

This filing relates to the proposed merger involving Callaway Golf Company, a Delaware corporation (“Callaway”), 51 Steps, Inc., a Delaware corporation (“Merger Sub”) and Topgolf International, Inc., a Delaware corporation (“Topgolf”), pursuant to the terms of that certain Agreement and Plan of Merger, dated as of October 27, 2020, by and among Callaway, Merger Sub and Topgolf.

The following is the text of the Callaway investor relations website available at <https://ir.callawaygolf.com/callaway-and-topgolf> that was made available on October 27, 2020 in connection with the proposed transaction.

Callaway and Topgolf Creating an Unrivaled Golf and Entertainment Leader | Callaway Golf Company

CARLSBAD, CA and DALLAS, TX — October 27, 2020 — Callaway (NYSE: ELY), a global leader in premium golf equipment and active lifestyle goods, and Topgolf Entertainment Group (“Topgolf”), a global golf entertainment leader, have entered into a definitive merger agreement. Under the terms of the agreement, Callaway and Topgolf will combine in an all-stock transaction creating a global golf and entertainment leader. The number of shares to be issued is based upon an implied equity value of Topgolf of approximately \$2 billion, including the 14% already owned by Callaway.

Together, Callaway and Topgolf would create an unrivaled golf and entertainment business. The combined company will be united by a shared passion for delivering exceptional golf experiences for all – from elite touring professionals to new and aspiring entrants to the game. Led by a portfolio of well-positioned brands and broad consumer reach, we believe the combination of Callaway and Topgolf will develop exciting new products and experiences, create compelling value for shareholders, and ultimately accelerate innovation in the game of golf.

Press Release	PDF
Presentation	PDF
Webcast	HTML
Infographic	PDF
8K	HTML



CHIP BREWER
PRESIDENT & CEO,
CALLAWAY GOLF

“This combination unites proven leaders with a shared passion for delivering exceptional golf experiences for all – from elite touring professionals to new aspiring entrants to the game. We’ve long seen the value in Topgolf and we are confident that together, we can create a larger, higher growth, technology-enabled global golf and entertainment leader. Callaway’s strong financial profile will enable the combined company to accelerate innovation, develop exciting new products and experiences, and create compelling value for shareholders, while providing the dedicated teams of both companies more opportunities to showcase their talents and complementary capabilities.”

Contacts:

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CREATING AN UNRIVALED GOLF AND ENTERTAINMENT BUSINESS



\$3.2B

2022E Revenue

\$360M

2022E Adj. EBITDAS

10%

Long-Term Revenue Growth Rate

MID-HIGH TEENS

Long-Term Adj. EBITDAS Growth Rate



A NEW TYPE OF LEADER IN GOLF
WITH A POWERFUL BRAND PORTFOLIO AND BROAD CONSUMER REACH ACROSS \$80+B MARKET

Massive consumer reach and overlap

- #1** global brand in golf equipment
- #1** brand in golf entertainment with 90M fan connections
- Reach across golf spectrum, from beginners to pros

Attractive high-growth opportunities

- >10** years of growth opportunity in U.S. venues
- 2%** addressable market penetration in international venues
- 1%** addressable market penetration in Toptracer Range

Strong ability to finance growth

- >\$630M** ELY cash liquidity, nearly \$300M above Q3 2019
- 3.6x** expected funded leverage expected by 2022
- 2024** Topgolf is self funding and cash-flow positive

COMBINED COMPANY HAS CLEAR LINE OF SIGHT TO GENERATING **MORE THAN \$1B OF ADJ. EBITDAS**

TRANSACTION OVERVIEW

- Callaway to issue approximately 90 million shares of its common stock to the shareholders of Topgolf, excluding Callaway
- Callaway - 51.5%; Topgolf - 48.5%
- Providence Equity Partners, WestRiver Group, Dorsani Capital Partners to become significant shareholders in combined company
- Subject to Callaway shareholder vote and other customary closing conditions
- Expected to close in early 2021

MANAGEMENT & GOVERNANCE

- Chip Brewer to remain President & CEO of Callaway; Doll Berle to continue to lead Topgolf through a transition period following the close of the transaction, at which time he intends to step down to pursue other leadership opportunities
- Topgolf maintains Dallas headquarters
- Three Topgolf appointees to join Board of Directors of combined company; John Lundgren to remain as Chairman of combined company; Erik Anderson to serve as Vice Chairman of combined company



