



Topgolf Callaway Brands Corp.

Investor Presentation

September 2022

MODG
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NYSE

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 Topgolf Callaway Brands Corp.'s (the "Company") financial outlook (including revenue, Adjusted EBITDA, same venue sales, margins, returns, costs, segment growth rates, leverage, liquidity and capital expenditures), strength and demand of the Company's products and services, addressable markets and the consumer base, continued brand momentum, demand for golf and outdoor activities and apparel, continued investments in the business, benefits of strategic collaborations, increases in shareholder value, consumer trends and behavior, future industry and market conditions, the benefits of the merger with Topgolf International, Inc. ("Topgolf"), including the anticipated operations, venue/franchise/bay expansion plans, financial position, synergies, performance, prospects or growth and scale opportunities of the Company and Topgolf, opportunities for synergies and growth, new Topgolf media games, capital allocation priorities, 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 business, see the Company's Annual Report on Form 10-K for the year ended December 31, 2021, as well as other risks and uncertainties detailed from time to time in the Company's reports on Forms 10-Q and 8-K subsequently filed with the SEC from time to time. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company 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.

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 financial measures within the meaning of Regulation G, including Adjusted EBITDA/EBITDAR. "Adjusted EBITDA" is earnings before interest, taxes, depreciation and amortization expenses, non-cash stock compensation expenses, and non-cash lease amortization expense, in addition to costs associated with certain non-recurring and non-cash items. These non-recurring and non-cash items include (i) certain non-cash amortization and depreciation of intangibles and other assets related to the Company's acquisitions, (ii) non-cash amortization of the debt discount related to the Company's convertible notes, (iii) 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 (iv) a non-cash valuation allowance recorded against certain of the Company's deferred tax assets as a result of the Topgolf merger. 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 and believes that the presentation of such non-GAAP information, when considered in conjunction with 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 certain non-GAAP measures to the most directly comparable financial measures prepared in accordance with GAAP, which are included in this presentation. You are cautioned not to place undue reliance on these measures, and you should not view the non-GAAP information included herein as an alternative to GAAP performance measures.

Additionally, this presentation contains certain forward-looking non-GAAP measures, including, among others, Adjusted EBITDA, Adjusted EBITDA/EBITDAR Margin and cash-on-cash returns. A reconciliation of each such forward-looking non-GAAP measure to the most closely comparable GAAP financial measure 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 these measures in the future. 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 other measures 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 these non-GAAP measures.

LEADING THE MODERN GOLF EVOLUTION

Unrivaled, tech-enabled golf and active lifestyle company with unmatched scale and consumer reach in the evolving Modern Golf industry



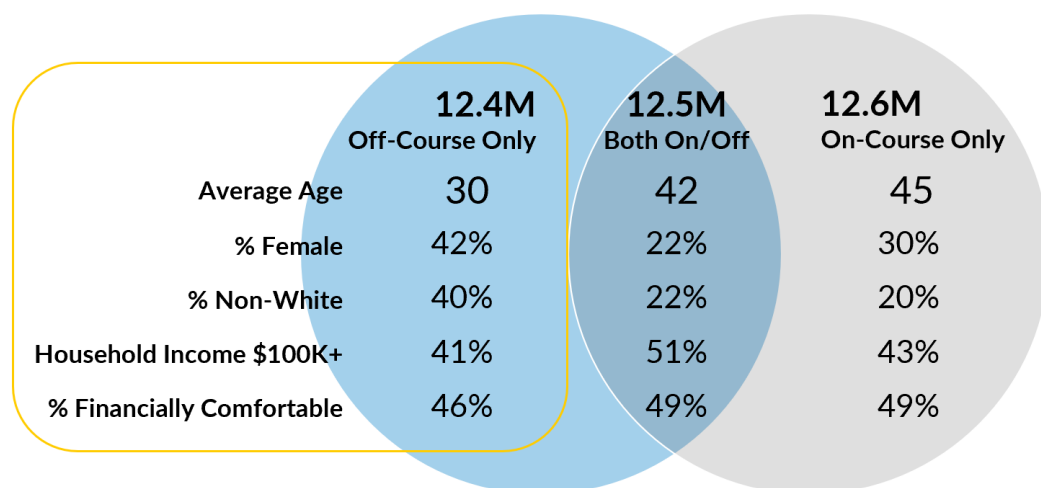
"Modern Golf" is the dynamic and inclusive ecosystem which includes both on-course and off-course golf.

