Tribune Media

Q1 2015 Performance Summary

MAY 2015

Cautionary Statement Regarding Forward Looking Statements

This presentation contains “forward-looking statements” within the meaning of the federal securities laws. Forward-looking statements are subject to known and unknown risks and uncertainties, many of which may be beyond our control. Forward-looking statements may include, but are not limited to, statements concerning our financial outlook and guidance, including our 2015 forecasted revenues, Adjusted EBITDA and other consolidated and segment financial performance guidance, our expectations for Adjusted EBITDA growth in 2016, our long-term outlook for WGN America and Tribune Studios revenue and programming expenses as well as Digital and Data segment revenue growth and Adjusted EBITDA margins, our expectation with respect to future cash dividends on our common stock, the conditions in our industry, our operations, our economic performance and financial condition, including, in particular, statements relating to our business and growth strategy and product development efforts. Important factors that could cause actual results, developments and business decisions to differ materially from these forward-looking statements are uncertainties discussed below and in the “Risk Factors” section of the Company’s Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 6, 2015 and other filings with the SEC. “Forward-looking statements” include all statements that do not relate solely to historical or current facts, and can be identified by the use of words such as “may,” “might,” “will,” “could” “should,” “estimate,” “project,” “plan,” “anticipate,” “expect,” “intend,” “outlook,” “seek,” “designed,” “assume,” “implied,” “believe” and other similar expressions. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. These forward-looking statements are based on estimates and assumptions by our management that, although we believe to be reasonable, are inherently uncertain and subject to a number of risks and uncertainties.

The following list represents some, but not necessarily all, of the factors that could cause actual results to differ from projected or historical results or those anticipated or predicted by these forward-looking statements: competition and other economic conditions including fragmentation of the media landscape and competition from other media alternatives; changes in advertising demand and audience shares; changes in the overall market for television advertising, including through regulatory and judicial rulings; our ability to protect our intellectual property and other proprietary rights; availability and cost of broadcast rights; our ability to adapt to technological changes; our ability to develop and grow our online businesses; availability and cost of quality network, syndicated and sports programming affecting our television ratings; the loss or modification of our network affiliation agreements; our ability to renegotiate retransmission consent agreements; our ability to expand our operations internationally; the incurrence of costs to address contamination issues at sites owned, operated or used by our business; adverse results from litigation, governmental investigations or tax-related proceedings or audits; our ability to settle unresolved claims filed in connection with our and certain of our direct and indirect wholly-owned subsidiaries’ Chapter 11 cases and resolve the appeals seeking to overturn the bankruptcy court order confirming the First Amended Joint Plan of Reorganization for Tribune Company and its Subsidiaries; our ability to satisfy pension and other postretirement employee benefit obligations; our ability to attract and retain employees; the effect of labor strikes, lock-outs and labor negotiations; our ability to realize benefits or synergies from acquisitions or divestitures or to operate our businesses effectively following acquisitions or divestitures; the financial performance of our equity method investments; the impairment of our existing goodwill and other intangible assets; changes in accounting standards; our ability to pay cash dividends on our common stock; increased interest rate risk due to our variable rate indebtedness; our indebtedness and ability to comply with covenants applicable to our debt financing and other contractual commitments; our ability to satisfy future capital and liquidity requirements; our ability to access the credit and capital markets at the times and in the amounts needed and on acceptable terms and other events beyond our control that may result in unexpected adverse operating results. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this presentation may not in fact occur. Any forward-looking information presented herein is made only as of the date of this presentation and we undertake no obligation to update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

