

WWE Third Quarter 2015 Earnings Conference Call

October 29, 2015

Forward-Looking Statements

This presentation contains forward-looking statements pursuant to the safe harbor provisions of the Securities Litigation Reform Act of 1995, which are subject to various risks and uncertainties. These risks and uncertainties include, without limitation, risks relating to: WWE Network; major distribution agreements; our need to continue to develop creative and entertaining programs and events; the possibility of a decline in the popularity of our brand of sports entertainment; the continued importance of key performers and the services of Vincent K. McMahon; possible adverse changes in the regulatory atmosphere and related private sector initiatives; the highly competitive, rapidly changing and increasingly fragmented nature of the markets in which we operate and greater financial resources or marketplace presence of many of our competitors; uncertainties associated with international markets; our difficulty or inability to promote and conduct our live events and/or other businesses if we do not comply with applicable regulations; our dependence on our intellectual property rights, our need to protect those rights, and the risks of our infringement of others' intellectual property rights; the complexity of our rights agreements across distribution mechanisms and geographical areas; potential substantial liability in the event of accidents or injuries occurring during our physically demanding events including, without limitation, claims relating to CTE; large public events as well as travel to and from such events; our feature film business; our expansion into new or complementary businesses and/or strategic investments; our computer systems and online operations; a possible decline in general economic conditions and disruption in financial markets; our accounts receivable; our revolving credit facility; litigation; our potential failure to meet market expectations for our financial performance, which could adversely affect our stock; Vincent K. McMahon exercises control over our affairs, and his interests may conflict with the holders of our Class A common stock; a substantial number of shares are eligible for sale by the McMahons and the sale, or the perception of possible sales, of those shares could lower our stock price; and the relatively small public "float" of our Class A common stock. In addition, our dividend is dependent on a number of factors, including, among other things, our liquidity and historical and projected cash flow, strategic plan (including alternative uses of capital), our financial results and condition, contractual and legal restrictions on the payment of dividends (including under our revolving credit facility), general economic and competitive conditions and such other factors as our Board of Directors may consider relevant. Forward-looking statements made by the Company speak only as of the date made and are subject to change without any obligation on the part of the Company to update or revise them. Undue reliance should not be placed on these statements. For more information about risks and uncertainties associated with the Company's business, please refer to the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors" sections of the Company's SEC filings, including, but not limited to, our annual report on Form 10-K and quarterly reports on Form 10-Q.

This presentation contains non-GAAP financial information, including OIBDA. The Company defines OIBDA as operating income before depreciation and amortization, excluding feature film and television production asset amortization and impairments, as well as the amortization of costs related to content delivery and technology assets utilized for *WWE Network*. OIBDA is a non-GAAP financial measure and may be different than similarly-titled non-GAAP financial measures used by other companies. A limitation of OIBDA is that it excludes depreciation and amortization, which represents the periodic charge for certain fixed assets and intangible assets used in generating revenues for the Company's business. OIBDA should not be regarded as an alternative to operating income or net income as an indicator of operating performance, or to the statement of cash flows as a measure of liquidity, nor should it be considered in isolation or as a substitute for financial measures prepared in accordance with GAAP. We believe that operating income is the most directly comparable GAAP financial measure to OIBDA. Reconciliations of OIBDA to operating income can be found in this presentation on page 19.

Agenda

- Overview
- Financial Review
- WWE Network Update
- 2015 Business Outlook
- 2016 Perspective
- Appendix



Overview - Summary Income Statement

(\$ in millions, except per share amounts)

Third-Quarter 2015 Financial Highlights

- OIBDA of \$23.4 million increased \$20.7 million from the prior year quarter
- Total international revenue increased by 43% to \$119.0 million through the first nine months of 2015
- WWE Network total subscribers increased 79% to more than 1.3 million from the third quarter 2014; paid subscribers increased 7% to more than 1.2 million from the second quarter 2015
- Network segment revenue reached a record of \$145.8 million on a trailing 12-month basis

