

CALLAWAY GOLF CO
Form 10-K
March 01, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2018

or
.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the transition period from _____ to _____
Commission file number 1-10962

Callaway Golf Company

(Exact name of registrant as
specified in its charter)

Delaware 95-3797580

(State

or

other (I.R.S.
jurisdiction Employer
of Identification
incorporation No.)

or

organization)

2180 Rutherford

Road

Carlsbad, CA

92008

(760) 931-1771

(Address, including zip
code, and telephone
number, including area
code, of principal
executive offices)

Securities registered
pursuant to Section 12(b)
of the Act:

Title	Name of each
of	exchange on
each	which
class	registered
Common	New York
Stock,	Stock
\$.01	Exchange
par	

value
per
share
Securities registered
pursuant to Section 12(g)
of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of June 29, 2018, the aggregate market value of the registrant's common stock held by nonaffiliates of the registrant was \$1,769,386,515 based on the closing sales price of the registrant's common stock as reported on the New York Stock Exchange. Such amount was calculated by excluding all shares held by directors and executive officers and shares held in treasury, without conceding that any of the excluded parties are "affiliates" of the registrant for purposes of the federal securities laws.

As of January 31, 2019, the number of shares outstanding of the registrant's common stock, \$.01 par value, was 94,511,178.

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates certain information by reference from the registrant's Definitive Proxy Statement to be filed with the Securities and Exchange Commission ("SEC" or "Commission") pursuant to Regulation 14A in connection with the registrant's 2019 Annual Meeting of Shareholders, which is scheduled to be held on May 7, 2019. Such Definitive Proxy Statement will be filed with the Commission not later than 120 days after the conclusion of the registrant's fiscal year ended December 31, 2018.

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Important Notice to Investors Regarding Forward-Looking Statements: This report contains "forward-looking statements" as defined under the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as: "may," "should," "will," "could," "would," "anticipate," "plan," "believe," "project," "estimate," "expect," "strategy," "future," "likely," and similar references to future periods. Forward-looking statements include, among others, statements that relate to future plans, events, liquidity, financial results or performance including, but not limited to, statements relating to future stock repurchases, cash flows and liquidity, compliance with debt covenants, estimated unrecognized stock compensation expense, projected capital expenditures and depreciation and amortization expense, market conditions, future contractual obligations, the realization of deferred tax assets, including loss and credit carryforwards, future income tax expense, the future impact of new accounting standards, the integration of the JW Stargazer Holding GmbH ("Jack Wolfskin") acquisition, the related financial impact of the future business and prospects of the Company, TravisMathew, LLC ("TravisMathew"), OGIO International, Inc. ("OGIO") and Jack Wolfskin, the expected continued financial impact of the Company's joint venture in Japan and the impact of the 2017 Tax Cuts and Jobs Act (the "Tax Act"), which includes a broad range of provisions that could have a material impact on the Company's tax provision in future periods. These statements are based upon current information and the Company's current beliefs, expectations and assumptions regarding the future of the Company's business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of the Company's control. As a result of these uncertainties and because the information on which these forward-looking statements is based may ultimately prove to be incorrect, actual results may differ materially from those anticipated. Important factors that could cause actual results to differ include, among others, the following:

- certain risks and uncertainties, including changes in capital market or economic conditions;
- a material impact on the Company's tax provision as a result of the Tax Act;
- consumer acceptance of and demand for the Company's products;
- future retailer purchasing activity, which can be significantly affected by adverse industry conditions and overall retail inventory levels;
- any unfavorable changes in U.S. trade, tax or other policies, including restrictions on imports or an increase in import tariffs;
- the level of promotional activity in the marketplace;
- future consumer discretionary purchasing activity, which can be significantly adversely affected by unfavorable economic or market conditions;
- significant fluctuations in foreign currency exchange rates and the degree of effectiveness of the Company's hedging programs;
- the ability of the Company to manage international business risks;
- significant developments stemming from the U.K.'s decision to withdraw from the European Union, which could have a material adverse effect on the Company;
- adverse changes in the credit markets or continued compliance with the terms of the Company's credit facilities;
- delays, difficulties or increased costs in the supply of components needed to manufacture the Company's products or in manufacturing the Company's products, including the Company's dependence on a limited number of suppliers for some of its products;
- adverse weather conditions and seasonality;
- any rule changes or other actions taken by the USGA or other golf association that could have an adverse impact upon demand or supply of the Company's products;
- the ability of the Company to protect its intellectual property rights;
- a decrease in participation levels in golf;
- the effect of terrorist activity, armed conflict, natural disasters or pandemic diseases on the economy generally, on the level of demand for the Company's products or on the Company's ability to manage its supply and delivery logistics in such an environment; and
- the general risks and uncertainties applicable to the Company and its business.

Investors should not place undue reliance on these forward-looking statements, which are based on current information and speak only as of the date hereof. The Company undertakes no obligation to update any forward-looking statements to reflect new

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information or events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Investors should also be aware that while the Company from time to time does communicate with securities analysts, it is against the Company's policy to disclose to them any material non-public information or other confidential commercial information. Furthermore, the Company has a policy against distributing or confirming financial forecasts or projections issued by analysts and any reports issued by such analysts are not the responsibility of the Company. Investors should not assume that the Company agrees with any report issued by any analyst or with any statements, projections, forecasts or opinions contained in any such report. For details concerning these and other risks and uncertainties, see Part I, Item IA, "Risk Factors" contained in this report, as well as the Company's quarterly reports on Form 10-Q and current reports on Form 8-K subsequently filed with the Commission from time to time.

Callaway Golf Company Trademarks: The following marks and phrases, among others, are trademarks of Callaway Golf Company: Apex, Apex Tour, APW, Aqua Dry, Arm Lock, Backstryke, Big Bertha, Big Bertha Alpha, Big T, Black Series, Bounty Hunter, C, C Grind, Callaway, Callaway Capital, Callaway Golf, Callaway Media Productions, Callaway Supersoft, Chev, Chev 18, Chevron Device, Chrome Soft, Cirrus, Comfort Tech, CUATER, Cuater C logo, Cup 360, CXR, 360 Face Cup, D.A.R.T., Dawn Patrol, Demonstrably Superior And Pleasingly Different, Divine, Double Wide, Eagle, Engage, Epic, Epic Flash, ERC, ERC Soft, Exo, Cage, Fast Tech Mantle, Flash Face Technology, FT Optiforce, FT Performance, FT Tour, FTiZ, Fusion, Fusion Zero, GBB, GBB Epic, Gems, Gravity Core, Great Big Bertha, Great Big Bertha Epic, Griptac, Grom, Groove, In, Groove Technology, Heavenwood, Hex Aerodynamics, Hex Chrome, Hex Solaire, High Energy Core, HX, Hyper Dry, Hyper, Lite, Hyper Speed Face, I, MIX, Innovate or Die, Ion-X, Jack Wolfskin, Jailbird, Jailbreak, Kings of Distance, Legacy, Longer From Everywhere, Mack Daddy, Magna, Majestic, MarXman, MD3 Milled, MD4 Tactical, MD5, Metal-X, Microhinge Face Insert, New Graphene Dual Softfast Core, NipIt, Number One Putter in Golf, O OGIO, O Works, Odyssey, Odyssey Works, Ogio, OGIO ALPHA, OGIO ARORA, OGIO CLUB, OGIO FORGE, OGIO ME, OGIO MY EXPRESSION, OGIO RENEGADE, OGIO SAVAGE, OGIO SHADOW, Opti Flex, Opti Grip, Opti Shield, Opti Therm, OptiFit, Opti Vent, ORG 14, ORG 15, Paw Print, PRESTIGE 7, ProType, ·R·, R Ball, R-Moto, Renegade, Rig 9800, Rossie, RSX, S2H2, Sabertooth, Shredder, SLED, SoftFast, Solaire, Speed Regime, Speed Step, SR1, SR2, SR3, Steelhead XR, Steelhead, Strata, Strata Jet, Stroke Lab, Stronomic, Sub Zero, Superhot, T M, Tank, Tank Cruiser, Tech Series, Teron, Texapore, TI, HOT, TMCA, Toe Up, Toulon, Toulon Garage, Tour Authentic, Tour Tested, Trade In! Trade Up!, TRAVISMATHEW, Trionomer Cover, Truvis, Truvis Pattern, Tyro, udesign, Uptown, Versa, VFT, W Grind, Warbird, Weather Series, Wedgeducation, White Hot, White Hot Pro, White Hot Pro Havok, White Hot Tour, White Ice, World's Friendliest, X-12, X-14, X-16, X-18, X-20, X-22, X-24, X-ACT, X Face VFT, X Hot, X Hot Pro, X² Hot, X Series, XR, XR 16, XSPANN, Xtra Traction Technology, Xtra Width Technology, XTT, 2-Ball, 3 Deep.

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PART I

Item 1. Business Overview

Callaway Golf Company (the “Company” or “Callaway Golf”) was incorporated in California in 1982 with the main purpose of designing, manufacturing and selling high quality golf clubs. The Company became a publicly traded corporation in 1992, and in 1999, reincorporated in the State of Delaware. The Company has evolved over time from a manufacturer of golf clubs to a leading manufacturer and distributor of premium golf equipment and active lifestyle apparel, equipment and accessories. Over the past two and a half years, the Company grew its golf apparel and accessories business with the completion of the golf apparel joint venture in Japan in July 2016. In January and August of 2017, the Company completed the acquisitions of OGIO international, Inc. (“OGIO”) and TravisMathew, LLC (“TravisMathew”), respectively, which expanded its soft goods business to include lifestyle product lines that are complimentary to golf. OGIO products offer premium storage gear for sport and personal use as well as performance outerwear. TravisMathew offers a full line of premium lifestyle apparel, footwear and accessories. Both these acquisitions provided a platform for the Company to grow its lifestyle products business. In January 2019, the Company completed the acquisition of JW Stargazer Holding GmbH, the owner of the international, premium outdoor apparel, footwear and equipment brand, Jack Wolfskin (“Jack Wolfskin”). This acquisition is expected to further enhance and grow the Company’s lifestyle category and provide a platform for future growth in the active outdoor and urban outdoor categories. With these recent acquisitions, the Company is transforming the way it views its business as it carries out its plans to invest strategically in areas complimentary to golf, with a focus on establishing synergies and realizing efficiencies for the benefit of all of the Company’s brands.

Financial Information about Segments and Geographic Areas

Information regarding the Company’s segments and geographic areas in which the Company operates is contained in Note 18 in the Notes to the Company’s Consolidated Financial Statements for the years ended December 31, 2018, 2017 and 2016, and is included as part of Item 8—“Financial Statements and Supplementary Data.”

The Company has three operating and reportable segments, namely Golf Clubs, Golf Balls and Gear, Accessories and Other as of December 31, 2018. The Golf Clubs operating segment consists of Callaway Golf woods, hybrids, irons and wedges, Odyssey putters, including Toulon Design putters by Odyssey, packaged sets and sales of pre-owned golf clubs. At the product category level, sales of packaged sets are included within irons, and sales of pre-owned golf clubs are included in the respective woods, irons and putters product categories. The Golf Balls segment consists of Callaway Golf and Strata golf balls that are designed, manufactured and sold by the Company. The Gear, Accessories and Other operating segment consist of soft goods products, which include golf apparel and footwear, golf bags, golf gloves, travel gear, headwear and other golf-related accessories, OGIO and TravisMathew branded products, and royalties from licensing of the Company’s trademarks and service marks for various soft goods products. Due to the recent acquisition of Jack Wolfskin in January 2019, the Company is anticipating significant growth in its soft goods business, and as such, it will be evaluating its global business platform, including its management structure, operations, supply chain and distribution, which may result in changes in the composition of its operating and reportable segments.

Products

The Company designs, manufactures and sells a full line of high quality golf equipment, including golf clubs and golf balls. The Company designs its golf products to be technologically advanced and in this regard invests a considerable amount in research and development each year. The Company designs its golf products for golfers of all skill levels, both amateur and professional, and are generally designed to conform to the Rules of Golf as published by the United States Golf Association (“USGA”) and the ruling authority known as The R&A. In addition, the Company designs and develops a full line of high quality Callaway branded soft goods, including golf bags, apparel, footwear and other golf accessories, as well as OGIO and TravisMathew soft goods products as described above. The Company’s soft goods under the Callaway, OGIO, and TravisMathew brands are designed and developed internally.

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The following table sets forth the contribution to net sales attributable to the Company's principal product groups for the periods indicated:

	Years Ended December 31,					
	2018		2017		2016	
	(Dollars in millions)					
Woods	\$304.4	24.5 %	\$307.9	29.4 %	\$216.1	24.7 %
Irons	316.5	25.5 %	250.6	23.9 %	278.6	32.0 %
Putters	96.4	7.8 %	84.6	8.0 %	87.7	10.1 %
Golf balls	195.6	15.7 %	162.5	15.5 %	152.3	17.5 %
Gear, accessories and other	329.9	26.5 %	243.1	23.2 %	136.5	15.7 %
Net sales	\$1,242.8	100.0%	\$1,048.7	100.0%	\$871.2	100.0%

For a detailed discussion regarding the changes in net sales for each product group from 2018 to 2017 and from 2017 to 2016, see below, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations" contained in Item 7.

The Company's current principal products by product group are described below:

Woods. This product category includes sales of the Company's drivers, fairway woods and hybrid products, which are sold under the Callaway Golf brand, in addition to sales of pre-owned wood products. These products are generally made of metal (either titanium or steel) or a combination of metal and a composite material. The Company's products compete at various price levels in the woods category. The Company's drivers, fairway woods and hybrid products are available in a variety of lofts, shafts and other specifications to accommodate the preferences and skill levels of all golfers.

Irons. This product category includes sales of the Company's irons, wedges and packaged sets, which are sold under the Callaway Golf brand, in addition to sales of pre-owned irons products. The Company's irons are generally made of metal (either titanium, steel or special alloy) or a composite material (a combination of metal and polymer materials). The Company's products compete at various price levels in the irons category. The Company's irons are available in a variety of designs, shafts and other specifications to accommodate the preferences and skill levels of all golfers.

Putters. This product category includes sales of the Company's putters, which are sold under the Odyssey brand, including Toulon Design by Odyssey, as well as sales of pre-owned putter products. The Company's products compete at multiple price levels in the putters category. The Company's putters are available in a variety of styles, shafts and other specifications to accommodate the preferences and skill levels of all golfers.

Golf Balls. This product category includes sales of the Company's golf balls, which are sold under the Callaway Golf and Strata brands. The Company's golf balls are generally either a 2-piece golf ball (consisting of a core and cover) or a multilayer golf ball (consisting of two or more components in addition to the cover). The Company's golf ball products include covers that incorporate a traditional dimple pattern as well as covers that incorporate innovative designs, including the Company's proprietary HEX Aerodynamics (i.e., a lattice of tubes that form hexagons and pentagons), Hybrid Cover and Triple Track Technology, which promotes ball speed and higher spin, and Travis balls, which have colored symmetrical patterns on the cover that improve vision of movement and depth perception. The Company's products compete at multiple price levels in the golf ball category.

Gear, Accessories and Other. This product category includes sales of golf apparel and footwear, golf bags, golf gloves, travel gear, headwear and other golf-related accessories, OGIO branded storage gear, outerwear and accessories, TravisMathew branded apparel, footwear and accessories, and royalties from licensing of the Company's trademarks and service marks for various soft goods products including golf apparel and footwear, golf gloves, and practice aids.

Product Design and Development

Product design at the Company is a result of the integrated efforts of its brand management, research and development, manufacturing and sales departments, all of which work together to generate new ideas for golf equipment. The Company designs its products to be technologically advanced and has not limited itself in its research efforts by trying to duplicate designs that are traditional or conventional. The Company believes it has created a work environment in which new ideas are valued and explored. In 2018, 2017 and 2016, the Company invested \$40.8 million, \$36.6 million and \$33.3 million, respectively, in research and

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development. The Company intends to continue to invest substantial amounts in its research and development activities in connection with its development of new products.

The Company has the ability to create and modify product designs by using computer aided design (“CAD”) software, finite element analysis (“FEA”) software and structural optimization techniques employing Artificial Intelligence methods. Further, the Company utilizes a variety of testing equipment and computer software, including golf robots, launch monitors, a proprietary virtual test center, a proprietary performance analysis system, an indoor test range and other methods to develop and test its products. Through the use of these technologies, the Company has been able to innovate and enhance product performance at the same time accelerating the design, development and testing of new golf clubs and golf balls.

The Company's soft goods under the Callaway, OGIO and TravisMathew brands are designed and developed internally. Design specifications are sent to contract manufacturers who source the raw materials and build the products according to the specifications.

For certain risks associated with product design and development, see below, “Risk Factors” contained in Item 1A.

Manufacturing and Distribution

The Company has its primary golf club assembly facility in Monterrey, Mexico, and maintains limited golf club assembly in its facilities in Carlsbad, California and Roanoke, Texas. The Company's golf clubs are also assembled in Tokyo, Japan, Swindon, England, Melbourne, Australia and other local markets based on regional demand for custom clubs. In addition, the Company utilizes golf club contract manufacturers in China and Vietnam.

In 2018, 2017 and 2016, most of the Company's golf club assembly volume was made in regions outside of the United States. Overall, the golf club assembly process is fairly labor intensive, requires extensive global supply chain coordination and utilizes raw materials that are obtained from suppliers both internationally and within the United States.

The Company has a golf ball manufacturing facility in Chicopee, Massachusetts, and also utilizes golf ball contract manufacturers in Taiwan and China. In each of 2018, 2017 and 2016, approximately 60% of the golf ball unit volume was manufactured in regions outside of the United States. The overall golf ball manufacturing process utilizes raw materials that are obtained from suppliers both internationally and within the United States.

The Company utilizes third-party contract manufacturers for its Callaway, OGIO and TravisMathew soft goods products located in Vietnam, Indonesia, China, Thailand, and Peru.

The Company has its primary distribution center in Roanoke, Texas for the distribution of goods in North America, in addition to distribution centers in Huntington Beach, California, Toronto, Canada, Swindon, England and Melbourne, Australia, and third-party logistical operations in Evansville, Indiana, Tokyo, Japan, Shanghai, China, and Seoul, Korea to support the distribution needs of markets they serve.

Starting in January 2019, in connection with the completion of the Jack Wolfskin acquisition, the Company has a distribution center in Hamburg, Germany.

Raw Materials

The Company periodically contracts purchases of raw materials from domestic and international suppliers in order to meet scheduled production needs. Raw materials include steel, titanium alloys, carbon fiber and various thermoplastic and thermoset materials for the manufacturing of golf clubs, and synthetic rubber, thermoplastics, zinc stearate, zinc oxide and lime stone for the manufacturing of golf balls. For certain risks associated with golf club and golf ball manufacturing, see “Risk Factors” contained in Item 1A.

Sales and Marketing

The Company generally sells its products to retailers, directly and through its wholly-owned subsidiaries, and to third-party distributors. The Company sells pre-owned golf products through its website www.callawaygolfpreowned.com. In addition, the Company sells Callaway Golf and Odyssey products, including Toulon Design by Odyssey, as well as OGIO and TravisMathew branded soft goods products directly to consumers through its websites www.callawaygolf.com, www.odysseygolf.com, www.ogio.com and www.travismathew.com. The Company also licenses its trademarks and service marks in exchange for a royalty fee to third parties for use on golf related accessories, including Callaway Golf golf apparel, footwear, golf gloves, prescription eyewear and practice aids as well as OGIO branded bags. In addition, the Company has TravisMathew retail locations in the United

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States and retail, outlet and store-in-store locations in Japan in connection with the apparel joint venture which sells Callaway branded apparel, gear and accessories directly to consumers. The Company's products are sold in the United States and in over 100 countries around the world. In January 2019, the Company acquired Jack Wolfskin, which sells Jack Wolfskin-branded apparel, gear and accessories through its retail locations throughout Europe and China, and through its website www.jack-wolfskin.com.

Sales in the United States

Of the Company's total net sales, approximately 57%, 54% and 51% was derived from sales to customers within the United States in 2018, 2017 and 2016, respectively. The Company primarily sells its golf equipment and active lifestyle apparel, equipment and accessories under the Callaway, OGIO and TravisMathew brands to both on- and off-course golf retailers and sporting goods retailers who sell quality golf and lifestyle products and who can also provide a level of customer service appropriate for the sale of golf equipment. TravisMathew branded apparel and accessories are also sold at certain department stores and at its retail locations. Sales of the Company's products in the United States are made and supported by full-time regional field representatives and in-house sales and customer service representatives. Most regions in the United States are covered by both a field representative and a dedicated in-house sales representative who work together to initiate and maintain relationships with customers through frequent telephone calls and in-person visits. The Company also sells its products through Internet retailers, and certain products to mass merchants.

In addition, the Company sells to corporate customers who want their corporate logo imprinted on certain of the Company's golf equipment, as well as on golf bags. The Company imprints the logos on the majority of these corporate products, thereby retaining control over the quality of the process and final product. The Company also pays a commission to certain on- and off-course professionals and retailers with whom it has a relationship for corporate sales that originate through such professionals and retailers.

The Company also has a separate team of club fitting specialists who focus on the Company's custom club sales. A portion of the Company's custom club sales are generated from the utilization of club fitting programs, such as performance centers, which utilize high-speed cameras and precision software to capture relevant swing data. All performance centers and participating on- and off-course retail stores are equipped with custom fitting systems that incorporate the use of an extensive variety of clubhead and shaft combinations in order to find a set of golf clubs that fits a golfer's personal specifications. The Company believes that offering golfers the opportunity to increase performance with custom club specifications increases sales and promotes brand loyalty.

The Company maintains various sales programs, including a Preferred Retailer Program. The Preferred Retailer Program offers potential rebates and discounts for participating retailers in exchange for providing certain benefits to the Company, including the maintenance of agreed upon inventory levels, prime product placement and retailer staff training.

Sales Outside of the United States

Of the Company's total net sales, approximately 43%, 46% and 49% were derived from sales for distribution outside of the United States in 2018, 2017 and 2016, respectively. The Company does business (either directly or through its subsidiaries and distributors) in over 100 countries around the world. The Company sells its full line of Callaway Golf and Odyssey golf equipment as well as OGIO branded products internationally. In addition, the Company sells Callaway Golf apparel, accessories and certain golf products at its retail locations in Japan through the apparel joint venture.

The majority of the Company's international sales are made through its wholly-owned subsidiaries located in Japan, Europe, Korea, Canada, Australia, China and India. In addition to sales through its subsidiaries, the Company also sells through its network of distributors in over 60 foreign countries, including Singapore, Indonesia, the Philippines, South Africa, and in numerous countries in Central and South America. Prices of golf clubs and balls for sales by distributors outside of the United States generally reflect an export pricing discount to compensate international distributors for selling and distribution costs. A change in the Company's relationship with significant distributors could negatively impact the volume of the Company's international sales.

The Company's sales programs in foreign countries are specifically designed based upon local laws and competitive conditions. Some of the sales programs utilized include the custom club fitting experiences and the Preferred Retailer

Program or variations of those programs employed in the United States as described above.

Conducting business outside of the United States subjects the Company to increased risks inherent in international business. These risks include but are not limited to foreign currency risks, increased difficulty in protecting the Company's intellectual property rights and trade secrets, unexpected government action or changes in legal or regulatory requirements, including any incremental restrictions on imports or increased import tariffs, and social, economic or political instability. For further discussion of the risks associated with conducting business outside of the United States, see "Risk Factors" contained in Item 1A.

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Sales of Pre-Owned Clubs

The Company sells certified pre-owned golf products in addition to golf-related accessories through its website www.callawaygolfpreowned.com. The Company generally acquires the pre-owned products through the Company's Trade In! Trade Up! program, which gives golfers the opportunity to trade in their used Callaway Golf clubs and certain competitor golf clubs at authorized Callaway Golf retailers or through the Callaway Golf Pre-Owned website for credit toward the purchase of new or pre-owned Callaway Golf equipment.

Direct to Consumer Sales

The Company offers the full line of Callaway Golf and Odyssey golf equipment products, including drivers, fairway woods, hybrids, irons, putters and golf balls, in addition to golf-related accessories, through its websites www.callawaygolf.com and www.odysseygolf.com. The Company also sells Callaway-branded apparel, gear and accessories at retail, outlet and store-in-store locations in Japan through its apparel joint venture. In addition, the Company sells the full line of OGIO-branded bags and accessories through its website at www.ogio.com, and TravisMathew-branded apparel and accessories at its retail locations throughout the United States and through its website at www.travismathew.com. In 2019, the Company's consumer-direct sales will also include Jack Wolfskin-branded apparel, gear and accessories sold through its retail locations throughout Europe and China, and through its website at www.jack-wolfskin.com.

Advertising and Promotion

The Company develops and executes its advertising and promotional campaigns for its products based on the Company's global brand principles. Within the United States, the Company has focused its advertising efforts mainly on television commercials, primarily on The Golf Channel and on network television during golf telecasts, web-based advertising, and printed advertisements in national magazines, such as Golf Magazine, Sports Illustrated and Golf Digest, as well as in-store advertising. The Company also engages in non-traditional marketing activities through strategic investments in third parties including Topgolf International, Inc. doing business as the Topgolf Entertainment Group ("Topgolf").

Advertising of the Company's products outside of the United States is generally handled by the Company's subsidiaries, and while it is based on the Company's global brand principles, the local execution is tailored to each region based on its unique consumer market and lifestyles.

In addition, the Company establishes relationships with professional golfers in order to promote the Company's products. The Company has entered into endorsement arrangements with members of the various professional golf tours to promote the Company's golf club and golf ball products as well as golf bags and various golf accessories. For certain risks associated with such endorsements, see "Risk Factors" contained in Item 1A.

Competition

The golf club markets in which the Company competes are highly competitive and are served by a number of well-established and well-financed companies with recognized brand names. With respect to drivers, fairway woods and irons, the Company's major competitors are TaylorMade, Ping, Acushnet (Titleist brand), Puma (Cobra brand), SRI Sports Limited (Cleveland and Srixon brands), Mizuno, Bridgestone, and Parsons Xtreme Golf (PXG). For putters, the Company's major competitors are Acushnet (Titleist brand), Ping and TaylorMade. The Company believes that it is a technological leader in every golf club market in which it competes.

The golf ball business is also highly competitive. There are a number of well-established and well-financed competitors, including Acushnet (Titleist and Pinnacle brands), SRI Sports Limited (Dunlop and Srixon brands), Bridgestone (Bridgestone and Precept brands), TaylorMade and others. These competitors compete for market share in the golf ball business, with Acushnet having a market share of over 50% of the golf ball business in the United States and a leading position in certain other regions outside the United States. The Company believes that it is a technological leader in the golf ball category.

For both golf clubs and golf balls, the Company generally competes on the basis of technology, quality, performance, customer service and price. In order to gauge the effectiveness of the Company's response to such factors, management receives and evaluates Company-generated market trends for U.S. and foreign markets, as well as periodic public and customized market research for the U.S. and U.K. markets from Golf Datatech that include trends from certain on- and off-course retailers. In addition, the Company utilizes GfK Group for markets in Japan.

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In addition, the Company's competitors in the soft goods market, including apparel, gear and golf accessories, are generally other golf companies and premium golf apparel companies, as well as specialty retailers. For certain risks associated with competition, see "Risk Factors" contained in Item 1A.

