

Investor Presentation

March, 2015

Financial Information as of December 31, 2014





Certain statements in this presentation constitute "forward-looking statements" within the meaning of and subject to the protections of the Private Securities Litigation Reform Act of 1995 and other federal and state securities laws. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such "forward-looking statements." Factors that could cause our actual results to differ materially from those expressed or implied by any forward-looking statements are described under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2014 and may be contained in our other reports subsequently filed with the SEC.

See the appendix to this presentation for the definition of certain capitalized terms used herein. Reconciliations of the Company's non-GAAP measures of broadcast cash flow, broadcast cash flow less cash corporate expenses and free cash flow are contained in the appendix and also available on the Company's web site at <u>www.gray.tv</u>



Company Overview



Gray Has a Diverse and National Footprint





Gray Television, Inc.

4

Combination Snapshot



	As Reported	Pro Forma All Acquisitions
(\$ in Millions)		
Financial Profile Blended 2 year Average '14A-'13A Revenue '14A-'13A BCF '14A-'13A OCF	\$427 \$175 \$154	\$522 \$215 \$200
Political Revenue	<u>2012</u> <u>2014</u> \$86 \$82	<u>2012</u> <u>2014</u> \$118 \$85
Scale Stations Non-Duplicated Markets TV Households Reach	76 44 9.4 million (8.0%)	
Asset Quality #1 / #2 Stations	41 of 44	
Big 4 Network Affiliated Channels	CBS CBS 26 26 26 26 26 26 26 26 26 26	

Source: Company filings

Investment Highlights



- ✓ A Leading Television Broadcaster in Diverse Mid Markets with Dominant Market Positions
 - ✓ 140 program streams and 76 "Big 4" network affiliations
 - ✓ #1 or #2 market rank in 41/44 markets; #1 news ranking in 28/44 markets
- ✓ Improving Advertising Market and Diversification of Revenue Mix
- ✓ Large Political Upside in Election Years with Presence in Key States
- ✓ Strong Growth in Net Retransmission Revenue and Increasing Leverage With Networks
- ✓ Successful New Media Initiatives and Spectrum Upside
- ✓ Robust Free Cash Flow Generation Over a Two Year Cycle
- ✓ Experienced Management Team With Track Record of Successful Integrations

Operational Strategy Focused on Market Leadership and Growth



- Maintain and grow our market leadership position
- Pursue selective strategic transactions
- Continue to prudently invest in local content and news, syndicated programs, top talent and community relationships
- Seek new media opportunities currently operate web, mobile and desktop applications in all of our markets
- Monetize digital spectrum through growth in spectrum channels
- Drive free cash flow generation

Maintain Leadership and Grow Free Cash Flow **Monetize Spectrum**

Accretive Partnerships

Internet and Socialization

Retransmission Revenue

Political Revenue

Core Advertising Growth

The Importance of Being #1





- Dominate local and political revenue with highly-rated news platforms
- Greater purchasing power and leverage with MVPDs, networks and programmers
- Deliver higher margins
- Maximize free cash flow
- Attract and retain high quality talent
- (1) Number of Gray stations ranked #1; Pro Forma for the Acquisitions

Long History of Being #1 in the Market





'05/'06 '06/'07 '07/'08 '08/'09 '09/'10 '10/'11 11/'12 12/'13 13/'14



Dominate Local News & Information



- Gray's late
 local news
 outperforms
 the national
 average by
 73%
- Gray's 6PM newscasts outperform the national average by 66%
- Better than national average for all major affiliate news programs



■ NSI National Average ■ Gray Average of All Stations



Gray



■CBS**③** ■ Gray



obc ■Gray

Stable Markets – Concentration on DMAs 61-208 With Focus on State Capitals / Collegiate Presence



