



# CHURCHILL DOWNS

INCORPORATED

Investor Presentation

February 2024

# Forward-Looking Statements

Certain statements made in this presentation contain various “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are typically identified by the use of terms such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “predict,” “project,” “seek,” “should,” “will,” “scheduled,” and similar words or similar expressions (or negative versions of such words or expressions).

Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Important factors that could cause actual results to differ materially from expectations include the following:

- the occurrence of extraordinary events, such as terrorist attacks, public health threats, civil unrest, and inclement weather, including as a result of climate change;
- the effect of economic conditions on our consumers' confidence and discretionary spending or our access to credit, including the impact of inflation;
- additional or increased taxes and fees; the impact of
- the impact of any pandemics, epidemics, or outbreaks of infectious diseases, including possible new variants of COVID-19, and related economic matters on our results of operations, financial conditions and prospects;
- lack of confidence in the integrity of our core businesses or any deterioration in our reputation;
- loss of key or highly skilled personnel, as well as general disruptions in the general labor market;
- the impact of significant competition, and the expectation the competition levels will increase;
- changes in consumer preferences, attendance, wagering, and sponsorships;
- risks associated with equity investments, strategic alliances and other third-party agreements;
- inability to respond to rapid technological changes in a timely manner;
- concentration and evolution of slot machine and historical racing machine (HRM) manufacturing and other technology conditions that could impose additional costs;
- failure to enter into or maintain agreements with industry constituents, including horsemen and other racetracks; inability to successfully focus on market access and retail operations for our TwinSpires sports betting business and effectively compete;
- online security risk, including cyber-security breaches, or loss or misuse of our stored information as a result of a breach including customers' personal information could lead to government enforcement actions or other litigation;
- reliance on our technology services and catastrophic events and system failures disrupting our operations;
- inability to identify, complete, or fully realize the benefits of, our proposed acquisitions, divestitures, development of new venues or the expansion of existing facilities on time, on budget, or as planned;
- difficulty in integrating recent or future acquisitions into our operations;
- cost overruns and other uncertainties associated with the development of new venues and the expansion of existing facilities;
- general risks related to real estate ownership and significant expenditures, including risks related to environmental liabilities;
- personal injury litigation related to injuries occurring at our racetracks;
- compliance with the Foreign Corrupt Practices Act or other similar laws and regulations, or applicable anti-money laundering regulations;
- payment-related risks, such as risk associated with fraudulent credit card or debit card use;
- work stoppages and labor problems;
- risks related to pending or future legal proceedings and other actions;
- highly regulated operations and changes in the regulatory environment could adversely affect our business;
- restrictions in our debt facilities limiting our flexibility to operate our business;
- failure to comply with the financial ratios and other covenants in our debt facilities and other indebtedness;
- increases to interest rates (due to inflation or otherwise);
- disruption in the credit markets or changes to our credit ratings may adversely affect our business;
- increase in our insurance costs, or any inability to obtain similar insurance coverage in the future, and inability to recover under our insurance policies for damages sustained at our properties in the event of inclement weather and casualty events; and
- other factors described under the heading “Risk Factors” in our most recent Annual Report on Form 10-K and in other filings we make with the Securities and Exchange Commission.

We do not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law



## Table of Contents

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- Business Overview and Case for Investing
- Segment Overviews:
  - Live and Historical Racing
  - TwinSpires
  - Gaming
- Capital Management
- ESG
- Appendix



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# **Business Overview and Case for Investing**

## Churchill Downs Incorporated (“CDI”) Overview

We have a unique and diverse collection of entertainment assets that generate high margins with significant Adjusted EBITDA and Free Cash Flow

### Churchill Downs Racetrack (“CDRT”)

Hosts the longest continuously held annual sporting event in the U.S., the **Kentucky Derby**

KENTUCKY  DERBY



### Historical Racing Machines (“HRMs”)

#### Kentucky

Six gaming entertainment venues with ~4,640 HRMs and one HRM expansion project underway

#### Virginia

Seven HRM properties with ~2,790 HRMs and one HRM expansion project underway

#### New Hampshire

Chasers Poker Room in Salem with significant HRM and table game expansion opportunity

### TwinSpires

One of the largest and most profitable U.S. online wagering platforms for horse racing

Expanding pari-mutuel content and technology services to B2C sports betting platforms

Exacta provides HRM technology to third parties and reduces internal HRM costs in Virginia & Kentucky



### Gaming

Eleven gaming properties<sup>1</sup> with ~13,800 slot machines and video lottery terminals<sup>2</sup> and ~330 table games in ten states

Building a new casino in Terre Haute, Indiana in 2Q'23



<sup>1</sup> Includes Miami Valley Gaming, 50% owned Ohio joint venture, and Rivers Casino Des Plaines, 61% owned Illinois joint venture

<sup>2</sup> Includes HRMs at Fair Grounds OTBs

## Case for Investing

### The Kentucky Derby

- Iconic and irreplaceable asset
- Consistent high margin growth and significant free cash flow over the long-term from marquee asset
- Growing international engagement through Japan and European Roads to the Derby

### Diverse Organic Growth

- Expansion of HRM properties in Kentucky, Virginia, New Hampshire, Louisiana, and other states
- Provider of HRM technology to existing and future central determinant system businesses
- One of the most profitable, industry-leading online wagering platforms for horse racing driven by access to best-in-class racing content and linkage to the Kentucky Derby
- Diverse portfolio of wholly-owned regional gaming properties and strategic equity investments

### Strong Financial Profile

- Strong free cash flow generation with disciplined maintenance capital spending
- Ability to pursue strategic reinvestment in organic growth, M&A, dividends, and share repurchases to maximize shareholder returns
- Conservative balance sheet with financial flexibility and significant access to capital

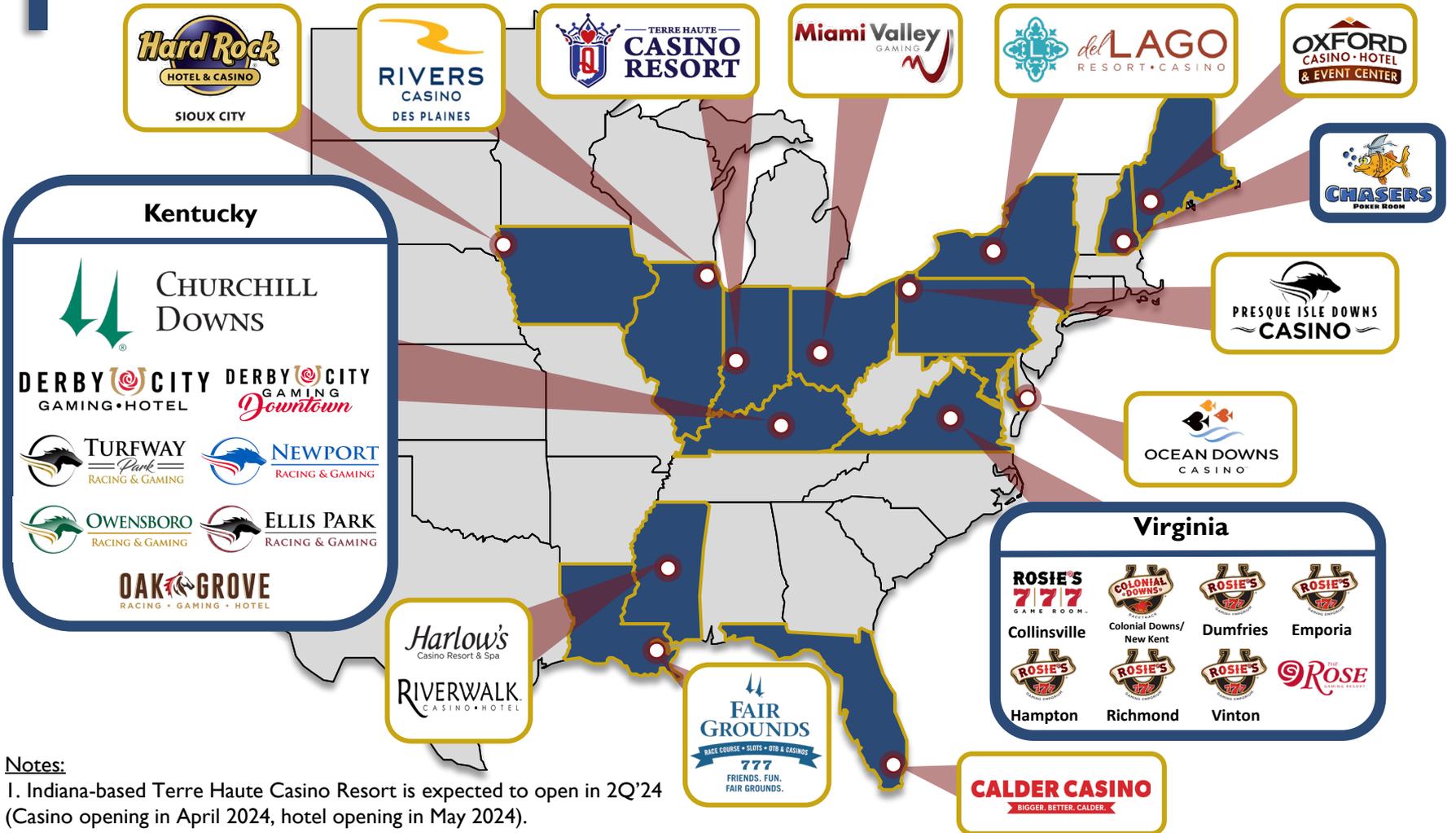
### With a Proven Management Team and Organizational Depth for Execution

- Proven record of disciplined capital allocation and earnings growth
- Successful track record of integrating new businesses and execution of organic growth projects
- Diverse backgrounds with multi-industry, technology, and international experience

# The Kentucky Derby is Only the Beginning

Live and Historical Racing

Gaming

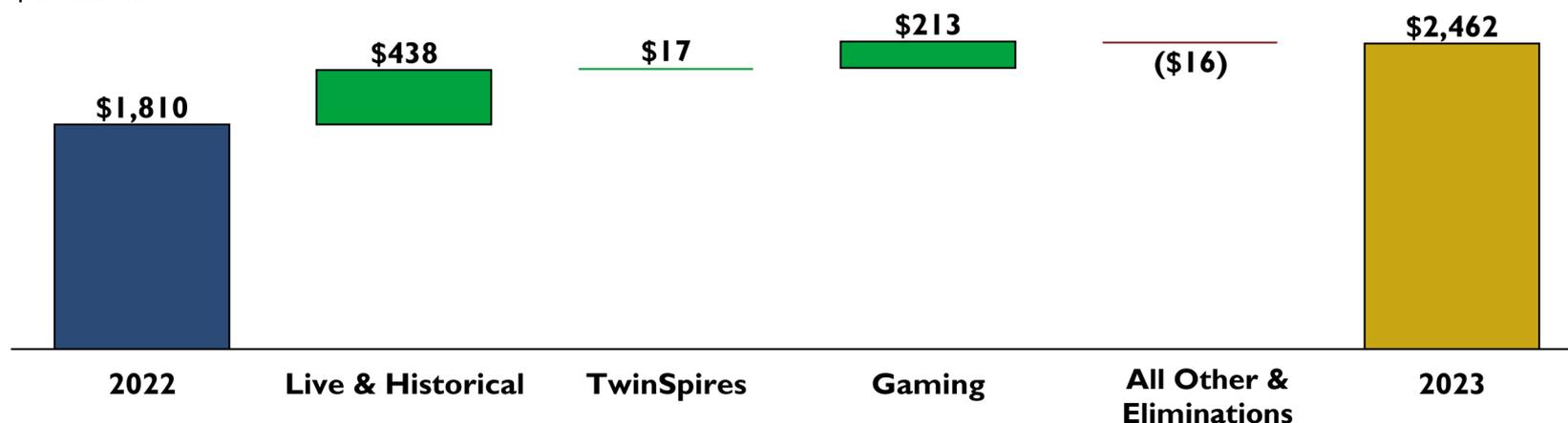


- Notes:**
1. Indiana-based Terre Haute Casino Resort is expected to open in 2Q'24 (Casino opening in April 2024, hotel opening in May 2024).
  2. Virginia-based The Rose Gaming Resort (Dumfries replacement) is expected to open in late 3Q'24.
  3. Kentucky-based Owensboro Racing & Gaming is expected to open in 1Q'25.

