



Investor Presentation

January 31, 2017

Safe Harbor

Safe Harbor Statement under the US Private Securities Litigation Reform Act of 1995

This presentation may contain statements that are forward looking, as that term is defined by the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. When used in this release, the words "believe," "anticipate," "estimate," "expect," "intend," "project," "plans," and similar expressions and the use of future dates are intended to identify forward-looking statements. Although management believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that these expectations will prove to have been correct. You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date made. We assume no responsibility for the accuracy of forward-looking statements or information or for updating forward-looking information or statements. These statements are subject to certain risks, uncertainties, and assumptions. See "Risk Factors" in EchoStar Corporation's Quarterly Report on Form 10-Q for the period ended September 30, 2016, filed with the Securities and Exchange Commission and in the other documents EchoStar Corporation files with the Securities and Exchange Commission from time to time. EchoStar Corporation expressly disclaims any obligation to update any forward-looking statements.

Transaction overview

Transaction overview

- EchoStar Corporation (“EchoStar”) has entered into a definitive agreement to exchange its equity interests in EchoStar Technologies business unit (“ETC”) and other certain assets for Dish Network’s (“DISH”) interest in the tracking stock which represents an 80% economic interest in the Hughes Retail Group (“HRG”)

Transaction structure

- The exchange will be effected through two split-off transactions:
 - EchoStar assets will be contributed to two subsidiaries, the shares of which will be exchanged for DISH’s HRG tracking stock, which entitles DISH to 80% of HRG economics
 - Transaction is structured in a manner to be a tax-free exchange

Timing

- Transaction expected to close Q1 2017, subject to customary closing conditions

Summary of assets to be exchanged

ECHOSTAR

**Hughes
Retail
Group
Tracking
Stock**

- Issued in March 2014 as part of the satellite and tracking stock transaction between DISH and EchoStar
- Tracks Hughes' residential retail satellite broadband business
- HRG economics is owned 80% by DISH and 20% by EchoStar, but operated 100% by EchoStar
- Launch of EchoStar 19 is expected to more than double satellite broadband capacity

**EchoStar
Technologies**

- Designs, develops and distributes set-top boxes and secure end-to-end video technology solutions, primarily for satellite TV service providers
- Key customers include DISH Network, Bell TV (Bell Canada) and DISH Mexico
- Develops technology for and provides support services to Sling TV