Market	College(s)	Approximate Enrollment	Market	College(s)	Approximate Enrollment
Waco, TX	AM B	75	Reno, NV		20
Topeka, KS	5	53	Harrisonburg, VA	JMU	20
Lansing, MI	STATE	50	Sioux Falls, SD		13
Tallahassee, FL	Florida A&M	43	Cheyenne, WY	*	11
Madison, WI	12	43	Charleston-Huntington, WV		10
Lexington, KY	12	30	Monroe, LA		9
Knoxville, TN	Τ	27	Flint, MI	FLINT	9
Lincoln, NE		25	Colorado Springs, CO	TALEUNS	9
Greenville, NC	Zimmes	22	South Bend, IN	20	8
Toledo, OH	UT	21	Bismarck, ND	Mystics	4
Charlottesville, VA	Y	21	Great Falls, MT	University of Great Falls	2
Bowling Green, KY	WIXI	21	Helena, MT		1

Gray stations cover 12 state capitals and 24 university towns

- Enrollment of approximately 547,000 students
- Better demographics, more stable economies

Note: Shading indicates DMA includes state capital. Enrollment in thousands;.

Diversification Across Networks and Markets



Station Mix

140 Total Program Streams:

76 Big 4 Affiliates:

- 26 CBS
- 24 NBC
- 16 ABC
- 10 FOX

<u>73 Additional Program Streams</u> with:⁽²⁾

- 17 CW
- 2 Telemundo
- 17 MyNetwork TV
- 17 ME TV
- 6 Antenna TV
- 2 This TV Network
- 1 Movies
- 1 H&I
- 10 Local News/Weather
- (1) Pro forma for the Acquisitions
- (2) Certain program channels are affiliated with more than one additional network simultaneously
- (3) Excludes corporate expenses

Gray Television, Inc.

2014PF Revenue: Top 10 Markets ⁽¹⁾



2014PF Revenue by Affiliate: \$572mm ⁽¹⁾



2014PF BCF: Top 10 Markets ^{(1), (3)}



2014PF BCF by Affiliate: \$251mm ^{(1), (3)}



Revenue Mix Continues to Diversify



- Growth in net revenue, driven by increases in core revenue, political, retransmission and internet revenues
- Revenue mix continues to diversify from traditional ad-based sources to new media Internet and subscriber driven – and retransmission revenue
- Diversification lowers overall revenue volatility



(1) 2010A and 2014A reflect Gray actual data per Company; 2014PF includes the Acquisitions

Long-Term Network Affiliate Agreements





Strong Growth in Retransmission Revenue



Gray TV Retransmission Revenue ⁽¹⁾



- (1) Gray actual data per Company; 2013PF and 2014 PF includes the Acquisitions
- (2) 2015 per current Company estimate. 2016 & 2017 assume 10% per annum growth in Retransmission Revenue and Network Affiliation fees (a.k.a. "Network Reverse Comp." equal to 50% of retransmission revenue. Actual results may vary from current estimates.

Gray Television, Inc.

Gray is A Leading Beneficiary of Political Revenue with Large Upside



Gray TV Political Commentary

- \$82 Million Actual & \$85 Million Pro Forma in 2014 New Record Non-Presidential Year
- 2011 Off Year Record \$13.5 million
- Gray operates in key battleground states
 - #1 stations can capture over 50% of the political budget for a market
- Recent Supreme Court decisions removing limits on campaign spending have driven and are expected to further drive incremental revenue
- Revenue from issue-based political advertising expected to further drive growth



(1) Gray, Media General, Lin TV, Nexstar, and Sinclair figures per company filings

- (2) 2012PF and 2014 PF includes Gray and the Acquisitions and assumes 15% agency commission discount on gross political revenues for the Acquisitions
- (3) Represents key political states in 2014 elections

2012 Political Revenue as % of Total ^{(1), (2)}



Strong Presence in Key Election States ⁽³⁾



Source: Politico, Electoral-vote.com, FiveThirtyEight.com, and University of Virginia Center for Politics

Successful Digital Media Initiatives



- Operate web and mobile applications in all markets
- Focused on local content: news, weather, sports
- All sites have converted to responsive design
- "Moms Everyday" digital vertical; deployed in each Gray TV market and continues to expand to other markets



Full service digital solutions



Gray TV Digital Media Revenue ⁽¹⁾





(1) Gray Standalone data per company filings; 2013PF and 2014PF includes the Acquisitions



