

# Callaway Golf Company Investor Presentation



March 2022



## IMPORTANT NOTICES



Forward-looking Statements. During the presentation, any comments made about future plans, events, financial results, performance, prospects, or growth opportunities, including statements relating to the Company's and Topgolf's financial outlook (including revenue, Adjusted EBITDA/EBITDAR and capital expenditures), continued impact of the COVID-19 pandemic on the Company's business and the Company's ability to improve and recover from such impact, impact of any measures taken to mitigate the effect of the pandemic, strength and demand of the Company's products and services, continued brand momentum, demand for golf and outdoor activities and apparel, continued investments in the business, benefits of strategic collaborations, increases in shareholder value, post-pandemic consumer trends and behavior, future industry and market conditions, the benefits of the Topgolf merger, including the anticipated operations, venue/bay expansion plans, financial position, liquidity, performance, prospects or growth and scale opportunities of the Company, Topgolf or the combined company, and statements of belief and any statement of assumptions underlying any of the foregoing, are forward-looking statements as defined under the Private Securities Litigation Reform Act of 1995. These forward-looking statements are often characterized by the use of words such as "estimate," "expect," "anticipate," "project," "plan," "intend," "seek," "believe," "forecast," "foresee," "likely," "may," "should," "goal," "target," "might," "will," "could," "predict," "continue" and the negative or plural of these words and other comparable terminology. Such statements reflect the Company's best judgment as of the time made based on then current market trends and conditions. Actual results could differ materially from those as a result of certain risks, unknowns and uncertainties applicable to the Company and its business. For additional details concerning these and other risks and uncertainties that could affect these statements and the Company's b

Regulation G. In addition, in order to assist you with period-over-period comparisons on a consistent and comparable basis, today's presentation includes certain non-GAAP information. The Company provided information excluding certain non-cash amortization and depreciation of intangibles and other assets related to the Company's acquisitions (including an impairment charge of \$174.3 million recorded in 2020), non-cash amortization of the debt discount related to the Company's convertible notes, acquisition and other non-recurring items (including a \$253 million non-cash gain in 2021 resulting from the Company's pre-merger equity position in Topgolf), and a non-cash valuation allowance recorded against certain of the Company's deferred tax assets as a result of the Topgolf merger. This non-GAAP information may include non-GAAP financial measures within the meaning of Regulation G. These non-GAAP measures should not be considered as a substitute for any measure derived in accordance with GAAP. The non-GAAP information may also be inconsistent with the manner in which similar measures are derived or used by other companies. Management uses such non-GAAP information for financial and operational decision-making purposes and as a means to evaluate period-over-period comparisons and in forecasting the Company's business going forward. Management believes that the presentation of such non-GAAP information, when considered in conjunction with the most directly comparable GAAP information, provides additional useful comparative information for investors in their assessment of the underlying performance of the Company's business with regard to these items. The Company has provided reconciliations of such non-GAAP financial measures to the most directly comparable financial measures prepared in accordance with GAAP, which are included in this presentation.

Additionally, this presentation contains certain forward-looking Adjusted EBITDA/EBITDAR information. A reconciliation of such forward-looking Adjusted EBITDA/EBITDAR to the most closely comparable GAAP financial measure (net income) is not provided because the Company is unable to provide such reconciliation without unreasonable efforts. The inability to provide a reconciliation is because the Company is currently unable to predict with a reasonable degree of certainty the type and extent of certain items that would be expected to impact net income in the future but would not impact Adjusted EBITDA/EBITDAR. These items may include certain non-cash depreciation, which will fluctuate based on the Company's level of capital expenditures, non-cash amortization of intangibles related to the Company's acquisitions, income taxes, which can fluctuate based on changes in the other items noted and/or future forecasts, and other non-recurring costs and non-cash adjustments. Historically, the Company has excluded these items from Adjusted EBITDA/EBITDAR. The Company currently expects to continue to exclude these items in future disclosures of Adjusted EBITDA/EBITDAR and may also exclude other items that may arise. The events that typically lead to the recognition of such adjustments are inherently unpredictable as to if or when they may occur, and therefore actual results may differ materially. This unavailable information could have a significant impact on net income.

## CALLAWAY: A NEW COMPANY WITH HISTORIC ROOTS



Leading tech-enabled golf and active lifestyle company delivering equipment, apparel and entertainment to a new generation

#1

Callaway and Odyssey top ranked golf clubs by dollar share<sup>1</sup>

#2

ranked golf ball company by dollar share<sup>1</sup>

over

golf balls hit at Topgolf and Toptracer annually



DSPD Demonstrably Superior & Pleasingly Different

1380/<sub>5</sub>-year TSR<sup>2</sup>











## STRONG FOUNDATION FOR CONTINUED GROWTH



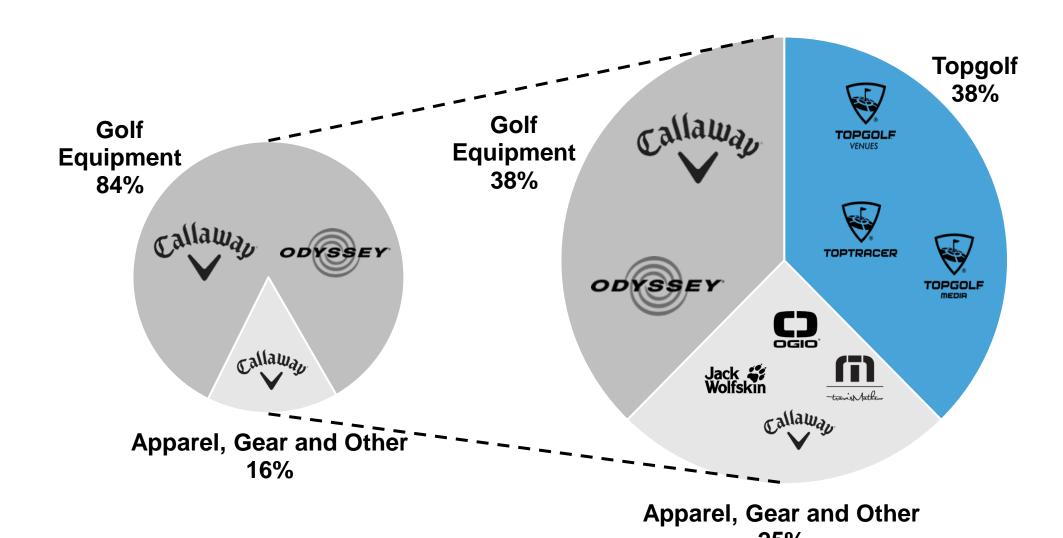
- Leading tech-enabled golf and active lifestyle company delivering premium equipment, apparel and entertainment
- Operate in attractive golf, outdoor and entertainment segments positioned to benefit from strong industry tailwinds
- Diversified portfolio of coveted brands and proven concepts presents unique competitive advantage
- Embedded growth within existing portfolio set to unlock long-term shareholder value
- Long-term opportunity to generate more than \$1 billion in Adjusted EBITDA<sup>1</sup>

## OUR BUSINESS HAS TRANSFORMED OVER THE PAST FIVE YEARS



### **FY 2016** REVENUE

### FY PRO FORMA 2021<sup>1</sup> **REVENUE**



(\$ in millions)	FY 2016	FY Pro Forma 2021
Enterprise Value <sup>2</sup>	\$947	\$6,233
Revenue	\$871	\$3,276 <sup>1</sup>
Adj. EBITDA <sup>3</sup>	\$67	\$448 <sup>1</sup>

## 2021 Adjusted EBITDA outperformed original forecast<sup>4</sup> by 149%

## WE ARE IN A STRONGER POSITION TODAY

#### **GOLF EQUIPMENT**

- Market leader in highly attractive worldwide golf market
- New period of growth for golf with 2021 retail sales data showing strong and sustained growth over both 2019 and 2020<sup>5</sup>
- Topgolf will continue to add new golfers to the traditional game
- Segment can generate significant cash flow, even in a downturn
- Discretionary and growth-related spend can be adjusted in the short to medium term without harming long-term brand value

#### APPAREL, GEAR AND OTHER

- Proven profitability and cash flow generation across business lines
- Investments in combining back-office support, IT systems and new market expansion provide growth opportunities and operating synergies