## Consistent Double-Digit Net Revenue Growth

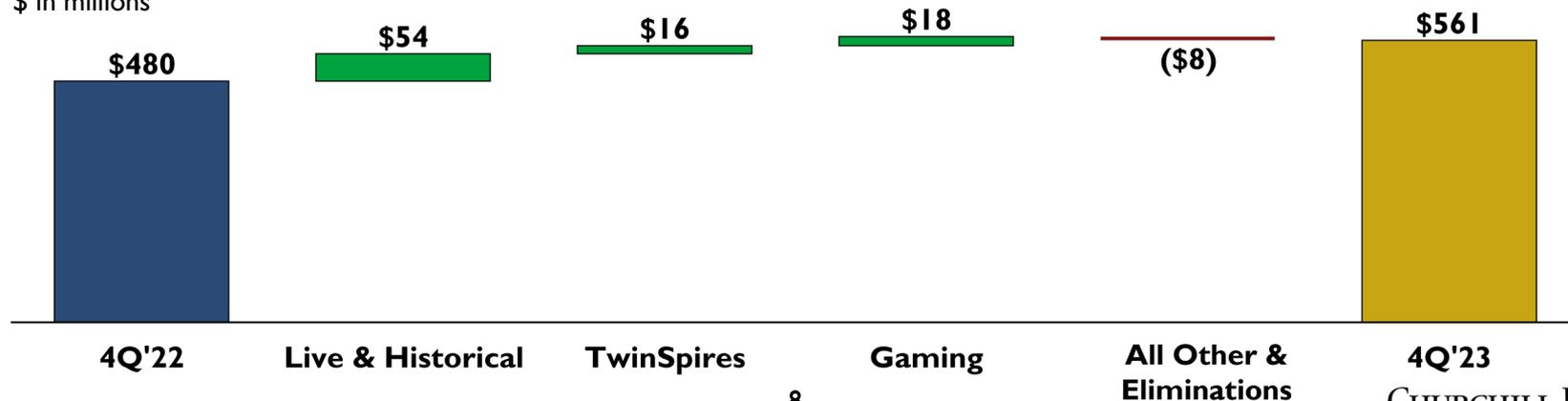
**36% Annual Revenue Growth from 2022 to 2023**

\$ in millions



**17% Quarterly Revenue Growth from 4Q'22 to 4Q'23**

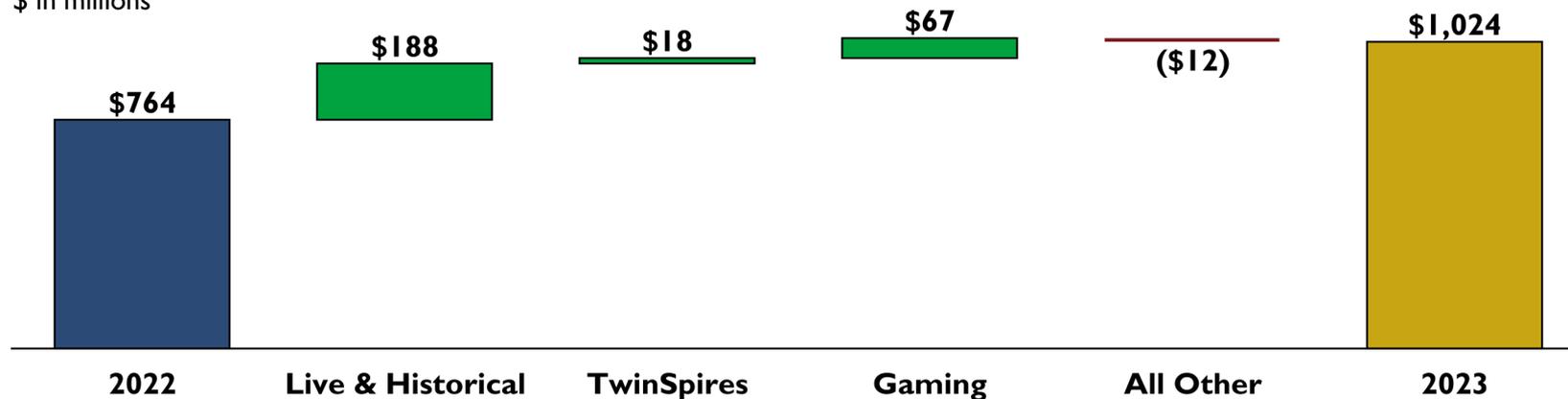
\$ in millions



## Consistent Double-Digit Adjusted EBITDA Growth

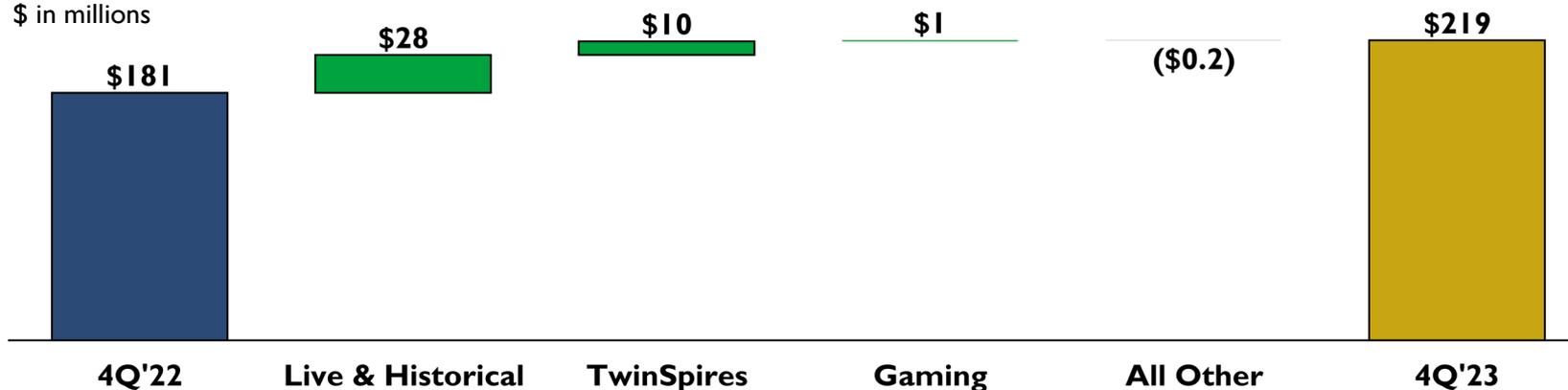
### 34% Annual Adj. EBITDA Growth from 2022 to 2023

\$ in millions



### 21% Quarterly Adj. EBITDA Growth from 4Q'22 to 4Q'23

\$ in millions



## Summary of Project Capital Investments

	Project	Target Completion	Planned Spend (\$ Millions)
The Kentucky Derby	Paddock Project	May 2024	Up to \$200
	Jockey Club Suites Renovation	May 2024	\$14
Historical Racing Machines	Northern Virginia – The Rose Gaming Resort	Late 3Q'24	\$460
	Kentucky – Owensboro Racing & Gaming	1Q'25	\$100
	New Hampshire – HRM Facility	TBD	TBD
Gaming	Indiana – Terre Haute Casino Resort	Casino: April 2024  Hotel: May 2024	Up to \$290

## Multi-Year Capital Investments at Churchill Downs Racetrack



**The Paddock Project  
May 2024**

**Jockey Club Suites  
May 2024**

- Potential Major Future Projects:**
- Renovate additional reserved seating areas
  - Hotel
  - Infield seating

## Paddock Project at Churchill Downs Racetrack

### Enhancing the Paddock experience for nearly every guest for the 150<sup>th</sup> Kentucky Derby in May 2024

- Up to \$200 million with a payback period of < 8 years
- 3,025 new premium reserved seats and 3,250 new standing room only premium tickets
- Upgrading over 3,700 existing premium reserved seats
- Vision for redesign will improve the flow of guests throughout the Paddock
  - Larger paddock walking ring for viewing the horses prior to the races
  - New Paddock Club in the area on the first floor under the Twin Spires that will provide views of the paddock and views of the tunnel that the horses walk through
  - New hospitality and other amenities for guests in certain areas of the 3rd floor clubhouse seats
  - New terraces including a new Turf Club balcony overlooking the Paddock



## Virginia Development Rights

### The Rose Gaming Resort

- The Rose Gaming Resort is located ~30 miles south of Washington DC off I-95
  - ~6.5 million people in the Northern Virginia & Washington DC market
- HRM entertainment venue
  - 1,650 HRMs
  - 102-room hotel
  - 2,540 space parking garage
- \$460 million total investment
  - \$160 million remaining after December 31, 2023
- Opening late 3Q'24



### Future HRM Expansion

- Evaluating opportunity for further expansion throughout the Commonwealth of Virginia
  - Existing locations
  - New locations
- May reallocate HRMs from existing locations to new locations



Existing HRMs:	~2,790
The Rose Gaming Resort	1,650
Current Plans	4,440
Remaining to be Allocated <sup>(1)</sup>	~560
<b>Total Current Authorization:</b>	<b>5,000</b>

<sup>1</sup> Does not include HRMs that can be reallocated from existing locations.

