



CHURCHILL DOWNS

INCORPORATED

J.P. Morgan
Gaming, Lodging, Restaurant & Leisure Forum
Las Vegas, Nevada
March 14, 2019

Forward-Looking Statements

Information set forth in this presentation contains various “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 (the “Act”), which provides certain “safe harbor” provisions. All forward-looking statements made in this presentation are made pursuant to the Act. Forward-looking statements are typically identified by the use of terms such as “anticipate,” “believe,” “could,” “should,” “would,” “estimate,” “may,” “project,” and similar words, although some forward-looking statements are expressed differently.

The reader is cautioned that such forward-looking statements are based on information available at the time and/or management’s good faith belief with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements. Such risks and uncertainties and other factors include, but are not limited to: changes in the regulatory environment that could adversely affect our racing, casino, and online horserace wagering businesses; inability to predict and capitalize on the legalization of online sports betting and iGaming in the United States; economic conditions on discretionary spending; inability to attract people to attend and wager on live horse races; public perceptions or lack of confidence in the integrity of our business; inability to complete acquisitions and divestitures on time, on budget or as planned; online security risk, including cyber-security breaches and loss or misuse of stored information, including customers’ personal information, as a result of such breach; inability to retain key and highly skilled personnel or hire additional personnel; and other risks and uncertainties described in our reports on Form 10-K, Form 10-Q and Form 8-K filed with the Securities and Exchange Commission. We assume no obligation to update forward-looking information to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information.

This presentation includes certain “non-GAAP financial measures” as defined in the Securities and Exchange Commission’s Regulation G. A reconciliation of these non-GAAP financial measures to the most directly comparable GAAP measures is included in the appendix of this presentation.





Company Overview and the Case for Investing

The Kentucky Derby



**The longest continuously held
annual sporting event in the United States**

TwinSpires.com

BET ANYWHERE, ANYTIME
Bet on racetracks all around the world.



TOP RACING DATA
Leading source of online data



SIMPLE, FAST WAGERING
Place multiple bets at a time



LIVE STREAMING



BET LIKE A PRO
Get the inside edge with leading handicapping information

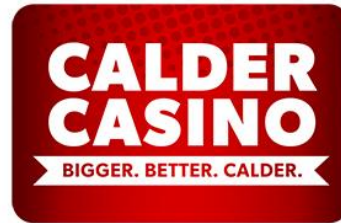


EARN CASH
Earn cash bonuses to bet on the races



The largest, legal online horseracing wagering platform in the U.S.

Regional Casino Properties



We are a leader in brick-and-mortar casino gaming with ~11,000 slot machines and VLTs and ~200 table games in eight states after our acquisition of a majority interest in Rivers Casino in Des Plaines, Illinois and the Lady Luck Nemaquin transaction.

Iconic asset - *The Kentucky Derby*

Industry leading, diversified business platforms

Organic growth opportunities

Ongoing expansion opportunities

Strong balance sheet and financial performance

Proven management team

Iconic asset - *The Kentucky Derby*



***The magic and mystique of The Kentucky Derby is irreplicable
– creating once-in-a-lifetime experiences for our guests***

Industry leading, diversified business platforms

The Kentucky Derby



**An iconic and irreplaceable asset
Four consecutive years of record all source wagering
Consistent profitable growth over the past nine years**

TwinSpires



**The largest, legal online horseracing wagering platform in the U.S.
Multiple brands providing best in class betting experience**

Casino Properties



**Industry leading regional casino margins
Diverse regional portfolio in eight states providing market access for sports betting and iGaming opportunities**

Continuous organic growth opportunities

The Kentucky Derby



Create and enhance guest experiences to enable greater pricing differentiation
Capital investments to convert general admission guests to reserved seating and to upgrade existing reserved seating customers to higher end seating
Expand Japan Road to the Derby and European Road to the Derby

TwinSpires



Best in class racing content access and data driven marketing strategy capitalizes on major race dates, including *The Kentucky Derby*

Casino Properties



Modest, disciplined capital investments to expand facilities and optimize return on invested capital

Ongoing expansion opportunities

Historical
Racing
Machines



Derby City Gaming – 900 machine facility opened in Louisville, KY on Sept. 14, 2018
Plan to add 100 machines in 2Q 2019; potential to add 1,000+ additional machines at Derby City Gaming or Churchill Downs Oak Grove – Awarded racing license with plans to build up to 1,500 machine facility in Oak Grove, KY (~1 hour north of Nashville, TN)

M&A



Closed Presque Isle and Nemaocolin acquisitions in 1Q'19
Closed investment to acquire 61% of Rivers Casino Des Plaines in Illinois
Disciplined buyer of strategic brick-and-mortar gaming assets

Sports
Betting and
iGaming



Retail self service BetAmerica Sportsbooks opened Aug. 2018 at Riverwalk and Harlow's Casinos in Mississippi
Launched online BetAmerica Sportsbook and iGaming in New Jersey in 1Q'19
Plan to launch retail and online BetAmerica Sportsbook and iGaming in Pennsylvania in 2019

Strong balance sheet and financial performance

Low leverage provides financial flexibility

Consistent growth in Adjusted EBITDA from continuing operations

Strong free cash flow

Disciplined project capital investment to generate industry leading return on invested capital

Proven management team

Proven, results driven leadership team focused on creating shareholder value over the long-term

CDI team has unique combination of diverse, yet complementary strengths and talents

- Average tenure at CDI is ~10 years
- Racing site leaders have an average of ~21 years of racing experience
- Gaming site leaders have an average of ~19 years of gaming industry experience
- Online gaming leaders have an average of ~13 years of mobile and online sports betting and iGaming experience





The Kentucky Derby

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

**Historic
Americana**



**Sophisticated
Luxury**



**Contagious
Excitement**



The Kentucky Derby Growth Strategy

Leverage unique experiences and make strategic capital investments

- Enhance guest experience to enable pricing differentiation for ~60,000 reserved seats
- Execute capital investments to enable segmentation of ~110,000 guests who do not have a reserved seat
- Expand Derby Week offerings and attractions

Attract additional sponsorships

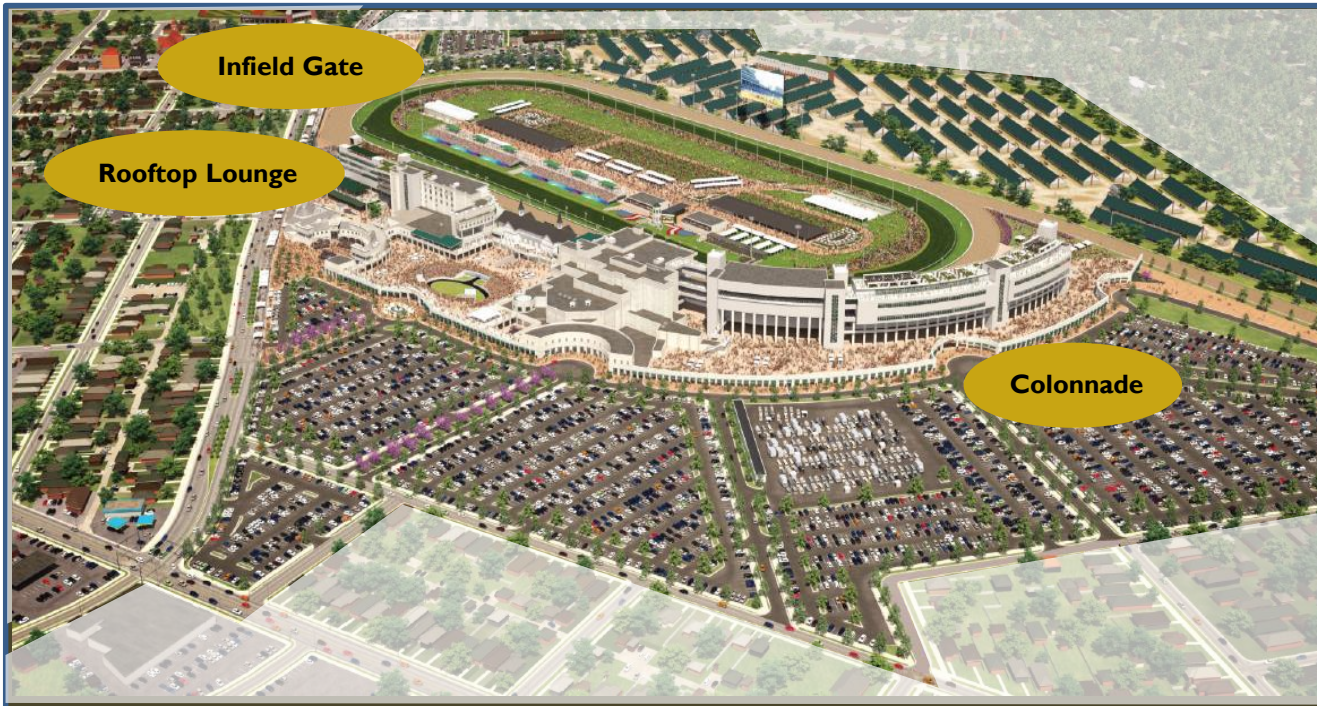
Expand European Road to Derby and Japan Road to Derby