#### **TOPGOLF**

- Successful concept across all venue sizes, geographies and climates, with development pipeline line of sight into 2024
- Proven sustained profitability as sites mature
- Highly visible and predictable business model with strong operating cash flow generation
- Ample flexibility to adjust growth investments based on the prevailing environment

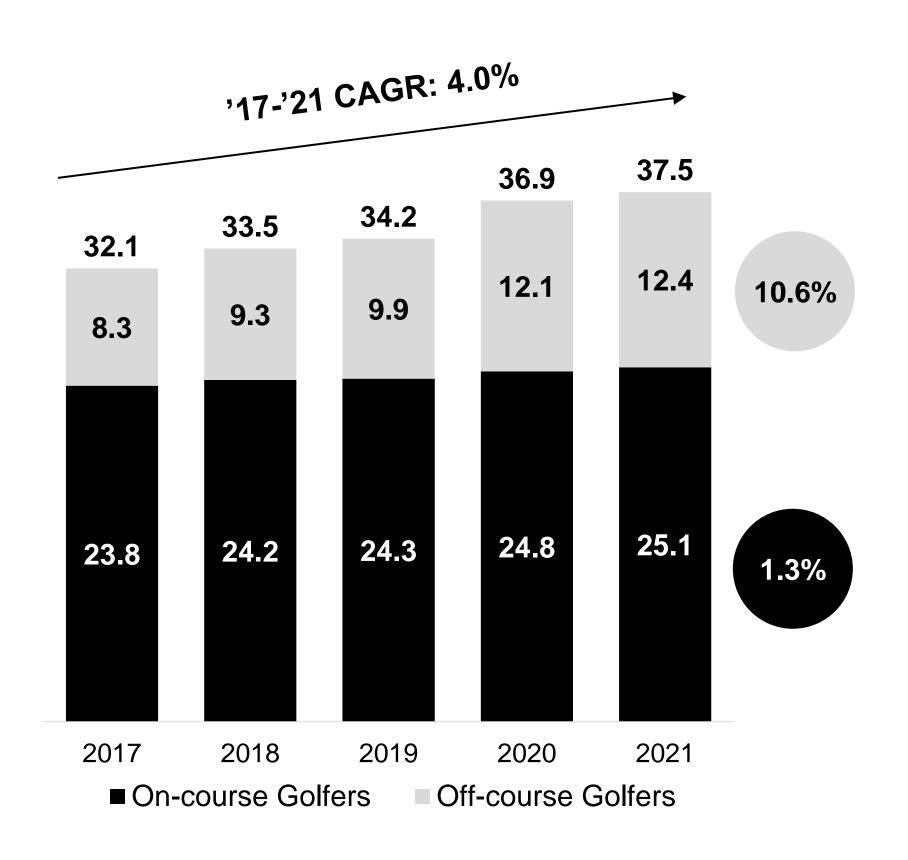
Note: Figures may not sum to 100% due to rounding.

- 1. Due to the timing of the Topgolf acquisition on March 8, 2021, Callaway's reported full year financial results will only include 10 months of Topgolf results. The pro forma financial results shown above include Topgolf contribution for January and February 2021.
- 2. Factset as of December 31, 2016 and December 31, 2021.
- 3. See Appendix for Adjusted EBITDA reconciliation to GAAP. Additionally, as Adjusted EBITDA is a non-GAAP measure, please see the Regulation G disclaimers on page 1 of this presentation.
- 4. Combined Callaway and Topgolf forecast as presented in the January 2021 Form S-4/A as part of the Topgolf acquisition.

## OUR ADDRESSABLE MARKET IS INCREASING



#### TOTAL GOLF PARTICIPATION ON THE RISE<sup>1</sup>



#### **OFF-COURSE GOLF**

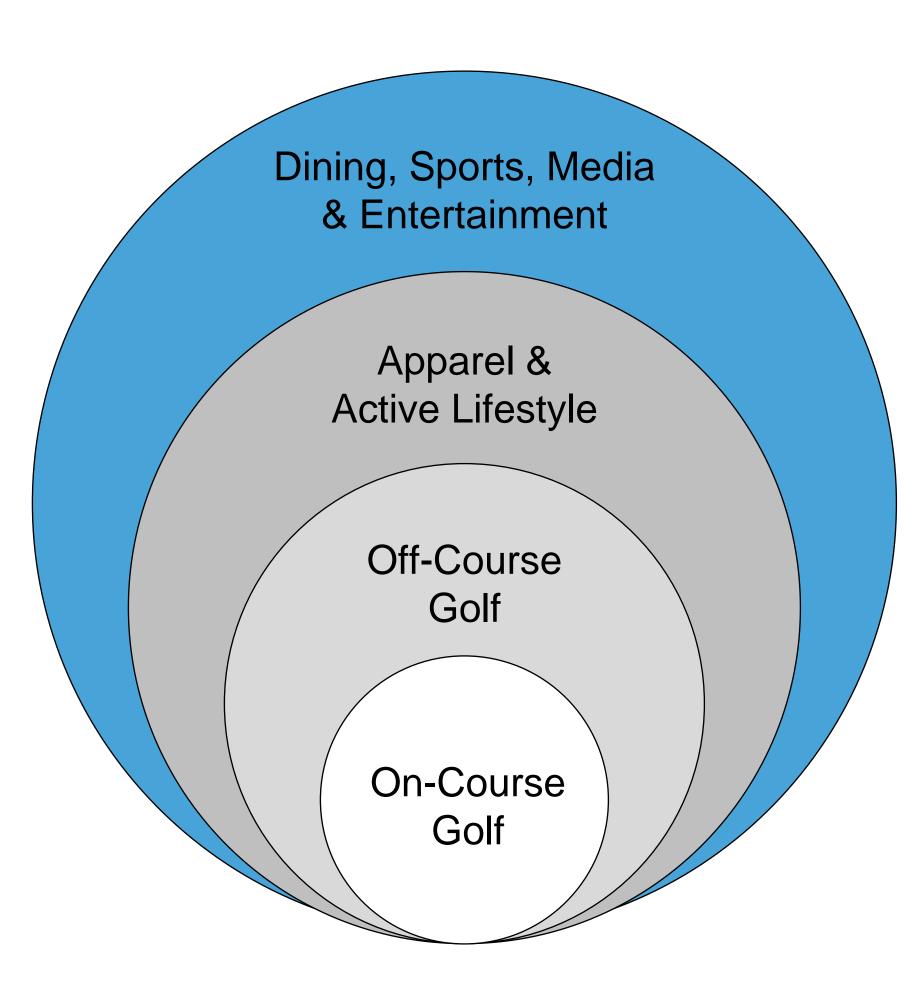
- Off-course golf remains the fastest growing segment across the golf ecosystem in the US, up 25% in 2021 to 12.4M participants (from 9.9M 2019)<sup>2</sup>
- Projected 30M Topgolf visitors per year by 2022, serving as key funnel for new entrants

#### **ON-COURSE GOLF**

- Added 300k new on-course golfers in the US in 2021 and 500k in 2020<sup>2</sup>
- 2021 rounds played increased +6% vs. 2020 and +20% vs. 2019<sup>3</sup>
- Expect accelerated growth in on-course as Topgolf participation increases

#### APPAREL AND ACTIVE LIFESTYLE

- Global outdoor apparel market expected to grow 5.3% CAGR through 2024<sup>4</sup>
- Significant runway related to new markets
- Creating significant infrastructure and operational synergies



### DIVERSIFIED PORTFOLIO PROVIDES ADVANTAGE OVER COMPETITION FOCUSED ONLY ON GOLF EQUIPMENT

<sup>1.</sup> Golf Datatech/National Golf Foundation December 2021 report.

<sup>2.</sup> National Golf Foundation 2021 Annual Report.

<sup>3.</sup> Technomic research as of 2021.

<sup>4.</sup> Technavio research as of November 2019.

