



Tribune Media

Q1 2016 Performance Summary

MAY 2016

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 2016 forecasted revenues, Adjusted EBITDA and other consolidated and segment financial performance guidance, our real estate monetization strategy, exploration of strategic and financial alternatives and other corporate initiatives, 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 February 29, 2016. “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: changes in advertising demand and audience shares; competition and other economic conditions including incremental fragmentation of the media landscape and competition from other media alternatives; changes in the overall market for broadcast and cable television advertising, including through regulatory and judicial rulings; our ability to protect our intellectual property and other proprietary rights; availability and cost of quality network, syndicated and sports programming affecting our television ratings; the loss, cost and / or modification of our network affiliation agreements; our ability to renegotiate retransmission consent agreements with multichannel video programming distributors; our ability to expand our Digital and Data business operations internationally; our ability to realize the full value, or successfully complete the planned divestitures of our real estate assets; the incurrence of additional tax-related liabilities related to historical income tax returns; our ability to expand our operations internationally; the timing and administration by the FCC of a potential auction of spectrum and our ability to monetize our spectrum through sales channel sharing arrangements or relocations; the incurrence of costs to address contamination issues at sites owned, operated or used by our businesses; 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; our ability to successfully execute our business strategy, including our exploration of strategic and financial alternatives to enhance shareholder value; the financial performance of our equity method investments; the impairment of our existing goodwill and other intangible assets; compliance with government regulations applicable to the television and radio broadcasting industry; changes in accounting standards; the payment of cash dividends on our common stock; impact of increases in interest rates on our variable rate indebtedness or refinancings thereof; impact of foreign currency exchange rate changes; 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 and Adjusted EPS for the Company and Adjusted EBITDA for 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 EPS, Adjusted EBITDA and Broadcast Cash Flow are financial measures that are not recognized under accounting principles generally accepted in the U.S. (“GAAP”). Adjusted EPS is calculated based on net income (loss) before investment transactions, loss on extinguishment of debt, certain adjustments to income on equity investments, net, certain special items (including severance), non-operating items, gain (loss) on sales of real estate, goodwill and other intangible asset and program impairments and other non-cash charges and reorganization items per common share. Adjusted EBITDA for the Company is defined as net income (loss) before income taxes, investment transactions, loss on extinguishment of debt, 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, goodwill and other intangible asset and program impairments and other non-cash charges 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, goodwill and other intangible asset and program impairments and other non-cash charges 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 EPS, 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 Adjusting EPS, 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 EPS, 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 EPS, 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 at the end of this presentation include reconciliations of consolidated Adjusted EPS and Adjusted EBITDA and segment Adjusted EBITDA and Broadcast Cash Flow to the most directly comparable financial measures calculated and presented in accordance with GAAP. No reconciliation of the forecasted range for Adjusted EBITDA on a consolidated or segment basis for fiscal 2016 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, whose reach is approaching 80 million households.
- Digital and Data: Growing global metadata business, powering some of the biggest media brands in the world.
- Real Estate and Investments: 77 real estate properties and equity investments in a variety of media, online and other properties.

Q1 2016 Highlights

As compared to the three months ended March 29, 2015

- Consolidated operating revenues increased 10% to \$520.5 million.
- Core advertising revenues increased 2.2% to \$291.8 million.
- Net political advertising revenues of \$15.3 million increased 169% compared to pro forma⁽¹⁾ first quarter 2012.
- Retransmission consent revenue increased 21% to \$83.5 million.
- Carriage fee revenue increased 44% to \$31.0 million.
- WGN America primetime ratings⁽²⁾ increased 51%, driven by the success of our two original programs, *Outsiders* and *Underground*, which premiered in the first quarter.
- Consolidated Adjusted EBITDA decreased 18% primarily due to higher programming and promotion expenses related to premiering the two original programs mentioned above.
- Company reaffirms 2016 full year financial guidance.

