
- WGNA distributed in 80mm U.S. households

\$6.6bn Enterprise Value

\$650mm
to
\$700mm

\$1.6bn
to
\$1.8bn

\$4.1bn
to
\$4.4bn

Financial metrics

- \$31mm in cash income in 2016
- Value is fully taxed
- Use proceeds to delever
- \$180mm 2017E cash distribution
- High power ratio¹ provides room for affiliate revenue growth
- At least \$650mm pro forma average 2017/2018 EBITDA
- 6.3x – 6.7x multiple
- Significant discount to current SBGI trading multiple

Overall 40%+ pro forma FCF/share accretion

¹ Defined as average 24 hour rating divided by affiliate revenue per average sub/month