



townsquare

INVESTOR PRESENTATION

November 2022

■ FORWARD-LOOKING STATEMENTS AND NON-GAAP FINANCIAL MEASURES

This presentation contains, and our other communications may contain, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements can be identified by the fact that they do not relate strictly to historical or current facts. Forward-looking statements, written, oral or otherwise made, represent the Company's expectation or belief concerning future events. All forward-looking statements are subject to assumptions, risks, and uncertainties, which may change over time and many of which are beyond our control. The forward-looking statements contained in this presentation include statements related to the Company's current views and expectations with respect to its future performance and operations and other anticipated future events and expectations that are not historical facts.

By nature, forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected or implied by the forward-looking statement. Forward-looking statements are based on current expectations and assumptions and currently available data and are neither predictions nor guarantees of future events or performance. You should not place undue reliance on forward-looking statements, which speak only as of the date hereof. Some of the factors that may cause actual results or other future events, circumstances, or aspirations to differ from those in forward-looking statements are described in the sections entitled "Risk Factors" and "Forward-Looking Statements" included in our Annual Report on Form 10-K, 10-K/A or other applicable documents that are filed or furnished with the Securities and Exchange Commission ("SEC"). We do not undertake to update any forward-looking statement to reflect the impact of events, circumstances, or results that arise after the date that the statement was made. You, however, should consult further disclosures (including disclosures of a forward-looking nature) that we may make in any subsequent Annual Report on Form 10-K, Quarterly Report on Form 10-Q, Current Report on Form 8-K, or other applicable document that is filed or furnished with the SEC, or in any document posted to the "Investors" section of the Company's website.

The unaudited estimates and statements included herein are the opinion of management and represent estimates and expectations based on the most current information available. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors and it is impossible for us to anticipate all factors that could affect our actual results. Our actual results may differ materially from these estimates due to the completion of our financial closing procedures, final adjustments and other developments that may arise between now and the time the financial results for our fourth quarter are finalized. This preliminary financial data has been prepared by and is the responsibility of management. Our independent registered public accounting firm, BDO USA, LLP, has not audited, reviewed, compiled or performed any procedures with respect to the accompanying preliminary financial data. Accordingly, BDO USA, LLP does not express an opinion or any other form of assurance with respect thereto. As a result of the foregoing considerations and limitations, investors are cautioned not to place undue reliance on this projected financial information.

This presentation includes non-GAAP financial measures within the meaning of the federal securities laws, including Adjusted Operating Income (sometimes referred to as Profit), Adjusted Operating Income Margin, Adjusted EBITDA, and Adjusted EBITDA (Excluding Political). We define Adjusted Operating Income as operating income before the deduction of depreciation and amortization, stock-based compensation, corporate expenses, transaction costs, business realignment costs, impairment of goodwill, long-lived and intangible assets and net loss (gain) on sale and retirement of assets. We define Adjusted Operating Income Margin as Adjusted Operating Income divided by net revenue. We define Adjusted EBITDA as net income (loss) before the deduction of income taxes, interest expense, net, loss (gain) on repurchases, extinguishment and modification of debt, transaction costs, depreciation and amortization, stock-based compensation, business realignment costs, impairment of goodwill, long-lived and intangible assets, impairment of investments, change in fair value of investment, net (income) loss from discontinued operations, net of income taxes, net loss (gain) on sale and retirement of assets and other expense (income) net. We define Adjusted EBITDA (Excluding Political) as Adjusted EBITDA less political net revenue, net of a fifteen percent deduction to account for estimated national representative firm fees, music licensing fees and sales commissions expense. Adjusted Operating Income, Adjusted EBITDA, and Adjusted EBITDA (Excluding Political) do not represent, and should not be considered as alternatives to, net income or cash flows from operations as determined under U.S. generally accepted accounting principles, or GAAP. Reconciliations of certain of these measures to net income are included in the Appendix of this presentation and in Exhibit 99.1 to our Current Report on Form 8-K filed with the SEC on November 9, 2022.

townsquare

IS A COMMUNITY-FOCUSED **DIGITAL MEDIA AND DIGITAL MARKETING SOLUTIONS COMPANY** WITH MARKET LEADING LOCAL RADIO STATIONS **PRINCIPALLY FOCUSED OUTSIDE THE TOP 50** MARKETS IN THE UNITED STATES

Our assets include a subscription digital marketing services business, **Townsquare Interactive**, providing website design, creation and hosting, search engine optimization, social media and online reputation management, as well as other digital monthly services for approximately 29,850 SMBs; a robust digital advertising business, **Townsquare Ignite**, a powerful combination of a) an owned and operated portfolio of over 400 local news and entertainment websites and mobile apps along with a network of leading national music and entertainment brands, collecting valuable first party data and b) a proprietary digital programmatic advertising technology stack with an in-house demand and data management platform; and a portfolio of 357 **local terrestrial radio stations** in 74 U.S. markets strategically situated outside the Top 50 markets in the United States

■ AN INTRODUCTION TO TOWNSQUARE (NYSE: TSQ): FACTS & STATS

Townsquare is a digital media and digital marketing solutions company with market leading radio stations, principally focused on hundreds of underserved small and mid-sized local markets outside the Top 50 markets across the U.S.

Strong and fast-growing digital businesses with profitable revenue streams supported by stable, mature “cash cow” local radio broadcast business with very strong cash flow characteristics

Townsquare has invested in world-class technology and infrastructure to serve a broad base of local businesses and engage our loyal audiences and communities

Presence and disciplined focus outside the Top 50 markets is a competitive advantage given the greater need for local content in markets outside the largest U.S. cities, and a much weaker digital competitive landscape

Townsquare has successfully transformed into a Digital First Local Media Company, with ~50% of all profit and revenue sourced and generated from our recurring subscription digital marketing solutions and digital advertising divisions, which are greatly differentiated in TSQ’s markets vs. local digital agencies or other competitors

Our digital platforms have set all-time record audience levels as Townsquare’s local communities turn to our local trusted media brands to stay informed and to be entertained

Our digital audience to our owned and operated properties and brands is ~6.5x the size of our terrestrial radio audience

Approximately **20%** of our total net revenue is monthly, recurring subscription digital marketing revenue

By 2024, TSQ expects to generate a minimum of **\$275M** of digital revenue, at least **+11.5%** annualized growth from 2021

KEY STATS

\$453M / \$111M

LTM 9/30/22
Net Revenue/
Adjusted EBITDA

\$225M

LTM 9/30/22
Net Revenue from
Digital Solutions

107% / 110%

Sep YTD 2022 Net Revenue /
Adjusted EBITDA
as % of Sep YTD 2019

50% / 49%

Sep YTD 2022
Net Revenue / Adjusted
Operating Income
from Digital Solutions

72M / 11M

Total Digital / Broadcast
Audience⁽¹⁾

~6.5x Digital Audience
to Radio Audience

20% / 24%

% of LTM 9/30/22
Total Revenue and
Adjusted EBITDA from
Digital Subscription Solutions
(Townsquare Interactive)⁽²⁾

Note: Please refer to page 2 for definitions of non-GAAP measures.

1. Total digital audience represents average monthly global UVs on Townsquare’s owned and operated websites in the nine months ended September 30, 2022 per Google Analytics. Total broadcast audience represents the average of Townsquare’s Fall 2021 and Spring 2022 nationwide cume, P12+ M-Su 6a -6a, per Act 1 Systems (based on Nielsen data).

2. Excluding political revenue.

■ TOWNSQUARE'S TRANSFORMATION

From 2010 → To Q3 2022

- ❖ From local, ingrained teams in **13** local markets to **74** local markets
- ❖ From **<1M** UVs per Month to **72M** UVs Per Month
- ❖ From No Social Platform to **40M+** Social Media Followers
- ❖ From No Video Platform to **3.5B+** YouTube Lifetime Views
- ❖ From No Subscription Services to a Subscription Digital Marketing Solutions Company with **~30K** Subscribers
- ❖ From No Broadcast Attribution to **~1,400** campaigns measured by Townsquare Analytics
- ❖ From No First Party Data Platform to a Robust Platform with **18** million unique identifiers
- ❖ From Nearly **100%** Radio Revenue/Profit to **50%** Digital Revenue/Profit



From A Pure Radio Broadcast Company to a Digital First Local Media Company

TOWNSQUARE: A VIEW FROM THE TOP

DIGITAL

\$225M LTM 9/30/2022 Net Revenue

\$66M LTM 9/30/2022 Adjusted Operating Income

29% LTM 9/30/2022 Adjusted Operating Income Margin

50% / 49% Sep YTD '22 Net Revenue / Adj. Operating Income Contribution

Digital Advertising

\$135M LTM 9/30/22 Net Revenue

\$40M LTM 9/30/22 Adj. Operating Income



+21% Sep YTD revenue growth⁽²⁾

Owned & Operated Digital Brands

Digital Programmatic Technology Platform

Data Analytics & Management Platform

Subscription Digital Marketing Solutions

\$89M LTM 9/30/22 Net Revenue

\$26M LTM 9/30/22 Adj. Operating Income



+13% Sep YTD revenue growth⁽²⁾

~29,850 SMB subscribers⁽³⁾

\$32B Total Addressable Market⁽⁴⁾

BROADCAST

\$217M LTM 9/30/2022 Net Revenue⁽¹⁾

\$65M LTM 9/30/2022 Adjusted Operating Income⁽¹⁾

30% LTM 9/30/2022 Adjusted Operating Income Margin⁽¹⁾

48% / 49% Sep YTD'22 Net Revenue / Adj. Operating Income Contribution⁽¹⁾

357 Local Radio Stations

Reach 1 out of 2 Adults (50%) via our AM/FM in each local market



Mature, “Cash Cow” Business

Note: Please refer to page 2 for definitions of non-GAAP measures. TSQ also has \$7M of Other (live events) revenue in the LTM 9/30/22 period.

1. Excludes broadcast political revenue of \$5M.

2. Revenue growth rate as compared to the prior year period.

3. As of September 30, 2022.

4. See slide 14.

■ RE-SEGMENTED THE BUSINESS TO ALIGN WITH OUR DIGITAL FIRST LOCAL MEDIA STRATEGY

- Better aligns with how we view our Company and our strategy today
- Provides greater **visibility** of the growth trends and **profitability** of our digital businesses, and the **stability** of our broadcast business
- Provides relevant data to allow a **sum-of-the-parts** valuation for our high growth and **subscription-based** digital businesses

	Net Revenue (\$M)			Adjusted Operating Income (\$M)			
	Sep YTD'22	YoY Growth %	% of Total	Sep YTD'22	YoY Growth %	% of Total	Margin%
Subscription Digital Marketing Solutions	\$68.0	12.7%	20%	\$19.5	7.2%	19%	29%
Digital Advertising	103.5	21.3%	30%	30.4	11.0%	30%	29%
Total Digital	171.5	17.8%	50%	49.9	9.5%	49%	29%
Broadcast Advertising	164.4	3.8%	48%	50.6	1.7%	50%	31%
Other (Live Events)	6.9	105%	2%	0.7	246%	1%	11%
Total	\$342.8	11.5%	100%	\$101.2	5.9%	100%	30%

TOWNSQUARE IS THE ONLY LOCAL MEDIA COMPANY SOLEY FOCUSED ON MARKETS OUTSIDE THE TOP 50

Leading Presence in 74 Small & Mid-Sized Markets

- Portfolio of **400+** local community websites, **375+** mobile apps, and **357** radio stations
- AM/FM broadcast alone reaches **50%** of adults in our local markets
- Healthy, stable markets with lower economic volatility and stabilizing institutions such as universities, military installations and state capitals
- Average market population of **~300,000** people

More Attractive Competitive Landscape

- Very limited focus from larger media players, digital marketing solutions providers, and digital programmatic providers in our size markets outside the Top 50



Filling the Content Void in Markets Outside the Top 50

- Starved for high quality local digital content given the retrenchment of newspapers in these markets
 - Since 2004, approximately 2,000 newspapers have closed in the U.S., and more than 100 local newsrooms have closed during the pandemic ⁽¹⁾



- Our On-Air DJs are Digital Content Creators & Local Social Influencers, creating approximately 20,000 pieces of local content each and every month - one of the largest producers of local content in the United States

Large, Trusted Local Sales Team & 200+ Inside Sales Team

- Talented Local Sales Teams in each of our 74 local media markets with strong long-term community relationships
 - Often the largest media sales team in the local market
- World-class Inside Sales Team (200+ people) in Charlotte to focus on under-served digital markets with population less than 1.5 million people outside the Top 50 markets and outside of our local media markets
 - Building incremental Inside Sales Team in new Phoenix office in 2023

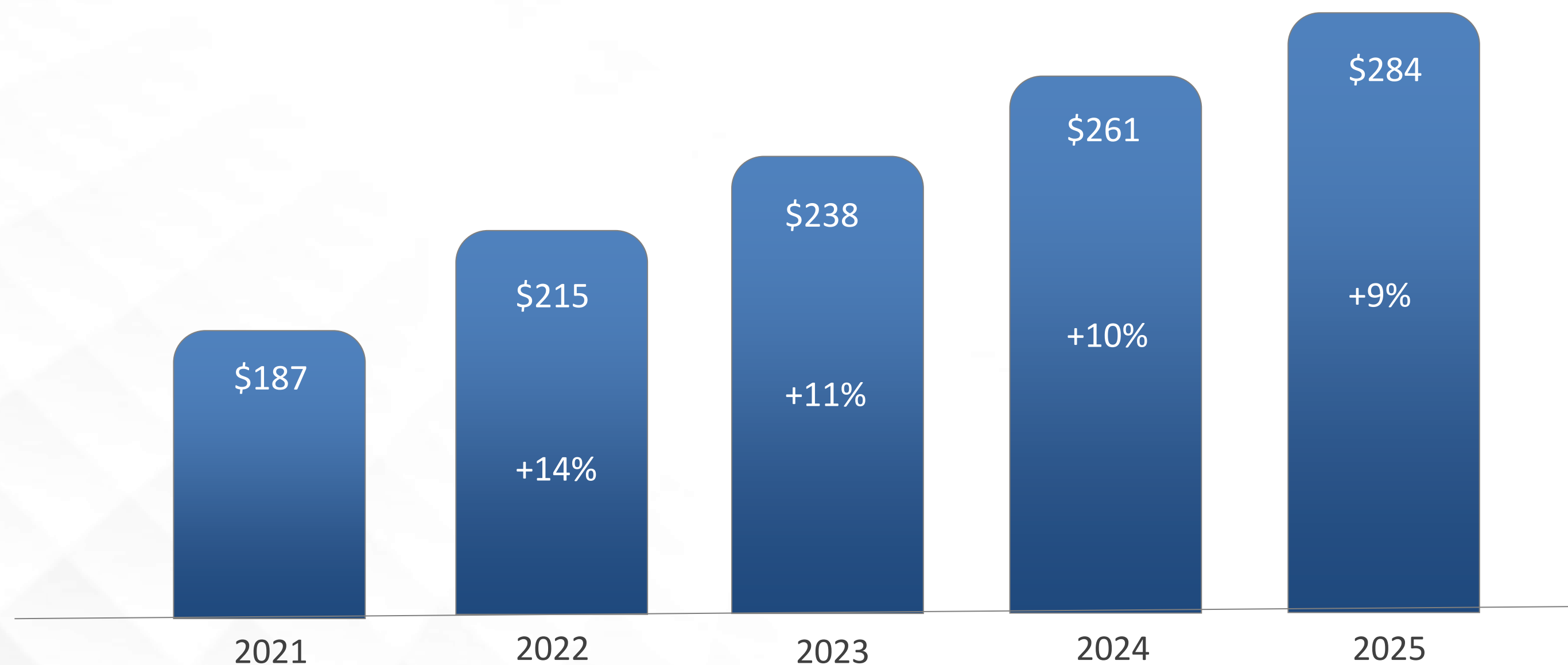


1. Source: Kristen Hare, 'More than 90 local newsrooms closed during the coronavirus pandemic', Poynter [website], <https://www.poynter.org/locally/2021/the-coronavirus-has-closed-more-than-60-local-newsrooms-across-america-and-counting/>, (accessed March 3, 2022).