Third-Quarter 2015 Business Highlights

- WWE Network premiered more than 85 hours of original content including the network's highly rated programs, Beast in the East, NXT Takeover: Brooklyn, Swerved and Stone Cold Podcast
- SummerSlam, Raw and NXT delivered 3 consecutive sell-out events at the Barclays Center in Brooklyn, New York (August 22 24)
- 37 new advertisers were secured for WWE programming following NBCUniversal's Upfront
- WWE was the most-viewed channel on YouTube in August ranking above other popular channels such as BuzzFeed and Taylor Swift; WWE content (on and off-channel) garnered close to 7 billion views on a trailing twelve month basis
- WWE exceeded 660 million social media engagements to-date in 2015 and continued to rank 6th on Sprinklr's Social Business Index, ahead of the NBA, NFL and other media properties

Note



In the prior year quarter, the Company recorded a one-time pre-tax restructuring charge of \$4.2 million comprised of severance and other costs (\$2.1 million recorded in Corporate and Other Expenses, \$0.3 million in Digital Media segment expense, and \$1.8 million in depreciation expense) and a \$4.0 million impairment of an equity investment. (For more information, see the Schedule of Adjustments on pages 20 & 21.)

Overview - Summary Income Statement

(\$ in millions, except per share amounts)

		As Repor	ted	As Adjusted*						
	Th	ree Month		Three Months Ended						
		Septembe	er 30		Septembe	er 30				
	2015	2014	Growth %	2015	2014	Growth %				
Revenue	\$166.2	\$120.2	38%	\$166.2	\$120.2	38%				
Operating income	\$17.9	(\$5.0)	NM	\$17.9	(\$0.8)	NM				
Net income/(loss)	\$10.4	(\$5.9)	NM	\$10.4	(\$0.6)	NM				
Earnings (loss) per share (diluted)	\$0.14	(\$0.08)	NM	\$0.14	(\$0.01)	NM				
Memo: OIBDA	\$23.4	\$2.7	NM	\$23.4	\$5.1	NM				

^{*} In Q3 2014, the Company recorded a one-time pre-tax restructuring charge of \$4.2 million comprised of severance and other costs (\$2.1 million recorded in Corporate and Other Expenses, \$0.3 million in Digital Media segment expense, and \$1.8 million in depreciation expense) and a \$4.0 million impairment of an equity investment. (For more information, see the Schedule of Adjustments on page 20.)



Overview - Summary Income Statement

(\$ in millions, except per share amounts)

		As Reporte	<u>d</u>	As Adjusted*							
	Nir	ne Months E	nded	Nine Months Ended							
		September	30	September 30							
	2015 2014 Gro		Growth %	2015	2014	Growth %					
Revenue	\$492.6	\$402.1	23%	\$492.6	\$402.1	23%					
Operating (loss)/income	\$40.3	(\$39.7)	NM	\$40.3	(\$33.9)	NM					
Net (loss)/income	\$25.3	(\$28.5)	NM	\$25.3	(\$22.2)	NM					
Earnings Per Share (diluted)	\$0.33	(\$0.38)	NM	\$0.33	(\$0.30)	NM					
<u>Memo:</u> OIBDA	\$57.6	(\$19.1)	NM	\$57.6	(\$16.7)	NM					
Net (loss)/income Earnings Per Share (diluted) Memo:	\$25.3 \$0.33	(\$28.5)	NM NM	\$25.3 \$0.33	(\$22.2)	N					



^{*} In the nine months ended September 30, 2014, the Company recorded a one-time pre-tax restructuring charge of \$4.2 million comprised of severance and other costs (\$2.1 million recorded in Corporate and Other Expenses, \$0.3 million in Digital Media segment expense, and \$1.8 million in depreciation expense), a \$4.0 million impairment of an equity investment and a \$1.6 million adjustment to reduce the carrying value of the old Corporate Aircraft to its estimated fair value in conjunction with the sale of this asset.(For more information, see the Schedule of Adjustments on page 21.)