Financial Overview



Gray Historical Financial Summary







Capital Expenditures⁽¹⁾

(\$ in millions) Actual CapEx PF CapEx



(1) Gray actual data per Company; 2013PF, 2014 include the Acquisitions

(2) Gray standalone Capex as a percentage of Gray standalone Revenue

(3) PF Capex as a percentage of PF Revenue

Strong Free Cash Flow Conversion



- Gray realized record free cash flow of \$95 million in 2014
- Gray's free cash flow is expected to increase with the Acquisitions due to the incremental OCF, expected tax savings and moderate increase in CAPEX
- Gray will also benefit from ~\$160 million in net operating loss carryforwards



(1) Pro Forma interest expense estimated with Pro Forma incremental indebtedness and estimated cash interest

(2) Gray actual data per Company; 2012PF, 2013PF and 2014PF figures include the Acquisitions

Prudent Balance Sheet Management Leads to Deleveraging



- Gray has significantly reduced secured and total leverage from historical levels
- Gray's strategic investments have diversified its revenue base, allowing for significant free cash flow in both political and non-political years



(1) Leverage shown on a two year blended basis to account for biennial shifts in political revenues

(2) Gray actual data per company filings; 12/31/14PF includes the Acquisitions

(3) Debt net up to \$30 million of cash

Capitalization



Current Capitalization

(\$ in Millions)

	12/31/2014	
\$	Cum. xL8QA OCF ¹	Cum. xLTM OCF ²
\$30.8		
-	0.0x	0.0x
\$556.4	2.78x	2.43x
\$556.4	2.78x	2.43x
675.0	6.14x	5.37x
\$1,231.4	6.14x	5.37x
\$1,201.4	6.00x	5.24x
	\$30.8 \$556.4 \$556.4 675.0 \$1,231.4	Cum. \$ xL8QA OCF ¹ \$30.8 - 0.0x \$556.4 2.78x \$556.4 2.78x 675.0 6.14x \$1,231.4 6.14x

Source: Company financials and management estimates

¹ Based on Gray's L8QA 12/31/14 Pro Forma OCF

² Based on Gray's LTM 12/31/14 Pro Forma OCF



³Based on Gray's Pro forma L8QA 12/31/14 OCF for all Acquisitions

⁴ Based on Gray's Pro forma LTM 12/31/14 OCF for all Acquisitions

⁵ Net of up to \$30MM in cash



Questions & Answers





Appendix



Glossary



"Acquisitions":	The Hoak Acquisition and Gray's other previously completed acquisitions of Rapid Cities, Prime Cities, Lockwood, Yellowstone, KJCT, Montana and SJL unless otherwise specified
"Excalibur" (Excalibur Broadcasting, Inc.):	A television broadcaster with two stations (KJCT, KKHD) whose financial results are consolidated with those of Gray in accordance with GAAP from October 31, 2013 through December 15, 2014
"Gray" (Gray Television, Inc.):	A television broadcast company headquartered in Atlanta, Georgia, that owns and operates television stations and digital properties in markets throughout the United States; its results are consolidated with those of Excalibur under GAAP from October 31, 2013 through December 15, 2014
"Hoak Media" (Hoak Media, LLC):	A television broadcaster with 22 stations that was acquired by Gray on June 13, 2014
"Hoak":	Hoak Media and Parker combined, excluding stations divested to Nexstar or Mission
"Hoak Acquisition":	Gray's acquisition or operation of 15 Hoak television stations, which closed on June 13, 2014
"KJCT":	Station acquired by Excalibur from News-Press and Gazette on October 31, 2013
"Lockwood":	CW affiliated station WQCW in Charleston, WV, acquired by Gray from Lockwood on April 1, 2014
"Montana":	Three stations acquired by Gray from Intermountain West Communications Company (two stations) and Rocky Mountains Broadcasting (one station) in Q4, 2014
"Operating Cash Flow" or "OCF":	Operating cash flow as defined in Gray's existing senior credit facility; includes Pro Forma adjustments for closed acquisitions See appendix herein and Gray's website at <u>www.gray.tv</u> for definition and reconciliations of non-GAAP terms.
"Parker" (Parker Broadcasting, Inc.):	A television broadcast company with three stations that we operate under SSA's
"Prime Cities":	Two stations acquired by Gray from Prime Cities Broadcasting, Inc. on May 1, 2014
"Pro Forma" or "PF":	Reflects combined historical results, position, or statistics of Gray and the specified acquisitions; pro forma financial results give effect to the specified acquisitions as if they had occurred at the beginning of the relevant period including any financing related to the specified acquisitions
"Rapid Cities":	Two stations acquired by Gray from Mission TV, LLC on May 1, 2014
"SJL":	Two ABC stations in Flint, MI and Toledo, OH, acquired by Gray from affiliates of SJL Holdings on September 15, 2014