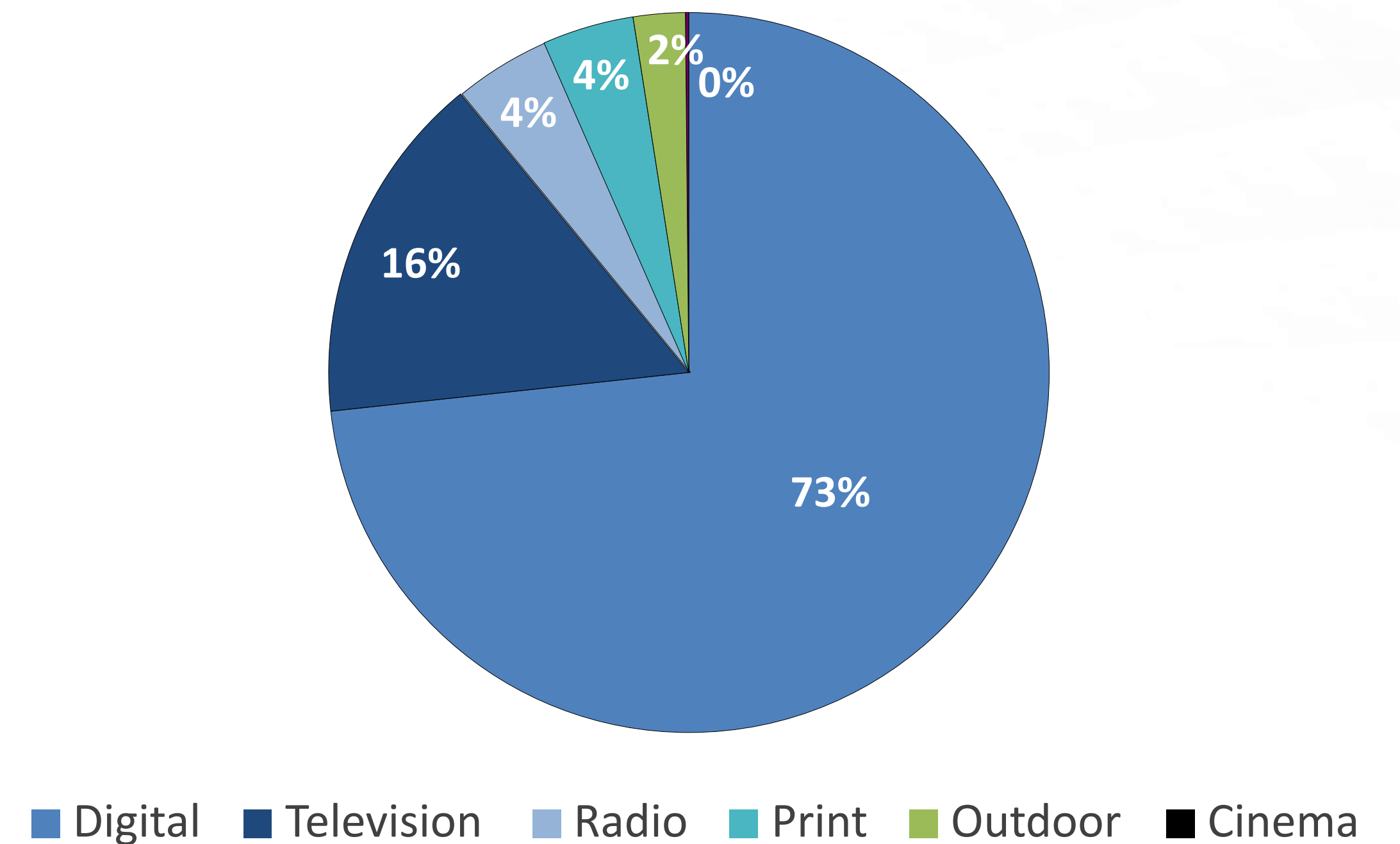
■ BEING A DIGITAL FIRST LOCAL MEDIA COMPANY IS THE RIGHT POSITION TO BE IN

- In 2021, **radio advertising** was **~5%** of all advertising dollars spent in the United States, while **digital advertising solutions** contributed over **60%**
- **Radio** is a **mature, stable, and cash flow generative business** – a quintessential “**cash cow**” business
- It is estimated that **digital advertising will grow** to nearly **75%** of all advertising spend in 2025
- As a **Digital First Local Media Company**, TSQ’s growth engine has and will continue be **digital**

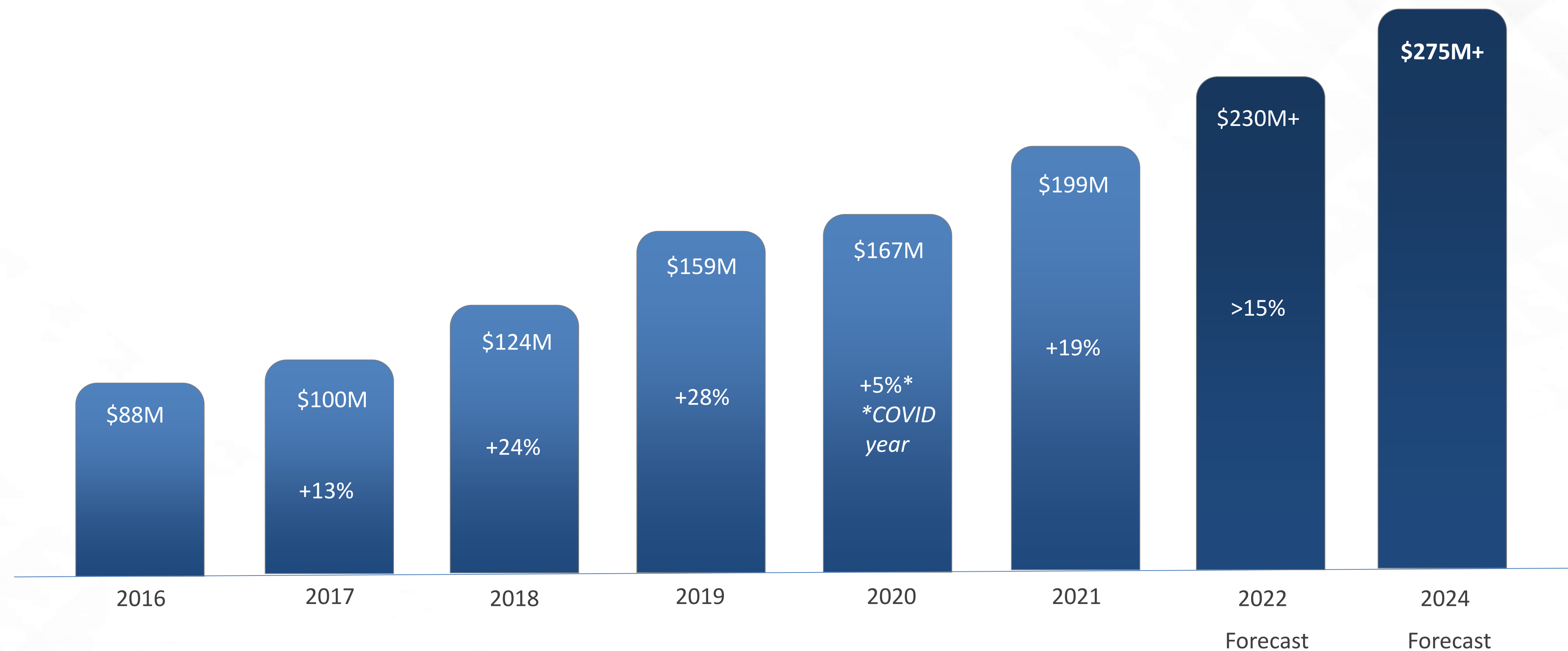
FORECASTED U.S. DIGITAL AD SPEND (\$B)



FORECASTED
U.S. AD SPEND IN 2025



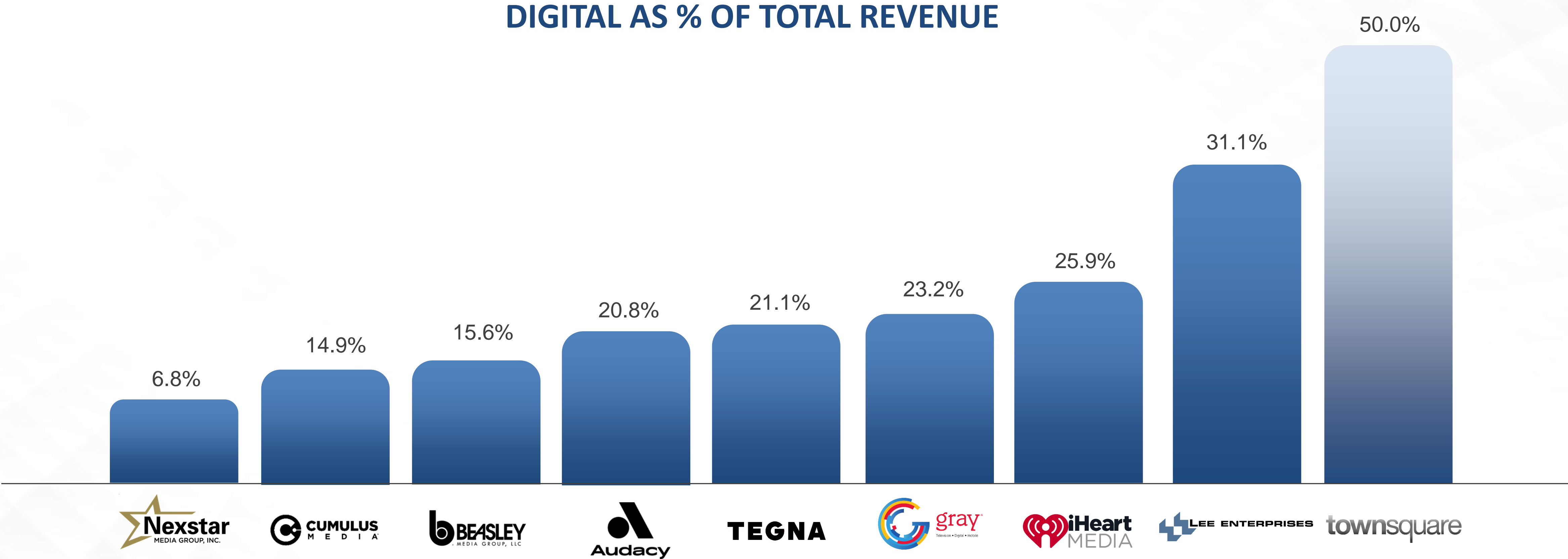
■ TOWNSQUARE HAS STRONG DIGITAL REVENUE GROWTH.... CONSISTENTLY



Digital revenue has grown **+18%** YoY Since 2016 (2016-2021 CAGR)

Estimated to grow a minimum of **+11.5%** YoY through 2024
(2021-2024E CAGR)

TOWNSQUARE DIGITAL REVENUE VS LOCAL MEDIA INDUSTRY



Note: September YTD 2022 Digital as % of Total Revenue per Company filings for Nexstar, Cumulus, Beasley, Audacy, iHeart, and Townsquare.
For Lee Enterprises, represents six months ending June 26, 2022.
For Gray and TEGNA, 2021 per Borrell (they do not report total digital revenue).

DIGITAL ADVERTISING (Townsquare Ignite)



Our Digital Advertising segment's products and solutions are a combination of our owned and operated digital properties, our proprietary digital programmatic advertising platform, and an in-house demand and data management platform collecting valuable proprietary first party data, and is the **fastest growing** revenue and profit driver of Townsquare

KEY STATS

\$135M LTM 9/30/2022 net revenue
(~30% of TSQ's net revenue ex. political)

\$40M LTM 9/30/22 profit (**~30%** profit margin)

OWNED & OPERATED PLATFORM

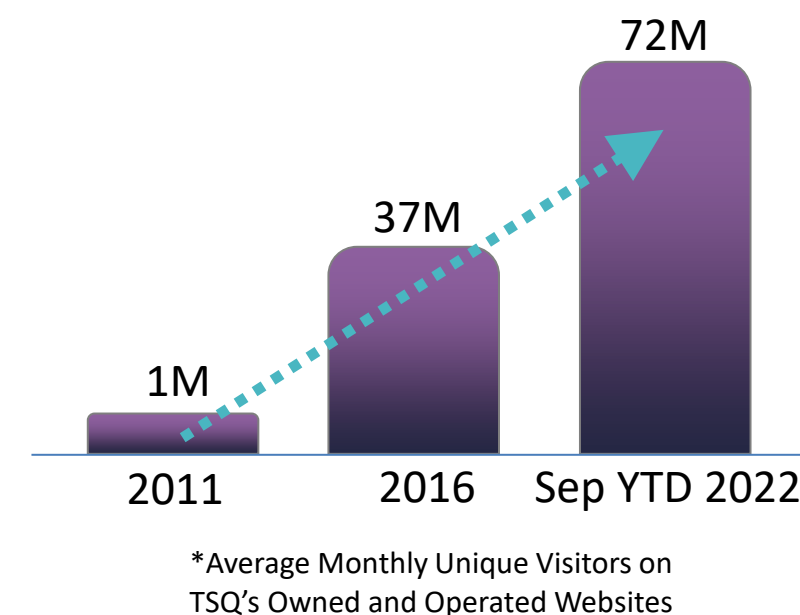
- Proprietary website / app platforms and in-house Content Management System (CMS)

400+ Local Websites **10** National Websites **375+** Mobile Apps **72M** Monthly UVs ⁽¹⁾

40M+ Social Followers **3.5B+** YouTube Lifetime Views

- As an at-scale, large, digital content publisher, we are able to collect valuable first party data on our audience (we do not rely 100% on third party data sources)

50x Audience Growth Since 2011



PROGRAMMATIC PLATFORM

- Proprietary advertising technology platform, with in-house, demand-side buying platform (DSP)
 - Integrated with 10+ digital advertising buying platforms
 - Access to all major advertising exchanges and mobile apps
 - Access to >250 billion impressions/day
- Hyper-targeted solutions and white glove customer service
 - Delivered across desktop, mobile, apps, connected TV, email, paid search, and social media platforms utilizing display, video, and native executions
 - Full-service design and creative team to assist clients in crafting the right message and developing and building the creative for the campaign

DATA ANALYTICS & MANAGEMENT PLATFORM



18M USER PROFILES

Collect and analyze first-party data from our Owned & Operated portfolio of websites and apps (and then overlay with third party data)

Leads to detailed insights about consumer behaviors, audience interest, and purchase intent

Note: As of September 30, 2022 unless otherwise noted.

