

MARCH 2023



DISCLAIMER

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This presentation also contains estimates and other statistical data made by independent parties and by us relating to market size and growth and other data about our industry. These data involve a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. Projections, assumptions and estimates of the future performance of the markets in which we operate are necessarily subject to a high degree of uncertainty and risk.

Our audited financial statements for the year ended December 31, 2022 are not yet available. Accordingly, our unaudited financial results included in this presentation are subject to the completion of our financial close and other procedures and finalization of our consolidated financial statements for the year ended December 31, 2022, including the audit of our financial statements. The financial results for the year ended December 31, 2022 in this presentation have been adjusted to remove the discontinued operations of the Parade print business that was acquired on April 1, 2022 and was discontinued on November 13, 2022.

This presentation includes Adjusted EBITDA, a financial measure not presented in accordance with generally accepted accounting principles in the United States ("GAAP"), which is used by management in making operating decisions, allocating financial resources, and internal planning and for business strategy purposes, has certain limitations, and should not be construed as an alternative to financial measures determined in accordance with GAAP. Adjusted EBITDA as defined by us may not be comparable to similar non-GAAP measures presented by other companies. Our presentation of such measure, which may include adjustments to exclude unusual or non-recurring items, should not be construed as an inference that our future results will be unaffected by other unusual or non-recurring items. A reconciliation is provided elsewhere in this presentation for Adjusted EBITDA to the most directly comparable financial measure stated in accordance with GAAP.









WE TRANSFORM MEDIA BUSINESSES







KEY INVESTMENT HIGHLIGHTS*



SCALE WITH 0&0 AND PARTNERSHIPS

- 40+ owned or operated properties
- 225+ platform partners across 4 verticals: sports, finance, general lifestyle, and men's lifestyle
- 6.2B pageviews in 2022, an increase of 47% vs. 2021**



DEMONSTRATED **FINANCIAL RESULTS**

- **Grew digital ad revenue by** approximately 74% in the full year 2022 vs. prior year
- ~145% 3-year CAGR in annual gross profit
- ~61% 3-vear CAGR in annual revenue; +70% target incremental margin on digital revenue



PROPRIETARY PLAYBOOK & **TECHNOLOGY**

- **Unique vertical model:** doubled verticals in 2022
- Offering transformative scale, efficiency, and **yield** to digital brands
- **Unique content model** empowers creators. enables scale and drives margins



The Arena Group is a technology and media

company that transforms brands, ignites creativity and empowers content creators

*All data shown as of the year lended 12/31/2022 unless otherwise indicated. Based on unaudited financial data for

DIVERSIFIED BRAND PORTFOLIO

SPORTS ILLUSTRATED MEDIA GROUP

Sports Justiated

The most iconic name in sports, featuring news, editorials, fan sites and more.



FADEAWAY WORLD



The Hockey News





THESTREET FINANCE MEDIA GROUP

TheStreet

Business news that moves markets. award-winning stock analysis, market data and investment ideas. ToughNickel





DEALBREAKER

Action Alerts PLUS. Real Money Pro

MEN'S JOURNAL LIFESTYLE MEDIA GROUP

MEN'S JOURNAL

Rugged and refined lifestyle brand covering the coolest new gear, luxury and adventure travel, food and drink, health and fitness

MENS FITNESS







SURFER



Parade

Entertainment coverage with inspiring stories and health content to make life and community connections more meaningful.

PARADE LIFESTYLE MEDIA GROUP

dengarden **FASHIONISTA**

PetHelpful



OUR MISSION:

Combining art and science to create experiences that delight consumers, empower creators and transform brands.



revenue streams.



We revolutionize the content industry by providing Brands, Journalists, Publishers and Creators with a platform that expands their businesses' potential.



platform that empowers the creative

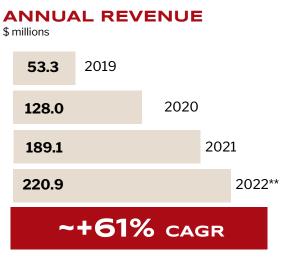
community.