**Uplink
Services**

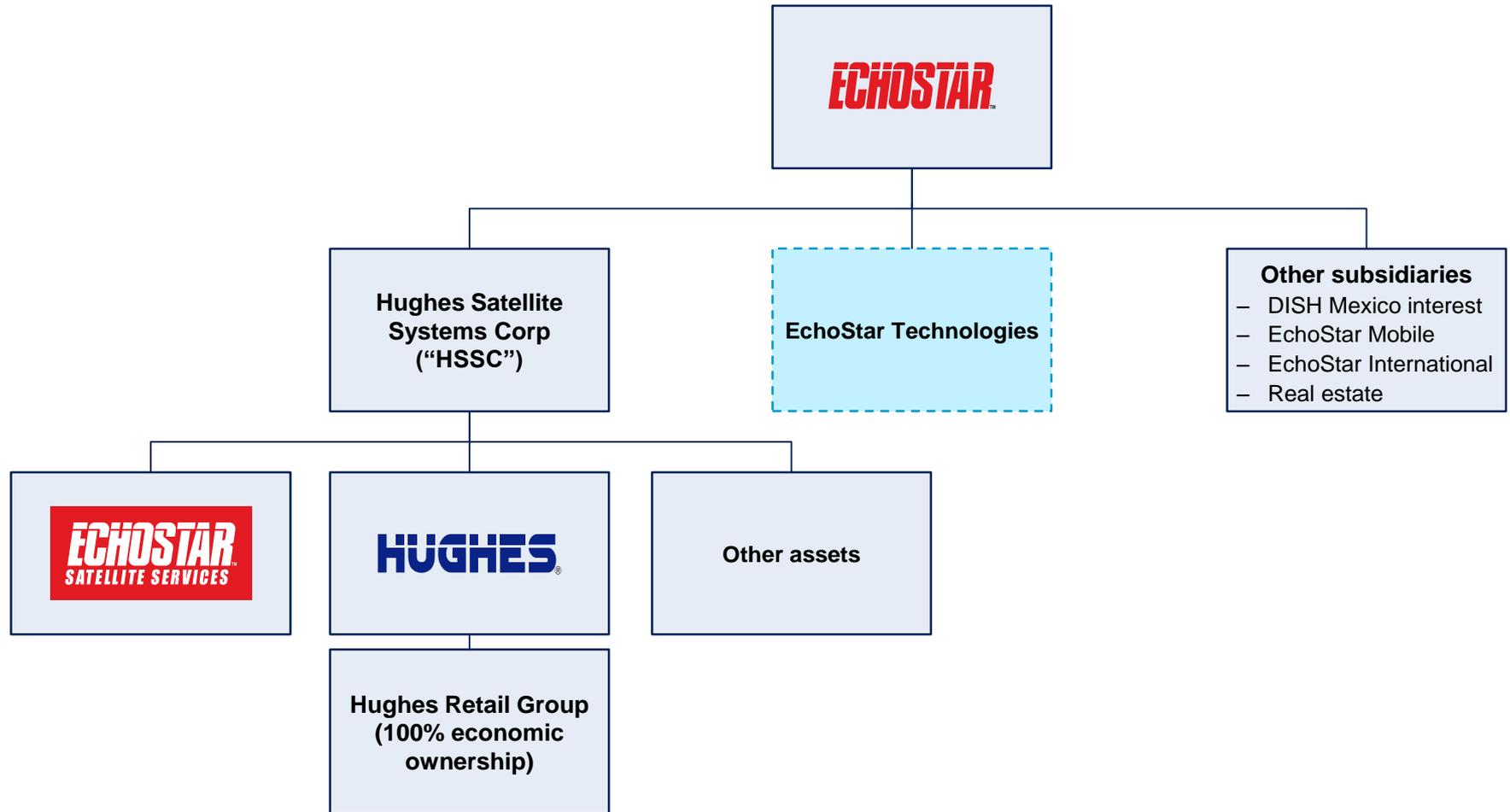
- Provides satellite uplinking / downlinking and other services to DISH Network and third parties

**Other
Assets**

- 95% stake in Alta Wireless, which owns 28 GHz spectrum
- Select minority investments:
 - 10% stake in Sling TV: standalone OTT service
 - 22.5% stake in SmarDTV: provider of set-top box hardware components
 - 50% stake in NagraStar: JV between EchoStar and Kudelski SA; provider of encryption and security technology used in ETC set-top boxes
- Two properties primarily housing ETC operations in Englewood, CO

dish

Pro forma organization structure



 Assets being exchanged in the transaction

Transaction rationale

Increased business clarity highlights value of core business	<ul style="list-style-type: none">– Elimination of tracking stock will reduce complexity enabling investors to better understand EchoStar's equity story / valuation– Transaction will increase EchoStar's exposure to satellite assets and end markets– The launch of EchoStar 19 satellite is expected to provide significant capacity to drive growth of retail operations
Accretive to economic growth and margin	<ul style="list-style-type: none">– Post transaction, EchoStar will own 100% of the economics of the higher growth HRG business– Transaction results in EchoStar divesting the less strategic set-top box business
Tax efficient transaction	<ul style="list-style-type: none">– The transaction is structured in a manner to be tax-free– The transaction will be an exchange of equity that is both cash and debt free; will not have a negative impact on HSSC credit
Better positioned for strategic opportunities	<ul style="list-style-type: none">– Clearer business focus and simplified ownership structure provides improved platform to pursue strategic opportunities

Illustrative economic impact

2016 estimated EBITDA

EchoStar receives	80% HRG economics	\$97m - \$106m ^(a)
EchoStar gives up	ETC	\$85m - \$94m ^{(b) (c)}
	Other assets	Minor EBITDA impacts
Other impacts	<ul style="list-style-type: none"> - EchoStar expects that the majority of the allocated overhead costs associated with the ETC business will be eliminated over the next year - It is expected that there will be potential negative synergy implications from the downsizing of the business 	