Consolidated Financial Results (unaudited)

(USD thousands)

	Three months ended:		Variance	
	March 31, 2016	March 29, 2015	\$	%
Operating Revenues	\$ 520,515	\$ 472,737	47,778	10 %
Operating Expenses	493,299	411,802	81,497	20 %
Operating Profit	27,216	60,935	(33,719)	(55)%
Adjusted EBITDA (1)	\$ 105,834	\$ 128,980	(23,146)	(18)%
<i>Adjusted EBITDA Margin</i>	20.3%	27.3%		

Television and Entertainment Segment

Operating Results (unaudited)

(USD thousands)

	Three months ended:		Variance	
	March 31, 2016	March 29, 2015	\$	%
Operating Revenues	\$ 454,697	\$ 410,300	44,397	11 %
Operating Expenses	395,952	330,952	65,000	20 %
Operating Profit	58,745	79,348	(20,603)	(26)%
Adjusted EBITDA ⁽¹⁾	\$ 115,967	\$ 134,983	(19,016)	(14)%
<i>Adjusted EBITDA Margin</i>	25.5%	32.9%		

(1) See slide 19 for a reconciliation of Adjusted EBITDA to Operating Profit for the Television and Entertainment segment.

Television and Entertainment Segment

Revenues (unaudited)

(USD thousands)

	Three months ended:		Variance	
	March 31, 2016	March 29, 2015	\$	%
Advertising				
Core (Local/National) (1)	\$ 291,819	\$ 285,456	6,363	2 %
Political	15,273	2,005	13,268	*
Digital	13,192	12,241	951	8 %
Total Advertising	\$ 320,284	\$ 299,702	20,582	7 %
Retransmission Consent Fees	83,527	68,813	14,714	21 %
Carriage fees	31,014	21,502	9,512	44 %
Barter/ trade	10,076	9,226	850	9 %
Copyright royalties	1,343	4,265	(2,922)	(69)%
Other	8,453	6,792	1,661	24 %
Total operating revenues	\$ 454,697	\$ 410,300	44,397	11 %

* Represents positive or negative change equal to, or in excess of 100%

Television and Entertainment Segment

Adjusted EBITDA & Broadcast Cash Flow (unaudited)

(USD thousands)

	Three months ended:		Variance	
	March 31, 2016	March 29, 2015	\$	%
Operating Profit	\$ 58,745	\$ 79,348	(20,603)	(26)%
Depreciation	11,016	11,423	(407)	(4)%
Amortization	41,475	41,510	(35)	— %
Stock-based compensation	3,652	2,493	1,159	46 %
Severance and related charges	—	196	(196)	*
Other	1,079	13	1,066	*
Adjusted EBITDA (1)	<u>\$ 115,967</u>	<u>\$ 134,983</u>	(19,016)	(14)%
Broadcast rights - Amortization	\$ 105,460	\$ 72,008	33,452	46 %
Broadcast rights - Cash Payments	<u>(135,457)</u>	<u>(84,715)</u>	<u>(50,742)</u>	<u>60 %</u>
Broadcast Cash Flow	\$ 85,970	\$ 122,276	(36,306)	(30)%

* Represents positive or negative change equal to, or in excess of 100%

Digital and Data Segment

Operating Results (unaudited)

(USD thousands)

	Three months ended:		Variance	
	March 31, 2016	March 29, 2015	\$	%
Operating Revenues	\$ 53,253	\$ 50,202	3,051	6 %
Operating Expenses	56,165	46,468	9,697	21 %
Operating (Loss) Profit	(2,912)	3,734	(6,646)	*
Adjusted EBITDA ⁽¹⁾	\$ 8,936	\$ 12,478	(3,542)	(28)%
Adjusted EBITDA Margin	16.8%	24.9%		

* Represents positive or negative change equal to, or in excess of 100%

Digital and Data Segment

Revenues & Adjusted EBITDA (unaudited)

(USD thousands)