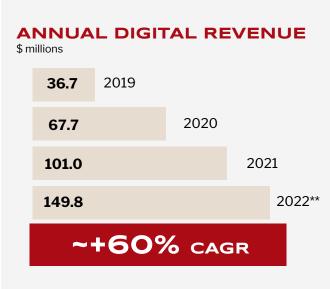




DEMONSTRABLE YOY GROWTH

Rapidly growing revenue base and improving margins has led to positive Adjusted EBITDA in 2022*.







^{*}Adjusted EBITDA is a non-GAAP metric. See "Use of Non-GAAP Measures."

^{**}Based on unaudited financial data for the year ended December 31, 2022.

TRANSFORMATIONAL GROWTH TRACK RECORD

Playbook drives significant growth in annual pageviews, with traditional and emerging brands time and time again:

Sports Illustrated

FY 2021: FY 2022: 2.0B 3.6B

+76%

FanNation FIX

FY 2021: 484M

FY 2022: 805M +66%

TheStreet

FY 2021: 136M

FY 2022: 326M +139%

Parade

FY 2021: FY 2022: 406M **586M** +44%

ESPUN

FY 2021: FY 2022. 843M 1.4B

+70%

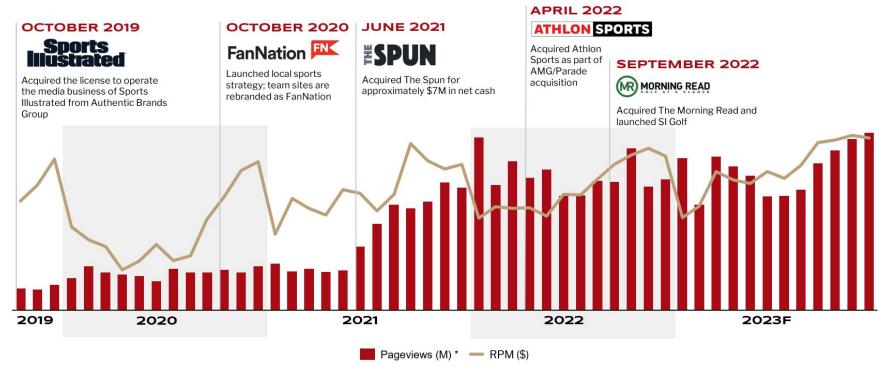
PetHelpful

FY 2021. 67M

FY 2022. 309M +364%

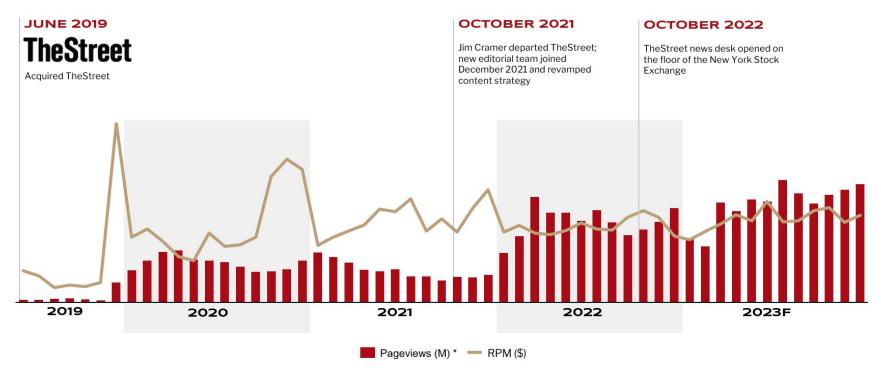
STORY OF A SPORTS ARENA

Rapid transformation driven by strategic acquisitions, partnerships and organic growth; Sports Illustrated Media Group has grown from the #11 Comscore Sports Ranking in October 2019 to the #4 Ranking in January 2023