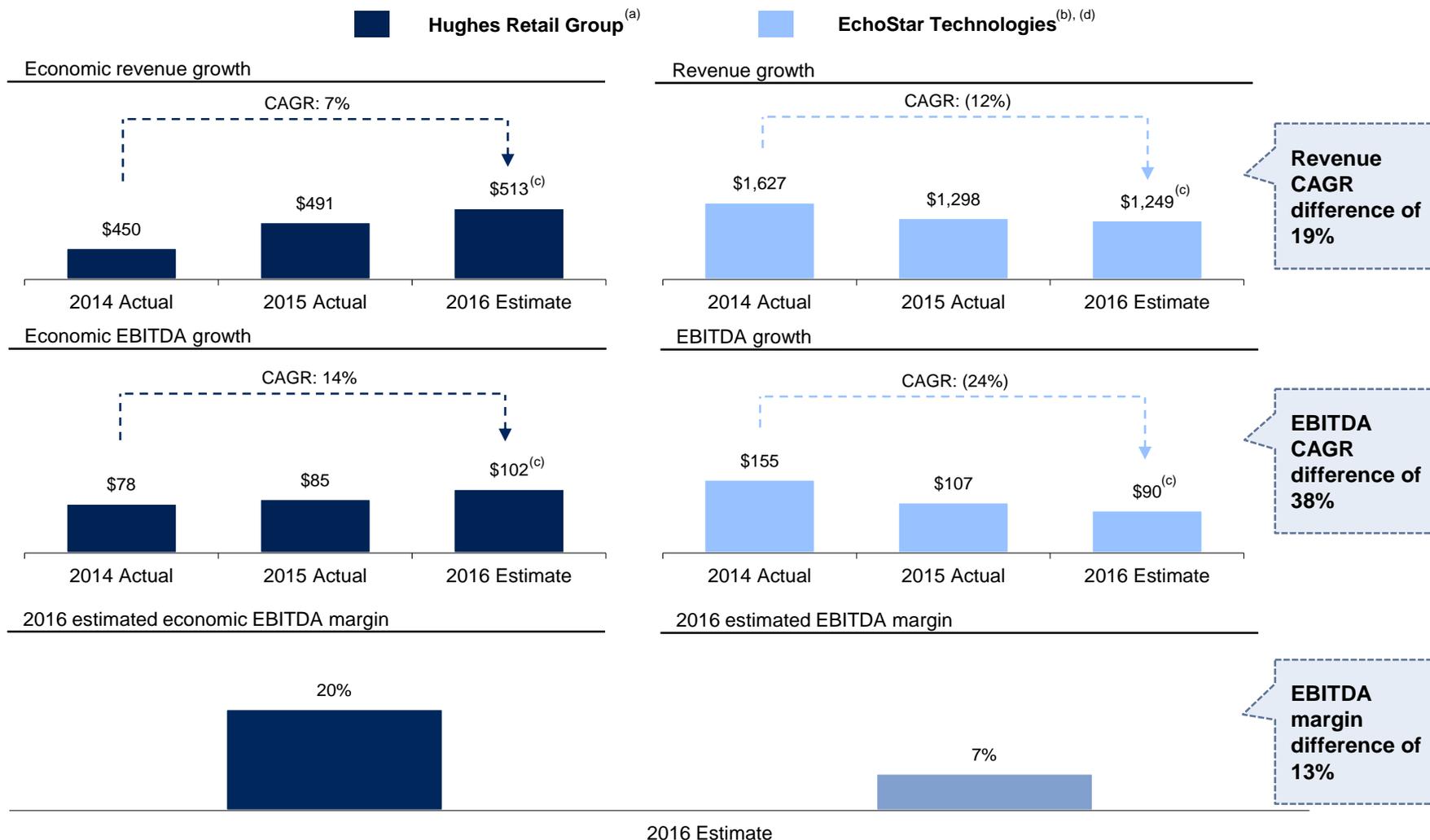
(a) Please refer to appendix for reconciliation

(b) Please refer to appendix for further explanation

(c) Includes overhead allocation cost of approximately \$47m

Source: Management estimates

Transaction expected to be accretive to growth and margin



Note: Figures shown are exclusive of any potential negative synergies associated with the transaction

(a) Please refer to appendix for reconciliation

(b) ETC financial measures on this slide do not include the other assets in the transaction listed on slide 3