## WELL-POSITIONED TO UNLOCK EMBEDDED GROWTH



### **TOPGOLF**

- Q4 2021 same venue sales<sup>1</sup> +6% over 2019 levels
- Clear visibility into venue pipeline into 2024
- Engaging a global audience through digital games
- Co-branding on Tour to drive more experienced golfers to venues
- Leverage proprietary customer data to explore new opportunities to target consumers
- Created clear competitive advantage in Venues business and have a clear path to create the same advantages for Toptracer Range business
- Significant cash generation leading to less funding needed from Callaway









### **GOLF EQUIPMENT**

- Multi-year increase in consumer spending expected with new entrants to the sport
- Opportunity to increase price on 2022 new launch products
- Historically low inventory levels at retail
- Opportunity to continue to gain share in all categories, especially golf ball
- R&D spend, trend towards custom fitting, U.S. green grass account base of well over 10,000 all favor the largest OEMs
- Ability to leverage Toptracer Range and Topgolf Venue consumers to drive incremental revenue



### **APPAREL**

- TravisMathew expansion into key accounts and category expansion opportunities
- Jack Wolfskin reinvigorated brand strength and direct-to-consumer growth
- Continued international expansion of TravisMathew and Jack Wolfskin brands in noncore markets
- Jack Wolfskin positioned to continue to grow and benefit from strong presence in DACH and China regions
- Expanded owned Callaway apparel business in Asian markets
- Introducing concept shops at Topgolf venues





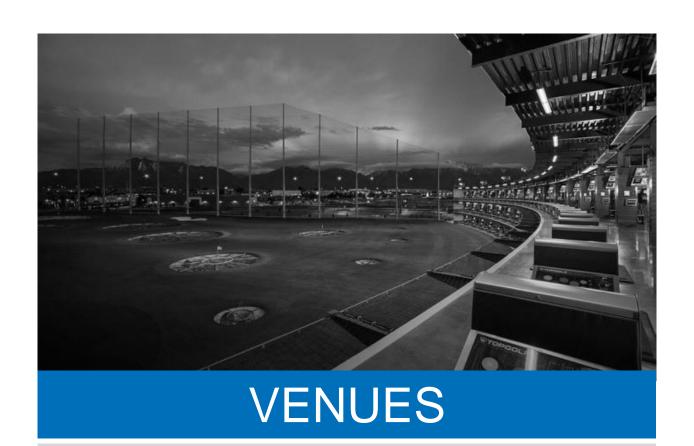




# DIVERSIFIED PORTFOLIO WITH SIGNIFICANT SCALE AND DEMONSTRATED ABILITY TO BE FLEXIBLE AND PERFORM UNDER VARIOUS OPERATING CONDITIONS

# TOPGOLF: THE CATEGORY-DEFINING TECH-ENABLED GOLF ENTERTAINMENT BUSINESS





Cutting-edge entertainment facilities with attractive economics and expansion capabilities

~30M Venue visits projected in 2022

Potential global venue addressable market



## TOPTRACER RANGE

Transforming the traditional driving range experience and televised golf through a capital light, high margin model

Penetration in Toptracer Range addressable market

Televised golf tournaments that feature Toptracer



Facilitate engagement across the Topgolf ecosystem through games and sponsorships

37M

**World Golf Tour** members

124+M

Total fan touchpoints<sup>1</sup>

#### PROVEN BUSINESS SIGNIFICANTLY OUTPERFORMING EXPECTATIONS

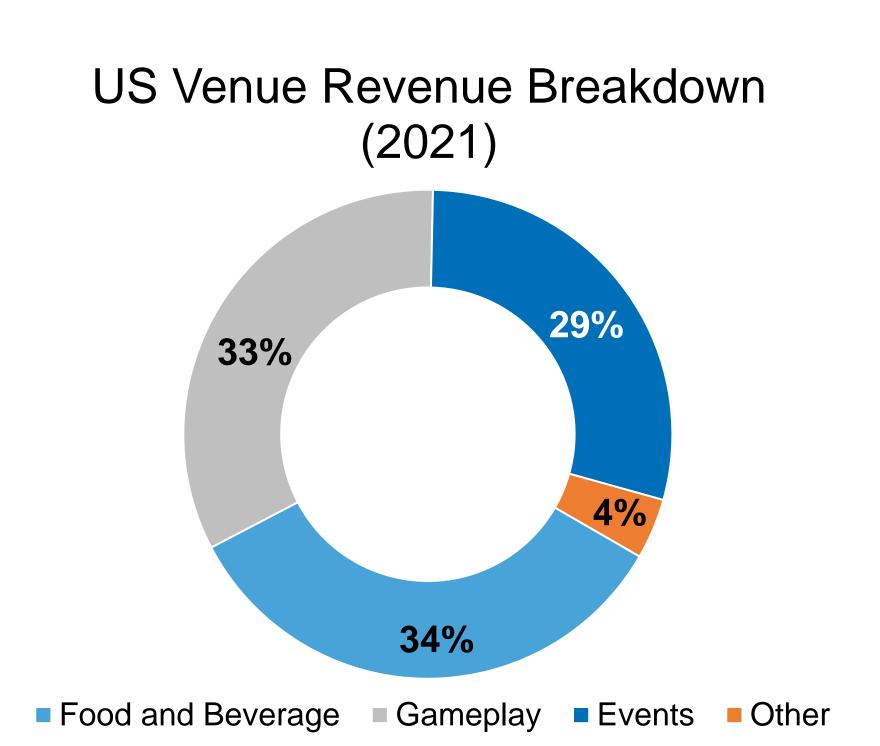
Note: Data as of December 31, 2021.

<sup>1. &</sup>quot;Fan touchpoints" refers to the connections Topgolf has to members of its fan base. Topgolf calculates its fan touchpoints at any point in time based on the total number of venue memberships, social media subscriptions, short message service ("SMS") subscriptions, e-mail subscriptions and lifetime installs for Topgolf, Toptracer and WGT apps. A fan of Topgolf's who engages with Topgolf across more than one of these areas, such as by having a venue membership, following Topgolf on one or more social media platforms, subscribing to Topgolf's SMS messages and emails, and/or installing one or more of Topgolf's apps, will account for a corresponding number of fan touchpoints.