## Western Kentucky Strategy

### Ellis Park Racing & Gaming

- Ellis Park, located in Henderson, Kentucky, serves the Western Kentucky market and is approximately 10 minutes from downtown Evansville, Indiana
- CDI has enhanced Ellis Park racing:
  - Improved customer racing experience
  - Safety and environmental compliance
  - Increased purse money
  - Added stakes races
- Ellis Park traditionally runs a ~25-day Thoroughbred race meet from early July to late August and has ~300 HRMs in its grandstand facility



**ELLIS PARK**  
RACING & GAMING

### Owensboro Racing & Gaming

- Owensboro Racing & Gaming will be located with convenient access to Highway 60 and ~6 miles from Owensboro city center
- HRM entertainment venue will include:
  - 600 HRMs,
  - Retail sportsbook
  - Simulcast wagering
  - Food & beverage offerings
- Total spend of \$100 million
- Opening in 1Q'25



### New Hampshire HRM Strategy

#### Chasers

- Located in Salem, New Hampshire
  - Approximately 30 minutes from downtown Boston
  - The Boston Metro Area (Boston-Cambridge-Newton) has a population of ~4.9 million people
- Chasers is one of the leading New Hampshire charitable gaming operators
  - Under New Hampshire law, a portion of revenue from charitable gaming operations is allocated to nonprofit organizations licensed in the state
- CDI plans to construct a new HRM venue with HRMs and table games
  - Until the opening of the new Salem facility, CDI can add HRMs to the existing Chasers location

#### Exacta Opportunity in New Hampshire

- CDI owns one of 14 HRM licenses in New Hampshire
- New Hampshire statute requires every HRM property to utilize two HRM technology system providers
- Exacta is a provider of HRM technology that can be marketed to other HRM license holders in New Hampshire

## Terre Haute Casino Resort

### Building the new Terre Haute Casino Resort

- Located ~70 miles southwest of Indianapolis, Indiana
- Up to \$290 million investment
- Entertainment amenities include:
  - Up to 1,000 slot machines
  - 34 table games
  - High-limit gaming lounge
  - 122-room luxury hotel
  - Signature sports bar with TwinSpires retail sports betting offering
  - Several food and beverage offerings
- Grand opening plans:
  - Casino: April 5, 2024
  - Hotel: May 15, 2024





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# **Live and Historical Racing Segment**

## Kentucky Live and Historical Racing Overview

Four racetracks in Kentucky with six HRM facilities

Live Racing	KY Historical Racing Facilities	Total Segment Key Metrics		
<b>Churchill Downs</b> <i>Home of the Kentucky Derby</i>	Derby City Gaming	\$ in millions	4Q'23	2023
	Derby City Gaming Downtown			
<b>Turfway Park</b>	Turfway Park Racing & Gaming	<b>Revenue</b>	<b>\$235</b>	<b>\$1,085</b>
	Newport Racing & Gaming	<b>VPQ / YPY</b>	<b>+30%</b>	<b>+68%</b>
<b>Oak Grove</b>	Oak Grove Racing, Gaming & Hotel	<b>Adjusted EBITDA</b>	<b>\$89</b>	<b>\$475</b>
	<i>Future Annex Oppy.</i>			
<b>Ellis Park</b>	Ellis Park Racing & Gaming	<b>VPQ / YPY</b>	<b>+45%</b>	<b>+65%</b>
	<i>Owensboro Racing &amp; Gaming (1Q'25)</i>			

Properties in red italics are not yet open.

Four racetracks in Kentucky with ~4,640 HRMs at six properties currently with approval for up to 9,000 HRMs

## The Kentucky Derby Overview

The Kentucky Derby utilizes the magic and mystique of Churchill Downs to create unique experiences for our guests



Historic  
Americana



Contagious  
Excitement



Sophisticated  
Luxury



Living  
Traditions

## The Kentucky Derby - By The Numbers

**Broad ranging in-person appeal and significant broadcast interest creates long-term support for iconic entertainment event**

### NBC's Most Watched Program Since Super Bowl LVII

- 16.6 million peak viewership
- 14.8 million average viewership
- Lead-up coverage included: TODAY Show, Access, E! News, The Kelly Clarkson Show, Universal Pictures' Fast X Promos, The Players, WWE Raw World

### Appeals to all ages<sup>1</sup>

Age Range of Derby Attendees

18 to 34	29%
35 to 54	31%
55 to 64	20%
65+	20%

### Appeals to all income levels<sup>1</sup>

Average Annual Income of Ticket Buyer

<\$100K	28%
\$100K to \$249K	50%
>\$250K	22%

**\$1.64 million Average Net Worth**

<sup>1</sup> Demographic data from 2023

Comparable Viewership	2023 Date	Network	Avg. Viewers <sup>1</sup>
<i>149<sup>th</sup> Kentucky Derby</i>	<i>May 6<sup>th</sup></i>	<i>NBC</i>	<i>14.8</i>
Masters Final Round	Apr 9 <sup>th</sup>	CBS	12.1
Daytona 500	Feb 19 <sup>th</sup>	ABC/ESPN	8.2
Indy 500	May 28 <sup>th</sup>	NBC	4.9
Formula One Miami Grand Prix	May 7 <sup>th</sup>	ABC/ESPN	2.0

<sup>1</sup> Viewership in millions



## The Kentucky Derby - By The Numbers

### Derby Week All-Sources Wagering

\$ in millions

*6% Average Annual Growth Rate*

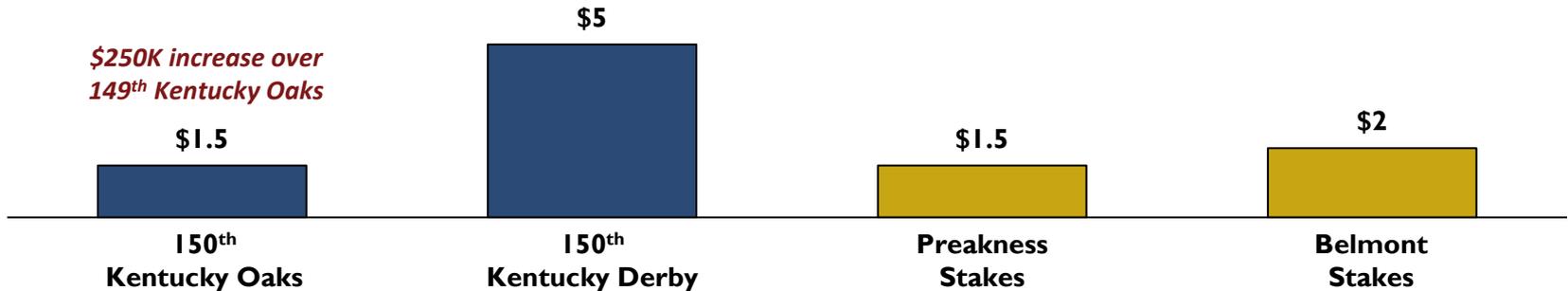


### Kentucky Oaks & Kentucky Derby Purses

\$ in millions

*\$2MM increase over 149<sup>th</sup> Kentucky Derby*

*\$250K increase over 149<sup>th</sup> Kentucky Oaks*



## The 150 Days of Celebration Leading Up to the 150<sup>th</sup> Kentucky Derby

On December 6, 2023, we will kick off 150 days of events with various non-affiliated organizations celebrating the 150<sup>th</sup> Kentucky Derby

**December 6, 2023**

**Kentucky Derby Museum**

An all-day party to kick off the countdown to the 150<sup>th</sup> Run for the Roses

**April 13, 2024**

**Fillies Derby Ball**

An evening of dinner, dancing, and live entertainment

**April 20, 2024**

**Thunder Over Louisville**

The largest annual fireworks display in North America



**April 26, 2024**

**Great Balloon Race**

A beloved family tradition where color fills the Louisville sky to signal that Derby is near



**April 27, 2024**

**Kentucky Derby Festival Marathon**

A Boston Marathon qualifying race which runs through Churchill Downs



**April 28, 2024**

**Pegasus Parade**

A family-friendly parade through Downtown Louisville featuring marching bands & floats

**Economic Impact to Louisville ... over \$400 million<sup>1</sup>**

<sup>1</sup> According to most recent local reports following 2023 Derby and economic impact study conducted by Reuters in 2022

# The Lead Up to the Kentucky Derby



**CELEBRITY GALAS**



**FASHION SHOWS**



**ENTERTAINMENT & NIGHT RACING UNDER THE LIGHTS**



**WATCH TOP CONTENDERS TRAIN FOR THE BIG RACES**



**APPRECIATE & HONOR THE BEST OF LOUISVILLE**



**BOURBON & HORSE TOURS**



**CONCERT PERFORMANCES**



**CELEBRATE THE THOROUGHBRED INDUSTRY**



**ENJOY KENTUCKY HERITAGE, BOURBON & BLUEGRASS**



**PREMIERE RACE FOR FILLIES, FASHION AND FUNDRAISING**



**CULINARY EVENTS**



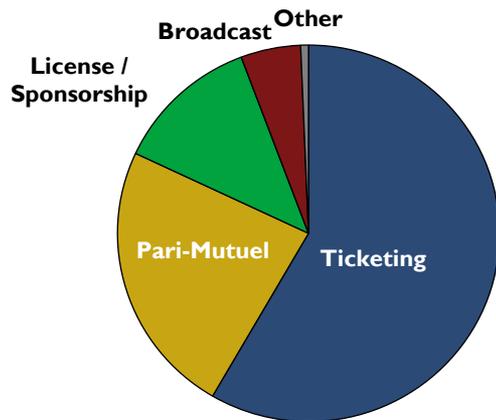
**INDUSTRY PARTIES**



**THE MOST PRESTIGIOUS EVENT IN RACING**

## A Premier International Sporting & Entertainment Event

### Derby Week Revenue



### Premium tickets are largest contributor to revenue

- Over a third of reserved seats are under non-cancellable contracts with staggered 3-7 year expirations through personal seat licenses, suite contracts, and other agreements
- Remaining reserved seats are sold in advance of the event
- Demand for premium tickets continues to exceed supply

### Kentucky Derby Growth Strategy

#### Leverage unique experiences and make strategic capital investments

- Enhance guest experience to enable pricing differentiation for reserved seats
- Expand Derby Week offerings and attractions
- Execute capital investments to enable segmentation of guests who do not have a reserved seat

#### Attract additional sponsorships

#### Expand European Road to Derby and Japan Road to Derby



## Investing Capital in Unique Experiences

		Enhance Guest Experience	Enable Price Differentiation	Capital Investments to Enable Segmentation
2021	Conversion to all-inclusive experience for all reserved seating	✓	✓	✓
2022	Homestretch Club	✓	✓	✓
2023	First Turn Experience	✓	✓	✓
2024	Paddock Project	✓	✓	✓

**Enhances Long-Term Shareholder Value**

## Sponsorship Strategy

**Building relationships with sponsors targeting luxury, lifestyle and technology categories for both onsite experiences and Derby parties around the globe**

- Partners include Woodford Reserve, SAP, Longines, Ford, FanDuel, and White Claw
- Majority of sponsorship revenue dollars are multi-year deals that include Kentucky Derby, Kentucky Oaks, and Churchill Downs assets
- Woodford Reserve will be the presenting sponsor of the Kentucky Derby through 2027



## International Growth Strategy

**Three unique Roads to the Derby for a horse to qualify  
in one of 20 coveted Derby starting positions**

### United States

Horses compete for a Derby starting position through 37 races from September through April

### Japan

Horses compete for one Derby starting position through four Japanese races starting in November

### Europe

Horses compete for one Derby starting position through seven European races from September to March

### Growth Potential

- New international customers for the Derby
- Additional wagering
- Provides extended marketing opportunity for sponsors



## Historical Racing Machine Overview

**A historical horse racing machine is a gaming device that uses the results of previously run horse races to approximate the gaming experience of Class II and Class III machines**

- Top game titles / themes are from Aristocrat, Light and Wonder, International Game Technology, Konami Gaming, Ainsworth Game Technology, AGS, and Everi

### Unique early stage growth model

- CDI's HRM business is still in relatively early days, with recently opened properties ramping up and new properties yet to open
- Consumer education on HRMs is still developing in all of our markets
- Opportunity remains for innovation in HRM products that can be offered to consumers
- CDI has the opportunity to expand into other states



### Historical Racing Machine Overview

**In Virginia, Colonial Downs is the only entity eligible to operate HRMs in the state and is permitted to operate HRMs at up to 10 “satellite facilities” with a statewide limit of 5,000 HRMs**

- Seven facilities acquired in the P2E transaction currently with ~2,790 HRMs
- Purse contributions from HRM facilities support horse racing at Colonial Downs and the agricultural industry in Virginia

**In New Hampshire, each of the existing 14 charitable gaming operators is allowed to offer HRMs at its facility and may relocate its facility within its current city of operation**

- New Hampshire is the first state to allow the combination of HRMs and table games at facilities
- A portion of gross gaming revenue is donated to local charities