Non-GAAP Financial Measures

This presentation includes a discussion of Adjusted EBITDA for the Company and our operating segments (Television and Entertainment, Digital and Data, and Corporate and Other) and presents Broadcast Cash Flow for our Television and Entertainment segment. Adjusted EBITDA and Broadcast Cash Flow are financial measures that are not recognized under accounting principles generally accepted in the U.S. ("GAAP"). Adjusted EBITDA for the Company is defined as net income before income (loss) from discontinued operations, net of taxes, income taxes, investment transactions, interest and dividend income, interest expense, pension expense (credit), equity income and losses, depreciation and amortization, stock-based compensation, certain special items (including severance), non-operating items, gain (loss) on sales of real estate and reorganization items. Adjusted EBITDA for the Company's operating segments is calculated as segment operating profit plus depreciation, amortization, pension expense (credit), stock-based compensation and certain special items (including severance). Broadcast Cash Flow for the Television and Entertainment segment is calculated as Television and Entertainment Adjusted EBITDA plus broadcast rights- amortization expense less broadcast rights- cash payments. We believe that Adjusted EBITDA and Broadcast Cash Flow are measures commonly used by investors to evaluate our performance with that of our competitors. We also present Adjusted EBITDA because we believe investors, analysts and rating agencies consider it useful in measuring our ability to meet our debt service obligations. We further believe that the disclosure of Adjusted EBITDA and Broadcast Cash Flow is useful to investors, as these non-GAAP measures are used, among other measures, by our management to evaluate our performance. By disclosing Adjusted EBITDA and Broadcast Cash Flow, we believe that we create for investors a greater understanding of, and an enhanced level of transparency into, the means by which our management operates our company. Adjusted EBITDA and Broadcast Cash Flow are not measures presented in accordance with GAAP, and our use of these terms may vary from that of others in our industry. Adjusted EBITDA and Broadcast Cash Flow should not be considered as an alternative to net income, operating profit, revenues, cash provided by operating activities or any other measures derived in accordance with GAAP as measures of operating performance or liquidity. The tables within this presentation include reconciliations of consolidated and segment Adjusted EBITDA and Broadcast Cash Flow to the most directly comparable financial measure calculated and presented in accordance with GAAP. No reconciliation of the forecasted range for Adjusted EBITDA on a consolidated or segment basis for fiscal 2015 is included in this release because we are unable to quantify certain amounts that would be required to be included in the GAAP measure without unreasonable efforts and we believe such reconciliations would imply a degree of precision that would be confusing or misleading to investors.

Tribune Media

A diverse combination of media assets that meaningfully touch millions of people every day, including compelling content in news and entertainment, significant broadcast distribution, an emerging cable network, and a cutting-edge digital and data business.

- Broadcast: 42 owned or operated broadcast television stations in major markets across the country.
- WGN America: A national, general entertainment cable network airing high quality original content and reaching approximately 73 million households.
- Digital and Data: Growing global metadata business, powering some of the biggest media brands in the world.
- Real Estate and Investments: 76 real estate properties and equity investments in a variety of media, online and other properties.

Q1 2015 Financial Highlights

- Consolidated operating revenues grew 6.0% as compared to the first quarter of 2014, to $472.7 million, driven by acquisition-related growth in the Digital and Data segment and increases in the Television and Entertainment segment.
- Consolidated operating profit grew 21% as compared to the first quarter of 2014, to $60.9 million.
- Consolidated Adjusted EBITDA decreased 6.5% as compared to the first quarter of 2014, to $129.0 million, due to strategic investments in programming and the build-out of improved technology applications and shared services operations.
- Basic and diluted earnings per share from continuing operations of $0.37.
- Cash distributions received from equity investments of $94.9 million.

Consolidated Financial Results

(USD thousands)

	Three months ended:		Variance	
	March 29, 2015	March 30, 2014	*$*	*%*
Operating Revenues	$ 472,737	$ 446,102	*26,635*	*6%*
Operating Expenses	411,802	395,842	*15,960*	*4%*
Operating Profit	60,935	50,260	*10,675*	*21%*
Adjusted EBITDA	$ 128,980	$ 137,986	*(9,006)*	*-7%*
Adjusted EBITDA Margin	*27.3%*	*30.9%*		

Continued execution against the Company's strategic objectives drove positive results.