**TOPGOLF
CALLAWAY**
BRANDS



UNMATCHED SCALE AND CONSUMER REACH

MODERN GOLF ECOSYSTEM



Off-course participation is expanding the demographics of golf, attracting younger, more female, and non-white participants³.

UNRIVALED POSITION IN MODERN GOLF

- Callaway & Odyssey ranked **#1 golf equipment** and **#2 golf ball** company by dollar share¹
- Callaway & Odyssey continue to maintain **long-term global position** and **brand strength**
- Topgolf experiences **over 25M unique²** players annually, **~50%** of visitors are **on-course golfers**
- **81** Topgolf venues by end of 2022, and **growing at 11** venues per year
- Active lifestyle brands are growing fast, **approaching \$1B** in net revenue

1. Golf Datatech monthly market share reports by dollar sales from January 2019 to December 2021.

2. Unique players across Owned and Operated Venues, International Franchise Venues, Toptracer, WGT, and Swing Suite.

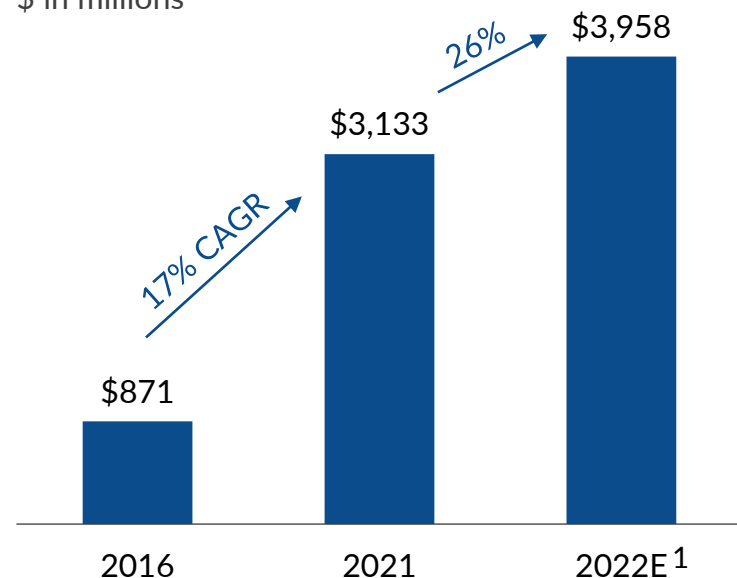
3. NGF Data Source. 2021 US Golf Participation Demographics.

Note: "Modern Golf" is the dynamic and inclusive ecosystem which includes both on-course and off-course golf.