Financial Review - Third Quarter Summary of Results as Reported

(\$ millions)

	٦	Three Mon				2015 B/	
Revenue	-	Septem 2015		2014	-	vs. 20	% %
Pay-Per-View	\$	4.5	\$	3.7	\$	0.8	22%
WWE Network	Ψ	36.4	Y	22.4	Y	14.0	63%
Television		65.2		42.2		23.0	55%
Home Entertainment		3.0		3.6		(0.6)	(17%)
Digital Media		5.8		5.0		0.8	16%
Live Events		26.1		21.8		4.3	20%
Licensing		11.5		10.0		1.5	15%
Venue Merchandise		4.9		4.2		0.7	17%
WWE Shop		6.0		4.3		1.7	40%
WWE Studios		1.7		1.9		(0.2)	(11%)
Corporate & Other		1.1		1.1		-	_
Total Revenue	\$	166.2	\$	120.2	\$	46.0	38%
<u>OIBDA</u>							
Network	\$	17.7	\$	2.3	\$	15.4	670%
Television		26.6		20.7		5.9	29%
Home Entertainment		1.3		1.3		-	-
Digital Media		3.2		2.0		1.2	60%
Live Events		6.4		3.9		2.5	64%
Licensing		7.1		5.9		1.2	20%
Venue Merchandise		1.7		1.6		0.1	6%
WWE Shop		1.1		0.7		0.4	57%
WWE Studios		(0.9)		(0.4)		(0.5)	125%
Corporate & Other		(40.8)		(35.3)		(5.5)	(16%)
Total Segment OIBDA	\$	23.4	\$	2.7	\$	20.7	767%
OIBDA Margin		14%		2%			
Depreciation & amortization		5.5		7.7		2.2	29%
Operating income	\$	17.9	\$	(5.0)	\$	22.9	NM
Margin %		11%		-4%			



Financial Review - Third Quarter Summary of Adjusted Results

(\$ millions)

		nths Ended nber 30	2015 B _y	
<u>Revenue</u>	2015	2014	\$	%
Pay-Per-View	\$ 4.5	\$ 3.7	\$ 0.8	22%
WWE Network	36.4	22.4	14.0	63%
Television	65.2	42.2	23.0	55%
Home Entertainment	3.0	3.6	(0.6)	(17%)
Digital Media	5.8	5.0	0.8	16%
Live Events	26.1	21.8	4.3	20%
Licensing	11.5	10.0	1.5	15%
Venue Merchandise	4.9	4.2	0.7	17%
WWE Shop	6.0	4.3	1.7	40%
WWE Studios	1.7	1.9	(0.2)	(11%)
Corporate & Other	1.1	1.1	-	
Total Revenue	\$166.2	\$ 120.2	\$ 46.0	38%
<u>OIBDA</u>				
Network	\$ 17.7	\$ 2.3	\$ 15.4	670%
Television	26.6	20.7	5.9	29%
Home Entertainment	1.3	1.3	-	-
Digital Media	3.2	2.3	0.9	39%
Live Events	6.4	3.9	2.5	64%
Licensing	7.1	5.9	1.2	20%
Venue Merchandise	1.7	1.6	0.1	6%
WWE Shop	1.1	0.7	0.4	57%
WWE Studios	(0.9)	(0.4)	(0.5)	125%
Corporate & Other	(40.8)	(33.2)	(7.6)	(23%)
Total Segment OIBDA	\$ 23.4	\$ 5.1	\$ 18.3	359%
OIBDA Margin	14%	4%		
Depreciation & amortization	5.5	5.9	0.4	7%
Operating income	\$ 17.9	\$ (0.8)	\$ 18.7	NM
Margin %	11%	-1%		