Pro Forma Non-GAAP Reconciliation



Gray Television Inc. I	Pro Forma Non-GAAP Rec		1.000		
	2012	<u>2013</u>	<u>2014</u>	L8QA <u>2013</u>	L8QA <u>2014</u>
let income	\$ 59,350	\$ 29.243	\$ 90.096	\$ 44,297	\$ 59.670
Adjustments to reconcile from net income to	,	,	,	, ., <u>-</u> ,	,
Broadcast Cash Flow Less Cash Corporate Expenses:					
Depreciation	31,838	32,202	33,794	32,020	32,998
Amortization of intangible assets	825	892	8,360	859	4,626
Non-cash stock based compensation	878	1,974	5,012	1,426	3,493
Gain on disposals of assets, net	(69)	850	(28,854)	391	(14,002)
Miscellaneous income, net	2,823	1,627	290	2,225	959
Interest expense	76,975	75,019	75,232	75,997	75,126
Loss on early extinguishment of debt	46,683	-	5,086	23,342	2,543
Income tax expense	26,468	16,906	34,837	21,687	25,872
Amortization of program broadcast rights	12,969	13,090	12,871	13,030	12,981
Common stock contributed to 401(k) plan			-		
excluding corporate 401(k) contributions	26	28	25	27	27
Network compensation revenue recognized	(627)	(615)	(456)	(621)	(536)
Network compensation per network	-	-	-		
affiliation agreement	(60)	-	-	(30)	-
Payments for program broadcast rights	(13,727)	(13,156)	(15,087)	(13,442)	(14,122)
Other items	599	(550)	2,788	25	1,119
roadcast Cash Flow Less Cash Corporate Expenses; a.k.a. "Adjusted EBITDA"	244,951	157,510	223,994	201,231	190,752
Corporate and administrative expenses excluding	,				,
depreciation, amortization of intangible assets					
and non-cash stock based compensation	17,631	21,073	27,135	19,352	24,104
roadcast Cash Flow	\$ 262,582	\$ 178,583	\$ 251,129	\$ 220,583	\$ 214,856
roadcast Cash Flow Less Cash Corporate Expenses	\$ 244,951	\$ 157,510	\$ 223,994	\$ 201,231	\$ 190,752
Pension Expense	7,874	8,626	6,126	8,250	7,376
Pension Cash Funding	(9,402)	(4,748)	(6,770)	(7,075)	(5,759)
Other items	10,546	10,128	5,901	10,337	8,015
norsting Cook Elow on defined in the gradit agreement	¢ 053.000	¢ 171 E10	¢ 000.054	¢ 010 740	¢ 000 294
perating Cash Flow as defined in the credit agreement	\$ 253,969	\$ 171,516	\$ 229,251	\$ 212,743	\$ 200,384
Less interest expense	(76,975)	(75,019)	(75,232)	(75,997)	(75,126)
Addback amortization of deferred financing	2,723	1,903	2,970	2,313	2,437
Less capital expenditures, net of insurance proceeds	(28,882)	(27,374)	(32,215)	(28,128)	(29,795)
Less cash taxes	(836)	(519)	(401)	(678)	(460)
Addback amortization of original issue discount	1,127	(9)	(863)	559	(436)
ree Cash Flow	<u>\$ 151,126</u>	<u>\$ 70,498</u>	\$ 123,510	\$ 110,812	<u>\$ 97,004</u>