## TOPGOLF VENUES GENERATING ATTRACTIVE ECONOMICS







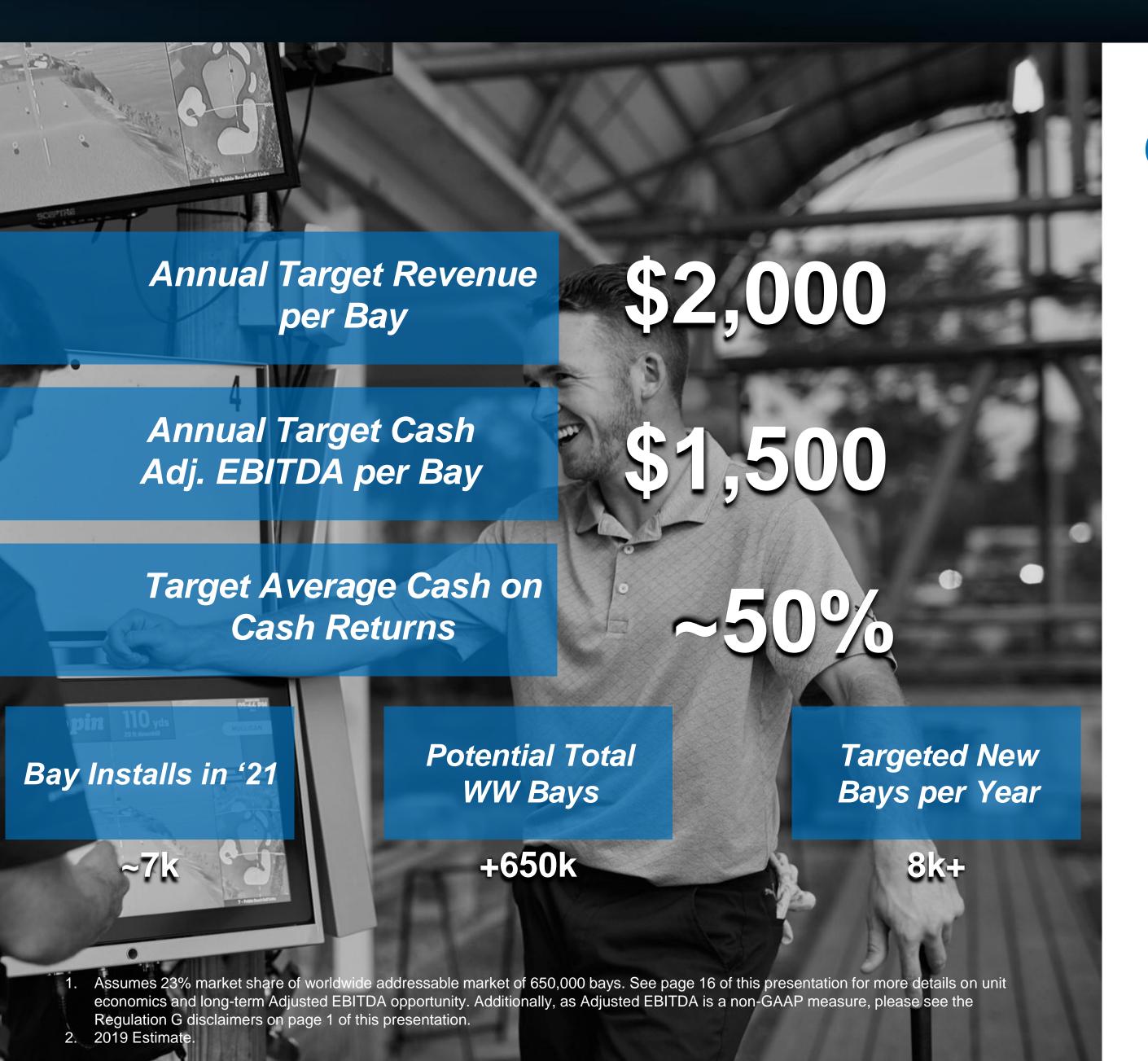
#### 2021 ADJUSTED EBITDAR MARGIN PERFORMED AHEAD OF TARGET UNIT ECONOMICS

- 1. Near- to medium-term blended average across large, medium and small venues, with the majority of new development coming from large venues.

  Excludes overhead and opening costs and assumes Deemed Landlord Financing. Additionally, as Adjusted EBITDAR is a non-GAAP measure, please see the Regulation G disclaimers on page 1 of this presentation.
- 2. Adjusted EBITDAR. The Company provides information about its results excluding interest, taxes, depreciation and amortization expense, non-cash stock compensation expense and rent. Additionally, Adjusted EBITDAR excludes these same line items from forecasted net income.
- 3. Topgolf seeks to finance underlying land and 75% of construction costs on the majority of its venues through third-party developer or real estate financing companies.

## TOPTRACER GENERATING ATTRACTIVE ECONOMICS





# \$200M+ UNIT-LEVEL LONG-TERM CASH ADJ. EBITDA OPPORTUNITY<sup>1</sup>

- 15k+ active bays worldwide as of December 2021
- Attractive recurring revenue potential with limited upfront investment
- Callaway expertise and network present compelling opportunity to accelerate Toptracer growth globally
- Highly visible brand presence featured in over 140 golf tournament broadcasts globally, reaching an estimated 500+ M viewers annually<sup>2</sup>
- Strong upside for independent range owners many licensees have reported 25-60% revenue increases
- Continued momentum expected to accelerate globally and contribute meaningful EBITDA
- Ability to deliver connected digital experiences from games to lessons and more

## TOPGOLF UNIT ECONOMICS AND LONG-TERM OPPORTUNITY



	DOMESTIC VENUES	TOPTRACER RANGE	INTERNATIONAL VENUES	MEDIA	TOTAL
Identified path to:	200 venues	152,500 bays <sup>1</sup>	250 venues	~2 Game Potential; \$1.50 sponsorships revenue / visit	
Unit-level Revenue <sup>2</sup>	\$6-24M	\$2,000 / Bay	\$1.1M / Venue	N/A	
Total Revenue	\$3,000M	\$305M	\$275M	\$240M	\$3,820M
Adjusted EBITDA per Unit <sup>3,5</sup>	\$3.5M <sup>4</sup>	\$1,500 / Bay <sup>6</sup>	\$0.9M	N/A	
Business Unit Adjusted EBITDA <sup>3,5</sup>	\$700M	\$230M	\$225M	\$110M	\$1,265M

<sup>1.</sup> Assumes 23% market share of worldwide addressable market of 650,000 bays.

<sup>2.</sup> For venues: assumes higher mix of sSmall venues in outer years of growth opportunities.

<sup>3.</sup> Adjusted EBITDA. The Company provides information about its results excluding interest, taxes, depreciation and amortization expense, and non-cash stock compensation expense. Additionally, Adjusted EBITDA excludes these same line items from forecasted net income. A long-term forecast of each of these line items is not available without unreasonable efforts due to the variability of these items and the inability to predict them with certainty. Accordingly, we have not provided a further reconciliation of Adjusted EBITDA to GAAP net income.

<sup>4.</sup> Long-term blended average across Large, Medium and Small venues.

<sup>5.</sup> Excludes overhead and opening cost.

<sup>6.</sup> Cash Adjusted EBITDA.

## GOLF EQUIPMENT: INNOVATING TO MAINTAIN LEADERSHIP POSITION



### CONTINUED LEADERSHIP IN GOLF INDUSTRY

- #1 overall golf club company and #1 or #2 market share in every major club category over the past 4 years<sup>1</sup>
- Continued significant investment in R&D over the past 10 years, enabling the use of Artificial Intelligence to design physical products
- Golf ball investments resulted in record 20% market share in July 2021<sup>2</sup> and 18.4% market share for FY 2021<sup>3</sup>, up 170 bps compared to FY 2020

#### LEADING MARKETING AND TOUR STRATEGY

- Industry leading digital media strategy
- Tour team winning major tournaments with Callaway balls and clubs
- Investing in younger golfers to maintain pipeline of talented golfers

### PROVEN ABILITY TO ADAPT AND DRIVE GROWTH

- Delivered record units and revenues, despite challenging supply chain environment
- Record low inventory provides opportunity for retail fill-in in 2022
- 1. Golf Datatech cumulative share from January 2017- December 2021.
- 2. Golf Datatech July 2021 monthly market share.
- 3. Golf Datatech FY 2021 market share.



## 2022 PRODUCT LAUNCHES OFF TO A GREAT START





### **Chrome Soft Golf Balls**

Precision Technology delivers tightest dispersion, consistently fast ball speeds and total performance



## **Rogue ST Drivers**

Fastest, most stable drivers ever, with industry-leading innovations that create a breakthrough in performance



## Rogue ST Fairway Woods

Fastest fairway woods ever, that are up to 10 yards longer with new Batwing Technology



## **Rogue ST Hybrids**

Pushing boundaries by incorporating an all-new Jailbreak System for powerful distance



### **Rogue ST Irons**

Combined high strength 450 steel with an A.I. designed Flash Face Cup for more ball speed and consistency

## SOFT GOODS: MAINTAINING MOMENTUM IN A HIGH-GROWTH SEGMENT

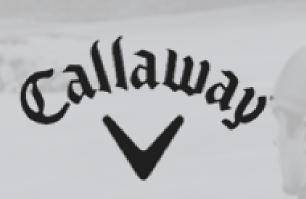




- Southern California-based active lifestyle brand that is styled for both on and off the golf course
- Brand is experiencing significant growth through products that resonate with consumers and marketing strategies that reach target demographics
- Increasing geographic footprint in US and internationally
- Comparable store sales growth for owned stores in 2021 was up 67% vs. 2020¹



- Germany-based outdoor brand focused on function and design since 1981
- Strong presence in both DACH and China regions, including being recently voted #1 most desired jacket brand in Germany<sup>2</sup>
- Positioned to continue to grow as brand awareness increases and direct-toconsumer model grows





- Performance apparel and golf and lifestyle bags
- Enthusiasm for the sport of golf driving increased demand for Callaway and OGIO branded soft goods
- Assumed the operations of Korea Callaway Apparel business in July 2021, building on successful takeover of Japan business in 2019, which has #1 share in the wholesale channel
- OGIO business provides strong profitability after consolidating the brand into Callaway infrastructure

#### GLOBAL SCALE NOW DRIVING MEANINGFUL COST SYNERGIES AMONG THESE BRANDS

<sup>1.</sup> Comparable store sales is a comparison of net sales to the same period of prior year for the comparable store base. A comparable TravisMathew store includes only those stores open for 12 months or longer.

<sup>2.</sup> Textilwirtschaft Verbraucherfokus 2022.