Financial Review - OIBDA Margins

WWE's Q3 2015 OIBDA reached \$23.4 million as compared to \$2.7 million in the prior year quarter. The \$20.7 million increase was driven by the expansion of *WWE Network*, the escalation of television rights fees, higher profits from live events and increased video game sales. With growth in high margin businesses and increased network scale in the period, the Company's overall OIBDA margin improved to 14% in the current year quarter as compared to 2% in the prior year quarter

		As Reported	<u> </u>	As Adjusted						
	Three mo	nths ended S	September 30	Three months ended September 30						
	2015	2014	Growth (pts)	2015	2014	Growth (pts)				
Media	42%	34%	8	42%	35%	7				
Live Events	25%	18%	7	25%	18%	7				
Consumer Products	44%	44%	-	44%	44%	-				
Studios	(53%)	(21%)	(32)	(53%)	(21%)	(32)				
WWE	14%	2%	12	14%	4%	10				





Financial Review – Third Quarter Revenue

Q3 2015 Revenue vs. Q3 2014 \$ %	\$166.2 +\$46.0 38%
Television (Due to increased fees in key distribution agreements, 9 additional episodes of <i>Total Divas</i> and the production/licensing of a reality series, <i>Tough Enough</i>)	+23.0
Network (Primarily driven by increased subscription revenue due to a 62% year-over-year increase in average paid subscribers to 1,173,000)	+\$14.8
Live Events (10% increase in average ticket price to \$48.98 and staging of 6 additional events)	+4.3
Licensing (Driven by increased video game revenues from mobile video game, <i>Immortals</i> , and higher sales of downloadable content for <i>WWE SuperCard</i>)	+1.5
WWEShop (Reflects a 50% rise in online merchandise sales to approximately 135,000 orders, partially offset by a 7% decline in average revenue per order to \$44.47)	+1.7
Other ¹	+0.7
Total	+\$46.0



Financial Review – Third Quarter Operating Income as Adjusted

(\$ millions)

Q3 2015 Operating income (loss)	\$17.9
vs. Q3 2014 \$	\$22.9
%	NM
Items impacting comparability:	
Q3 2014 Restructuring Expenses	+\$4.2
Adjusted Q3 2014 Operating income (loss)	(\$0.8)
vs. Q3 2014 \$	\$18.7
%	NM
Network (Driven by growth in subscription revenue as well as operating efficiencies including lower marketing and customer service costs)	+15.4
Television (Driven by increased fees in key distribution agreements)	+\$5.9
Live Events (10% increase in average ticket price to \$48.98 and staging of 6 additional events)	+2.5
Licensing (Driven by increased video game revenues from mobile video game, Immortals, and higher sales of downloadable content for WWE SuperCard)	+1.2
Corporate & Other (Primarily due to increases in staff related costs including accrued management incentive compensation based on the Company's anticipated performance as well as increased legal expenses)	- 7.6
All Other ¹	+1.3
Total	+\$18.7

Notes

¹ All Other includes Home Entertainment, Digital Media, Venue Merchandise, WWE Shop, Studios and Depreciation expense.

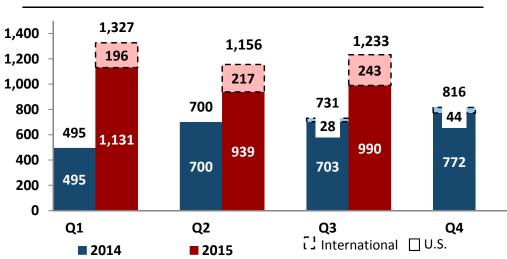


Results in the prior year quarter have been adjusted to exclude a one-time pre-tax restructuring charge of \$4.2 million comprised of severance and other costs (\$2.1 million recorded in Corporate and Other Expenses, \$0.3 million in Digital Media segment expense, and \$1.8 million in depreciation expense). (For more information, see the Schedule of Adjustments on page 20.)