Television and Entertainment Segment

Operating Results

(USD thousands)

	Three months ended: March 29, 2015	Three months ended: March 30, 2014	*Variance* *$*	*Variance* *%*
Operating Revenues	$ 410,300	$ 400,201	*10,099*	*3%*
Operating Expenses	330,952	335,504	*(4,552)*	*-1%*
Operating Profit	79,348	64,697	*14,651*	*23%*
Adjusted EBITDA	$ 134,983	$ 139,681	*(4,698)*	*-3%*
Adjusted EBITDA Margin	*32.9%*	*34.9%*		

Revenues

- Increase driven by higher retransmission consent fees and higher carriage fees, partially offset by lower advertising revenues.

Adjusted EBITDA

- Increased programming expenses more than offset revenue increases.

Television and Entertainment Segment
Revenues

(USD thousands)

	Three months ended:		% Variance	
	March 29, 2015	March 30, 2014	$	%
Advertising				
Core (Local / National)	$ 282,431	$ 288,424	*(5,993)*	*-2%*
Political	2,005	3,279	*(1,274)*	*-39%*
Digital	12,241	10,447	*1,794*	*17%*
Other	3,025	3,613	*(588)*	*-16%*
Total Advertising	$ 299,702	$ 305,763	*(6,061)*	*-2%*
Retransmission consent fees	68,813	55,565	*13,248*	*24%*
Carriage fees	21,502	14,128	*7,374*	*52%*
Barter/trade	9,226	10,311	*(1,085)*	*-11%*
Copyright royalties	4,265	6,532	*(2,267)*	*-35%*
Other	6,792	7,902	*(1,110)*	*-14%*
Total operating revenues	$ 410,300	$ 400,201	*10,099*	*3%*

First Quarter Revenues

- Retransmission consent fees up 24% to $68.8 million.
- Carriage fees up 52% to $21.5 million.
- Core advertising down $6.0 million or 2.1%, primarily attributable to an approximate $10 million decrease in Super Bowl ad revenues as the Super Bowl aired on 14 Fox-affiliated stations in 2014 versus 2 NBC-affiliated stations in 2015.
- Excluding the impact of Super Bowl, core advertising increased 1.4%.

Television and Entertainment Segment

Adjusted EBITDA

(USD thousands)

	Three months ended:				Variance	
	March 29, 2015		March 30, 2014		$	%
Operating Profit	$	79,348	$	64,697	14,651	23%
Depreciation		11,423		12,376	(953)	-8%
Amortization		41,510		56,655	(15,145)	-27%
Stock-based compensation		2,493		2,523	(30)	-1%
Severance and related charges		196		1,414	(1,218)	-86%
Transaction-related costs		—		417	(417)	-100%
Other		13		1,556	(1,543)	-99%
Pension expense		—		43	(43)	-100%
Adjusted EBITDA	$	134,983	$	139,681	(4,698)	-3%
Broadcast rights - Amortization		72,008		55,694	16,314	29%
Broadcast rights - Cash Payments		(84,715)		(60,818)	(23,897)	39%
Broadcast Cash Flow	$	122,276	$	134,557	(12,281)	-9%

Adjusted EBITDA

- Adjusted EBITDA primarily impacted by higher programming costs associated with new syndicated content and original programming at WGN America.

Digital and Data Segment

Operating Results

(USD thousands)

	Three months ended: March 29, 2015	Three months ended: March 30, 2014	*Variance* $	*Variance* %
Operating Revenues	$ 50,202	$ 31,485	*18,717*	*59%*
Operating Expenses	46,468	33,571	*12,897*	*38%*
Operating Profit (Loss)	3,734	(2,086)	*5,820*	*
Adjusted EBITDA	$ 12,478	$ 5,027	*7,451*	*
Adjusted EBITDA Margin	*24.9%*	*16.0%*		

* Represents positive change in excess of 100%

Revenues and Expenses

- Impacted by the acquisitions of Gracenote (acquired in January 2014) and HWW, What's On and Baseline (all acquired in the second half of 2014).