Seasonality of Company's Business

Golf Club and Golf Balls

In most of the regions where the Company conducts business, the game of golf is played primarily on a seasonal basis. Weather conditions generally restrict golf from being played year-round, except in a few markets, with many of the Company's on-course customers closing for the cold weather months. The Company's golf club and golf ball businesses are therefore subject to seasonal fluctuations. In general, during the first quarter, the Company begins selling its golf club and golf ball products into the golf retail channel for the new golf season. This initial sell-in generally continues into the second quarter. Second-quarter sales are significantly affected by the amount of reorder business of the products sold during the first quarter. Third-quarter sales are generally dependent on reorder business but can also include smaller new product launches, typically resulting in lower sales than the second quarter as many retailers begin decreasing their inventory levels in anticipation of the end of the golf season. Fourth-quarter sales are generally less than the other quarters due to the end of the golf season in many of the Company's key regions. However, third-quarter sales can be affected by a mid-year product launch, and fourth-quarter sales can be affected from time to time by the early launch of product introductions related to the new golf season of the subsequent year. This seasonality, and therefore quarter-to-quarter fluctuations, can be affected by many factors, including the timing of new product introductions as well as weather conditions. In general, because of this seasonality, a majority of the Company's sales from its Golf Clubs and Golf Balls operating segments and most, if not all, of its profitability from these segments generally occurs during the first half of the year.

Gear, Accessories and Other

Sales of the Company's golf gear and accessories generally follow the same seasonality as golf clubs and golf balls, and are therefore generally higher during the first half of the year when the game of golf is mostly played. Sales of lifestyle gear and apparel are generally higher in the second and third quarters during the spring/summer season. Golf apparel sales are higher in the third and fourth quarters due to a strong fall/winter season in Japan. With the recent acquisition of Jack Wolfskin in January 2019, the Company anticipates increased sales of lifestyle apparel in the third and fourth quarters related to the fall/winter season.

Environmental and Social Responsibility

By being active and visible in the community and by embracing the principles of environmental stewardship, the Company believes it is acting in an environmentally and socially responsible manner.

Environmental Matters

The Company's operations are subject to federal, state and local environmental laws and regulations that impose limitations on the discharge of pollutants into the environment and establish standards for the handling, generation, emission, release, discharge, treatment, storage and disposal of certain materials, substances and wastes and the remediation of environmental contaminants (collectively, "Environmental Laws"). In the ordinary course of its manufacturing processes, the Company uses paints, chemical solvents and other materials, and generates waste by-products that are subject to these Environmental Laws. In addition, in connection with the Company's Top-Flite asset acquisition in 2003, the Company assumed certain monitoring and remediation obligations at its manufacturing facility in Chicopee, Massachusetts. In February 2013, the Company sold this facility and leased back a reduced portion of the square footage that it believes is adequate for its ongoing golf ball manufacturing operations. As part of the terms of this sale, the Company assumed certain ongoing environmental remediation obligations.

The Company endeavors to adhere to all applicable Environmental Laws and takes action as necessary to comply with these laws. The Company maintains an environmental and safety program and employs full-time environmental, health and safety professionals at its facilities located in Carlsbad, California, Chicopee, Massachusetts and Monterrey, Mexico. The environmental and safety program includes obtaining environmental permits as required, capturing and appropriately disposing of any waste by-products, tracking hazardous waste generation and disposal, air emissions, safety situations, material safety data sheet management, storm water management and recycling, and auditing and reporting on its compliance. The Company also conducts third party Social, Safety and Environmental

Responsibility Audits of its global supply chain. The audits ensure compliance with applicable Environmental Laws and that responsible manufacturing practices are maintained within the global supply chain.

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Historically, the costs of environmental compliance have not had a material adverse effect on the Company's business. The Company believes that its operations are in substantial compliance with all applicable Environmental Laws.

Sustainability

The Company believes it is important to conduct its business in an environmentally, economically and socially sustainable manner. In this regard, the Company has an environmental sustainability program which focuses on the reductions of volatile organic compound (VOC) emissions, reductions of hazardous waste, reductions in water usage, improved recycling and development programs which involve the elimination or reduction of undesirable chemicals and solvents in favor of safer and environmentally preferred alternatives. These efforts cross divisional lines and are visible in the following areas within the Company:

• Facilities through the partnership with local utilities to implement energy reduction initiatives such as energy efficient lighting, demand response energy management and heating, ventilation and air conditioning optimization;

• Manufacturing through lean initiatives and waste minimization;

• Product development through specification of environmentally preferred substances;

• Logistics improvements and packaging minimization; and

• Supply chain management through Social, Safety and Environmental Responsibility audits of suppliers.

• Callaway participates in the UPS Smartway program, which promotes cost effective and environmentally efficient freight transportation.

Community Giving

The Company also has two existing programs focusing on the community: the Callaway Golf Company Foundation and the Callaway Golf Company Employee Community Giving Program. Through these programs the Company and its employees are able to give back to the community through monetary donations and by providing community services. Information on both of these programs is available on the Company's website www.callawaygolf.com.

Intellectual Property

The Company is the owner of approximately 3,500 U.S. and foreign trademark registrations and over 1,600 U.S. and foreign patents relating to the Company's products, product designs, manufacturing processes and research and development concepts. Other patent and trademark applications are pending and await registration. In addition, the Company owns various other protectable rights under copyright, trade dress and other statutory and common laws. The Company's intellectual property rights are very important to the Company, and the Company seeks to protect such rights through the registration of trademarks and utility and design patents, the maintenance of trade secrets and the creation of trade dress. When necessary and appropriate, the Company enforces its rights through litigation.

Information regarding current litigation matters in connection with intellectual property is contained in Note 12 "Commitments & Contingencies—Legal Matters" in the Notes to Consolidated Financial Statements in this Form 10-K. The Company's patents are generally in effect for up to 20 years from the date of the filing of the patent application. The Company's trademarks are generally valid as long as they are in use and their registrations are properly maintained and have not been found to become generic. For certain risks associated with intellectual property, see "Risk Factors" contained in Item 1A.

Licensing

The Company, in exchange for a royalty fee, licenses its trademarks and service marks to third parties for use on products such as golf apparel and footwear, and practice aids. With respect to its line of golf apparel, the Company has current licensing arrangements with Perry Ellis International for a complete line of men's and women's apparel for distribution in certain retail channels in the United States, Canada, Latin America, Europe, Middle East and Africa. With respect to OGIO-branded bags, the Company has a licensing arrangement with SanMar Corporation for OGIO products and SanMar-designed, OGIO-branded products for distribution in the corporate channel in the United States, Canada and Mexico. In addition, the Company licenses its trademark to its joint venture in Japan for a full line of Callaway Golf apparel, footwear and other select items. With respect to the footwear lines, the Company has a licensing arrangement with Klone Lab, LLC for a complete line of men's and women's golf footwear for distribution in certain retail channels in the United States and Canada.

In addition, the Company has also licensed its trademarks to, among others, (i) IZZO Golf for practice aids and sunglasses and (ii) Walman Optical for a line of prescription Callaway eyewear.

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Employees

As of December 31, 2018 and 2017, the Company and its subsidiaries had approximately 2,400 and 2,100 full-time and part-time employees, respectively. The increase in the Company's headcount was primarily due to business growth in 2018. The Company employs temporary manufacturing workers as needed based on labor demands that fluctuate with the Company's seasonality.

The Company's golf ball manufacturing employees in Chicopee, Massachusetts are unionized and are covered under a collective bargaining agreement, which expires on September 30, 2022. In addition, certain of the Company's production employees in Australia and Mexico are also unionized. The Company considers its employee relations to be good.

Executive Officers of the Registrant

Biographical information concerning the Company's executive officers is set forth below.

Name	Age	Position(s) Held
Oliver G. Brewer III	55	President and Chief Executive Officer, Director
Brian P. Lynch	57	Executive Vice President, Chief Financial Officer
Glenn Hickey	57	Executive Vice President, Callaway Golf
Mark F. Leposky	54	Executive Vice President, Global Operations
Richard H. Arnett	48	Executive Vice President, Global Marketing & Callaway Brands
Melody Harris-Jensbach	57	CEO, Jack Wolfskin

Oliver G. Brewer III is a Director and President and Chief Executive Officer of the Company and has served in such capacity since March 2012. Since 2012 Mr. Brewer has served as a Director of Topgolf International, Inc. in which Callaway Golf has a minority ownership interest. Additionally, Mr. Brewer serves on the National Golf Foundation's Board. Before joining Callaway Golf, Mr. Brewer served as the President and Chief Executive Officer of Adams Golf, Inc. beginning in January 2002. He was President and Chief Operating Officer of Adams Golf from August 2000 to January 2002 and Senior Vice President of Sales and Marketing of Adams Golf from September 1998 to August 2000. Mr. Brewer also served on the Board of Directors of Adams Golf from 2000 until his resignation effective February 2012. Mr. Brewer has an M.B.A. from Harvard University and a B.S. in Economics from the College of William and Mary.

Brian P. Lynch is Executive Vice President and Chief Financial Officer of the Company and has served in such capacity since January 2019. He served as the Company's Senior Vice President, General Counsel and Corporate Secretary commencing in June 2012 before being appointed the additional role of Interim Chief Financial Officer in April 2017 and Chief Financial Officer in July 2017. Mr. Lynch is responsible for the Company's finance, accounting, law, information technology, corporate audit, and compliance functions. Mr. Lynch serves on the Board of Directors of the Callaway Golf Foundation. Mr. Lynch also formerly served as the Company's Chief Ethics Officer from 2012 to 2018. Mr. Lynch first joined Callaway Golf in December 1999 as Senior Corporate Counsel and was appointed Associate General Counsel and Assistant Secretary in April 2005 and Vice President and Corporate Secretary in November 2008. Mr. Lynch received a J.D. from the University of Pittsburgh and a B.A. in Economics from Franklin and Marshall College.

Glenn Hickey is Executive Vice President, Callaway Golf and has served in such capacity since January 2019. Mr. Hickey leads the Company's golf business for the three primary global regions, namely the Americas, Europe, Middle East and Asia. Mr. Hickey joined Callaway Golf in 1991 and was a top-producing Inside Sales Representative for seven years prior to being promoted to Inside Sales - National Account Manager in March 1997, Regional Sales Manager - East U.S. in November 2002, Director of Special Markets in June 2006, Vice President, Special Markets and Mass Merchants in August 2008, and Senior Vice President, Americas Sales in July 2012. Prior to joining Callaway Golf, Mr. Hickey was a bond trader for four years in the Los Angeles and New York offices of First Interstate Bank through its transition to Wedbush Securities. He completed a Financial Analysis for Non-Financial Managers certification from the University of Chicago, Graduate School of Business. He currently serves as a board member for the San Diego Junior Golf Association. Mr. Hickey received a B.S. in Business Administration from San Diego State University.

Mark F. Leposky is Executive Vice President of Global Operations and has served in this capacity since January 2019. He served as Senior Vice President, Global Operations since April 2012. Mr. Leposky is responsible for all areas of the Company's global manufacturing, program management, sourcing, logistics operations and strategy, and golf accessories. Prior to joining Callaway, Mr. Leposky served from 2005-2011 as co-founder, President and Chief Executive Officer of Gathering Storm Holding

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Company, LLC/ TMAX Gear LLC (collectively, “TMAX”), which, as exclusive licensee, designed, developed, manufactured, and distributed accessory products for TaylorMade-Adidas Golf. When the license agreement was terminated in 2011, TMAX exited the business and TMAX entered into a general assignment for the benefit of creditors. Prior to that, Mr. Leposky served in various operations roles for Fisher Scientific International, TaylorMade-Adidas Golf, the Coca-Cola Company and the United Parcel Service Company. Mr. Leposky began his career serving as a U.S. Army and Army National Guard Infantry Officer (Rank Major). Mr. Leposky received an M.B.A. from the Keller Graduate School of Management and a B.S. in Industrial Technology from Southern Illinois University.

Richard H. Arnett is the Executive Vice President of Global Marketing and Callaway Brands and has served in such capacity since January 2019 with responsibility for global Marketing, OGIO, Callaway Golf Interactive, TravisMathew and Jack Wolfskin’s North America operations. Prior to 2019 Mr. Arnett served as Senior Vice President of Global Marketing and President of OGIO which was acquired in January 2017. Since June 2012, Mr. Arnett has led the Company’s global marketing, communications and go-to-market functions, while also overseeing its category management function. Prior to joining Callaway, Mr. Arnett served as Vice President of Global Marketing, TaylorMade, Adidas and Ashworth Golf, and prior to TaylorMade he served in a marketing leadership role at Russell Corporation. Mr. Arnett received an M.B.A. from Duke University and a B.A. in English from Emory University.

Melody Harris-Jensbach is Chief Executive Officer, Jack Wolfskin. Ms. Harris-Jensbach joined Jack Wolfskin as Chief Executive Officer in November 2014, and joined the Company upon its acquisition of Jack Wolfskin in January 2019. Ms. Harris-Jensbach has more than 30 years of experience in the fashion and sportswear industry worldwide with a strong global perspective on marketplaces, products and consumer-led businesses. Prior to Jack Wolfskin, Ms. Harris-Jensbach was Chief Product and Design Officer at Esprit from January 2012 through November 2013, Vice Chairman and Chief Product Officer at Puma from January 2008 through December 2011, and Creative Director Women’s, and Global Business Manager Women’s Casual at Esprit from August 1998 through December 2007. She previously was Chief Design Director at various international brands including Laurel in the Escada Group and Viventy by Bernd Berger. Ms. Harris-Jensbach holds a Bachelor of Fine Arts in Fashion Design from the Parsons School of Design at The New School, in New York City.

Information with respect to the Company’s employment agreements with its Chief Executive Officer, Chief Financial Officer and other three most highly compensated executive officers will be contained in the Company’s definitive Proxy Statement in connection with the 2019 Annual Meeting of Shareholders. In addition, copies of the employment agreements for all the executive officers are included as exhibits to this report.

Access to SEC Filings through Company Website

Interested readers can access the Company’s annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) through the Investor Relations section of the Company’s website at www.callawaygolf.com. These reports can be accessed free of charge from the Company’s website as soon as reasonably practicable after the Company electronically files such materials with, or furnishes them to the Commission. In addition, the Company’s Corporate Governance Guidelines, Code of Conduct and the written charters of the committees of the Board of Directors are available in the Corporate Governance portion of the Investor Relations section of the Company’s website and are available in print to any shareholder who requests a copy. The information contained on the Company’s website shall not be deemed to be incorporated into this report.

Item 1A. Risk Factors

Certain Factors Affecting Callaway Golf Company

The Company’s business, operations and financial condition are subject to various risks and uncertainties. The Company urges you to carefully consider the risks and uncertainties described below, together with all of the other information in this Annual Report on Form 10-K, including those risks set forth under the heading entitled “Important Notice to Investors Regarding Forward-Looking Statements,” and in other documents that the Company files with the Commission, before making any investment decision with respect to the Company’s securities. If any of the risks or uncertainties actually occur or develop, the Company’s business, financial condition, results of operations and future growth prospects could be adversely affected. Under these circumstances, the trading prices of the Company’s

securities could decline, and you could lose all or part of your investment in the Company's securities.

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Risks Related to the Company's Industry and Business

A reduction in the number of rounds of golf played or in the number of golf participants could adversely affect the Company's sales.

The Company generates a large majority of its revenues from the sale of golf-related products, including golf clubs, golf balls and golf accessories. The demand for golf-related products in general, and golf balls in particular, is directly related to the number of golf participants and the number of rounds of golf being played by these participants. If golf participation continues to decrease or the number of rounds of golf played decreases, sales of the Company's products may be adversely affected. In the future, the overall dollar volume of the market for golf-related products may not grow or may decline.

In addition, the demand for golf products is also directly related to the popularity of magazines, cable channels and other media dedicated to golf, television coverage of golf tournaments and attendance at golf events. The Company depends on the exposure of its products through advertising and the media or at golf tournaments and events. Any significant reduction in television coverage of, or attendance at, golf tournaments and events or any significant reduction in the popularity of golf magazines or golf television channels, could reduce the visibility of the Company's brand and could adversely affect the Company's sales.

The Company may have limited opportunities for future growth in sales of golf clubs and golf balls.

In order for the Company to significantly grow its sales of golf clubs or golf balls, the Company must either increase its share of the market for golf clubs or golf balls, develop markets in geographic regions historically underrepresented by the Company's products, or the overall market for golf clubs or golf balls must grow. The Company already has a significant share of worldwide sales of golf clubs and golf balls and the golf industry is very competitive. As such, gaining incremental market share quickly or at all is difficult. Therefore, opportunities for additional market share may be limited given the challenging competitive nature of the golf industry, and the overall dollar volume of worldwide sales of golf clubs or golf balls may not grow or may decline.

Unfavorable economic conditions could have a negative impact on consumer discretionary spending and therefore negatively impact the Company's results of operations, financial condition and cash flows.

The Company's golf-related products are recreational in nature and are therefore discretionary purchases for consumers. Consumers are generally more willing to make discretionary purchases of golf products during favorable economic conditions and when consumers are feeling confident and prosperous. Discretionary spending is also affected by many other factors, including general business conditions, interest rates, the availability of consumer credit, taxes and consumer confidence in future economic conditions. Purchases of the Company's products could decline during periods when disposable income is lower, or during periods of actual or perceived unfavorable economic conditions. A significant or prolonged decline in general economic conditions or uncertainties regarding future economic prospects that adversely affect consumer discretionary spending, whether in the United States or in the Company's international markets, could result in reduced sales of the Company's products, which in turn would have a negative impact on the Company's results of operations, financial condition and cash flows.

A severe or prolonged economic downturn could adversely affect the Company's customers' financial condition, their levels of business activity and their ability to pay trade obligations.

The Company primarily sells its products to retailers directly and through wholly-owned domestic and foreign subsidiaries, and to foreign distributors. The Company performs ongoing credit evaluations of its customers' financial condition and generally requires no collateral from these customers. However, a severe or prolonged downturn in the general economy could adversely affect the retail market which in turn, would negatively impact the liquidity and cash flows of the Company's customers, including the ability of such customers to obtain credit to finance purchases of the Company's products and to pay their trade obligations. This could result in increased delinquent or uncollectible accounts for some of the Company's customers. A failure by the Company's customers to pay on a timely basis a significant portion of outstanding account receivable balances would adversely impact the Company's results of operations, financial condition and cash flows.

The Company faces intense competition in each of its markets and if it is unable to maintain a competitive advantage, loss of market share, revenue, or profitability may result.

Golf Clubs. The golf club business is highly competitive, and is served by a number of well-established and well-financed companies with recognized brand names. New product introductions, price reductions, consignment sales, extended payment terms, “closeouts,” including closeouts of products that were recently commercially successful, and significant tour and advertising spending by competitors continue to generate intense market competition. Furthermore, continued downward pressure on pricing in the market for new clubs could have a significant adverse effect on the Company’s pre-owned club business as the gap narrows

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between the cost of a new club and a pre-owned club. Successful marketing activities, discounted pricing, consignment sales, extended payment terms or new product introductions by competitors could negatively impact the Company's future sales.

Golf Balls. The golf ball business is also highly competitive. There are a number of well-established and well-financed competitors, including one competitor with an estimated U.S. market share of over 50%. The Company's competitors continue to incur significant costs in the areas of advertising, tour and other promotional support. The Company believes that to be competitive, the Company also needs to continue to incur significant expenses in tour, advertising and promotional support. Unless there is a change in competitive conditions, these competitive pressures and increased costs will continue to adversely affect the profitability of the Company's golf ball business.

Gear, Accessories and Other. The Company's accessories include golf bags, golf gloves, golf footwear, golf apparel and other items, as well as non-golf related apparel and other items under the OGIO, TravisMathew and Jack Wolfskin brand names. The Company faces significant competition in every region with respect to each of these product categories. In most cases, the Company is not the market leader with respect to its accessory markets. The Company's expanding apparel business, and operation of related retail locations, is subject to various risks and uncertainties, and the Company's growth and strategic plans may not be fully realized.

The Company has been expanding its focus over the last several years to include soft goods and apparel, in addition to its core golf business, primarily through the acquisitions of OGIO and TravisMathew in 2017 and Jack Wolfskin in January 2019. Jack Wolfskin is an international, premium outdoor apparel, footwear and equipment brand, and it designs products targeted at the active outdoor and urban outdoor customer categories. The scale and global scope of the Jack Wolfskin acquisition involves various risks and uncertainties described throughout this Annual Report on Form 10-K, including in this "Risk Factors" section, as well as the following:

• Maintaining its market share in its key markets such as Germany, Austria and Switzerland and China in the face of increasing competition and new competitors;

• Difficulties in developing the Jack Wolfskin brand in the North American and other target markets;

• Significant competition from existing premium outdoor apparel companies in target markets;

• Continually changing consumer preferences; and

• Difficulties in managing or realizing sustainable profitability from Jack Wolfskin's large global franchise system, consisting of hundreds of franchised locations.

Additionally, as a result of the Company's golf apparel joint venture in Japan in July 2016 and the acquisitions of TravisMathew in August 2017 and Jack Wolfskin in January 2019, the Company now maintains over 150 retail locations around the world. The Company's retail operations are subject to various factors that pose risks and uncertainties and which could adversely impact the Company's financial condition and operating results. Such factors include, but are not limited to, macro-economic factors that could have an adverse effect on retail activity generally; the Company's ability to successfully manage retail operations and a disparate retail workforce across various jurisdictions; to manage costs associated with retail store operations and fluctuations in the value of retail inventory; to manage relationships with existing retail partners; and to obtain and renew leases in quality retail locations at a reasonable cost and on reasonable and customary terms.

If the Company fails to realize the expected benefits from its expansion into soft goods and apparel or is unsuccessful in its operation of its retail locations, the Company's growth and strategic plans may not be fully realized, and its business, financial condition and results of operations could be adversely affected.

If the Company is unable to successfully manage the frequent introduction of new products that satisfy changing consumer preferences, it could significantly and adversely impact its financial performance and prospects for future growth.

The Company's main golf equipment products, like those of its competitors, generally have life cycles of two years or less, with sales occurring at a much higher rate in the first year than in the second. Factors driving these short product life cycles include the rapid introduction of competitive products and consumer demands for the latest technology. In this marketplace, a substantial portion of the Company's annual revenues is generated each year by products that are in their first year of their product life cycle. The Company's expanding apparel business is also subject to similar pressures in terms of changing consumer preferences on a global level and the Company's ability to timely introduce

products that anticipate and/or satisfy such preferences.

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These marketplace conditions raise a number of issues that the Company must successfully manage. For example, the Company must properly anticipate consumer preferences and design products that meet those preferences while also complying with significant restrictions imposed on golf equipment by the Rules of Golf (see further discussion of the Rules of Golf below) or its new products will not achieve sufficient market success to compensate for the usual decline in sales experienced by products already in the market. Second, the Company's research and development and supply chain groups face constant pressures to design, develop, source and supply new products that perform better than their predecessors many of which incorporate new or otherwise untested technology, suppliers or inputs. Third, for new products to generate equivalent or greater revenues than their predecessors, they must either maintain the same or higher sales levels with the same or higher pricing, or exceed the performance of their predecessors in one or both of those areas. Fourth, the relatively short window of opportunity for launching and selling new products requires great precision in forecasting demand and assuring that supplies are ready and delivered during the critical selling periods. Finally, the rapid changeover in products creates a need to monitor and manage the closeout of older products both at retail and in the Company's own inventory. Should the Company not successfully manage the frequent introduction of new products that satisfy consumer demand, the Company's results of operations, financial condition and cash flows could be significantly adversely affected.

The Company's golf club, golf ball, and gear and accessories business has a concentrated customer base. The loss of one or more of the Company's top customers could have a significant effect on the Company's golf club, golf ball, and gear and accessories sales.

On a consolidated basis, no single customer accounted for more than 10% of the Company's consolidated revenues in both 2018 and 2017, and 8% in 2016. The Company's top five customers accounted for approximately 22% of the Company's consolidated revenues in each of 2018 and 2016, and 21% of the Company's consolidated revenues in 2017.

With respect to the Company's segments, the Company's top five

Golf Club customers accounted for approximately 25%, 20% and 26% of total consolidated Golf Club sales in 2018, 2017 and 2016, respectively;

Golf Ball customers accounted for approximately 29%, 30% and 28% of total consolidated Golf Ball sales in 2018, 2017 and 2016, respectively; and

Gear and Accessories customers accounted for approximately 19%, 15% and 18% of total consolidated Gear and Accessories sales in 2018, 2017 and 2016, respectively.

A loss of one or more of these customers could have a significant effect on the Company's net sales.

Consolidation of retailers or concentration of retail market share among a few retailers may increase and concentrate the Company's credit risk, putting pressure on its margins and its ability to sell products.

The off course golf equipment retail markets in some countries, including the United States, are dominated by a few large retailers. Certain of these retailers have in the past increased their market share and may continue to do so in the future by expanding through acquisitions and construction of additional stores. Industry consolidation has occurred in recent years, and additional consolidation is possible. These situations may result in a concentration of the Company's credit risk with respect to its sales to such retailers, and, if any of these retailers were to experience a shortage of liquidity or other financial difficulties, or file for bankruptcy, it would increase the risk that their outstanding payables to the Company may not be paid. This consolidation may also result in larger retailers gaining increased leverage, which may impact the Company's margins. In addition, increasing market share concentration among one or a few retailers in a particular country or region increases the risk that if any one of them substantially reduces their purchases of the Company's products, the Company may be unable to find a sufficient number of other retail outlets for the Company's products to sustain the same level of sales. Any reduction in sales by the Company's retailers could materially adversely affect the Company's business, financial condition and results of operations.

The Company's business depends on strong brands, and if the Company is not able to maintain and enhance the Company's brands, its sales may be adversely affected.

The Company's brands have worldwide recognition, and the Company's success depends in large part on its ability to maintain and enhance its brand image and reputation. Maintaining, promoting and enhancing the Company's brands may require the Company to make substantial investments in areas such as product innovation, product quality,

intellectual property protection, marketing and employee training, and these investments may not have the desired impact on the Company's brand image and reputation. The Company's business could be adversely impacted if the Company fails to achieve any of these objectives or if the reputation

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or image of any of the Company's brands is tarnished or receives negative publicity. In addition, adverse publicity about regulatory or legal action against the Company could damage its reputation and brand image, undermine consumer confidence in the Company and reduce long term demand for its products, even if the regulatory or legal action is unfounded or not material to its operations. Also, as the Company seeks to grow its presence in existing, and expand into new, geographic or product markets, consumers in these markets may not accept the Company's brand image and may not be willing to pay a premium to purchase the Company's products as compared to other brands. The Company anticipates that as it continues to grow its presence in existing markets and expand into new markets, further developing the Company's brands may become increasingly difficult and expensive. If the Company is unable to maintain or further develop the image of the Company's brands, it could materially adversely affect the Company's business, financial condition and results of operations.

International political instability and terrorist activities may decrease demand for the Company's products and disrupt its business.