## RECENT PERFORMANCE UPDATE



- Full year Combined Pro Forma Net Revenue +42% to ~\$3.3 billion
- Full year Combined Pro Forma Adjusted
   EBITDA +347% to \$448 million
- Pivotal year, marked by exceptional results, significant growth, and strong momentum across all business segments
- Closed on the acquisition of Topgolf in Q1, transforming Callaway into the unrivaled leader in the modern golf and lifestyle space
- Made key investments in infrastructure and people to support a larger business and set Callaway up for continued growth and financial success

# Achieved Record Results in 2021

(\$ in millions)	FY 2021	Change vs. 2020	Change vs. 2019
Combined Pro Forma Net Revenue <sup>1</sup>	\$3,276	+42%	+19%
Topgolf <sup>1</sup>	1,231	+72%	+16%
Golf Equipment	1,229	+25%	+26%
Apparel, Gear & Other	817	+35%	+13%
Combined Pro Forma Adjusted EBITDA <sup>1,2</sup>	\$448	+347%	+66%

EXCEEDED EXPECTATIONS ACROSS ALL BUSINESS SEGMENTS AND SHOWED SIGNIFICANT GROWTH COMPARED TO 2019 PRE-PANDEMIC LEVELS

## 2022 FULL COMPANY OUTLOOK AND GUIDANCE



#### **FULL YEAR 2022**

(\$ in millions)	2022	2021 Pro Forma	2021 Reported
	Outlook	Results <sup>1</sup>	Results <sup>1</sup>
Net Revenue	\$3,780 - \$3,820	\$3,276	\$3,133
Adjusted EBITDA	\$490 - \$515	\$448	\$445

#### **Full Year Net Revenue Guidance Assumptions**

- Approximately \$1.5 billion in net revenue from Topgolf for the full year
- Continued positive demand for our Golf Equipment and Soft Goods segments
- No significant supply chain or retail shutdowns due to COVID resurgence
- Negative foreign currency impact of approximately \$54 million on revenue due to a strengthening U.S. dollar

#### Full Year 2022 Adjusted EBITDA Guidance Assumptions

- Topgolf segment to deliver between \$210 \$220 million in Adjusted EBITDA for the 12 months beginning January 1, 2021
- Increased operating expenses at Topgolf as we build the team and infrastructure to support a larger business
- Continued cost pressure across all business segments amid increased freight costs and inflationary pressures being offset by selective pricing opportunities
- Negative foreign currency impact of approximately \$38 million on pretax income due to a strengthening U.S. dollar

#### **Additional Full Year 2022 Guidance Assumptions**

- Shares outstanding of approximately 204.2 million shares
- Non-GAAP Depreciation and Amortization expense of approximately \$170 million
- Capital Expenditures of \$310 million, net of REIT reimbursements (includes approximately \$230 million from Topgolf)

## STRONG BALANCE SHEET & CLEAR CAPITAL ALLOCATION PRIORITIES



### CAPITAL ALLOCATION PRIORITIES

- Reinvest in the business to unlock high ROI embedded growth
- Maintain favorable leverage levels
- Opportunistically and thoughtfully explore investments in complementary areas
- Return capital to shareholders through buybacks and dividends

#### STRONG LIQUIDITY TO FUND GROWTH

(\$ in millions)

	As of December 31, 2021	As of December 31, 2020	% Change
Available Liquidity <sup>1</sup>	\$753	\$632	+19%
Net Debt <sup>2</sup>	\$1,378	\$407	+239%
Net Debt <sup>2</sup> (Excluding Convertible Note <sup>3</sup> )	\$1,119	\$148	+656%
Leverage Ratio <sup>4</sup>	3.1x	2.5x	+60 basis points

Topgolf funding needed from Callaway now \$200M better than original \$325M estimate, with less than \$70M remaining to be funded

#### STRONG TRACK RECORD OF DEPLOYING CAPITAL TO CREATE VALUE FOR SHAREHOLDERS

- 1. Available Liquidity defined as cash on hand + availability under credit facilities.
- 2. Net Debt is calculated as debt, including Deemed Landlord Financing related to the Topgolf venues, less unrestricted cash. See appendix for a detailed calculation of Net Debt.
- 3. In accordance with FASB, beginning on January 1, 2022, the Company's fully diluted share count assumes the conversion of the Company's \$259 million of 2.75% Convertible Senior Notes, increasing the share count to approximately 204 million shares. If using this fully diluted share count to calculate the Company's enterprise value, the corresponding total net debt figure should also exclude the convertible note.
- 4. Net debt leverage ratio is calculated as debt, including Deemed Landlord Financing related to the Topgolf venues, less unrestricted cash, divided by the Company's trailing twelve-month Adjusted EBITDA.

## INVESTMENT THESIS



#### **UNIQUE ASSET**

A unique new business, strategically positioned at the center of the growing golf, entertainment and lifestyle ecosystems

Competitive advantage in golf consumer reach

Diversified portfolio with synergistic fit

#### **WELL-POSITIONED**

Brands ideally situated for the current and post-pandemic environment

Brands have leadership positions in attractive and growing markets

Deep competitive moats across the portfolio

## STRONG TRACK RECORD

138% 5-year total shareholder return<sup>1</sup>

Proven ability to drive both revenue and adjusted EBITDA growth through various operating conditions

#### **UNDERVALUED**

We believe the stock is undervalued at current levels given the attractive near and long-term embedded growth opportunities and track record of delivering strong results

Trading well below research analysts' valuation targets and average price target of \$40<sup>2</sup>









<sup>1. 5-</sup>year total shareholder return period from 12/31/2016 - 12/31/2021; assumes dividends reinvested in security.

<sup>2.</sup> Estimates as of March 4, 2022.

Appendix

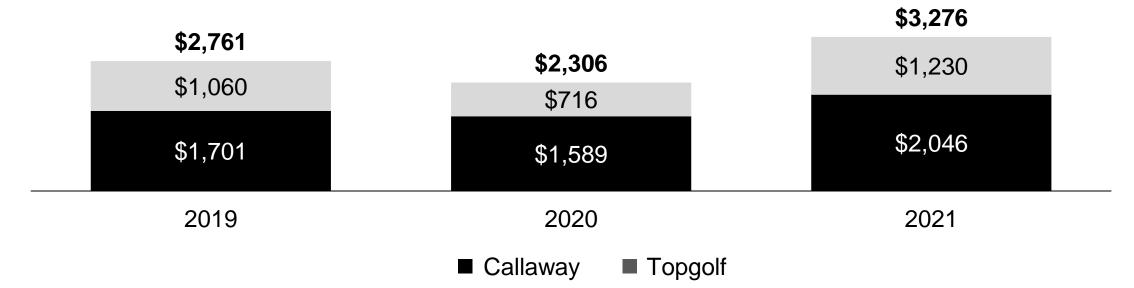
## SUMMARY OF HISTORICAL FINANCIAL PERFORMANCE



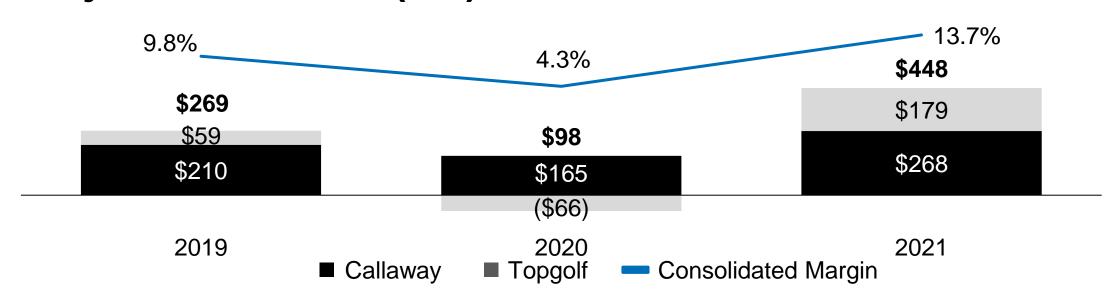
### Commentary

- 2021 was a record year for Callaway, driven by exceptional results at Topgolf, as increased walk-in traffic and social events booking led to higher-thananticipated sales and productivity and unprecedented demand for golf equipment and apparel products
- Declines in 2020 revenue and profitability for thenseparate companies Callaway and Topgolf were mainly attributable to the effect of COVID-19
- 2021 EBITDA margins improved due to a combination of better-than-expected venue profitability at Topgolf, higher gross margins in golf equipment, and lower OpEx spend
- Able to reduce capital expenditures and growth expenses in response to the environment, as demonstrated in 2020 during the pandemic

