



# Investor Presentation

May 20, 2019

# Safe Harbor

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# Transaction overview

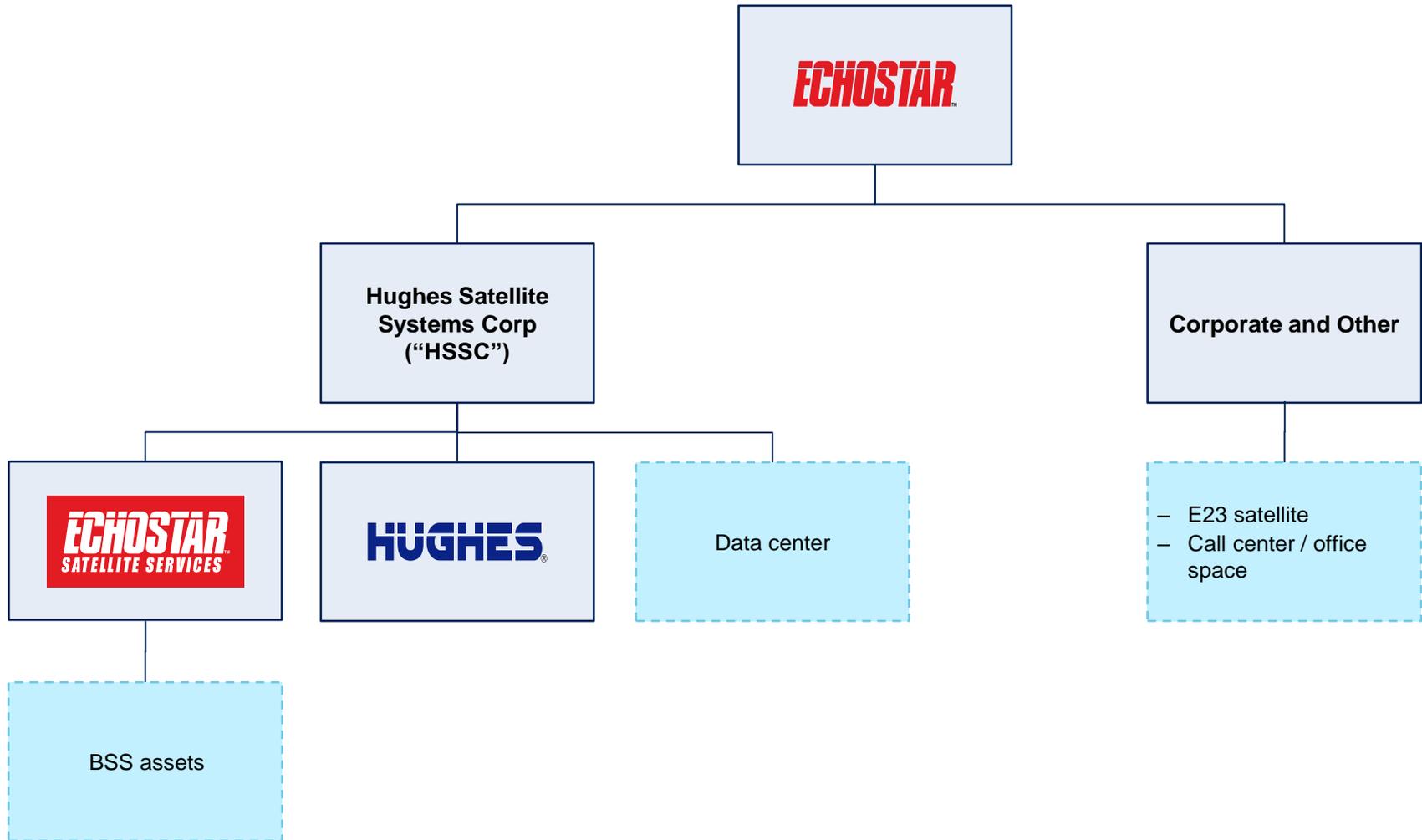
<b>Description</b>	<ul style="list-style-type: none"><li>– EchoStar Corporation (“EchoStar”) has entered into a definitive agreement to spin-off certain EchoStar Satellite Systems BSS and ancillary assets and simultaneously merge them with Dish Network (“DISH”), in exchange for DISH shares to be distributed to EchoStar shareholders</li><li>– Certain associated liabilities of approximately \$253 million will also be transferred alongside the assets</li></ul>
<b>Structure</b>	<ul style="list-style-type: none"><li>– Certain EchoStar assets and associated liabilities will be contributed to a new subsidiary (“SpinCo”), the shares of which will be exchanged for DISH shares</li><li>– Transaction is structured in a manner intended to be a tax-free exchange</li></ul>
<b>Consideration</b>	<ul style="list-style-type: none"><li>– EchoStar shareholders to receive (in respect of the SpinCo shares they otherwise would have received) approximately 22.9m DISH shares valued at \$797 million based on DISH 5-day VWAP of approximately \$34.75 as of May 16, 2019</li><li>– At close, EchoStar shareholders will receive 1 SpinCo share for each share of EchoStar Class A and Class B Common Stock they own, which will then be immediately exchanged at a ratio calculated based on approximately 22.9m DISH shares divided by the EchoStar shares outstanding as of the Transaction record date</li><li>– Based on outstanding shares as of 5/16/19, this ratio would be approximately 0.24<sup>(a)</sup></li></ul>
<b>Timing and approvals</b>	<ul style="list-style-type: none"><li>– Transaction expected to close during the second half of 2019, subject to customary closing conditions and government approvals</li><li>– Transaction is not subject to consent from EchoStar shareholders or bondholders</li></ul>