Nearly \$170 million in major capital improvements at Churchill Downs in past nine years

Major Capital Improvements at Churchill Downs Since 2010

2010	Permanent Lighting for Track
2013	Paddock Plaza and The Mansion
2014	Big Board and Grandstand Pavilion
2015	Winners Circle Suites and The Courtyard
2016	Stakes Room and Turf Club
2017	Loft at Aristides Lounge and 2 nd Floor Clubhouse
2018	Starting Gate Suites and Colonnade, Parking, and Transportation Project

Future build-out of facility supports long-term growth of *The Kentucky Derby*



2019

- Rooftop Lounge
- Infield Gate
- Colonnade

Future Concepts

- Hotel
- Premium renovations
- 1st Turn building
- Paddock
- Grandstand amenities
- Infield seating

Multi-year sponsorships with staggered renewals support long-term growth strategy

2019 Sponsorship Update

- 99% of 2018 sponsorship revenue dollars were contractually committed 6 months in advance of 2019 Derby Week
- Building relationships with new sponsors in the pipeline to grow sponsorship revenue for 2019



RAM

INSPIRATO®

SENTIENT
JET



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 35 races from September through April

Japan

Started in 2016
Horses compete for one Derby starting position through four Japanese races

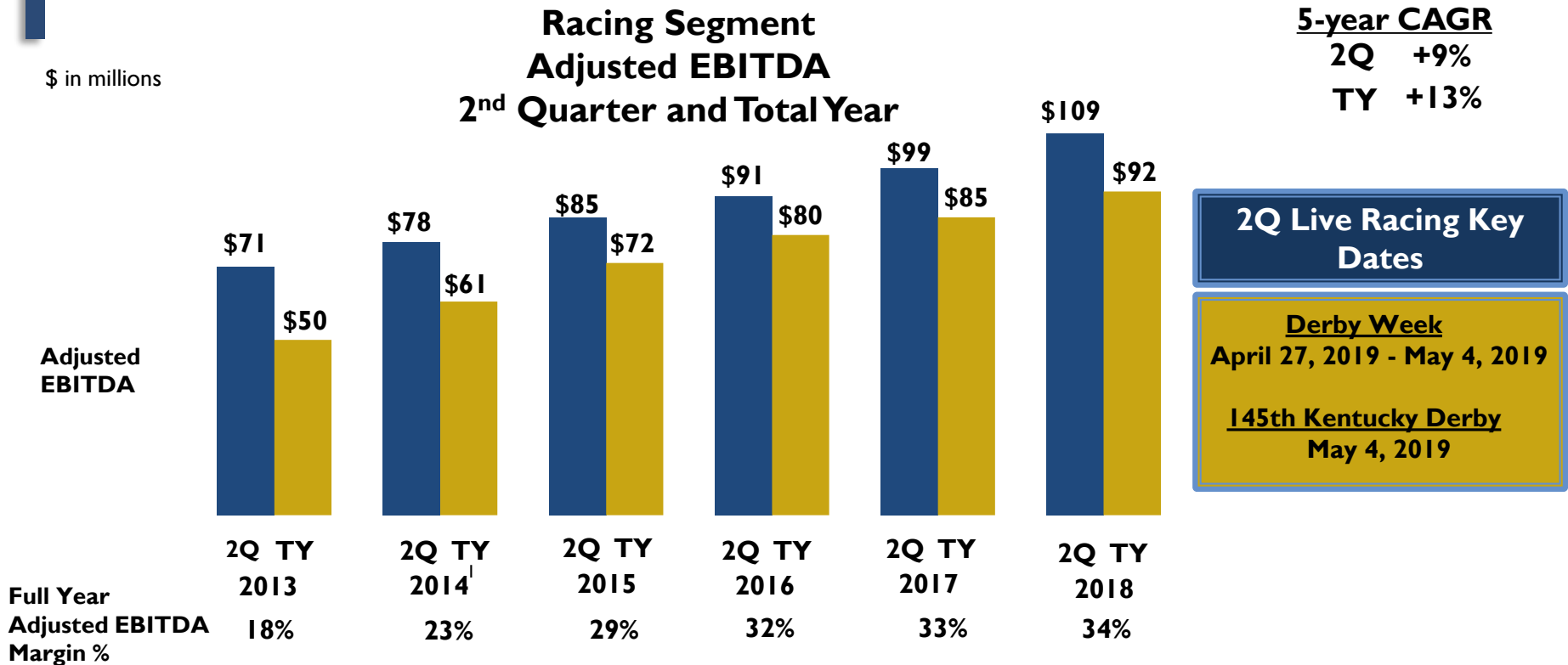
European

Started in 2018
Horses compete for one Derby starting position through seven European races

Growth Potential

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

Second Quarter Live Racing is Primary Driver of Annual Racing Growth



2Q'18 Racing Segment Adjusted EBITDA of \$109 million, up \$10 million from 2017
2018 Kentucky Derby Week – Another Record Year of Growth with Adjusted EBITDA up \$12 million²

¹ Beginning in July 2014, the Calder Racing Operations were leased to The Stronach Group which significantly improved the Racing Segment total year Adjusted EBITDA

² Includes \$2.5 million of favorability related to the adoption of the new revenue accounting standard ASC606





TwinSpires

TwinSpires delivers handicapping data, live race video, and best in class betting

Overview

Launched in 2007

Official mobile betting partner of the Kentucky Derby, the Breeders' Cup World Championships, and Churchill Downs Racetrack

Benefits from CDI ownership of:

- United Tote - provides totalisator services
- Brisnet - provides historical handicapping data



2018 Key metrics

\$ in millions	2018	VPY %
TwinSpires Handle¹	\$1,390	8%
Revenue	\$292	14%
Adjusted EBITDA	\$73	13%

¹ TwinSpires handle excludes Velocity

Multiple brands leverage infrastructure



White label brands



TwinSpires' strategic advantages

Linkage to *The Kentucky Derby* and the other Triple Crown / Breeders' Cup events



- Inexpensively acquire new customers each year with an affinity for horseracing
- Access to premier content because of ownership of *The Kentucky Derby*

Business intelligence analytics



- Utilize analytics on customer behavior to drive efficient customer acquisition, retention and activation

Customer relationships



- Differentiate VIP relationships to build loyalty and retention
- Unique ability to create once in a lifetime experiences at *The Kentucky Derby*