	Three months ended:		Variance	
	March 31, 2016	March 29, 2015	\$	%
Video and other	\$ 36,764	\$ 26,222	10,542	40 %
Music	16,489	23,980	(7,491)	(31)%
Total Revenues	<u>\$ 53,253</u>	<u>\$ 50,202</u>	3,051	6 %
Operating (Loss) Profit	\$ (2,912)	\$ 3,734	(6,646)	*
Depreciation	2,897	2,105	792	38 %
Amortization	7,903	6,261	1,642	26 %
Stock-based compensation	989	551	438	79 %
Severance and related charges	—	(173)	173	*
Transaction-related costs	59	—	59	*
Adjusted EBITDA (1)	<u>\$ 8,936</u>	<u>\$ 12,478</u>	(3,542)	(28)%

* Represents positive or negative change equal to, or in excess of 100%

Corporate and Other Revenues & Adjusted EBITDA (unaudited)

(USD thousands)

	Three months ended:		Variance	
	March 31, 2016	March 29, 2015	\$	%
Operating Revenues	\$ 12,565	\$ 12,235	330	3 %
Operating Expenses	41,182	34,382	6,800	20 %
Operating Loss	\$ (28,617)	\$ (22,147)	(6,470)	29 %
Depreciation	\$ 3,425	\$ 3,526	(101)	(3)%
Stock-based compensation	3,852	4,801	(949)	(20)%
Severance and related charges	—	878	(878)	*
Transaction-related costs	1,782	1,638	144	9 %
Loss on sales of real estate	—	106	(106)	*
Other	6,482	20	6,462	*
Pension credit	(5,993)	(7,303)	1,310	(18)%
Adjusted EBITDA (1)	\$ (19,069)	\$ (18,481)	(588)	3 %

* Represents positive or negative change equal to, or in excess of 100%

Real Estate

Premier Sale & Redevelopment Properties as of May 6, 2016

Property	Location	Sq.Ft	Acres	Redevelopment Status	Current Occupancy
Tribune Tower	Chicago, IL	737K	3.2	Operating as an office tower; in market for disposition	TPUB; TRCO; other 3 rd parties
Freedom Center North	Chicago, IL	117K	7.0	JV partner selected	Vacant
Freedom Center South	Chicago, IL	854K	30.4	Operating as an industrial site	TPUB
LA Times Square North	Los Angeles, CA	834K	3.7	Operating as an office tower; entered into sales agreement	TPUB; TRCO; other 3 rd parties
LA Times Square South	Los Angeles, CA	--	2.7	Operating as a parking structure and surface lot	3 rd party parking operator; other 3 rd parties
Olympic Plant	Los Angeles, CA	626K	24.6	Active printing plant for LA Times; entered into sales agreement	TPUB; 3 rd party parking operator
Costa Mesa	Costa Mesa, CA	334K	25.1	JV partner selected	Other 3 rd parties
Ft. Lauderdale – Las Olas Way	Ft. Lauderdale, FL	--	1.4	JV partner selected	3 rd party parking operator
Orlando Sentinel Site	Orlando, FL	365K	18.8	Operating as office buildings and printing plant	TPUB; other 3 rd parties

Debt and Cash (unaudited)

(USD thousands)