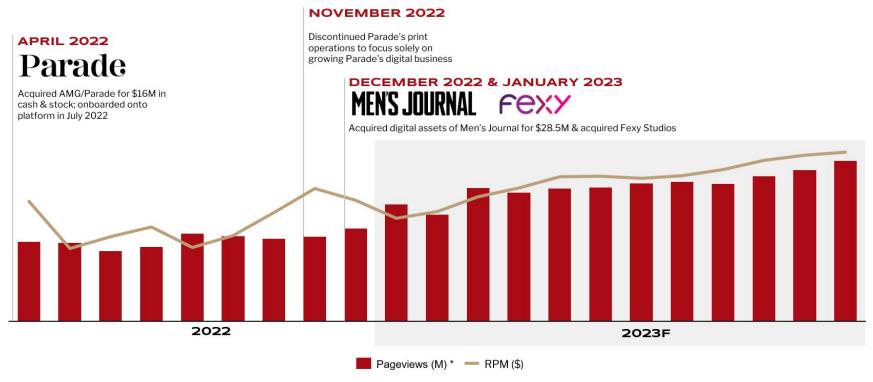
STORY OF A FINANCE ARENA

Historically a subscription-first business headed by Jim Cramer; when Cramer left in October 2021, a new editorial content strategy focused on diverse voices and trending news has significantly increased traffic



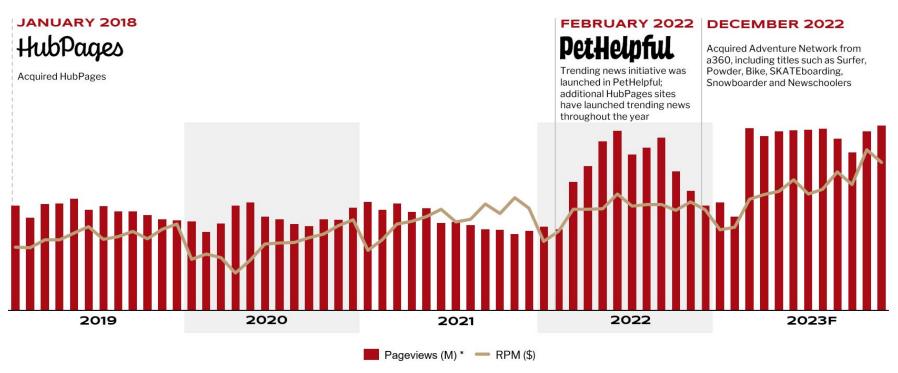
STORY OF A LIFESTYLE ARENA

Launched Lifestyle vertical in April 2022 with the purchase of Parade; strong focus on high-growth digital opportunities such as sponsored content and eCommerce



STORY OF HUBPAGES

Acquired HubPages in January 2018. By adopting the trending news model used by The Spun, PetHelpful pageviews increased significantly in February 2022. Since then, trending news has been launched in several additional HubPages sites.



CASE STUDY: SPORTS VERTICAL

+76%

Total Page View Growth 2022 YoY

+123%

SI Social Pageview Growth 2022 YoY**

#1

SI share of voice on Facebook among sports publishers for link stories* in Q422

#4

In comScore's Sports Category for December 2022 vs. #5 in December 2021 and #11 in October 2019***

















Note: Data for business units is from internal, unaudited reports. *Source: CrowdTangle, Inc.

**Source: Google Analytics

***Source: ComScore MultiPlatform. Desktop 2+ and Total Mobile 13+

CASE STUDY: FANNATION

2022 Pageviews

Our Entrepreneurial Publisher model adds breadth and scale to our content base at variable cost; local team sites are run by local entrepreneurs who receive a revenue share tied to site performance



Next Entrepreneurial Publisher families to launch: Food, Entertainment, Lifestyle

2022 Pageviews

revenue per site



Sites

SOCIAL

- Built out audience and social teams
- Creating native content for social (memes, reels, etc) to engage with a new audience

PRODUCT

- Launched new subscription product, "TheStreet Smarts", targeting new investors
- Built new set on the floor of the NYSE to improve video content and access for subscribers

EDITORIAL

- Hired new EIC and editorial team
- Shifting away from commodity news and toward stories that resonate on social and search



CASE STUDY: FINANCE VERTICAL

The Street revamped its social, product, and editorial strategy in early 2022 to broaden its reach to a younger, more diverse group of investors.