Management team

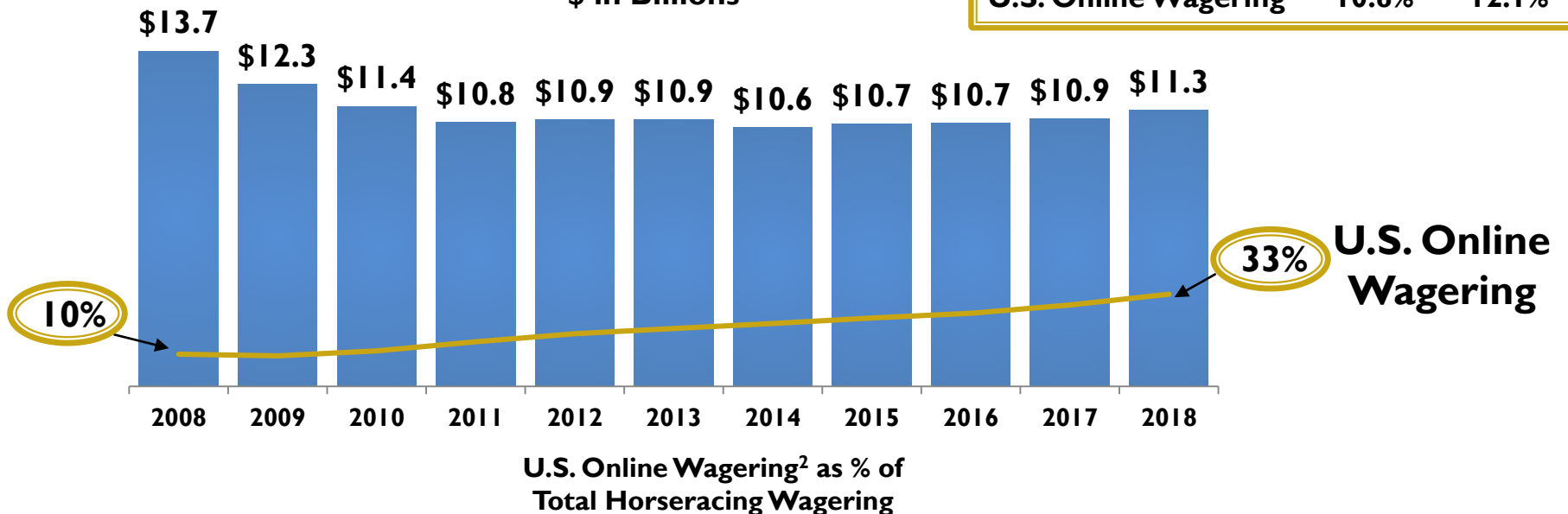


- Significant online wagering experience in Europe and the U.S.
- Deep technology expertise throughout core team
- Team's experience positions us well for growth in online sports betting and iGaming markets

Online horseracing wagering has potential for additional market penetration

**Total Horseracing Wagering¹
in the United States
\$ in Billions**

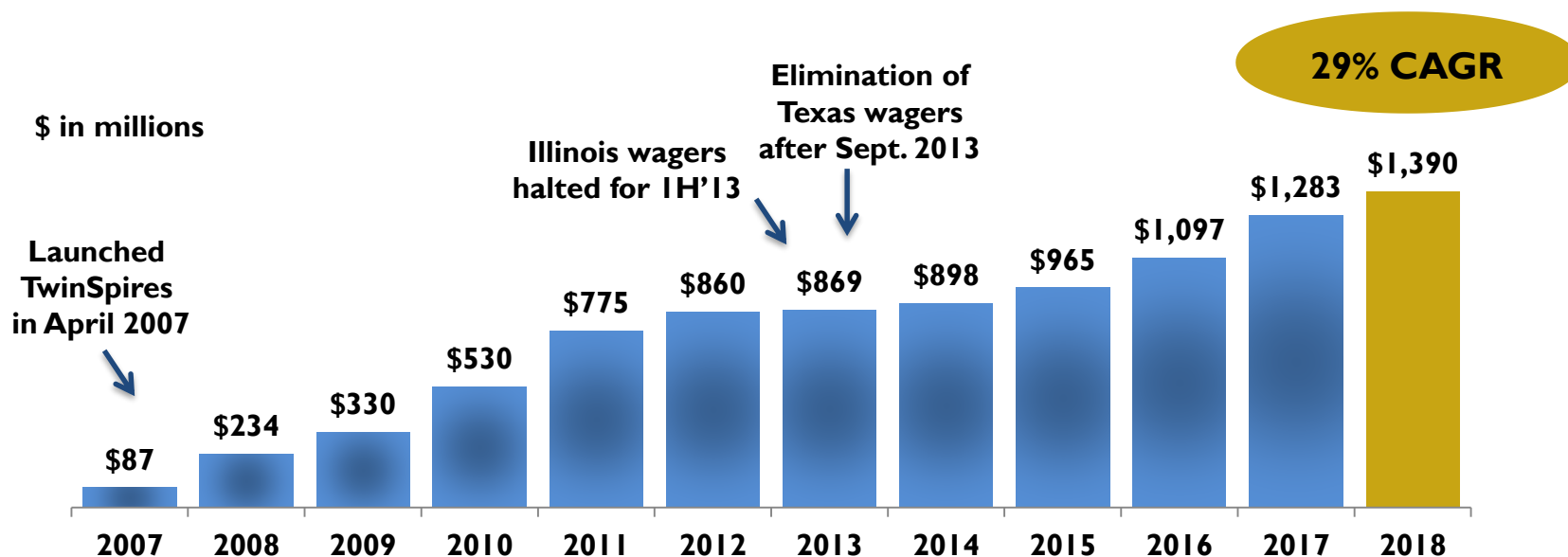
U.S Horseracing	CAGR	
	2008-16	2016-18
Total Wagering	(3.0)%	2.4%
U.S. Online Wagering	10.8%	12.1%



¹ Source: Equibase

² Online Wagering excludes Velocity

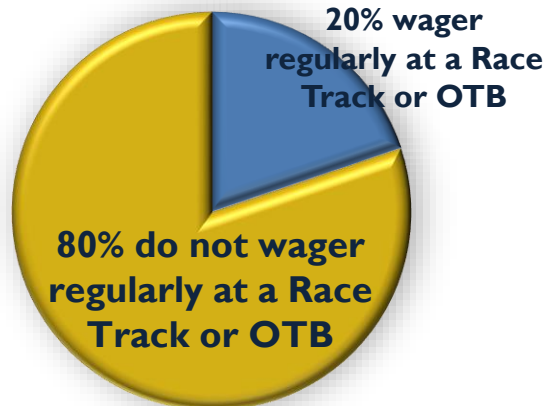
TwinSpires handle¹ has grown significantly over the past decade



¹ TwinSpires handle excludes Velocity

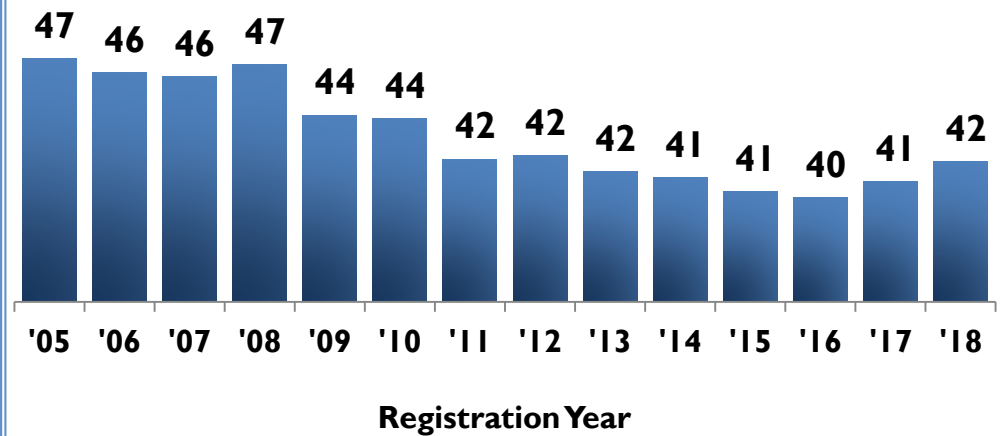
We are attracting new fans and younger fans to horseracing