Digital and Data Segment
Revenues & Adjusted EBITDA

(USD thousands)

	Three months ended:				Variance	
	March 29, 2015		March 30, 2014		$	%
Video	$	26,222	$	20,772	*5,450*	*26%*
Music		23,980		10,713	*13,267*	*
Total operating revenues	$	50,202	$	31,485	*18,717*	*59%*
Operating Profit (Loss)	$	3,734	$	(2,086)	*5,820*	*
Depreciation		2,105		1,813	*292*	*16%*
Amortization		6,261		4,019	*2,242*	*56%*
Stock-based compensation		551		649	*(98)*	*-15%*
Severance and related charges		(173)		632	*(805)*	*
Adjusted EBITDA	$	12,478	$	5,027	*7,451*	*

* Represents positive or negative change in excess of 100%

- Revenue and Adjusted EBITDA increased primarily due to the impact of acquisitions made throughout 2014.
- Revenues grew on an organic basis driven by strong contract renewals in the automotive music business.

Corporate and Other

(USD thousands)

	Three months ended:		Variance	
	March 29, 2015	March 30, 2014	$	%
Operating Revenues	$ 12,235	$ 14,416	*(2,181)*	*-15%*
Operating Expenses	34,382	26,767	*7,615*	*28%*
Operating Loss	(22,147)	(12,351)	*(9,796)*	*79%*
Depreciation	3,526	2,522	*1,004*	*40%*
Stock-based compensation	4,801	5,277	*(476)*	*-9%*
Severance and related charges	878	393	*485*	*
Transaction-related costs	1,638	5,282	*(3,644)*	*-69%*
Loss on sales of real estate	106	—	*106*	*
Other	20	2	*18*	*
Pension credit	(7,303)	(7,847)	*544*	*-7%*
Adjusted EBITDA	$ (18,481)	$ (6,722)	*(11,759)*	*

* Represents positive or negative change in excess of 100%

Revenues and Expenses

- Revenues represent real estate rental revenues earned from third parties, including Tribune Publishing.
- Revenues declined due to a reduction in space leased by Tribune Publishing at several properties and the sale of the production facility and land in Baltimore, MD in December 2014.
- Corporate expenses increased as a result of:
  - The implementation of improved technology applications, and
  - The establishment of new shared services operations following the separation of Tribune Publishing in August 2014.

Real Estate

Property Overview – as of December 28, 2014

Segment	Owned		Leased
	Square Feet	Acres	Square Feet
Television & Entertainment			
Office and studio buildings	1,252,143	91	522,991
Antenna land	--	781	--
Digital & Data			
Office buildings and other	105,074	--	240,274
Other Real Estate			
Corporate	--	--	33,027
Leased to outside parties	4,309,053	186	--
Vacant: Properties to be sold (1)	275,582	14	--
Vacant: Available for lease or redevelopment	1,505,102	63	--

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(1) Two properties which occupied 248,582 square feet and 12 acres were sold in the first quarter of 2015.

Real Estate
Premier Redevelopment Properties

Property	Location	Sq.Ft	Acres	Redevelopment Status	Current Occupancy
Tribune Tower	Chicago, IL	737K	3.2	Operating as an office tower	TPUB; TRCO; other 3rd parties
Freedom Center North	Chicago, IL	117K	7.0	Seeking JV Partner	Vacant
Freedom Center South	Chicago, IL	854K	30.4	Operating as an industrial site	TPUB
Times Mirror Square	Los Angeles, CA	834K	6.3	Operating as an office building - Seeking JV Partner	TPUB; other 3rd parties
Olympic Plant	Los Angeles, CA	626K	24.6	Active printing plant for LA Times	TPUB
Costa Mesa	Costa Mesa, CA	334K	21.1	Seeking JV Partner	Vacant
Ft. Lauderdale – Las Olas Way	Ft. Lauderdale, FL	--	1.4	JV partner identified	3rd party parking operator
Orlando Sentinel Site	Orlando, FL	365K	18.8	Operating as an office building - Seeking JV Partner	TPUB; other 3rd parties