Terrorist activities and armed conflicts could have an adverse effect on the United States or worldwide economy and could cause decreased demand for the Company's products as consumers' attention and interests are diverted from golf and become focused on issues relating to these events. If such events disrupt domestic or international air, ground or sea shipments, or the operation of the Company's manufacturing facilities, the Company's ability to obtain the materials necessary to manufacture its products and to deliver customer orders would be harmed, which would have a significant adverse effect on the Company's results of operations, financial condition and cash flows. Such events can also negatively impact tourism, which could adversely affect the Company's sales to retailers at resorts and other vacation destinations. In addition, the occurrence of political instability and/or terrorist activities generally restricts travel to and from the affected areas, making it more difficult in general to manage the Company's international operations.

The Company's business could be harmed by the occurrence of natural disasters or pandemic diseases.

The occurrence of a natural disaster, such as an earthquake, tsunami, fire, flood or hurricane, or the outbreak of a pandemic disease, could significantly adversely affect the Company's business. A natural disaster or a pandemic disease could significantly adversely affect both the demand for the Company's products as well as the supply of the components used to make the Company's products. Demand for golf products also could be negatively affected as consumers in the affected regions restrict their recreational activities and as tourism to those areas declines. If the Company's suppliers experienced a significant disruption in their business as a result of a natural disaster or pandemic disease, the Company's ability to obtain the necessary components to make its products could be significantly adversely affected. In addition, the occurrence of a natural disaster or the outbreak of a pandemic disease generally restricts travel to and from the affected areas, making it more difficult in general to manage the Company's international operations.

The Company's business and operating results are subject to seasonal fluctuations, which could result in fluctuations in its operating results and stock price.

The Company's business is subject to seasonal fluctuations. The Company's first-quarter sales generally represent the Company's sell-in to the golf retail channel of its golf club products for the new golf season. The Company's second and third-quarter sales generally represent reorder business for golf clubs. Sales of golf clubs during the second and third quarters are significantly affected not only by the sell-through of the Company's products that were sold into the channel during the first quarter but also by the sell-through of products by the Company's competitors. Retailers are sometimes reluctant to reorder the Company's products in significant quantities when they already have excess inventory of products of the Company or its competitors. The Company's sales of golf balls are generally associated with the level of rounds played in the areas where the Company's products are sold. Therefore, golf ball sales tend to be greater in the second and third quarters, when the weather is good in most of the Company's key regions and the number of rounds played increase. Golf ball sales are also stimulated by product introductions as the retail channel takes on initial supplies. Like those of golf clubs, reorders of golf balls depend on the rate of sell-through. The Company's golf-related sales during the fourth quarter are generally significantly less than those of the other quarters because in many of the Company's key regions fewer people are playing golf during that time of year due to cold weather. Furthermore, the Company generally announces its new golf product line in the fourth quarter to allow

retailers to plan for the new golf season. Such early announcements of new products could cause golfers, and therefore the Company's customers, to defer purchasing additional golf equipment until the Company's new products are available. Such deferments could have a material adverse effect on sales of the Company's current products or result in closeout sales at reduced prices.

The Company's expanding apparel business is expected to experience stronger revenue during different times of the year than the Company's golf-related business. The Company's newly acquired Jack Wolfskin business focuses primarily on outerwear

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and consequently experiences stronger sales for such products during the cold-weather months and the corresponding prior sell-in periods.

The seasonality of the Company's business could be exacerbated by the adverse effects of unusual or severe weather conditions as well as by severe weather conditions caused by climate change on the Company's business.

Due to the seasonality of the Company's business, the Company's business can be significantly adversely affected by unusual or severe weather conditions and by severe weather conditions caused by climate change. Unfavorable weather conditions generally result in fewer golf rounds played, which generally results in reduced demand for all golf products, and in particular, golf balls. Furthermore, catastrophic storms can negatively affect golf rounds played both during the storms and afterward, as storm damaged golf courses are repaired and golfers focus on repairing the damage to their homes, businesses and communities. The Company's apparel business may also be adversely impacted by weather conditions, such as an unusually warm or short winter period. Consequently, sustained adverse weather conditions could materially affect the Company's sales.

Changes in equipment standards under applicable Rules of Golf could adversely affect the Company's business.

The Company seeks to have its new golf club and golf ball products satisfy the standards published by the USGA and The R&A in the Rules of Golf because these standards are generally followed by golfers, both professional and amateur, within their respective jurisdictions. The USGA publishes rules that are generally followed in the United States, Canada and Mexico, and The R&A publishes rules that are generally followed in most other countries throughout the world. However, the Rules of Golf as published by The R&A and the USGA are virtually the same and are intended to be so pursuant to a Joint Statement of Principles issued in 2001.

In the future, existing USGA and/or R&A standards may be altered in ways that adversely affect the sales of the Company's current or future products. If a change in rules were adopted and caused one or more of the Company's current or future products to be nonconforming, the Company's sales of such products would be adversely affected. The Company's sales and business could be materially and adversely affected if professional golfers do not endorse or use the Company's products.

The Company establishes relationships with professional athletes, celebrities and other endorsers in order to evaluate and promote Callaway Golf, Odyssey, OGIO and TravisMathew branded products. The Company has entered into endorsement arrangements with members of the various professional tours, including the Champions Tour, the PGA Tour, the LPGA Tour, the PGA European Tour, the Japan Golf Tour and the Web.com Tour. While most endorsers fulfill their contractual obligations, some have been known to stop using a sponsor's products despite contractual commitments. If certain of the Company's endorsers were to stop using the Company's products contrary to their endorsement agreements, the Company's business could be adversely affected in a material way by the negative publicity or lack of endorsement.

The Company believes that professional usage of its golf clubs and golf balls contributes to retail sales. The Company therefore spends a significant amount of money to secure professional usage of its products. Many other companies, however, also aggressively seek the patronage of these professionals and offer many inducements, including significant cash incentives and specially designed products. There is a great deal of competition to secure the representation of tour professionals. As a result, it is expensive to attract and retain such tour professionals. The inducements offered by other companies could result in a decrease in usage of the Company's products by professional golfers or limit the Company's ability to attract other tour professionals. A decline in the level of professional usage of the Company's products, or a significant increase in the cost to attract or retain endorsers, could have a material adverse effect on the Company's sales and business.

Any significant changes in U.S. trade, tax or other policies that restrict imports or increase import tariffs could have a material adverse effect on the Company's results of operations.

A significant amount of the Company's products are manufactured in Mexico, China and other regions outside of the United States. The Trump administration has called for substantial changes to U.S. trade and tax policies, which may include import restrictions, increased import tariffs and/or changes in U.S. participation in multilateral trade agreements such as the North American Free Trade Agreement (NAFTA) and any successor agreements, such as the United States-Mexico-Canada Agreement (USMCA). Restrictions on imports could prevent or make it difficult or more expensive for the Company to obtain the components needed for new products which would affect the

Company's sales. Increased tariffs would require the Company to increase its prices which likely would decrease customer demand for its products. Other countries might retaliate through the imposition of their own restrictions and or increased tariffs which would affect the Company's ability to export products and therefore adversely

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affect its sales. Any significant changes in current U.S. trade, tax or other policies could have a material adverse effect upon the Company's results of operations.

Risks Related to Operations, Manufacturing, and Technology

The Company has significant international operations and is exposed to risks associated with doing business globally. The Company sells and distributes its products directly in many key international markets in Europe, Asia, North America and elsewhere around the world. These activities have resulted and will continue to result in investments in inventory, accounts receivable, employees, corporate infrastructure and facilities. In addition, there are a limited number of suppliers of golf club components in the United States, and the Company is dependent on suppliers and vendors located outside of the United States. The operation of foreign distribution in the Company's international markets, as well as the management of relationships with international suppliers and vendors, will continue to require the dedication of management and other Company resources. The Company manufactures most of its products outside of the United States.

As a result of this international business, the Company is exposed to increased risks inherent in conducting business outside of the United States. These risks include the following:

- Adverse changes in foreign currency exchange rates can have a significant effect upon the Company's results of operations, financial condition and cash flows;
- Increased difficulty in protecting the Company's intellectual property rights and trade secrets;
- Unexpected government action or changes in legal or regulatory requirements;
- Social, economic or political instability;
- The effects of any anti-American sentiments on the Company's brands or sales of the Company's products;
- Increased difficulty in ensuring compliance by employees, agents and contractors with the Company's policies as well as with the laws of multiple jurisdictions, including but not limited to the U.S. Foreign Corrupt Practices Act, local international environmental, health and safety laws, and increasingly complex regulations relating to the conduct of international commerce;
- Increased difficulty in controlling and monitoring foreign operations from the United States, including increased difficulty in identifying and recruiting qualified personnel for its foreign operations; and
- Increased exposure to interruptions in air carrier or ship services.

Any significant adverse change in these and other circumstances or conditions relating to international operations could have a significant adverse effect on the Company's operations, financial performance and condition.

Any difficulties from strategic acquisitions that the Company pursues or consummates, including its recent acquisition of Jack Wolfskin, could adversely affect its business, financial condition and results of operations.

The Company may acquire companies, businesses and products that complement or augment its existing business. For example, in January 2019, the Company completed the acquisition of Jack Wolfskin. The Company may not be able to integrate this business or any other business that it may acquire in the future successfully or operate such acquired business profitably. Integrating any newly acquired business could be expensive and time-consuming. Integration efforts often take a significant amount of time, place a significant strain on managerial, operational and financial resources and could prove to be more difficult or expensive than predicted. The diversion of management's attention and any delay or difficulties encountered in connection with any such acquisitions could result in the disruption of on-going business or inconsistencies in standards and controls that could negatively affect the Company's ability to maintain third-party relationships. Moreover, the Company incurred substantial indebtedness to finance the Jack Wolfskin acquisition and may need to raise additional funds through public or private debt or equity financing, or issue additional shares, to acquire any future businesses or products, which may result in dilution for stockholders or the incurrence of indebtedness.

As part of the Company's efforts to acquire companies, business or products or to enter into other significant transactions, the Company conducts business, legal and financial due diligence with the goal of identifying and evaluating material risks involved in the transaction. Despite the Company's efforts, the Company ultimately may be unsuccessful in ascertaining or evaluating all such risks and, as a result, might not realize the intended advantages of the transaction. If the Company fails to realize the expected benefits from previous acquisitions or other acquisitions it may consummate in the future, whether as a result of unidentified risks, integration difficulties, litigation with current

or former employees and other events, the Company's business, financial condition and results of operations could be adversely affected.

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The Company has significant international sales and purchases, and unfavorable changes in foreign currency exchange rates could have a significant negative impact on the Company's results of operations.

A significant portion of the Company's purchases and sales is international. In 2019, more than half of the Company's sales are expected to occur outside of the United States. As a result, the Company conducts transactions in various currencies worldwide. Following the completion of the Jack Wolfskin acquisition in January 2019, the Company continues to expect its international business, and the number of transactions that it conducts in foreign currencies, to expand. Conducting business in such currencies exposes the Company to fluctuations in foreign currency exchange rates relative to the U.S. dollar.

The Company's financial results are reported in U.S. dollars, and as a result, transactions conducted in foreign currencies must be translated into U.S. dollars for reporting purposes based upon the applicable foreign currency exchange rates. Fluctuations in these foreign currency exchange rates therefore may positively or negatively affect the Company's reported financial results and can significantly affect period-over-period comparisons.

The effect of the translation of foreign currencies on the Company's financial results can be significant. The Company therefore engages in certain hedging activities to mitigate the annual impact of the translation of foreign currencies on the Company's financial results. The Company's hedging activities can reduce, but will not eliminate, the effects of foreign currency fluctuations. The extent to which the Company's hedging activities mitigate the effects of foreign currency translation varies based upon many factors, including the amount of transactions being hedged. Other factors that could affect the effectiveness of the Company's hedging activities include accuracy of sales forecasts, volatility of currency markets and the availability of hedging instruments. Since the hedging activities are designed to reduce volatility, they not only reduce the negative impact of a stronger U.S. dollar but also reduce the positive impact of a weaker U.S. dollar. The Company's future financial results could be significantly affected by the value of the U.S. dollar in relation to the foreign currencies in which the Company conducts business.

Foreign currency fluctuations can also affect the prices at which products are sold in the Company's international markets. The Company therefore adjusts its pricing based in part upon fluctuations in foreign currency exchange rates. Significant unanticipated changes in foreign currency exchange rates make it more difficult for the Company to manage pricing in its international markets. If the Company is unable to adjust its pricing in a timely manner to counteract the effects of foreign currency fluctuations, the Company's pricing may not be competitive in the marketplace and the Company's financial results in its international markets could be adversely affected.

If the Company inaccurately forecasts demand for its products, it may manufacture either insufficient or excess quantities, which, in either case, could adversely affect its financial performance.

The Company plans its manufacturing capacity based upon the forecasted demand for its products. Forecasting the demand for the Company's products is very difficult given the manufacturing lead time and the amount of specification involved. For example, the Company must forecast well in advance not only how many drivers it will sell, but also (1) the quantity of each driver model, (2) the quantity of the different lofts in each driver model, and (3) for each driver model and loft, the number of left handed and right handed versions. Forecasting demand for specific apparel products can also be challenging due to changing consumer preferences and competitive pressures. The nature of the Company's business makes it difficult to adjust quickly its manufacturing capacity if actual demand for its products exceeds or is less than forecasted demand. If actual demand for its products exceeds the forecasted demand, the Company may not be able to produce sufficient quantities of new products in time to fulfill actual demand, which could limit the Company's sales and adversely affect its financial performance. On the other hand, if actual demand is less than the forecasted demand for its products, the Company could produce excess quantities, resulting in excess inventories and related obsolescence charges that could adversely affect the Company's financial performance.

The Company depends on single source or a limited number of suppliers for some of the components of its products, and the loss of any of these suppliers could harm its business.

The Company is dependent on a limited number of suppliers for its clubheads and shafts, some of which are single sourced. Furthermore, some of the Company's products require specially developed manufacturing techniques and processes which make it difficult to identify and utilize alternative suppliers quickly. In addition, many of the Company's suppliers are not well capitalized and prolonged unfavorable economic conditions could increase the risk that they will go out of business. If current suppliers are unable to deliver clubheads, shafts or other components, or if

the Company is required to transition to other suppliers, the Company could experience significant production delays or disruption to its business. The Company also depends on a single or a limited number of suppliers for the materials it uses to make its golf balls. Many of these materials are customized for the Company. Any delay or interruption in such supplies could have a material adverse impact on the Company's golf ball business. If the Company

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experiences any such delays or interruptions, the Company may not be able to find adequate alternative suppliers at a reasonable cost or without significant disruption to its business.

A significant disruption in the operations of the Company's golf club assembly and golf ball manufacturing and assembly facilities could have a material adverse effect on the Company's sales, profitability and results of operations. A significant disruption at any of the Company's golf club or golf ball manufacturing facilities or distribution centers in the United States or in regions outside the United States could materially and adversely affect the Company's sales, profitability and results of operations.

A disruption in the service or a significant increase in the cost of the Company's primary delivery and shipping services for its products and component parts or a significant disruption at shipping ports could have a material adverse effect on the Company's business.

The Company uses United Parcel Service ("UPS") for substantially all ground shipments of products to its U.S. customers. The Company uses air carriers and ocean shipping services for most of its international shipments of products. Furthermore, many of the components the Company uses to build its golf clubs, including clubheads and shafts, are shipped to the Company via air carrier and ship services. If there is any significant interruption in service by such providers or at airports or shipping ports, the Company may be unable to engage alternative suppliers or to receive or ship goods through alternate sites in order to deliver its products or components in a timely and cost-efficient manner. As a result, the Company could experience manufacturing delays, increased manufacturing and shipping costs and lost sales as a result of missed delivery deadlines and product demand cycles. Any significant interruption in UPS services, air carrier services, ship services or at airports or shipping ports could have a material adverse effect on the Company's business. Furthermore, if the cost of delivery or shipping services were to increase significantly and the additional costs could not be covered by product pricing, the Company's operating results could be materially adversely affected.

The cost of raw materials and components could affect the Company's operating results.

The materials and components used by the Company and its suppliers involve raw materials, including synthetic rubber, thermoplastics, zinc stearate, zinc oxide and lime stone for the manufacturing of the Company's golf balls, titanium alloys carbon fiber and steel for the assembly of the Company's golf clubs, and various fabrics used by suppliers in the Company's apparel business. Significant price fluctuations or shortages in such raw materials or components, including the costs to transport such materials or components, the uncertainty of currency fluctuations against the U.S. dollar, increases in labor rates, trade duties or tariffs, and/or the introduction of new and expensive raw materials, could materially adversely affect the Company's business, financial condition and results of operations. The Company may be subject to product warranty claims that require the replacement or repair of products sold. Such warranty claims could adversely affect the Company's results of operations and relationships with its customers.

The Company manufactures and/or distributes a variety of golf-related products and has a stated two-year warranty policy for its golf clubs. From time to time, such products may contain manufacturing defects or design flaws that are not detected prior to sale, particularly in the case of new product introductions or upon design changes to existing products. The failure to identify and correct manufacturing defects and product design issues prior to the sale of those products could result in product warranty claims that result in costs to replace or repair any such defective products. Because many of the Company's products are sold to retailers for broad consumer distribution and/or to customers who buy in large quantities, there could be significant costs associated with such product warranty claims, including the potential for customer dissatisfaction that may adversely affect the Company's reputation and relationships with its customers, which may result in lost or reduced sales.

Failure to adequately enforce the Company's intellectual property rights could adversely affect its reputation and sales. The golf club industry, in general, has been characterized by widespread imitation of popular club designs. The Company has an active program of monitoring, investigating and enforcing its proprietary rights against companies and individuals who market or manufacture counterfeits and "knockoff" products. The Company asserts its rights against infringers of its copyrights, patents, trademarks and trade dress. However, these efforts may not be successful in reducing sales of golf products by these infringers. Additionally, other golf club manufacturers may be able to produce successful golf clubs which imitate the Company's designs without infringing any of the Company's copyrights, patents, trademarks or trade dress. With respect to the Company's apparel business, counterfeits are known

to exist in the industry, including in the premium outdoor apparel segment within which

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Jack Wolfskin operates. The failure to prevent or limit such infringers or imitators could adversely affect the Company's reputation and sales.

The Company may become subject to intellectual property claims or lawsuits that could cause it to incur significant costs or pay significant damages or that could prohibit it from selling its products.

The Company's competitors also seek to obtain patent, trademark, copyright or other protection of their proprietary rights and designs for golf clubs, golf balls and other products. From time to time, third parties have claimed or may claim in the future that the Company's products infringe upon their proprietary rights. The Company evaluates any such claims and, where appropriate, has obtained or sought to obtain licenses or other business arrangements. To date, there have been no significant interruptions in the Company's business as a result of any claims of infringement.

However, in the future, intellectual property claims could force the Company to alter its existing products or withdraw them from the market or could delay the introduction of new products.

Various patents have been issued to the Company's competitors in the golf industry and these competitors may assert that the Company's golf products infringe their patent or other proprietary rights. If the Company's golf products are found to infringe third-party intellectual property rights, the Company may be unable to obtain a license to use such technology, and it could incur substantial costs to redesign its products, withdraw them from the market, and/or to defend legal actions.

The Company's brands may be damaged by the actions of its licensees.

The Company licenses its trademarks to third-party licensees who produce, market and sell their products bearing the Company's trademarks. The Company chooses its licensees carefully and imposes upon such licensees various restrictions on the products, and on the manner, on which such trademarks may be used. In addition, the Company requires its licensees to abide by certain standards of conduct and the laws and regulations of the jurisdictions in which they do business. However, if a licensee fails to adhere to these requirements, the Company's brands could be damaged. The Company's brands could also be damaged if a licensee becomes insolvent or by any negative publicity concerning a licensee or if the licensee does not maintain good relationships with its customers or consumers, many of which are also the Company's customers and consumers.

Sales of the Company's products by unauthorized retailers or distributors could adversely affect the Company's authorized distribution channels and harm the Company's reputation.

Some of the Company's products find their way to unauthorized outlets or distribution channels. This "gray market" for the Company's products can undermine authorized retailers and foreign wholesale distributors who promote and support the Company's products, and can injure the Company's image in the minds of its customers and consumers. On the other hand, stopping such commerce could result in a potential decrease in sales to those customers who are selling the Company's products to unauthorized distributors or an increase in sales returns over historical levels. While the Company has taken some lawful steps to limit commerce of its products in the "gray market" in both the United States and abroad, it has not stopped such commerce.

The Company relies on research & development, technical innovation and high quality products to successfully compete.

Technical innovation and quality control in the design and manufacturing process is essential to the Company's commercial success. Research and development plays a key role in the Company's technical innovation and competitive advantage. The Company relies upon experts in various fields to develop and test cutting edge performance products. While the Company believes it is at the forefront of golf equipment innovation, if the Company fails to continue to introduce technical innovation in its products, consumer demand for its products could decline, and if the Company experiences problems with the quality of its products, the Company may incur substantial brand damage and expense to remedy the problems, any of which could materially adversely affect its business, financial condition and results of operations.

The Company relies on complex information systems for management of its manufacturing, distribution, sales and other functions. If the Company's information systems fail to perform these functions adequately or if the Company experiences an interruption in their operation, including a breach in cyber security, its business and results of operations could suffer.

All of the Company's major operations, including manufacturing, distribution, sales and accounting, are dependent upon the Company's complex information systems. The Company's information systems are vulnerable to damage or interruption from:

• Earthquake, fire, flood, hurricane and other natural disasters;

• Power loss, computer systems failure, Internet and telecommunications or data network failure; and

• Hackers, computer viruses, software bugs or glitches.

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Any damage or significant disruption in the operation of such systems or the failure of the Company's information systems to perform as expected would disrupt the Company's business, which may result in decreased sales, increased overhead costs, excess inventory and product shortages and otherwise adversely affect the Company's reputation, operations, financial performance and condition.

Cyber-attacks, unauthorized access to, or accidental disclosure of, consumer personally-identifiable information including credit card information, that the Company collects through its websites may result in significant expense and negatively impact the Company's reputation and business.

There is heightened concern and awareness over the security of personal information transmitted over the Internet, consumer identity theft and user privacy. While the Company has implemented security measures, the Company's computer systems may nevertheless be susceptible to electronic or physical computer break-ins, viruses and other disruptions and security compromises. Any perceived or actual unauthorized or inadvertent disclosure of personally-identifiable information, whether through a compromise of the Company's network by an unauthorized party, employee theft, misuse or error or otherwise, could harm the Company's reputation, impair the Company's ability to attract website visitors, or subject the Company to claims or litigation arising from damages suffered by consumers, and adversely affect the Company's operations, financial performance and condition.

Risks Related to Regulations

Regulations related to "conflict minerals" require the Company to incur additional expenses and could limit the supply and increase the cost of certain metals used in manufacturing the Company's products.

The Commission's rules require disclosure related to sourcing of specified minerals, known as conflict minerals, that are necessary to the functionality or production of products manufactured or contracted to be manufactured by public companies. The rules require companies to, under specified circumstances, undertake due diligence, disclose and report whether or not such minerals originated from the Democratic Republic of Congo or an adjoining country. The Company's products may contain some of the specified minerals. As a result, the Company incurs additional expenses in connection with complying with the rules, including with respect to any due diligence that is required under the rules. In addition, the Commission's implementation of the rules could adversely affect the sourcing, supply and pricing of materials used in the Company's products. There may only be a limited number of suppliers offering "conflict free" conflict minerals, and the Company cannot be certain that it will be able to obtain necessary "conflict free" minerals from such suppliers in sufficient quantities or at competitive prices. Because the Company's supply chain is complex, the Company may also not be able to sufficiently verify the origins of the relevant minerals used in the Company's products through the due diligence procedures that the Company implements, which may harm the Company's reputation.

The Company could be adversely affected by any violations of the U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act, and other foreign anti-bribery laws.

The FCPA generally prohibits companies and their intermediaries from making improper payments to non-U.S. government officials for the purpose of obtaining or retaining business. Other countries in which the Company operates also have anti-bribery laws, some of which prohibit improper payments to government and non-government persons and entities, and others (e.g., the FCPA and the U.K. Bribery Act) extend their application to activities outside of their country of origin. The Company's policies mandate compliance with all applicable anti-bribery laws. In certain regions of the world, strict compliance with anti-bribery laws may conflict with local customs and practices. In addition, the Company may conduct business in certain regions through intermediaries over whom the Company has less direct control, such as subcontractors, agents, and partners (such as joint venture partners). Although the Company has implemented policies, procedures, and, in certain cases, contractual arrangements designed to facilitate compliance with these anti-bribery laws, the Company's officers, directors, employees, associates, subcontractors, agents, and partners may take actions in violation of the Company's policies, procedures, contractual arrangements, and anti-bribery laws. Any such violation, even if prohibited by the Company's policies, could subject the Company and such persons to criminal and/or substantial civil penalties or other sanctions, which could have a material adverse effect on the Company's business, financial condition, cash flows, and reputation.

The Company is subject to environmental, health and safety laws and regulations, which could subject the Company to liabilities, increase its costs or restrict its operations in the future.

The Company's properties and operations are subject to a number of environmental, health and safety laws and regulations in each of the jurisdictions in which the Company operates. These laws and regulations govern, among other things, air emissions, water discharges, handling and disposal of solid and hazardous substances and wastes, soil and groundwater contamination and

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employee health and safety. The Company's failure to comply with such environmental, health and safety laws and regulations could result in substantial civil or criminal fines or penalties or enforcement actions, including regulatory or judicial orders enjoining or curtailing operations or requiring remedial or corrective measures, installation of pollution control equipment or other actions.

The Company may also be subject to liability for environmental investigations and cleanups, including at properties that the Company currently or previously owned or operated, even if such contamination was not caused by the Company, and the Company may face claims alleging harm to health or property or natural resource damages arising out of contamination or exposure to hazardous substances. The Company may also be subject to similar liabilities and claims in connection with locations at which hazardous substances or wastes the Company has generated have been stored, treated, otherwise managed, or disposed. Environmental conditions at or related to the Company's current or former properties or operations, and/or the costs of complying with current or future environmental, health and safety requirements (which have become more stringent and complex over time) could materially adversely affect the Company's business, financial condition and results of operations.

Changes in, or any failure to comply with, privacy laws, regulations, and standards may adversely affect the Company's business.

Personal privacy and data security have become significant issues in the United States, Europe, and in many other jurisdictions in which the Company operates. The regulatory framework for privacy and security issues worldwide is rapidly evolving and is likely to remain uncertain for the foreseeable future. Furthermore, federal, state, or foreign government bodies or agencies have in the past adopted, and may in the future adopt, laws and regulations affecting data privacy, all of which may be subject to invalidation by relevant foreign judicial bodies. Industry organizations also regularly adopt and advocate for new standards in this area. In the United States, these include rules and regulations promulgated under the authority of federal agencies and state attorneys general and legislatures and consumer protection agencies, including, but not limited to, the California Consumer Privacy Act (CCPA). Internationally, many jurisdictions in which the Company operates have established their own data security and privacy legal framework with which the Company or its customers must comply, including but not limited to, the European General Data Protection Regulation (GDPR), which imposes certain privacy-related obligations and potential penalties and risks upon the Company's business. In many jurisdictions, enforcement actions and consequences for noncompliance are also rising. In addition to government regulation, privacy advocates and industry groups may propose new and different self-regulatory standards that either legally or contractually apply to the Company. Any inability or perceived inability to adequately address privacy and security concerns, even if unfounded, or comply with applicable privacy and data security laws, regulations, and policies, could result in additional cost and liability to the Company, damage its reputation and adversely affect its business.