New Fans



Based on survey of August 2017 new customers

Median New Player Age

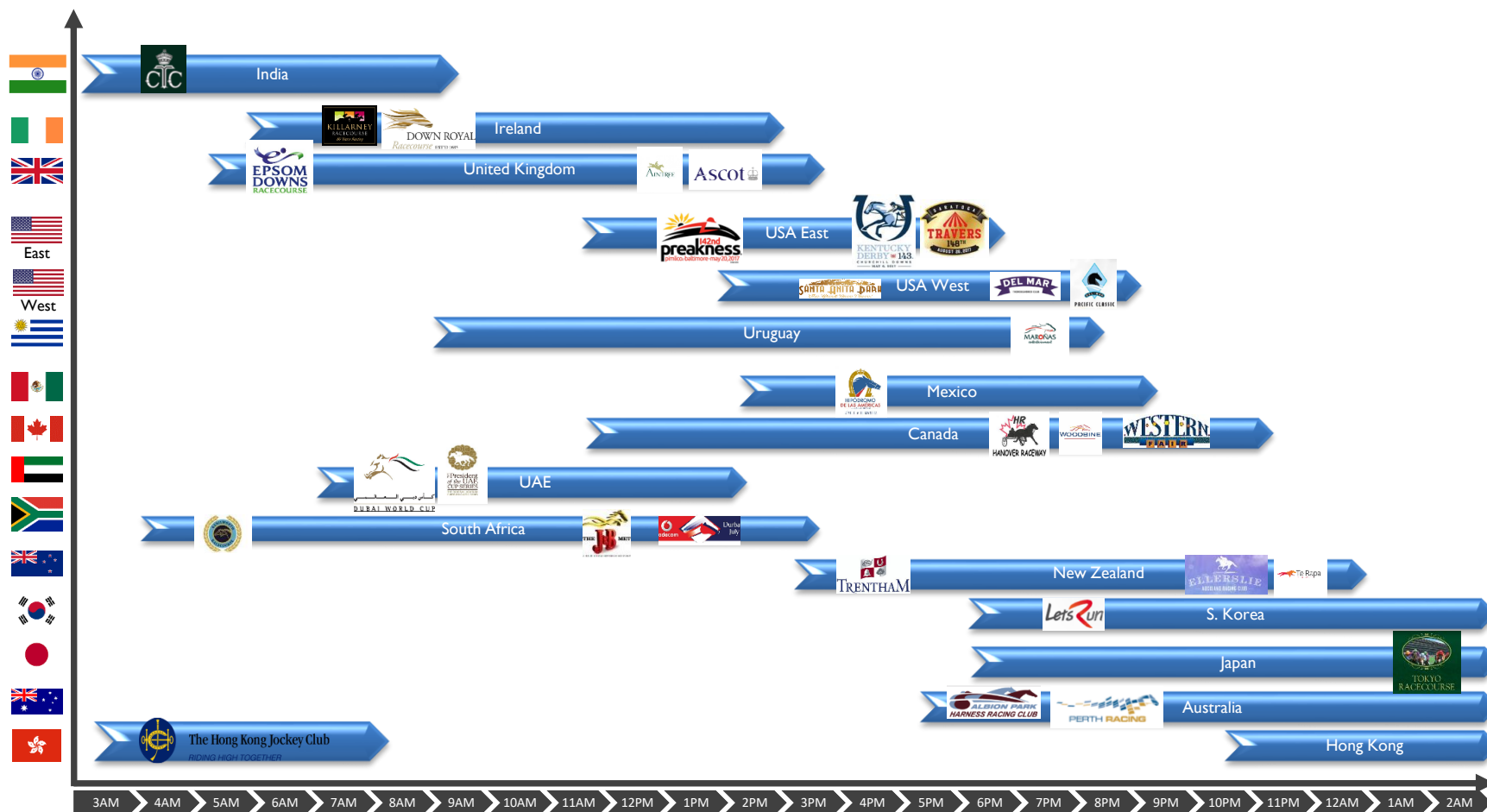


TwinSpires offers betting on ~132,000 races at 330 racetracks 365 days a year

Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Road to Kentucky Derby				Triple Crown		Summer Season		Breeders' Cup Challenge Series & World Championships			

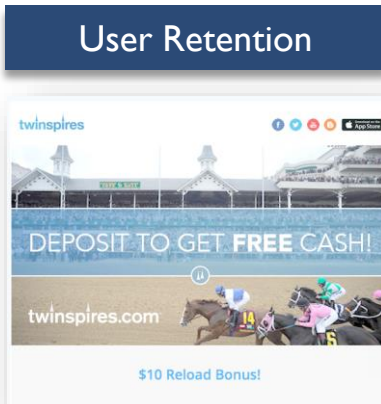
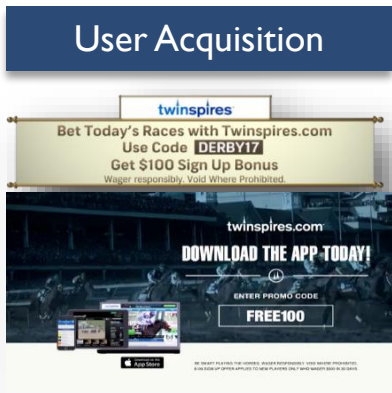
* Not all events are listed

TwinSpires offers betting 24/7 from 14 countries

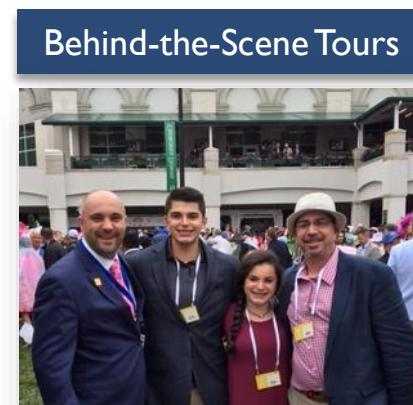
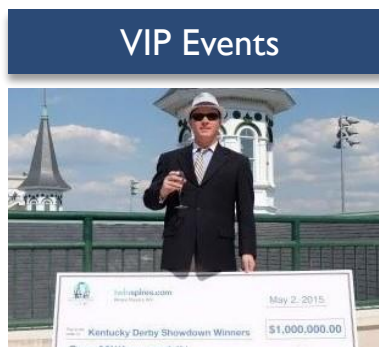
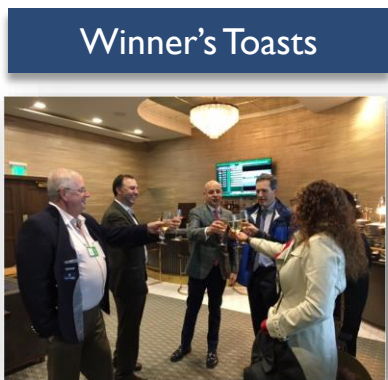


Hours in EST

We leverage data to drive user acquisition, retention, and activation

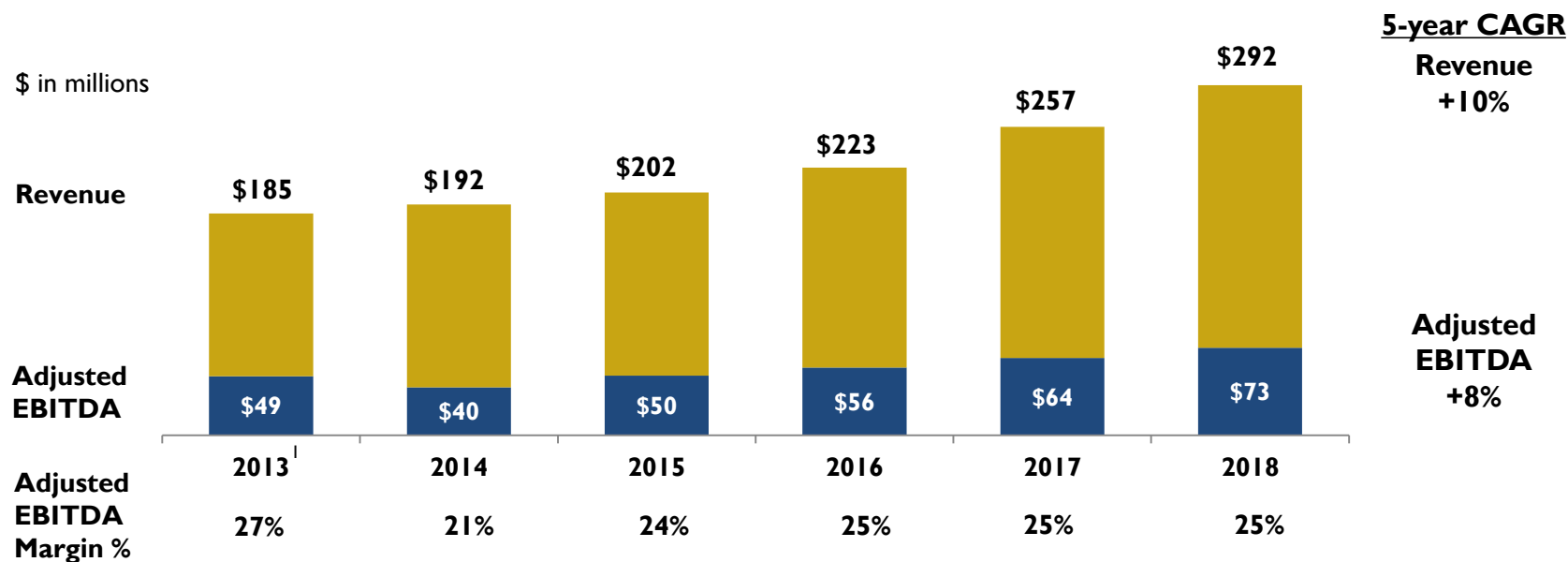


We have the unique ability to create once in a lifetime experiences at *The Kentucky Derby*



TwinSpires Segment Financial Performance

TwinSpires delivers strong growth



¹ In 1H'13, TwinSpires stopped taking wagers from Illinois residents until June 2013 when Illinois resident wagering resumed with passage of new law. In Sept. 2013, TwinSpires stopped taking wagers from Texas residents after court ruling upheld a Texas law requiring all wagering to take place at racetracks.