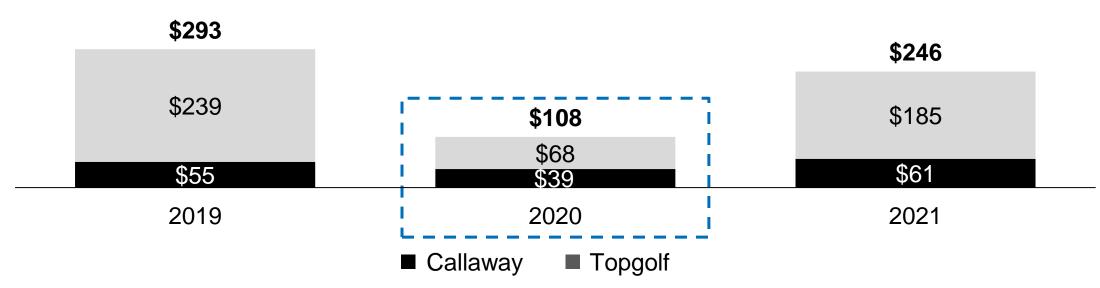
## Revenue (\$M)



## Adjusted EBITDA (\$M)<sup>1</sup>



## Capital Expenditures (\$M)<sup>2</sup>



Note: Graphs assume 12 months of Topgolf included in combined financials for all periods.

<sup>1.</sup> See Appendix for Adjusted EBITDA reconciliation to GAAP figures. Additionally, as Adjusted EBITDA is a non-GAAP measure, please see the Regulation G disclaimers on page 1 of this presentation.

<sup>2.</sup> Capital expenditures are net of proceeds from lease financing.

## SEGMENT RECONCILIATION



# CALLAWAY GOLF COMPANY Consolidated Net Sales and Operating Segment Information (Unaudited) (In thousands)

	C	perating So	egm	nent Inform	ation	
				Grov	wth	Non-GAAP Constant Currency vs. 2020 <sup>(1)</sup>
2021		2020		Dollars	Percent	Percent
\$ 335,798	\$	_	\$	335,798	n/m	n/m
161,419		213,794		(52,375)	(24.5%)	(23.4%)
214,507		160,835		53,672	33.4%	35.8%
\$ 711,724	\$	374,629	\$	337,095	90.0%	91.6%
\$ 6,139	\$	_	\$	6,139	n/m	
(24,979)		3,993		(28,972)	(725.6%)	
(2,281)		(9,720)		7,439	(76.5%)	
 (21,121)		(5,727)		(15,394)	268.8%	
(33,542)		(26,528)		(7,014)	26.4%	
(54,663)		(32,255)		(22,408)	69.5%	
(40,502)		(12,927)		(27,575)	213.3%	
 (526)		(2,518)		1,992	(79.1%)	
\$ (95,691)	\$	(47,700)	\$	(47,991)	100.6%	
<u>\$</u>	\$ 335,798 161,419 214,507 \$ 711,724 \$ 6,139 (24,979) (2,281) (21,121) (33,542) (54,663) (40,502) (526)	\$ 335,798 \$ 161,419 214,507 \$ 711,724 \$ \$ (24,979) (2,281) (21,121) (33,542) (54,663) (40,502) (526)	Three Months Ended December 31,  2021 2020  \$ 335,798 \$ — 161,419 213,794 214,507 160,835 \$ 711,724 \$ 374,629  \$ 6,139 \$ — (24,979) 3,993 (2,281) (9,720) (21,121) (5,727) (33,542) (26,528) (54,663) (32,255) (40,502) (12,927) (526) (2,518)	Three Months Ended December 31,  2021  \$ 335,798 \$ - \$ 161,419 213,794 214,507 160,835 \$ 711,724 \$ 374,629 \$  \$ 6,139 \$ - \$ (24,979) 3,993 (2,281) (9,720) (21,121) (5,727) (33,542) (26,528) (54,663) (32,255) (40,502) (12,927) (526) (2,518)	Three Months Ended December 31, Grove  2021 2020 Dollars  \$ 335,798 \$ - \$ 335,798 161,419 213,794 (52,375) 214,507 160,835 53,672 \$ 711,724 \$ 374,629 \$ 337,095  \$ 6,139 \$ - \$ 6,139 (24,979) 3,993 (28,972) (2,281) (9,720) 7,439 (21,121) (5,727) (15,394) (33,542) (26,528) (7,014) (54,663) (32,255) (22,408) (40,502) (12,927) (27,575) (526) (2,518) 1,992	December 31,         Growth           2021         2020         Dollars         Percent           \$ 335,798         \$ — \$ 335,798         n/m           161,419         213,794         (52,375)         (24.5%)           214,507         160,835         53,672         33.4%           \$ 711,724         \$ 374,629         \$ 337,095         90.0%           \$ 6,139         \$ — \$ 6,139         n/m           (24,979)         3,993         (28,972)         (725.6%)           (2,281)         (9,720)         7,439         (76.5%)           (21,121)         (5,727)         (15,394)         268.8%           (33,542)         (26,528)         (7,014)         26.4%           (54,663)         (32,255)         (22,408)         69.5%           (40,502)         (12,927)         (27,575)         213.3%           (526)         (2,518)         1,992         (79.1%)

<sup>(1)</sup> Calculated by applying 2020 exchange rates to 2021 reported sales in regions outside the U.S.

<sup>(2)</sup> Amount includes corporate general and administrative expenses not utilized by management in determining segment profitability, including non-cash amortization expense for intangible assets acquired in connection with the Jack Wolfskin, TravisMathew and OGIO acquisitions. In addition, the amount for 2021 includes (i) \$8.5 million of non-cash amortization expense for intangible assets acquired in connection with the merger with Topgolf, combined with depreciation expense from the fair value step-up of Topgolf property, plant and equipment and amortization expense related to the fair value adjustments to Topgolf leases; (ii) \$1.1 million of transaction, transition and other non-recurring costs associated with the merger with Topgolf completed on March 8, 2021; and (iii) \$0.8 million of costs related to the implementation of new IT systems for Jack Wolfskin. The amount for the fourth quarter of 2020 includes (i) \$8.0 million of professional fees, legal fees, employee costs and other fees associated with the acquisition of Topgolf; and (ii) \$0.7 million of costs related to the implementation of new IT systems for Jack Wolfskin.

	Operating Segment Information									
		Twelve Mo		s Ended		Grow		Non-GAAP Constant Currency vs. 2020 <sup>(1)</sup>		
		2021		2020		Dollars	Percent	Percent		
Net revenues:										
Topgolf	\$	1,087,671	\$	_	\$	1,087,671	n/m	n/m		
Golf Equipment		1,229,175		982,675		246,500	25.1%	23.2%		
Apparel, Gear and Other		816,601		606,785		209,816	34.6%	32.8%		
Total net revenues	\$	3,133,447	\$	1,589,460	\$	1,543,987	97.1%	95.1%		
Segment operating income (loss):										
Topgolf	\$	58,225	\$	_	\$	58,225	n/m			
Golf Equipment		203,846		148,578		55,268	37.2%			
Apparel, Gear and Other		68,511		679		67,832	9990.0%			
Total segment operating income		330,582		149,257		181,325	121.5%			
Corporate G&A and other (2)		(125,867)		(80,503)		(45,364)	56.4%			
Goodwill and tradename impairment (3)		_		(174,269)		174,269	(100.0%)			
Total operating income (loss)		204,715		(105,515)		310,230	294.0%			
Gain on Topgolf investment (4)		252,531		<del></del>		252,531	n/m			
Interest expense, net		(115,565)		(46,932)		(68,633)	146.2%			
Other income, net		8,961		24,969		(16,008)	(64.1%)			
Total income (loss) before income taxes	\$	350,642	\$	(127,478)	\$	478,120	375.1%			

<sup>(1)</sup> Calculated by applying 2020 exchange rates to 2021 reported sales in regions outside the U.S.