Other Risks

Significant developments stemming from the U.K.'s decision to withdraw from the European Union could have a material adverse effect on the Company.

The United Kingdom has voted in favor of leaving the EU, and such withdrawal (commonly referred to as "Brexit") is scheduled to take effect over the next year. This decision has created political and economic uncertainty, particularly in the United Kingdom and the EU, and this uncertainty may last for several years. The Company's business in the United Kingdom, the EU, and worldwide could be affected during this period of uncertainty, and perhaps longer, by the impact of Brexit. The pending withdrawal and its possible future consequences have caused and may continue to cause significant volatility in global financial markets, including in global currency and debt markets. This volatility could cause a slowdown in economic activity in the United Kingdom, Europe or globally, which could adversely affect the Company's operating results and growth prospects, or result in a further strengthening of the U.S. dollar which would also adversely affect the Company's reported operating results.

Changes in tax laws and unanticipated tax liabilities could adversely affect the Company's effective income tax rate and profitability.

The Company is subject to income taxes in the United States and numerous foreign jurisdictions. Although the Tax Act enacted in December 2017 lowered the U.S. corporate income tax rate, the Company's effective income tax rate in the future could be adversely affected by a number of factors, including: changes in the mix of earnings in countries

with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, changes in tax laws, the outcome of income tax audits in various jurisdictions around the world, and any repatriation of non-US earnings for which the Company has not previously provided for U.S. taxes. The Company regularly assesses all of these matters to determine the adequacy of its tax provision, which is subject to significant discretion.

The Tax Act is unclear in certain respects and could be subject to potential amendments and technical corrections, as well as interpretations and implementing regulations by the Treasury and Internal Revenue Service (IRS), any of which could lessen or

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increase certain adverse impacts of the legislation. In addition, it is unclear how these U.S. federal income tax changes will affect state and local taxation, which often uses federal taxable income as a starting point for computing state and local tax liabilities. While some of the changes made by the tax legislation may adversely affect the Company in one or more reporting periods and prospectively, other changes may be beneficial on a going forward basis. The Company is still evaluating certain provisions included in the Tax Act and therefore not completed its full assessment. As such, there may be material adverse effects resulting from the Tax Act that the Company has not yet identified.

The Company's ability to utilize all or a portion of its U.S. deferred tax assets may be limited significantly if the Company experiences an "ownership change."

The Company has a significant amount of U.S. federal and state deferred tax assets, which include net operating loss carryforwards, other losses and credit carryforwards. The Company's ability to utilize the losses and credits to offset future taxable income may be limited significantly if the Company were to experience an "ownership change" as defined in section 382 of the Internal Revenue Code of 1986, as amended (the "Code"). In general, an ownership change will occur if there is a cumulative change in ownership of the Company's stock by "5-percent shareholders" (as defined in the Code) that exceeds 50 percentage points over a rolling three-year period. The determination of whether an ownership change has occurred for purposes of Section 382 is complex and requires significant judgment. The extent to which the Company's ability to utilize the losses and credits is limited as a result of such an ownership change depends on many variables, including the value of the Company's stock at the time of the ownership change. The Company continues to monitor changes in ownership. If such a cumulative increase did occur in any three-year period and the Company were limited in the amount of losses and credits it could use to offset taxable income, the Company's results of operations and cash flows would be adversely impacted.

The Company's obligations and certain financial covenants contained under its existing credit facilities expose it to risks that could materially and adversely affect its liquidity, business, operating results, financial condition and limit the Company's flexibility in operating its business, including the ability to make any dividend or other payments on its capital stock.

The Company's primary credit facility is a senior secured asset-based revolving credit facility (as amended, the "ABL Facility"), comprised of a U.S. facility, a Canadian facility and a United Kingdom facility, in each case subject to borrowing base availability under the applicable facility. The amounts outstanding under the ABL Facility are secured by certain assets, including cash (to the extent pledged by the Company), the Company's intellectual property, certain eligible real estate, inventory and accounts receivable of the Company's subsidiaries in the United States, Canada and the United Kingdom. The maximum availability under the ABL Facility fluctuates with the general seasonality of the business, and increases and decreases with the changes in the Company's inventory and account receivable balances. The Company is also party to a Term Loan B facility (the "Term Loan Facility"), the proceeds of which were used to finance the Jack Wolfskin acquisition in January 2019. The Term Loan Facility is secured by certain assets of the Company and includes restrictions similar to those described below.

The ABL Facility includes certain restrictions including, among other things, restrictions on the incurrence of additional debt, liens, dividends, stock repurchases and other restricted payments, asset sales, investments, mergers, acquisitions and affiliate transactions. In addition, the ABL Facility imposes restrictions on the amount the Company could pay in annual cash dividends, including meeting certain restrictions on the amount of additional indebtedness and requirements to maintain a certain fixed charge coverage ratio under certain circumstances. If the Company experiences a decline in revenues or adjusted EBITDA, the Company may have difficulty paying interest and principal amounts due on its ABL Facility or other indebtedness and meeting certain of the financial covenants contained in the ABL Facility. If the Company is unable to make required payments under the ABL Facility, or if the Company fails to comply with the various covenants and other requirements of the ABL Facility or other indebtedness, the Company would be in default thereunder, which would permit the holders of the indebtedness to accelerate the maturity thereof. Any default under the ABL Facility or other indebtedness could have a significant adverse effect on the Company's liquidity, business, operating results and financial condition and ability to make any dividend or other payments on the Company's capital stock. See Note 5 "Financing Arrangements," in the Notes to Consolidated Financial Statements in this Form 10-K for further discussion of the terms of the ABL Facility, the Term Loan Facility and the Company's Japan ABL Facility.

The Company's ability to generate sufficient positive cash flows from operations is subject to many risks and uncertainties, including future economic trends and conditions, demand for the Company's products, foreign currency exchange rates and other risks and uncertainties applicable to the Company and its business. No assurances can be given that the Company will be able to generate sufficient operating cash flows in the future or maintain or grow its existing cash balances. If the Company is unable to generate sufficient cash flows to make its required payment obligations under the Term Loan Facility or to fund its business, the Company will need to increase its reliance on its ABL Facility for needed liquidity. If its ABL Facility is not then available or

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sufficient and the Company is not able to secure alternative financing arrangements, the Company's future operations would be materially, adversely affected.

The Company may need to raise additional funds from time to time through public or private debt or equity financings in order to execute its growth strategy.

The Company may need to raise additional funds from time to time in order to take advantage of opportunities, including the expansion of its business or the acquisition of complementary products, technologies or businesses; develop new products; or respond to competitive pressures. Any additional capital raised through the sale of equity or securities convertible into equity will dilute the percentage ownership of holders of the Company's common stock. Capital raised through debt financing would require the Company to make periodic interest payments and may impose restrictive covenants on the conduct of its business. Furthermore, additional financings may not be available on terms economically favorable to the Company, or at all, especially during periods of adverse economic conditions, which could make it more difficult or impossible for the Company to obtain funding for the operation of its business, for making additional investments in product development and for repaying outstanding indebtedness. A failure to obtain any necessary additional funding could prevent the Company from making expenditures that may be required to grow its business or maintain its operations.

Increases in interest rates could increase the cost of servicing the Company's indebtedness and have an adverse effect on the Company's results of operations and cash flows.

The Company's indebtedness outstanding under certain of its credit facilities, including the ABL Facility and the Term Loan Facility, bears interest at variable rates. As a result, increases in interest rates would increase the cost of servicing the Company's indebtedness and could materially reduce the Company's profitability and cash flows. An increase in interest rates could also make it difficult for the Company to obtain financing at attractive rates, which could adversely impact the Company's ability to execute its growth strategy or future acquisitions. Additionally, rising interest rates could have a dampening effect on overall economic activity, which could have an adverse effect on the Company's business.

The Company's current senior management team and other key executives are critical to the Company's success, and the loss of, and failure to adequately replace, any such individual could significantly harm the Company's business. The Company's ability to maintain its competitive position is dependent to a large degree on the efforts and skills of the senior officers of the Company. The Company's executives are experienced and highly qualified with strong reputations in their industries, and the Company believes that its management team enables it to pursue the Company's strategic goals. The success of the Company's business is dependent upon the management and leadership skills of its senior management team and other key personnel. Competition for these individuals' talents is intense, and the Company may not be able to attract and retain a sufficient number of qualified personnel in the future. The loss of one or more of these senior officers could have a material adverse effect on the Company and its ability to achieve its strategic goals.

The Company's insurance policies may not provide adequate levels of coverage against all claims and the Company may incur losses that are not covered by its insurance.

The Company maintains insurance of the type and in amounts that the Company believes is commercially reasonable and that is available to businesses in its industry. The Company carries various types of insurance, including general liability, auto liability, workers' compensation and excess umbrella, from highly rated insurance carriers. Market forces beyond the Company's control could limit the scope of the insurance coverage that the Company can obtain in the future or restrict its ability to buy insurance coverage at reasonable rates. The Company cannot predict the level of the premiums that the Company may be required to pay for subsequent insurance coverage, the level of any deductible and/or self insurance retention applicable thereto, the level of aggregate coverage available or the availability of coverage for specific risks. In the event of a substantial loss, the insurance coverage that the Company carries may not be sufficient to compensate the Company for the losses the Company incurs or any costs the Company is responsible for.

Goodwill and intangible assets represent a significant portion of the Company's total assets, and any impairment of these assets could negatively impact the Company's results of operations and shareholders' equity.

The Company's goodwill and intangible assets consist of goodwill from acquisitions, trade names, trademarks, service marks, trade dress, patents and other intangible assets. Accounting rules require the evaluation of the Company's goodwill and intangible assets with indefinite lives for impairment at least annually or whenever events or changes in circumstances indicate that the

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carrying value of such assets may not be recoverable. Such indicators include a sustained decline in the Company's stock price or market capitalization, adverse changes in economic or market conditions or prospects, and changes in the Company's operations.

An asset is considered to be impaired when its carrying value exceeds its fair value. The Company determines the fair value of an asset based upon the discounted cash flows expected to be realized from the use and ultimate disposition of the asset. If in conducting an impairment evaluation the Company determines that the carrying value of an asset exceeded its fair value, the Company would be required to record a non-cash impairment charge for the difference between the carrying value and the fair value of the asset. If a significant amount of the Company's goodwill and intangible assets were deemed to be impaired, the Company's results of operations and shareholders' equity would be significantly adversely affected.

If the Company's estimates or judgments relating to its critical accounting policies prove to be incorrect, its financial condition and results of operations could be adversely affected.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The Company bases its estimates on historical experience and on various other assumptions that the Company believes to be reasonable under the circumstances, as discussed below in "Management's Discussion and Analysis of Financial Condition and Results of Operations," contained in Item 7. The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities and equity, and the amount of revenue and expenses that are not readily apparent from other sources. Significant assumptions and estimates used in preparing the Company's consolidated financial statements include those related to revenue recognition; allowance for doubtful accounts; inventories; long-lived assets, goodwill and non-amortizing intangible assets; warranty policy; income taxes and provisional estimates due to the Tax Act enacted in December 2017; share-based compensation; and foreign currency translation. The Company's financial condition and results of operations may be adversely affected if its assumptions change or if actual circumstances differ from those in its assumptions, which could cause its results of operations to fall below the expectations of securities analysts and investors, resulting in a decline in the price of its common stock.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

The Company and its subsidiaries conduct operations in both owned and leased properties. The Company's principal properties include executive offices, golf club assembly, golf ball manufacturing, warehousing and distribution, and sales offices.

Principal Corporate Offices

The Company's principal executive offices are located in Carlsbad, California. The Company owns two buildings comprised of approximately 269,000 square feet of space that are utilized in its Carlsbad operations, which include the Company's corporate offices, research and development and pro-tour club assembly, in addition to the Company's performance center.

The Company leases a facility in Huntington Beach, California comprised of approximately 86,000 square feet that is utilized for the operations of TravisMathew, which includes corporate offices, warehousing and distribution of apparel. The lease term for this facility expires in January 2024.

Golf Club and Golf Ball Manufacturing, Warehousing and Distribution facilities

The Company leases its golf ball manufacturing plant in Chicopee, Massachusetts comprised of approximately 402,000 square feet. The lease term for this facility expires in February 2028.

The Company leases a golf club manufacturing facility in Monterrey, Mexico comprised of approximately 180,000 square feet. The lease term for this facility expires in May 2025.

The Company leases a distribution center in Roanoke, Texas comprised of approximately 202,000 square feet. The lease term for this facility expires in September 2020.

The Company also leases a distribution center in Swindon, England comprised of approximately 101,000 square feet. The lease term for this facility expires in December 2025.

Sales Offices and Retail Stores

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The Company owns and leases additional properties domestically and internationally for the sale and distribution of its products totaling approximately 366,000 square feet of space, including properties in the United States, Australia, Canada, Japan, Korea, the United Kingdom, China, and India. In addition, the Company has retail locations in the United States for the sale of its TravisMathew branded products comprised of approximately 21,000 square feet. The lease terms for these facilities expire between June 2023 and September 2028. Following the Company's acquisition of Jack Wolfskin in January 2019, the Company now has over 150 additional retail locations throughout Europe and China for the sale of its Jack Wolfskin-branded products.

Item 3. Legal Proceedings

The information set forth in Note 12 "Commitments & Contingencies," in the Notes to Consolidated Financial Statements included in this Annual Report on Form 10-K is incorporated herein by this reference.

Item 4. Mine Safety Disclosures

Not applicable.

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PART II

Item 5. Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities

The Company's common stock is listed, and principally traded, on the New York Stock Exchange ("NYSE"). The Company's symbol for its common stock is "ELY." As of January 31, 2019, the number of holders of record of the Company's common stock was 5,028. The following table sets forth the range of high and low per share sales prices of the Company's common stock and per share dividends for the periods indicated.

Period:	Year Ended December 31,					
	2018			2017		
	High	Low	Dividend	High	Low	Dividend
First Quarter	\$16.68	\$13.49	\$ 0.01	\$12.00	\$9.93	\$ 0.01
Second Quarter	\$20.82	\$16.05	\$ 0.01	\$13.35	\$10.93	\$ 0.01
Third Quarter	\$24.67	\$18.41	\$ 0.01	\$14.49	\$12.36	\$ 0.01
Fourth Quarter	\$24.41	\$14.44	\$ 0.01	\$15.63	\$13.60	\$ 0.01

The Company intends to continue to pay quarterly dividends subject to liquidity, capital availability and quarterly determinations that cash dividends are in the best interests of its shareholders. Future dividends may be affected by, among other items, the Company's views on potential future capital requirements, projected cash flows and needs, changes to the Company's business model, and certain restrictions limiting dividends imposed by the ABL Facility (see Note 5 "Financing Arrangements," in the Notes to Consolidated Financial Statements in this Form 10-K).

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Performance Graph

The following graph presents a comparison of the cumulative total shareholder return of the Company's common stock since December 31, 2013 to two indices: the Standard & Poor's 500 Index ("S&P 500") and the Standard & Poor's 600 Smallcap Index ("S&P 600"). The S&P 500 tracks the aggregate price performance of equity securities of 500 large-cap companies that are actively traded in the United States, and is considered to be a leading indicator of U.S. equity securities. The S&P 600 is a market value-weighted index that tracks the aggregate price performance of equity securities from a broad range of small-cap stocks traded in the United States. The graph assumes an initial investment of \$100 at December 31, 2013 and reinvestment of all dividends in ELY stock on the dividend payable date.

	2013	2014	2015	2016	2017	2018
Callaway Golf (NYSE: ELY)	\$ 100.00	\$ 91.39	\$ 111.86	\$ 130.20	\$ 165.60	\$ 181.92
S&P 500	\$ 100.00	\$ 111.39	\$ 110.58	\$ 121.13	\$ 144.65	\$ 135.63
S&P 600 Smallcap	\$ 100.00	\$ 104.44	\$ 100.93	\$ 125.91	\$ 140.68	\$ 126.96

The Callaway Golf Company cumulative total shareholder return is based upon the closing prices of Callaway Golf Company common stock on December 31, 2013, 2014, 2015, 2016, 2017 and 2018 of \$8.43, \$7.70, \$9.42, \$10.96, \$13.93 and \$15.30, respectively.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

In August 2014, the Company's Board of Directors authorized a \$50.0 million share repurchase program (the "2014 Repurchase Program") under which the Company was authorized to repurchase shares of its common stock in the open market or in private transactions, subject to the Company's assessment of market conditions and buying opportunities. Through April 2018, the Company had repurchased \$46.9 million of its common stock under this program. The 2014 Repurchase Program remained in effect until May 8, 2018, at which time it was canceled by the Board of Directors and replaced by a new share repurchase program with a maximum cost to the Company of \$50.0 million (the "2018 Repurchase Program"), under which the Company is authorized to repurchase shares of its common stock in the open market or in private transactions, subject to the Company's assessment of market conditions and buying opportunities. The repurchases are made consistent with the terms of the Company's ABL Facility which limits the amount of stock that can be repurchased. The repurchase program will remain in effect until completed or until terminated by the Board of Directors.

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The table below summarizes the Company's share repurchases during the fourth quarter of 2018.

Three Months Ended December 31, 2018				
	Total Number of Shares Purchased	Weighted Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs	Maximum Dollar Value that May Yet Be Purchased Under the Programs
(in thousands, except per share data)				
October 1, 2018—October 31, 2018	—	\$ —	—	\$ 49,801
November 1, 2018—November 30, 2018	—	\$ —	—	\$ 49,801
December 1, 2018—December 31, 2018	4,833	\$ 17.13	4,833	\$ 49,719
Total	4,833	\$ 17.13	4,833	\$ 49,719

During 2018, the Company repurchased approximately 1,412,000 shares of its common stock under the 2014 Repurchase Program and 2018 Repurchase Program at an average cost per share of \$15.90 for a total cost of \$22.5 million. Included in these amounts are \$6.1 million of shares the Company withheld to satisfy the Company's tax withholding obligations in connection with the vesting and settlement of employee restricted stock unit awards. The Company's repurchases of shares of common stock are recorded at cost and result in a reduction of shareholders' equity. As of December 31, 2018, the total amount remaining under the 2018 Repurchase Program was \$49.7 million.

Item 6. Selected Financial Data

The following statements of operations data and balance sheet data for the five years ended December 31, 2018 were derived from the Company's audited consolidated financial statements. Consolidated balance sheets at December 31, 2018 and 2017 and the related consolidated statements of operations and cash flows for each of the three years in the period ended December 31, 2018 and notes thereto appear elsewhere in this report. The following data should be read in conjunction with the annual consolidated financial statements, related notes and other financial information.

	Years Ended December 31,				
	2018 ⁽¹⁾	2017 ⁽²⁾⁽³⁾⁽⁵⁾	2016 ⁽⁴⁾⁽⁵⁾⁽⁶⁾	2015 ⁽⁷⁾	2014 ⁽⁷⁾
Statement of Operations Data:					
(In thousands, except per share data)					
Net sales	\$ 1,242,834	\$ 1,048,736	\$ 871,192	\$ 843,794	\$ 886,945
Cost of sales	664,465	568,288	486,181	486,161	529,019
Gross profit	578,369	480,448	385,011	357,633	357,926
Selling, general and administrative expenses	409,175	365,043	307,525	297,477	295,893
Research and development expenses	40,752	36,568	33,318	33,213	31,285
Income from operations	128,442	78,837	44,168	26,943	30,748
Interest income	594	454	621	388	438
Interest expense	(5,543)	(4,365)	(2,368)	(8,733)	(9,499)
Gain on sale of investments in golf-related ventures	—	—	17,662	—	—
Other income (expense), net	7,779	(6,871)	(1,690)	1,465	(48)
Income before income taxes	131,272	68,055	58,393	20,063	21,639
Income tax (benefit) provision	26,018	26,388	(132,561)	5,495	5,631
Net income	105,254	41,667	190,954	14,568	16,008
Less: Net income attributable to non-controlling interests	514	861	1,054	—	—
Net income allocable to common shareholders	\$ 104,740	\$ 40,806	\$ 189,900	\$ 14,568	\$ 16,008
Earnings per common share:					
Basic	\$ 1.11	\$ 0.43	\$ 2.02	\$ 0.18	\$ 0.21
Diluted	\$ 1.08	\$ 0.42	\$ 1.98	\$ 0.17	\$ 0.20

Dividends paid per common share	\$0.04	\$0.04	\$0.04	\$0.04	\$0.04
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	December 31,				
	2018	2017 ⁽²⁾⁽³⁾⁽⁵⁾	2016 ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁸⁾	2015 ⁽⁷⁾⁽⁸⁾	2014 ⁽⁷⁾
Balance Sheet Data:	(In thousands)				
Cash and cash equivalents	\$63,981	\$85,674	\$125,975	\$49,801	\$37,635
Working capital	\$221,669	\$151,610	\$273,571	\$212,851	\$199,905
Total assets	\$1,052,944	\$991,157	\$801,282	\$631,224	\$624,811
Long-term liabilities	\$15,399	\$17,408	\$5,828	\$39,643	\$149,149
Total Callaway Golf Company shareholders' equity	\$724,574	\$649,631	\$598,906	\$412,945	\$291,534

In January 2019, the Company completed the acquisition of Jack Wolfskin. The Company's consolidated statement of operations includes the recognition \$3.7 million in transaction costs, which was recorded in general and administrative expenses, offset by an unrealized gain of \$4.4 million recorded in other income from the (1) re-measurement of a foreign currency forward contract that was put in place to mitigate the risk of foreign currency fluctuations on the purchase price, which was denominated in Euros. In January 2019, the Company realized a \$3.6 million net loss upon the settlement of this contract. For further discussion, see Note 4 "Business Combinations" in the Notes to the Consolidated Financial Statements in this Form 10-K.

In 2017, the Company completed the acquisitions of OGIO and TravisMathew. The Company's consolidated statement of operations includes the recognition of \$3.1 million and \$2.4 million in transaction and transition costs (2) for OGIO and TravisMathew, respectively. The Company's consolidated balance sheet includes the addition of \$66.0 million and \$124.6 million in total net assets related to OGIO and TravisMathew, respectively.

In December 2017, the Tax Act was enacted into legislation, which includes a broad range of provisions affecting businesses. The Tax Act significantly revises how companies compute their U.S corporate tax liability by, among other provisions, reducing the corporate tax rate from 35% to 21% for tax years beginning after December 31, (3) 2017. Pursuant to the Tax Act, the Company recorded net tax expense of \$7.5 million, which was comprised of \$11.1 million of income tax expense related to the revaluation of deferred tax assets, partially offset by a tax benefit of \$3.6 million as a result of the mandatory deemed repatriation on earnings and profits of U.S.-owned foreign subsidiaries. For further discussion see Note 11 "Income Taxes" in the Notes to the Consolidated Financial Statements in this Form 10-K.

The Company's tax provision, total assets and long-term liabilities were significantly impacted in 2016 by the reversal of the Company's valuation allowance on its U.S. deferred tax assets. In the fourth quarter of 2016, the Company performed an analysis to determine the realization of its deferred tax assets and concluded that it was (4) more likely than not that the majority of its U.S. deferred tax assets will be realized, which resulted in a one-time, non-cash benefit of \$156.6 million related to the reversal of the Company's valuation allowance on its U.S. deferred tax assets. This reversal was partially offset by the recognition of \$16.0 million in income taxes that were retroactive for all of 2016 on the Company's U.S. business. For further discussion see Note 11 "Income Taxes" in the Notes to the Consolidated Financial Statements in this Form 10-K.

In July 2016, the Company contributed \$10.6 million, primarily in cash, for a 52% ownership of the new joint (5) venture, Callaway Apparel K.K. (see Note 9 "Joint Venture" in the Notes to the Consolidated Financial Statements in this Form 10-K). The Company recognized a non-controlling interest of \$9.7 million at December 31, 2018 and 2017 in its consolidated balance sheets and consolidated statements of shareholders' equity.

In April 2016, the Company sold approximately 10.0% or \$5.8 million (on a cost basis) of its preferred shares in (6) Topgolf for \$23.4 million, and recognized a gain of approximately \$17.7 million in other income (expense) during the second quarter of 2016. See Note 8 "Investments" in the Notes to the Consolidated Financial Statements in this Form 10-K.

(7) In August 2012, the Company issued \$112.5 million of 3.75% Convertible Senior Notes (the "convertible notes") in exchange for cash and 0.6 million shares of the Company's then-outstanding 7.50% Series B Cumulative Perpetual Convertible Preferred Stock in separate, privately negotiated exchange transactions. During the second half of 2015, the convertible notes were eliminated pursuant to certain exchange transactions and shareholder conversions, which resulted, among other things, in the issuance of approximately 15.0 million shares of common stock to the

note holders (see Note 5 “Financing Arrangements” in the Notes to Consolidated Financial Statements in this Form 10-K). In connection with the elimination of the convertible notes and the issuance of the 15.0 million shares of common stock, the Company recorded \$109.0 million in shareholders' equity as of December 31, 2015, net of the outstanding discount of \$3.4 million. The Company recognized interest expense of \$3.2 million and \$5.0 million for the years ended December 31, 2015 and 2014, respectively.

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- (8) In December 2015, the Company early adopted Accounting Standards Update No 2015-17, "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes." This update eliminates the current requirement for organizations to present deferred tax liabilities and assets as current and noncurrent in a classified balance sheet, and instead classify all deferred tax assets and liabilities as noncurrent. The adoption of this update was made on a prospective basis as of December 31, 2015, and therefore working capital and long-term liabilities in 2015 as well as 2016 are not comparable to prior periods presented.

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Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the Consolidated Financial Statements, the related notes and the section “Important Notice to Investors Regarding Forward-Looking Statements” that appear elsewhere in this report.

Critical Accounting Policies and Estimates

The Company’s discussion and analysis of its results of operations, financial condition and liquidity are based upon the Company’s consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, shareholders’ equity, sales and expenses, as well as related disclosures of contingent assets and liabilities. The Company bases its estimates on historical experience and on various other assumptions that management believes to be reasonable under the circumstances. Actual results may materially differ from these estimates under different assumptions or conditions. On an ongoing basis, the Company reviews its estimates to ensure that the estimates appropriately reflect changes in its business and new information as it becomes available.

Management believes the critical accounting policies discussed below affect its more significant estimates and assumptions used in the preparation of its consolidated financial statements. For a complete discussion of all of the Company’s significant accounting policies, see Note 2 “Summary of Significant Accounting Policies” in the Notes to Consolidated Financial Statements in this Form 10-K.

Revenue Recognition

As of January 1, 2018, the Company accounts for revenue recognition in accordance with Accounting Standards Codification (“ASC”) Topic 606, "Revenue from Contracts with Customers." The adoption of this new standard left the way in which the Company recognizes revenue largely unchanged, except for the timing of when sales program incentives are recognized as a reduction to revenue, which occurs at the time of the sale as opposed to when the programs are approved and announced. See further discussion below and Note 2 "Summary of Significant Accounting Policies" and Note 3 “Revenue Recognition” in the Notes to Consolidated Financial Statements in this Form 10-K.