Premier Redevelopment Properties represent ~70% of portfolio's value

Debt and Cash

(USD thousands)

	March 29, 2015	December 28, 2014
Cash and cash equivalents (1)	$ 1,171,830	$ 1,455,183
Debt:		
Term Loan Facility, due 2020	3,471,316	3,471,017
Dreamcatcher Credit Facility, due 2018	22,905	23,914
Other	-	54
Total Debt	$ 3,494,221	$ 3,494,985

(1) In the first quarter of 2015, approximately $252 million of taxes was paid for the sale of the Company's interest in Classified Ventures. On April 9, 2015, the Company paid out approximately $649 million related to the special dividend.

Focus on Shareholder Return

- $400 million share repurchase program.
  - Approximately $233 million purchased through the first quarter of 2015.
- Paid one-time special dividend of approximately $649 million on April 9, 2015.
- Adopted quarterly dividend policy.
  - The Company intends to commence payments of regular quarterly cash dividends of $0.25 per share.
  - The Company expects the first quarterly dividend to be declared by the Board in May, 2015 and paid in the second fiscal quarter of 2015. (1)

Strong Balance Sheet and Cash Generation Driving Capital Allocation Policy

(1) The declaration of any future dividends are subject to the discretion of the Board taking into account, among other things, future earnings, cash flows, financial requirements and other factors, as well as restrictions contained in the credit agreement governing our Secured Credit Facility.

Tribune Media

2015 Guidance

2015 Guidance
Consolidated

	2015 Guidance Range	Implied Y-o-Y Change
Revenues	$2.00 billion to $2.03 billion	~ +2.5% to +4%
Adjusted EBITDA	$480 million to $495 million	~ (18.5)% to (21)%

2015 Guidance

Television and Entertainment Segment

	Guidance Range	Implied Y-o-Y Change
Revenues	$1.75 billion to $1.77 billion	~ +2% to +3%
Core Advertising	Low to mid-single digit increases over 2014	
Retransmission Consent Fees	$275 million to $277 million	~ +20%
Cable Network Carriage Fees	$85 million to $87 million	~ +50%
WGN America / Tribune Studios Programming Expenses	Approximately $(144) million	~ +60%
Adjusted EBITDA	$500 million to $515 million	~ (16)% to (18.5)%

2015 Guidance

Digital and Data Segment

	2015 Guidance Range	Implied Y-o-Y Change
Revenues	$200 million to $205 million	~ +15% to +18%
Adjusted EBITDA	$46 million to $48 million	~ +19% to +24.5%

2015 Guidance

Corporate and Other

	Guidance Range	Implied Y-o-Y Change
Real Estate Revenues	Approximately $50 million	~ (9)%
Real Estate Expenses	Approximately $(30) million	~ 22%
Corporate Expenses (excluding stock-based compensation)	$(86) million to $(88) million	~ 13.5% to 16%
Adjusted EBITDA	$(66) million to $(68) million	~ 45% to 49%

2015 Guidance

Cash Flow

	Guidance Range
Total Capital Expenditures	Approximately $100 million (1)
Cash Taxes	$135 million - $140 million(2)
Cash Interest	Approximately $140 million
Depreciation & Amortization	Approximately $260 million
Stock-based Compensation	Approximately $35 million

(1) The $100 million of expected capital expenditures includes approximately $50 million of non-recurring capital expenditures.
(2) Cash taxes guidance excludes tax payment of approximately $252 million related to the gain on the sale of the Company's interest in Classified Ventures in the fourth quarter of 2014, paid in the first quarter of 2015.

Long-Term Outlook

The Company currently expects:

- 2016 Consolidated Adjusted EBITDA year-over-year growth of greater than 30%.

For the period 2016-2019:

- WGN America and Tribune Studios revenue growth to be greater than 20% annually.
- WGN America and Tribune Studios programming expenses approximating 50% of net revenues.
- Digital and Data net revenue growth of 10% to 12% annually.
- Digital and Data Adjusted EBITDA margins growing to low 30% range.