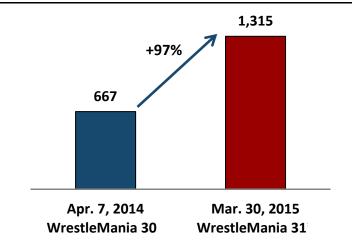
WWE Network Update

(in thousands)

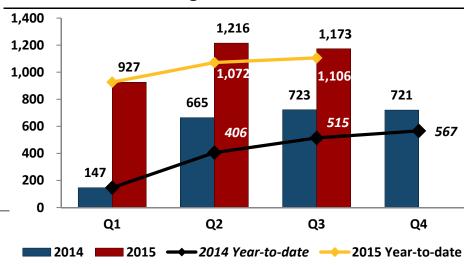




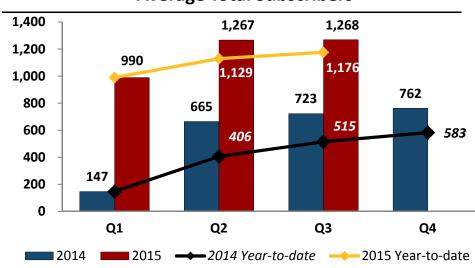
Paid Subscribers (WrestleMania)



Average Paid Subscribers

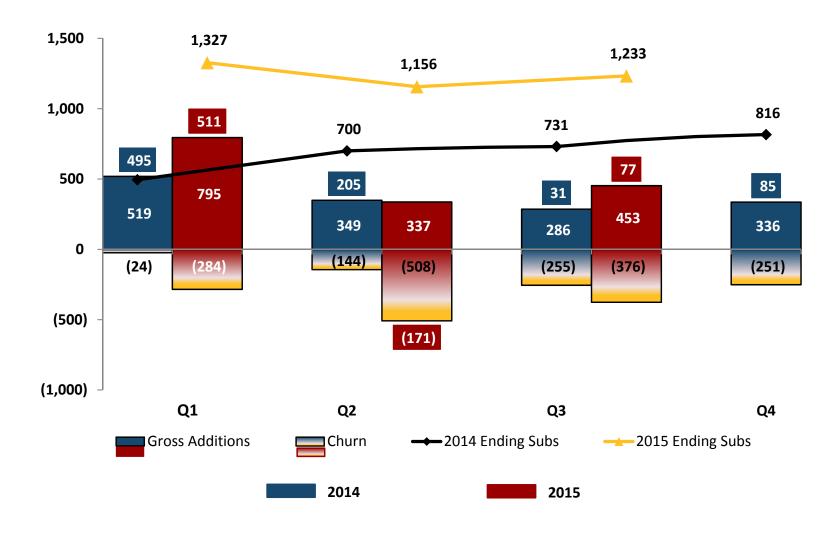


Average Total Subscribers



WWE Network Update- Order Based Subscriber Growth

(in thousands)







Gross additions are defined as new subscribers plus win-backs (subscribers that previously churned out either due to payment failure or non-renewal and subsequently became a subscriber)

2015 Business Outlook

(\$ millions)

- For the fourth quarter 2015, the Company expects ending paid network subscribers of approximately 1.2 million, representing essentially flat results from the third quarter 2015 and an approximate 50% increase from the end of the fourth quarter 2014
- The Company also projects fourth quarter Adjusted OIBDA of approximately \$4 million to \$8 million. This performance would result in Adjusted OIBDA of \$62 million to \$66 million for the full year 2015

Notes



2016 Perspective

(\$ millions)