The Company recognizes revenue from the sale of its products when it satisfies the terms of a sales order from a customer, and transfers control of the products ordered to the customer. Control transfers at a point in time when products are shipped, and in certain cases, when products are received by customers. In addition, the Company recognizes revenue at the point of sale on transactions with consumers at its retail locations. Royalty income is recognized over time in net sales as underlying product sales occur, subject to certain minimum royalties, in accordance with the related licensing arrangements and is included in the Company's Gear, Accessories and Other operating segment. Revenues from gift cards are deferred and recognized when the cards are redeemed. The Company’s gift cards have no expiration date. The Company recognizes revenue from unredeemed gift cards, otherwise known as breakage, when the likelihood of redemption becomes remote and under circumstances that comply with any applicable state escheatment laws.

The amount of revenue the Company recognizes is based on the amount of consideration it expects to receive from customers. The amount of consideration is the sales price adjusted for estimates of variable consideration, including sales returns, discounts and allowances as well as sales programs, sales promotions and price concessions that are offered by the Company as described below. These estimates are based on the amounts earned or to be claimed by customers on the related sales, and are therefore recorded as reductions to sales and trade accounts receivable.

The Company’s primary sales program, the “Preferred Retailer Program,” offers potential rebates and discounts, for participating retailers in exchange for providing certain benefits to the Company, including the maintenance of agreed upon inventory levels, prime product placement and retailer staff training. Under this program, qualifying retailers can earn either discounts or rebates based upon the amount of product purchased. Discounts are applied and recorded at the time of sale. For rebates, the Company estimates the amount of variable consideration related to the rebate at the time of sale based on the customer’s estimated qualifying current year product purchases. The estimate is based on the historical level of purchases, adjusted for any factors expected to affect the current year purchase levels. The estimated year-end rebate is adjusted quarterly based on actual purchase levels, as necessary. The Preferred Retailer Program is

generally short-term in nature and the actual amount of rebate to be paid under this program is known as of the end of the year and paid to customers shortly after year-end. Historically, the Company's actual amount of variable consideration related to its Preferred Retailer Program has not been materially different from its estimates.

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The Company also offers short-term sales program incentives, which include sell-through promotions and price concessions or price reductions. Sell-through promotions are generally offered throughout a product's life cycle of approximately two years, and price concessions or price reductions are generally offered at the end of a product's life cycle. The estimated variable consideration related to these programs is based on a rate that includes historical and forecasted data. The Company records a reduction to net sales using this rate at the time of the sale. The Company monitors this rate against actual results and forecasted estimates, and adjusts the rate as deemed necessary in order to reflect the amount of consideration it expects to receive from its customers. There were no material changes to the rate during the twelve months ended December 31, 2018, and the Company's actual amount of variable consideration related to these sales programs has historically not been materially different from its estimates. However, if the actual variable consideration is significantly different than the accrued estimates, the Company may be exposed to adjustments to revenue that could be material. Assuming there had been a 10% increase over the accrued estimated variable consideration for 2018 sales program incentives, pre-tax income for the year ended December 31, 2018 would have decreased by approximately \$2.0 million.

The Company records an estimate for anticipated returns as a reduction of sales and cost of sales, and accounts receivable in the period that the related sales are recorded. Sales returns are estimated based upon historical returns, current economic trends, changes in customer demands and sell-through of products. The Company also offers its customers sales programs that allow for specific returns. The Company records a return liability for anticipated returns related to these sales programs at the time of the sale based on the terms of the sales program. Historically, the Company's actual sales returns have not been materially different from management's original estimates. The Company does not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions used to calculate the allowance for sales returns. However, if the actual costs of sales returns are significantly different than the recorded estimated allowance, the Company may be exposed to losses or gains that could be material. Assuming there had been a 10% increase over the recorded estimated allowance for 2018 sales returns, pre-tax income for the year ended December 31, 2018 would have decreased by approximately \$2.5 million.

Allowance for Doubtful Accounts

The Company maintains an allowance for estimated losses resulting from the failure of its customers to make required payments. An estimate of uncollectible amounts is made by management based upon historical bad debts, current customer receivable balances, age of customer receivable balances, the customer's financial condition and current economic trends, all of which are subject to change. If the actual uncollected amounts significantly exceed the estimated allowance, the Company's operating results would be significantly adversely affected. Assuming there had been a 10% increase in uncollectible accounts over the 2018 recorded estimated allowance for doubtful accounts, pre-tax income for the year ended December 31, 2018 would have decreased by approximately \$0.6 million.

Inventories

Inventories are valued at the lower of cost or net realizable value. Cost is determined using the first-in, first-out (FIFO) method. The inventory balance, which includes material, labor and manufacturing overhead costs, is recorded net of an estimated allowance for obsolete or unmarketable inventory. The estimated allowance for obsolete or unmarketable inventory is based upon current inventory levels, sales trends and historical experience as well as management's understanding of market conditions and forecasts of future product demand, all of which are subject to change.

The calculation of the Company's allowance for obsolete or unmarketable inventory requires management to make assumptions and to apply judgment regarding inventory aging, forecasted consumer demand and pricing, regulatory (USGA and R&A) rule changes, the promotional environment and technological obsolescence. The Company does not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions used to calculate the allowance. However, if estimates regarding consumer demand are inaccurate or change, the Company may need to increase its inventory allowance, which could significantly adversely affect the Company's operating results. Assuming there had been a 10% increase in obsolete or unmarketable inventory over the 2018 recorded estimated allowance for obsolete or unmarketable inventory, pre-tax income for the year ended December 31, 2018 would have decreased by approximately \$1.5 million.

Long-Lived Assets, Goodwill and Non-Amortizing Intangible Assets

In the normal course of business, the Company acquires tangible and intangible assets. The Company periodically evaluates the recoverability of the carrying amount of its long-lived assets, including property, plant and equipment and amortizing intangible assets, and investments whenever events or changes in circumstances indicate that the carrying amount of the asset may not be fully recoverable or exceeds its fair value. The Company evaluates the recoverability of its goodwill and non-amortizing intangible

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assets at least annually or more frequently whenever indicators are present that the carrying amounts of these assets may not be fully recoverable. Determining whether an impairment has occurred typically requires various estimates and assumptions, including determining the amount of undiscounted cash flows directly related to the potentially impaired asset, the useful life over which cash flows will occur, the timing of the impairment test, and the asset's residual value, if any.

To determine fair value, the Company uses its internal cash flow estimates discounted at an appropriate rate, quoted market prices, royalty rates when available and independent appraisals as appropriate. Any required impairment loss is measured as the amount by which the carrying amount of the asset exceeds its fair value and is recorded as a reduction in the carrying value of the asset and a charge to earnings.

The Company uses its best judgment based on current facts and circumstances related to its business when making these estimates. However, if actual results are not consistent with the Company's estimates and assumptions used in calculating future cash flows and asset fair values, the Company may be exposed to losses that could be material. The Company completed its annual impairment test and fair value analysis of goodwill and other indefinite-lived intangible assets as of December 31, 2018, and the estimated fair values of the Company's reporting units, as well as the estimated fair values of certain trade names and trademarks, significantly exceeded their carrying values. As a result, no impairment was recorded as of December 31, 2018.

Warranty Policy

The Company has a stated two-year warranty policy for its golf clubs. The Company's policy is to accrue the estimated cost of satisfying future warranty claims at the time the sale is recorded. In estimating its future warranty obligations, the Company considers various relevant factors, including the Company's stated warranty policies and practices, the historical frequency of claims, and the cost to replace or repair its products under warranty.

The Company's estimates for calculating the warranty reserve are principally based on assumptions regarding the warranty costs of each club product line over the expected warranty period. Where little or no claims experience may exist, the Company's warranty obligation calculation is based upon long-term historical warranty rates of similar products until sufficient data is available. As actual model-specific rates become available, the Company's estimates are modified to ensure that the forecast is within the range of likely outcomes.

Historically, the Company's actual warranty claims have not been materially different from management's original estimated warranty obligation. The Company does not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions used to calculate the warranty obligation. However, if the number of actual warranty claims or the cost of satisfying warranty claims were to significantly exceed the estimated warranty reserve, the Company may be exposed to losses that could be material. Assuming there had been a 10% increase in warranty claims over the 2018 recorded estimated allowance for warranty obligations, pre-tax income for the year ended December 31, 2018 would have decreased by approximately \$0.8 million.

Income Taxes

Current income tax expense or benefit is the amount of income taxes expected to be payable or receivable for the current year. A deferred income tax asset or liability is established for the difference between the tax basis of an asset or liability computed pursuant to ASC Topic 740 and its reported amount in the financial statements that will result in taxable or deductible amounts in future years when the reported amount of the asset or liability is recovered or settled, respectively. In accordance with the applicable accounting rules, the Company maintains a valuation allowance for a deferred tax asset when it is deemed to be more likely than not that some or all of the deferred tax assets will not be realized. In evaluating whether a valuation allowance is required under such rules, the Company considers all available positive and negative evidence, including prior operating results, the nature and reason for any losses, its forecast of future taxable income, and the dates on which any deferred tax assets are expected to expire. These assumptions require a significant amount of judgment, including estimates of future taxable income. These estimates are based on the Company's best judgment at the time made based on current and projected circumstances and conditions. For further information, see Note 11 "Income Taxes."

Pursuant to ASC Topic 740-25-6, the Company is required to accrue for the estimated additional amount of taxes for uncertain tax positions if it is deemed to be more likely than not that the Company would be required to pay such additional taxes. The Company is required to file federal and state income tax returns in the United States and various

other income tax returns in foreign jurisdictions. The preparation of these income tax returns requires the Company to interpret the applicable tax laws and regulations in effect in such jurisdictions, which could affect the amount of tax paid by the Company. The Company accrues an amount for its estimate of additional tax liability, including interest and penalties in income tax expense, for any uncertain tax positions taken

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or expected to be taken in an income tax return. The Company reviews and updates the accrual for uncertain tax positions as more definitive information becomes available. Historically, additional taxes paid as a result of the resolution of the Company's uncertain tax positions have not been materially different from the Company's expectations. The Company recognizes interest and/or penalties related to income tax matters in income tax expense. For further information, see Note 11 "Income Taxes."

In December 2017, the U.S. government enacted comprehensive tax legislation referred to as the Tax Cuts and Jobs Act (the "Tax Act"). Shortly after the Tax Act was enacted, the SEC issued Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act ("SAB 118"), which provides guidance on accounting for the Tax Act's impact. SAB 118 provides a measurement period, during which a company acting in good faith may complete the accounting for the impacts of the Tax Act under ASC Topic 740. The measurement period began in the reporting period that includes the Tax Act's enactment date and ended when the Company obtained, prepared, and analyzed the information that was needed in order to complete the accounting requirements under ASC Topic 740. The Company provided a reasonable estimate for the impact of the Tax Act for the year ended December 31, 2017. The measurement period ended on December 22, 2018 and the Company recorded additional expense of \$0.9 million related to the transition tax. No other significant adjustments were made relating to the Act. Additionally, the Company has elected to treat global intangible low taxed income (GILTI) as a period cost and will expense GILTI in the period it is incurred. For further information, see Note 11 "Income Taxes" in the Notes to Consolidated Financial Statements in this Form 10-K.

Share-based Compensation

The Company grants stock options, stock appreciation rights, restricted stock awards, restricted stock units, performance share units and other equity-based awards to the Company's officers, employees, consultants and certain other non-employees who provide services to the Company. The Company accounts for share-based compensation arrangements in accordance with ASC Topic 718, "Stock Compensation," which requires the measurement and recognition of compensation expense for all share-based payment awards to employees and non-employees based on estimated fair values. ASC Topic 718 further requires a reduction in share-based compensation expense by an estimated forfeiture rate. The forfeiture rate used by the Company is based on historical forfeiture trends. If actual forfeitures are not consistent with the Company's estimates, the Company may be required to increase or decrease compensation expenses in future periods.

Performance share units are stock-based awards in which the number of shares ultimately received depends on the Company's performance against specified goals that are measured over a designated performance period from the date of grant. These performance goals are established by the Company at the beginning of the performance period. At the end of the performance period, the number of shares of stock that could be issued is fixed based upon the degree of achievement of the performance goals. The number of shares that could be issued can range from 0% to 200% of the participant's target award. Performance share units are initially valued at the Company's closing stock price on the date of grant. Compensation expense, net of estimated forfeitures, is recognized over the vesting period and will vary based on the anticipated performance level during the performance period. If the performance goals are not probable of achievement during the performance period, compensation expense would be reversed. The awards are canceled if the performance goals are not achieved as of the end of the performance period. The performance units vest in full at the end of a three-year period.

The Company uses the Black-Scholes option valuation model to estimate the fair value of its stock options and stock appreciation rights ("SARs") at the date of grant. As of December 31, 2018, all stock options were fully vested and all SARs were fully settled. The Company did not grant stock options or SARs in the years ended December 31, 2018, 2017 or 2016.

The Company records compensation expense for restricted stock awards and restricted stock units (collectively "restricted stock") based on the estimated fair value of the award on the date of grant. The estimated fair value is determined based on the closing price of the Company's common stock on the date of grant multiplied by the number of shares underlying the award. Compensation expense is recognized on a straight-line basis over the vesting period, reduced by an estimated forfeiture rate.

Derivatives and Hedging

A significant portion of the Company's business is conducted outside of the United States in currencies other than the U.S. dollar. As a result, changes in foreign currency exchange rates can have a significant effect on the Company's financial results. Revenues and expenses that are denominated in foreign currencies are translated using the average exchange rate for the period. Assets and liabilities are translated at the rate of exchange on the balance sheet date. Gains and losses from assets and liabilities denominated in a currency other than the functional currency of the entity on which they reside are generally recognized currently

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in the Company's statements of operations. Gains and losses from translation of foreign subsidiary financial statements into U.S. dollars are included in accumulated other comprehensive income or loss.

As part of the Company's overall strategy to manage its level of exposure to the risk of fluctuations in foreign currency exchange rates, the Company enters into foreign currency forward contracts. While these foreign currency forward contracts can mitigate the effects of changes in foreign currency exchange rates, they do not eliminate those effects, which can be significant. For all contracts that qualify as cash flow hedges, the Company records gains and losses in other comprehensive income or loss. These gains and losses are released from other comprehensive income or loss and recognized in net sales or cost of goods sold in the period in which the underlying hedged transaction is recognized. Gains and losses on derivatives that are not elected for hedge accounting treatment or that do not meet hedge accounting requirements are recorded immediately in other income (expense).

Recent Accounting Pronouncements

Information regarding recent accounting pronouncements is contained in Note 2 "Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements in this Form 10-K, which is incorporated herein by this reference.

Discussion of Non-GAAP Measures

In addition to the financial results contained in this report, which have been prepared and presented in accordance with GAAP, the Company has also included supplemental information concerning the Company's financial results on a non-GAAP basis. This non-GAAP information includes certain of the Company's financial results on a constant currency basis for the comparative years ended December 31, 2018 and 2017. This constant currency information estimates what the Company's financial results would have been without changes in foreign currency exchange rates. This information is calculated by taking the local currency results for 2018 and translating them into U.S. dollars based upon the foreign currency exchange rates for the applicable comparable prior period. It does not include any other effect of changes in foreign currency rates on the Company's results or business. In addition, this non-GAAP information includes certain of the Company's financial results without transaction costs and transition costs associated with the Jack Wolfskin acquisition for the year ended December 31, 2018, transaction and transition costs associated with the OGIO and TravisMathew acquisitions as well as the impact of the new tax legislation for the year ended December 31, 2017, and it excludes the effects of the reversal of the deferred tax valuation allowance and the gain on the sale of a portion of the Company's Topgolf investment for the year ended December 31, 2016.

The Company has included in this report information to reconcile this non-GAAP information to the most directly comparable GAAP information. The non-GAAP information presented in this report should not be considered in isolation or 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 of the underlying performance of its business 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.

Results of Operations

Overview of Business, Seasonality and Foreign Currency

Business and Products

The Company designs, manufactures and sells a full line of high quality golf equipment, including golf clubs and golf balls. The Company designs its golf products to be technologically advanced and in this regard invests a considerable amount in research and development each year. The Company designs its golf products for golfers of all skill levels, both amateur and professional. In addition, the Company designs and develops a full line of high quality golf soft goods, including golf bags, apparel, footwear and other golf accessories. In 2017, the Company expanded its soft goods lines with the acquisitions of OGIO and TravisMathew. Under the OGIO brand the Company offers a full line of premium storage gear for sport and personal use, a line of performance outerwear for men, and golf and apparel accessories. TravisMathew offers a full line of premium golf and lifestyle apparel as well as footwear and accessories. In January 2019, the Company completed the acquisition of JW Stargazer Holding GmbH, the owner of the

international, premium outdoor apparel, footwear and equipment brand, Jack Wolfskin. The Company expects this acquisition to further enhance the Company's lifestyle category and provide a platform for future growth in the active outdoor and urban

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outdoor categories. The Company's soft goods under the Callaway, OGIO, TravisMathew and Jack Wolfskin brands are designed and developed internally.

Operating and Reportable Segments

As of December 31, 2018, the Company has three operating and reportable segments, namely Golf Clubs, Golf Balls and Gear, Accessories and Other. The Golf Clubs operating segment consists of Callaway Golf woods, hybrids, irons and wedges, Odyssey putters, including Toulon Design putters by Odyssey, packaged sets and sales of pre-owned golf clubs. At the product category level, sales of packaged sets are included within irons, and sales of pre-owned golf clubs are included in the respective woods, irons and putters product categories. The Golf Balls operating segment consists of Callaway Golf and Strata golf balls that are designed, manufactured and sold by the Company. The Gear, Accessories and Other operating segment consists of soft goods products, which include golf apparel and footwear, golf bags, golf gloves, travel gear, headwear and other golf-related accessories, OGIO and TravisMathew branded products, and royalties from licensing of the Company's trademarks and service marks for various soft goods products. Due to the recent acquisition of Jack Wolfskin in January 2019, the Company is anticipating significant growth in its soft goods business, and as such, it will be evaluating its global business platform, including its management structure, operations, supply chain and distribution, which may result in changes in the composition of its operating and reportable segments.

As discussed in Note 18 "Segment Information" in the Notes to Consolidated Financial Statements in this Form 10-K, the Company's operating segments exclude a significant amount of corporate general administrative expenses and other income (expense) not utilized by management in determining segment profitability.

Cost of Sales

The Company's cost of sales is comprised primarily of material and component costs, distribution and warehousing costs, and overhead. As a result of the actions taken to improve manufacturing efficiencies, over 85% of the Company's manufacturing costs, primarily material and component costs, are variable in nature and fluctuate with sales volumes. With respect to the Company's operating segments, variable costs as a percentage of cost of sales range between 85% to 95% for Golf Clubs and 75% to 85% for Golf Balls. Variable costs for Gear, Accessories and Other are generally greater than 95% as fewer fixed costs are used in the manufacturing of the Company's soft goods products. Generally, the relative significance of the components of cost of sales does not vary materially from these percentages from period to period. See "Years Ended December 31, 2018 and 2017—Segment Profitability" and "Years Ended December 31, 2017 and 2016—Segment Profitability" below for further discussion of gross margins.

Seasonality

Golf Club and Golf Balls

In most of the regions where the Company conducts business, the game of golf is played primarily on a seasonal basis. Weather conditions generally restrict golf from being played year-round, except in a few markets, with many of the Company's on-course customers closing for the cold weather months. The Company's golf club and golf ball businesses are therefore subject to seasonal fluctuations. In general, during the first quarter, the Company begins selling its golf club and golf ball products into the golf retail channel for the new golf season. This initial sell-in generally continues into the second quarter. Second-quarter sales are significantly affected by the amount of reorder business of the products sold during the first quarter. Third-quarter sales are generally dependent on reorder business but can also include smaller new product launches, typically resulting in lower sales than the second quarter as many retailers begin decreasing their inventory levels in anticipation of the end of the golf season. Fourth-quarter sales are generally less than the other quarters due to the end of the golf season in many of the Company's key regions. However, third-quarter sales can be affected by a mid-year product launch, and fourth-quarter sales can be affected from time to time by the early launch of product introductions related to the new golf season of the subsequent year. This seasonality, and therefore quarter-to-quarter fluctuations, can be affected by many factors, including the timing of new product introductions as well as weather conditions. In general, because of this seasonality, a majority of the Company's sales from its Golf Clubs and Golf Balls operating segments and most, if not all, of its profitability from these segments generally occurs during the first half of the year.

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Gear, Accessories and Other

Sales of the Company's golf gear and accessories generally follow the same seasonality as golf clubs and golf balls, and are therefore generally higher during the first half of the year when the game of golf is mostly played. Golf apparel sales are higher in the third and fourth quarters due to a strong fall/winter season in Japan. Sales of lifestyle gear and apparel are generally higher in the second and third quarters during the spring/summer season. With the recent acquisition of Jack Wolfskin in January 2019, the Company anticipates increased sales of lifestyle outdoor apparel in the third and fourth quarters related to the fall/winter season.

Foreign Currency

A significant portion of the Company's business is conducted outside of the United States in currencies other than the U.S. dollar. As a result, changes in foreign currency rates can have a significant effect on the Company's financial results. The Company enters into foreign currency forward contracts to mitigate the effects of changes in foreign currency rates. While these foreign currency forward contracts can mitigate the effects of changes in foreign currency rates, they do not eliminate those effects, which can be significant. These effects include (i) the translation of results denominated in foreign currency into U.S. dollars for reporting purposes, (ii) the mark-to-market adjustments of certain intercompany balance sheet accounts denominated in foreign currencies and (iii) the mark-to-market adjustments of the Company's foreign currency forward contracts. In general, the Company's overall financial results are affected positively by a weaker U.S. dollar and are affected negatively by a stronger U.S. dollar as compared to the foreign currencies in which the Company conducts its business.

Executive Summary

In comparing the Company's results for the twelve months ended December 31, 2018 to the same period in 2017, the following factors affect the year-over-year comparisons:

- The product launch cadence in 2018 was heavily loaded toward the first half of the year compared to 2017, which affects quarterly comparisons.

- The Company's results of operations for 2018 include a full year of the results of operations from the TravisMathew apparel business, which was acquired in August 2017.

- The Company's operating expenses for 2018 include transaction and transition expenses related to the Jack Wolfskin acquisition completed in January 2019 of \$3.7 million, and other income includes a \$4.4 million gain from the re-measurement of a foreign currency forward contract that was put in place to mitigate the risk of foreign currency fluctuations on the purchase price, which was denominated in Euros. By comparison, 2017 includes transaction and transition expenses of \$2.6 million and \$8.8 million, respectively, related to the OGIO and TravisMathew acquisitions completed in January 2017 and August 2017, respectively.

- The U.S. corporate income tax rate was reduced from 35% to 21% for tax years beginning after December 31, 2017 due to the Tax Cuts and Jobs Act (the "Tax Act") enacted in December 2017.

Due to the strength of the Company's 2018 product line led by increases in irons, putters and golf balls, as well as in gear, accessories and other largely due to the addition of the TravisMathew business in August 2017, the Company's net sales increased 18.5% to \$1.2 billion in 2018, a record high, compared to \$1.0 billion in 2017. The Company's net sales in 2018 also benefited from improved industry and macroeconomic conditions, including favorable changes in foreign currency exchange rates, which positively impact net sales by \$14.2 million in 2018 compared to 2017.

The Company's gross margin in 2018 improved 70 basis points to 46.5% compared to 45.8% in 2017. This increase was primarily due to an increase in average selling prices and a favorable shift in product mix, including the addition of the TravisMathew business, which is accretive to the Company's gross margins, partially offset by an increase in cost due to the technology incorporated into current year products.

Operating expenses increased \$48.3 million or 12.0% in 2018 compared to 2017, primarily due to incremental expenses from the TravisMathew business, an increase in employee costs resulting from increased headcount and inflationary pressures, higher variable expenses due to the increase in net sales as well as increased investments in the business to sustain the Company's growth, including investments in R&D, marketing and tour, and in the OGIO and TravisMathew businesses.

The provision for income taxes decreased \$0.4 million to \$26.0 million in 2018 compared to 2017, despite an increase of \$63.2 million in pre-tax income to \$131.3 million in 2018 compared to 2017. The decrease in the provision resulted

primarily from a decrease in the Company's income tax rate to 19.8% in 2018 compared to 38.8% in 2017, due to the reduction of the U.S. corporate income tax rate as a result of the 2017 Tax Act, combined with an increase in R&D tax credits in 2018.

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Diluted earnings per share increased to \$1.08 in 2018 compared to \$0.42 in 2017. The increased earnings in 2018 reflect the increased sales in the core business, the addition of TravisMathew business, improved gross margins and a lower tax rate due to the 2017 Tax Act.

Years Ended December 31, 2018 and 2017

Net sales for the year ended December 31, 2018 increased \$194.1 million (18.5%) to \$1,242.8 million compared to \$1,048.7 million for the year ended December 31, 2017. This improvement was driven by an increase in net sales in all operating segments and across all major geographical regions primarily due to continued brand momentum and the strength of the Company's 2018 product line, improved industry and macroeconomic conditions, as well as incremental apparel sales due to the TravisMathew acquisition completed in August 2017. In addition, net sales were favorably impacted by a decrease in sales promotions and incentives in 2018 compared to 2017. Fluctuations in foreign currencies had a favorable impact on net sales of \$14.2 million.

The Company's net sales by operating segment are presented below (dollars in millions):

	Years Ended		Growth	
	December 31, 2018	2017	Dollars	Percent
Net sales:				
Golf Clubs	\$717.3	\$643.1	\$74.2	11.5 %
Golf Balls	195.6	162.5	33.1	20.4 %
Gear, Accessories and Other	329.9	243.1	86.8	35.7 %
	\$1,242.8	\$1,048.7	\$194.1	18.5 %

For further discussion of each operating segment's results, see "Operating Segment Results for the Years Ended December 31, 2018 and 2017" below.

Net sales information by region is summarized as follows (dollars in millions):

	Years Ended		Growth		Constant Currency Growth vs. 2017
	December 31, 2018	2017 ⁽¹⁾	Dollars	Percent	
Net sales:					
United States	\$706.3	\$564.6	\$141.7	25.1 %	25.1%
Europe	149.6	140.9	8.7	6.2 %	1.1%
Japan	223.7	199.4	24.3	12.2 %	10.0%
Rest of Asia	92.0	76.5	15.5	20.3 %	16.9%
Other foreign countries	71.2	67.3	3.9	5.8 %	5.5%
	\$1,242.8	\$1,048.7	\$194.1	18.5 %	17.2%

(1) Prior period amounts have been reclassified to conform to the current year presentation of regional sales related to OGIO-branded products.

Net sales in the United States increased \$141.7 million (25.1%) to \$706.3 million during 2018 compared to \$564.6 million in 2017. Net sales in regions outside of the United States increased \$52.4 million (10.8%) to \$536.5 million in 2018 compared to \$484.1 million in 2017. Fluctuations in foreign currencies had a favorable impact on international net sales of \$14.2 million in 2018 relative to the prior year. The increase in net sales across all major regions reflects increases in all operating segments compared to 2017 primarily as a result of the success of the 2018 product line. In addition, the increase in net sales by region includes the following:

In the United States, the increase reflects stronger market conditions as well as \$60.6 million in incremental apparel sales resulting from the TravisMathew acquisition that was completed in August 2017.

In Japan, the increase reflects the successful launch of region-specific iron models in 2018, in addition to an increase in apparel sales due to the opening of new retail and outlet locations in 2018 under the apparel joint venture.

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The increase in Rest of Asia was primarily driven by a 22% increase in sales in Korea year over year due to continued brand strength.