AS A RESULT:

+139%

Monthly Average Pageviews FY 2022 vs FY 2021** +93%

Facebook Engagement FY 2022 vs FY 2021*

Note: Data for business units is from internal, unaudited reports. *Source: ListenFirst Media Inc.

^{**}Source: Google Analytics





CASE STUDY: PARADE

Parade had 62 million pageviews in December 2022, an

INCREASE OF 53% SINCE MIGRATING

to the Arena platform in July 2022*

- Arena recorded over \$1M in Commerce revenue in 2022, driven largely by Parade and through a focus on lower funnel, high purchase intent content
- Parade **trending news initiative** launched in July 2022
- Editorial team diversified content strategy from evergreen-only and began publishing stories covering trending news in entertainment and lifestyle
- Trending news articles complement and amplify existing evergreen content base
- **Expanding Parade's food expertise** in 2023 through the Fexy acquisition and a social-driven creator network



2022: A YEAR OF GROWTH & **PROFITABILITY**

Full-year 2022 results further validate our model's efficacy and replicability, which continues to be driven by revenue growth and profitability improvements.*

THE ARENA GROUP PERFORMANCE BY THE NUMBERS

\$220.9M

FY 2022 Revenue 17% growth vs FY 2021* +74%

Digital advertising revenue growth FY 2022 vs FY 2021 +47%

Total Pageview** Growth FY 2022 vs FY 2021

+\$15M

Adj. EBITDA*** Improvement FY 2022 vs FY 2021 +13%

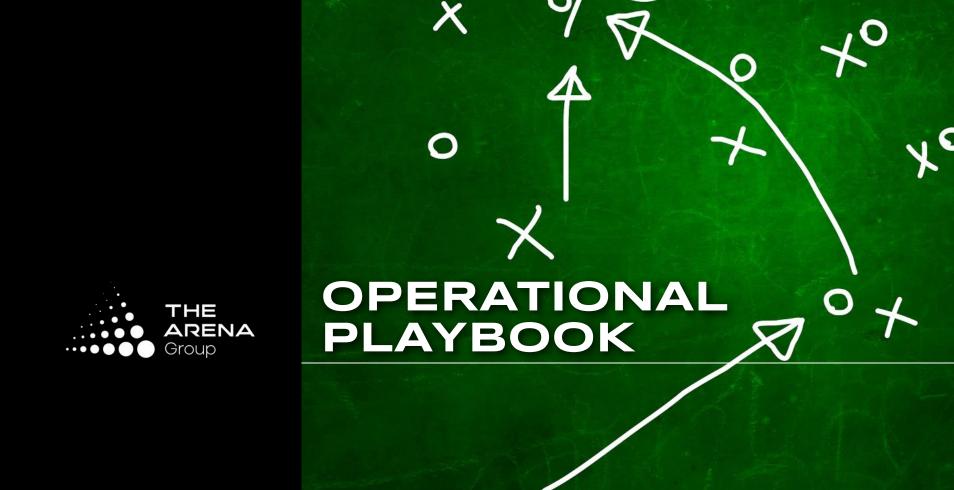
Increase in Display RPM FY 2022 vs FY 2021

+113

Sites Added in 2022****

^{*} Based on unaudited financial data for the year ended December 31, 2022. **Source: Google Analytics

^{***}Adjusted EBITDA is a non-GAAP metric. See the appendix for more information, including a reconciliation to GAAP. ****Sites include 0&0 domains, monetized platform partners, and monetized channels on 0&0 domains.