**In Louisiana, each racing license operator is allowed to offer up to 50 HRMs at each of its OTBs**

- CDI currently has ~500 HRMs at 13 of its Fair Grounds OTBs<sup>1</sup>
- Purse contributions from HRM revenue support horse racing at Fair Grounds and the horse racing industry in Louisiana

**Future expansion opportunities exist in other states**

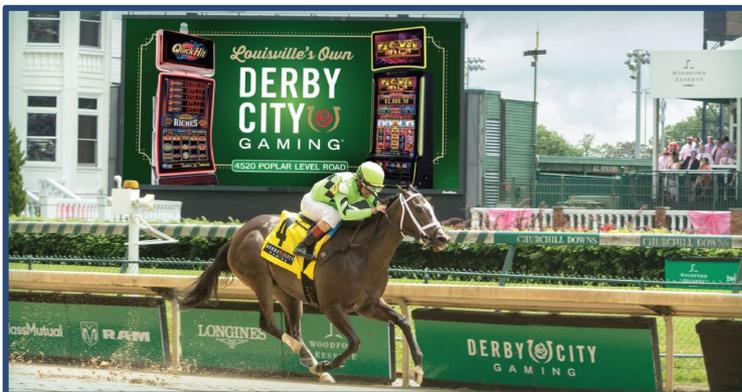
<sup>1</sup> Results of HRMs at Fair Grounds OTBs are reported in the Gaming segment

## Historical Racing Machine Overview - Kentucky

**Nine racing licenses have been awarded by the Kentucky Horse Racing Commission and are each allowed to have a main facility and one “annex” facility within a 60 mile radius of the licensed racetrack**

- CDI holds four racing licenses – Churchill Downs Racetrack, Oak Grove, Turfway Park, and Ellis Park
  - Churchill Downs Racetrack is permitted to have Derby City Gaming<sup>1</sup> and Derby City Gaming Downtown as an annex
  - Turfway Park has Newport Racing and Gaming as an annex
  - CDI has announced an annex for Ellis Park in the Owensboro, Kentucky area
  - CDI has the option to pursue an additional annex under the Oak Grove license in Kentucky
- Purse contributions from the HRM facilities attract more and better-quality horses resulting in better-quality racing content which strengthens the foundation of the entire horse industry in Kentucky and benefits TwinSpires

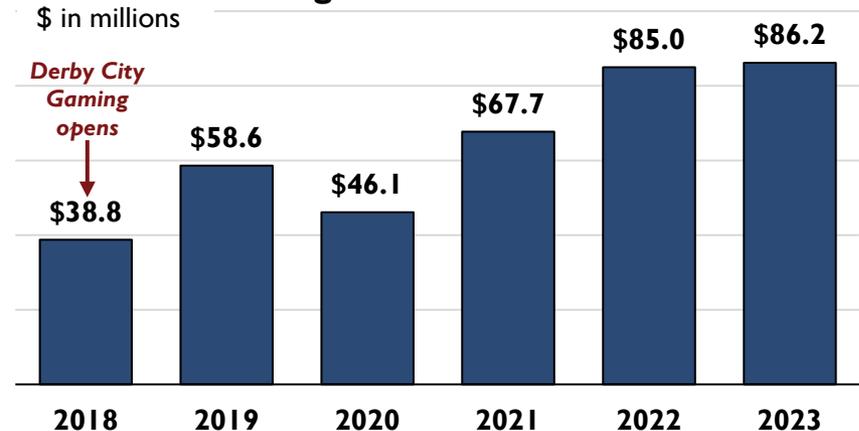
### Keeping Kentucky Strong



<sup>1</sup> Derby City Gaming operates at Churchill Downs Racetrack’s ancillary training facility in Louisville, Kentucky

### Purses Paid to Horse Owners at CDRT

**17% Average Annual Growth Rate**



## Churchill Downs Racetrack and Derby City Gaming

  			
<b>Opened</b>	<b>Sep. 2018</b>	<b>Dec. 2023</b>	<b>Future Organic Growth Opportunity</b>
<b>Total investment (\$ millions)</b>	<b>\$78<sup>1</sup></b>	<b>\$90<sup>2</sup></b>	
<b>Proximity to major market</b>	<b>8 mi. to Downtown Louisville</b>	<b>Downtown Louisville</b>	
<b>Retail sports betting</b>	<b>Sept. 2023</b>	<b>Dec. 2023</b>	<b>Sept. 2023</b>
<b>Win/Unit/Day<sup>3</sup></b>	<b>\$437<sup>4</sup></b>	<b>\$124<sup>5</sup></b>	
<b>HRMs</b>	<b>1,300</b>	<b>500</b>	
<b>HRM capacity approval to date</b>	<b>3,000</b>		

### Derby City Gaming & Hotel

- Operates as Churchill Downs Racetrack’s ancillary training facility in Louisville, Kentucky
- HRM entertainment venue includes:
  - Center bar with large format televisions, two food venues, outdoor gaming patio on the north side of the facility, and retail sports betting
- Opened expanded gaming floor late 2022 and a new hotel and restaurant Oliver’s Chop House & Bourbon Bar in June 2023
- Supports purse funding for Churchill Downs Racetrack meets

### Derby City Gaming Downtown

- Opened in Downtown Louisville in December 2023
  - Targets tourism, “Bourbonism,” and convention attendees
- HRM entertainment venue includes:
  - Fresh-air gaming area, three unique bar concepts with stages for live music and entertainment, on-site parking, and retail sports betting
- Supports purse funding for Churchill Downs Racetrack meets



<sup>1</sup> Reflects total investment for completed project

<sup>2</sup> Reflects total investment for completed project

<sup>3</sup> Based on the pari-mutuel wagering data from the Kentucky Horse Racing Commission

<sup>4</sup> Based on average of 1,293 operational HRMs for twelve months ended January 31, 2024

<sup>5</sup> Derby City Gaming Downtown opened December 6, 2023; Win/Unit/Day reflects the average of 467 operational HRMs for December 6, 2023 through January 31, 2024

## Oak Grove Racing, Gaming & Hotel

		Annex
Opened	Sep. 2020	<b>Future Organic Growth Opportunity</b>
Total investment (\$ millions)	\$200 <sup>1</sup>	
Proximity to major market	~55 mi. to Nashville	
Retail sports betting	Sept. 2023	
Win/Unit/Day <sup>2</sup>	\$340 <sup>3</sup>	
HRMs	1,230	
HRM capacity approval to date	1,500	

### Oak Grove Racing, Gaming & Hotel

- Located off of Hwy 24 on the KY / TN border
- ~55 miles from Nashville, Tennessee (MSA pop. ~1.3 million)
- Near Fort Campbell, the second largest military base in the U.S. (MSA pop. ~200,000)
- ~11 miles from Clarksville, Tennessee (MSA pop. ~150,000)
- HRM entertainment venue includes:
  - Harness racetrack
  - 128-room hotel with event center and dining areas opened October 2020
  - 3,000 person capacity amphitheater, RV park, and equestrian center opened late spring 2021
  - Retail sports betting began September 7, 2023



<sup>1</sup> Reflects total investment for completed project

<sup>2</sup> Based on the pari-mutuel wagering data from the Kentucky Horse Racing Commission

<sup>3</sup> Based on average of 1,228 operational HRMs for twelve months ended January 31, 2024

## Turfway Park Racing & Gaming and Newport Racing & Gaming

	 TURFWAY Park RACING & GAMING	 NEWPORT RACING & GAMING
<b>Opened</b>	<b>Sept. 2022</b>	<b>Oct. 2020</b>
<b>Total investment (\$ millions)</b>	<b>\$200<sup>1</sup></b>	<b>\$37<sup>2</sup></b>
<b>Proximity to major market</b>	<b>~10 mi. to Cincinnati</b>	<b>~3 mi. to Cincinnati</b>
<b>Retail sports betting</b>	<b>Sept. 2023</b>	<b>Sept. 2023</b>
<b>Win/Unit/Day<sup>3</sup></b>	<b>\$202<sup>4</sup></b>	<b>\$184<sup>5</sup></b>
<b>HRMs</b>	<b>850</b>	<b>460</b>
<b>HRM capacity approval to date</b>	<b>2,500</b>	

### Turfway Park Racing & Gaming

- Located in Northern Kentucky (~10 miles to Cincinnati, OH)
- Opened September 1, 2022
- HRM entertainment venue includes:
  - Thoroughbred racetrack, food and beverage offerings, event center, simulcast wagering, and retail sports betting
- Supports purse funding for Turfway Park race meets

### Newport Racing & Gaming

- Located in Newport, Kentucky
- HRM entertainment venue includes:
  - Simulcast wagering and retail sports betting
- Supports purse funding for Turfway Park race meets



<sup>1</sup> Total investment of \$200 million, inclusive of \$46 million purchase price and \$6 million Tapeta track

<sup>1</sup> Reflects total investment for completed project and inclusive of \$46 million purchase price

<sup>2</sup> Reflects total investment for completed project

<sup>3</sup> Based on the pari-mutuel wagering data from the Kentucky Horse Racing Commission

<sup>4</sup> Based on average of 841 operational HRMs for twelve months ended January 31, 2024; can expand up to 1,200 HRMs

<sup>5</sup> Based on average of 459 operational HRMs for twelve months ended January 31, 2024

## Ellis Park Racing & Gaming and Owensboro Racing & Gaming

		
<b>Opened</b>	<b>1922</b>	<b>1Q'25</b>
<b>Total investment (\$ millions)</b>	<b>\$154<sup>1</sup></b>	<b>\$100</b>
<b>Proximity to major market</b>	<b>~5 mi. to Evansville, IN</b>	<b>~6 miles to Owensboro, KY</b>
<b>Retail sports betting</b>	<b>Sept. 2023</b>	
<b>Win/Unit/Day<sup>2</sup></b>	<b>\$226<sup>3</sup></b>	
<b>HRMs</b>	<b>300</b>	<b>600</b>
<b>HRM capacity approval to date</b>	<b>2,500</b>	

### Ellis Park Racing & Gaming

- Located off of Interstate 69 on the KY / IN border
- ~5 miles from Evansville, Indiana (MSA pop. ~315,000)
- Facility includes:
  - Thoroughbred racetrack
  - Retail sports betting

### Owensboro Racing & Gaming

- Located off of US Highway 60 and Wrights Landing Rd.
- ~6 miles east of the City of Owensboro
  - Owensboro, Kentucky is the 4th largest city in Kentucky (MSA population ~120,000)
- HRM entertainment venue will include:
  - Food and beverage offerings
  - Simulcast wagering area
  - Retail sports betting
- Will support purse funding for Ellis Park race meets



<sup>1</sup> Reflects total anticipated investment for Ellis Park and future annex projects and inclusive of \$79 million purchase price

<sup>2</sup> Based on the pari-mutuel wagering data from the Kentucky Horse Racing Commission

<sup>3</sup> Based on average of 298 operational HRMs for twelve months ended January 31, 2024

## Virginia HRM

	 		 		  			
Region	Northern Virginia		Central Virginia		Southern Virginia			Western Virginia
Location	Dumfries	The Rose	Richmond	Colonial Downs (New Kent)	Hampton	Emporia	Collinsville	Vinton
Opened	Jan. 2021	Late 3Q'24	Jun. 2019	Apr. 2019	Oct. 2019	Sept. 2023	Jul. 2021	May 2019
Win/Unit/Day <sup>1</sup>	\$739	-	\$487	\$259	\$357	\$339 <sup>3</sup>	\$406	\$287
HRMs	150 <sup>2</sup>	1,650 <sup>2</sup>	700	570	700	150	40	470

### Colonial Downs Racetrack

- Located in New Kent, Virginia
- Colonial Downs will race 27 days per year (one race day per 100 HRM machines) in 2024
- The number of race days will increase as the number of HRMs deployed in Virginia increases



<sup>1</sup> Based on the historical horse racing reports from the Virginia Racing Commission using the average number of operational HRMs at each facility for the twelve months ended January 31, 2024

<sup>2</sup> The Rose will open late in 3Q'24 with 1,650 HRMs. The maximum HRMs allowed in the Town of Dumfries is 1,800.