Casino Properties

Diverse portfolio of gaming properties

Overview

Ten casinos and three hotels in eight states

- Seven wholly owned, two joint ventures, and one management contract
- Local brands and community connection
- Smaller bets in diverse geographic and economic environments

Retail self service BetAmerica Sportbooks opened at two Mississippi properties in August 2018

2018 Key metrics

\$ in millions	<u>2018</u>	<u>VPY %</u>
Revenue	\$411	17%
Adjusted EBITDA	\$170	16%
Wholly owned casino margin¹	33.2%	170 pts

Industry leading margins for wholly owned casinos

¹ Excludes corporate overhead, Ocean Downs, and joint ventures

Our casino properties' strategic advantages

Local approach



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

Business intelligence analytics



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

Leverage corporate gaming expertise



- Gaming floor layout and game mix optimized
- Central slot purchasing to leverage size
- Disciplined reporting and communication strategy
- Central marketing resource facilitates shared best practices

Regional property gaming leaders



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

Florida and Louisiana Casinos & Video Poker

Calder Casino – Miami Gardens, Florida

- **Property:**
 - Located in Miami Gardens, FL, near Hard Rock Stadium (home of the Miami Dolphins)
 - Facility opened in Jan. 2010
 - 170 acres of land with casino and racetrack
 - ~1,150 slot machines
- Agreement with The Stronach Group to operate and manage Calder's racetrack and live horseracing under Calder's racing permits until Dec. 31, 2020
- In Nov. 2016, we sold 61 acres of excess real estate at Calder for \$434k per acre¹
- Expanded smoking patio opened May 2018
- Received Jai Alai permit in Feb. 2018 with event dates beginning in May 2019



Fair Grounds Slots & Video Poker - Louisiana

- **Property:**
 - Racetrack and slots facility located in New Orleans, LA
 - Slots facility opened in Oct. 2008
 - ~620 slot machines
 - Fair Grounds operates 14 OTB's across southeast LA of which 12 have ~940 video poker machines
- **Opened Destrehan OTB in May 2018**
 - 65 video poker machines
 - Pari-mutuel horseracing self-service
- **Opened Meraux OTB in Aug. 2018**
 - 60 video poker machines
 - Pari-mutuel horseracing self-service



¹ Excluding real estate commissions paid

Maine and Maryland Casinos

Oxford Casino – Oxford, Maine

- Property:
 - Located in Oxford, Maine
 - ~940 slot machines, 30 table games and 2 dining facilities
 - 97 acres of land
- Purchased in July 2013
- In Nov. 2017, opened new \$25 million expansion
 - Attached 107-room hotel
 - Expanded gaming floor to add 100 slot machines
 - Added new pub restaurant



The Casino at Ocean Downs – Berlin, Maryland

- Property:
 - Located near Ocean City
 - Casino opened in 2010
 - Harness racetrack opened in 1949
 - ~900 video lottery terminals and 18 table games
- Ownership history
 - Purchased 50% equity stake in Jan. 2017
 - Acquired remaining 50% equity stake in Aug. 2018 through swap of 25% ownership interest in Saratoga New York and Colorado with Saratoga Casino Holdings
- Realized an effective 10 percentage point tax reduction starting Aug. 2017 by purchasing 800 slot machines from the state of Maryland
- Added 10 table games and 100VLTs in Dec. 2017 and an additional 8 tables in July 2018



Mississippi Casinos

Harlow's Casino Resort & Spa

- Property:
 - Located in Greenville, Mississippi
 - Facility opened in 2007
 - ~730 slot machines, 15 table games
 - 4 dining facilities
 - 105-room attached hotel
 - Located on ~85 acres of leased land
- Purchased in Dec. 2010
- Opened retail BetAmerica Sportsbook in Aug. 2018
 - 39 self-service betting terminals
 - 21 big screen displays broadcasting over 100 different HD channels of sporting events and information

Harlow's
Casino Resort & Spa



Riverwalk Casino Hotel

- Property:
 - Located in Vicksburg, Mississippi
 - Facility opened in 2008
 - ~650 slot machines, 16 table games
 - 2 dining areas
 - 5-story, 80-room attached hotel
 - 22 acres of land
- Purchased in Oct. 2012
- Opened retail BetAmerica Sportsbook in Aug. 2018
 - 38 self-service betting terminals
 - 55 big screen displays broadcasting over 100 different HD channels of sporting events and information



Guests can bet on major professional sports including NFL, NBA, NHL, MLB and collegiate sports as well as sporting events happening all over the world

Pennsylvania Casinos

Presque Isle Casino

- Property:
 - Located in Erie, Pennsylvania
 - ~1,600 slot machines, 32 table games and a 7 table poker room in 153,400 sq. ft. facility
 - ~100 live thoroughbred race dates each year
 - Located on ~270 acres of land
- Purchased in January 2019
- Potential sports betting / iGaming upside
 - Approved for sports betting and iGaming; ultimate go live date not yet determined.
 - Have begun construction of new retail BetAmerica Sportsbook and plan to open in 2Q'19



Lady Luck Nemacolin

- Property:
 - Located in Farmington, PA
 - ~1 mile from Nemacolin Woodlands Resort's main entrance
 - ~ 600 slot machines, 27 table games and a casual dining restaurant and lounge
- Purchased in March 2019; Paid \$100,000 for:
 - Management agreement to operate casino until July 2023
 - All fixed assets (e.g. slot machines and table games)



Casino Joint Ventures Overview

Two of our casinos are joint ventures

Miami Valley Gaming (50% Equity Investment)

- Opened in December 2013
- Located in Lebanon, OH (North of Cincinnati, south of Dayton)
- ~1,870 video lottery terminals
- Joint venture (50/50) with Delaware North
- Added smoking patio, high limit area, and expanded gaming in 4Q'17



Rivers Casino Des Plaines (61% Equity Investment)

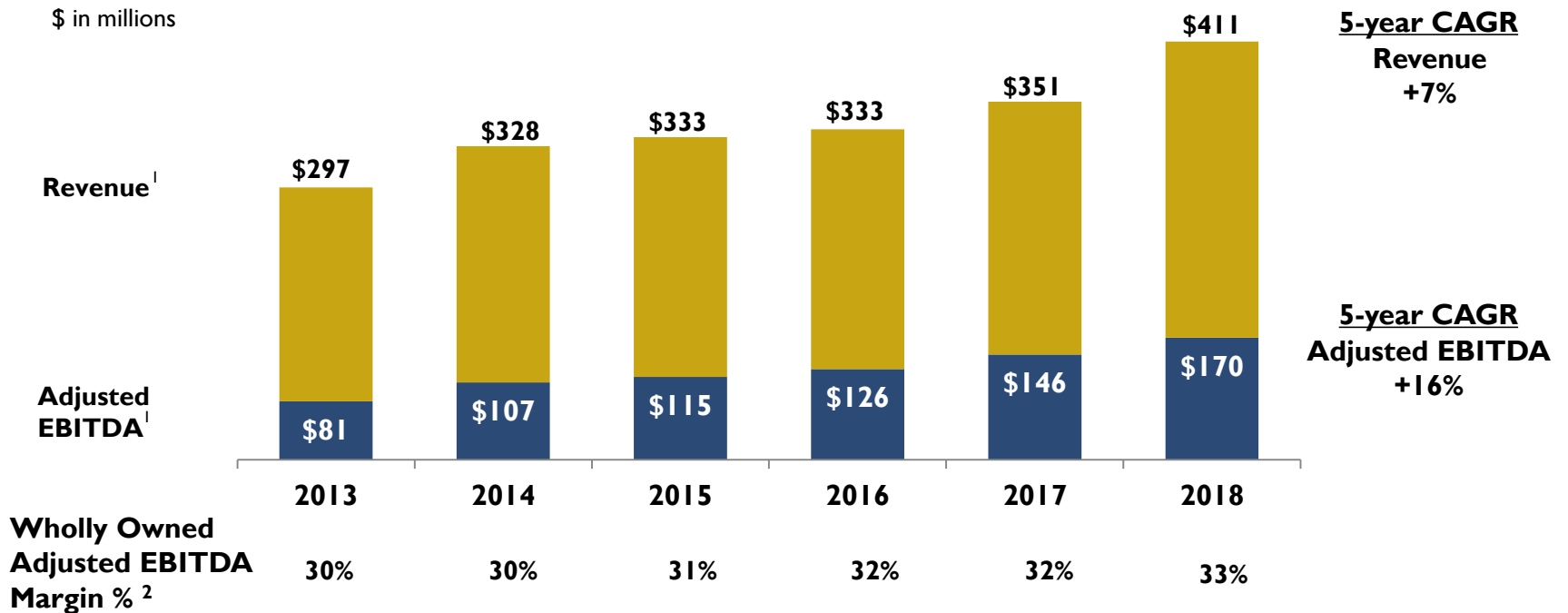
- Opened in July 2011
- Located in Des Plaines, IL
- ~980 slot machines and 58 table games¹
- Joint venture with High Plains Gaming, LLC, an affiliate of Rush Street Gaming, LLC
- Favorably positioned for online sports betting / iGaming upside should Illinois permit those activities



