

MNG Enterprises February 4th Response Statement

On February 4, 2019, MNG stated the following in response to Gannett's Rejection of MNG's All-Cash Proposal:

Gannett's Board today sent shareholders a clear message: that it intends to block immediate and certain value creation opportunities in favor of a speculative future engineered by the team that already has destroyed over 40% of the Company's value. Gannett's long-suffering shareholders cannot afford to wait any longer. The only responsible course is for Gannett to engage in a genuine pursuit to maximize value, either from MNG or others with reported interest.

The sad reality for Gannett shareholders is the company has no credible plan to attain a \$12 per share valuation on its own. Gannett's 'pie in the sky' hopes for its digital businesses are not believable and cannot be counted on to deliver value superior to the immediate and substantial premium being offered by MNG – and that may be available from other parties. Gannett is presiding over a declining core business, decreasing cash flow and significant leverage because it overpaid for digital assets. Gannett's deep structural problems are better fixed by experienced operators such as MNG, away from pressures of the public markets.

Gannett has tried to create the illusion that it was open to true engagement, but never did so seriously. In fact, the parties were exchanging dates late last week for a potential meeting, and Gannett has now rejected our proposal before we could arrange the meeting they proposed. Further, instead of extending customary and reasonable terms for a candid discussion such as a standard Non-Disclosure Agreement that would have allowed MNG to address its questions thoroughly, Gannett set up roadblocks to true engagement, demonstrating that they were not interested in seriously evaluating our premium cash proposal.

MNG has retained Moelis & Co as its financial advisor and was and is prepared to discuss with Gannett plans to finance our premium, all cash proposal. Put plainly, there are no impediments – aside from the Gannett Board – to MNG completing the proposed transaction and for Gannett shareholders to achieve real value. MNG will consider its options in the coming days, including nominating a slate of individuals to the Gannett board who agree that Gannett shareholders should decide for themselves whether to accept our premium cash offer or other alternatives for immediate and certain value.

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