TRACK RECORD OF STRONG SHAREHOLDER VALUE CREATION

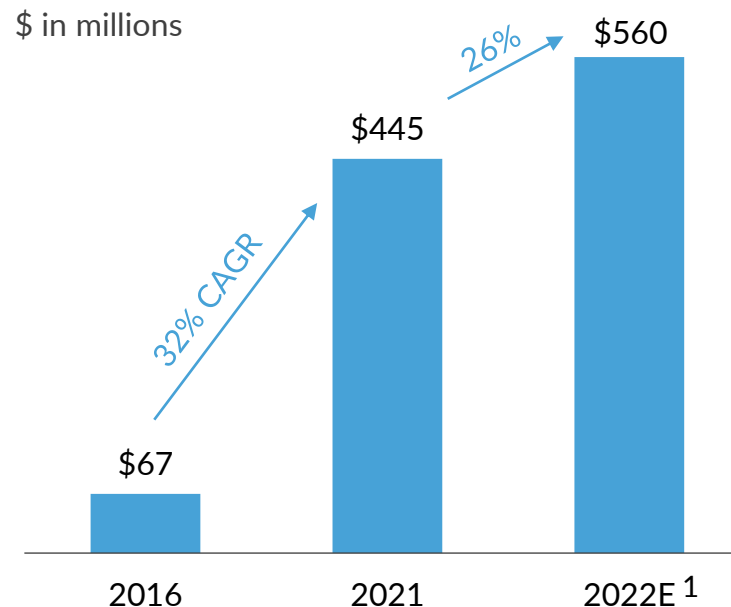
NET REVENUE

\$ in millions



ADJUSTED EBITDA²

\$ in millions



138%

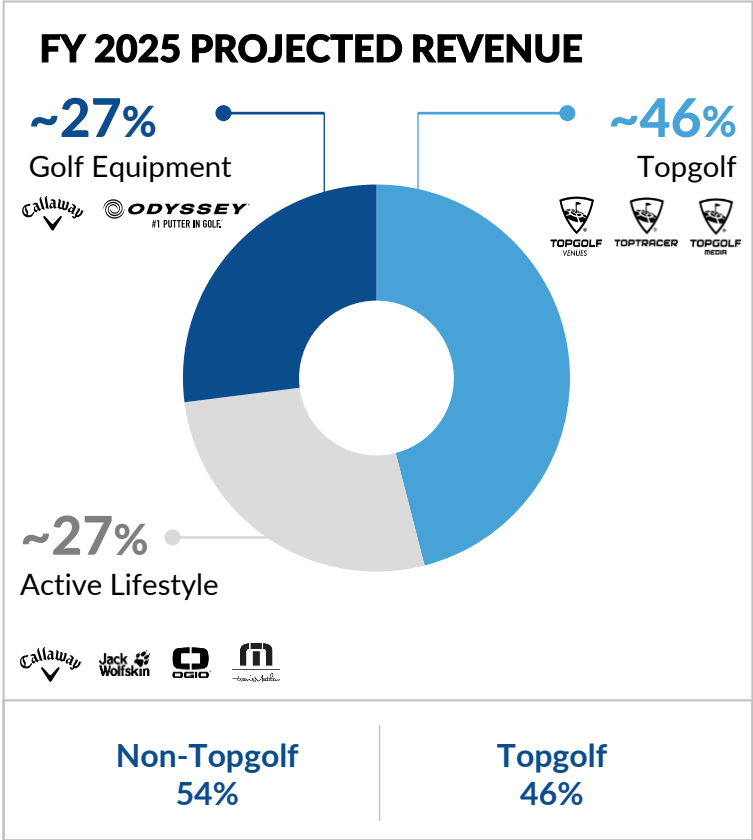
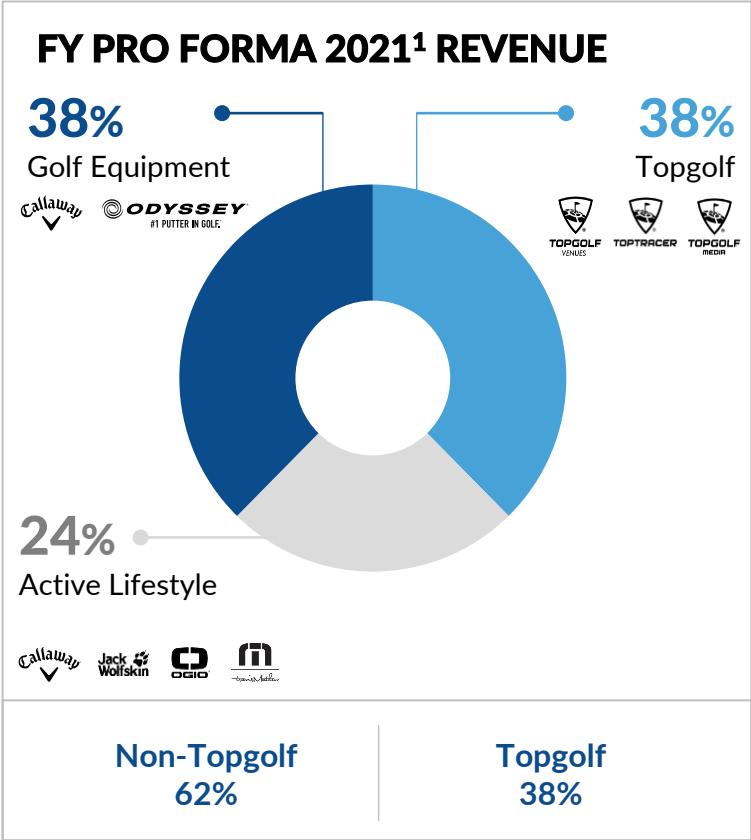
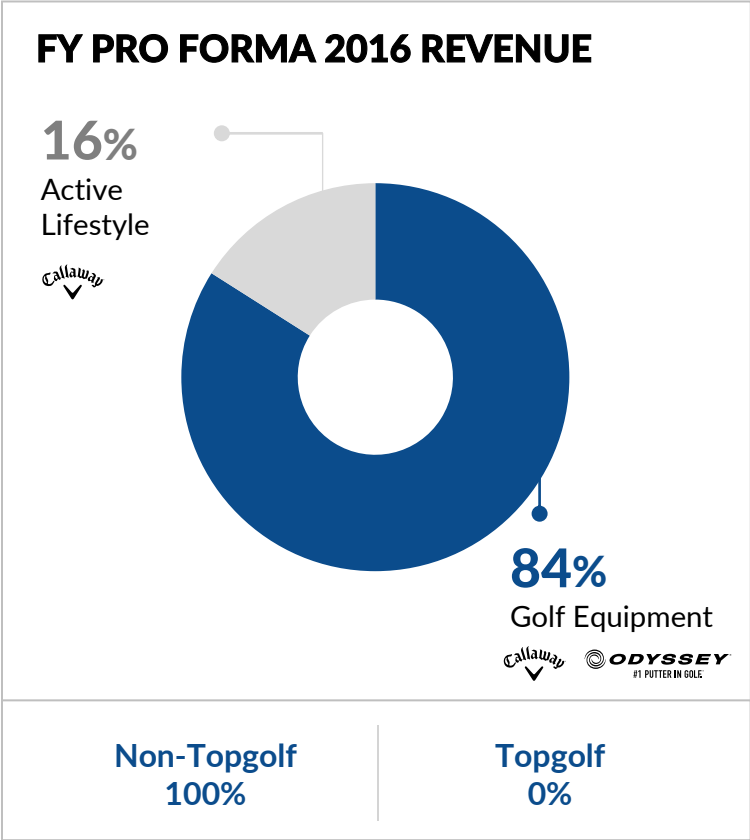
5-Year Total
Shareholder
Return³