- Over the next few years, WWE management anticipates that the contractual escalation of television rights fees and the acquisition and retention of WWE Network subscribers will be the key drivers of revenue growth for the Company
- The Company's seven largest distribution agreements account for revenue that is expected to increase from \$130 million in 2014 to approximately \$235 million in 2018, thereby providing approximately \$105 million of revenue growth over this period (subject to counterparty risk). The Company projects that it will realize nearly \$45 million of this growth in 2015. The remaining \$60 million is expected to be recognized over the subsequent three years and include annual escalations over that period. Accordingly, revenue from these agreements is expected to reach approximately \$190 million in 2016
- Regarding *WWE Network*, given the inherent uncertainty of this nascent and growing business, management will not provide guidance for 2016 subscriber levels. However, the Company has evaluated other successful subscription businesses and observed a wide range of subscriber growth rates in the early stages of their development. For example, during the early stages of its development as a streaming service, Netflix's paid subscribers grew at an average annual rate of 22%.¹ Using Netflix growth as a potential benchmark, management would characterize an annual growth rate of 20% to 25% for *WWE Network* as very strong performance. If the average paid subscribers to *WWE Network* increased at a rate within this range in 2016, management currently estimates WWE's overall revenue could grow approximately 5% 10% driven primarily by the increase in network subscribers and the escalation of television rights fees. Management currently estimates that this level of revenue growth could result in 2016 Adjusted OIBDA of approximately \$90 million to \$100 million with no other changes to the Company's operations. However, as management believes there is a significant long term growth opportunity for WWE, the Company's expected approach will balance earnings growth with investment in three key areas: content, technology and emerging markets. Assuming investment in these areas, 2016 Adjusted OIBDA could be in a range of approximately \$70 million to \$85 million²

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Notes

APPENDIX



Appendix - Definition of Non-GAAP Financial Measures

OIBDA

The Company defines OIBDA as operating income before depreciation and amortization, excluding feature film and television production asset amortization and impairments, as well as the amortization of costs related to content delivery and technology assets utilized for *WWE Network*. OIBDA is a non-GAAP financial measure and may be different than similarly-titled non-GAAP financial measures used by other companies. A limitation of OIBDA is that it excludes depreciation and amortization, which represents the periodic charge for certain fixed assets and intangible assets used in generating revenues for the Company's business. OIBDA should not be regarded as an alternative to operating income or net income as an indicator of operating performance, or to the statement of cash flows as a measure of liquidity, nor should it be considered in isolation or as a substitute for financial measures prepared in accordance with GAAP. We believe that operating income is the most directly comparable GAAP financial measure to OIBDA.

Adjusted OIBDA, Adjusted Operating income, Adjusted Net income and Adjusted Earnings per share

Adjusted OIBDA, Adjusted Operating income, Adjusted Net income and Adjusted Earnings per share exclude certain material items, which otherwise would impact the comparability of results between periods. These items include, but are not limited to, non-cash impairments of film, intangible and fixed assets, gains and losses on asset sales, as well as material restructuring charges. The adjusted measures should not be considered as an alternative to net income, cash flows from operations or any other indicator of WWE's performance or liquidity, determined in accordance with U.S. GAAP.

Free Cash Flow

We define Free Cash Flow as net cash provided by operating activities less cash used for capital expenditures. Although it is not a recognized measure of liquidity under U.S. GAAP, Free Cash Flow provides useful information regarding the amount of cash our continuing business is generating after capital expenditures, available for reinvesting in the business and for payment of dividends.



Appendix - Consolidated Balance Sheet

	As of		As of		
	<u>Septem</u>	ber 30, 2015	<u>Decem</u>	ber 31, 2014	
<u>Assets</u>					
Cash & short-term investments	\$	99.5	\$	115.4	
Accounts receivable		54.3		40.1	
Other current assets		38.1		41.7	
Total current assets		191.9		197.2	
let fixed assets		113.4		114.1	
eature film production assets		27.8		26.5	
Television production assets		6.0		5.8	
nvestment securities		22.4		7.2	
Other assets		50.1		31.8	
otal Assets	\$	411.6	\$	382.6	
abilities & Stockholders' Equity					
urrent liabilities	\$	123.8	\$	100.6	
ong-term debt		18.3		21.6	
Other long-term liabilities		55.0		54.5	
otal liabilities		197.1		176.7	
otal stockholders' equity		214.5		205.9	
otal Equity & Liabilities	\$	411.6	\$	382.6	