1. Represents average monthly global unique visitors ("UVs") on our owned and operated websites in the nine months ended September 30, 2022 per Google Analytics.

■ TOWNSQUARE INTERACTIVE: ORGANICALLY BUILT SUBSCRIPTION DIGITAL MARKETING SOLUTIONS

100% owned, subscription-based business that provides website and digital marketing services to underserved SMBs

- ✓ Employ **~700** dedicated professionals
- ✓ Proprietary, internally developed software and customer support platform

Dedicated **Inside Sales Team** of **200+** sellers that prospect small to mid-sized markets across the U.S. outside the Top 50 markets

- ✓ **~59%** of subscribers are outside of our local media market footprint
- ✓ Plan to open a second location in Phoenix, AZ (lease signed in June 2022, expected move-in date March 2023)

Additionally, leverage **our Local Media Sales Teams** trusted and long-standing local relationships embedded in the community, and heritage brand recognition to sell within our 74 market footprint – a major competitive advantage

TSI's subscription revenue has grown on average approximately **\$10 million** per year for **6** straight years, at a stable **~30%** margin since 2016

Consistent net subscriber growth each year



KEY STATS

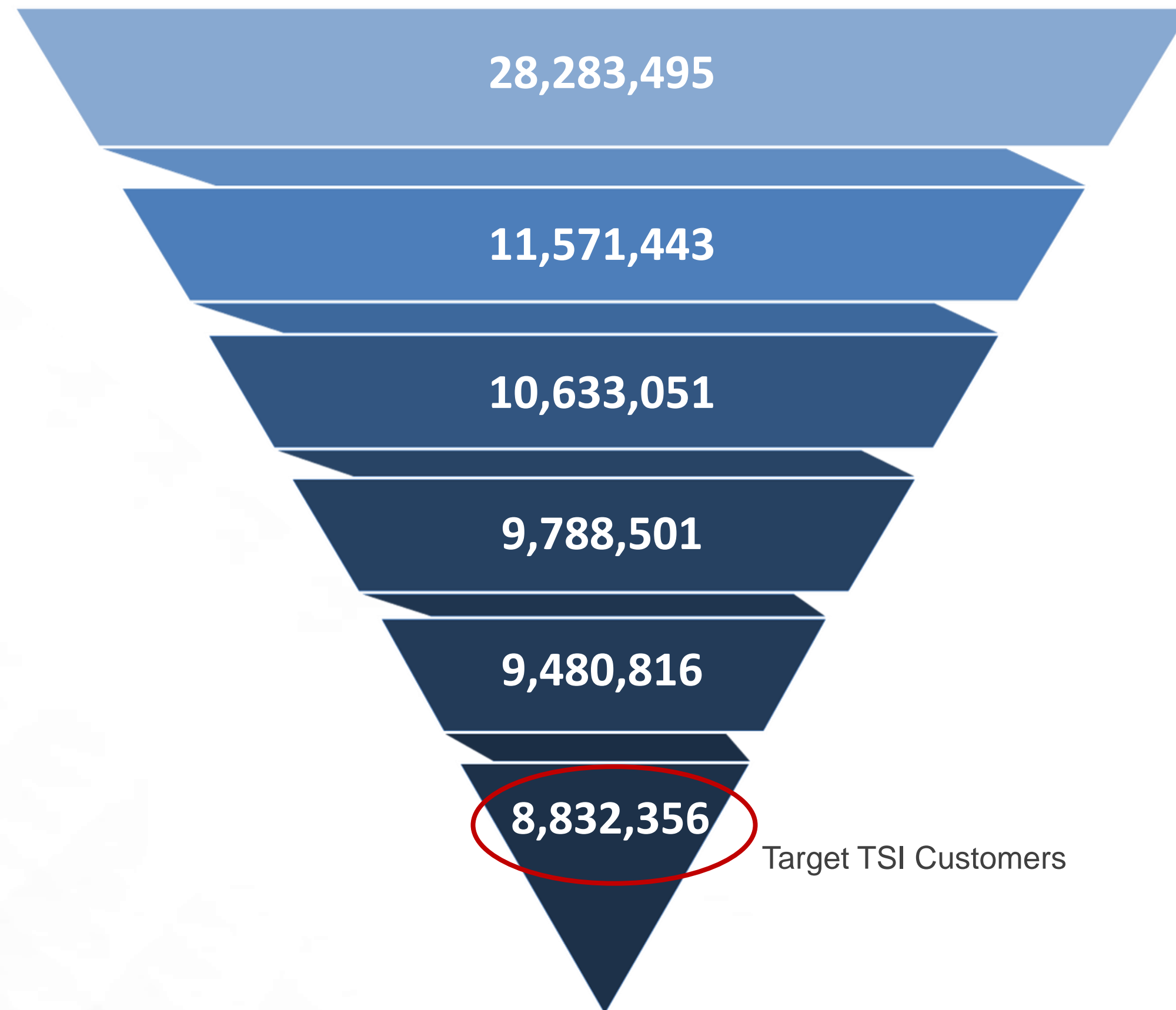
\$89M LTM 9/30/2022 net subscription revenue
(~20% of TSQ's net revenue ex. political)

\$26M LTM 9/30/2022 subscription profit
(~24% of TSQ's Adjusted EBITDA ex political) ⁽¹⁾

~29,850 subscribers as of 9/30/22

TOWNSQUARE INTERACTIVE'S ADDRESSABLE MARKET

of Viable Client Prospects



- 1 Include only private, independently owned establishments
- 2 Exclude Auto dealers, Realtors, Banks
- 3 Include only companies with **\$5M** of revenue or less
- 4 Include only companies with **20** or fewer employees
- 5 Exclude largest **50** metro areas
- 6 Businesses nationwide

**8.8M Target
TSI Customers**



**~\$300 Per
Month Target ARPU**



**~\$32B Total
Addressable Market**

TOWNSQUARE INTERACTIVE: HELPING OUR CLIENTS SUCCEED

It's phenomenal, just the amount of exposure they bring to Chase. I'd be a fool to say I could do it without them. They are an important part of my business today.



Chase Custom Homes & Finance Inc.

John Chase and Bill Noone

Industry: Custom Home Builder

Location: Westbrook, Maine

Challenge: John and Bill were relying on word of mouth to bring in new customers, but knew they needed to keep up with changing times and their evolving industry if they wanted to stand out from their competitors.

[VIEW CASE STUDY](#)

Townsquare has been integral to the growth of our business. I would estimate it at 9% of our new clients were referred to us simply from the website.

Clapper Construction

David and Catrina Clapper

Industry: Construction

Location: Otego, New York

Challenge: David and Catrina had to resort to building their own website after hours. They knew they needed to market their business, but didn't know how. They contacted us for help.

[VIEW CASE STUDY](#)



The fact that someone can put in roofer in Otego, NY and our name's pulled up first – it means a great deal

Shealey Law

Brian Shealey

Industry: Law

Location: Columbia, South Carolina

Challenge: The Shealeys are in a competitive industry in a competitive location, and they needed help showing up in search results over their competitors. But they didn't know where to start with SEO.

[VIEW CASE STUDY](#)



<https://townsquareinteractive.com/testimonials/>

BROADCAST ADVERTISING: THE POWER OF LOCAL RADIO

BRANDS, PERSONALITIES, AND SALES TEAMS

Our local broadcast brands power our portfolio of local websites and apps, and their corresponding social and video platforms. It is a robust multiplatform content ecosystem with each component adding strength to each other. A significant competitive advantage in markets outside the Top 50 cities in the U.S.

On-air talent = the Original Social Influencers

- Drive deep, multiplatform audience engagement and create compelling advertising and marketing solutions for local clients across broadcast and digital platforms
- Command incredible authority, trust and engagement with their followers, readers, listeners, and with our entire local communities

Large, trusted, local salesforce with direct relationships with local advertisers and businesses

AM/FM terrestrial broadcast alone reaches **50%** of adults in our markets; with digital, over **70%** reach

Stable listening trends and audience given “Local First” strategy (local DJs and local content)

Stable, mature, “cash cow” business with very strong cash flow characteristics ⁽⁴⁾

A SAMPLING OF LOCAL MEDIA BRANDS



Key Stats

\$217M LTM 9/30/22 Ex-Political Net Revenue⁽¹⁾

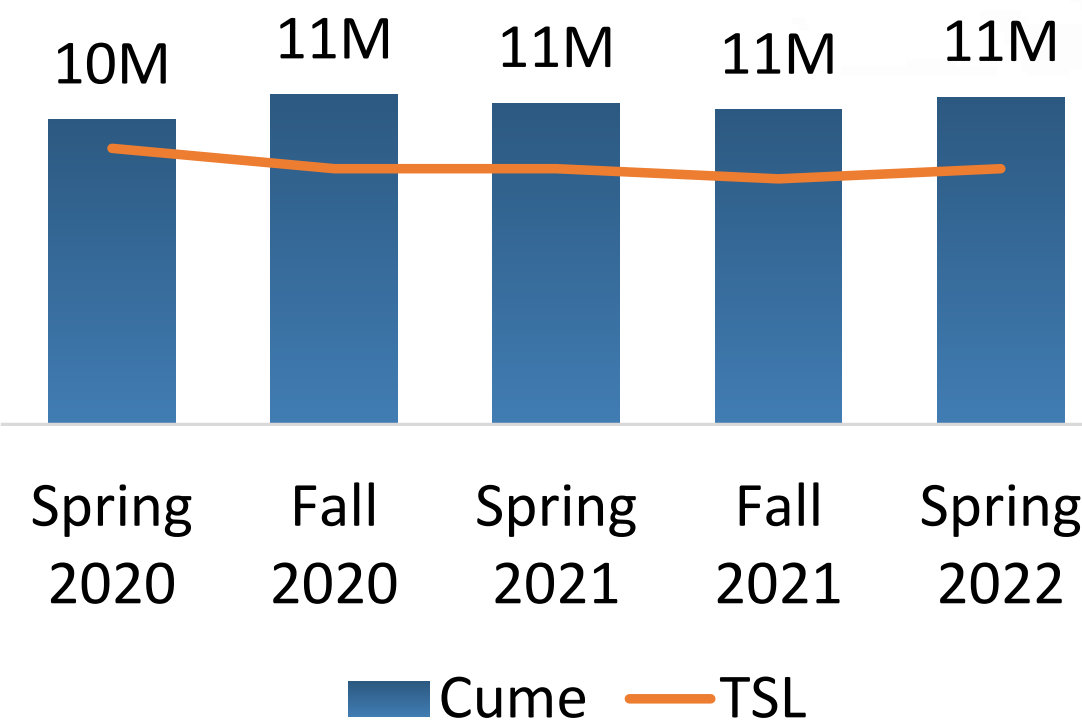
\$65M LTM 9/30/22 Ex-Political profit (30% profit margin)⁽¹⁾

357 radio stations

11M listeners ⁽²⁾

50% Reach of Adults in Our Markets Just via AM/FM Listening (over **70%** reach with digital audience)

Stable Listening Trends ⁽³⁾



1. Including political, LTM 9/30/2022 Broadcast Revenue, profit and profit margin was \$222M, \$69M, and 31%.
2. Represents the average of Townsquare's Spring 2022 and Fall 2021 nationwide cume, P12+ M-Su 6a-6a, per Act 1 Systems (based on Nielsen data).
3. Cume data represents nationwide cume, P12+ M-Su 6a-6a, per Act 1 Systems (based on Nielsen data). TSL data represents nationwide TSL, P12+ M-Su 6a-12m, based on Nielsen's Nationwide Regional Database.
4. Excluding 2020, when Broadcast Revenue and profit meaningfully declined due to COVID.