TOPGOLF VENUES TOPGOLF VENUES TOPTRACER TOPGOLF MECHA

FORWARD-LOOKING STATEMENTS

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The words "may," "should," "will," "could," "would," "anticipate," "plan," "believe," "project," "estimate," "expect," "strategy," "future," "likely," and similar expressions, among others, generally identify forward-looking statements, which speak only as of the date the statements were made and are not guarantees of future performance. Such forward-looking statements include, but are not limited to, statements about the benefits of the business combination transaction involving Callaway and Topgolf, including the anticipated operations, financial position, liquidity, performance, prospects or growth and scale opportunities of Callaway, Topgolf or the combined company, the strategies, prospects, plans, expectations or objectives of management of Callaway or Topgolf for future operations of the combined company, any statements regarding the approval and closing of the merger, including the need for stockholder approval and the satisfaction of closing conditions, and statements of belief and any statement of assumptions underlying any of the foregoing.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks, uncertainties and other factors relate to, among others: risks and uncertainties related to our pending merger with Topgolf, including the failure to obtain, or delays in obtaining, required regulatory approval, the risk that such approval may result in the imposition of conditions that could adversely affect Callaway or the expected benefits of the proposed transaction, any termination fee that may be payable by Callaway pursuant to the terms of the merger agreement, or the failure to satisfy any of the closing conditions to the proposed transaction on a timely basis or at all; costs, expenses or difficulties related to the merger with Topgolf, including the integration of the Topgolf business; failure to realize the expected benefits and synergies of the proposed transaction in the expected timeframes or at all; the potential impact of the announcement, pendency or consummation of the proposed transaction on relationships with Callaway's and/or Topgolf's employees, customers, suppliers and other business partners; the risk of litigation or regulatory actions to Callaway and/or Topgolf; inability to retain key personnel; changes in legislation or government regulations affecting Callaway and/or Topgolf; uncertainty of the duration, scope and impact of COVID-19; a further spread or worsening of COVID-19; any further regulatory actions taken in response to COVID-19, including the future shutdown of or restrictions on Callaway's or Topgolf's retail locations, venues, distribution centers, manufacturing plants or other facilities; the effectiveness of Callaway's or Topgolf's protective gear, social distancing guidelines, and other preventive or safety measures; disruptions to business operations of Callaway and Topgolf as a result of COVID-19, including disruptions to business operations from travel restrictions, government-mandated or voluntary shut-down orders or quarantines, or voluntary "social distancing" that affects employees, customers and suppliers; continued growth, momentum and opportunities in the golf industry; production delays, closures of manufacturing facilities, retail locations, warehouses and supply and distribution chains; staffing shortages as a result of remote working requirements or otherwise; uncertainty regarding global economic conditions, particularly the uncertainty related to the duration and impact of the COVID-19 pandemic, and related decreases in customer demand and spending; and economic, financial, social or political conditions that could adversely affect Callaway, Topgolf or the proposed transaction.

The foregoing list is not exhaustive. For additional information concerning these and other risks and uncertainties that could affect these statements, the golf industry, and Callaway's business, see Callaway's Annual Report on Form 10-K for the year ended December 31, 2019 as well as other risks and uncertainties detailed from time to time in Callaway's reports on Forms 10-Q and 8-K subsequently filed with the SEC, including the proxy statement/prospectus/consent solicitation that will be included in the registration statement on Form S-4 that will be filed with the SEC in connection with the proposed transaction. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Callaway undertakes no obligation to republish revised forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

ADDITIONAL INFORMATION AND WHERE YOU CAN FIND IT

Callaway Golf Company will file with the SEC a registration statement on Form S-4, which will include the proxy statement of Callaway Golf Company that also constitutes a prospectus of Callaway Golf Company and a consent solicitation statement of Topgolf International, Inc. (the "proxy statement/prospectus/consent solicitation"). **INVESTORS AND STOCKHOLDERS ARE URGED TO CAREFULLY READ THE PROXY STATEMENT/PROSPECTUS/ CONSENT SOLICITATION, AND OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE SEC, IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT CALLAWAY GOLF COMPANY, TOPGOLF INTERNATIONAL, INC., THE PROPOSED TRANSACTION AND RELATED MATTERS.** Investors and stockholders will be able to obtain free copies of the proxy statement/prospectus/consent solicitation and other documents filed with the SEC by the parties through the website maintained by the SEC at www.sec.gov. In addition, investors and stockholders will be able to obtain free copies of the proxy statement/prospectus/consent solicitation and other documents filed with the SEC on Callaway's website at <https://www.callawaygolf.com> (for documents filed with the SEC by Callaway).

NO OFFER OR SOLICITATION

This communication is for information purposes only and is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

PARTICIPANTS IN THE SOLICITATION

Callaway, Topgolf, and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Callaway in connection with the proposed transaction. Information regarding the persons who are, under the rules of the SEC, participants in the solicitation of the stockholders of Callaway and Topgolf, respectively, in connection with the proposed transaction, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement/prospectus/consent solicitation when it is filed with the SEC. Information regarding Callaway's directors and executive officers is contained in Callaway's Annual Report on Form 10-K for the year ended December 31, 2019 and its Revised Definitive Proxy Statement on Schedule 14A, dated March 27, 2020, which are filed with the SEC and can be obtained free of charge from the sources indicated above.

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