The increase in Europe was primarily due to the favorable impact of foreign currency changes combined with a slight increase in net sales year over year. Net sales were adversely affected in 2018 due to poor weather conditions which resulted in a slow start to the golf season.

Gross profit increased \$98.0 million to \$578.4 million in 2018 from \$480.4 million in 2017. Gross profit as a percent of net sales ("gross margin") increased 70 basis points to 46.5% in 2018 from 45.8% in 2017. The increase in gross margin was primarily due an increase of 300 basis points in price and product mix partially offset by a 250 basis point increase in cost. The increase in price and product mix was primarily due to higher priced and higher margin products in the woods and golf ball product categories, combined with incremental sales of TravisMathew apparel, which was accretive to the Company's overall gross margin. The increase in cost was driven by higher priced materials and technology incorporated into current year products combined with increased manufacturing costs associated with the technology incorporated into current year golf ball products. For a further discussion of gross margin, see "Segment Profitability" below.

Selling expenses increased by \$37.8 million to \$308.7 million (24.8% of net sales) in 2018 compared to \$270.9 million (25.8% of net sales) in 2017. This increase reflects \$14.4 million of incremental costs resulting from the addition of the TravisMathew business, in addition to increases of \$12.2 million in marketing and tour expenses and \$6.2 million in employee costs, as well as an increase in variable expenses due to higher net sales period over period. General and administrative expenses increased by \$6.3 million to \$100.5 million (8.1% of net sales) in 2018 compared to \$94.2 million (9.0% of net sales) in 2017. This increase was primarily due to \$6.4 million of incremental costs in 2018 resulting from the addition of the TravisMathew business, a \$2.8 million increase in legal and professional fees, and a \$2.0 million increase in bad debt expense, partially offset by a \$5.2 million decrease in transaction and transition costs associated with the acquisitions of TravisMathew and OGIO in 2017 compared to the pre-acquisition costs incurred in 2018 in connection with the Jack Wolfskin acquisition completed in January 2019.

Research and development expenses increased by \$4.2 million to \$40.8 million (3.3% of net sales) in 2018 compared to \$36.6 million (3.5% of net sales) in 2017, primarily due to an increase in employee costs.

Interest expense increased by \$1.1 million to \$5.5 million in 2018 compared to \$4.4 million in 2017 primarily due to an increase in average outstanding borrowings under the Company's credit facilities at higher interest rates period over period as a result of the TravisMathew acquisition, combined with the interest paid on the Company's long-term equipment note (see Note 5 "Financing Arrangements" to the Notes to Consolidated Financial Statements in this Form 10-K).

Other income (expense), net increased by \$14.7 million to other income of \$7.8 million in 2018 compared to other expense of \$6.9 million in 2017. This improvement was due to a \$14.1 million increase in net foreign currency gains primarily from foreign currency forward contracts not designated as hedging instruments, which includes an unrealized gain of \$4.4 million recorded in 2018 from the re-measurement of a foreign currency forward contract that was put in place to mitigate the risk of foreign currency fluctuations on the acquisition of Jack Wolfskin, which was denominated in Euros.

The Company recorded an income tax provision of \$26.0 million in 2018, compared to \$26.4 million in 2017. As a percentage of pre-tax income, the Company's income tax rate declined to 19.8% in 2018 compared to 38.7% in 2017. This decline was primarily due to the Tax Act enacted in December 2017, which reduced the U.S. corporate income tax rate from 35% to 21% for tax years beginning after December 31, 2017, combined with an increase in R&D tax credits in 2018. For further discussion, see Note 11 "Income Taxes" to the Notes to Consolidated Financial Statements in this Form 10-K.

Net income in 2018 increased 151.1% to \$104.7 million compared to \$41.7 million in 2017. Diluted earnings per share increased to \$1.08 on 97.2 million diluted shares outstanding in 2018 compared to \$0.42 on 96.6 million diluted shares outstanding in 2017. On a non-GAAP basis, excluding pre-acquisition transaction costs as well as certain hedging gains associated with the purchase price of Jack Wolfskin, which netted to \$0.6 million in 2018, and excluding after-tax acquisition costs of \$7.1 million and the net impact of the new tax legislation of \$3.4 million in 2017, the Company's net income and diluted earnings per share for 2018 would have been \$104.1 million and \$1.07

per share, respectively, compared to \$51.3 million or \$0.53 per share in 2017.

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The table below presents a reconciliation of the Company's results under GAAP for the year ended December 31, 2018 and 2017 to the Company's non-GAAP results as defined above for the same periods (in millions).

	Year Ended December 31, 2018			Year Ended December 31, 2017			
	As Reported	Acquisition Costs, net ⁽¹⁾	Non-GAAP	As Reported	Acquisition Costs ⁽²⁾	Non-Cash Tax Adjustment ⁽³⁾	Non-GAAP
Net income (loss) attributable to Callaway Golf Company	\$ 104.7	\$ 0.6	\$ 104.1	\$ 40.8	\$ (7.1)	\$ (3.4)	\$ 51.3
Diluted earnings (loss) per share	\$ 1.08	\$ 0.01	\$ 1.07	\$ 0.42	\$ (0.07)	\$ (0.04)	\$ 0.53
Weighted-average shares outstanding	97.2	97.2	97.2	96.6	96.6	96.6	96.6

Represents net transaction costs associated with the acquisition of Jack Wolfskin completed in January 2019, (1) which were more than offset by a net gain recognized from the re-measurement of a foreign currency forward contract in connection with the transaction.

Represents transaction and transition costs associated with the acquisition of OGIO in January 2017 and (2) transaction costs associated with the acquisition of Travis Mathew in August 2017. The income tax benefit of \$3.6 million associated with these costs was based on the Company's statutory tax rate for 2017.

Represents the impact of the Tax Act as discussed above, which resulted in \$7.5 million of income tax expense, (3) offset by a non-recurring, non-cash \$4.1 million tax benefit related to taxes on intercompany transactions, resulting from the 2016 release of the valuation allowance against the Company's U.S. deferred tax assets.

Operating Segment Results for the Years Ended December 31, 2018 and 2017

Golf Clubs

Golf Club sales increased \$74.2 million (11.5%) to \$717.3 million in 2018 compared to \$643.1 million in 2017. This increase was primarily due to the strength of the 2018 product line combined with improved market conditions.

Additionally, in 2018, net sales were favorably impacted by a decline in the amount of variable consideration recognized for sales promotions and incentives under the new revenue recognition rules in 2018 compared to 2017.

Net sales for 2018 reflect \$9.7 million of favorable foreign currency fluctuations.

Net sales information for the Golf Clubs segment by product category is summarized as follows (dollars in millions):

	Years Ended December 31,		Growth/(Decline)	
	2018	2017	Dollars	Percent
Net sales:				
Woods	\$304.4	\$307.9	\$ (3.5)	(1.1)%
Irons	316.5	250.6	65.9	26.3 %
Putters	96.4	84.6	11.8	13.9 %
	\$717.3	\$643.1	\$74.2	11.5 %

Net sales of woods decreased \$3.5 million (1.1%) to \$304.4 million in 2018 compared to 2017 primarily due to a 4.2% decrease in sales volume, partially offset by a 3.2% increase in average selling prices. The decrease in sales volume was primarily due a small decline in market share combined with a decrease in sales of closeout products year-over year. The increase in average selling prices was primarily due to an increase in launch prices for fairway woods and hybrid products launched in 2018 compared to the products launched in 2017, combined with a decline in sales of closeout products year over year.

Net sales of irons increased \$65.9 million (26.3%) to \$316.5 million in 2018 compared to 2017, primarily due to increases of 19.0% in sales volume and 6.1% in average selling prices. The increase in sales volume was due to the success of the Rogue line of irons in 2018 relative to the Epic line of irons in 2017 and the Mack Daddy 4 wedges which were launched in the fourth quarter of 2017. The increase in average selling prices resulted from higher average selling prices on the Rogue line of irons in 2018 relative to the Steelhead line of irons sold in 2017.

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Net sales of putters increased \$11.8 million (13.9%) to \$96.4 million in 2018 compared to 2017, due to an increase of 13.8% in average selling prices resulting primarily from the 2018 launch of the Odyssey EXO putters, as well as the continued success of the Odyssey Works Red and Black putter models launched in 2017.

Golf Balls

Net sales information for the Golf Balls segment is summarized as follows (dollars in millions):

Years Ended		Growth	
December 31,		Dollar	Percent
2018	2017		

Net sales:

Golf Balls \$195.6 \$162.5 \$33.1 20.4 %

Net sales of Golf Balls increased \$33.1 million (20.4%) to \$195.6 million for in 2018 compared to 2017, primarily due to increases of 11.6% in average selling prices and 7.8% in sales volume. These increases were primarily due to an overall increase in market share resulting from the successful launch of the 2018 Chrome Soft and Superhot 18 lines of golf balls at higher average selling prices compared to the Chrome Soft and Superhot models launched in the prior year, combined with the continued success of the Supersoft 17 line of golf balls.

Gear, Accessories and Other

Net sales information for the Gear, Accessories and Other segment is summarized as follows (dollars in millions):

Years Ended		Growth	
December 31,		Dollar	Percent
2018	2017		

Net sales:

Gear, Accessories and Other \$329.9 \$243.1 \$86.8 35.7 %

Net sales of Gear, Accessories and Other increased \$86.8 million (35.7%) to \$329.9 million in 2018 compared to 2017. This increase was primarily due to incremental sales of \$60.6 million for TravisMathew apparel as a result of the acquisition completed in August 2017, in addition to increased sales of accessories, golf bags and OGIO travel gear.

Segment Profitability

Profitability by operating segment is summarized as follows (dollars in millions):

Years Ended		Growth	
December 31,		Dollar	Percent
2018	2017		

Income before income taxes:

Golf Clubs	\$104.2	\$77.0	\$27.2	35.3 %
Golf Balls	27.9	26.9	1.0	3.7 %
Gear, Accessories and Other	56.6	30.6	26.0	85.0 %
Reconciling items ⁽¹⁾	(57.4)	(66.4)	9.0	(13.6)%
	\$131.3	\$68.1	\$63.2	92.8 %

⁽¹⁾ Reconciling items represent corporate general and administrative expenses and other income (expense) not included by management in determining segment profitability.

Pre-tax income in the Company's Golf Clubs operating segment improved to \$104.2 million in 2018 from \$77.0 million in 2017, primarily due to a \$36.0 million increase in gross profit resulting from a \$74.2 million increase in net sales as discussed above, partially offset by a \$8.8 million increase in operating expenses. Gross margins remained relatively flat year over year. The increase in operating expenses was primarily due to increases in marketing, tour expense and employee costs, in addition to an increase in variable selling expenses due to higher sales year over year.

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Pre-tax income in the Company's Golf Balls operating segment improved to \$27.9 million in 2018 from \$26.9 million in 2017. This increase was primarily due to an \$11.3 million increase in gross profit resulting from a \$33.1 million increase in net sales as discussed above, partially offset by a \$10.2 million increase in operating expenses primarily due to an increase in variable expenses resulting from higher sales year over year. Gross margin decreased 190 basis points in 2018 compared to 2017 as a result of the technology incorporated into golf ball models launched in 2018 compared to models launched in 2017, combined with higher manufacturing costs associated with the complexity of managing production while incorporating major capital improvements.

Pre-tax income in the Company's Gear, Accessories and Other operating segment increased to \$56.6 million in 2018 from \$30.6 million in 2017. This increase was primarily due to an increase in operating income for TravisMathew due to incremental sales and expenses as a result of the acquisition completed in August 2017, in addition to an increase in operating income for OGIO due to the improved financial performance of the brand period over period.

Years Ended December 31, 2017 and 2016

Net sales for the year ended December 31, 2017 increased \$177.5 million (20.4%) to \$1,048.7 million compared to \$871.2 million for the year ended December 31, 2016. This improvement was driven by an increase in net sales in all three of the Company's operating segments. The increase in gear, accessories and other was largely due to the Company's newly acquired businesses, OGIO and TravisMathew, and the Company's apparel joint venture in Japan which contributed to incremental sales of bags, accessories and apparel in the golf and lifestyle categories. The increase in net sales in the Golf Clubs and Golf Balls operating segments was driven by the success of the Epic line of drivers and fairway woods and the Supersoft and Chrome Soft lines of golf balls, respectively.

The Company's net sales by operating segment are presented below (dollars in millions):

	Years Ended		Growth	
	December 31, 2017	December 31, 2016	Dollars	Percent
Net sales:				
Golf Clubs	\$643.1	\$582.4	\$60.7	10.4 %
Golf Balls	162.5	152.3	10.2	6.7 %
Gear, Accessories and Other	243.1	136.5	106.6	78.1 %
	\$1,048.7	\$871.2	\$177.5	20.4 %

For further discussion of each operating segment's results, see "Operating Segment Results for the Years Ended December 31, 2017 and 2016" below.

Net sales information by region is summarized as follows (dollars in millions):

	Years Ended		Growth	
	December 31, 2017	December 31, 2016	Dollars	Percent
Net sales:				
United States	\$566.4	\$447.6	\$118.8	26.5 %
Europe	139.5	122.8	16.7	13.6 %
Japan	199.3	170.8	28.5	16.7 %
Rest of Asia	76.5	67.1	9.4	14.0 %
Other foreign countries	67.0	62.9	4.1	6.5 %
	\$1,048.7	\$871.2	\$177.5	20.4 %

Net sales in the United States increased \$118.8 million (26.5%) to \$566.4 million during 2017 compared to \$447.6 million in 2016, primarily due to the continued success of the Company's new Epic line of drivers and fairway woods, combined with increased sales of bags, gear and apparel due to the Company's acquisition of OGIO and TravisMathew during the current year. The Company's sales in regions outside of the United States increased \$58.8 million (13.9%) to \$482.4 million in 2017 compared

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to \$423.6 million in 2016, primarily due to the formation of the Company's apparel joint venture in Japan beginning in the third quarter of 2016 combined with the continued success of the Company's Epic line of woods and irons. Foreign currency exchange rates had an unfavorable impact of \$9.9 million on the Company's net sales denominated in foreign currencies.

Gross profit increased \$95.4 million to \$480.4 million in 2017 from \$385.0 million in 2016. Gross profit as a percent of net sales ("gross margin") increased 160 basis points to 45.8% in 2017 from 44.2% in 2016. The increase in gross margin was primarily due to a 410 basis point favorable shift in price and product mix in the woods product category due to the success of the current year Epic drivers, which have higher margins compared to the XR 16 drivers sold in the prior year, combined with a general increase in average selling prices across most product categories. This increase was partially offset by a decrease of approximately 180 basis points primarily due to (i) an increase in club component costs due to the higher cost of materials and technology incorporated into current year products, (ii) higher freight costs resulting from more air shipments to meet the high demand of the Company's current year products, as well as (iii) the slightly dilutive impact of the Company's newly acquired OGIO and TravisMathew businesses, which in the aggregate had lower gross margins relative to the Company's core business. On a full year basis, the gross margin for the TravisMathew business would be expected to be accretive to the Company's overall gross margin. Foreign currency exchange rates also had an unfavorable impact of approximately 70 basis points on the Company's gross margins during the current year. For a further discussion of gross margin, see "Segment Profitability" below. Selling expenses increased by \$35.3 million to \$270.9 million (25.8% of net sales) in 2017 compared to \$235.6 million (27.0% of net sales) in 2016. This increase was primarily due to an additional \$18.5 million of incremental selling costs resulting from the formation and consolidation of the Company's apparel joint venture in Japan established during the third quarter of 2016, and the acquisitions of OGIO in January 2017 and TravisMathew in August 2017, as well as increases of \$8.5 million in marketing and tour expenses, \$6.9 million in employee costs due to increases in sales commissions, accrued employee incentive compensation and stock compensation expense, and \$1.2 million in travel expenses.

General and administrative expenses increased by \$22.2 million to \$94.2 million (9.0% of net sales) in 2017 compared to \$72.0 million (8.3% of net sales) in 2016. This increase was primarily due to \$8.8 million of non-recurring transaction and transition costs incurred in connection with the acquisitions of OGIO and TravisMathew, \$9.3 million of incremental general and administrative costs resulting from the consolidation of the Company's new businesses, a \$5.7 million increase in employee costs due to increases in accrued employee incentive compensation expense and stock compensation expense, and \$1.0 million in legal expenses. These increases were partially offset by a decrease of \$1.8 million in bad debt expense.

Research and development expenses increased by \$3.3 million to \$36.6 million (3.5% of net sales) in 2017 compared to \$33.3 million (3.8% of net sales) in 2016, primarily due to a \$1.7 million increase in employee costs due to increases in accrued employee incentive compensation expense and stock compensation expense, combined with increases in research expenses and professional fees.

Interest expense increased by \$2.0 million to \$4.4 million in 2017 compared to \$2.4 million in 2016 primarily due to the refinancing of the Company's ABL Credit Facility during the fourth quarter of 2017 (see Note 5. Financing Arrangements to the Notes to Consolidated Financial Statements in this Form 10-K).

During 2016, the Company sold approximately 10.0% of its preferred shares in Topgolf for \$23.4 million and recognized a \$17.7 million gain in other income. See Note 7 "Investments" to the Notes to Consolidated Financial Statements in this Form 10-K.

Other expense, net increased by \$5.2 million to \$6.9 million in 2017 compared to \$1.7 million in 2016 primarily due to an increase in net foreign currency losses from foreign currency forward contracts not designated as hedging instruments.

The Company recorded an income tax provision of \$26.4 million in 2017, compared to an income tax benefit of \$132.6 million in 2016. The income tax benefit for 2016 includes a non-cash benefit of \$156.6 million related to the reversal of a significant portion of the Company's valuation allowance on its U.S. deferred tax assets. This reversal was partially offset by the recognition of \$16.0 million in income taxes that were retroactive for all of 2016 on the Company's earnings in the U.S.

As of December 31, 2017, the Company recorded income tax expense of \$7.5 million as a result of the Tax Act, which was comprised of \$11.1 million of income tax expense as a result of the re-measurement of deferred tax assets and liabilities at the new lower statutory tax rate of 21%, partially offset by a net tax benefit of \$3.6 million as a result of the mandatory deemed repatriation on earnings and profits of U.S.-owned foreign subsidiaries, which generated foreign tax credits in excess of the tax expense recognized on the deemed repatriation. The Company elected to record the mandatory repatriation and re-measurement of deferred taxes as a provisional amount for the year ended December 31, 2017, which the Company believed was then a reasonable

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estimate in accordance with the Tax Act. Due to the complexity and considerable amount of changes in tax law, the Company monitored its estimates and further refined its tax calculations during the measurement period, as necessary, as changes to interpretations and further guidance around the newly enacted provisions were issued by the Internal Revenue Service. For further discussion, see Note 10 "Income Taxes" to the Notes to Consolidated Financial Statements in this Form 10-K.

Net income in 2017 decreased to \$40.8 million compared to \$191.0 million in 2016. Diluted earnings per share decreased to \$0.42 on 96.6 million diluted shares outstanding in 2017 compared to \$1.98 on 95.8 million diluted shares outstanding in 2016. On a non-GAAP basis, excluding after-tax acquisition costs of \$7.1 million and the impact of the new tax legislation of \$3.4 million for the year ended December 31, 2017, and the impact of the reversal of a significant portion of the Company's valuation allowance of \$156.6 million and the Topgolf gain of \$17.7 million during the year ended December 31, 2016, the Company's net income and diluted earnings per share for 2017 would have increased by \$28.5 million or 125% to \$51.3 million and by \$0.29 or 121% to \$0.53 for 2017, respectively, compared to 2016.

The table below presents a reconciliation of the Company's results under GAAP for the years ended December 31, 2017 and 2016, to the Company's non-GAAP results as defined above for the same periods (in millions).

	Year Ended December 31, 2017				Year Ended December 31, 2016			
	As Reported	Acquisition Costs ⁽¹⁾	Non-Cash Tax Adjustment ⁽²⁾	Non-GAAP	As Reported	Release of Tax VA ⁽³⁾	Topgolf Gain ⁽⁴⁾	Non-GAAP
Net income (loss) attributable to Callaway Golf Company	\$40.8	\$ (7.1)	\$ (3.4)	\$ 51.3	\$189.9	\$156.6	\$ 10.5	\$ 22.8
Diluted earnings (loss) per share	\$0.42	\$ (0.07)	\$ (0.04)	\$ 0.53	\$1.98	\$1.63	\$ 0.11	\$ 0.24
Weighted-average shares outstanding	96.6	96.6	96.6	96.6	95.8	95.8	95.8	95.8

Represents transaction and transition costs associated with the acquisition of OGIO in January 2017 and

(1) transaction costs associated with the acquisition of TravisMathew in August 2017. The income tax benefit of \$3.6 million associated with these costs was based on the Company's statutory tax rate for 2017.

Represents the impact of the Tax Act as discussed above, which resulted in \$7.5 million of income tax expense, (2) offset by a non-recurring, non-cash \$4.1 million tax benefit related to taxes on intercompany transactions, resulting from the 2016 release of the valuation allowance against the Company's U.S. deferred tax assets.

(3) Non-cash tax benefit due to the reversal of a significant portion of the Company's deferred tax valuation allowance in the fourth quarter of 2016.

(4) Gain recognized on the sale of approximately 10.0% of the Company's investment in Topgolf in the second quarter of 2016.

Operating Segment Results for the Years Ended December 31, 2017 and 2016

Golf Clubs

Golf club sales increased \$60.7 million (10.4%) to \$643.1 million in 2017 compared to \$582.4 million in 2016. This increase was primarily due to the success of the current year Epic line of drivers and fairway woods, offset by a decrease in net sales of irons and putters due to the timing of product launches.

Net sales information for the Golf Clubs segment by product category is summarized as follows (dollars in millions):

	Years Ended		Growth/(Decline)		
	December 31, 2017	December 31, 2016	Dollars	Percent	
Net sales:					
Woods	\$307.9	\$216.1	\$91.8	42.5 %	
Irons	250.6	278.6	(28.0)	(10.1)%	
Putters	84.6	87.7	(3.1)	(3.5)%	
	\$643.1	\$582.4	\$60.7	10.4 %	

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Net sales of woods increased \$91.8 million (42.5%) to \$307.9 million in 2017 compared to 2016, primarily due to a 32.9% improvement in average selling prices and a 7.2% improvement in sales volume. The increase in average selling prices and sales volume was primarily due to the success of the current year Epic line of higher priced premium drivers and fairway woods, which outpaced sales of the lower priced XR 16 line of woods in 2016. In addition, average selling prices were favorably impacted by a decrease in promotional activity year over year. The increase in sales volume was partially offset by a shift in launch timing of the Company's new hybrid products. Net sales of irons decreased \$28.0 million (10.1%) to \$250.6 million in 2017 compared to 2016, primarily due to a 15.4% decrease in sales volume, partially offset by a 6.4% increase in average selling prices. The decrease in sales volume was primarily due to the timing of product launches, resulting in fewer irons products launched in 2017 compared to 2016. The increase in average selling prices was primarily due to a favorable shift in product mix resulting from the launch of the premium Epic line of irons in 2017, which have a higher average selling price compared to the lower priced Steelhead XR and XR OS core line of irons launched in the prior year. In addition, average selling prices were favorably impacted by a decrease in promotional activity year over year. Net sales of putters decreased \$3.1 million (3.5%) to \$84.6 million in 2017 compared to 2016, primarily due to a 10.2% decline in sales volumes partially offset by a 7.4% increase in average selling prices. The decline in sales volume was primarily due to the timing of product launches which resulted in fewer putter products launched in 2017 compared to 2016. The increase in average selling prices was primarily due to the launch of Odyssey Works line of putters in 2017, which have higher average selling prices compared to the core putter models sold in the prior year, partially offset by an increase in promotional activity year over year.

Golf Balls

Net sales information for the Golf Balls segment is summarized as follows (dollars in millions):

Years Ended		Growth	
December 31,		Dollars	Percent
2017	2016		

Net sales:

Golf balls \$162.5 \$152.3 \$10.2 6.7 %

Net sales of golf balls increased \$10.2 million (6.7%) to \$162.5 million for in 2017 compared to 2016, primarily due to an 8.7% increase in sales volume with relatively flat average selling prices. The increase in sales volume was primarily due to the success of the Company's new Supersoft and Chrome Soft X golf balls launched in 2017, combined with the continued success of the Chrome Soft golf balls launched in 2016.

Gear, Accessories and Other

Net sales information for the Gear, Accessories and Other segment is summarized as follows (dollars in millions):

Years Ended		Growth	
December 31,		Dollars	Percent
2017	2016		

Net sales:

Gear, accessories and other \$243.1 \$136.5 \$106.6 78.1 %

Net sales of gear, accessories and other increased \$106.6 million (78.1%) to \$243.1 million in 2017 compared to 2016. This increase was primarily due to incremental sales of gear, accessories and apparel of approximately \$100.0 million as a result of the Company's acquisitions of OGIO in January 2017 and TravisMathew in August 2017, and the Company's apparel joint venture in Japan, which was established during the third quarter of 2016. Additionally, sales of Callaway gloves, headwear, and footwear increased in 2017 compared to 2016.

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Segment Profitability

Profitability by operating segment is summarized as follows (dollars in millions):

	Years Ended		Growth	
	December 31,		Dollars	Percent
	2017	2016		
Income before income taxes:				
Golf clubs	\$77.0	\$48.5	\$28.5	58.8 %
Golf balls	26.9	23.9	3.0	12.6 %
Gear, accessories and other	30.6	18.2	12.4	68.1 %
Reconciling items ⁽¹⁾	(66.4)	(32.2)	(34.2)	106.2 %
	\$68.1	\$58.4	\$9.7	16.6 %

Reconciling items represent corporate general and administrative expenses and other income (expense) not included by management in determining segment profitability. The increase in reconciling items in 2017 compared to 2016 was primarily due to \$11.3 million in one-time transaction and transitional costs associated with the (1) acquisitions of OGIO in January 2017 and TravisMathew in August 2017, a \$17.7 million gain recognized in the second quarter of 2016 in connection with the sale of approximately 10.0% of the Company's investment in Topgolf, in addition to increases in employee costs, professional fees and legal expenses. For further discussion, see Note 8 "Investments" in the Notes to Consolidated Financial Statements in this Form 10-K.

Pre-tax income in the Company's Golf Clubs operating segment improved to \$77.0 million for 2017 from \$48.5 million for 2016. This increase was primarily due to a \$43.0 million increase in gross profit (or an increase of 240 basis points in gross margin) partially offset by a \$14.4 million increase in operating expenses. The increase in gross margin was primarily due to a favorable shift in price and product mix within the woods product category, combined with an increase in average selling prices across all golf club product categories, which resulted in a positive impact to gross margin of approximately 500 basis points. The favorable shift in price and product mix in the woods product category was due to the success of the Epic line of premium drivers launched in 2017, which have higher margins compared to the XR 16 line of core drivers sold in 2016. This increase in margin was partially offset by an increase in cost of approximately 210 basis points due to an increase in club component costs due to the higher cost materials and technology incorporated into current year products and higher freight costs resulting from more air shipments to meet the high demand of the Company's current year products. The increase in operating expenses was primarily due to increases in marketing expenses, research and development and employee costs.