Pro Forma Non-GAAP Reconciliation (continued)



	Pro Forma Twelve Months Ended Decem									
		Gray			Pro forma			Gray		
		Actual		Acquisitions		Adjustments		Pro forma		
Net income	\$	28,129	\$	42,731	\$	(11,510)	\$	59,350		
Adjustments to reconcile from net income to										
Broadcast Cash Flow Less Cash Corporate Expenses:										
Depreciation		23,133		8,705		-		31,838		
Amortization of intangible assets		75		750		-		825		
Non-cash stock based compensation		878		-		-		878		
Gain on disposals of assets, net		(31)		(38)		-		(69)		
Miscellaneous income, net		(2)		2,825		-		2,823		
Interest expense		59,443		6,022		11,510		76,975		
Loss on early extinguishment of debt		46,683		-		-		46,683		
Income tax expense		19,188		7,280		-		26,468		
Amortization of program broadcast rights		11,081		1,888		-		12,969		
Common stock contributed to 401(k) plan		-		-		-		-		
excluding corporate 401(k) contributions		26		-		-		26		
Network compensation revenue recognized		(627)		-		-		(627)		
Network compensation per network		-		-		-		-		
affiliation agreement		(60)		-		-		(60)		
Payments for program broadcast rights		(11,839)		(1,888)		-		(13,727)		
Other items		-		81		518		599		
Broadcast Cash Flow Less Cash Corporate Expenses; a.k.a. "Adjusted EBITDA" Corporate and administrative expenses excluding depreciation, amortization		176,077		68,356		518		244,951		
of intangible assets and non-cash stock based compensation		15,049		1,731		851		17,631		
Broadcast Cash Flow	\$	191,126	\$	70,087	\$	1,369	\$	262,582		
Broadcast Cash Flow Less Cash Corporate Expenses	\$	176,077	\$	68,356	\$	518	\$	244,951		
Pension Expense		7,874		-		-		7,874		
Pension Cash Funding		(9,402)		-		-		(9,402)		
Other items		(399)		29		10,916		10,546		
Operating Cash Flow as defined in the credit agreement		174,150		68,385		11,434		253,969		
Less interest expense		(59,443)		(6,022)		(11,510)		(76,975)		
Addback amortization of deferred financing		2,723						2,723		
Less capital expenditures, net of insurance proceeds		(22,937)		(1,945)		(4,000)		(28,882)		
Less cash taxes		(836)		-		-		(836)		
Addback amortization of original issue discount		1,127		-		-		1,127		
Free Cash Flow	\$	94,784	\$	60.418	\$	(4,076)	\$	151.126		

Pro Forma Non-GAAP Reconciliation (continued)