1. 2022 Net Revenue and Adjusted EBITDA estimates are based upon the midpoint of the Company's latest guidance.

2. 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 2 of this presentation.

3. 5-year total shareholder return period 12/31/2016 – 12/31/2021; assumes dividends reinvested in security.

STRATEGIC DIVERSIFICATION TO HIGH GROWTH SEGMENTS



1. Due to the closing of the merger with Topgolf on March 8, 2021, our reported full year financial results only include 10 months of Topgolf's results in 2021. Pro forma results include Topgolf's results for January and February 2021, which include \$142.9 million in net revenues.

COMPELLING GROWTH TARGETS ACROSS ALL SEGMENTS

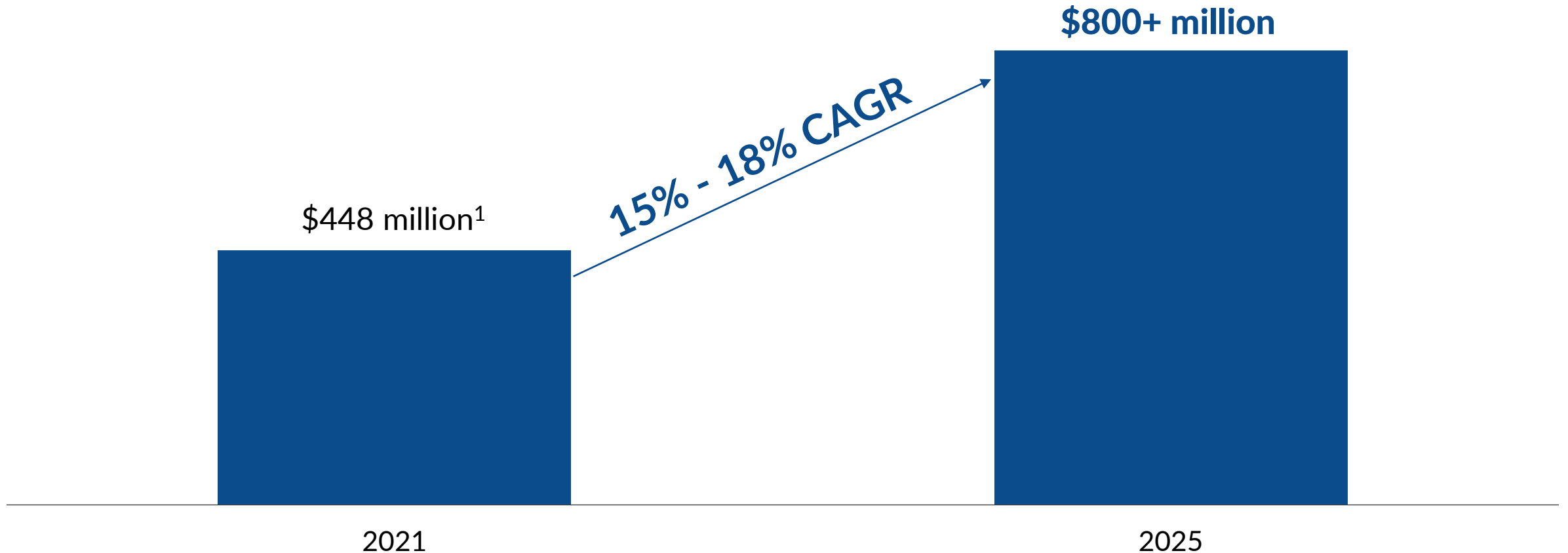
ANNUAL GROWTH PROJECTIONS FROM 2021 TO 2025