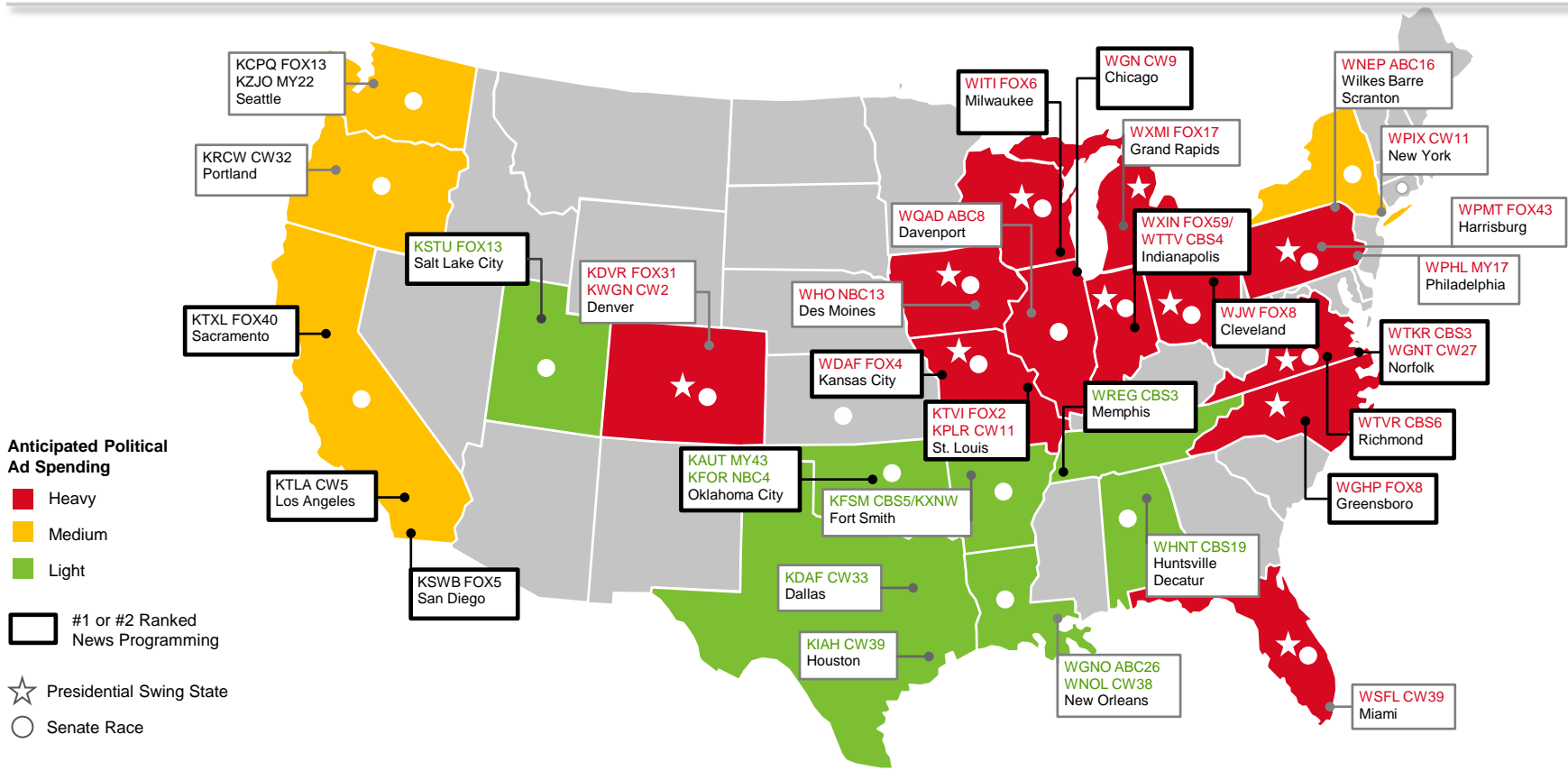
	<u>March 31, 2016</u>	<u>December 31, 2015</u>
Cash and cash equivalents	\$ 324,636	\$ 262,644
Debt ⁽¹⁾ :		
Term Loan Facility, due 2020	\$ 2,324,115	\$ 2,328,092
5.875% Senior Notes due 2022	1,082,579	1,082,534
Dreamcatcher Credit Facility, due 2018	17,762	18,725
Total Debt	<u>\$ 3,424,456</u>	<u>\$ 3,429,351</u>

(1) December 31, 2015 balances have been reclassified to present debt issuance costs as a direct deduction from the carrying amount of an associated debt liability in accordance with ASU No. 2015-03, "Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs".