<sup>3</sup> Emporia opened September 26, 2023; Win/Unit/Day reflects the average of 150 operational HRMs for September 26, 2023 through January 31, 2024



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# **TwinSpires Segment**

## TwinSpires Growth Strategy

### Grow core TwinSpires horse racing customers

- Leverage linkage to Kentucky Derby to efficiently acquire customers
- Utilize in-house development team to continue to enhance superior technology platform
- Utilize analytics on customer behavior to drive efficient customer acquisition, retention, and activation

### Expand pari-mutuel content and technology services to B2C sports betting platforms

- Seamless delivery of casual betting pari-mutuel platform with single wallet integration
- Provide technology interfaces and ancillary services necessary to accept and settle pari-mutuel wagers via CDI's United Tote
- Provide services necessary to acquire pari-mutuel racing content
- Potential for sports wagering sponsorships of the Kentucky Derby
- Will generate incremental content fees for CDI racetracks

Key Metrics		
<i>\$ in millions</i>	4Q'23	2023
<b>Revenue</b>	<b>\$111</b>	<b>\$458</b>
<b>VPQ / YPY</b>	<b>+17%</b>	<b>+4%</b>
<b>Adjusted EBITDA</b>	<b>\$35</b>	<b>\$132</b>
<b>VPQ / YPY</b>	<b>+40%</b>	<b>+16%</b>

**TwinSpires is the premier pari-mutuel content and technology provider**

### Acquisition of Exacta Systems

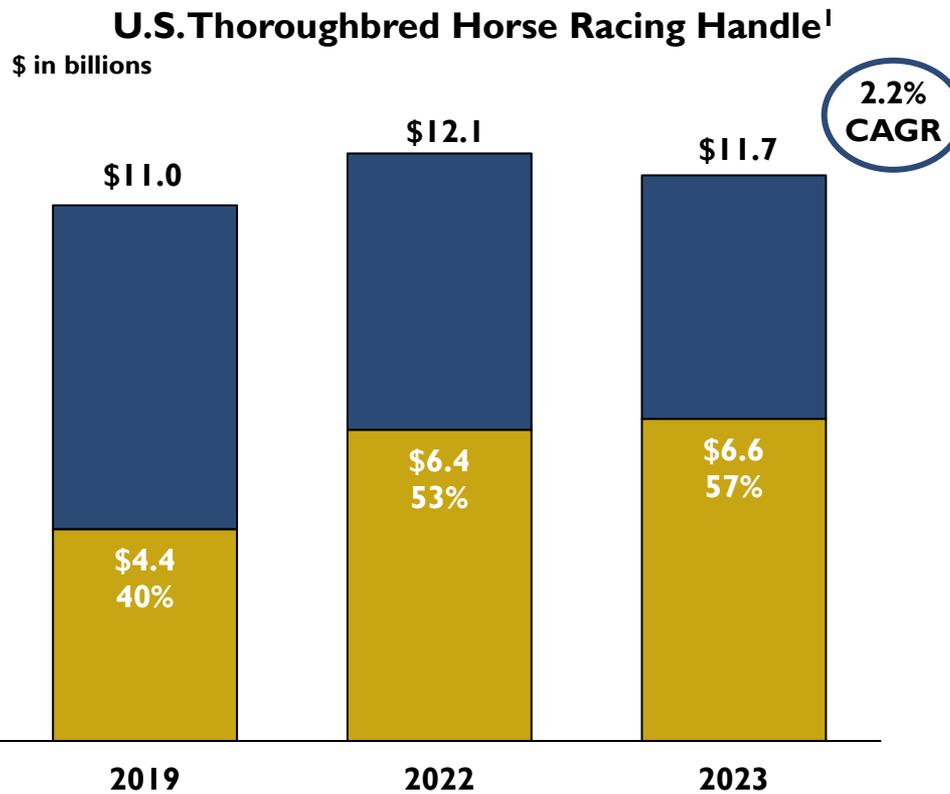
#### CDI acquired Exacta Systems on August 22, 2023 for \$250 million

- Business overview
  - Provider of technology to support historical horse racing (“HRM”) operations:
    - CDI HRM operations in Virginia, Kentucky, and New Hampshire
    - Third-party HRM clients in Kentucky, Wyoming, and New Hampshire
  - Integrated a diverse set of leading HRM gaming manufacturers into its HRM platform, including: AGS, IGT, Light & Wonder, Everi, Konami, and Incredible Technologies
- Transaction benefits to CDI
  - Vertical integration of Exacta HRM operations with CDI HRM operations in Virginia provides significant and immediate cost saving synergies
  - Ability to drive diversification of game content available on the Exacta HRM system and at our Virginia HRM properties will improve top-line performance in both the TwinSpires and Live and Historical segments
  - Enables CDI to drive HRM product innovation and capture portion of third-party B2B state expansion economics
  - For tax purposes, the acquisition will be treated as an asset purchase allowing CDI to realize incremental tax benefits, which will provide additional cash flow and synergy benefits
- Economics of the deal will flow through two segments of CDI’s P&L
  - TwinSpires segment will operate Exacta and continue to service third-party clients in Kentucky, Wyoming, New Hampshire, and new states as well as the intercompany properties in Virginia, Kentucky, and New Hampshire
  - Live and Historical segment will reflect the technology cost savings and incremental top-line performance benefit from diversification of games for Virginia and other HRM properties
  - Intercompany revenues and expenses will be eliminated on a consolidated basis

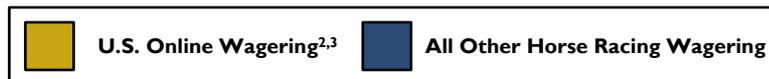
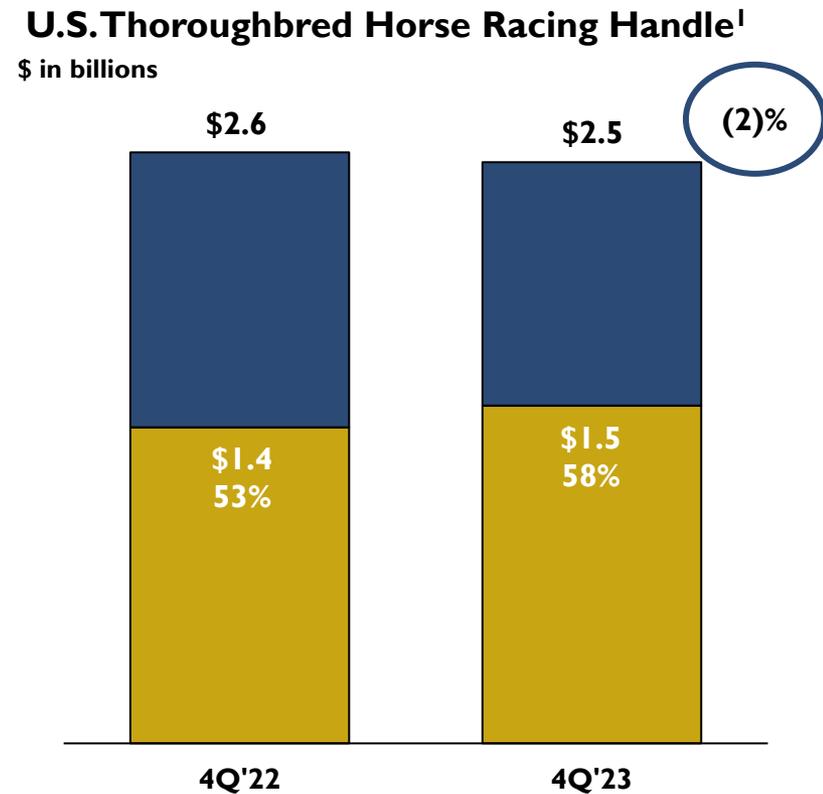
## Horse Racing Industry Handle and Online Wagering

Online wagering on horse racing has grown significantly since 2019

### Annual Growth



### Quarterly Growth



<sup>1</sup> Represents wagering on U.S. Thoroughbred Horse Racing as reported by Equibase

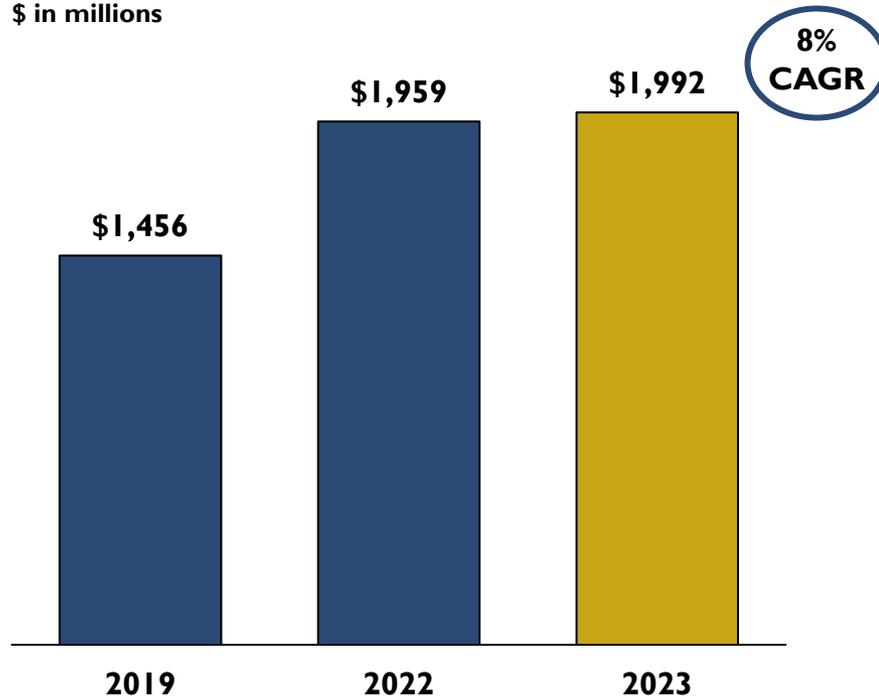
<sup>2</sup> U.S. Online Wagering as reported by the Oregon Racing Commission

## TwinSpires Handle Growth

TwinSpires Horse Racing handle<sup>1</sup> has also grown significantly since 2019