	Topgolf	Non-Topgolf ¹	Total Company
Net Revenue Annual Growth	18%+	High Single Digits	10-12%
Adjusted EBITDA Annual Growth	25%+	10%+	15-18%
Adjusted EBITDA Margin	Mid-to-High Teens	Low-to-Mid Teens	Mid-Teens

Significant top line growth and margin expansion to occur with investment and extension in high growth segments

1. Includes Golf Equipment, Active Lifestyle, and Corporate.

THE DRIVE TO OVER \$800 MILLION OF ADJUSTED EBITDA



1. Due to the closing of the merger with Topgolf on March 8, 2021, our reported full year financial results for 2021 do not include Topgolf's results for January and February, which in the aggregate totaled \$2.3 million in Adjusted EBITDA. 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 2 of this presentation.

MACRO TRENDS BENEFITTING OUR BUSINESS

Golf Equipment

- ✓ Golf's energy and momentum
- ✓ Consolidation of OEMs
- ✓ Tee times and memberships

Active Lifestyle

- ✓ Appreciation for outdoors
- ✓ Importance of sustainability
- ✓ Growth of lifestyle apparel

Topgolf

- ✓ Growth of off-course golf
- ✓ Experience culture



HYBRID
WORK
ENVIRONMENT

GOLF CONTINUES TO EVOLVE IN POSITIVE WAYS

**SPORTS &
LEISURE**
RESEARCH GROUP

Golf Market Trends 2022¹



77%

Golf has become a more welcoming sport



73%

Nine-hole rounds of golf have become more attractive to me of late



69%

The fact that more people are working from home has increased the amount of golf being played



61%

I'm playing more golf with family members than I did a year ago

43%

of private clubs report a waiting list¹

73%

report stable/increasing membership numbers¹



TOPGOLF



75%

Non-golfers who visited Topgolf said now interested in playing on a course²



20%+

Beginner golfers who played at a golf entertainment venue such as Topgolf are 20% more likely to continue to play golf barring health or financial setbacks³

INCLUDING UNPRECEDENTED MONEY ENTERING THE GAME OF GOLF (LIV, PGA Tour, Off-Course, Retail)

**TOPGOLF
CALLAWAY**
BRANDS

1. Sports and Leisure Golf Market Trends 2022.
2. National Golf Foundation Survey conducted for Topgolf.
3. National Golf Foundation 2022 Graffis Report.

TOPGOLF GROWTH DRIVEN BY MULTIPLE PLAY VERTICALS



- ✓ New Venue Openings
11 New Owned & Operated/Year
- ✓ Proven and Repeatable **Low Single Digit** SVS Growth With Upside
- ✓ New Digital Access
- ✓ Attractive and Growing Venue Operating Economics
- ✓ Global Franchise Expansion



- ✓ New Bay Installs
8K+ Annually
- ✓ Significant White Space Opportunities
- ✓ Strong Synergies with Callaway Golf

