

Vista Outdoor Enters Into Definitive Agreement to Acquire Fox Racing™

Fox Racing Becomes 40th Brand in Vista Outdoor's Iconic Brand Portfolio



INVESTMENT HIGHLIGHTS

- **Global icon** and a leading voice in the adventure sports community
- Dedicated, loyal and growing **rider community**
- **Award-winning product portfolio** with a pipeline of category-defining new products
- Harmonized fly-wheel that expands awareness, increases lifetime value and **drives organic customer growth**
- **Cohesive, omnichannel strategy** designed to meet riders where they want to engage

PRODUCT OFFERING

Mountain Bike

- Helmets
- Shorts
- Jerseys
- Guards



Motocross

- Helmets
- Pants
- Gloves
- Guards



Lifestyle

- Casualwear
- Utility
- Performance
- Accessories



STRATEGIC RATIONALE

Strong Secular Market Tailwinds:

- MTB growth driven by backlogs, investments in trails/access, and new categories such as E-MTB and Gravel

Strongest Brand in Moto, and Incredible Momentum in MTB:

- Highest customer advocacy/NPS and intent to buy

Significant Cost and Revenue Synergies:

- Direct line of sight to material cost and revenue synergies

Best-in-Class Management Team:

- Strong strategy and product roadmap

50 Year History

65+ Countries Served

\$350M Net Sales
CY 2022E

\$55M Adj. EBITDA
CY 2022E

16%
Adj. EBITDA Margin

TRANSACTION DETAILS



Purchase Price:

\$540MM, with potential for additional \$50MM earnout based on performance expectations



Financing:

Expect to finance the acquisition through a combination of existing and new credit facilities



Leverage:

Pro forma net leverage at close expected to be under 1.5x



Accretion:

Immediately accretive to earnings, excluding transaction and transition costs



Closing:

2Q FY2023, subject to satisfaction of customary closing conditions

“Over the last four years, we have built a diversified portfolio of iconic outdoor brands led by a proven leadership team that continues to execute well and drive strong results for our shareholders. With the acquisition of Fox Racing, we are continuing the successful implementation of our strategy to use accretive acquisitions to expand our leadership position and ability to capitalize on long-term growth opportunities in outdoor recreation. The Fox Racing acquisition meets all of our financial and strategic acquisition criteria, even before taking into account potential benefits from combining Fox Racing with our existing business. I am pleased that we have been able to continue to add category-leading brands like Fox Racing to our portfolio while maintaining a strong balance sheet and reinvesting in our existing business to drive organic growth.”

– **Chris Metz**, Vista Outdoor CEO