Non-GAAP Reconciliations

Consolidated

Reconciliation of Net Income to Adjusted EBITDA

	Three Months Ended	
	March 29, 2015	March 30, 2014
Revenues	**$ 472,737**	**$ 446,102**
Net Income	**$ 36,417**	**$ 41,068**
Income from discontinued operations, net of taxes	—	12,601
Income from Continuing Operations	**36,417**	**28,467**
Income tax expense	22,302	17,649
Reorganization items, net	992	2,216
Other non-operating gain	—	(157)
Gain on investment transaction	(687)	—
Interest expense	39,212	40,519
Interest and dividend income	(367)	(171)
Income on equity investments, net	(36,934)	(38,263)
Operating Profit	**60,935**	**50,260**
Depreciation	17,054	16,711
Amortization	47,771	60,674
Stock-based compensation	7,845	8,449
Severance and related charges	901	2,439
Transaction-related costs	1,638	5,699
Loss on sales of real estate	106	—
Other	33	1,558
Pension credit	(7,303)	(7,804)
Adjusted EBITDA	**$ 128,980**	**$ 137,986**

Television and Entertainment

Reconciliation of Operating Profit to Adjusted EBITDA and Broadcast Cash Flow

	Three Months Ended	
	March 29, 2015	March 30, 2014
Advertising	$ 299,702	$ 305,763
Retransmission consent fees	68,813	55,565
Carriage fees	21,502	14,128
Barter/trade	9,226	10,311
Copyright royalties	4,265	6,532
Other	6,792	7,902
Total Revenues (1)	**$ 410,300**	**$ 400,201**
Operating Profit (1)	**$ 79,348**	**$ 64,697**
Depreciation	11,423	12,376
Amortization	41,510	56,655
Stock-based compensation	2,493	2,523
Severance and related charges	196	1,414
Transaction-related costs	—	417
Other	13	1,556
Pension expense	—	43
Adjusted EBITDA (1)	**$ 134,983**	**$ 139,681**
Broadcast rights - Amortization	72,008	55,694
Broadcast rights - Cash Payments	(84,715)	(60,818)
Broadcast Cash Flow	$ 122,276	$ 134,557

Tribune Media

(1) At the beginning of fiscal 2015, the Company moved its Zap2it.com entertainment website business from the Digital and Data reportable segment to the Television and Entertainment reportable segment. Certain previously reported amounts have been reclassified to conform to the current presentation; the impact of this reclassification was immaterial.

Digital and Data

Reconciliation of Operating Profit to Adjusted EBITDA

	Three Months Ended	
	March 29, 2015	March 30, 2014
Video	$ 26,222	$ 20,772
Music	23,980	10,713
Total Revenues (1)	**$ 50,202**	**$ 31,485**
Operating Profit (Loss) (1)	**$ 3,734**	**$ (2,086)**
Depreciation	2,105	1,813
Amortization	6,261	4,019
Stock-based compensation	551	649
Severance and related charges	(173)	632
Adjusted EBITDA (1)	**$ 12,478**	**$ 5,027**

Tribune Media

(1) At the beginning of fiscal 2015, the Company moved its Zap2it.com entertainment website business from the Digital and Data reportable segment to the Television and Entertainment reportable segment. Certain previously reported amounts have been reclassified to conform to the current presentation; the impact of this reclassification was immaterial.

Corporate and Other

Reconciliation of Operating Profit to Adjusted EBITDA

	Three Months Ended	
	March 29, 2015	March 30, 2014
Total Revenues	**$ 12,235**	**$ 14,416**
Operating Loss	**$ (22,147)**	**$ (12,351)**
Depreciation	3,526	2,522
Stock-based compensation	4,801	5,277
Severance and related charges	878	393
Transaction-related costs	1,638	5,282
Loss on sales of real estate	106	—
Other	20	2
Pension credit	(7,303)	(7,847)
Adjusted EBITDA	**$ (18,481)**	**$ (6,722)**

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