¹ The Illinois Gaming Board limits the number of Gaming positions to 1,200. 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).

Casino Segment Financial Overview

Multiple, smaller bets in various geographies provides for solid growth profile



IQ'19 additions include Presque Isle Downs and Casino, Lady Luck Nemacolin, and equity investment in Rivers Des Plaines

¹ Net revenue does not include the net revenue of our equity investments in casino properties; Adjusted EBITDA includes Churchill Down's portion of the Adjusted EBITDA of our equity investments in casino properties based on our ownership percentage; Financials exclude Presque Isle / Nemacolin; We took full ownership of Ocean Downs on August 31, 2018

² Wholly Owned Adjusted EBITDA margins excluding corporate overhead, Ocean Downs, and joint ventures





Additional Growth Opportunities

Organic Growth Opportunities

***The Kentucky Derby* strategic capital investments**

- Enhance guest experience to enable pricing differentiation for ~60,000 reserved seats
- Execute capital investments to enable segmentation of ~110,000 guests who do not have a reserved seat
- Expand Derby Week offerings and attractions

Historical Racing Machines (“HRM’s”)

- Derby City Gaming
- Oak Grove, Kentucky facility

Sports Betting and iGaming

- Existing brick-and-mortar casino properties and mobile
- Strategic market access deals

Background on Historical Racing Machines in Kentucky

In 2010, Kentucky's Horse Racing Commission enacted regulations to permit wagering on historical horse races on HRM terminals in Kentucky

- Permitted to have an HRM facility if awarded one of 9 horseracing licenses in Kentucky

In October 2018, Kentucky state circuit court judge ruled that Exacta Systems HRM's qualify as pari-mutuel wagering and are legal in Kentucky

Four HRM facilities currently exist in Kentucky

- Kentucky Downs opened the state's first HRM facility in Sept. 2011
- Ellis Park opened an HRM facility in 2012
- Red Mile, a joint venture owned by Keeneland and Red Mile, opened an HRM facility in 2015
- Derby City Gaming, owned by Churchill Downs, opened on Sept. 14, 2018 in Louisville, KY

What is a Historical Racing Machine?

A historical horse racing machine is a gaming device that uses a pari-mutuel math model to approximate the gaming experience of Class II and Class III machines

Gross Commission / Day / Machine ¹				
Kentucky Historical Racing Machine Facilities	TTM Feb. 2018	TTM Feb. 2019	% Change	# of Machines as of Feb. '19
Ellis Park	\$ 91	\$ 110	25.9%	179
Red Mile	\$ 64	\$ 68	4.7%	902
Kentucky Downs	\$ 209	\$ 248	11.8%	753

Gross Commission / Day / Machine ¹						
Property	Sept.	Oct.	Nov.	Dec.	Jan.	Feb.
Derby City Gaming	\$ 138	\$ 157	\$ 179	\$ 198	\$ 203	\$ 284

Nearest casino to Derby City Gaming is Horseshoe Indiana

- ~ 30 to 40 minutes away from Derby City Gaming
- ~1,580 Class III slot machines
- TTM Feb. 2019 Gross Commission / Day / Machine² of \$314

¹ Based on Kentucky Horse Racing Commission Monthly Wagering Report for February 2019; Derby City Gaming includes September 2018 (which includes partial month of September, Derby City's Grand Opening was on 9/14/2018).

² Based on Indiana Gaming Commission Monthly Gaming Revenue Report for February 2019

Derby City Gaming

\$65 million 85,000 square feet HRM facility

900 historical racing machines at opening... adding additional 100 machines in early 2Q'19

Décor pays homage to Churchill Downs Racetrack's deep history in horse racing

Center bar with large format televisions, two food venues, and outdoor gaming patio

CDI partnered with Ainsworth Game Technology to build world's most advanced HRM machines



Approved for 2nd HRM license for Oak Grove, Kentucky facility

**Kentucky Horse Racing Commission awarded racing license in November 2018 for
12 Standardbred racing dates beginning in October 2019**

**Up to \$150 million investment in a joint venture owned by CDI (95% owner) and
Keeneland Association Inc. (5% owner)**

- Land
- Racetrack and enclosed grandstand / multi-purpose space
- HRM facility with up to 1,500 machines
- 3,000 person capacity amphitheater and state-of-the-art equestrian center including indoor arena
- 125-room hotel with event center and dining options



Sport Betting and iGaming Opportunity

In May 2018, the Supreme Court repealed the Professional and Amateur Sports Protection Act of 1992 (“PASPA”) – effectively allowing sports betting in the U.S. on professional and amateur sports, subject to state regulation

Five states having enacted sports betting regulations since the repeal¹

States	Est. Adult Population ²	Sports Betting Went Live In	iGaming Went Live in
Pennsylvania	~9.7 million	Nov. 2018	TBD
New Jersey	~ 6.8 million	June 2018	Nov. 2013
Mississippi	~ 2.2 million	Aug. 2018	N/A
West Virginia	~1.4 million	Sept. 2018	N/A
Rhode Island ³	~ 0.8 million	Nov. 2018	N/A

We expect a number of additional states to enact legislation to allow sports betting

¹ As of March. 7, 2019; Delaware and Nevada previously allowed sports betting; Washington, D.C. City Council has voted in favor of sports betting, the bill is under congressional review; Arkansas law has been enacted pending final regulations.

² Population Distribution by Age by The Henry J. Kaiser Family Foundation, 2016

³ State has awarded license to single operator

CDI is well positioned in key states

State	Adult Population ¹ (million)	CDI Property or 3 rd Party Agreement	CDI Sports Betting	CDI iGaming
California	~29.5	Card room agreement to offer online poker if legislation is approved	TBD	TBD
Florida	~16.1	Calder Casino	TBD	TBD
New York	~15.1	Agreement with Saratoga Casino Holdings for rights to online sports betting & iGaming until 2033	TBD	TBD
Pennsylvania	~9.7	Acquisition of Presque Isle Downs & Casino in Erie, PA and Nemaquin management agreement from Eldorado closed in 1Q'19	Expected 2019	Expected 2019
Illinois	~9.6	Arlington International Race Course and OTBs and Rivers Joint Venture	TBD	TBD
Ohio	~8.7	Miami Valley Gaming Joint Venture	TBD	TBD
New Jersey	~6.8	Agreement with Golden Nugget Atlantic City for Sports Betting & iGaming skin	Launched 1Q'19	Launched 1Q'19
Maryland	~4.5	The Casino at Ocean Downs	TBD	TBD
Colorado	~4.2	Agreement with Saratoga Casino Holdings for rights to online sports betting & iGaming until 2033	TBD	TBD
Louisiana	~3.4	Fair Grounds Slots and VSI and Fair Grounds Race Course	TBD	TBD
Kentucky	~3.3	Churchill Downs Racetrack	TBD	TBD
Mississippi	~2.2	Harlow's and Riverwalk Casinos opened BetAmerica Sportsbooks in Aug. 2018	Aug. 2018	N/A
Maine	~1.1	Oxford Casino	TBD	TBD