■ OMNICHANNEL BRAND STRATEGY

5,859,095
MONTHLY PAGE
VIEWS

FACEBOOK
FANS
43,780

50,018
APP
DOWNLOADS

3,498
INSTAGRAM
FOLLOWERS

MONTHLY UNIQUE
VISITORS
834,372



TWITTER
FOLLOWERS
2,374

TOTAL LISTENING
HOURS
69,743

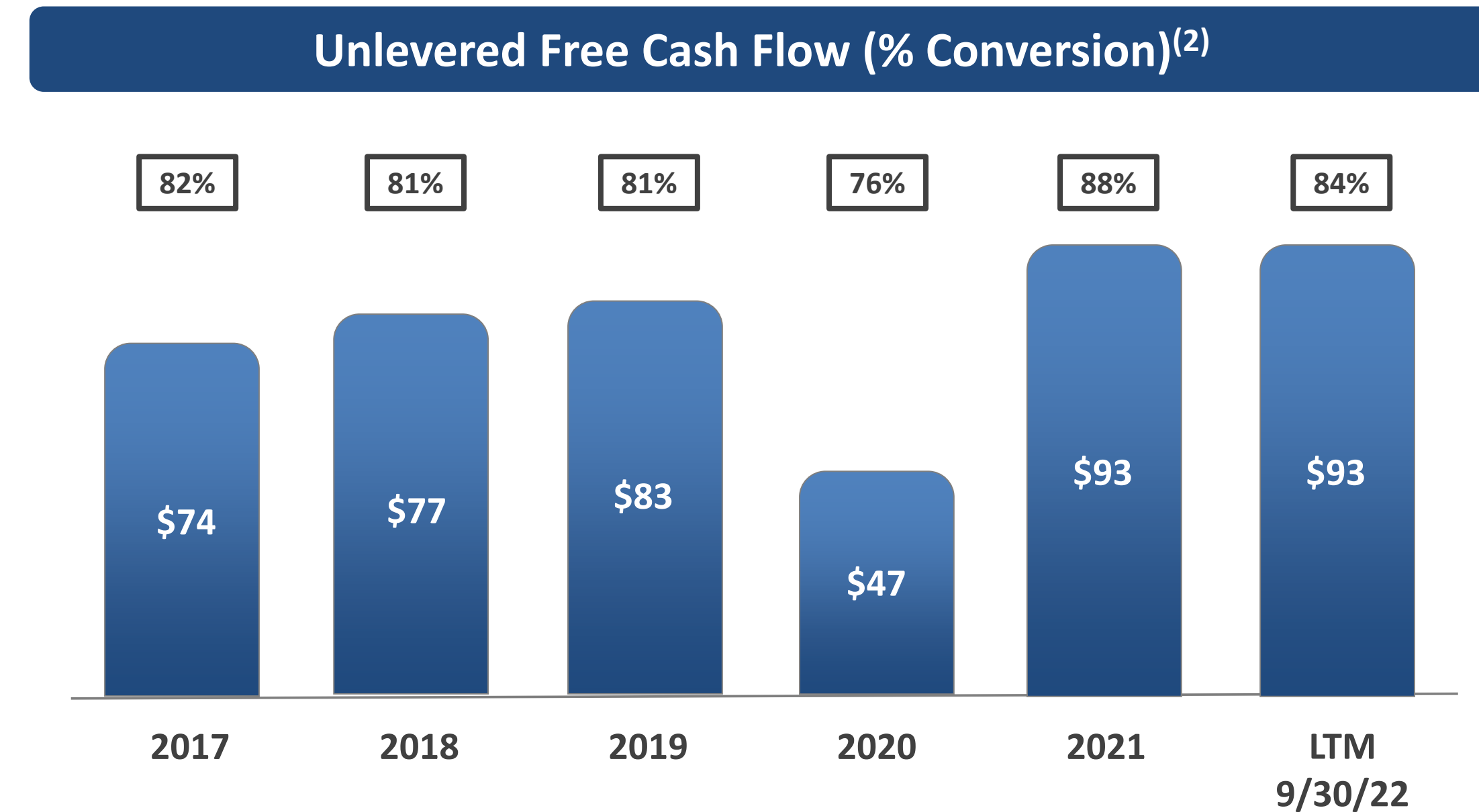
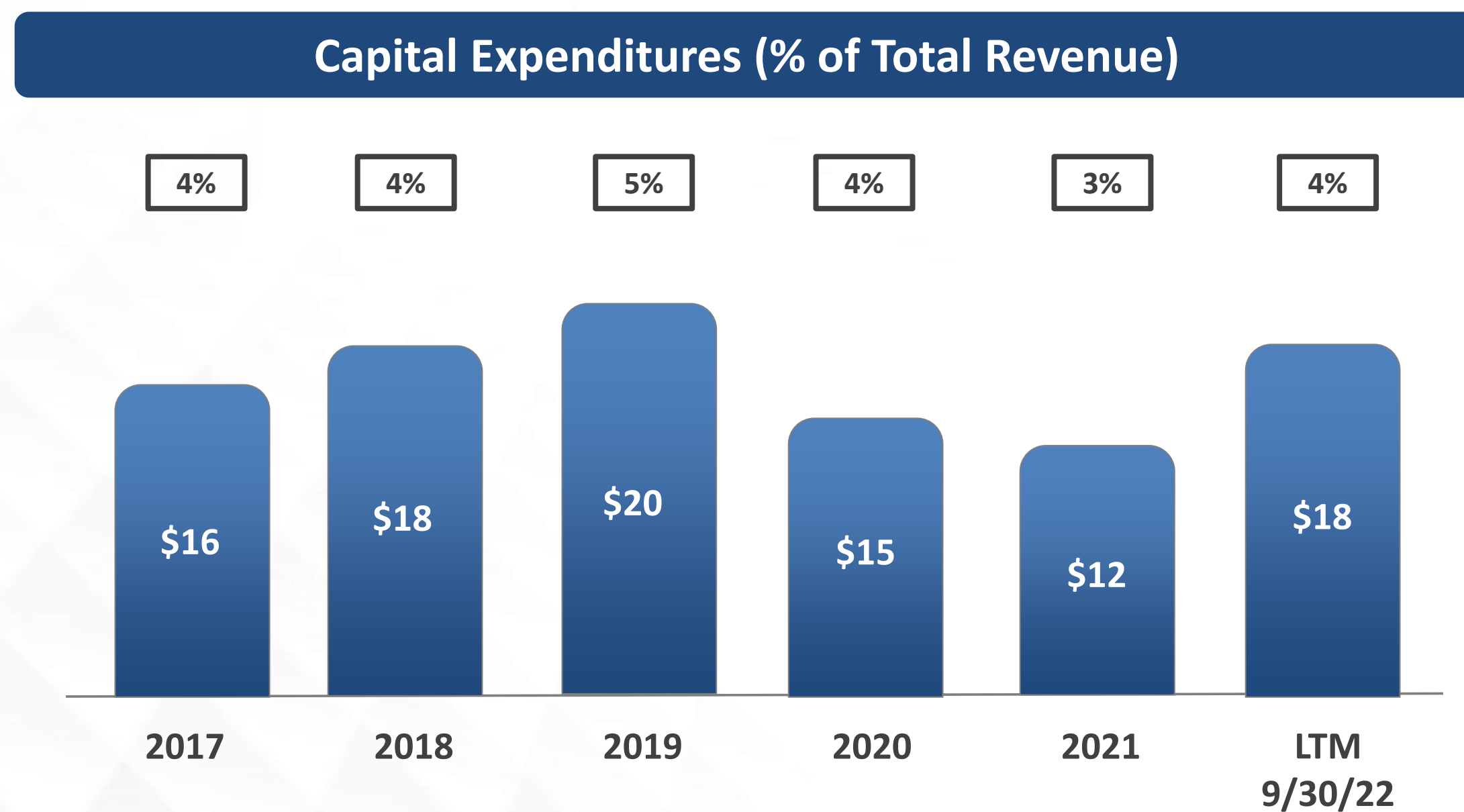
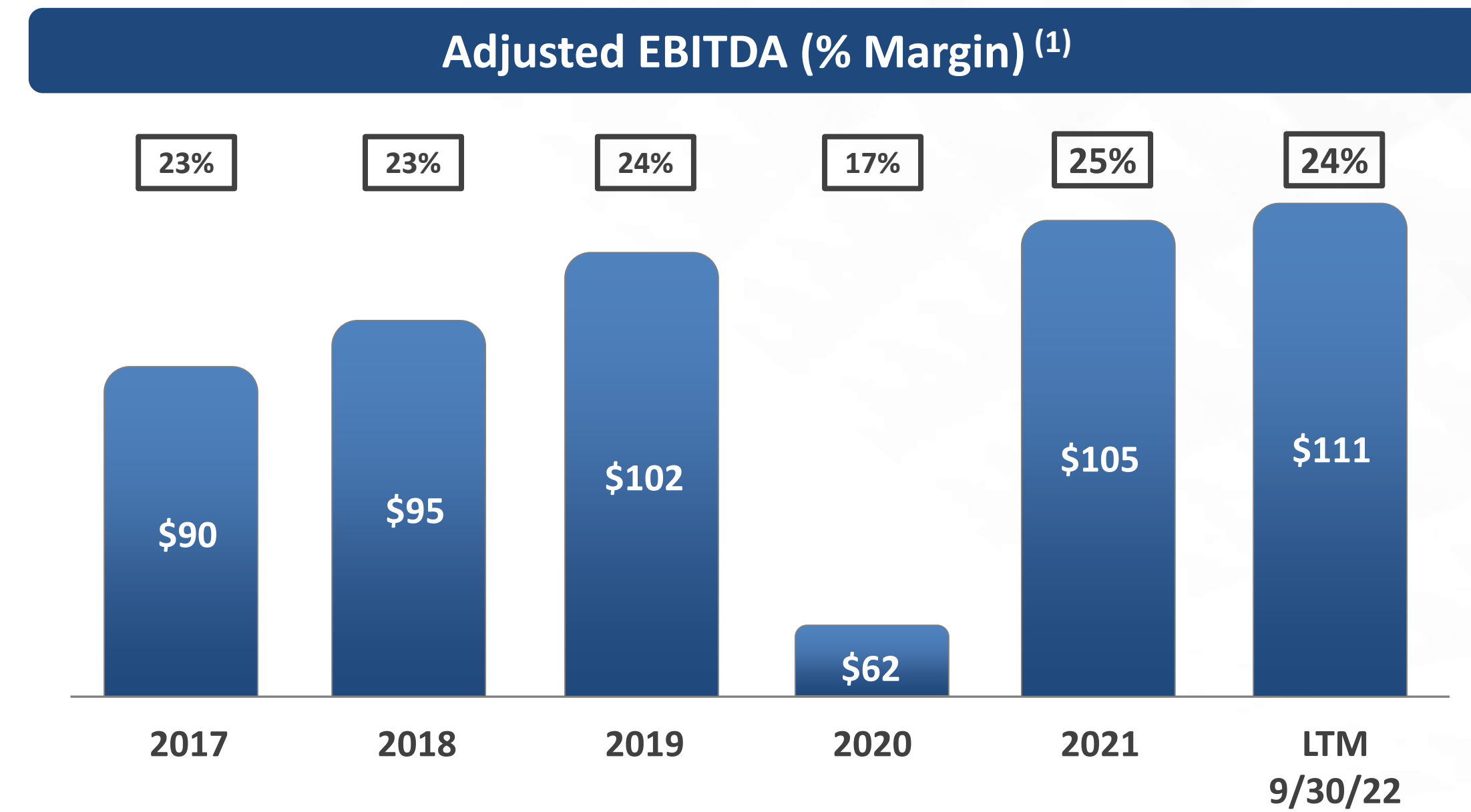
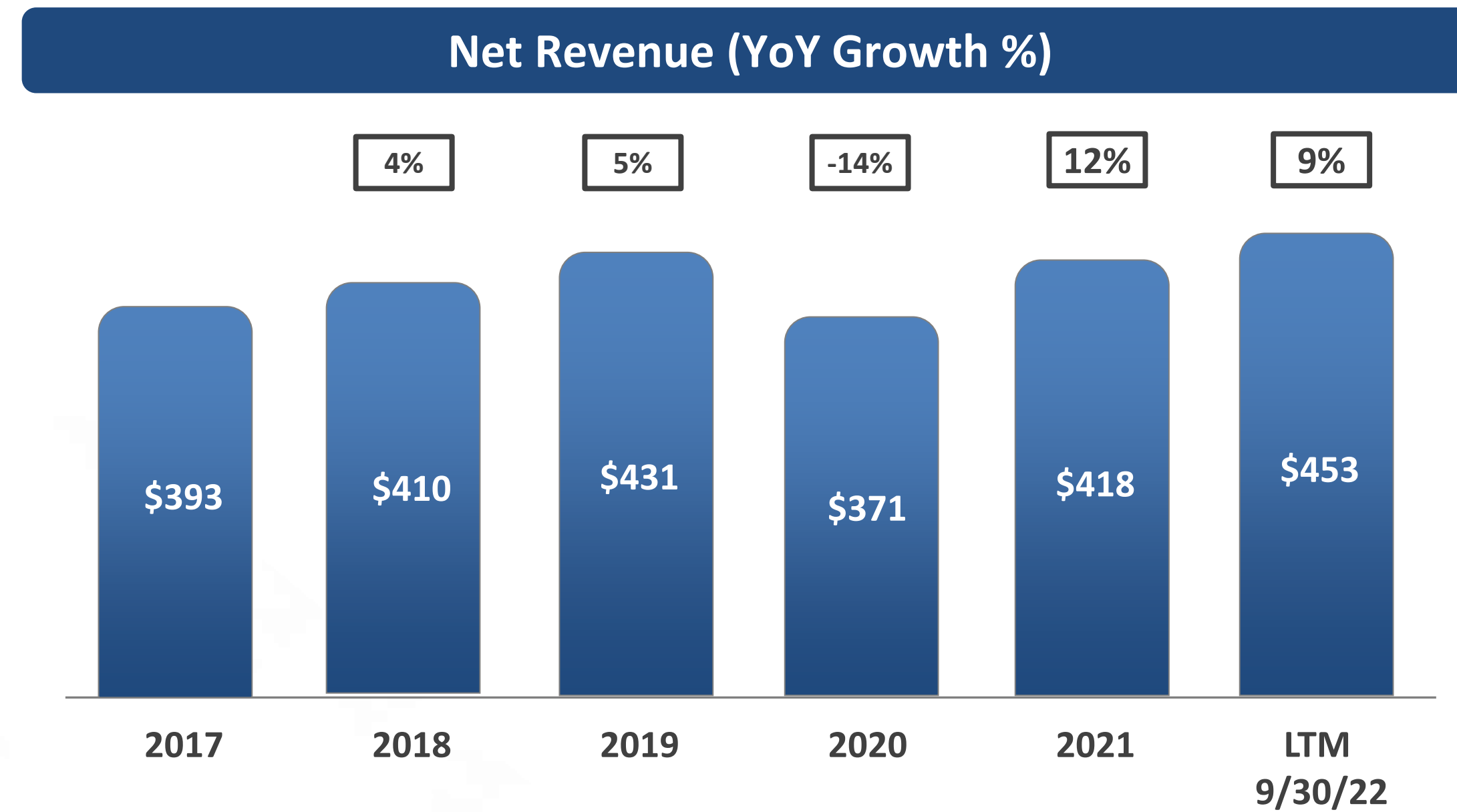
25,417
NEWSLETTER
SUBSCRIBERS

6,280
YOUTUBE
SUBSCRIBERS

POPULATION OF
POUGHKEEPSIE
~900,000

■ FINANCIAL PERFORMANCE CHARACTERIZED BY STRONG GROWTH* AT HEALTHY MARGINS

(\$ in millions)



*Excluding 2020, when net revenue and Adjusted EBITDA declined due to COVID.

1. Adjusted EBITDA is a non-GAAP financial measure. Please refer to page 2 for the definition of Adjusted EBITDA.

2. Unlevered Free Cash Flow is defined as Adjusted EBITDA less Capital Expenditures. % Conversion is defined as Adjusted EBITDA less Capital Expenditures divided by Adjusted EBITDA.