THE ARENA GROUP PLAYBOOK

Operational playbook transforms businesses and drives profitability



CONSUMER EXPERIENCE

Bespoke content

Optimized design

Page construction

AUDIENCE GROWTH

Optimization of SEO

Social distribution

In-content recommendations

MONETIZATION & YIELD

Proprietary ad infrastructure

Expansive Demand partners

Direct Sales for Fortune 500 brands

eCommerce, licensing & subscriptions

DISTRIBUTION & SYNDICATION

Recirculation across 300M+ users

3rd party distribution to 25+ sites

Partnerships reduce overall cost of content

DATA MANAGEMENT

Sophisticated data management & analytics support

TECH, SALES & PRODUCTION COSTS

Converts costs from fixed to variable; no capital expenditure

ANATOMY OF A VERTICAL

Our unique vertical model allows us and our 200+ partners to leverage audience growth, technological efficiencies and cost savings across all of our brands.

BRAND RECOGNITION & TRAFFIC MONETIZATION & EFFICIENCY NICHE CONTENT & AUDIENCE

AUTHORITY BRAND

STRATEGIC PARTNERS

ENTREPRENEUR PUBLISHERS

> **PUBLISHER PARTNERS**

- Powerful brands, with bespoke content and domain authority
- Form key strategic partnerships with like-minded partners of high quality and entrepreneurial spirit
- Partner with entrepreneurial publishers to drive local content at variable cost tied to performance
- Grow platform partners on our network, expanding our content offerings and adding scale to the ecosystem









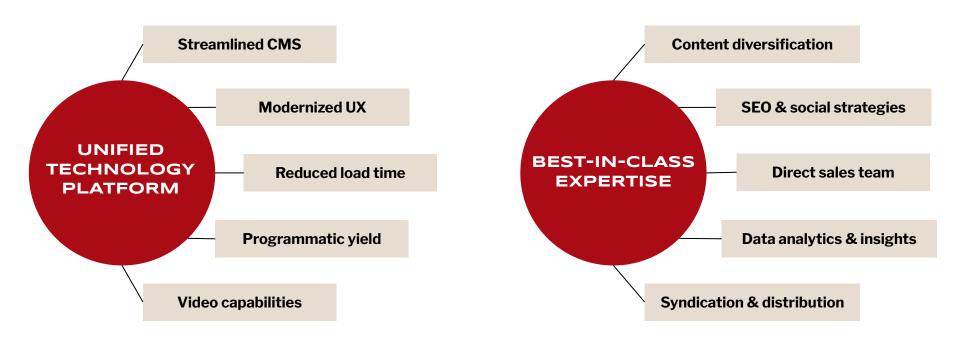






OUR PROVEN APPROACH TO GROWTH

Our clear and focused model brings transformative scale, efficiency and yield to struggling digital brands



COST EFFICIENCIES AND REVENUE LIFT

THE UBERIZATION OF CONTENT: PUBLISHERS & CREATORS

Our mission is to become a leading audience & monetization model that fosters a strong relationship between brands & content creators.



DRIVER

ENTREPRENEURIAL PUBLISHERS / **CREATORS**

- Drivers partner with Uber as Independent Contractors to access the scale and technology of a large business
- Content creators seek out Arena as a partner to leverage our scale, premium brands, and technology



UBER APP

ARENA **PLATFORM**

- Uber provides tools for drivers to facilitate the logistics of pickup and dropoff, navigation, and payment
- Arena provides tools for Content Creators to run their sites efficiently, such as the Tempest CMS, video, editorial support, and monetization



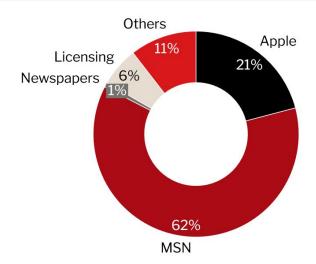
UBER RIDER BASE

AUDIENCE

- Partnering with Uber allows drivers to connect with a larger customer base
- Content Creators benefit from the reputation and traffic associated with larger Arena sites such as SI, The Street, Parade, and Men's Journal