Pre-tax income in the Company's Golf Balls operating segment improved to \$26.9 million for 2017 from \$24.0 million in 2016. This increase was primarily due to a \$4.0 million increase in gross profit with relatively flat gross margins year over year, partially offset by a \$1.1 million increase in operating expenses.

Pre-tax income in the Company's Gear, Accessories and Other operating segment increased to \$30.6 million for 2017 from \$18.2 million for 2016. This increase was primarily due to a \$48.5 million increase in gross profit, offset by a \$36.1 million increase in operating expenses, both due to the incremental sales and expenses from the acquisitions of OGIO in January 2017 and TravisMathew in August 2017, in addition to the Company's apparel joint venture in Japan established during the third quarter of 2016.

Financial Condition

The Company's cash and cash equivalents decreased \$21.7 million to \$64.0 million at December 31, 2018, from \$85.7 million at December 31, 2017 as the Company used a significant amount of its cash in 2018 to repay its asset-based credit facilities. The Company's outstanding balance under its asset-based credit facilities declined \$47.5 million to \$40.3 million from \$87.8 million at December 31, 2017. As such, the Company's net cash position (cash less amounts outstanding under its asset-based credit facilities) improved \$25.8 million at December 31, 2018 compared to December 31, 2017.

Cash generated from operating activities decreased to \$92.3 million during 2018 compared to \$117.7 million during 2017 primarily due to the timing of inventory purchases and cash collections on accounts receivable year over year. During 2018, the Company used its cash and cash equivalents and cash from its operating activities to repay \$49.6

million in borrowings under its credit facilities and long-term debt, fund \$36.8 million in capital expenditures and repurchase \$22.5 million in shares of its common

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stock. Management expects to fund the Company's future operations from current cash balances and cash provided by its operating activities combined with borrowings under its current and future credit facilities, as deemed necessary (see Note 5 "Financing Arrangements" in the Notes to Consolidated Financial Statements in this Form 10-K for further information on the ABL Facility).

The Company's accounts receivable balance fluctuates throughout the year as a result of the general seasonality of the Company's business. The Company's accounts receivable balance will generally be at its highest during the first and second quarters due to the seasonal peak in the golf season, and it will generally decline significantly during the third and fourth quarters as a result of an increase in cash collections and lower sales. As of December 31, 2018, the Company's net accounts receivable decreased to \$71.4 million from \$94.7 million as of December 31, 2017. This \$23.3 million decrease reflects the decrease in net sales during the fourth quarter year over year and an improvement in cash collections.

The Company's inventory balance fluctuates throughout the year as a result of the general seasonality of the Company's business and is also affected by the timing of new product launches. Generally, the Company's buildup of inventory levels begins during the fourth quarter and continues heavily into the first quarter as well as into the beginning of the second quarter in order to meet demand during the height of the golf season. Inventory levels start to decline toward the end of the second quarter and are at their lowest during the third quarter. Inventory levels are also impacted by the timing of new product launches. The Company's inventories increased to \$338.1 million as of December 31, 2018 from \$262.5 million as of December 31, 2017. This \$75.6 million increase was primarily attributable to the increase in the size of the Company's business and timing of inventory purchases related to products launched period over period, combined with an increase in in-transit inventory. Inventories as a percentage of trailing 12 months net sales increased to 27.2% as of December 31, 2018 compared to 25.0% as of December 31, 2017.

Liquidity and Capital Resources

The information set forth in Note 5 "Financing Arrangements," in the Notes to Consolidated Financial Statements in this Form 10-K, is incorporated herein by this reference.

Liquidity

The Company's principal sources of liquidity consist of its existing cash balances, funds expected to be generated from operations and its credit facilities. Based upon the Company's current cash balances, its estimates of funds expected to be generated from operations in 2019, and current and projected availability under its current or future credit facilities, the Company believes that it will be able to finance current and planned operating requirements, capital expenditures, debt repayments and contractual obligations and commercial commitments for at least the next 12 months from the issuance of this Form 10-K.

The Company's ability to generate sufficient positive cash flows from operations is subject to many risks and uncertainties, including future economic trends and conditions, demand for the Company's products, foreign currency exchange rates, and other risks and uncertainties applicable to the Company and its business (see "Risk Factors" contained in Part I, Item 1A in this Form 10-K). If the Company is unable to generate sufficient cash flows to fund its business due to a decline in sales or otherwise and is unable to reduce its manufacturing costs and operating expenses to offset such decline, the Company will need to increase its reliance on its credit facilities for needed liquidity. If the credit facilities are not then available or sufficient and the Company could not secure alternative financing arrangements, the Company's future operations would be materially adversely affected.

The Company has a senior secured asset-based revolving credit facility (the Third Amended and Restated Loan and Security Agreement) (the "ABL Facility") of up to \$330.0 million with Bank of America N.A. and other lenders (the "ABL Lenders") that is secured by certain assets, including cash (to the extent pledged by the Company), the Company's intellectual property, certain eligible real estate, inventory and accounts receivable of the Company's subsidiaries in the United States, Canada and the United Kingdom, and an asset-based loan agreement in Japan, which provides a credit facility of up to 4 billion Yen (or U.S. \$36.5 million, using the exchange rate in effect as of December 31, 2018) that is secured by certain assets, including eligible inventory and eligible accounts receivable. As of December 31, 2018, the Company's available liquidity, which is comprised of cash on hand and amounts available under both facilities after letters of credit and outstanding borrowings, was \$256.4 million compared to \$238.9 million as of December 31, 2017. As of December 31, 2018, the Company was in compliance with all financial covenants

under both credit facilities.

In January 2019, the Company entered into a Credit Agreement (the "Credit Agreement") with Bank of America, N.A. as administrative agent and other lenders (the "Term Lenders") in order to fund the acquisition of Jack Wolfskin. The Credit Agreement provides for the Term Loan Facility in an aggregate principal amount of \$480.0 million, which can be increased in maximum

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increments of \$225.0 million, or an unlimited amount subject to certain financial covenants. The Term Loan Facility is due in January 2026.

Loans under the Term Loan Facility are subject to interest at a rate per annum equal to either, at the Company's option, the LIBOR rate or the base rate, plus 4.50% or 3.50%, respectively, and any amounts outstanding are secured by the Company's assets. Principal payments of \$1.2 million are due quarterly, however the Company has the option to prepay any outstanding loan balance in whole or in part without premium or penalty. In addition, the Term Loan Facility requires excess cash flow payments beginning after December 31, 2019.

Loans outstanding under this facility are guaranteed by the Company's domestic subsidiaries. The loans and guaranties are secured by substantially all the assets of the Company and guarantors. In connection with the Credit Agreement, the Company amended its ABL Facility (the "Second Amendment to Third Amended and Restated Loan and Security Agreement") to expand the security interest granted to the ABL Lenders to match the security interest of the Term Lenders. The Credit Agreement contains customary representations and warranties and customary affirmative and negative covenants.

For further information on the Company's credit facilities and long-term borrowings see Note 5 "Financing Arrangements" in the Notes to Consolidated Financial Statements in this Form 10-K, which is incorporated herein by this reference.

As of December 31, 2018, approximately 97% of the Company's total cash was held in regions outside of the United States. Due to changes enacted by the Tax Act in December 2017, incremental U.S. federal income tax is no longer a consideration if the Company were to repatriate cash to the United States outside of settling intercompany balances. However, if the Company were to repatriate such cash, it may need to pay incremental foreign withholding taxes. During the second quarter of 2018, the Company evaluated its permanent reinvestment assertion with respect to its Canadian subsidiary in conjunction with the Company's operating plans and forecasts as well as its short-term and long-term financial requirements, and determined that it would repatriate a portion of the earnings of its Canadian subsidiary. Therefore, the Company repatriated cash from its Canadian subsidiary and remitted the Canadian withholding tax. The distribution was not material to the Company's overall liquidity or tax expense. Prospectively, the Company will no longer consider the future earnings of its Canadian subsidiary to be indefinitely reinvested. However, at this time the Company does not intend to repatriate additional funds to the United States to satisfy domestic liquidity needs arising in the ordinary course of business, including liquidity needs associated with its domestic debt service requirements. Therefore, except for the future earnings of the Company's foreign subsidiary in Canada, the Company considers the undistributed earnings of its foreign subsidiaries to be permanently reinvested and, accordingly, no incremental withholding taxes have been provided thereon.

Share Repurchases

In August 2014, the Company's Board of Directors authorized the \$50.0 million share 2014 Repurchase Program under which the Company was authorized to repurchase shares of its common stock in the open market or in private transactions, subject to the Company's assessment of market conditions and buying opportunities. Through April 2018, the Company had repurchased \$46.9 million of its common stock under this program. The 2014 Repurchase Program remained in effect until May 8, 2018, at which time it was canceled by the Board of Directors and replaced by the new 2018 Repurchase program with a maximum cost to the Company of \$50.0 million, under which the Company is authorized to repurchase shares of its common stock in the open market or in private transactions, subject to the Company's assessment of market conditions and buying opportunities. The repurchases are made consistent with the terms of the Company's ABL Facility which limits the amount of stock that can be repurchased. The 2018 Repurchase Program will remain in effect until completed or until terminated by the Board of Directors.

During 2018, the Company repurchased approximately 1,412,000 shares of its common stock under the 2014 Repurchase Program and the 2018 Repurchase Program at an average cost per share of \$15.90 for a total cost of \$22.5 million. Included in these amounts are \$6.1 million of shares the Company withheld to satisfy the Company's tax withholding obligations in connection with the vesting and settlement of employee restricted stock unit awards. The Company's repurchases of shares of common stock are recorded at cost and result in a reduction of shareholders' equity. As of December 31, 2018, the total amount remaining under the repurchase authorization was \$49.7 million.

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Significant Obligations

The following table summarizes certain significant cash obligations as of December 31, 2018 that will affect the Company's future liquidity (in millions):

	Payments Due By Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
ABL Facility	\$40.3	40.3	—	—	—
Capital Leases ⁽¹⁾	0.6	0.2	0.3	0.1	—
Operating leases ⁽²⁾	60.6	10.1	17.6	15.0	17.9
Unconditional purchase obligations ⁽³⁾	51.2	33.7	15.2	2.3	—
Uncertain tax contingencies ⁽⁴⁾	4.4	0.4	1.2	0.8	2.0
Employee incentive compensation ⁽⁵⁾	21.5	21.5	—	—	—
Equipment Note ⁽⁶⁾	9.6	—	—	9.6	—
Interest on equipment note	0.8	0.3	0.4	0.1	—
Other long term liabilities	0.6	—	—	—	0.6
Total	\$ 189.6	\$ 106.5	\$ 34.7	\$ 27.9	\$ 20.5

(1) Amounts represent future minimum lease payments. Capital lease obligations are included in accounts payable and accrued expenses and other long-term liabilities in the accompanying consolidated balance sheets.

(2) The Company leases certain warehouse, distribution and office facilities, vehicles and office equipment under operating leases. The amounts presented in this line item represent commitments for minimum lease payments under non-cancelable operating leases.

During the normal course of its business, the Company enters into agreements to purchase goods and services, including purchase commitments for production materials, endorsement agreements with professional golfers and other endorsers, employment and consulting agreements, and intellectual property licensing agreements pursuant to which the Company is required to pay royalty fees. It is not possible to determine the amounts the Company will ultimately be required to pay under these agreements as they are subject to many variables including performance-based bonuses, severance arrangements, the Company's sales levels, and reductions in payment obligations if designated minimum performance criteria are not achieved. The amounts listed approximate

(3) minimum purchase obligations, base compensation, and guaranteed minimum royalty payments the Company is obligated to pay under these agreements. The actual amounts paid under some of these agreements may be higher or lower than the amounts included. In the aggregate, the actual amount paid under these obligations is likely to be higher than the amounts listed as a result of the variable nature of these obligations. In addition, the Company also enters into unconditional purchase obligations with various vendors and suppliers of goods and services in the normal course of operations through purchase orders or other documentation or that are undocumented except for an invoice. Such unconditional purchase obligations are generally outstanding for periods less than a year and are settled by cash payments upon delivery of goods and services and are not reflected in this line item.

Amount represents the current and non-current portions of uncertain income tax positions as recorded on the Company's consolidated balance sheet as of December 31, 2018. Amount excludes uncertain income tax positions

(4) that the Company would be able to offset against deferred taxes. For further discussion, see Note 11 "Income Taxes" in the Notes to Consolidated Financial Statements in this Form 10-K.

(5) Amount represents accrued employee incentive compensation expense earned in 2018, and paid in February 2019.

In December 2017, the Company entered into a long-term financing agreement (the "Equipment Note") secured by certain equipment at the Company's golf ball manufacturing facility. As of December 31, 2018, the Company had

(6) \$9,628,000 outstanding under this agreement. For further discussion, see Note 5 "Financing Arrangements" in the Notes to Consolidated Financial Statements in this Form 10-K.

In January 2019, to fund the purchase price under the Jack Wolfskin Purchase Agreement, the Company entered into the Credit Agreement with Bank of America, N.A. The Credit Agreement provides for the Term Loan Facility in an aggregate principal amount of \$480.0 million, which was issued less \$9.6 million in original issue discount. For

further discussion, see Note 5 "Financing Arrangements" in the Notes to Consolidated Financial Statements in this Form 10-K.

During its normal course of business, the Company has made certain indemnities, commitments and guarantees under which it may be required to make payments in relation to certain transactions. These include (i) intellectual property indemnities to the

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Company's customers and licensees in connection with the use, sale and/or license of Company products or trademarks, (ii) indemnities to various lessors in connection with facility leases for certain claims arising from such facilities or leases, (iii) indemnities to vendors and service providers pertaining to the goods or services provided to the Company or based on the negligence or willful misconduct of the Company, and (iv) indemnities involving the accuracy of representations and warranties in certain contracts. In addition, the Company has made contractual commitments to each of its officers and certain other employees providing for severance payments upon the termination of employment. The Company has also issued guarantees in the form of a standby letter of credit in the amount of \$1.2 million as security for contingent liabilities under certain workers' compensation insurance policies. The duration of these indemnities, commitments and guarantees varies, and in certain cases may be indefinite. The majority of these indemnities, commitments and guarantees do not provide for any limitation on the maximum amount of future payments the Company could be obligated to make. Historically, costs incurred to settle claims related to indemnities have not been material to the Company's financial position, results of operations or cash flows. In addition, the Company believes the likelihood is remote that payments under the commitments and guarantees described above will have a material effect on the Company's financial condition. The fair value of indemnities, commitments and guarantees that the Company issued during the fiscal year ended December 31, 2018 was not material to the Company's financial position, results of operations or cash flows.

In addition to the contractual obligations listed above, the Company's liquidity could also be adversely affected by an unfavorable outcome with respect to claims and litigation that the Company is subject to from time to time. See Note 12 "Commitments & Contingencies" in the Notes to Consolidated Financial Statements in this Form 10-K.

Capital Resources

The Company does not currently have any material commitments for capital expenditures.

Off-Balance Sheet Arrangements

The Company has no material off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K .

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

The Company uses derivative financial instruments to mitigate its exposure to changes in foreign currency exchange rates. Transactions involving these financial instruments are with creditworthy banks, including one of the banks that is party to the Company's ABL Facility (see Note 5 "Financing Arrangements" in the Notes to the Consolidated Financial Statements in this Form 10-K). The use of these instruments exposes the Company to market and credit risk which may at times be concentrated with certain counterparties, although counterparty nonperformance is not anticipated. The Company is also exposed to interest rate risk from its credit facilities.

Foreign Currency Fluctuations

Information about the Company's foreign currency hedging activities is set forth in Note 17 "Derivatives and Hedging" in the Notes to Consolidated Financial Statements in this Form 10-K, which is incorporated herein by this reference. As part of the Company's risk management procedure, a sensitivity analysis model is used to measure the potential loss in future earnings of market-sensitive instruments resulting from one or more selected hypothetical changes in interest rates or foreign currency values. The sensitivity analysis model quantifies the estimated potential effect of unfavorable movements of 10% in foreign currencies to which the Company was exposed at December 31, 2018 through its foreign currency forward contracts.

The estimated maximum one-day loss from the Company's foreign currency forward contracts, calculated using the sensitivity analysis model described above, is \$50.0 million at December 31, 2018 primarily related to the hedge executed in connection with the purchase price of Jack Wolfskin. The Company believes that such a hypothetical loss from its foreign currency forward contracts would be partially offset by increases in the value of the underlying transactions being hedged.

The sensitivity analysis model is a risk analysis tool and does not purport to represent actual losses in earnings that will be incurred by the Company, nor does it consider the potential effect of favorable changes in market rates. It also does not represent the maximum possible loss that may occur. Actual future gains and losses will differ from those estimated because of changes or differences in market rates and interrelationships, hedging instruments and hedge percentages, timing and other factors.

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Interest Rate Fluctuations

The Company is exposed to interest rate risk from its credit facilities. Outstanding borrowings under these credit facilities accrue interest as described in Note 5 “Financing Arrangements” in the Notes to Consolidated Financial Statements in this Form 10-K. As part of the Company’s risk management procedures, a sensitivity analysis was performed to determine the impact of unfavorable changes in interest rates on the Company’s cash flows. The sensitivity analysis quantified that the incremental expense incurred by a 10% increase in interest rates would be \$0.4 million over the 12-month period ending on December 31, 2018.

Item 8. Financial Statements and Supplementary Data

The Company’s Consolidated Financial Statements as of December 31, 2018 and 2017 and for each of the three years in the period ended December 31, 2018, together with the report of the Company’s independent registered public accounting firm, are included in this Annual Report on Form 10-K beginning on page F-1.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures. The Company carried out an evaluation, under the supervision and with the participation of the Company’s management, including the Company’s Chief Executive Officer and Chief Financial Officer, of the effectiveness, as of December 31, 2018, of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures were effective as of December 31, 2018.

Management’s Report on Internal Control over Financial Reporting. The Company’s management is responsible for establishing and maintaining effective internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act). Management assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2018. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in its report entitled Internal Control—Integrated Framework (2013). Based on that assessment, management concluded that as of December 31, 2018, the Company’s internal control over financial reporting was effective based on the COSO criteria.

Changes in Internal Control over Financial Reporting. During the fourth quarter ended December 31, 2018, there were no changes in the Company’s internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The effectiveness of the Company’s internal control over financial reporting as of December 31, 2018 has been audited by Deloitte & Touche LLP, the Company’s independent registered public accounting firm, as stated in its report which is included herein.

Item 9B. Other Information

None.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Callaway Golf Company
Carlsbad, California

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Callaway Golf Company and its subsidiaries (the "Company") as of December 31, 2018, based on criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2018, of the Company and our report dated February 28, 2019 expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP

Costa Mesa, California

February 28, 2019

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PART III

Item 10. Directors, Executive Officers and Corporate Governance

Certain information concerning the Company's executive officers is included under the caption "Executive Officers of the Registrant" following Part I, Item 1 of this Form 10-K. The other information required by Item 10 will be included in the Company's definitive Proxy Statement under the captions "Proposal No. 1 - Election of Directors," "Section 16(a) Beneficial Ownership Reporting Compliance" and "Board of Directors and Corporate Governance," to be filed with the Commission within 120 days after the end of calendar year 2018 pursuant to Regulation 14A, which information is incorporated herein by this reference.

Item 11. Executive Compensation

The Company maintains employee benefit plans and programs in which its executive officers are participants. Copies of certain of these plans and programs are set forth or incorporated by reference as Exhibits to this report. Information required by Item 11 will be included in the Company's definitive Proxy Statement under the captions "Executive Officer Compensation," "Executive Officer Compensation - Compensation Committee Report" and "Board of Directors and Corporate Governance," to be filed with the Commission within 120 days after the end of calendar year 2018 pursuant to Regulation 14A, which information is incorporated herein by this reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters

The information required by Item 12 will be included in the Company's definitive Proxy Statement under the caption "Beneficial Ownership of the Company's Securities," to be filed with the Commission within 120 days after the end of calendar year 2018 pursuant to Regulation 14A, which information is incorporated herein by this reference.

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides information about the number of stock options and shares underlying restricted stock units and performance share units outstanding and authorized for issuance under all equity compensation plans of the Company as of December 31, 2018. See Note 14 "Share-Based Employee Compensation" in the Notes to Consolidated Financial Statements in this Form 10-K for further discussion of the equity plans of the Company.

Equity Compensation Plan Information

Plan Category	Number of Shares to be Issued Upon Exercise of Outstanding Options and Vesting of Restricted Stock Units and Performance Share Units ⁽³⁾	Weighted Average Exercise Price of Outstanding Options ⁽⁴⁾	Number of Shares Remaining Available for Future Issuance
Equity Compensation Plans Approved by Shareholders ⁽¹⁾	3,055 ⁽²⁾	\$ 6.54	10,402

(In thousands, except dollar amounts)

Consists of the following plans: Callaway Golf Company Amended and Restated 2004 Incentive Plan ("2004 Incentive Plan") and 2013 Non-Employee Directors Stock Incentive Plan ("2013 Directors Plan"). The 2004 Incentive Plan permits the award of stock options, restricted stock awards, restricted stock units, performance share units and various other stock-based awards. The 2013 Directors Plan permits the award of stock options, restricted stock and restricted stock units.

(1) Includes 51,285 shares underlying restricted stock units issuable under the 2013 Directors Plan, and 690,711 shares underlying stock options, 1,193,891 shares underlying restricted stock units and 1,119,131 shares underlying performance share units issuable under the 2004 Incentive Plan.

(3)

Outstanding shares underlying restricted stock units granted under the 2004 Incentive Plan and 2013 Directors Plan include 5,694 shares of accrued incremental stock dividend equivalent rights.

- (4) Does not include shares underlying restricted stock units and performance share units, which do not have an exercise price.

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Item 13. Certain Relationships, Related Transactions and Director Independence

The information required by Item 13 will be included in the Company's definitive Proxy Statement under the captions "Transactions with Related Persons" and "Board of Directors and Corporate Governance," to be filed with the Commission within 120 days after the end of calendar year 2018 pursuant to Regulation 14A, which information is incorporated herein by this reference.

Item 14. Principal Accountant Fees and Services

The information included in Item 14 will be included in the Company's definitive Proxy Statement under the caption "Information Concerning Independent Registered Public Accounting Firm" to be filed with the Commission within 120 days after the end of calendar year 2018 pursuant to Regulation 14A, which information is incorporated herein by this reference.

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PART IV

Item 15. Exhibits and Financial Statement Schedules

Documents filed as part of this report:

1. Financial Statements. The following consolidated financial statements of Callaway Golf Company and its subsidiaries required to be filed pursuant to Part II, Item 8 of this Form 10-K, are included in this Annual Report on Form 10-K beginning on page F-1:

- Report of Independent Registered Public Accounting Firm;
- Consolidated Balance Sheets as of December 31, 2018 and 2017;
- Consolidated Statements of Operations for the years ended December 31, 2018, 2017 and 2016;
- Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2018, 2017 and 2016;
- Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016;
- Consolidated Statements of Shareholders' Equity for the years ended December 31, 2018, 2017 and 2016; and
- Notes to Consolidated Financial Statements.

2. Financial statement schedules are omitted because they are not applicable or the required information is shown in the Consolidated Financial Statements or notes thereto.

3. Exhibits.

A copy of any of the following exhibits will be furnished to any beneficial owner of the Company's common stock, or any person from whom the Company solicits a proxy, upon written request and payment of the Company's reasonable expenses in furnishing any such exhibit. All such requests should be directed to the Company's Investor Relations Department at Callaway Golf Company, 2180 Rutherford Road, Carlsbad, CA 92008.

2.1 Share Sale and Purchase Agreement, dated November 29, 2018, by and among Paw Luxco III S.à.r.l., Callaway Germany Holdco GmbH (a wholly-owned subsidiary of Callaway formerly known as Mainsee 1185. V V GmbH) and Callaway Golf Company, incorporated herein by this reference to Exhibit 2.1 to the Company's Current Report on Form 8-K, as filed with the Commission on November 30, 2018 (file no. 1-10962).

2.2 SPA Amendment, Waiver and Locked Box Deed, dated as of January 3, 2019, by and among Callaway Golf Company, Callaway Germany Holdco GmbH and Paw Luxco III S.à.r.l., incorporated herein by this reference to Exhibit 2.1 to the Company's Current Report on Form 8-K as filed with Commission on January 3, 2019 (file no. 1-10962).

3.1 Certificate of Incorporation, incorporated herein by this reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, as filed with the Commission on July 1, 1999 (file no. 1-10962).

3.2 Fifth Amended and Restated Bylaws, as amended and restated as of November 18, 2008, incorporated herein by this reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, as filed with the Commission on November 21, 2008 (file no. 1-10962).

4.1 Form of Specimen Stock Certificate for Common Stock, incorporated herein by this reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, as filed with the Commission on June 15, 2009 (file no. 1-10962).

Executive Compensation Contracts/Plans

10.1 Amended and Restated Officer Employment Agreement, effective as of March 24, 2014, by and between Callaway Golf and Oliver G. Brewer, III, incorporated herein by this reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on March 28, 2014 (file no. 1-10962).

10.2 First Amendment to Amended and Restated Officer Employment Agreement, effective as of March 6, 2015, by and between Callaway Golf and Oliver G. Brewer, III, incorporated herein by this reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, as filed with the Commission on March 10, 2015 (file no. 1-10962).

- 10.3 Managing Director Agreement, effective November 1, 2014, as amended effective May 1, 2016, by and between Callaway Germany Holdco GmbH and Melody Harris-Jensbach. †

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- 10.4 Officer Employment Agreement, effective as of June 1, 2012, by and between Callaway Golf Company and Brian Lynch, incorporated herein by this reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, as filed with the Commission on August 2, 2012 (file no. 1-10962).
- 10.5 First Amendment to Officer Employment Agreement, effective March 24, 2014, by and between Callaway Golf Company and Brian Lynch, incorporated herein by this reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, as filed with the Commission on April 25, 2014 (file no. 1-10962).
- 10.6 The Second Amendment to Officer Employment Agreement, effective August 7, 2017, by and between Callaway Golf Company and Brian P. Lynch, incorporated herein by this reference to Exhibit 10.2 to the Company's Current Report on Form 10-Q, as filed with the Commission on November 8, 2017 (file no. 1-10962).
- 10.7 Officer Employment Agreement, effective as of April 25, 2012, by and between Callaway Golf Company and Mark Leposky, incorporated herein by this reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, as filed with the Commission on August 2, 2012 (file no. 1-10962).
- 10.8 Officer Employment Agreement, effective as of February 12, 2014, by and between Callaway Golf Company and Alan Hocknell, Ph.D., incorporated herein by this reference to Exhibit 10.5 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013, as filed with the Commission on February 27, 2014 (file no. 1-10962).
- 10.9 Officer Employment Agreement, effective as of June 18, 2012, by and between Callaway Golf Company and Richard H. Arnett, incorporated herein by this reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016, as filed with the Commission on February 27, 2017 (file no. 1-10962).
- 10.10 Director's Service Agreement, effective as of December 1, 2002, as revised effective March 1, 2008, as amended by the First Amendment to the Director's Service Agreement, effective as of April 30, 2010 and the Second Amendment to Director's Service Agreement, effective as of March 15, 2011, in each case, by and between Callaway Golf Company and Neil Howie, incorporated herein by this reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, as filed with the Commission on November 2, 2011 (file no. 1-10962).
- 10.11 Director's Service Agreement, effective as of January 1, 2012 by and between Callaway Golf Europe Ltd. and Neil Howie, incorporated herein by this reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, as filed with the Commission on August 2, 2012 (file no. 1-10962).
- 10.12 Amended and Restated Executive Entrustment Agreement, effective as of March 24, 2014, by and between Callaway Golf Company and Alex Boezeman, incorporated herein by this reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, as filed with the Commission on April 25, 2014 (file no. 1-10962).
- 10.13 First Amendment to Amended and Restated Executive Entrustment Agreement, effective as of March 24, 2015, by and between Callaway Golf Company and Alex Boezeman, incorporated herein by this reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, as filed with the Commission on April 29, 2015 (file no. 1-10962).