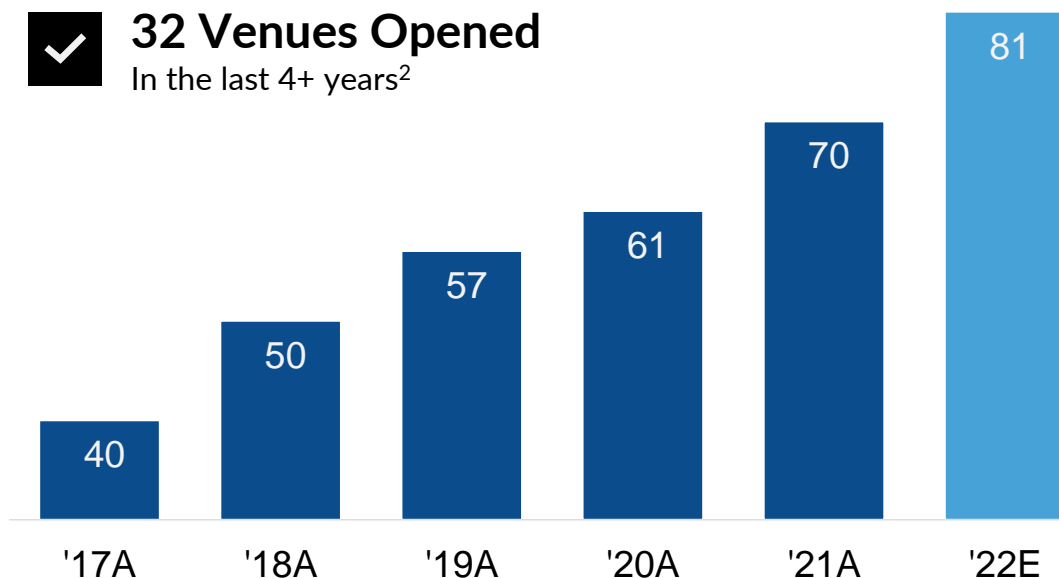


- ✓ New Games/Mobile
1 New in 2022
- ✓ **Engaging** Digital Content supporting Venues and Toptracer

PROVEN AND REPEATABLE VENUE MODEL WITH STRONG COMPETITIVE MOATS

Consistent Venue Growth...

✓ **32 Venues Opened**
In the last 4+ years²



...with an Attractive Financial Model

 **~40-50%¹**
Target Cash-on-Cash Returns

...and a Differentiated Competitive Positioning



Significant **brand halo with first mover advantage** and strong customer advocacy



Innovative, proprietary technology that enhances all of our business lines



Brand power and venue real estate execution make us a **tenant of choice**



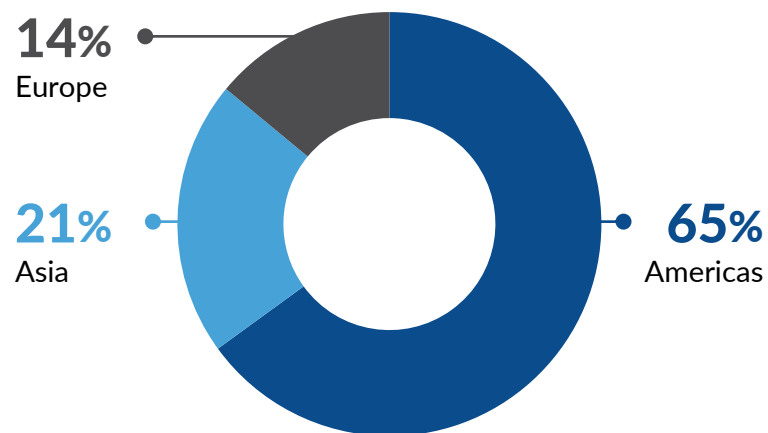
Deep experience operating large, complex venues with significant capital invested at scale

1. Calculated as 4-Wall Cash Flow excluding pre-opening costs and corporate venue support divided by total development costs net of third-party financing and excluding maintenance capex.

2. Owned and operated venues

A GLOBAL LEADER IN GOLF EQUIPMENT

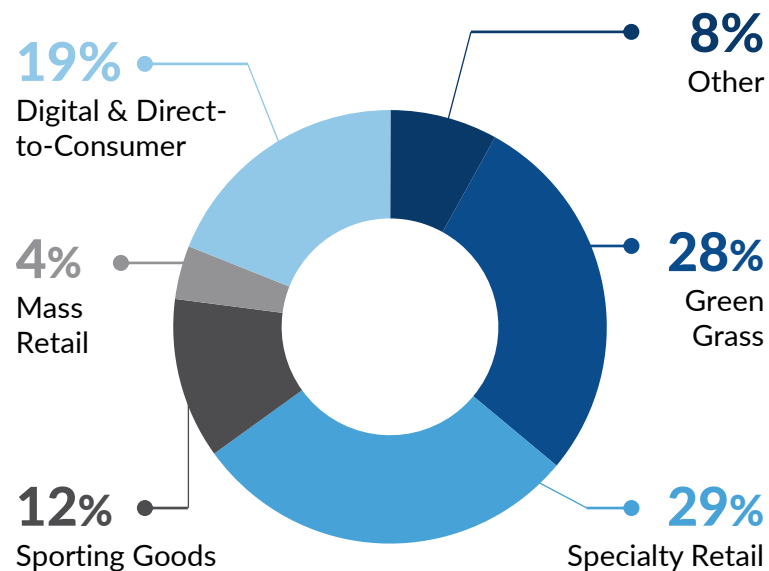
Global Reach



\$1,229 million

Global FY 2021 Golf Equipment Revenue

Diversified US Sales Channel¹



Strong Market Share²

~25%

Golf Clubs



~20%+

Golf Balls



Continued momentum
in 2022 YTD

1. Channel mix by percent of revenue based on FY 2021 sales in the US.
2. Golf Datatech US Combined Channel Sales July 2022 YTD.