### Annual Growth

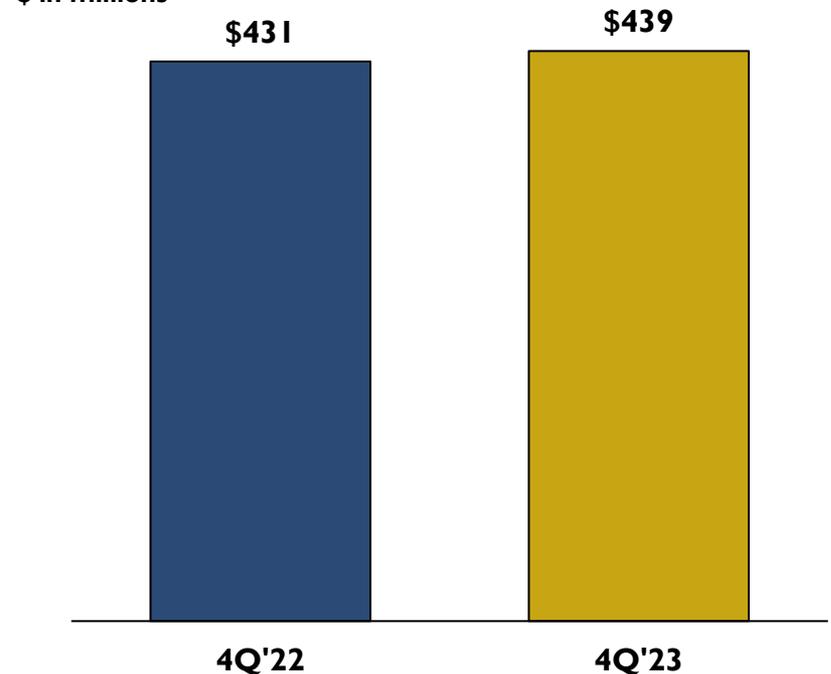
\$ in millions



<b>VPY:</b>	(0)%	+2%
<b>V'19:</b>	+34%	+37%

### Quarterly Growth

\$ in millions



<b>VPY:</b>	+2%
<b>V'19:</b>	+40%

<sup>1</sup> TwinSpires handle excludes Velocity

## TwinSpires Horse Racing

**TwinSpires Horse Racing business is a well-proven, profitable, and growing platform built on pari-mutuel wagering economics**

### Strategic Advantages

**24/7/365 Wagering in 16 Countries with  
~165,000 Races at 360 Racetracks**

#### Linkage to the Kentucky Derby

- Inexpensively acquire new customers each year with an affinity for horse racing
- Access to premier content because of ownership of the Kentucky Derby

#### Customer relationships

- Highly engaged and growing database
- Differentiate VIP relationships to build loyalty and retention
- Unique ability to create once in a lifetime experiences at the Kentucky Derby

#### Technology platform and analytics

- Own technology platform with in-house development team
- Utilize analytics on customer behavior to drive efficient customer acquisition, retention, and activation

#### Management team

- Significant online wagering and technology experience



KENTUCKY DERBY

BELMONT STAKES

PREAKNESS

SARATOGA



## TwinSpires B2B Growth Strategy – FanDuel and DraftKings Agreements

### FanDuel

- Agreement began in January 2023
- FanDuel created a fully integrated and seamless wagering experience with a single wallet for their customers who want to bet on sports and on horse racing with FanDuel TV driving ongoing engagement
- Key components of agreement:
  - Non-exclusive Kentucky Derby sponsorship rights for sports wagering
  - Content fees for wagers that FanDuel accepts on CDI's owned or controlled horse racing content, including the Kentucky Derby
  - Exclusive TV rights to racing content at all CDI Thoroughbred racetracks excluding specified content such as Kentucky Derby Week
  - Utilization of CDI's United Tote business to facilitate pari-mutuel wagering on its platforms in the U.S. including FanDuel Sportsbook and TVG



### DraftKings

- DraftKings launched DK HORSE in March 2023 ahead of the 149<sup>th</sup> running of the Kentucky Derby in May 2023
- DK HORSE allows DraftKings' eligible customers to bet on horse racing using a standalone branded app
- Key components of agreement:
  - TwinSpires provides advanced deposit wagering ("ADW") technology to DraftKings for a full end-to-end label ADW solution
  - CDI provides DraftKings pari-mutuel wagering rights to horse racing content owned or controlled by CDI, including the Kentucky Oaks and Kentucky Derby
  - CDI also secures, on behalf of DraftKings, additional horse racing content for use on DK HORSE



## TwinSpires Sports and Casino Strategy

### CDI will maintain its retail sportsbooks and monetize online market access rights

Jurisdiction	CDI Property
Illinois	Rivers Des Plaines Equity Investment <sup>1</sup>
Indiana	Terre Haute Casino Resort <sup>2</sup>
Iowa	Hard Rock Hotel and Casino Sioux City <sup>3</sup>
Kentucky	Churchill Downs Racetrack, Derby City Gaming, Derby City Gaming Downtown, Ellis Park, Newport Racing & Gaming, Oak Grove, Turfway Park
Louisiana	Fair Grounds Slots/VSI and Race Course
Maine	Oxford Casino and Hotel <sup>4</sup>
Maryland	Ocean Downs Casino & Racetrack
Mississippi	Harlow's and Riverwalk Casinos
New York	del Lago Resort & Casino
Ohio	Miami Valley Gaming Equity Investment <sup>1</sup>
Pennsylvania	Presque Isle Downs & Casino in Erie, PA
Virginia	Colonial Downs Racetrack <sup>5</sup>

<sup>1</sup> Rivers Des Plaines and Miami Valley Gaming operate retail and online sports betting and their results are recorded in the Gaming segment

<sup>2</sup> Terre Haute Casino Resort is scheduled for 2Q'23 completion and will include a retail sportsbook with two additional online skins that will be monetized

<sup>3</sup> Hard Rock Hotel and Casino Sioux City discontinued online sports betting in 4Q'23 and continues to provide retail sports betting

<sup>4</sup> Retail sports wagering only which is not operational yet

<sup>5</sup> Online market access partner only



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# **Gaming Segment**

## Regional Gaming Properties

### Diverse portfolio of gaming properties

#### Strategic Advantages

##### Local approach

- Unique brands and marketing strategies
- Menus and offerings reflect local tastes
- Promotions catered to local customer base
- Loyal player base

##### Business intelligence analytics

- Utilize analytics on customer behavior to optimize customer trips and casino / food and beverage offerings

##### Leverage corporate gaming expertise

- Return on invested capital focused
- Gaming floor layout and game mix optimization focus
- Centralized slot purchasing to leverage size
- Centralized marketing resources facilitate shared best practices

##### Regional property gaming leaders

- Significant overall gaming experience
- Stable executive leadership maintains local market focus

Key Metrics		
<i>\$ in millions</i>	4Q'23	2023
<b>Revenue<sup>1</sup></b>	<b>\$230</b>	<b>\$975</b>
<b>VPQ / YPY</b>	<b>+8%</b>	<b>+28%</b>
<b>Adjusted EBITDA<sup>2</sup></b>	<b>\$113</b>	<b>\$489</b>
<b>VPQ / YPY</b>	<b>+1%</b>	<b>+16%</b>

<sup>1</sup> Revenue does not include revenue from our equity investments

<sup>2</sup> Adjusted EBITDA includes our portion of EBITDA from our equity investments

## Wholly-Owned Gaming Properties

### Nine wholly-owned regional gaming properties

State	Property	Acres	Slots <sup>1</sup> & Video Poker / VLTs <sup>1</sup>	Tables <sup>1</sup>	Racetrack	Hotel Rooms	Retail Sportsbook
FL	Calder Casino	54	1,080	6	-	-	-
IA	Hard Rock Hotel & Casino Sioux City	15	660	20	-	54	✓
IN	Terre Haute Casino Resort <sup>2</sup>	48	1,000	34	-	122	✓
LA	Fair Grounds Slots and VSI <sup>3</sup>	145	2,030 <sup>4</sup>	-	✓	-	✓
ME	Oxford Casino and Hotel <sup>5</sup>	97	970	24	-	107	✓
MD	The Casino at Ocean Downs	167	880	18	✓	-	✓
MS	Harlow's Casino Resort & Spa	85 <sup>6</sup>	670	20	-	105	✓
MS	Riverwalk Casino Hotel	22	590	11	-	76	✓
NY	del Lago Resort & Casino	83	1,670	80	-	205	✓
PA	Presque Isle Casino	270	1,540	34	✓	-	✓

<sup>1</sup> Units as of December 31, 2023

<sup>2</sup> Terre Haute will open the casino in April 2024 and the hotel in May 2024

<sup>3</sup> Fair Grounds operates 15 OTBs across southeast Louisiana

<sup>4</sup> Includes slots, video poker, and HRMs as of December 2023

<sup>5</sup> Oxford retail sportsbook is approved but pending final regulations

<sup>6</sup> Leased land

## Equity Investments

### Rivers Casino Des Plaines (61% Ownership)

#### Property

- Premier location on 21 acres in Des Plaines, IL (~17 mi. from Chicago)
- ~2,000 positions<sup>1,2</sup> (1,520 slot machines and 120 table games)
- Eight food and beverage outlets plus a VIP lounge
- Retail and online BetRivers sportsbook

#### Completed \$90MM investment<sup>3</sup> in 2022

- ~850 gaming positions
- Added poker room, new restaurant, new casino bar, expanded gaming floor, and 10,000 sq-ft ballroom



### Miami Valley Gaming (50% Ownership)

#### Property

- Located on 120 acres in Lebanon, OH (North of Cincinnati, south of Dayton)
- ~2,200 video lottery terminals<sup>1</sup> and four dining facilities
- Joint venture (50/50) with Delaware North

#### Completed two growth projects in 2022

- Expanded the outdoor gaming patio in June 2022 to allow for 196 more machines and to add an outdoor bar
- Converted existing buffet space into two new food venues and added incremental gaming space in July 2022



<sup>1</sup> Units as of December 31, 2023

<sup>2</sup> For purposes of statutory requirements, slot machines are counted as 0.9 positions and table games are determined based on type of game (Craps tables have 10 positions, all others have 5 positions).

<sup>3</sup> Investment funded from Rivers Des Plaines operating cash flow and debt facilities for joint venture and not funded by CDI



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# Capital Management

### **Capital management philosophy based on creating long-term shareholder value**

#### **Maintain broad and expedient access to the capital markets**

- Ideal target is 3.0x-4.0x bank covenant net leverage - willing to go higher for a strategic investment

#### **Engage in open and active dialogue with rating agencies and institutional investors**

#### **Investments focused on creating long-term shareholder value**

- Invest in organic investments to expand offerings in high growth areas with returns above cost of capital
- Pursue strategic acquisitions
- Dividends are considered annually by the Board of Directors based on the health of the Company
- Opportunistic share repurchases dependent upon free cash flow generation, leverage levels, and other investment opportunities to grow the business

## Capital Projects

### Projected Capital Investments

Capital	2023 Actuals	2024 Outlook
Maintenance	\$78 million	\$90 - \$105 million
Project	\$599 million	\$450 - \$550 million
	<ul style="list-style-type: none"> <li>▪ Churchill Downs</li> <li>▪ DCG Downtown</li> <li>▪ Owensboro</li> <li>▪ Terre Haute</li> <li>▪ The Rose</li> </ul>	<ul style="list-style-type: none"> <li>▪ Churchill Downs</li> <li>▪ Ellis / Owensboro</li> <li>▪ New Hampshire</li> <li>▪ Terre Haute</li> <li>▪ Virginia</li> </ul>

### Capacity for Future Investments

- 4.0x TTM Bank Net Leverage as of December 31, 2023
- Significant balance sheet flexibility
- \$1.2 billion revolving credit facility
- Demonstrated ability to access debt markets with attractive rates / terms

## M&A and Organic Capital Investments are a Core Discipline of Our Team

### Disciplined M&A

- Rivers Casino Des Plaines
- P2E: ~7.8x multiple including tax benefits, < 7.8x after realizing synergies from the Exacta transaction
  - Provides substantial scale and expands historical racing geographic diversification
  - Future development rights and opportunities
- Exacta Systems