¹ Population Distribution by Age by The Henry J. Kaiser Family Foundation, 2016 48

We have demonstrated M&A is a core discipline of our team

Typical M&A Target Screen

Regional casino assets with future growth potential
Well positioned competitively – existing gaming and future gaming expansion
Strategic growth potential into sports betting and iGaming
Accretive to free cash flow and earnings per share with returns above cost of capital

And, we have shown our ability to be a disciplined seller of assets

**Calder Race Course
Land Sale**

Sold 61 acres of excess land for \$26.5 million or \$434k per acre¹
Used like-kind-exchange to permanently defer \$14 million of gain on sale through purchase of property at Churchill Downs

Big Fish Games

Purchased for \$835 million² Dec. 2014
Sold for \$990 million² Jan. 2018
> 50% levered IRR

**Saratoga – New York
and Colorado**

Swapped 25% equity ownership in Saratoga – New York and Colorado for remaining 50% equity ownership in Ocean Downs Casino
Retained rights to online sports betting and iGaming if regulation allows in the future

¹ Excluding real estate commissions paid

² Gross, prior to settlement of working capital adjustments and transaction costs

Calder Race Course and Casino Opportunity

170 acres of land remaining in Miami Gardens, Florida with casino and racetrack

- Near the Hard Rock Stadium, home of the Miami Dolphins
- In Nov. 2016, we closed the sale of 61 acres of excess real estate at Calder Race Course for \$26.5 million or \$434k per acre¹

Agreement with The Stronach Group to operate and manage Calder’s racetrack and live horseracing under Calder’s racing permits until Dec. 31, 2020

Obtained Jai Alai license and 2019 event dates and are in process of building a Jai Alai facility on the property

In Oct. 2018, the Florida Department of Business and Professional Regulation’s Division of Pari-Mutuel Wagering granted Calder’s petition for a declaratory statement that it can maintain its “eligible facility” status to operate slot machine gaming by operating a full schedule of jai alai performances

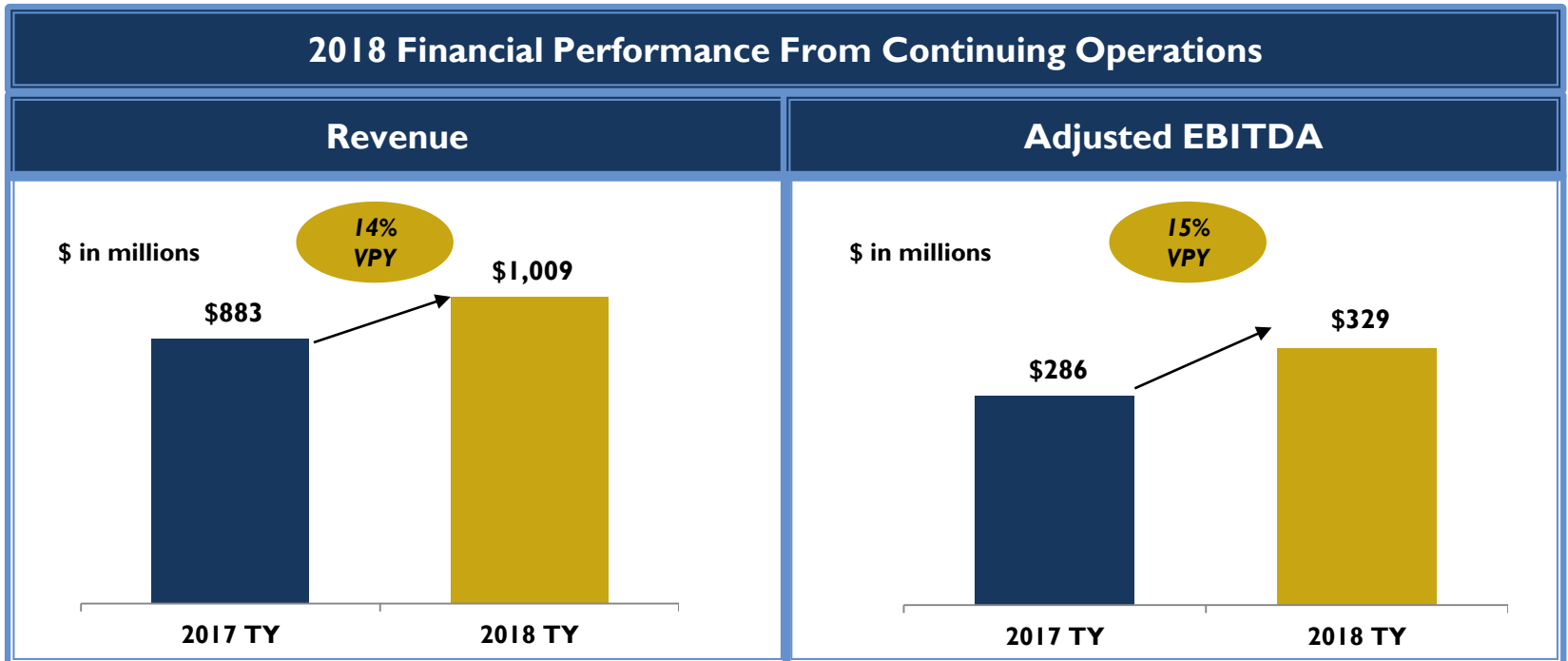
¹ Excluding real estate commissions paid





Financial Highlights and Insights

Double-digit growth driven by organic investments and strategic acquisitions



Note: Audited financials excluding Big Fish Games. Revenues from Casino JV's excluded from total CDI Revenues.

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 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

Derby investments provide strong returns creating long-term shareholder value

The Mansion



Return Profile

Built in 2013
\$4.6 million investment
< 3 year payback

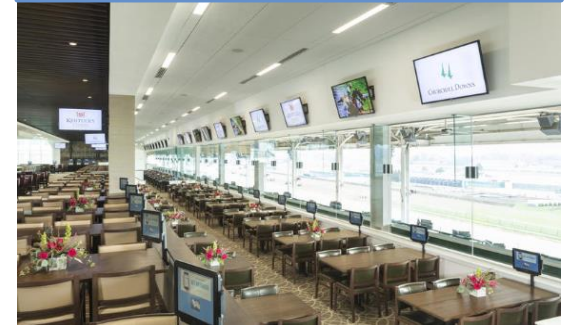
Winners' Circle Suites and Courtyard



Return Profile

Built in 2015
\$4.3 million investment
< 5 year payback

Turf Club / Stakes Room



Return Profile

Renovated in 2016
\$18.4 million investment
< 5 year payback

Targeted casino investments enhance existing properties and provide favorable returns

Ocean Downs Expansion



Return Profile

Opened Dec. 2017
 \$18 million investment
 < 3 year payback

Ocean Downs Slot Floor Purchase



Return Profile

Purchased Aug. 2017
 \$13 million investment
 < 2 year payback

Oxford Hotel & Floor Expansion



Return Profile

Opened Nov. 2017
 \$27 million investment
 < 6 year payback

Miami Valley Gaming Expansion



Return Profile

Opened Oct. 2017
 \$5 million investment
 < 2 year payback

CDI has returned over \$1 billion of capital to shareholders over the last 5 years

Dividends

- **2019 dividend paid was the 8th consecutive increase in the dividend per share**
- **\$104 million paid to shareholders in dividends over the last 5 years**

Share Repurchases

- **Returned \$931 million to shareholders through share repurchases over the last 5 years**
 - Includes \$500 million repurchased with a portion of the Big Fish Games sale proceeds through a Dutch Auction in February 2018

Board of Directors approved a 3-for-1 Stock Split and proportionate increase in the number of authorized shares