ACTIVE LIFESTYLE: STRONG BRANDS ACROSS THE SEGMENT

Golf Apparel



Golf Accessories



Active Lifestyle



Innovative and performance driven apparel



Golf accessories include products such as gloves, and bags



TravisMathew has benefited from the movement to casualization



Jack Wolfskin is well positioned in the growing outdoor industry



Combo of golf authenticity and classic styling



Opportunity for OGIO to expand in backpack, travel, and golf



Investments in DTC & Internationalization



Expanding into adjacent markets & improving DTC sales

Future Growth Aligned With Golf Equipment

Growth Will Outpace Total Company

SEGMENT NET REVENUE APPROXIMATELY \$1B IN 2022

2022 OUTLOOK

FULL YEAR 2022

	FY 2022 Guidance as of Q2 Earnings (8/4/2022)	FY 2021 Reported Results ¹	FY 2021 Pro Forma Results ¹
Net Revenue	\$3,945 - \$3,970	\$3,133	\$3,276
Adjusted EBITDA ²	\$555 - \$565	\$445	\$448
Adjusted EBITDA Margin ^{2,3}	14.1%	14.2%	13.7%

Full Year Guidance Assumptions

- Topgolf expected to generate approximately \$1.56 billion in net revenue and \$235 - \$245 million in Adjusted EBITDA, with same venue sales up mid-to-high single digits for the full year compared to 2019
- Golf Equipment net revenue up 12% or more year-over-year
- Active Lifestyle reaching approximately \$1 billion in net revenue
- Negative foreign currency impact of approximately \$129 million on revenue

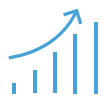
1. Due to the timing of the Topgolf merger on March 8, 2021, our reported full year financial results only include 10 months of Topgolf results in 2021. Pro forma results include Topgolf results for the full year.

2. See Appendix for Adjusted EBITDA reconciliations.

3. Projected Adjusted EBITDA margin is based off the mid-point of the guidance range.

CAPITAL ALLOCATION STRATEGY

CAPITAL ALLOCATION PRIORITIES



Reinvest in the business to unlock high ROI embedded growth

Ability to invest in high return Topgolf venues and TravisMathew stores



Maintain healthy balance sheet by prudently managing leverage

2025 Target of less than 3.0x Net Leverage



Opportunistically explore investments in complementary areas

Strong liquidity position provides flexibility



Return capital to shareholders through buybacks

Completed \$50M repurchase program authorized in December 2021.

New \$100M repurchase program authorized in May 2022.



CLEAR PATH TO SUSTAINABLE GROWTH



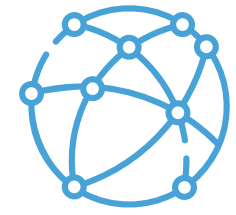
Maintain leadership position in golf equipment technology and innovation



Execute Topgolf domestic and international expansion strategy



Sustain active lifestyle brand momentum and increase direct-to-consumer presence



Leverage global scale and integrated supply chain

CAPITALIZE ON DIGITAL REVENUE AND CROSS-SEGMENT COST SYNERGIES

UNIQUE AND COMPELLING INVESTMENT OPPORTUNITY



Proven

Demonstrated
Results Across
All Segments



Scaled

Unmatched
Global Reach in
Modern Golf



Diversified

Growth Not
Determined by
Any One Segment



Protected

High Barriers to
Entry Create
Deep Moats



Growth- Oriented

Positioned for
Sustainable Growth



APPENDIX

Q2 2022 SEGMENT HIGHLIGHTS

TOPGOLF



- ✓ 7.9% SVS growth in Q2¹
- ✓ Opened 2 new owned and operated venues in Q2
- ✓ Record Toptracer bay installation in the quarter of 2,065 bays

GOLF EQUIPMENT



- ✓ Continued strong demand
- ✓ #1 hard goods brand in US²
- ✓ Record ~21% US golf ball share²
- ✓ Expect segment net revenue to be up 12% or more in FY22 vs. FY21

ACTIVE LIFESTYLE



- ✓ On track to deliver approximately \$1B in net revenue in FY22
- ✓ TravisMathew delivers double digit growth across all channels
- ✓ Jack Wolfskin making progress despite macro headwinds
- ✓ Market share and net revenue increases in golf glove and bag

1. Same venue sales (SVS) 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. SVS growth is compared to the same period in 2019.
2. Source: Golf Datatech. Hard goods US market share and US golf ball share represent year to date data through June 2022.