2016 Guidance ⁽¹⁾

	2016 Guidance Range	Implied Y-o-Y Change
Consolidated Revenues	\$2.25 billion to \$2.28 billion	~12% to 13%
Consolidated Adjusted EBITDA	\$615 million to \$645 million	~25% to 31%
TV&E Segment Revenues	\$1.975 billion to \$2.000 billion	~13% to 14%
TV&E Segment Adjusted EBITDA	\$640 million to \$665 million	~25% to 30%
Digital & Data Segment Revenues	\$225 million to \$235 million	~6% to 11%
Digital & Data Adjusted EBITDA	\$47 million to \$50 million	~(10)% to (4)%
Real Estate Revenues	Approx. \$49 million	flat
Real Estate Expenses	Approx. \$26 million	flat
Corporate Expenses	\$93 million to \$95 million	~(2)% to (4)%
Corporate and Other Adjusted EBITDA	\$(70) million to \$(72) million	~(2)% to (5)%
Capital Expenditures	Approx. \$127 million	n/a
Cash Taxes	\$115 million to \$125 million	n/a
Cash Interest	Approx. \$160 million	n/a

Positioned to Capitalize on 2016 Political Races





Tribune Media

Non-GAAP Reconciliations

Consolidated

Reconciliation of Net Income to Adjusted EBITDA (unaudited)

(USD thousands)

	Three months ended:	
	March 31, 2016	March 29, 2015
Revenues	\$ 520,515	\$ 472,737
Net Income	\$ 11,093	\$ 36,417
Income tax expense	12,606	22,302
Reorganization items, net	434	992
Other non-operating gain	(496)	—
Gain on investment transaction	—	(687)
Interest expense	41,976	39,212
Interest and dividend income	(145)	(367)
Income on equity investments, net	(38,252)	(36,934)
Operating Profit	\$ 27,216	\$ 60,935
Depreciation	17,338	17,054
Amortization	49,378	47,771
Stock-based compensation	8,493	7,845
Severance and related charges	—	901
Transaction-related costs	1,841	1,638
Loss on sales of real estate	—	106
Other	7,561	33
Pension credit	(5,993)	(7,303)
Adjusted EBITDA	\$ 105,834	\$ 128,980

Television and Entertainment

Reconciliation of Operating Profit to Adjusted EBITDA and Broadcast Cash Flow (unaudited)

(USD thousands)

	Three months ended:	
	March 31, 2016	March 29, 2015
Operating Profit	\$ 58,745	\$ 79,348
Depreciation	11,016	11,423
Amortization	41,475	41,510
Stock-based compensation	3,652	2,493
Severance and related charges	—	196
Other	1,079	13
Adjusted EBITDA	<u>\$ 115,967</u>	<u>\$ 134,983</u>
Broadcast rights - Amortization	\$ 105,460	\$ 72,008
Broadcast rights - Cash Payments	<u>(135,457)</u>	<u>(84,715)</u>
Broadcast Cash Flow	\$ 85,970	\$ 122,276

Digital and Data

Reconciliation of Operating (Loss) Profit to Adjusted EBITDA (unaudited)

(USD thousands)

	Three months ended:	
	March 31, 2016	March 29, 2015
Operating (Loss) Profit	\$ (2,912)	\$ 3,734
Depreciation	2,897	2,105
Amortization	7,903	6,261
Stock-based compensation	989	551
Severance and related charges	—	(173)
Transaction-related costs	59	—
Adjusted EBITDA	\$ 8,936	\$ 12,478

Corporate and Other

Reconciliation of Operating Loss to Adjusted EBITDA (unaudited)

(USD thousands)

	Three months ended:	
	March 31, 2016	March 29, 2015
Operating Loss	\$ (28,617)	\$ (22,147)
Depreciation	3,425	3,526
Stock-based compensation	3,852	4,801
Severance and related charges	—	878
Transaction-related costs	1,782	1,638
Loss on sales of real estate	—	106
Other	6,482	20
Pension credit	(5,993)	(7,303)
Adjusted EBITDA	<u>\$ (19,069)</u>	<u>\$ (18,481)</u>



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