Key Dates

Record Date – January 11, 2019

Distribution Date – January 25, 2019

Trade at new post-split price – January 28, 2019

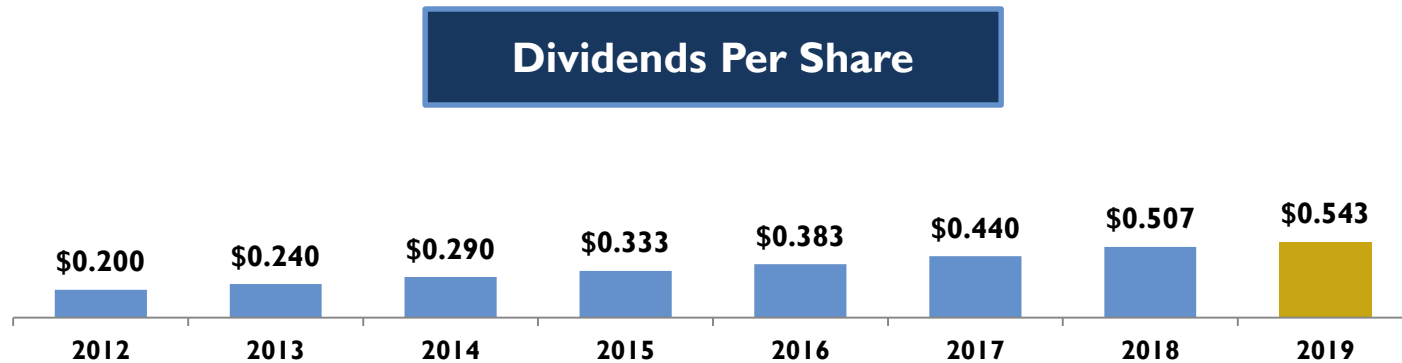
Rationale

- **Enable CDI's stock to be more accessible to investors**
- **Potentially increase the transparency and liquidity of CDI's stock**
- **We believe in CDI's long-term growth prospects**

Eighth consecutive year of growth in dividends

Board of Directors declared dividend of \$0.543 per share (+ 7.2%) on October 30, 2018

- Record date of December 7, 2018
- Payment date of January 4, 2019



All share information has been adjusted to reflect the 3-for-1 stock split effective in January 2019. Note there were no dividends paid during fiscal year 2013 as there were 2 payments made in 2012 (1/23/2012 and 12/21/2012). The second dividend payment has been included in 2013 for comparability.

\$300 million share repurchase program authorized on October 31, 2018

Update:

- \$32 million repurchased in 4Q'18
- \$268 million of capacity remaining at December 31, 2018

Rationale:

- We believe in CDI's long term growth prospects and ability to finance its growth initiatives
- Viewed as tax efficient way to return capital to our shareholders
- Accretive to earnings per share
- Offsets dilution from equity compensation plans

**Reflects our commitment to efficiently return capital to shareholders
unless there are other more attractive growth opportunities**





Appendix

Bill Carstanjen Chief Executive Officer

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

Bill Mudd President & Chief Operating Officer

- Chief Operating Officer since Sept. 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; M.B.A

Marcia Dall EVP & 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 leadership roles
- B.S. in Accounting – Indiana University; Masters of Management – Kellogg School of Management at Northwestern University; CPA

Kevin Flanery
SVP, President
Churchill Downs
Racetrack

- President of Churchill Downs Racetrack since July 2009 (13th in history)
- SVP – National Public Affairs and Communications from Mar. 2008 - July 2009
- Former President and COO of Hagan Properties
- Previously Secretary of Finance and Administration Cabinet of Kentucky and Deputy Secretary and Legislative Liaison for Kentucky’s Transportation Cabinet
- B.A. from Bellarmine University; J.D. from University of Kentucky College of Law

Austin Miller
SVP, Casino
Operations

- SVP, Gaming Operations since Aug. 2013
- President of Calder Casino from 2010 - 2013 and Fair Grounds Race Course & Slots from 2007 - 2010
- 16 years of prior casino experience
- B.A. from University of Minnesota – Twin Cities

Ian Williams
President, Online
Gaming

- President, Online Gaming since Feb. 2018
- VP - Marketing for TwinSpires from 2014-2018
- 19 years of experience in real money online gaming across sports betting, horse racing, casino, and poker verticals both B2C & B2B
- Vast experience in Asia, Europe & North American gaming markets
- B.A. from Leeds Beckett University

Nick Zangari
VP, Investor Relations,
Treasury, and Risk
Management

- VP – Treasury, Investor Relations, and Risk Management since July 2017
- Sr. Director – Financial Planning and Analysis from Sept. 2016 - July 2017
- 12 year background with Morgan Stanley
- B.S. in Finance and International Business from Penn State; M.B.A. from New York University

The Company uses non-GAAP measures, including EBITDA (earnings before interest, taxes, depreciation and amortization) and Adjusted EBITDA. We believe that the use of Adjusted EBITDA as a key performance measure of results of operations enables management and investors to evaluate and compare from period to period our operating performance in a meaningful and consistent manner. Our chief operating decision maker utilizes Adjusted EBITDA to evaluate segment performance, develop strategy and allocate resources. Adjusted EBITDA is a supplemental measure of our performance that is not required by, or presented in accordance with, GAAP. Adjusted EBITDA should not be considered as an alternative to, or more meaningful than, net income (as determined in accordance with GAAP) as a measure of our operating results.

Adjusted EBITDA is defined as earnings before interest, taxes, depreciation and amortization, adjusted for the following:

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

Adjusted EBITDA excludes:

- Transaction expense, net which includes:
 - Acquisition and disposition related charges, including fair value adjustments related to earnouts and deferred payments
 - Calder Racing exit costs; and
 - Other transaction expense, including legal, accounting and other deal-related expense;
- Stock-based compensation expense;
- Asset impairments;
- Gain on Ocean Downs/Saratoga Transaction;
- Gain on Calder land sale;
- Loss on extinguishment of debt;
- Pre-opening expense; and
- Other charges, recoveries and expenses

Reconciliation of Comprehensive Income to Adjusted EBITDA

(in millions)	Year Ended December 31, 2018
Comprehensive income	\$ 353.2
Foreign currency translation, net of tax	(0.6)
Change in pension benefits, net of tax	0.2
Net income	<u>352.8</u>
Income from discontinued operations, net of tax	(170.2)
Income from continuing operations, net of tax	<u>182.6</u>
Additions:	
Depreciation and amortization	63.6
Interest expense	40.1
Loss on extinguishment of debt	—
Income tax provision (benefit)	51.3
EBITDA	<u><u>\$ 337.6</u></u>
Adjustments to EBITDA:	
Selling, general and administrative:	
Stock-based compensation expense	\$ 17.7
Other, net	(0.6)
Pre-opening expense	4.8
Other income, expense:	
Interest, depreciation and amortization expense related to equity investments	13.9
Other charges and recoveries, net	—
Gain on Ocean Downs/Saratoga transaction	(54.9)
Transaction expense, net	10.3
Impairment of tangible and other intangible assets	—
Gain on Calder land sale	—
Total adjustments to EBITDA	<u>(8.8)</u>
Adjusted EBITDA	<u><u>\$ 328.8</u></u>

(in millions)	Year Ended December 31, 2018
Adjusted EBITDA by segment:	
Racing	\$ 92.4
Online Wagering	72.8
Casino	169.5
Other Investments	5.3
Corporate	(11.2)
Adjusted EBITDA	<u><u>\$ 328.8</u></u>

Reconciliation of Comprehensive Income to Adjusted EBITDA

(in millions)	<u>Year Ended</u> <u>December 31, 2017</u>
Comprehensive income	\$ 140.4
Foreign currency translation, net of tax	0.1
Change in pension benefits, net of tax	—
Net income	<u>140.5</u>
Income from discontinued operations, net of tax	<u>(18.1)</u>
Income from continuing operations, net of tax	<u>122.4</u>
Additions:	
Depreciation and amortization	56.0
Interest expense	49.3
Loss on extinguishment of debt	20.7
Income tax provision (benefit)	<u>(19.9)</u>
EBITDA	<u><u>\$ 228.5</u></u>
Adjustments to EBITDA:	
Selling, general and administrative:	
Stock-based compensation expense	\$ 16.0
Other, net	0.5
Pre-opening expense	0.5
Other income, expense:	
Interest, depreciation and amortization expense related to equity investments	16.7
Other charges and recoveries, net	—
Gain on Ocean Downs/Saratoga transaction	—
Transaction expense, net	2.3
Impairment of tangible and other intangible assets	21.7
Gain on Calder land sale	—
Total adjustments to EBITDA	<u>57.7</u>
Adjusted EBITDA	<u><u>\$ 286.2</u></u>

(in millions)	<u>Year Ended</u> <u>December 31, 2017</u>
Adjusted EBITDA by segment:	
Racing	\$ 84.5
Online Wagering	64.4
Casino	146
Other Investments	3.7
Corporate	<u>(12.4)</u>
Adjusted EBITDA	<u><u>\$ 286.2</u></u>