(a) Based on approximately 95.7m EchoStar shares outstanding as of 5/16/19

# Transaction overview

SpinCo assets	Description	Rationale
<b>BSS assets</b>	<ul style="list-style-type: none"> <li>- A fleet of 8 satellites: E7, E10, E11, E12, E14, E16, Nimiq 5, QuetzSat-1 and related orbital slots, where applicable</li> <li>- Related operational assets and infrastructure, and certain liabilities</li> </ul>	<ul style="list-style-type: none"> <li>- Business has long-term contracts with DISH which accounts for ~90% of revenues</li> </ul>
<b>E23 satellite</b>	<ul style="list-style-type: none"> <li>- EchoStar 23 satellite launched in March 2017</li> <li>- Flexible Ku BSS, initially deployed at 45° W for service in Brazil</li> <li>- Certain associated liabilities</li> </ul>	<ul style="list-style-type: none"> <li>- Synergistic to BSS fleet</li> </ul>
<b>Real estate</b>	<ul style="list-style-type: none"> <li>- Includes a call center / office space and a data center</li> </ul>	<ul style="list-style-type: none"> <li>- Principally utilized by DISH</li> </ul>

# Indicative organizational structure



 Assets being spun-off in the transaction

# Transaction rationale

## **Focuses EchoStar on core growth business**

- Allows EchoStar to focus on the growing broadband end-market and other related strategic initiatives
- Results in EchoStar divesting the less-strategic and negative-growth BSS satellite business

## **Accretive to growth**

- Improves operating profile with higher Revenue and EBITDA CAGRs
- Eliminates renewal risk on capacity lease agreements with DISH

## **Tax efficient transaction**

- The transaction is structured in a manner intended to be tax-free

## **Better positioned for strategic opportunities**

- Clarifies long-term business trajectory and provides an improved platform to pursue strategic opportunities