### Focused Capital Investments

- Target unique, high cash generating assets
- Churchill Downs Racetrack
  - Homestretch Club
  - First Turn Experience
  - Paddock Project
  - Jockey Club Suites
- Kentucky HRMs
- Virginia and New Hampshire HRMs

### Strategic Seller of Assets

- Big Fish Games
  - Purchased for \$835 million<sup>1</sup> Dec. 2014
  - Sold for \$990 million<sup>1</sup> in Jan. 2018
  - > 50% levered IRR
- Calder land sales in 2016 and 2022
  - 176.7 total acres, \$317.5 million<sup>2</sup> total
- Arlington property sale in 2023
  - 326 acres, \$197.2 million<sup>2</sup> total

<sup>1</sup> Gross, prior to settlement of working capital adjustments and transaction costs

<sup>2</sup> Gross, prior to real estate commissions

### CDI has returned nearly \$1.9 billion of capital to shareholders since 2015

#### Dividends

- **January 2024 was the 13<sup>th</sup> consecutive increase in the dividend per share**
- **Over \$230 million paid to shareholders in dividends since 2015<sup>1</sup>**

#### Share Repurchases

- **Returned nearly \$1.7 billion to shareholders through share repurchases since 2015<sup>2</sup>**
  - Repurchased ~34.1 million shares at an average price of ~\$48 per share<sup>2,3</sup>
- **\$214.9 million remaining under the 2021 Stock Repurchase Plan on December 31, 2023**

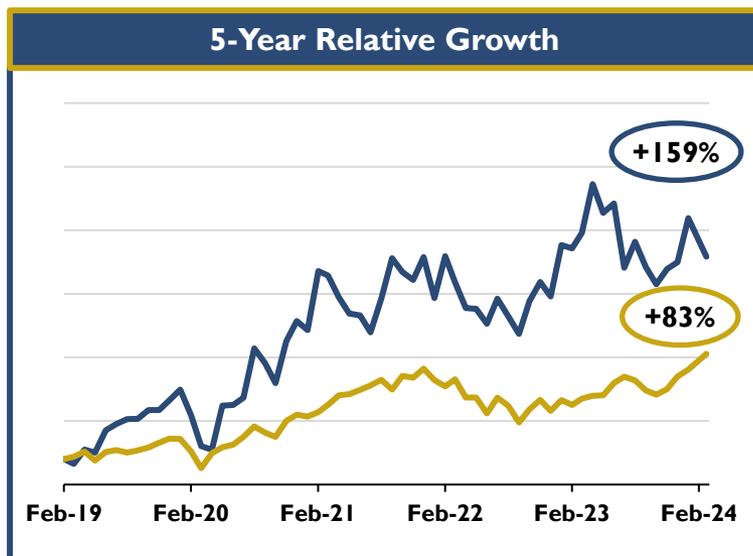
**Reflects our long-term commitment to effectively return capital to shareholders unless there are more attractive growth opportunities**

<sup>1</sup>Through January 5, 2024

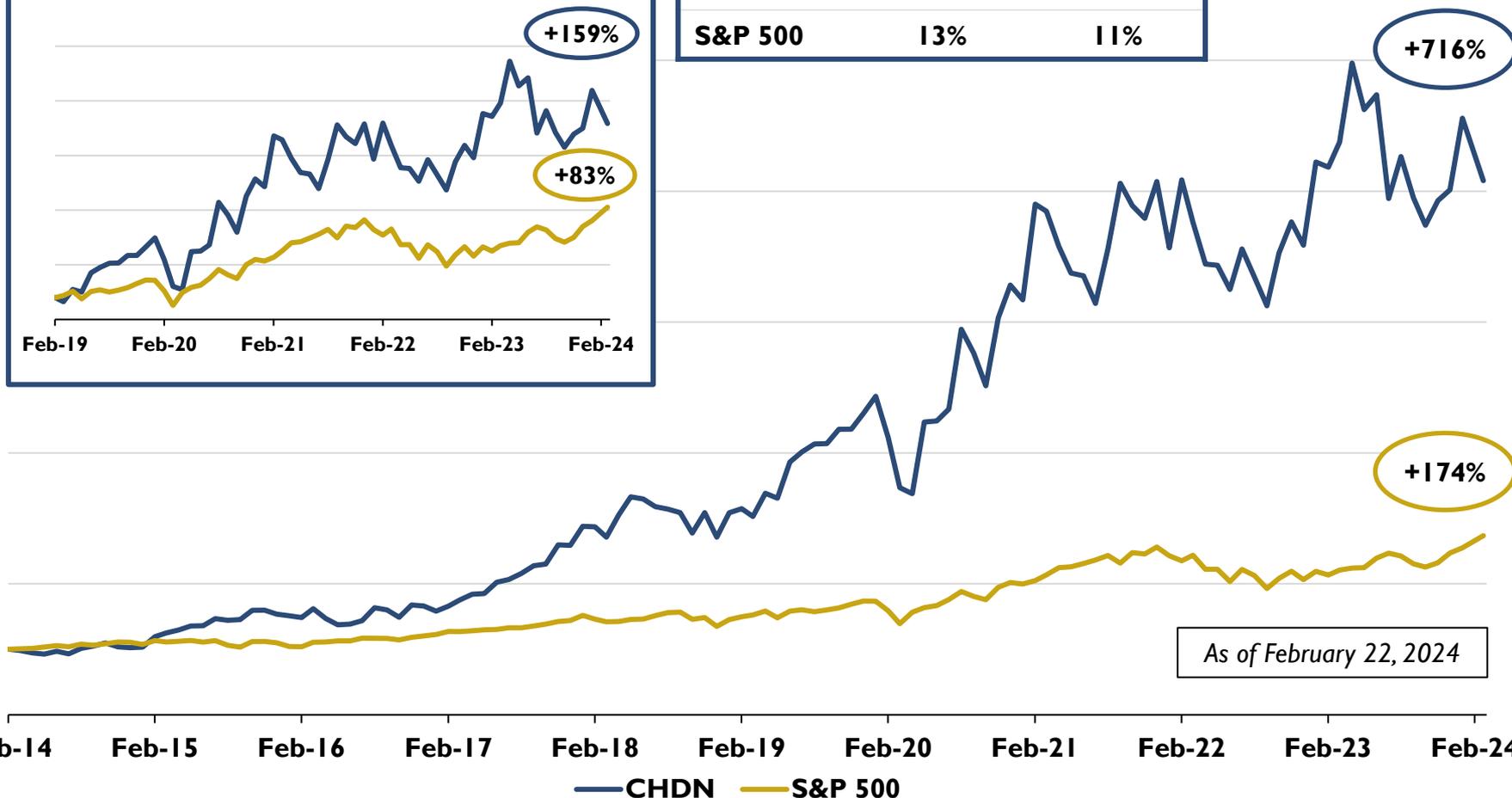
<sup>2</sup>Through January 2, 2024

<sup>3</sup>Split adjusted shares

## Churchill Downs Incorporated vs. S&P 500 10-Year Relative Growth



CAGR	5-Year	10-Year
CHDN	21%	23%
S&P 500	13%	11%





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# **Environmental, Social, and Governance**

## CDI Approach to Environment, Social and Governance (“ESG”)

### ESG Committee established to lead ESG initiatives

- Cross-functional team led by CFO
- CDI’s Nominating & Governance Committee provides oversight to the Committee and CDI leadership regarding CDI’s ESG strategy
- Oversight of CDI’s responsible gaming, compliance, environmental, health and safety, sustainability, corporate social responsibility, corporate governance, and other efforts regarding public policy matters and commitments

### Responsible Gaming

- CDI only operates in regulated gaming markets
- CDI promotes responsible gaming at all of our properties and online, for all of our products and services
- CDI’s leadership team and CDI’s Audit Committee of the Board of Directors provide oversight

### Environment

- CDI is committed to environmental responsibility in the communities in which we operate
- CDI initiatives at properties to lessen energy and water usage, to decrease carbon emissions, and to responsibly manage waste are ongoing

### Social

- CDI is investing in the communities in which we operate
- CDI supports its team members by assisting with funding of continuing education and pursuit of professional licenses and designations, various leadership programs, and programs to help those in need

### Governance

- We strive to attract a Board with diversity of race and gender, as well as general diversity of background and experiences including financial, industry, and risk experience
- Each member of the Board brings unique skills and experiences to the team and plays a vital role in the direction of CDI

## CDI Approach to Responsible Gaming

**CDI is committed to promoting responsible gaming at all of our properties and online, for all of our products and services**

### Team Members

**We provide the knowledge and skills regarding:**

- Importance of responsible gaming
- CDI policies related to responsible gaming
- CDI policies regarding advertising and direct marketing
- How to actively recognize and respond to requests for information and to incidents

### Customers and Guests

**We provide information regarding:**

- Self-restriction and self-exclusion programs to not receive direct marketing and to be denied access to any CDI property
- Education on how the games work, tips on how to play responsibly, and to provide referrals and support for problem gambling treatment

### Monitoring

**CDI's Audit Committee oversees compliance with responsible gaming regulations:**

- Quarterly self reporting of property incidents by CDI Leadership Team
- Periodic internal audits reported to CDI's Audit Committee and state gaming regulators

**Periodic state gaming regulator audits**

## CDI Approach to Equine and Jockey Health and Safety

***CDI is committed to protecting and furthering equine and jockey health and safety at all of our racetracks***

### **Horseracing Integrity and Safety Act (HISA)**

- Independent body responsible for implementing national standards for medication usage and racetrack safety
- The Anti-Doping and Medication Control (ADMC) Program was implemented in May 2023 and the Racetrack Safety Program was implemented in July 2022
  - The ADMC creates a national set of rules and standards for the treatment of horses
  - This is a welcome change from the prior model where states had their own independent medication programs
  - HISA contracted veterinarians perform pre-race veterinary examinations of each horse competing prior to each and every race

### **Equine Safety and Welfare**

- “Safety from Start to Finish” Program
- All horses competing undergo veterinary reviews before each race or timed high-speed workout
- Equine medical center and on-site equine PET scan at CDRT to help detect and prevent injuries
- CDI is investing in new technologies to monitor and assess equine athletes (e.g., StrideSAFE)

### **Racing Integrity**

- Barn security and contact logs
- Escorts and horse identification prior to races
- Increased out-of-competition testing
- HISA has hired a 23-year FBI veteran as their Director of Intelligence and Strategy with an extensive team that will use intelligence gathering, data analysis, and investigations to further strengthen the integrity of the industry

### **Jockey Health and Safety**

- CDI tracks have numerous emergency medical technicians onsite during racing and training to provide care to jockeys



## CDI Approach to the Environment

### We have ongoing initiatives at our properties:

- To lessen energy and water usage
- To decrease our carbon emissions
- To responsibly manage waste



### Examples of these initiatives include:

- We are committed to installing LED lighting in all of our newly constructed properties and converting to LED lighting at our existing properties
- Our properties are implementing a wide range of recycling initiatives
- Our teams have enhanced the efficiency of our heating and cooling systems, including nightly setbacks, high efficiency compressors on HVAC equipment, and demand controlled ventilation at our properties
- We installed large pipes at Churchill Downs Racetrack to act as storage basins during heavy rainfalls, reducing an estimated 12 million gallons of wastewater overflows into the neighboring communities
- Eight of our properties have worked with Restaurant Technologies to utilize cooking oil recycling, reducing used cooking oil by 90,624 pounds annually