<sup>(2)</sup> Amount includes corporate general and administrative expenses not utilized by management in determining segment profitability, including non-cash amortization expense for intangible assets acquired in connection with the Jack Wolfskin, TravisMathew and OGIO acquisitions. In addition, the amount for 2021 includes (i) \$22.3 million of non-cash amortization expense for intangible assets acquired in connection with the merger with Topgolf, combined with depreciation expense from the fair value step-up of Topgolf property, plant and equipment and amortization expense related to the fair value adjustments to Topgolf leases, (ii)\$21.2 million of transaction, transition and other non-recurring costs associated with the merger with Topgolf completed on March 8, 2021, and (iii) \$2.8 million of costs related to the implementation of new IT systems for Jack Wolfskin. The amount for 2020 also includes certain non-recurring costs, including (i) \$8.5 million in transaction, transition, and other non-recurring costs associated with the Topgolf Merger Agreement, (ii) \$4.8 million of non-cash amortization of the debt discount on the convertible notes issued in May 2020, (iii) \$3.7 million of costs associated with the Company's transition to its new North America Distribution Center; (iv) \$3.8 million related to cost-reduction initiatives, including severance charges associated with workforce reductions due to the COVID-19 pandemic, and (v) \$1.5 million related to the implementation of new IT systems for Jack Wolfskin.

<sup>(3)</sup> Represents an impairment charge related to Jack Wolfskin recognized in the second quarter of 2020.

<sup>(4)</sup> Amount represents a gain recorded to write-up the Company's former investment in Topgolf to its fair value in connection with the merger.

## ADJUSTED EBITDA RECONCILIATION (2020 and 2021)



# CALLAWAY GOLF COMPANY Non-GAAP Reconciliation and Supplemental Financial Information (Unaudited) (In thousands)

			2021 Trailing	Twelve	Month Adju	sted	EBITDA					2020 Trailin	g Twel	ve Month Ad	justed	I EBITDA		
	Quarter Ended							Quarter Ended										
	March 31, 2021		June 30, 2021	Sept	tember 30, 2021	De	ecember 31, 2021	 Total	N	/larch 31, 2020		June 30, 2020	Sep	otember 30, 2020	De	ecember 31, 2020		Total
Net income (loss)	\$ 272,461	\$	91,744	\$	(15,991)	\$	(26,226)	\$ 321,988	\$	28,894	\$	(167,684)	\$	52,432	\$	(40,576)	\$	(126,934)
Interest expense, net	17,457		28,876		28,730		40,502	115,565		9,115		12,163		12,727		12,927		46,932
Income tax provision (benefit)	47,743		(15,853)		66,229		(69,465)	28,654		9,151		(7,931)		5,360		(7,124)		(544)
Depreciation and amortization expense	20,272		43,270		44,377		47,903	155,822		8,997		9,360		10,311		10,840		39,508
JW goodwill and trade name impairment <sup>(1)</sup>	_		_		_		_	_		_		174,269		_		_		174,269
Non-cash stock compensation and stock warrant expense, net	4,609		11,039		10,832		11,964	38,444		1,861		2,942		3,263		2,861		10,927
Non-cash lease amortization expense	872		2,103		2,792		7,748	13,515		264		207		(99)		(76)		296
Acquisitions & other non-recurring costs, before taxes <sup>(2)</sup>	 (235,594)		3,274		1,875		1,843	 (228,602)		1,516		5,856		4,402	_	8,607		20,381
Reported Adjusted EBITDA <sup>(3)</sup>	\$ 127,820	\$	164,453	\$	138,844	\$	14,269	\$ 445,386	\$	59,798	\$	29,182	\$	88,396	\$	(12,541)	\$	164,835
Topgolf pre-merger EBITDA contribution for Jan. and Feb. 2021 <sup>(3)</sup>	 2,265	_	_		_		_	2,265										
Pro Forma Adjusted EBITDA	\$ 130,085	\$	_	\$	_	\$	_	\$ 447,651										

<sup>1.</sup> In 2020, amounts include an impairment charge of \$174.3 million related to Jack Wolfskin.

<sup>2.</sup> In 2021, amounts include transaction, transition and other non-recurring costs associated with the merger with Topgolf completed on March 8, 2021, the recognition of a \$252.5 million gain to step-up the Company's former investment in Topgolf to its fair value in connection with the merger, and expenses related to the implementation of new IT systems for Jack Wolfskin. In 2020, amounts include costs associated with the Company's transition to its new North America Distribution Center, costs associated with the acquisition of Topgolf, and the implementation of new IT systems for Jack Wolfskin, as well as severance related to the Company's cost reduction initiatives.

<sup>3.</sup> Due to the timing of the Topgolf acquisition on March 8, 2021, Callaway's reported full year financial results will only include 10 months of Topgolf results in 2021.

## ADJUSTED EBITDA RECONCILIATION (2019)



# CALLAWAY GOLF COMPANY Non-GAAP Reconciliation and Supplemental Financial Information (Unaudited) (In thousands)

#### **2019 Trailing Twelve Month Adjusted EBITDA Quarter Ended** March 31, December 31, June 30, September 30, Total 2019 2019 2019 2019 Net income (loss) 48,647 28,931 \$ 31,048 (29,218)79,408 \$ \$ Interest expense, net 9,639 10,260 9,545 9,049 38,493 Income tax provision (benefit) 2,128 (2,352)9,556 7,208 16,540 Depreciation and amortization expense 7,977 9,022 8,472 9,480 34,951 Non-cash stock compensation expense 3,435 3,530 2,513 3,418 12,896 Non-cash lease amortization expense (9) (36)(140)(120)(305)Acquisitions & other non-recurring costs, before taxes<sup>(1)</sup> 13,986 6,939 3,009 4,090 28,024 **Adjusted EBITDA** 93,100 65,881 56,679 (5,653) 210,007

<sup>1.</sup> In 2019, amounts represent certain non-recurring transaction costs, including banker's fees, legal fees, consulting and travel expenses, and transition costs, including consulting, audit fees and valuations services associated with the acquisition of Jack Wolfskin, in addition to other non-recurring advisory fees.

# ADJUSTED EBITDA RECONCILIATION (2016)



# CALLAWAY GOLF COMPANY Non-GAAP Reconciliation and Supplemental Financial Information (Unaudited) (In thousands)

	Months Ended mber 31, 2016
	 Total
Net income (loss)	\$ 189,900
Interest expense, net	1,747
Income tax provision (benefit)	(132,561)
Depreciation and amortization expense	 16,586
EBITDA	\$ 76,672
Gain on sale of Topgolf investments	 17,662
Reported Adjusted EBITDA	\$ 58,010
Non-cash stock compensation expense	 8,965
Reported Adjusted EBITDA excluding non-cash stock compensation expense	\$ 66,975

## TOPGOLF Q4 & FY 2021 DETAILED FINANCIAL DISCLOSURE



(\$ in millions)

	Q4 2021	FY Reported (10 months)	FY Pro Forma <sup>(1)</sup> (12 months)
Net Revenue	\$336	\$1,088	\$1,231
Segment Income from Operations <sup>(2)</sup>	\$6	\$58	\$40
Depreciation & Amortization	\$29	\$93	\$111
Non-cash Rent	\$6	\$13	\$13
Non-cash Compensation Expense	\$4	\$14	\$16
Segment Adjusted EBITDA <sup>(3)</sup>	\$46	\$177	\$179
Capital Expenditures <sup>(4)</sup>	\$64	\$173	\$185
Venue Financing Liability <sup>(5)</sup>	\$593		
Interest Related to Venue Financing Liability <sup>(6)</sup>	\$19	\$33	\$35









- 1. Due to the timing of the Topgolf acquisition on March 8, 2021, Callaway's reported full year financial results will only include 10 months of Topgolf results in 2021. The pro forma YTD results detailed on this slide include Topgolf financials for January and February.
- 2. Segment income from operations does not include interest expense or tax expense.
- 3. Segment Adjusted EBITDA is segment income from operations plus depreciation & amortization, non-cash rent and non-cash compensation expense.
- 4. Capital expenditures are net of expected REIT reimbursement.
- 5. As of December 31, 2021, Venue Finance Lease Obligations and Deemed Landlord Financing were \$132 million and \$461 million, respectively. In Q4 2021, the Company remeasured Topgolf's leases in accordance with relevant purchase accounting guidance as well as reclassified certain ground leases to Deemed Landlord Financing. In Q4 2021, the Company remeasured Topgolf's leases in accordance with relevant purchase accounting guidance as well as reclassified certain ground leases to DLF. Across all of our lease-related liabilities (operating, DLF, venue finance) over \$350M of the Q4 2021 increase was related to purchase accounting valuations.
- 6. The purchase accounting adjustments mentioned in footnote 5 also resulted in a true up to interest expense during the quarter, a portion of which was non-cash interest. In FY 2021, interest expense related to Topgolf's DLF and Finance Leases totaled \$32.6M for the 10 months reported on Callaway's financials, of which \$11.6M was non-cash interest. Please refer to our Consolidated Statement of Cash Flows under the line "Accretion of deemed landlord financing" for the non-cash portion of interest recorded during 2021.