■ OUR STRATEGY DELIVERS FINANCIAL RESULTS,
EVEN IN A CHALLENGING ENVIRONMENT
Q3 2022: WHAT WE SAID... AND WHAT WE DELIVERED

Q3 2022 Statistic	WHAT WE SAID...	WHAT WE DID...
Net Revenue	\$120M - \$127M	\$120.6M +8% YoY ✓
Adjusted EBITDA	\$30M - \$32M	\$30.9M +6% YoY ✓

Q3 NET REVENUE AND ADJUSTED EBITDA REACH ALL-TIME Q3 COMPANY RECORD

■ NUMEROUS Q3 & YTD 2022 HIGHLIGHTS

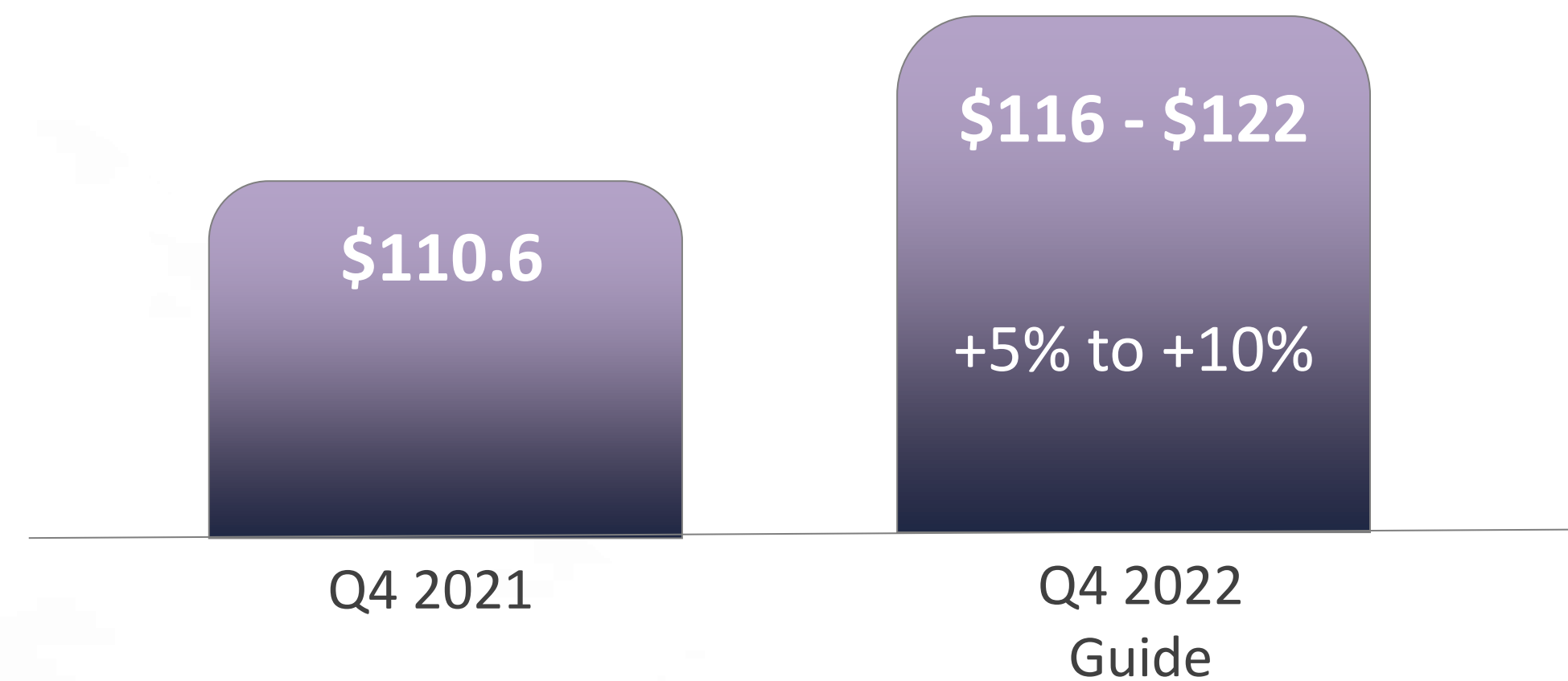
- ✓ Q3 Adjusted EBITDA of **\$31M** an all-time Q3 high, +6% vs. prior year
- ✓ Q3 net revenue of **\$121M** an all-time Q3 high, +8% vs. prior year
- ✓ Q3 Digital revenue **increased +17%**, **~50%** of September YTD 2022 net revenue
 - ✓ Townsquare Interactive net subscription revenue **increased +10%**, with **+850** Q3 net subscriber additions (+3,050 YTD)
 - ✓ Digital Advertising revenue **increased +21%**
 - ✓ **LTM 9/30/22 digital revenue increased to \$225M**
- ✓ Q3 Digital Adjusted Operating Income **increased +7%, 49%** of total September YTD 2022 Adjusted Operating Income
 - ✓ Q3 total digital profit margin of **29%**
- ✓ **Generated \$32 million** of Cash Flow from Operations in September YTD 2022 period
- ✓ Net leverage declined to 4.54x as of September 30th, an all-time low and down from 4.87x one year ago
- ✓ Repurchased and retired \$19 million of 2026 Notes at or below par through September
- ✓ On track to deliver all-time high net revenue and Adjusted EBITDA in 2022
- ✓ Re-affirmed Digital Revenue target of **\$275M+** by 2024

■ 2022: HOW HIGH IS HIGH

2022 Guidance Reflects Strong Growth

Q4 2022 Guidance

Net Revenue (\$M)

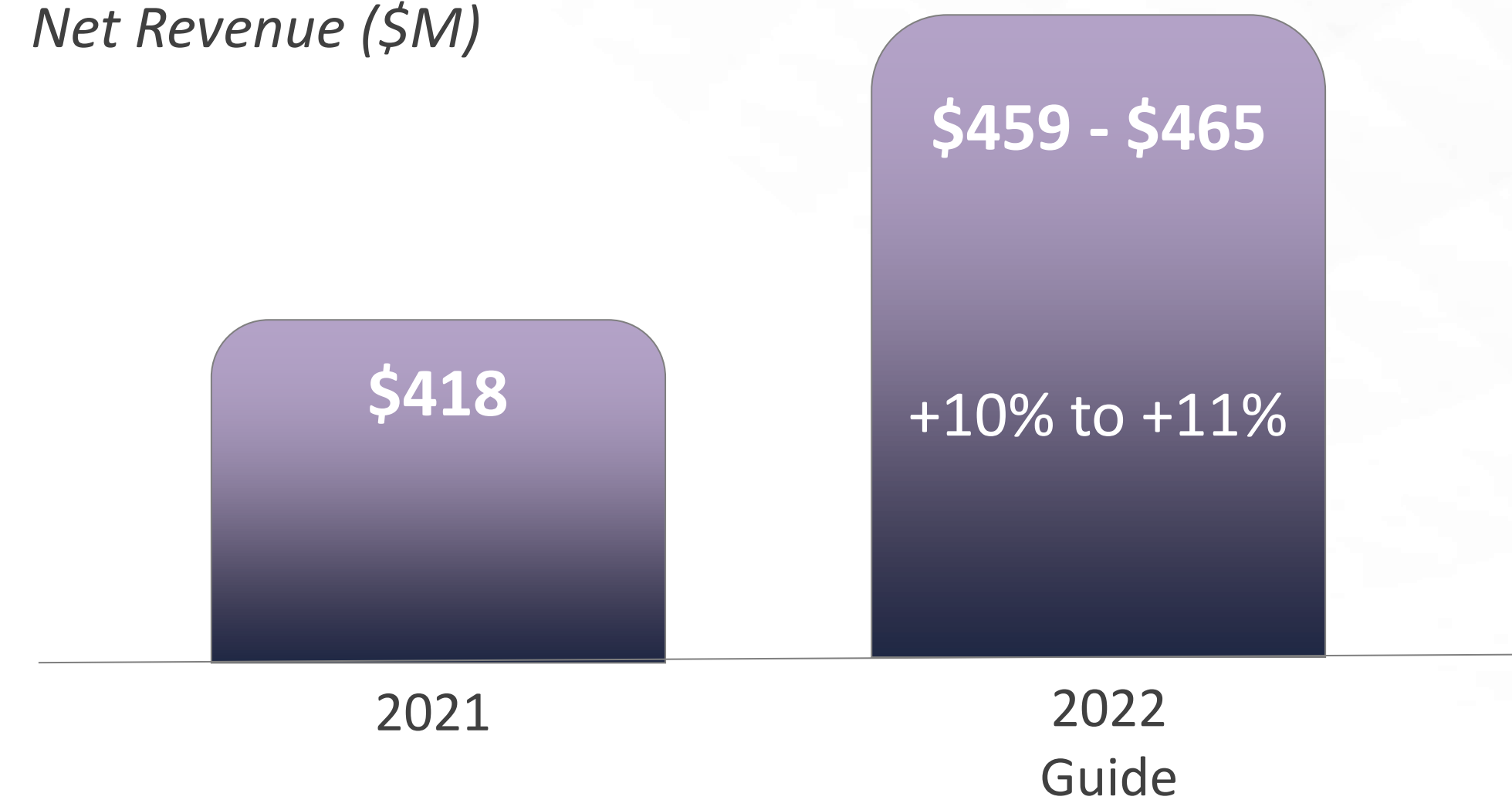


Adjusted EBITDA (\$M)

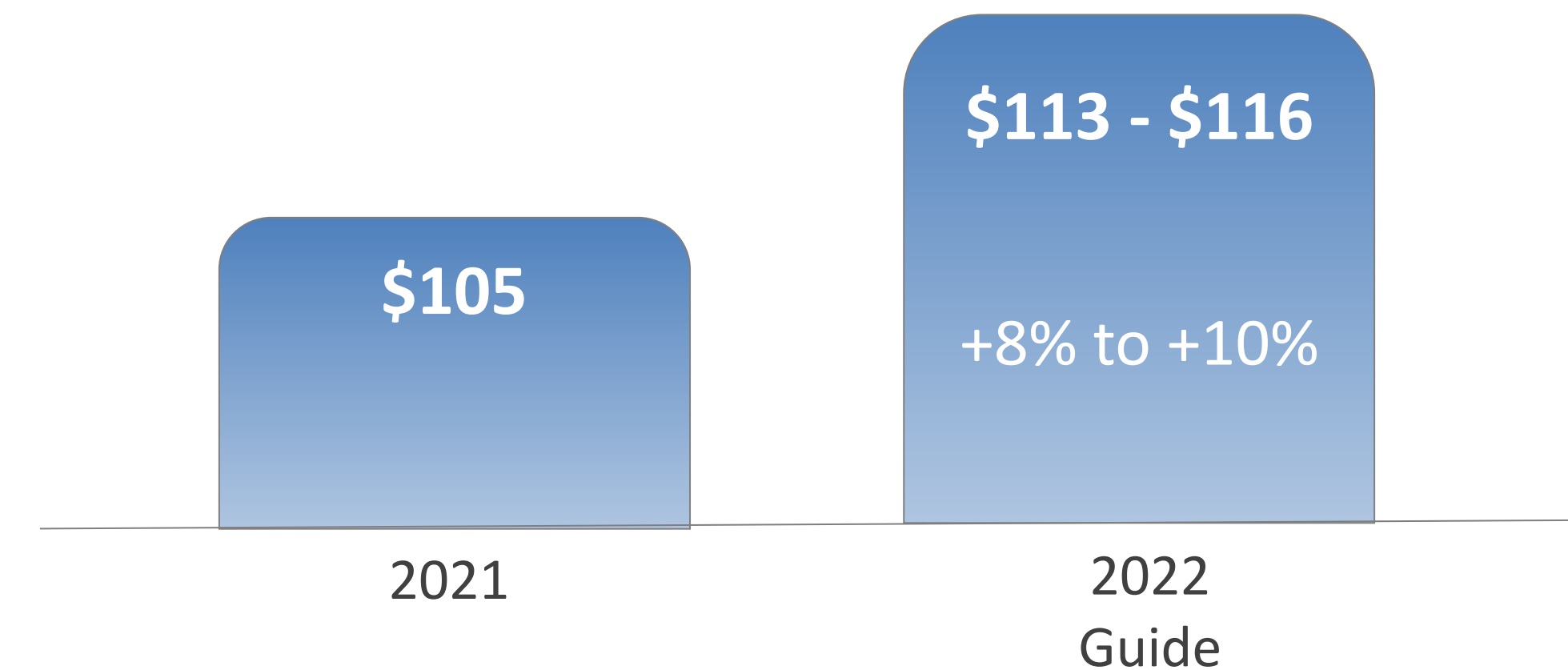


FY 2022 Guidance

Net Revenue (\$M)



Adjusted EBITDA (\$M)



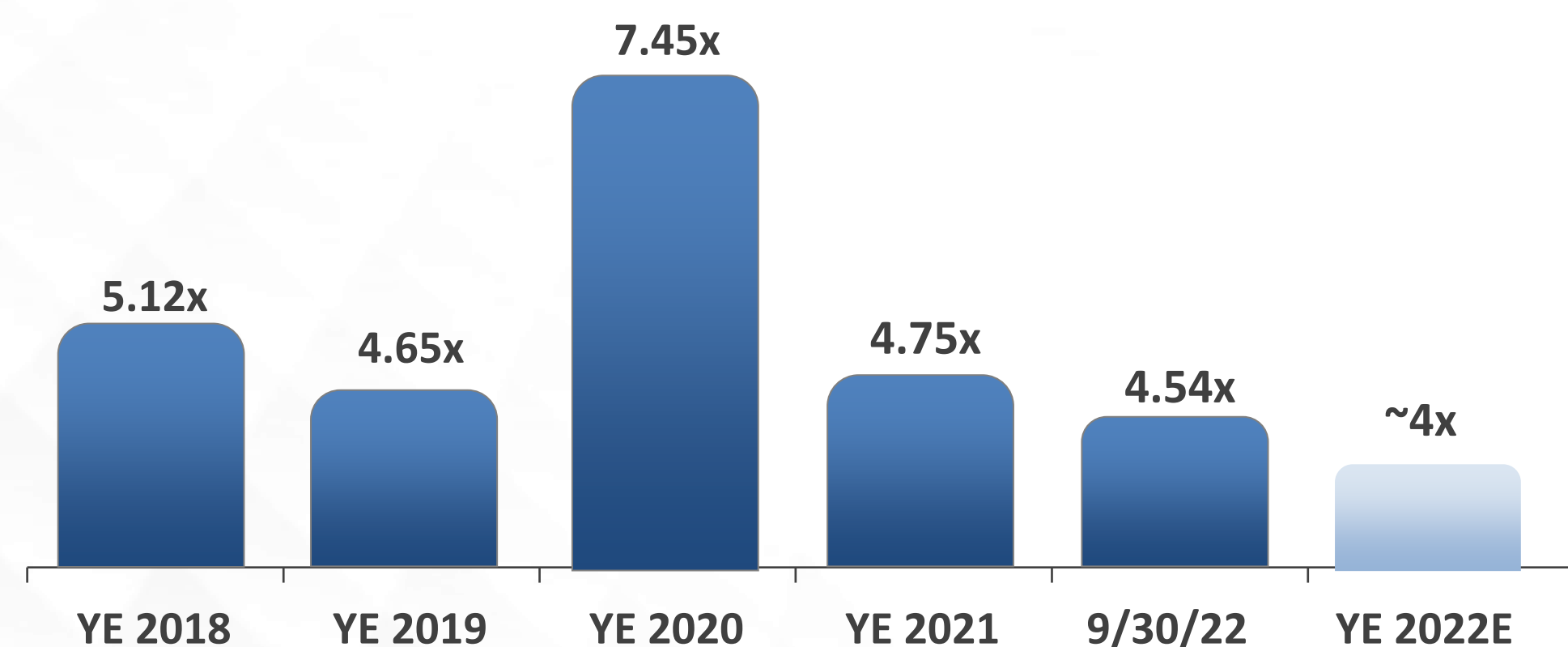
BALANCE SHEET & OWNERSHIP

9/30/22 Balance Sheet

- **\$27M** cash balance at 6/30/22
- Approaching net leverage target of **~4x** at YE 2022
- In Q2'22, repurchased \$19.2 million of 2026 Notes at or below par