DIGITAL INITIATIVES AND TOPGOLF CROSS-BRAND SYNERGIES



Revenue Synergies

- ✓ Strong liquidity position accelerates Topgolf venue expansion
- ✓ Toptracer bay growth driven by Callaway Golf relationships and sales infrastructure
- ✓ Digital marketing initiatives provide market share growth opportunity with existing and new golfers
- ✓ Integrated advertising to drive more avid golfers to Topgolf venues and Toptracer bays
- ✓ Incremental retail opportunity at venues for golf equipment and apparel brands

\$225M+ of revenue and **\$85M+** of Adjusted EBITDA



Cost Synergies

- ✓ Lower cost of debt
- ✓ Corporate functions to support accelerated Topgolf growth
- ✓ Cross-brand supply chains to help source Topgolf uniforms, softgoods, clubs and balls
- ✓ Centralized warehouse to support storage and distribution of Topgolf's non-food inventory

\$15M+ of Adjusted EBITDA

Outlook assumes annual synergy contribution of at least \$225M of Revenue and \$100M of Adjusted EBITDA by 2025

SHARE COUNT ASSUMPTIONS

As-Converted EPS Calculation



Adjusted Net Income (for EPS calculations only)

- Add ~\$1.6M per quarter of after-tax convertible debt interest expense



Diluted share count 2022 projection of 204.2M shares

- Includes 14.7M of shares related to convertible notes



Capped call protects 3-5M shares depending on share price

- Included above upon conversion



~200M diluted shares, taking into account the capped call



For valuation purposes, if using ~200M for your share count, the \$259M debt related to convertible notes should be excluded from the total net debt calculation



ADJUSTED EBITDA RECONCILIATION (2016)

Non-GAAP Reconciliation and Supplemental Financial Information⁽¹⁾

Unaudited, in thousands		Twelve Months Ended December 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

ADJUSTED EBITDA RECONCILIATION (2021)

Non-GAAP Reconciliation and Supplemental Financial Information⁽¹⁾

Unaudited, in thousands	Quarter Ended	2021 Trailing Twelve Month Adjusted EBITDA				Total
		3/31/21	6/30/21	9/30/21	12/31/21	
Net income (loss)		\$272,461	\$91,744	\$(15,991)	\$ (26,226)	\$ 321,988
Interest expense, net		17,457	28,876	28,730	40,502	115,565
Income tax provision (benefit)		47,743	(15,853)	66,229	(69,465)	28,654
Depreciation and amortization expense		20,272	43,270	44,377	47,903	155,822
JW goodwill and trade name impairment		—	—	—	—	—
Non-cash stock compensation and stock warrant expense, net		4,609	11,039	10,832	11,964	38,444
Non-cash lease amortization expense		872	2,103	2,792	7,748	13,515
Acquisitions & other non-recurring costs, before taxes ⁽²⁾		(235,594)	3,274	1,875	1,843	(228,602)
Reported Adjusted EBITDA		\$127,820	\$164,453	\$138,844	\$14,269	\$445,386
Topgolf pre-merger EBITDA contribution for Jan. and Feb. 2021 ⁽³⁾		2,265	—	—	—	2,265
Pro Forma Adjusted EBITDA		\$ 130,085	\$ —	\$ —	\$ —	\$ 447,651

Unaudited, in thousands

1. 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.
2. Due to the timing of the Topgolf acquisition on March 8, 2021, the Company's reported full year financial results will only include 10 months of Topgolf results in 2021.
3. Amount reflects Topgolf Adjusted EBITDA contribution for January and February 2021.

ADJUSTED EBITDA MARGIN RECONCILIATION

Non-GAAP Reconciliation and Supplemental Financial Information

(\$ in millions)

(Unaudited)

	Full Year 2021
Adjusted EBITDA ⁽¹⁾	\$ 445.4
Topgolf pre-merger Adjusted EBITDA ⁽²⁾	2.3
Pro forma Adjusted EBITDA	447.7
Net revenues	3,133.4
Topgolf pre-merger net revenues ⁽²⁾	142.9
Pro forma net revenue	3,276.3
Adjusted EBITDA margin	14.2%
Pro forma Adjusted EBITDA margin	13.7%

(1) See slide 25 of this presentation for a reconciliation of Adjusted EBITDA to the most directly comparable GAAP measure (net income).

(2) Due to the close of the Topgolf merger on March 8, 2021, the Company's reported full year financial results for 2021 only include approximately ten months of Topgolf's results and therefore do not include January and February results, which were in the aggregate \$142.9 million in revenue and \$2.3 million in Adjusted EBITDA and are included in the pro forma results above.