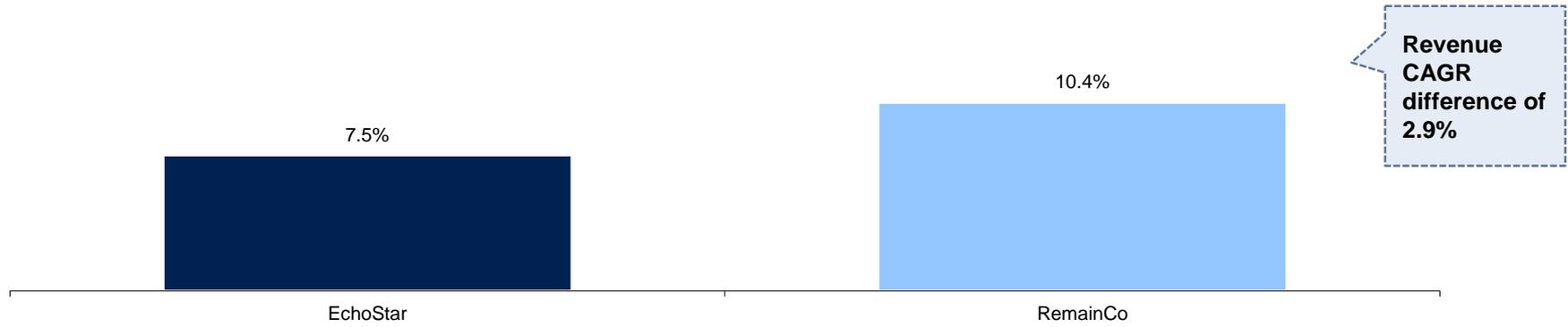
# Illustrative economic impact

<p><b>EchoStar receives</b></p>	<p><b>DISH shares</b></p>	<p>EchoStar shareholders receive approximately 22.9m DISH shares valued at \$797m</p>
<p><b>EchoStar forgoes</b></p>	<p><b>SpinCo assets</b></p>	<p>Approximately \$285m LTM adjusted EBITDA<sup>(a)</sup> as of 3/31/19                      Approximately \$69m Q1 2019 adjusted EBITDA<sup>(a)</sup> for 3 months ending 3/31/19</p>
	<p><b>Liabilities</b></p>	<p>Approximately \$253 million of related liabilities</p>

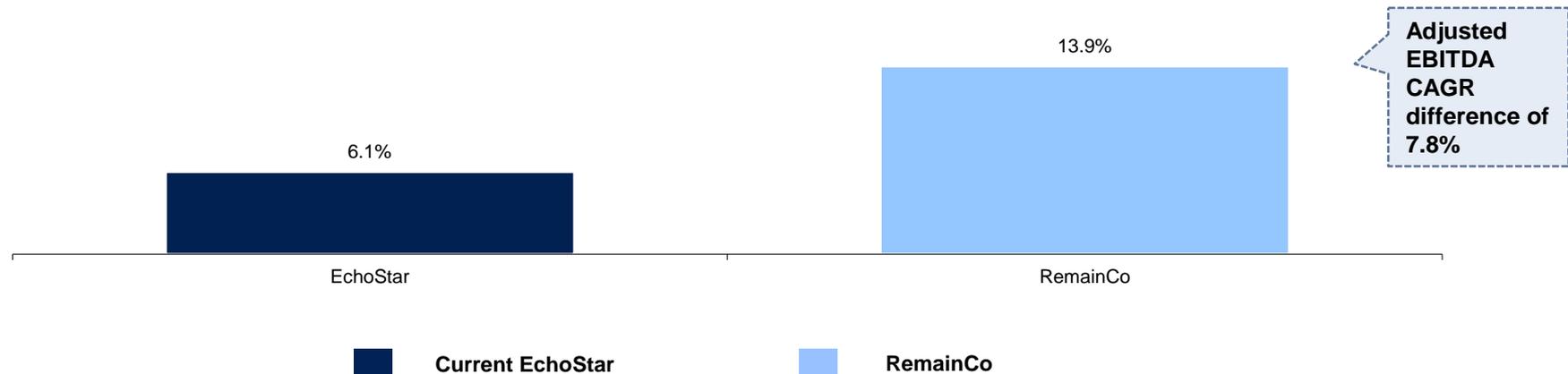
(a) EBITDA is defined as "Net Income (loss)" excluding "Interest income and expense, net" "Income tax benefit," and "Depreciation and amortization". Adjusted EBITDA excludes "Gains (losses) on investments, net" and "Impairment of long-lived assets". Adjusted EBITDA is not a measure determined in accordance with GAAP. Adjusted EBITDA should not be considered in isolation or as a substitute for operating income, net income or any other measure determined in accordance with GAAP. Adjusted EBITDA is used by our management as a measure of operating efficiency and overall financial performance for benchmarking against our peers and competitors. Management believes Adjusted EBITDA provides meaningful supplemental information regarding the underlying operating performance of our business. Management also believes that Adjusted EBITDA is useful to investors because it is frequently used by securities analysts, investors, and other interested parties to evaluate the performance of companies in our industry

# Transaction expected to be accretive to growth

2016 – 2018 illustrative revenue CAGR



2016 – 2018 illustrative adjusted EBITDA<sup>(a)</sup> CAGR



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# Summary

- **EchoStar will be focused on the higher-growth broadband business**
- **Improved operating profile with higher Revenue and EBITDA CAGRs**
- **EchoStar will benefit from having divested the less-strategic, negative-growth BSS satellite assets**
- **Provides EchoStar with an improved platform to pursue strategic opportunities**
- **In compliance with HSSC covenants**