Appendix – Free Cash Flow

	Three Months Ended			Nine Months Ended				
	Sep	otember 30, 2015	Se	ptember 30, 2014	Septemb 201	•	Sep	otember 30, 2014
Net cash provided by/(used in) operating activities	\$	3.8	\$	(0.5)	\$	31.9	\$	(5.2)
Less cash used for capital expenditures:								
Purchase of property and equipment and other assets		(4.9)		(3.0)		(15.9)		(9.2)
Free Cash Flow	\$	(1.1)	\$	(3.5)	\$	16.0	\$	(14.4)

Appendix – Schedule of Adjustments

		hree Mo Septembe				Three Months Ended September 30, 2014								
	re	As ported	Ac	ljusted	r	As eported		estruct. xpense		Loss on vestment	Adjusted			
Operating income (loss)	\$	17.9	\$	17.9	\$	(5.0)	\$	4.2	\$	- \$	(0.8)			
Investment, interest and other expense, net		(0.6)		(0.6)		(5.5)		_		4.0 \$	(1.5)			
Income (loss) before income taxes		17.3		17.3		(10.5)		4.2		4.0 \$	(2.3)			
Provision for (benefit from) income taxes		6.9		6.9		(4.6)		1.5		1.4	(1.7)			
Net income (loss)	\$	10.4	\$	10.4	\$	(5.9)	\$	2.7	\$	2.6 \$	(0.6)			
Earnings (loss) per share:	\$	0.14	\$	0.14	<u>\$</u>	(0.08)	\$	0.04	\$	0.03 \$	(0.01)			
Reconciliation of Operating income to OIBDA														
Operating income (loss)		17.9		17.9		(5.0)		4.2		_	(8.0)			
Depreciation and amortization		5.5		5.5		7.7		(1.8)			5.9			
OIBDA	\$	23.4	\$	23.4	\$	2.7	\$	2.4	\$	- \$	5.1			



Appendix – Schedule of Adjustments

	Nine Months Ended September 30, 2015			Nine Months Ended September 30, 2014										
	rep	As oorted	Α	djusted	re	As ported		Restruct. Expense	Ir	Loss on nvestment		et Adj. Value		Adjusted
Operating income (loss)	\$	40.3	\$	40.3	\$	(39.7)		4.2		_		1.6	\$	(33.9)
Investment, interest and other expense, net		(1.5)		(1.5)		(6.1)		_		4.0		_		(2.1)
Income (loss) before income taxes		38.8		38.8		(45.8)		4.2		4.0		1.6		(36.0)
Provision for (benefit from) income taxes		13.5		13.5		(17.3)		1.5		1.4		0.6		(13.8)
Net income (loss)	\$	25.3	\$	25.3	\$	(28.5)	\$	2.7	\$	2.6	\$	1.0	\$	(22.2)
Earnings (loss) per share:	\$	0.33	\$	0.33	\$	(0.38)	\$	0.04	\$	0.03	\$	0.01	\$	(0.30)
Reconciliation of Operating income to OIBDA														
Operating income (loss)	\$	40.3	\$	40.3	\$	(39.7)	\$	4.2	\$	_	\$	1.6	\$	(33.9)
Depreciation and amortization		17.3		17.3		20.6		(1.8)		_		(1.6)		17.2
OIBDA	\$	57.6	\$	57.6	\$	(19.1)	\$	2.4	\$	_	\$	_	\$	(16.7)



Appendix – Reconciliation of 2015 Business Outlook

WWE 2015 Q4 Business Outlook										
Operating Income	Depreciation	OIBDA	Adjustments to OIBDA	Adjusted OIBDA						
\$(3) - \$1	\$7	\$4 - \$8	\$0	\$4 - \$8						

WWE 2015 Full Year Business Outlook				
Operating Income	Depreciation	OIBDA	Adjustments to OIBDA	Adjusted OIBDA
\$38 - \$42	\$24	\$62 - \$66	\$0	\$62 - \$66