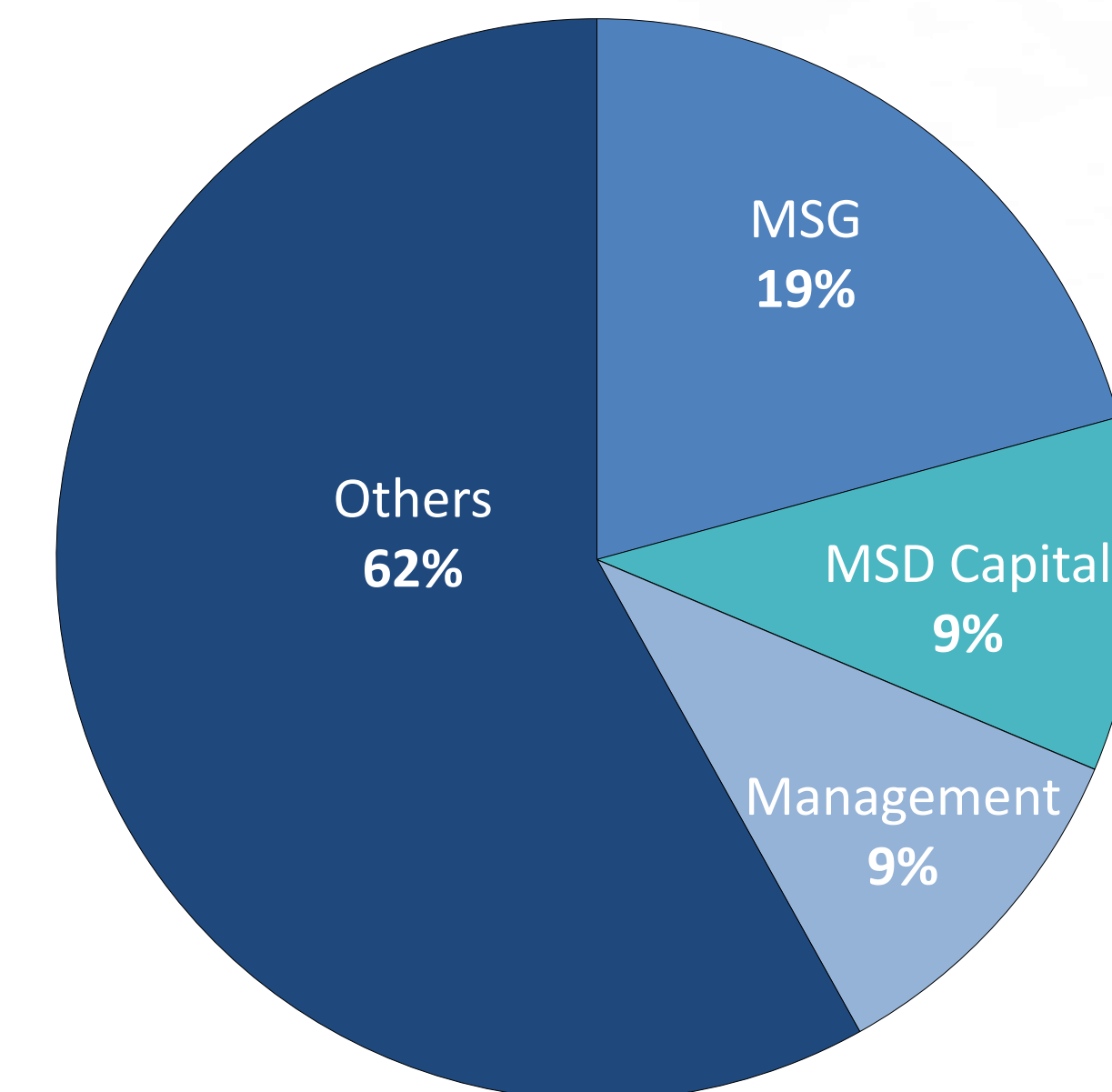
<i>\$ in millions</i>		Maturity	Pricing
Cash	\$27		
Senior Secured Notes	531	2026	6.875%
Total Debt	\$531		
Total Net Debt	\$504		
Total Leverage ⁽¹⁾	4.79x		
Net Leverage⁽¹⁾	4.54x		

Net Leverage Expected to Reach An All-Time Low



Ownership (as of 11/4/22)⁽²⁾

<i>(shares in millions)</i>		# of Votes	Primary Holders
Class A Common Stock	13.0	1	Public, MSG & MSD
Class B Common Stock	0.8	10	Management
Class C Common Stock	3.5	0	MSD & MSG
Total Shares	17.2		



- On March 9, 2021, TSQ used \$80M of cash to repurchase 100% of Oaktree Capital's majority ownership stake in TSQ in a significantly accretive transaction

Note: Please refer to page 2 for definitions of non-GAAP measures.

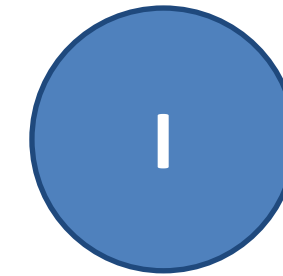
1. Adjusted EBITDA for the twelve months ended September 30, 2022 was \$110.9 million.

2. Class B (high vote) and Class C (no vote) shares revert to Class A (1 vote) shares upon a sale.

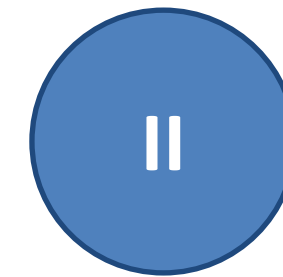
townsquare

■ APPENDIX

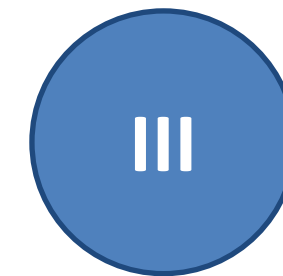
■ KEY INVESTOR HIGHLIGHTS



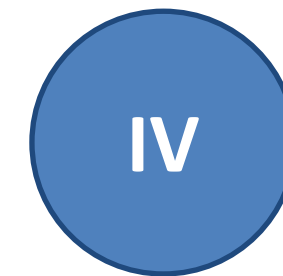
Attractive Free Cash Flow Profile with Significant Subscription Component



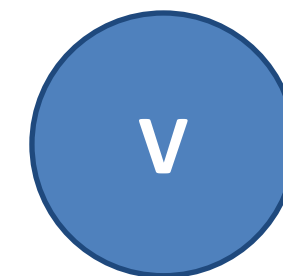
Success in Digital Businesses Diversifying Revenue Base and Driving Revenue and Profit Growth



Attractive Radio Industry Dynamics



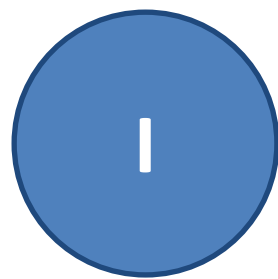
Leading Position in Small and Mid-Sized Markets



“Best in Class” Product & Engineering Team

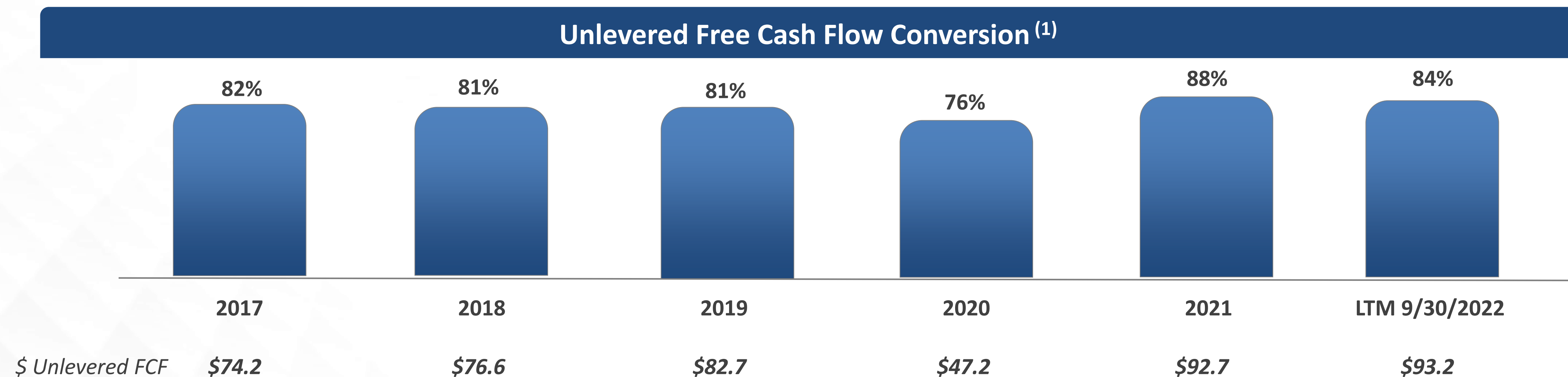


Leading Management Team



■ ATTRACTIVE FREE CASH FLOW PROFILE

- Fast growing, profitable digital revenue is complemented by stable (pre-pandemic) broadcast revenue with attractive margins (digital **~50%** of September YTD 2022 net revenue excluding political)
- Increasing contribution from subscription-based Townsquare Interactive segment (TSI)
 - = **\$89M** LTM 9/30/2022 revenue; **~20%** of total net revenue (excluding political)
 - = Stable **~30%** margin; **~24%** of total Adjusted EBITDA (Excluding Political)
- Diverse segments and operating scale contribute to greater net revenue and Adjusted EBITDA growth
- Low, predictable capex requirements (**<5%** of revenue)
- Substantial tax shields related to the tax amortization of intangible assets



Note: Please refer to page 2 for definitions of non-GAAP measures.

1. Unlevered Free Cash Flow defined as Adjusted EBITDA less Capex, and Unlevered Free Cash Flow Conversion defined as (Adjusted EBITDA – Capex) / Adjusted EBITDA. Unlevered Free Cash Flow, Unlevered Free Cash Flow Conversion, and Adjusted EBITDA are non-GAAP financial measures. Please refer to page 2 for the definition of Adjusted EBITDA and the appendix of this presentation for a reconciliation of Adjusted EBITDA to Net (loss) Income, the most directly comparable GAAP measure.



SUCCESS IN SUBSCRIPTION DIGITAL MARKETING AND DIGITAL ADVERTISING SOLUTIONS HAS DRIVEN THE COMPANY’S DIGITAL TRANSFORMATION

Digital businesses support long-term growth and revenue and profit diversification, including subscription-based profit

Townsquare Interactive

Key Stats

- ✓ Total Addressable Market: 8.8M U.S. SMBs and >\$32B
- ✓ ~ 29,850 subscribers as of 9/30/22
- ✓ ~29% profit margin⁽¹⁾
- ✓ Approximately 59% of TSQ subscribers are outside of TSQ’s local media market footprint

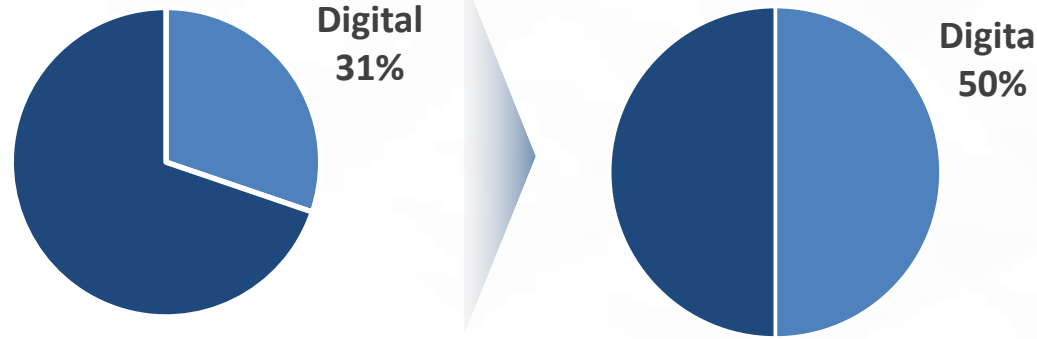
Townsquare’s Digital Advertising

Key Stats

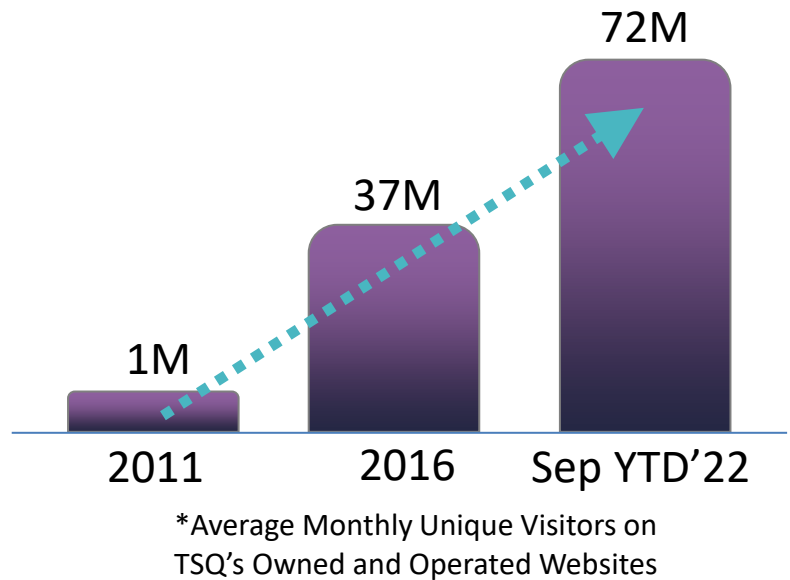
- ✓ Programmatic Digital Advertising Platform
 - ✓ In-house buying platform (DSP) integrated with 10+ buying platforms and all major advertising exchanges accessing >250 billion impressions/day
 - ✓ In-House Digital Agency managing creative to campaign insights and everything in between to deliver strong Digital Advertising ROI
- ✓ Owned & Operated Platform
 - ✓ Owned and operated network of digital brands, made up of over 400 websites and 375+ mobile apps
 - ✓ 72 million unique visitors ⁽³⁾

Townsquare’s Digital Evolution

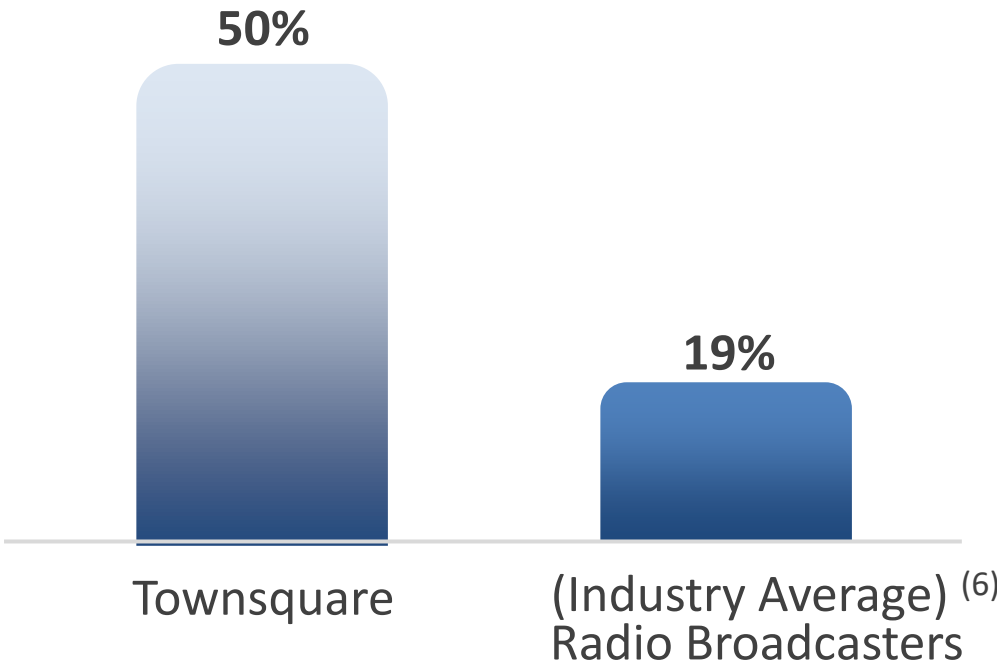
2018 Revenue ⁽⁵⁾	Sep YTD 2022 Revenue ⁽⁵⁾
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50x Audience Growth Since 2011



Sep YTD 2022 Percentage of Revenue from Digital Sales



TSQ’s Digital Revenue (\$M) and Growth Trends⁽²⁾



\$275M of Digital Revenue
In 2024
(TSI + Digital Advertising) ⁽⁴⁾

Note: Please refer to page 2 for definitions of non-GAAP measures.

