

The image features a dark blue background with decorative geometric patterns in the corners. These patterns consist of squares and triangles in various shades of blue, grey, and white, arranged in a pixelated or mosaic-like style. The main text is centered and reads:

SINCLAIR

BROADCAST GROUP

May 23, 2017

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



Financial metrics

- \$31mm in cash income in 2016
- Value is fully taxed
- Use proceeds to delever

- \$180mm 2017E cash distribution
- 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

\$6.85-\$7.15 blended Free Cash Flow (FCF)/share/year² for 2017/2018E representing an overall 40%+ pro forma FCF/share accretion³

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

² \$6.85 - \$7.15 blended FCF per share per year for 2017/2018E is based on approximately \$1.7B to \$1.77B combined FCF pro forma for the acquisitions of Tribune and Bonten, sale of Alarm Funding, and ASN joint venture as though the transactions occurred on the first day of each respective year, divided by approximately 123.5mm shares outstanding after the issuance of shares for the Tribune acquisition.

³ FCF/share accretion is based on 2017/2018E pro forma SBG FCF of approximately \$975mm to \$1,050mm or \$4.75 to \$5.10 blended FCF per share per year and pro forma for the acquisition of Bonten, sale of Alarm Funding, and ASN joint venture as though the transactions occurred on the first day of each respective year, divided by approximately 103mm shares outstanding.