## 2022 TOPGOLF OUTLOOK: KEY METRICS

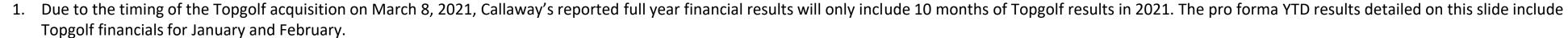


(\$ in millions)

	2022 Guidance	FY 2021 Reported (10 months)	FY 2021 Pro Forma <sup>1</sup> (12 months)
Net Revenue	\$1,500	\$1,088	\$1,231
Segment Adjusted EBITDA <sup>2</sup>	\$210-220	\$177	\$179
Depreciation & Amortization	\$120	\$93	\$111
Capital Expenditures <sup>3</sup>	\$230	\$173	\$185
Venue Financing Liability <sup>4</sup>	\$989	\$593	\$593



- Open least 10 new Topgolf domestic venues in 2022, with 5 expected to open in the fourth quarter 2022 (potential to open one additional venue in late Q4)
- Install 8,000+ Toptracer range bays
- Same venue sales expected to be down slightly in Q1 2022 and up low-single digits for full year 2022 compared to 2019<sup>5</sup>
- Capital expenditures are higher than normal because REIT reimbursement for the several venues opened in 2022 are occurring in 2023



<sup>2.</sup> Segment Adjusted EBITDA is segment income from operations plus depreciation & amortization, non-cash rent and non-cash compensation expense. Additionally, segment Adjusted EBITDA excludes these same line items from forecasted net income. A long-term forecast of each of these line items is not available without unreasonable efforts due to the variability of these items and the inability to predict them with certainty. Accordingly, we have not provided a further reconciliation of Segment Adjusted EBITDA to GAAP net income.









<sup>3.</sup> Capital expenditures are net of expected REIT reimbursement.

<sup>4.</sup> Venue Financing Liability combines Venue Finance Lease Obligations and Deemed Landlord Financing, which are expected to be \$264 million and \$725 million, respectively, at December 31, 2022. As of December 31, 2021, Venue Finance Lease Obligations and Deemed Landlord Financing were \$132 million and \$461 million, respectively. In Q4 2021, the Company remeasured Topgolf's leases in accordance with relevant purchase accounting guidance as well as reclassified certain ground leases to DLF. Across all of our lease-related liabilities (operating, DLF, venue finance) over \$350M of the Q4 2021 increase was related to purchase accounting valuations.

<sup>5.</sup> Same venue sales represents sales for the comparable venue base, which is defined as the number of company-operated venues with at least 24 full fiscal months of operations.

# **TOPGOLF ADJUSTED EBITDA RECONCILIATION (2021)**



# CALLAWAY GOLF COMPANY 2021 Topgolf Non-GAAP Reconciliation and Supplemental Financial Information (Unaudited) (In millions)

	Twelve Months Ended December 31, 2021				
Segment Operating Income <sup>(1)</sup>	\$	58.2			
Depreciation and amortization expense		93.1			
Non-cash stock compensation expense		13.8			
Non-cash lease amortization expense		12.0			
Segment Adjusted EBITDA	\$	177.1			
Topgolf pre-merger EBITDA contribution for Jan. and Feb. 2021 <sup>(2)</sup>		2.3			
Pro Forma Segment Adjusted EBITDA	\$	179.4			

<sup>1.</sup> The Company does not calculate GAAP net income at the operating segment level, but has provided Topgolf's segment income from operations as a relevant measurement of profitability. Segment income from operations does not include interest expense and taxes as well as other non-cash and non-recurring items. Segment operating income is reconciled to the Company's consolidated pre-tax income in the Consolidated Net Revenues and Operating Segment Information included in this presentation.

<sup>2.</sup> Due to the timing of the Topgolf acquisition on March 8, 2021, Callaway's reported full year financial results included only 10 months of Topgolf results in 2021. This \$2.3 million reflects the Topgolf Adjusted EBITDA contribution for January and February 2021.

## **TOPGOLF ADJUSTED EBITDA RECONCILIATION (2019 and 2020)**



# TOPGOLF Non-GAAP Reconciliation and Supplemental Financial Information (Unaudited) (In thousands)

		Twelve Months E	ber 31,	
	2020		2019	
Net income (loss)	\$	(346,307)	\$	(114,866)
Interest expense, net		51,899		40,865
Income tax provision (benefit)		1,027		(199)
Depreciation and amortization expense		112,279		98,018
Non-cash stock compensation and stock warrant expense, net		7,906		7,414
Non-cash lease amortization expense <sup>(1)</sup>		10,020		16,910
Closure costs <sup>(2)</sup>		1,038		9,591
Remeasurement of contingent earn-out obligation(3)		(1,744)		(302)
Impairment of Long-Lived Assets		62,555		
Other one-time expenses <sup>(4)</sup>		33,083		1,750
Adjusted EBITDA	\$	(66,245)	\$	59,181

<sup>1.</sup> Consists of the non-cash portion of rent, including non-cash rent related to pre-opening costs, which reflects the extent to which Topgolf's operating lease straight-line rent expense recognized exceeds or is less than its cash rent payments. The operating lease straight-line rent expense adjustment can vary depending on the average age of Topgolf's lease portfolio, which has been impacted by its significant growth. For newer leases, Topgolf's rent expense recognized typically exceeds its cash rent payments while for more mature leases, rent expense recognized is typically less than its cash rent payments.

<sup>2.</sup> Closure costs include lease related charges, severance costs, impairment of long-lived assets and other exit costs associated with permanent venue closures. In the fourth quarter of fiscal year 2019, Topgolf announced the closure of two legacy company-operated venues located in Wood Dale, Illinois and Alexandria, Virginia. The Wood Dale, Illinois venue closed in the fourth quarter of fiscal year 2019 and the Alexandria, Virginia venue closed in the first quarter of fiscal year 2020.

<sup>3.</sup> Represents fair market value adjustments of the contingent earn-out obligation that expires in December 2021 in connection with Topgolf's acquisition of Topgolf Sweden in May 2016.

<sup>4.</sup> Represents non-recurring consulting and advisory costs with respect to Topgolf financing transactions and well as legal settlement reserves.

## NET DEBT CALCULATION



(\$ in millions)

		Decen	mber 31,			
		2021		2020		
Term Loans	\$	450	\$	460		
Convertible Notes		259		259		
ABLs		9		22		
Equipment Notes		31		32		
Total Callaway Debt		749		773		
Revolving Credit Facility		0		0		
Term Loan		340		0		
Capital Leases		2		0		
Deemed Landlord Financing <sup>1</sup>		461		0		
Venue Finance Lease Obligations <sup>1</sup>		132		0		
Mortgage Loans		46		0		
Total Topgolf Debt		981		0		
Total Company Debt		1,730		773		
Unrestricted Cash		(352)		(366)		
Total Net Debt	\$	1,378	\$	407		
Total Net Debt (excluding Convertible Note) <sup>2</sup>	\$	1,119	\$	148		
	<del></del>					

<sup>1.</sup> In Q4 2021, the Company remeasured Topgolf's leases in accordance with relevant purchase accounting guidance as well as reclassified certain ground leases to DLF. Across all of our lease-related liabilities (operating, DLF, venue finance) over \$350M of the Q4 2021 increase was related to purchase accounting valuations.

<sup>2.</sup> In accordance with FASB, beginning on January 1, 2022, the Company's fully diluted share count assumes the conversion of the \$259 convertible note, increasing the share count to approximately 204 million shares. If using this fully diluted share count to calculate the Company's enterprise value, the corresponding total net debt figure should also exclude the convertible note.