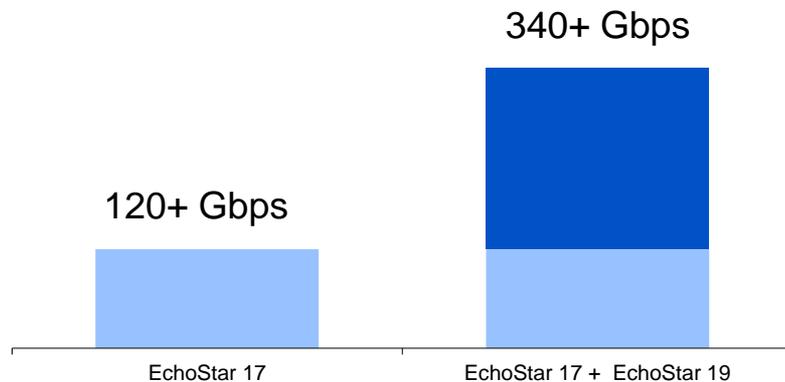
(c) 2016 estimates utilize the mid-point of \$1,218m - \$1,280m for ETC revenue and \$85m - \$94m for ETC EBITDA; \$500m - \$526m for 80% HRG revenue and \$97m - \$106m for 80% HRG EBITDA

(d) Please refer to appendix for further explanation

Source: Company filings

EchoStar situation update

Successful launch of EchoStar 19 is expected to increase satellite broadband capacity by 180+%



- EchoStar 19 is a high-capacity, multi-spot Ka-band satellite providing coverage for North and Central America
- Its deployment is expected to result in a material increase in subscriber additions beginning in Q2 2017
- EchoStar 19 will also add capability for aeronautical, enterprise and international broadband services

Source: Company filings

EchoStar continues to hold a number of valuable strategic assets ancillary to its core business

Spectrum ownership	<ul style="list-style-type: none">- 30 MHz of S-band spectrum covering 28 countries across Europe<ul style="list-style-type: none">- Population of >500m- Total MHz – PoPs of >15bn- Right to utilize Ka, Ku and S - band spectrum at the 45 degree West orbital slot over Brazil
DISH Mexico stake	<ul style="list-style-type: none">- 49% stake in DISH Mexico, a provider of direct-to-home services in Mexico
OneWeb investment	<ul style="list-style-type: none">- Strategic investment in OneWeb, which plans to provide a compelling global satellite broadband service with 50+ Mbps user connections

- EchoStar believes these assets have material value not reflected in the core business EBITDA

Summary

- **EchoStar will have a clearer focus on its core business of satellite services and satellite broadband**
- **EchoStar will fully benefit from the higher growth retail consumer broadband business**
- **EchoStar will further benefit from having divested the less strategic set-top box and related businesses**
- **Reduces complexity and simplifies ownership structure**
- **Provides EchoStar with an improved platform to pursue strategic opportunities**

Appendix

Set forth below are preliminary estimates for the Hughes Retail Group and EchoStar Technologies Segment financial results for the year ended December 31, 2016.

Our actual results may differ materially from the estimates due to the completion of our financial closing procedures, final adjustments and other developments that may arise between now and the time that our annual financial results are reported.

(in millions)	2014	2015	2016 estimate	
			Low	High
HRG				
Revenue	562	614	626	658
80% adjustment ^(a)	450	491	500	526
Net loss	(23)	(20)	(3)	(4)
Interest income and expense, net	-	-	-	-
Income tax benefit	(15)	(13)	(2)	(2)
Depreciation and amortization	135	139	126	139
EBITDA^(b)	97	106	121	133
80% adjustment ^(a)	78	85	97	106
EchoStar Technologies				
Revenue	1,627	1,298	1,218	1,280
EBITDA ^(c)	155	107	85	94

(a) HRG numbers are adjusted to 80% to reflect the percentage of the group held by DISH

(b) HRG EBITDA is defined as "Net loss" excluding "Interest income and expense, net" "Income tax benefit," and "Depreciation and amortization." EBITDA is not a measure determined in accordance with GAAP. 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. 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 EBITDA provides meaningful supplemental information regarding the underlying operating performance of our business. Management also believes that 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

(c) EchoStar Technologies EBITDA is defined as Net income excluding "Interest income and expense, net" "Income tax benefit (provision)," and "Depreciation and amortization." EBITDA is the primary measure of segment profitability for our EchoStar Technologies segment as reported to our CODM as defined under ASC 280