1. Represents Adjusted Operating Income Margin for the twelve months ended September 30, 2022.

2. Represents year-over-year revenue growth trends.

3. Represents average monthly global unique visitors (“UVs”) on our owned and operated websites in the nine months ended September 30, 2022 per Google Analytics.

4. Represents management estimates.

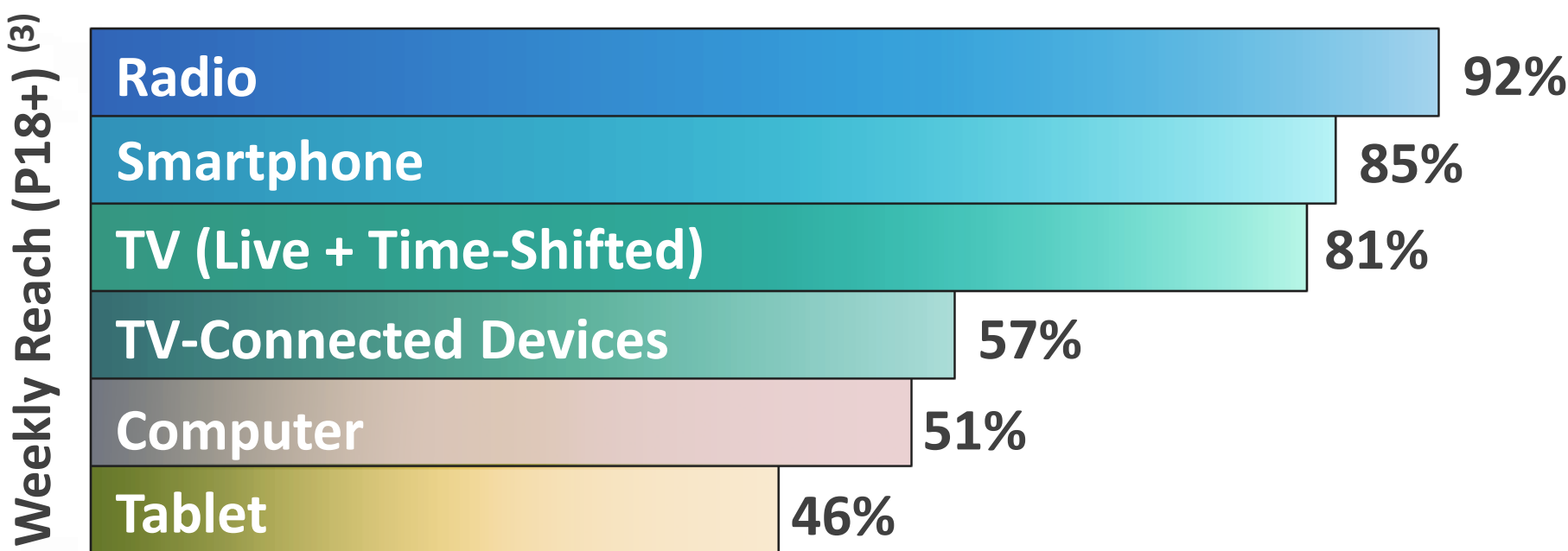
5. Excluding political revenue.

6. Per reported September YTD 2022 digital revenue for iHeart, Cumulus, Beasley, and Audacy.

RADIO: A STABLE FOUNDATION WITH AN ATTRACTIVE VALUE PROPOSITION

Radio Reaches Everyone

- Radio usage has remained substantially unchanged since 1970, reaching ~85%+ of Americans 18+ ⁽¹⁾
- Radio dominates ad-supported audio, with 75% vs. podcasts’ 11%, ad-supported Pandora’s 6%, ad-supported Spotify’s 4%, and ad-supported SiriusXM’s 4% share of audio ⁽²⁾
- Radio reaches more people per week than any other media

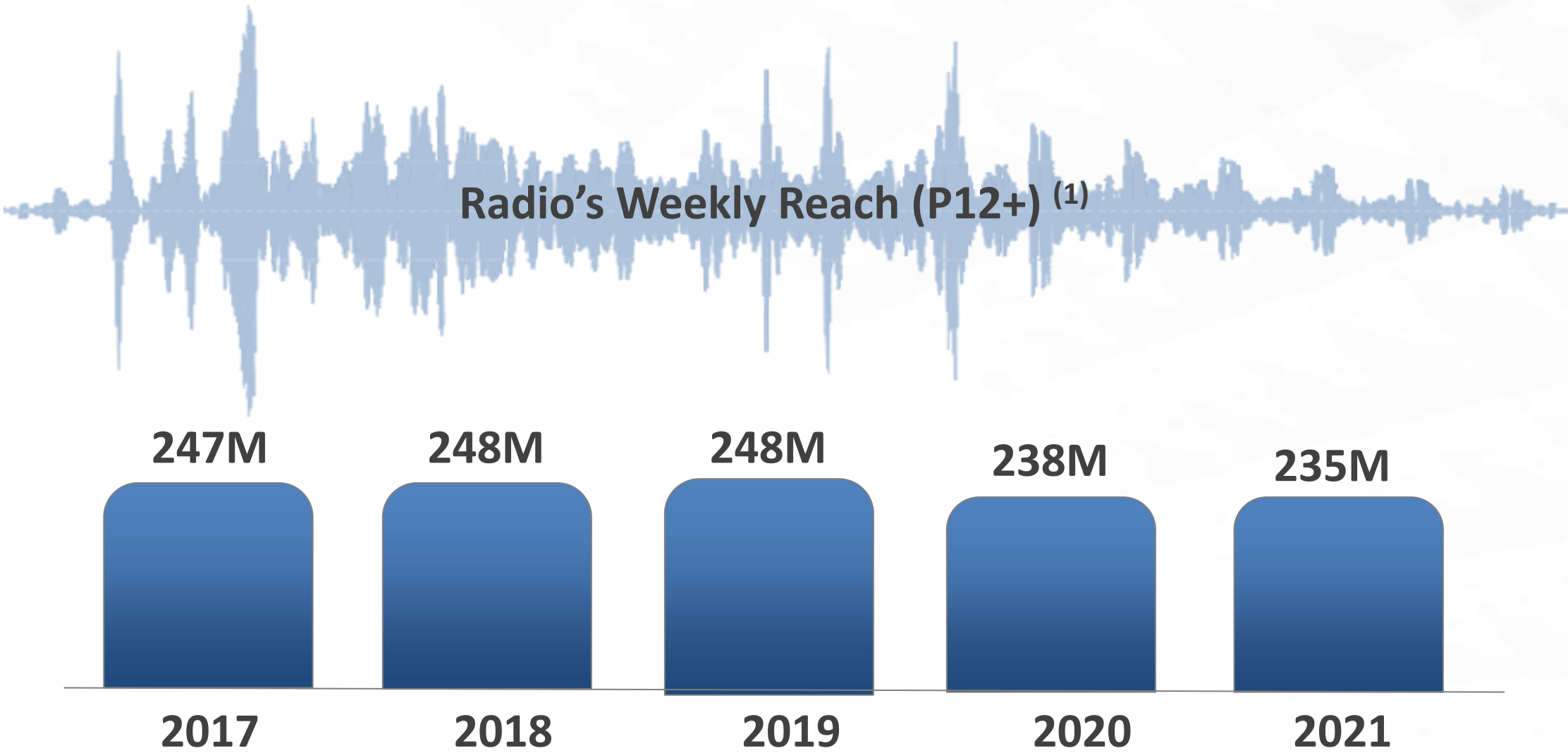


Radio Delivers a Local Connection

- Radio megaphone with proven ability to activate audience to action
- Large, local salesforce with direct relationships with local advertisers
- Compelling live and local content on heritage brands delivered by local personalities
- First party audience data collection and insights
- Ability to produce curated local content absent from national and social media platforms

Radio’s Audience is Stable

- Unlike certain other traditional media, radio’s audience is stable
- The introduction of streaming, mobile apps and smart speakers have added to radio’s total audience



Radio Delivers Results at an Attractive Price

- Radio is still one of the most cost-effective and efficient ways for local advertisers to reach the masses and local communities
- Attribution tools, such as Townsquare Analytics, provide ways to measure broadcast campaigns that have historically not existed

1. Nielsen Audio RADAR reports (135, 139, 143, 147, 151), Mon-Sun, 12M-12M.
2. Edison Research, “Share of Ear,” Q4 2020, Q1-Q3 2021. Persons 18+.
3. Nielsen Total Audience Report June 2021.

■ SMALL AND MID-SIZED MARKET STRATEGY IS A COMPETITIVE ADVANTAGE

Townsquare operates in 74 small and mid-sized markets across the US, with virtually no presence in the top 50 markets

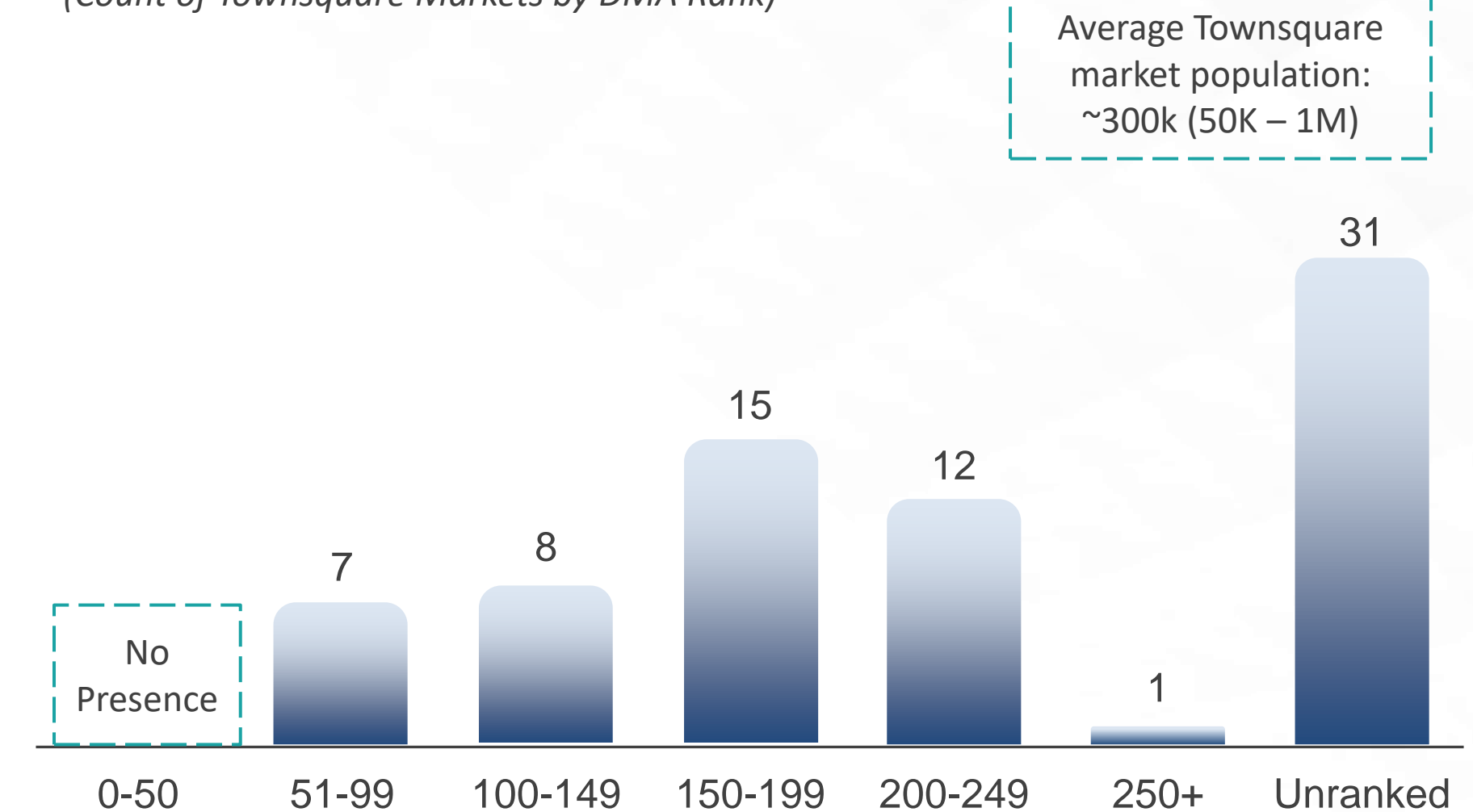
- ✓ More attractive competitive landscape
 - Limited focus from larger media players
 - Starved for high quality media and entertainment experiences
 - Limited competition from advertising technology and digital marketing solutions providers
- ✓ Healthy, stable markets with lower economic volatility and stabilizing institutions such as universities, military installations and state capitals
- ✓ On average, lower level of unemployment versus the national average