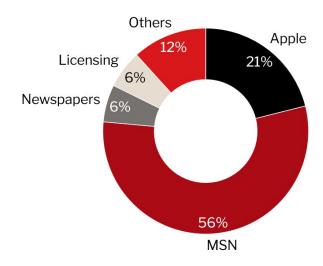
Continued lean-in to a high growth business line through continued investment in diverse content & partner relations, with aggressive focus in targeted, mutually beneficial outlets

ESTIMATED CURRENT STATE



Total Top Line: ~\$18M +350% YoY growth Dominated by partnerships w/ Apple & Microsoft

TARGET FUTURE STATE (12-24 MOS)



Total Top Line Growth: ~60% to 80% Continued optimization of Microsoft + Apple for growth Further expand distribution sources, invest in Newspaper growth



ENHANCING TEMPEST WITH AI

Enhancements being made to Tempest with AI makes journalists more effective. Arena has been piloting AI projects for several months, building on its long tradition of tech innovation.

- **WORKFLOW GAINS:** Arena added tools to suggest trending topics, as well as curate content from the extensive archives of our brands such as Sports Illustrated and Men's Journal. This pilot program reduced time to create articles by 80-90%.
- **ACCELERATION WITH DEVELOPMENT PARTNERS: Arena** has signed a year-long partnership with Jasper AI to rapidly iterate Tempest's AI tools. A similar partnership with **Nota** will allow Tempest users to create Al-assisted original video to match articles and social content.
- **ADVERTISING EFFICIENCIES:** Arena has integrated **Jiffy.ai**'s systems into its ad operations workflow, more than doubling the efficiency and accuracy of that team. We expect this program will be expanding to other parts of the business in 2023.



GROWTH LEVERS IN 2023 & BEYOND





COMMERCE

SOCIAL CREATOR NETWORK



GAMBLING

NEW VERTICALS



NEW CONTENT & PLATFORM PARTNERSHIPS

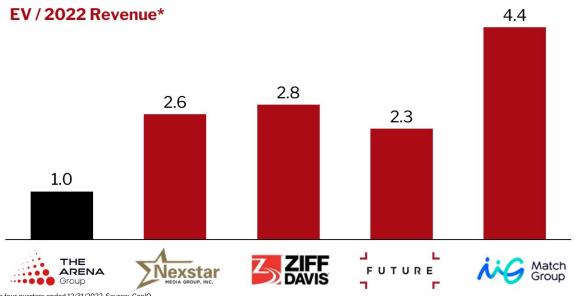


CAPITALIZATION OVERVIEW

PATHWAY TO SIGNIFICANT MULTIPLE

EXPANSION

Runway to more than triple multiple as digital growth accelerates, and margins expand





Multiple Expansion Driven by:



50%+ MARGIN long-term gross margin target

ENTERPRISE VALUE BRIDGE

Share Price(1)	\$5.03							
Fully Diluted Shares Outstanding(2)	20,586,385							
EQUITY VALUE	103,549,517							
FastPay Credit Facility(3)	14,092,000							
Senior Secured Note(4)	66,690,000							
Senior Secured Bridge Note(4)	36,000,000							
(+) Total Debt	116,782,000							
(-) Cash and Cash Equivalents(5)	13,871,598							
ENTERPRISE VALUE (EV)	206,460,517							
Implied Multiples	Metric Multiple							
EV/LTM 12/31/22 Revenue(6)	\$220,925,000 0.93x							

¹⁾ Closing share price as of March 20, 2023.

²⁾ Includes common shares, options and warrants based on the treasury stock method. RSUs. and Series G and Series H shares on an as-converted basis.

³⁾ Outstanding balance as of December 31, 2022 (unaudited).

⁴⁾ Principal balance (not carrying value) as of December 31, 2022.

⁵⁾ Cash balance as of December 31, 2022 (unaudited).