10.14 Second Amendment to Amended and Restated Executive Entrustment Agreement, effective as of March 22, 2016, by and between Callaway Golf Company and Alex Boezeman, incorporated herein by this reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016, as filed with the Commission on February 27, 2017 (file no. 1-10962).

10.15 Third Amendment to Amended & Restated Executive Entrustment Agreement effective March 29, 2017, by and between Callaway Golf Company and Alex Boezeman, incorporated herein by this reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, as filed with the Commission on May 9, 2017 (file no. 1-10962).

10.16 Fourth Amendment to Amended & Restated Executive Entrustment Agreement effective March 22, 2018, by and between Callaway Golf Company and Alex Boezeman, incorporated herein by this reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, as filed with the Commission on May 9, 2018 (file no. 1-10962).

10.17 Callaway Golf Company Amended and Restated 2004 Incentive Plan (effective May 19, 2009), incorporated herein by this reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A, as filed with the Commission on April 5, 2013 (file no. 1-10962).

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- 10.18 Callaway Golf Company Amended and Restated 2004 Incentive Plan (effective May 2, 2017) incorporated herein by this reference to Appendix B to the Company's Definitive Proxy Statement on Schedule 14A, as filed with the Commission on March 22, 2017 (file no. 1-10962).
- 10.19 Callaway Golf Company 2013 Non-Employee Directors Stock Incentive Plan (effective May 15, 2013), incorporated herein by this reference to Appendix B to the Company's Definitive Proxy Statement on Schedule 14A, as filed with the Commission on April 5, 2013 (file no. 1-10962).
- 10.20 Form of Stock Unit Grant. †
- 10.21 Form of Performance Unit Grant. †
- 10.22 Form of Performance Share Unit Grant, incorporated herein by this reference to Exhibit 10.19 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Commission on February 27, 2018 (file no. 1-10962).
- 10.23 Form of Stock Unit Grant, incorporated herein by this reference to Exhibit 10.20 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Commission on February 27, 2018 (file no. 1-10962).
- 10.24 Form of Performance Share Unit Grant, incorporated herein by this reference to Exhibit 10.18 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016, as filed with the Commission on February 27, 2017 (file no. 1-10962).
- 10.25 Form of Stock Unit Grant, incorporated herein by this reference to Exhibit 10.19 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016, as filed with the Commission on February 27, 2017 (file no. 1-10962).
- 10.26 Annual Incentive Plan Guidelines, incorporated herein by this reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on March 28, 2012 (file no. 1-10962).
- 10.27 Indemnification Agreement, dated January 25, 2010, between Callaway Golf Company and Adebayo O. Ogunlesi incorporated herein by reference to Exhibit 10.35 to the Company's Annual Report on Form 10-K for the year ended December 31, 2009, as filed with the Commission on February 26, 2010 (file no. 1-10962).
- 10.28 Indemnification Agreement, dated March 4, 2009, between Callaway Golf Company and John F. Lundgren, incorporated herein by this reference to Exhibit 10.51 to the Company's Current Report on Form 8-K, as filed with the Commission on March 10, 2009 (file no. 1-10962).
- 10.29 Indemnification Agreement, dated April 7, 2004, between Callaway Golf Company and Anthony S. Thornley, incorporated herein by this reference to Exhibit 10.34 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, as filed with the Commission on March 10, 2005 (file no. 1-10962).
- 10.30 Indemnification Agreement, dated as of April 21, 2003, between Callaway Golf Company and Samuel H. Armacost, incorporated herein by this reference to Exhibit 10.57 the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, as filed with the Commission on August 7, 2003 (file no. 1-10962).
- 10.31 Indemnification Agreement, dated as of April 21, 2003, between Callaway Golf Company and John C. Cushman, III, incorporated herein by this reference to Exhibit 10.58 the Company's Quarterly Report on

Form 10-Q for the quarter ended June 30, 2003, as filed with the Commission on August 7, 2003 (file no. 1-10962).

10.32 Indemnification Agreement, effective June 7, 2001, between Callaway Golf and Ronald S. Beard, incorporated herein by this reference to Exhibit 10.55 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001, as filed with the Commission on November 14, 2001 (file no. 1-10962).

10.33 Indemnification Agreement, dated August 4, 2015, between Callaway Golf Company and Linda B. Segre, incorporated herein by this reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the Commission on August 6, 2015 (file no. 1-10962).

10.34 Indemnification Agreement, effective May 8, 2018, between Callaway Golf and Russell Fleischer incorporated herein by this reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the Commission on May 10, 2018 (file no. 1-10962).

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- 10.35 Indemnification Agreement, effective November 6, 2018, between Callaway Golf and Laura Flanagan, incorporated herein by this reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the Commission on November 11, 2018 (file no. 1-10962).
- 10.36 Deferred Compensation Plan, incorporated herein by this reference to Exhibit 99.1 to the Company's Current Report on Form 8-K as filed with the Commission on December 13, 2016 (file no. 1-10962)
- Other Contracts
- 10.37 Loan and Security Agreement, dated as of June 30, 2011, among Callaway Golf Company, Callaway Golf Sales Company, Callaway Golf Ball Operations, Inc., Callaway Golf Canada Ltd., Callaway Golf Interactive, Inc., Callaway Golf International Sales Company, Bank of America, N.A., as administrative agent and collateral agent, Merrill Lynch, Pierce, Fenner & Smith Incorporated, as sole lead arranger and sole bookrunner and certain financial institutions as lenders, incorporated herein by this reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on July 6, 2011 (file no. 1-10962).
- 10.38 Amended and Restated Loan and Security Agreement, dated as of July 22, 2011, among Callaway Golf Company, Callaway Golf Sales Company, Callaway Golf Ball Operations, Inc., Callaway Golf Canada Ltd., Callaway Golf Interactive, Inc., Callaway Golf International Sales Company, Bank of America, N.A., as administrative agent and collateral agent, UBS Securities LLC, as syndication agent, Wells Fargo Capital Finance, LLC, as documentation agent, Merrill Lynch, Pierce, Fenner & Smith Incorporated, as sole lead arranger and sole bookrunner and certain financial institutions as lenders, incorporated herein by this reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on July 27, 2011 (file no. 1-10962).
- 10.39 Second Amended and Restated Loan and Security Agreement, dated as of December 22, 2011, among Callaway Golf Company, Callaway Golf Sales Company, Callaway Golf Ball Operations, Inc., Callaway Golf Canada Ltd., Callaway Golf Europe Ltd., Callaway Golf Interactive, Inc., Callaway Golf International Sales Company, Callaway Golf European Holding Company Limited, Bank of America, N.A., as administrative agent and collateral agent, UBS Securities LLC, as syndication agent, Wells Fargo Capital Finance, LLC, as documentation agent, Merrill Lynch, Pierce, Fenner & Smith Incorporated, as sole lead arranger and sole bookrunner and certain financial institutions as lenders, incorporated herein by this reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on December 28, 2011 (file no. 1-10962).
- 10.40 First Amendment to Second Amended and Restated Loan and Security Agreement, dated as of December 22, 2011, among Callaway Golf Company, Callaway Golf Sales Company, Callaway Golf Ball Operations, Inc., Callaway Golf Canada Ltd., Callaway Golf Europe Ltd., Callaway Golf Interactive, Inc., Callaway Golf International Sales Company, Callaway Golf European Holding Company Limited, Bank of America, N.A., as administrative agent and collateral agent, UBS Securities LLC, as syndication agent, Wells Fargo Capital Finance, LLC, as documentation agent, Merrill Lynch, Pierce, Fenner & Smith Incorporated, as sole lead arranger and sole bookrunner and certain financial institutions as lenders, incorporated herein by this reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, as filed with the Commission on August 2, 2012 (file no. 1-10962).
- 10.41 Second Amendment to Second Amended and Restated Loan and Security Agreement, dated as of September 5, 2013, among Callaway Golf Company, Callaway Golf Sales Company, Callaway Golf Ball Operations, Inc., Callaway Golf Canada Ltd., Callaway Golf Europe Ltd., Bank of America, N.A., as administrative agent and collateral agent, UBS Securities LLC, as syndication agent, Wells Fargo Capital Finance, LLC, as documentation agent, Merrill Lynch, Pierce, Fenner & Smith Incorporated, as sole lead arranger and sole

bookrunner and certain financial institutions as lenders, incorporated herein by this reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, as filed with the Commission on October 28, 2013 (file no. 1-10962).

10.42 Third Amendment to the Second Amended and Restated Loan and Security Agreement, dated as of June 23, 2014, among Callaway Golf Company, Callaway Golf Sales Company, Callaway Golf Ball Operations, Inc., Callaway Golf Canada Ltd., Callaway Golf Europe Ltd., Callaway Golf Interactive, Inc. and Callaway Golf International Sales Company and Callaway Golf European Holding Company Limited, Bank of America, N.A., as administrative agent and security trustee and certain financial institutions as lenders, incorporated herein by this reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on June 26, 2014 (file no. 1-10962).

10.43 Fourth Amendment to the Second Amended and Restated Loan and Security Agreement, dated as of May 27, 2015, among Callaway Golf Company, Callaway Golf Sales Company, Callaway Golf Ball Operations, Inc., Callaway Golf Canada Ltd., Callaway Golf Europe Ltd., Bank of America, N.A., as administrative agent and certain financial institutions as lenders, incorporated herein by this reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on May 27, 2015 (file no. 1-10962).

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- 10.44 Fifth Amendment to the Second Amended and Restated Loan and Security Agreement, dated as of August 25, 2015, among Callaway Golf Company, Callaway Golf Sales Company, Callaway Golf Ball Operations, Inc., Callaway Golf Canada Ltd., Callaway Golf Europe Ltd., Bank of America, N.A., as administrative agent and certain financial institutions as lenders, incorporated herein by this reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on August 27, 2015 (file no. 1-10962).
- 10.45 Sixth Amendment to the Second Amended and Restated Loan and Security Agreement, dated as of February 8, 2016, among Callaway Golf Company, Callaway Golf Sales Company, Callaway Golf Ball Operations, Inc., Callaway Golf Canada Ltd., Callaway Golf Europe Ltd., Bank of America, N.A., as administrative agent and certain financial institutions as lenders, incorporated herein by this reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on February 10, 2016 (file no. 1-10962).
- 10.46 Seventh Amendment to the Second Amended and Restated Loan and Security Agreement, dated as of March 24, 2017, among Callaway Golf Company, Callaway Golf Sales Company, Callaway Golf Ball Operations, Inc., Callaway Golf Canada Ltd., Callaway Golf Europe Ltd., Callaway Golf Interactive, Inc., Callaway Golf International Sales Company, Callaway Golf European Holding Company Limited, OGIO International, Inc., Bank of America, N.A. as administrative agent and certain financial institutions as lenders, incorporated herein by this reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on March 28, 2017 (file no. 1-10962).
- 10.47 Eighth Amendment to the Second Amended and Restated Loan and Security Agreement, dated as of August 1, 2017, among Callaway Golf Company, Callaway Golf Sales Company, Callaway Golf Ball Operations, Inc., Ogio International, Inc., Callaway Golf Canada Ltd., Callaway Golf Europe Ltd., Callaway Golf Interactive, Inc., Callaway Golf International Sales Company, Callaway Golf European Holding Company Limited, Bank of America, N.A. as administrative agent and certain financial institutions as lenders, incorporated herein by this reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on August 4, 2017 (file no. 1-10962).
- 10.48 Third Amended and Restated Loan and Security Agreement, dated as of November 20, 2017, among the Company, Callaway Golf Sales Company, Callaway Golf Ball Operations, Inc., Ogio International, Inc., TravisMathew, LLC, Travis Mathew Retail, LLC, Callaway Golf Canada Ltd., Callaway Golf Europe Ltd., Callaway Golf Interactive, Inc., Callaway Golf International Sales Company, Callaway Golf European Holding Company Limited, Bank of America, N.A., as administrative agent, MUFG Union Bank, as syndication agent, SunTrust Bank, as documentation agent, Bank of America, N.A., as sole lead arranger and sole bookrunner, and certain financial institutions as lenders, incorporated herein by this reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on November 22, 2017 (file no. 1-19062)
- 10.49 First Amendment to the Third Amended and Restated Loan and Security Agreement, dated as of November 29, 2018, among Callaway Golf Company, Callaway Golf Sales Company, Callaway Golf Ball Operations, Inc., Ogio International, Inc., TravisMathew Retail, LLC, TravisMathew, LLC, Callaway Golf Canada Ltd., Callaway Golf Europe Ltd., Callaway Golf Interactive, Inc., Callaway Golf International Sales Company, Callaway Golf European Holding Company Limited, Bank of America, N.A. as administrative agent and certain financial institutions as lenders, incorporated herein by this reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on November 30, 2018 (file no. 1-10962).
- 10.50 Second Amendment to the Third Amended and Restated Loan and Security Agreement, dated as of January 4, 2019, among Callaway Golf Company, Callaway Golf Sales Company, Callaway Golf Ball Operations, Inc., Ogio International, Inc., TravisMathew, LLC, Callaway Golf Canada Ltd., Callaway Golf Europe Ltd., Callaway Golf Interactive, Inc., Callaway Golf International Sales Company, Callaway Golf European Holding

Company Limited, Bank of America, N.A. as administrative agent and certain financial institutions as lenders, incorporated herein by this reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, as filed with the Commission on January 4, 2019 (file no. 1-10962).

10.51 Credit Agreement, dated as of January 4, 2019, among Callaway Golf Company and Bank of America, N.A. as administrative agent, incorporated herein by this reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the Commission on January 4, 2019 (file no. 1-10962).

21.1 List of Subsidiaries.†

23.1 Consent of Deloitte & Touche LLP.†

24.1 Form of Limited Power of Attorney.†

31.1 Certification of Oliver G. Brewer III pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.†

31.2 Certification of Brian P. Lynch pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.†

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- 32.1 Certification of Oliver G. Brewer III and Brian P. Lynch pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. †
- 101.1 XBRL Instance Document †
- 101.2 XBRL Taxonomy Extension Schema Document †
- 101.3 XBRL Taxonomy Extension Calculation Linkbase Document †
- 101.4 XBRL Taxonomy Extension Definition Linkbase Document †
- 101.5 XBRL Taxonomy Extension Label Linkbase Document †
- 101.6 XBRL Taxonomy Extension Presentation Linkbase Document †

† Included in this report

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CALLAWAY GOLF COMPANY

By: /S/ OLIVER G. BREWER III

Oliver G. Brewer III

President and Chief Executive Officer

Date: February 28, 2019

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and as of the dates indicated.

Signature	Title	Dated as of
Principal Executive Officer:		
/S/ OLIVER G. BREWER III Oliver G. Brewer III	President and Chief Executive Officer, Director	February 28, 2019
Principal Financial Officer:		
/S/ BRIAN P. LYNCH Brian P. Lynch	Executive Vice President, Chief Financial Officer	February 28, 2019
Principal Accounting Officer:		
/S/ JENNIFER THOMAS Jennifer Thomas	Vice President and Chief Accounting Officer	February 28, 2019
Non-Management Directors:		
* Samuel H. Armacost	Director	February 28, 2019
* Ronald S. Beard	Chairman of the Board	February 28, 2019
* John C. Cushman, III	Director	February 28, 2019
* Laura J. Flanagan	Director	February 28, 2019
* Russell L. Fleischer	Director	February 28, 2019
* John F. Lundgren	Director	February 28, 2019
* Adebayo O. Ogunlesi	Director	February 28, 2019

* Director February 28, 2019
Linda B. Segre

* Director February 28, 2019
Anthony S. Thornley
*By: /S/ BRIAN P. LYNCH
Brian P. Lynch
Attorney-in-fact

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Callaway Golf Company
Carlsbad, California

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Callaway Golf Company and subsidiaries (the “Company”) as of December 31, 2018 and 2017, and the related consolidated statements of operations, comprehensive income, cash flows and shareholders' equity, for each of the three years in the period ended December 31, 2018, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2018, based on the criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 28, 2019, expressed an unqualified opinion on the Company’s internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ DELOITTE & TOUCHE LLP

Costa Mesa, California

February 28, 2019

We have served as the Company’s auditor since 2002.

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CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)

	December 31,	
	2018	2017
ASSETS		
Current assets:		
Cash and cash equivalents	\$63,981	\$85,674
Accounts receivable, net	71,374	94,725
Inventories	338,057	262,486
Income taxes receivable	713	542
Other current assets	50,781	22,557
Total current assets	524,906	465,984
Property, plant and equipment, net	88,472	70,227
Intangible assets, net	224,692	225,758
Goodwill	55,816	56,429
Deferred taxes, net	75,079	91,398
Investment in golf-related ventures (Note 8)	72,238	70,495
Other assets	11,741	10,866
Total assets	\$1,052,944	\$991,157
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$208,653	\$176,127
Accrued employee compensation and benefits	43,172	40,173
Asset-based credit facility	40,300	87,755
Accrued warranty expense	7,610	6,657
Equipment note, short-term	2,411	2,367
Income taxes payable	1,091	1,295
Total current liabilities	303,237	314,374
Long-term liabilities:		
Income tax liability	4,430	4,602
Deferred taxes, net	1,796	1,822
Equipment note, long-term	7,218	9,448
Long-term other	1,955	1,536
Commitments & contingencies (Note 12)		
Shareholders' equity:		
Preferred stock, \$.01 par value, 3,000,000 shares authorized, 0 shares issued and outstanding at both December 31, 2018 and 2017	—	—
Common stock, \$.01 par value, 240,000,000 shares authorized, 95,648,648 shares and 95,042,557 shares issued at December 31, 2018 and 2017, respectively	956	950
Additional paid-in capital	341,241	335,222
Retained earnings	413,799	324,081
Accumulated other comprehensive loss	(13,700)	(6,166)
Less: Common stock held in treasury, at cost, 1,137,470 shares and 411,013 shares at December 31, 2018 and 2017, respectively	(17,722)	(4,456)
Total Callaway Golf Company shareholders' equity	724,574	649,631
Non-controlling interest in consolidated entity (Note 9)	9,734	9,744
Total shareholders' equity	734,308	659,375
Total liabilities and shareholders' equity	\$1,052,944	\$991,157

The accompanying notes are an integral part of these consolidated financial statements.

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Table of ContentsCALLAWAY GOLF COMPANY
CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

	Year Ended December 31,		
	2018	2017	2016
Net sales	\$1,242,834	\$1,048,736	\$871,192
Cost of sales	664,465	568,288	486,181
Gross profit	578,369	480,448	385,011
Selling expenses	308,709	270,890	235,556
General and administrative expenses	100,466	94,153	71,969
Research and development expenses	40,752	36,568	33,318
Total operating expenses	449,927	401,611	340,843
Income from operations	128,442	78,837	44,168
Interest income	594	454	621
Interest expense	(5,543)) (4,365)) (2,368)
Gain on sale of investments in golf-related ventures	—	—	17,662
Other income (expense), net	7,779	(6,871)) (1,690)
Income before income taxes	131,272	68,055	58,393
Income tax provision (benefit)	26,018	26,388	(132,561)
Net income	105,254	41,667	190,954
Less: Net income attributable to non-controlling interests	514	861	1,054
Net income attributable to Callaway Golf Company	\$104,740	\$40,806	\$189,900
Earnings per common share:			
Basic	\$1.11	\$0.43	\$2.02
Diluted	\$1.08	\$0.42	\$1.98
Weighted-average common shares outstanding:			
Basic	94,579	94,329	94,045
Diluted	97,153	96,577	95,845

The accompanying notes are an integral part of these consolidated financial statements.

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CALLAWAY GOLF COMPANY
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (In thousands)

	Year Ended December 31,		
	2018	2017	2016
Net income	\$105,254	\$41,667	\$190,954
Other comprehensive income (loss):			
Change in derivative instruments	153	(2,492)	1,976
Foreign currency translation adjustments	(7,672)	14,361	(8,831)
Comprehensive income, before income tax on other comprehensive income items	97,735	53,536	184,099
Income tax expense (benefit) on derivative instruments	282	594	(902)
Comprehensive income	98,017	54,130	183,197
Less: Comprehensive income (loss) attributable to non-controlling interests	297	163	(1,104)
Comprehensive income attributable to Callaway Golf Company	\$97,720	\$53,967	\$184,301

The accompanying notes are an integral part of these consolidated financial statements.

CALLAWAY GOLF COMPANY
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

	Year Ended December 31,		
	2018	2017	2016
Cash flows from operating activities:			
Net income	\$ 105,254	\$ 41,667	\$ 190,954
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	19,948	17,605	16,586
Inventory step-up from acquisitions	—	3,112	—
Deferred taxes	21,705	24,594	(141,447)
Share-based compensation	13,530	12,647	8,965
(Gain) loss on disposal of long-lived assets and deferred gain amortization	(13)	1,490	(116)
Gain on sale of investments in golf-related ventures	—	—	(17,662)
Unrealized (gains) losses on foreign currency forward contracts	(4,585)	1,023	(683)
Changes in assets and liabilities, net of effects of acquisitions:			
Accounts receivable, net	(2,109)	51,618	(16,965)
Inventories	(78,017)	(52,010)	24,251
Other assets	(9,975)	(6,533)	168
Accounts payable and accrued expenses	22,268	15,414	12,553
Accrued employee compensation and benefits	3,148	7,021	(489)
Income taxes receivable and payable	82	(2,155)	2,493
Accrued warranty expense	953	1,262	(311)
Other liabilities	93	944	(587)
Net cash provided by operating activities	92,282	117,699	77,710
Cash flows from investing activities:			
Acquisitions, net of cash acquired	—	(183,478)	—
Capital expenditures	(36,825)	(26,203)	(16,152)
Investment in golf-related ventures	(1,743)	(21,499)	(1,448)
Proceeds from sale of property, plant and equipment	43	587	20
Proceeds from sale of investments in golf-related ventures	—	—	23,429
Note receivable	—	—	3,104
Net cash (used in) provided by investing activities	(38,525)	(230,593)	8,953
Cash flows from financing activities:			
(Repayments of) proceeds from credit facilities, net	(47,455)	75,789	(3,003)
(Repayments of) proceeds from long-term debt	(2,186)	11,815	—
Exercise of stock options	1,636	5,362	2,637
Acquisition of treasury stock	(22,456)	(16,617)	(5,144)
Dividends paid, net	(3,788)	(3,773)	(3,764)
Credit facility amendment costs	—	(2,246)	—
Distributions to non-controlling interest	(821)	(974)	—
Other financing activities	—	—	20
Net cash (used in) provided by financing activities	(75,070)	69,356	(9,254)
Effect of exchange rate changes on cash and cash equivalents	(380)	3,237	(1,235)
Net (decrease) increase in cash and cash equivalents	(21,693)	(40,301)	76,174
Cash and cash equivalents at beginning of year	85,674	125,975	49,801
Cash and cash equivalents at end of year	\$ 63,981	\$ 85,674	\$ 125,975
Supplemental disclosures:			
Cash paid for interest and fees	\$ 4,990	\$ 4,594	\$ 1,626
Cash paid for income taxes, net	\$ 9,564	\$ 10,788	\$ 6,143

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Noncash investing and financing activities:

Accrued capital expenditures at period end	\$2,672	\$2,007	\$736
Issuance of treasury stock and common stock for compensatory stock awards released from restriction	\$5,744	\$5,813	\$920

The accompanying notes are an integral part of these consolidated financial statements.

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CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(In thousands)

	Callaway Golf Shareholders Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock		Total Callaway Golf Company Shareholders' Equity	Non-controlling Interest	Total
	Shares	Amount				Shares	Amount			
Balance, December 31, 2015	93,769	\$ 938	\$322,793	\$ 101,047	\$(11,813)	(2)	\$(20)	\$412,945	\$ —	\$412,945
Acquisition of treasury stock	—	—	—	—	—	(572)	(5,144)	(5,144)	—	(5,144)
Exercise of stock options	—	—	(697)	—	—	374	3,334	2,637	—	2,637
Tax deficit from exercise of stock options and compensatory stock	—	—	20	—	—	—	—	20	—	20
Compensatory awards released from restriction	440	4	(920)	—	—	101	916	—	—	—
Share-based compensation	—	—	8,965	—	—	—	—	8,965	—	8,965
Stock dividends	5	—	45	(54)	—	1	9	—	—	—
Cash dividends (\$0.04 per share)	—	—	—	(3,764)	—	—	—	(3,764)	—	(3,764)
Equity adjustment from foreign currency translation	—	—	—	—	(7,727)	—	—	(7,727)	(1,104)	(8,831)
Non-controlling interest	—	—	—	—	—	—	—	—	9,744	9,744
Equity adjustment from derivative instruments, net of tax	—	—	—	—	1,074	—	—	1,074	—	1,074
Net income	—	—	—	189,900	—	—	—	189,900	1,054	190,954
Balance, December 31, 2016	94,214	942	330,206	287,129	(18,466)	(98)	(905)	598,906	9,694	608,600
Acquisition of treasury stock	—	—	—	—	—	(1,536)	(16,617)	(16,617)	—	(16,617)
Exercise of stock options	—	—	(1,899)	—	—	681	7,261	5,362	—	5,362
	825	8	(5,813)	—	—	542	5,805	—	—	—

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Compensatory awards released from restriction										
Share-based compensation	—	—	12,647	—	—	—	—	12,647	—	12,647
Stock dividends	4	—	81	(81)	—	—	—	—	—	—
Cash dividends (\$0.04 per share)	—	—	—	(3,773)	—	—	—	(3,773)	—	(3,773)
Equity adjustment from foreign currency translation	—	—	—	—	14,198	—	—	14,198	163	14,361
Equity adjustment from derivative instruments, net of tax	—	—	—	—	(1,898)	—	—	(1,898)	—	(1,898)
Distributions to non-controlling interests	—	—	—	—	—	—	—	—	(974)	(974)
Net income	—	—	—	40,806	—	—	—	40,806	861	41,667
Balance, December 31, 2017	95,043	950	335,222	324,081	(6,166)	(411)	(4,456)	649,631	9,744	659,375
Adoption of accounting standard (Note 3)	—	—	—	(11,185)	—	—	—	(11,185)	—	(11,185)
Acquisition of treasury stock	—	—	—	—	—	(1,412)	(22,456)	(22,456)	—	(22,456)
Exercise of stock options	—	—	(1,734)	—	—	231	3,370	1,636	—	1,636
Compensatory awards released from restriction	606	6	(5,744)	—	—	451	5,738	—	—	—
Share-based compensation	—	—	13,530	—	—	—	—	13,530	—	13,530
Stock dividends	—	—	(33)	(49)	—	3	82	—	—	—
Cash dividends (\$0.04 per share)	—	—	—	(3,788)	—	—	—	(3,788)	—	—