		Pro Forma Twelve Months Ended December 31, 2013							
		Gray				Pro forma	Gray		
		Actual	_	Acquisitions	_	Adjustments		Pro forma	
Net income	\$	18,288	\$	27,975	\$	(17,020)	\$	29,243	
Adjustments to reconcile from net income to									
Broadcast Cash Flow Less Cash Corporate Expenses:									
Depreciation		24,096		8,106		-		32,202	
Amortization of intangible assets		336		556		-		892	
Non-cash stock based compensation		1,974		-		-		1,974	
Gain on disposals of assets, net		765		85		-		850	
Miscellaneous income, net		-		1,627		-		1,627	
Interest expense		52,445		5,554		17,020		75,019	
Loss on early extinguishment of debt		-		-		-		-	
Income tax expense		13,147		3,759		-		16,906	
Amortization of program broadcast rights		11,367		1,723		-		13,090	
Common stock contributed to 401(k) plan		-		-		-		-	
excluding corporate 401(k) contributions		28		-		-		28	
Network compensation revenue recognized		(615)		-		-		(615)	
Network compensation per network		-		-		-		-	
affiliation agreement		-		-		-		-	
Payments for program broadcast rights		(11,433)		(1,723)		-		(13,156)	
Other items		-		728		(1,278)		(550)	
Broadcast Cash Flow Less Cash Corporate Expenses; a.k.a. "Adjusted EBITDA" Corporate and administrative expenses excluding depreciation, amortization of intangible assets		110,398		48,390		(1,278)		157,510	
and non-cash stock based compensation		17,836		1,273		1,964		21,073	
Broadcast Cash Flow	\$	128,234	\$	49,663	\$	686	_ \$	178,583	
	<u></u>	120,204	<u> Ψ </u>		_ <u> </u>	000	<u> </u>	110,000	
Broadcast Cash Flow Less Cash Corporate Expenses	\$	110,398	\$	48,390	\$	(1,278)	\$	157,510	
Pension Expense		8,626		-		-		8,626	
Pension Cash Funding		(4,748)		-		-		(4,748)	
Other items		(477)		32		10,573		10,128	
Operating Cash Flow as defined in the credit agreement		113,799		48.422		9,295		171,516	
Less interest expense		(52,445)		(5,554)		(17,020)		(75,019)	
Addback amortization of deferred financing		1,903		-				1,903	
Less capital expenditures, net of insurance proceeds		(23,817)		(557)		(3,000)		(27,374)	
Less cash taxes		(519)		-		-		(519)	
Addback amortization of original issue discount		(9)		-		-		(9)	
Free Cash Flow	<u></u>	38,912	\$	42,311	\$	(10,725)	\$	70,498	

Pro Forma Non-GAAP Reconciliation (continued)



	Pro Forma Twelve Months Ended December 31, 2014							
		Gray				Pro forma		Gray
		Actual		Acquisitions		Adjustments		Pro forma
Net income	\$	48,061	\$	45,282	\$	(3,247)	\$	90,096
Adjustments to reconcile from net income to								
Broadcast Cash Flow Less Cash Corporate Expenses:								
Depreciation		30,248		3,546		-		33,794
Amortization of intangible assets		8,297		63		-		8,360
Non-cash stock based compensation		5,012		-		-		5,012
Gain on disposals of assets, net		623		(29,477)		-		(28,854)
Miscellaneous income, net		(23)		313		-		290
Interest expense		68,913		3,072		3,247		75,232
Loss on early extinguishment of debt		5,086		-		-		5,086
Income tax expense		31,736		3,101		-		34,837
Amortization of program broadcast rights		12,871		-		-		12,871
Common stock contributed to 401(k) plan		-		-		-		-
excluding corporate 401(k) contributions		25		-		-		25
Network compensation revenue recognized		(456)		-		-		(456)
Network compensation per network affiliation agreement		-		-		-		-
Payments for program broadcast rights		(15,087)		-		-		(15,087)
Other items		-		2,788		-		2,788
Broadcast Cash Flow Less Cash Corporate Expenses; a.k.a. "Adjusted EBITDA" Corporate and administrative expenses excluding		195,306		28,688		-		223,994
depreciation, amortization of intangible assets								
and non-cash stock based compensation		25,671		1,464		-		27,135
Broadcast Cash Flow	\$	220,977	\$	30,152	\$		\$	251,129
Broadcast Cash Flow Less Cash Corporate Expenses	\$	195,306	\$	28.688	\$	-	\$	223.994
Pension Expense		6,126		-		-		6,126
Pension Cash Funding		(6,770)		-		-		(6,770)
Other items		-		-		5,901		5,901
Operating Cash Flow as defined in the credit agreement		194,662		28,688		5,901		229,251
Less interest expense		(68,913)		(3,072)		(3,247)		(75,232)
Add back amortization of deferred financing		2,970		-				2,970
Less capital expenditures, net of insurance proceeds		(32,215)		-		-		(32,215)
Less cash taxes		(401)		-		-		(401)
Addback amortization of original issue discount		(863)		-		-		(863)
Free Cash Flow	\$	95,240	\$	25,616	\$	2,654	\$	123,510



Investor Presentation