⁶⁾ Revenue for the full year 2022 of 220.9 million (unaudited)







APPENDIX

USE OF NON-GAAP MEASURES

We report our financial results in accordance with generally accepted accounting principles in the United States of America ("GAAP"); however, management believes that certain non-GAAP financial measures provide users of our financial information with useful supplemental information that enables a better comparison of our performance across periods. This press release includes references to Adjusted EBITDA, which is a non-GAAP financial measure. We believe Adjusted EBITDA provides visibility to our underlying continuing operating performance by excluding the impact of certain items that are noncash in nature or not related to our core business operations. We calculate Adjusted EBITDA as net loss, adjusted for (i) interest expense (net), (ii) income taxes, (iii) depreciation and amortization, (iv) stock-based compensation, (v) change in derivative valuations, (vi) liquidated damages, (vii) gain upon debt extinguishment, (viii) loss on impairment of lease, (ix) loss on lease termination, (x) loss on impairment of assets, (xi) professional and vendor fees, and (xii) employee restructuring payments.

Our Adjusted EBITDA measure may not be comparable to a similarly titled measure used by other companies, has limitations as an analytical tool, and should not be considered in isolation, or as a substitute for analysis of our operating results as reported under GAAP. Additionally, we do not consider our Adjusted EBITDA as superior to, or a substitute for, the equivalent measures calculated and presented in accordance with GAAP. A reconciliation of Adjusted EBITDA to net loss has been provided in the financial statement tables included in this press release, and investors are encouraged to review the reconciliation.

RECONCILIATION

THE ARENA GROUP HOLDINGS, INC. AND SUBSIDIARIES NET LOSS TO ADJUSTED EBITDA RECONCILIATION (unaudited)

		Three Mor	ths E	Inded						
	December 31,					Years Ended December 31,				
	2022		2021		2022		2021			
			-	(\$ in tho	usand	s)	33	31		
Net loss	\$	(13,697)	\$	(19,113)	\$	(70,858)	S	(89,940)		
Loss from discontinued operations, net of tax		2,141		-		3,470		-		
Loss from continuing operations		(11,556)	- 1	(19,113)		(67,388)	-	(89,940)		
Add (deduct):										
Interest expense, net (1)		2,918		2,754		11,428		10,449		
Income tax (benefit) provision		117		(1,444)		(1,063)		(1,674)		
Depreciation and amortization (2)		6,886		6,626		27,109		25,174		
Stock-based compensation (3)		6,568		8,804		31,345		30,493		
Change in derivative valuations		-		463		-		(34)		
Liquidated damages (4)		501		439		1,140		2,637		
Gain upon debt extinguishment (5)		2		2		_		(5,717)		
Loss on impairment of lease (6)		-		466		-		466		
Loss on lease termination (7)		_		2		_		7,345		
Loss on impairment of assets (8)		-		288		257		1,192		
Professional and vendor fees (9)		2		1,748		-		6,901		
Employee restructuring payments (10)		-		65		273		645		
Adjusted EBITDA	\$	5,434	\$	1,096	\$	3,101	S	(12,063)		

