

Sinclair Broadcast Group to Make \$7 Million Strategic Investment in Acrodyne  
Sinclair to Hold 32% of Outstanding Shares

BLUE BELL, Pa., and BALTIMORE, Nov. 23 /PRNewswire/ -- Acrodyne Communications Inc. (Nasdaq: ACRO) has executed a definitive agreement with Sinclair Broadcast Group, Inc. (Nasdaq: SBGI), whereby Sinclair will acquire a significant equity interest in Acrodyne and the right to nominate certain members of Acrodyne's Board of Directors and senior management.

Robert Mancuso, Acrodyne's President and CEO, noted, "We couldn't be more pleased that Sinclair has committed to making this investment. Sinclair brings to Acrodyne extensive capital resources and a management team with invaluable marketing and engineering experience. As a consequence of the Sinclair investment, Acrodyne has enhanced its ability to address the equipment needs of a much broader segment of the broadcast industry."

Nat Ostroff, Sinclair's Vice President of New Technology, commented, "Given the level of investment in digital television transmission equipment Sinclair expects to make, we believe it makes sense to partner with a well-known equipment manufacturer to ensure our needs can be met in a timely manner. Acrodyne is a recognized supplier of transmission equipment and is the ideal company to help us ready our stations for the future of digital television."

Under the Agreement, Sinclair will make a cash infusion of approximately \$4.3 million in Acrodyne in consideration for the issuance of 1,431,333 shares of Acrodyne's common stock and the issuance of warrants to purchase up to an aggregate of 8,713,100 shares over a term of seven years at prices ranging from \$3.00 to \$6.00 per share. Of such warrants, 6,000,000 are exercisable only upon Acrodyne's achievement of increased product sales or sales of products with new technology. Simultaneously with the closing of the transaction, Sinclair will additionally acquire approximately 800,000 shares of common stock currently held by the Scorpion/Newlight investment group for approximately \$2.8 million. Immediately after the transaction, Sinclair will hold an aggregate of 2,231,333 shares of Acrodyne, representing approximately 31.8% of the then issued common stock, assuming no exercise of any warrants.

From the net proceeds of the transaction, approximately \$1.0 million will be used to retire all Series A 8% Redeemable Convertible Preferred Stock issued in September 1998 to the Scorpion/Newlight investment group; approximately \$1.0 million will be set aside to fund a new research and development program; and the balance will be used for working capital and general corporate purposes.

At the closing of the transaction, Acrodyne's Board of Directors will be reconstituted to comprise 3 directors nominated by Sinclair, including Nat Ostroff as Chairman and David Smith, two directors nominated by Robert Mancuso, and 2 independent directors. In addition to having been the President of Comark Communications, a transmitter manufacturer, for more than a decade, Mr. Ostroff is Acrodyne's original founder and its first President and CEO. Mr. Smith is Chairman, President and CEO of Sinclair and was a founder of Comark. Mr. Ostroff will also chair Acrodyne's management committee, which will include Mr. Mancuso and an operating officer to be appointed.

In connection with this investment, Sinclair, Acrodyne and Mr. Mancuso will enter into an Investment Agreement with respect to Acrodyne's governance and providing for, among other things, the composition of the Board of Directors, restrictions on certain corporate, securities and affiliated party transactions, a standstill agreement and an enhanced role for the Company's independent directors.

The consummation of the transaction with Sinclair is subject to the approval of Acrodyne's stockholders and certain other customary closing

conditions. Acrodyne will convene a special meeting of stockholders and circulate a proxy statement as required under the rules of the Securities and Exchange Commission. Acrodyne intends to hold its stockholders meeting in January 1999.

Acrodyne Communications Inc. manufactures a full range of high, medium and low power transmitter and translators used by television stations to broadcast and retransmit over-the-air signals.

Sinclair Broadcast Group, Inc. is a diversified broadcasting company that currently owns or programs 56 television stations and 51 radio stations. Upon completion of all pending transactions, Sinclair will own or program 65 television stations in 42 separate markets and 51 radio stations in 10 separate markets. Sinclair's television group will reach approximately 25.9% of U.S. households and includes ABC, CBS, FOX, NBC, WB and UPN affiliates. Sinclair's radio group is one of the top 10 groups in the United States.

SOURCE Sinclair Broadcast Group, Inc.

Web site: <http://www.sbgi.net>

Company News On-Call: <http://www.prnewswire.com/comp/110203.html> or fax, 800-758-5804, ext. 110203

CONTACT: Nat Ostroff, VP of New Technology, 410-467-5005, or David Amy, Chief Financial Officer, 410-467-5005, both of Sinclair Broadcast Group, or Robert Mancuso, President & CEO of Acrodyne Communications, 215-542-7000