TSQ reaches a majority of the population in its markets

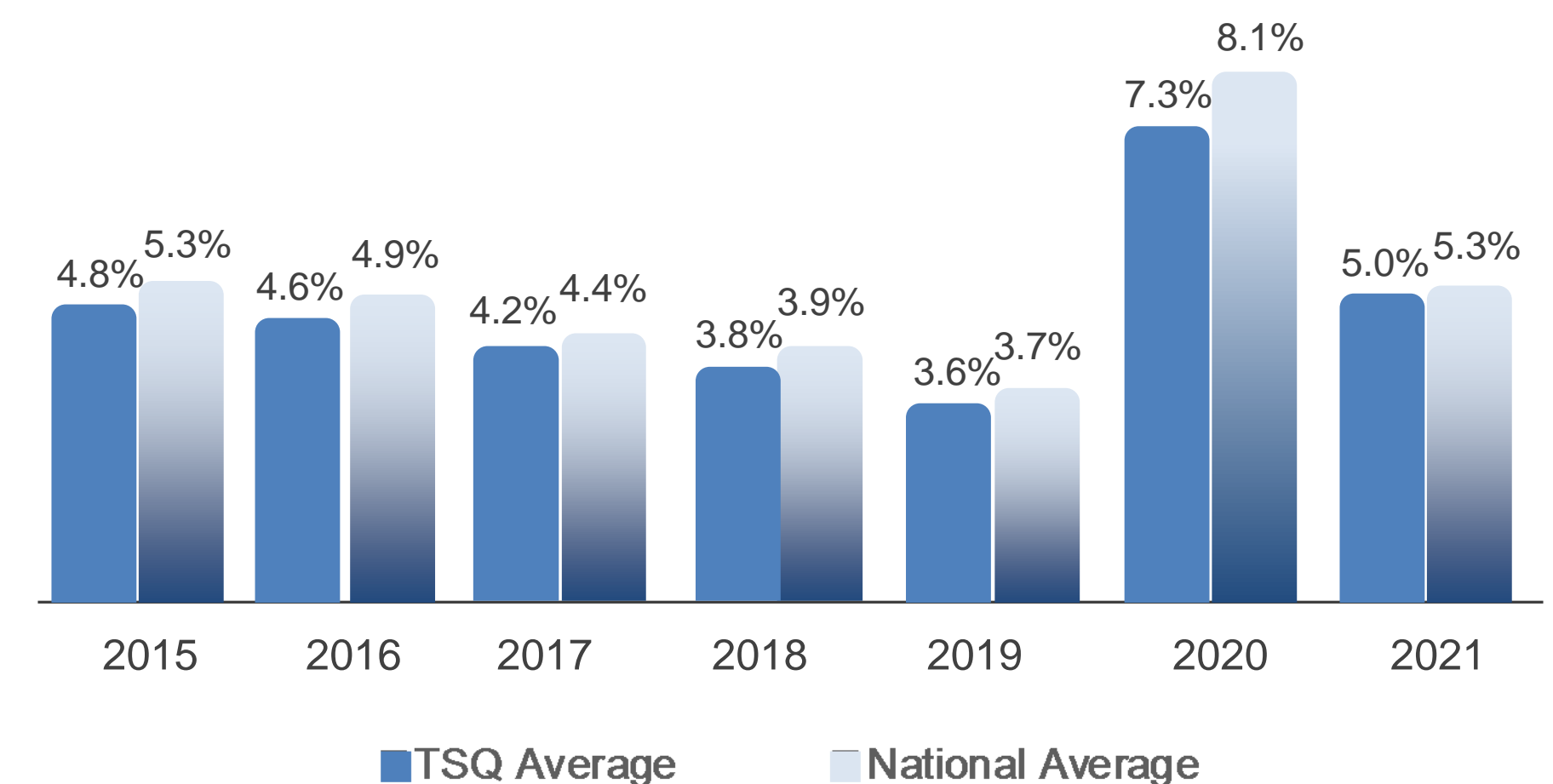
- ✓ TSQ has trusted relationships between its heritage brands and its audience and strong local relationships with its advertisers
- ✓ TSQ's ability to bring national products, technology and practices to small and mid-sized markets is unique
 - Our national scale and expertise allows us to develop market leading products and services, and provide training and support to our local markets
- ✓ Inside Sales Team in Charlotte focused on serving cities with under 1.5 million people

Opportunity in Small and Mid-Sized Markets⁽¹⁾

(Count of Townsquare Markets by DMA Rank)



Unemployment Rate⁽²⁾



1. Source: Nielsen, Fall 2021.

2. Bureau of Labor Statistics; TSQ averages based on simple average of local market MSA unemployment rate.

■ “BEST IN CLASS” PRODUCT AND ENGINEERING TEAM

Complete end-to-end product, design and engineering team

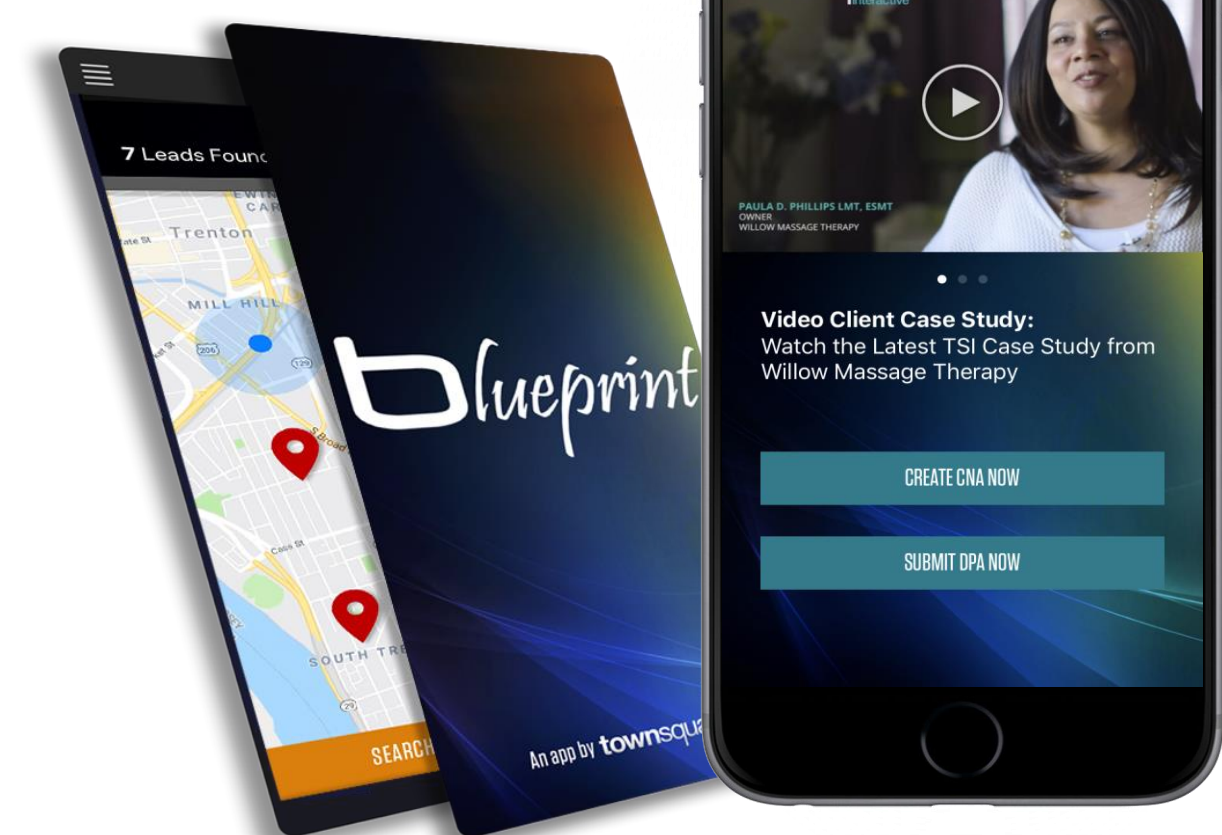
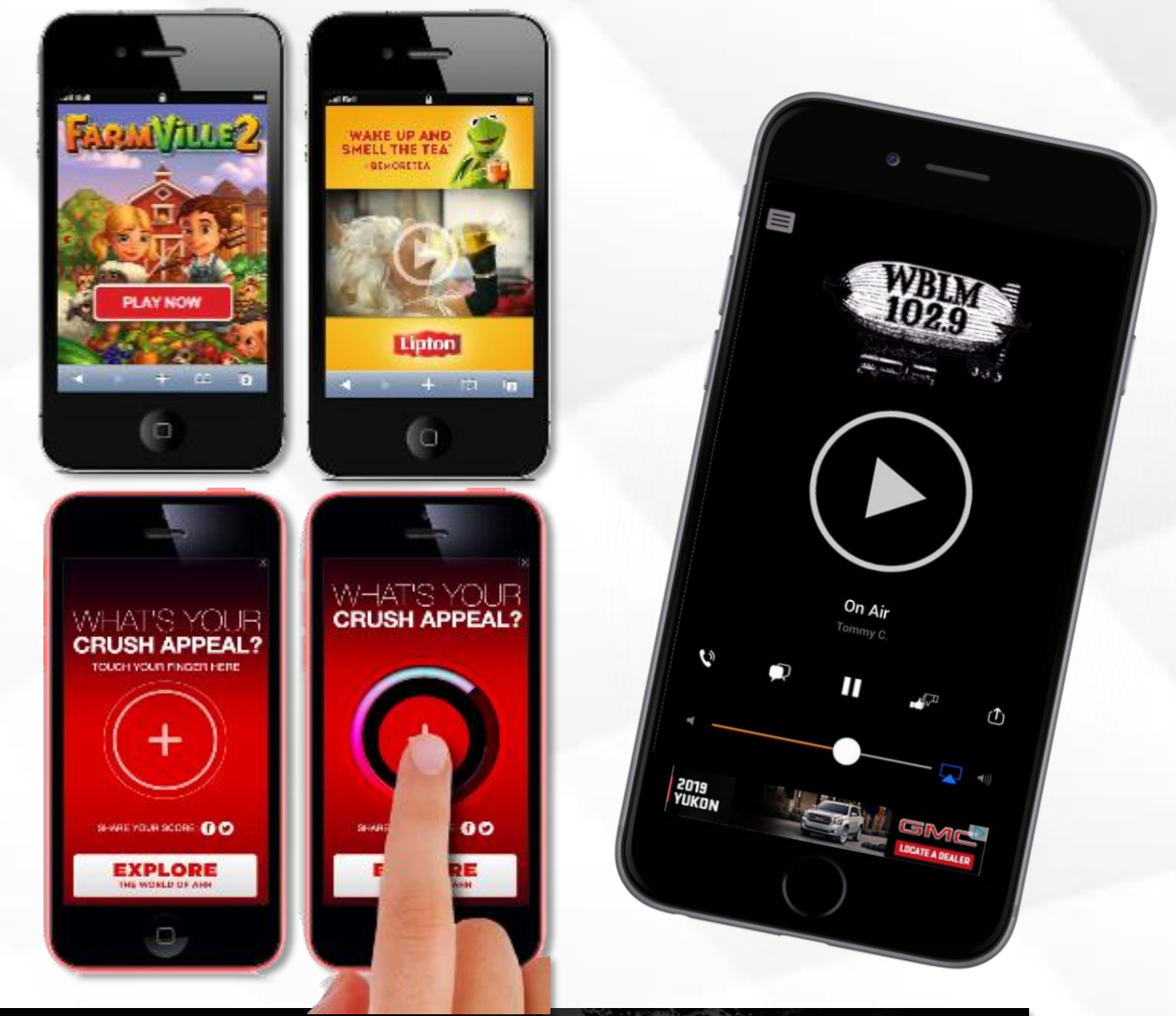
- **50+** person team organized around Design, Engineering and Q&A disciplines
- **Winner of the NAB’s 2022 PILOT Technology Innovation Award** for in-house built Customer Relationship Management (CRM) platform

Collaborative, yet structured team focus allows for rapid innovation and stable environment at scale

Annual hackathons and periodic meet-ups foster teamwork and accelerate innovation

Developed countless products and tools for TSQ, including:

- ✓ **Content Management System** that supports **400+** TSQ websites, **~20,000** articles per month, **29,850+** SMB websites (TSI) and is used daily by **1,000+** employees
- ✓ **Mobile app platform** for **375+** brand/station apps and an aggregator app (radioPup)
- ✓ **Premium digital advertising products**
- ✓ **Sales tools** including the Blueprint app and CRM



EXPERIENCED MANAGEMENT TEAM



Bill Wilson
Chief Executive Officer
(In current role since 2017)

- President of AOL Media
- SVP, Worldwide Marketing at Bertelsmann Music Group
- 10+ years at Townsquare



Stu Rosenstein
EVP, Chief Financial Officer
(In current role since 2010)

- Owner and Managing Principal of AMG Financial
- EVP and CFO of LiveWire Ventures
- EVP and CFO of PriCellular Corporation (sold in 1998 for \$1.4bn)
- 10+ years at Townsquare



Claire Yenicy
EVP, Investor Relations
(In current role since 2015)

- Associate at Oak Hill Capital Partners
- Analyst at Merrill Lynch
- 10+ years at Townsquare



Erik Hellum
EVP, COO Local Media
(In current role since 2017)

- President of GAP West
- Leadership roles at Bonneville Communications, Clear Channel and Katz Radio
- 10+ years at Townsquare



Allison Zolot
SVP and General Counsel
(In current role since 2021)

- Attorney at Mayer Brown, LLP
- Second year at Townsquare



Sun Sachs
SVP, Product & Engineering
(In current role since 2010)

- Vice President, Design and Product at AOL Media
- 10+ years at Townsquare



Cristina Cipolla
SVP, Data & Analytics
(In current role since 2013)

- Director of Revenue Management at Clear Channel
- 9+ years at Townsquare



Scott Schatz
EVP, Finance & Operations
(In current role since 2015)

- Associate at Bear Stearns and Brown Brothers Harriman
- Analyst at JP Morgan
- 10+ years at Townsquare



Heather Hagar
SVP, Human Resources
(In current role since 2021)

- Talent Acquisition Partner at Yodle
- 8+ years at Townsquare

HISTORICAL ADJUSTED EBITDA RECONCILIATION

\$ in millions		Year Ended December 31,				
		2017	2018	2019	2020	2021
Net (loss) income		(\$12.9)	(\$97.3)	(\$65.7)	(\$80.6)	\$18.8
Provision (benefit) for income taxes		(7.5)	30.8	(14.6)	(23.9)	10.4
Interest expense, net		32.8	34.3	33.9	31.4	39.8
Gain on repurchase of debt		0.0	(0.1)	0.0	(1.2)	0.0
Loss on extinguishment and modification of debt		0.0	0.0	0.0	0.0	6.0
Depreciation and amortization		18.4	19.6	25.8	20.1	19.1
Stock-based compensation		0.7	1.6	2.6	2.1	3.7
Transaction costs		1.2	1.5	1.5	2.7	4.5
Business realignment costs		1.3	1.4	0.2	3.1	0.8
Impairment of goodwill and intangible assets	[1]	20.6	48.2	108.7	109.1	1.9
Change in fair value of assessment		0.0	0.0	0.0	0.0	(0.1)
Other	[2]	35.4	54.7	9.9	(0.7)	0.2
Adjusted EBITDA		\$90.0	\$94.7	\$102.4	\$62.1	\$105.1

Commentary

1. In 2019 and 2020, TSQ took significant non-cash impairment charges to the value of its FCC licenses, primarily due to a change in valuation methodology adopted after discussion with its new auditors. Beginning with the 2019 audit, TSQ no longer utilizes the revenue and cash flows from Townsquare Ignite, Townsquare Interactive and Live Events to support the intangible assets and goodwill that is associated with the radio stations, which is significantly different than how the Company valued TSQ's intangible assets and goodwill since the inception of TSQ in 2010. As a reminder, impairment charges are purely non-cash charges and do not impact TSQ's net revenue, direct operating expenses, Adjusted EBITDA or cash balance.
2. Includes impairment loss on investment, net loss from discontinued operations, net loss (gain) on sale and retirement of assets and other (income) expense

townsquare