- (1) Interest expense is related to our capital structure and varies over time due to a variety of financing transactions. Interest expense includes \$365 and \$566 for amortization of debt discounts for the three months ended December 31, 2022 and 2021, respectively, and \$1.581 and \$2.106 for amortization of debt discounts for the years ended December 31, 2022 and 2021. respectively, as presented in our condensed consolidated and consolidated statements of cash flows, which are a noncash item. Investors should note that interest expense will recur in future periods.
- (2) Represents depreciation and amortization related to our developed technology and Platform included within cost of revenues of \$2,360 and \$2,263 for the three months ended December 31, 2022 and 2021, respectively, and \$9,459 and \$8,829, for the years ending December 31, 2022 and 2021, respectively. Depreciation and amortization included within operating expenses was \$4,526 and \$4,363 for the three months ended December 31, 2022 and 2021, respectively, and \$17,650 and \$16,345 for the years ending December 31, 2022 and 2021, respectively. We believe (i) the amount of depreciation and amortization expense in any specific period may not directly correlate to the underlying performance of our business operations and (ii) such expenses can vary significantly between periods as a result of new acquisitions and full amortization of previously acquired tangible and intangible assets. Investors should note that the use of tangible and intangible assets contributed to revenue in the periods presented and will contribute to future revenue generation and should also note that such expense will recur in future periods
- (3) Represents noncash costs arising from the grant of stock-based awards to employees, consultants and directors. We believe that excluding the effect of stock-based compensation from Adjusted EBITDA assists management and investors in making period-to-period comparisons in our operating performance because (i) the amount of such expenses in any specific period may not directly correlate to the underlying performance of our business operations, and (ii) such expenses can vary significantly between periods as a result of the timing of grants of new stock-based awards, including grants in connection with acquisitions. Additionally, we believe that excluding stock-based compensation from Adjusted EBITDA assists management and investors in making meaningful comparisons between our operating performance and the operating performance of other companies that may use different forms of employee compensation or different valuation methodologies for their stock-based compensation. Investors should note that stock-based compensation is a key incentive offered to employees whose efforts contributed to the operating results in the periods presented and are expected to contribute to operating results in future periods. Investors should also note that such expenses will recur in the future.

- (4) Represents damages (or interest expense related to accrued liquidated damages) we owe to certain of our investors in private placements offerings conducted in fiscal years 2018 through 2020, pursuant to which we agreed to certain covenants in the respective securities purchase agreements and registration rights agreements, including the filing of resale registration statements and becoming current in our reporting obligations, which we were not able to timely meet.
- (5) Represents a gain upon extinguishment of the Paycheck Protection Program Loan.
- (6) Represents our impairment of certain leased property that is no longer being used.
- (7) Represents our loss related to the surrender and termination of our lease of office space located in New York based on our decision to no longer lease office space.
- (8) Represents our impairment of certain assets that are no longer useful.
- (9) Represents one-time, non-recurring third party professional and vendor fees recorded in connection with services provided by consultants, accountants, lawyers, and other vendors (these fees are collectively referred to as "Professional Fees") related to (i) the preparation of periodic reports in order for us to become current on our Securities Exchange Act of 1934 reporting obligations, (ii) up-list to a national exchange, (iii) contemplated and completed acquisitions, (iv) public and private offerings of our securities and other financings, and (v) stockholder disputes and the implementation of our rights agreement.

The table below summarizes the costs defined above that we incurred during fiscal 2022 and 2021:

Category	Three Months Ended December 31,				Years Ended December 31,			
	2022		2021		2022		2021	
(i) Catch-up periodic reports	\$	-	S	301	\$	-	\$	4,096
(ii) Up-list		-		138		-		231
(iii) M&A		-		695		-		1,034
(iv) Public & private offerings and other financings		-		56		-		444
(v) Stockholder disputes/Rights Agreement		-		558		-		1,096
Totals	\$		\$	1,748	\$	-	\$	6,901

(10) Represents severance payments to the former Chief Financial Officer of Parade and our former Chief Executive Officer for the years ended December 31, 2022 and 2021.

The table below sets forth the loss from discontinued operations for the period from April 1, 2022 to December 31, 2022:

	Three Months Ended December 31, 2022			Year Ended December 31, 2022		
		(\$ in tho	rusands)			
Revenue	\$	6,064	S	26,817		
Cost of revenue		6,074		23,015		
Gross profit		(10)		3,802		
Operating expense						
Selling and marketing		1,893		5,396		
General and administrative		238		1,722		
Loss on impairment of assets		-		209		
Total operating expenses		2,131		7,327		
Loss from discontinued operations		(2,141)		(3,525)		
Income tax benefit		-	-	55		
Net loss from discontinued operations	\$	(2,141)	S	(3,470)		