**We are committed to reducing our impact on the environment in the communities in which we operate**

## CDI Approach to Social

### CDI is investing in the communities in which we operate

- CDI contributes over \$6.3 million annually via grants and in-kind donations to over 750 organizations
- Each year, CDI donates Derby Week tickets and experiences to nonprofit fundraising auctions, resulting in > \$2.5 million raised to benefit various charitable causes
- Our team members demonstrate their commitment to our communities through toy and food drives, preparation of meals for those in need, and assisting nonprofits with a variety of volunteer initiatives like our School to Work Mentorship Program with Big Brothers Big Sisters of Kentuckiana
- Our Kentucky Oaks charitable initiative fundraises for women's health advocacy, primarily focused on breast and ovarian cancer
  - More than \$1 million raised for women's health advocacy since its inception
  - Partnerships with Norton Cancer Institute and Horse & Hope help to provide preventative access to underserved women, including those that work in the equine industry
  - Attendees are encouraged to incorporate pink or teal into their outfit and nearly 150 breast and ovarian cancer survivors march in the Survivors Parade



### CDI supports its team members by assisting with funding of continuing education and pursuit of professional licenses and designations, various leadership programs, and programs to help those in need

- Our Business & Technology Rotational Program is a 2-year development track that provides a unique professional development and mentorship opportunity for young professionals to work with senior-level leaders
- CDI supports and encourages its team members to continue their academic growth by offering tuition reimbursement following one year of service
- The Helping Others Receive Support in Emergencies (HORSE) Program is a nonprofit charitable organization established by CDI to provide confidential emergency financial assistance to team members and their families in situations caused by unforeseeable and uncontrolled hardships



## CDI Approach to Governance

### Strong Board of Directors – nine highly qualified members that play a vital role in the direction of CDI

- 8 of 9 directors are independent
- Fully independent Audit and Compensation committees
- 3 of 8 independent directors are a woman or diverse
- Board includes financial, industry and risk management experts

### Oversight by Board of Directors regarding critical governance responsibilities

- Risk Management
- Responsible Gaming
- Cyber Security
- Sustainability
- Code of Conduct

### Single-class capital structure protects investor rights

### Mandatory Board of Director retirement age of 72

### Significant shareholder engagement throughout the year

### Policies and practices in place to protect the integrity of our business

- Anti-money laundering policy
- Mandatory ethics and cybersecurity training for all full-time employees
- Anti-corruption policy



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# *Appendix*

## Management Team



**Bill Carstanjen**  
**Chief Executive Officer**

- Chief Executive Officer since Aug. 2014; Director since 2015
- President and COO, Mar. 2011 – Aug. 2014; COO, Jan. 2009 – Mar. 2011
- EVP, General Counsel & Chief Development Officer, July 2005 – Dec. 2008
- Former Executive of GE
- Began career as attorney with Cravath, Swaine, & Moore LLP in NYC
- Columbia Law School



**Bill Mudd**  
**President and Chief Operating Officer**

- Chief Operating Officer since Oct. 2015
- President and Chief Financial Officer, Aug. 2014 – Oct. 2015
- Chief Financial Officer from Oct. 2007 to Aug. 2014
- 15-year multi-industry, multi-business background with GE
- Former Captain in the U.S. Army Reserves
- B.A. in Mathematics from Bellarmine University; MBA



**Marcia Dall**  
**Executive Vice President and Chief Financial Officer**

- Chief Financial Officer since Oct. 2015
- Public company Chief Financial Officer for Erie Insurance Group / Erie Indemnity (Nasdaq: ERIE), Mar. 2009 to Oct. 2015
- 20+ year tenure with GE / GE Capital in finance / operational / executive roles
- B.S. in Accounting – Indiana University; MBA – Kellogg School of Management at Northwestern University; CPA

## Board of Directors



### **Alex Rankin** **Chairman of the Board**

- Independent Chairman since 2018
- Director since 2008
- Chairman of the Board of Sterling G. Thompson Company, LLC
- President of Upson Downs Farm, Inc.
- Chairman of James Graham Brown Foundation



### **Bill Carstanjen**

- CEO since 2014; Director since 2015
- CDI President and COO, 2011 – 2014; COO, 2009 - 2011
- CDI EVP, General Counsel & Chief Development Officer, 2005 - 2008
- Former Executive of GE
- Began career as attorney with Cravath, Swaine, & Moore LLP in NYC



### **Ulysses Bridgeman, Jr.**

- Director since 2012
- Owner and CEO of Heartland Coca-Cola Bottling Company
- Previously owner & CEO of various companies operating over 450 restaurants in 20 states
- From 1975 – 1987 played professional basketball for the Milwaukee Bucks and Los Angeles Clippers

## Board of Directors (continued)



### Andréa Carter

- Director since 2022
- Senior Executive Vice President and Chief Human Resources Officer for Global Payments, Inc. in Atlanta
- Extensive human resources executive experience with Habitat for Humanity, Ralph Lauren, Newell Rubbermaid, and The Home Depot



### Robert Fealy

- Director since 2000
- Chair of Nominating and Governance Committee
- Managing Director of Limerick Investments, LLC
- Previously President, COO, and Director of The Duchossois Group



### Doug Grissom

- Director since 2017
- Managing Director of Madison Dearborn Partners' Business & Government Software and Services team
- Previously with Bain Capital, McKinsey & Company and Goldman Sachs

## Board of Directors (continued)



### Daniel Harrington

- Director since 1998
- Chair of Compensation Committee
- President and CEO of HTV Industries, Inc.
- Extensive financial, accounting, and Chief Executive experience



### Karole Lloyd

- Director since 2018
- Chair of Audit Committee and serves on the Nominating & Governance Committee
- Former Vice Chair and Southeast Regional Managing Partner for Ernst & Young LLP
- Serves on the Board of Directors of Aflac Inc.
- Handled mergers, IPOs, acquisitions, and divestures for EY



### Paul Varga

- Director since 2020
- Former Chairman and CEO of Brown-Forman Corporation
- Serves on the Board of Directors of Macy's Inc.
- Considerable experience and expertise in corporate finance, building brand awareness, product development, marketing, and sales

## CDI Racetrack Overview

Racetrack	Churchill Downs	Ellis Park	Colonial Downs	Presque Isle Downs	Turfway Park	Fair Grounds	Miami Valley Gaming	Oak Grove	Ocean Downs
Location	Louisville, Kentucky	Henderson, Kentucky	New Kent, Virginia	Erie, Pennsylvania	Florence, Kentucky	New Orleans, Louisiana	Lebanon, Ohio	Oak Grove, Kentucky	Berlin, Maryland
Race Season	May-Jul. & Sept. & Nov.	Jul.-Aug.	Jul.-Sept.	May-Oct.	Nov.-Apr.	Nov.-Mar.	Jan.-May	Apr.-Jul.	May-Sept.
Type of Racing	Thoroughbred	Thoroughbred	Thoroughbred	Thoroughbred	Thoroughbred	Thoroughbred	Standardbred (Harness)	Standardbred (Harness)	Standardbred (Harness)

## Definition of Non-GAAP Financial Measures

In addition to the results provided in accordance with GAAP, Churchill Downs Incorporated (the “Company”, “we”, “our”) also uses non-GAAP measures, including EBITDA (earnings before interest, taxes, depreciation and amortization) and Adjusted EBITDA.

The Company uses non-GAAP measures as a key performance measure of the results of operations for purposes of evaluating performance internally. These measures facilitate comparison of operating performance between periods and help investors to better understand the operating results of the Company by excluding certain items that may not be indicative of the Company's core business or operating results. The Company believes the use of these measures enables management and investors to evaluate and compare, from period to period, the Company's operating performance in a meaningful and consistent manner. The non-GAAP measures are a supplemental measure of our performance that is not required by, or presented in accordance with, GAAP, and should not be considered as an alternative to, or more meaningful than, net income or diluted EPS (as determined in accordance with GAAP) as a measure of our operating results.

We use Adjusted EBITDA to evaluate segment performance, develop strategy, and allocate resources. We utilize the Adjusted EBITDA metric to provide a more accurate measure of our core operating results and enable management and investors to evaluate and compare from period to period our operating performance in a meaningful and consistent manner. Adjusted EBITDA should not be considered as an alternative to operating income as an indicator of performance, as an alternative to cash flows from operating activities as a measure of liquidity, or as an alternative to any other measure provided in accordance with GAAP. Our calculation of Adjusted EBITDA may be different from the calculation used by other companies and, therefore, comparability may be limited.

Adjusted EBITDA includes our portion of EBITDA from our equity investments.

Adjusted EBITDA excludes:

- Transaction expense, net which includes:
  - Acquisition, disposition, and property sale related charges;
  - Direct online Sports and Casino business exit costs; and
  - Other transaction expense, including legal, accounting, and other deal-related expense;
- Stock-based compensation expense;
- Rivers Des Plaines' impact on our investments in unconsolidated affiliates from:
  - The impact of changes in fair value of interest rate swaps; and
  - Legal reserves and transaction costs;
- Asset impairments;
- Gain on property and asset sales;
- Legal reserves;
- Pre-opening expense; and
- Other charges, recoveries, and expenses.

## Reconciliation from GAAP to Non-GAAP Financial Measures

### Reconciliation of Comprehensive Income to Adjusted EBITDA

(in millions)	Three Months Ended		Years Ended	
	December 31,		December 31,	
	2023	2022	2023	2022
<b>Net income and comprehensive income</b>	57.6	1.0	417.3	439.4
Additions:				
Depreciation and amortization	47.2	35.0	169.0	113.7
Interest expense	70.6	54.7	268.4	147.3
Income tax provision (benefit)	14.3	(4.1)	144.5	169.4
EBITDA	<u>\$ 189.7</u>	<u>\$ 86.6</u>	<u>\$ 999.2</u>	<u>\$ 869.8</u>
Adjustments to EBITDA:				
Stock-based compensation expense	\$ 8.1	\$ 8.3	\$ 32.9	\$ 31.8
Legal reserves	(1.2)	0.6	(1.2)	3.8
Pre-opening expense	7.2	4.3	18.6	13.2
Arlington exit costs	-	-	9.4	5.7
Other expenses, net	(0.6)	1.7	7.0	1.7
Transaction expense, net	3.0	34.7	4.8	42.1
Asset Impairments	0.1	33.4	24.6	38.3
Other income, expense:		-		
Interest, depreciation and amortization expense related to equity investments	10.4	11.1	40.2	42.8
Changes in fair value of Rivers Des Plaines' interest rate swaps	-	-	-	(12.6)
Rivers Des Plaines' recapitalization and transactions costs	-	-	-	0.6
Other charges and recoveries, net	2.4	-	2.4	1.0
Gain on sale of assets	-	-	(114.0)	(274.6)
Total adjustments to EBITDA	<u>29.4</u>	<u>94.1</u>	<u>24.7</u>	<u>(106.2)</u>
<b>Adjusted EBITDA</b>	<u>\$ 219.1</u>	<u>\$ 180.7</u>	<u>\$1,023.9</u>	<u>\$ 763.6</u>
Adjusted EBITDA by segment:				
Live and Historical Racing	\$ 88.9	\$ 61.2	\$ 475.4	\$ 287.5
TwinSpires	34.9	25.0	132.1	114.1
Gaming	113.4	112.4	488.6	421.9
Total segment Adjusted EBITDA	<u>237.2</u>	<u>198.6</u>	<u>1,096.1</u>	<u>823.5</u>
All Other	(18.1)	(17.9)	(72.2)	(59.9)
<b>Total Adjusted EBITDA</b>	<u>\$ 219.1</u>	<u>\$ 180.7</u>	<u>\$1,023.9</u>	<u>\$ 763.6</u>