

# TKO GROUP HOLDINGS, INC.

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## CODE OF BUSINESS CONDUCT AND ETHICS

### I. INTRODUCTION

#### A. Purpose and Scope

In accordance with the requirements of the Securities and Exchange Commission (“*SEC*”) and the New York Stock Exchange (“*NYSE*”), the Board of Directors (the “*Board*”) of TKO Group Holdings, Inc. (“*TKO*” or the “*Company*”) has adopted this Code of Business Conduct and Ethics (the “*TKO Code*”) to encourage: honest and ethical conduct; accountability for adherence to and prompt reporting of violations of applicable law, rules, regulations and policies; full, fair, accurate and timely disclosures; protection of Company assets and business interests; and confidentiality and fair dealing.

The TKO Code applies to all officers, directors and employees of the Company (collectively, “*TKO Covered Persons*”). In addition, those employed by (i) Zuffa LLC, which owns and operates the Ultimate Fighting Championship, and its subsidiaries (collectively, “*UFC Covered Persons*”) and by Trans World International, LLC and its subsidiaries, which own and operate the Professional Bull Riders, On Location, IMG and other businesses (collectively, “*Sports Assets Covered Persons*”), are also subject to the [Endeavor Group Holdings, Inc. Code of Conduct](#) (the “*Endeavor Code*”), and (ii) those employed by World Wrestling Entertainment, LLC (“*WWE*”) and its subsidiaries (collectively, “*WWE Covered Persons*”) are also subject to the [WWE Code of Business Conduct](#) (the “*WWE Code*”). As used herein, unless stated otherwise or the context otherwise requires, “*Covered Persons*” refers, collectively, to TKO Covered Persons, UFC Covered Persons, Sports Assets Covered Persons and WWE Covered Persons. Covered Persons are expected to be familiar with the TKO Code and, as applicable, the Endeavor Code and the WWE Code, and to adhere to the principles and procedures set forth therein.

#### B. Reporting of Violations of the Code and Illegal or Unethical Behavior

All Covered Persons have a duty to adhere to the TKO Code and, as applicable, the Endeavor Code and WWE Code. All Covered Persons must promptly report any ethical concerns or actual or suspected violation of applicable law, rule, regulation or policy.

TKO Covered Persons, UFC Covered Persons and Sports Assets Covered Persons must promptly report any ethical concerns or actual or suspected violation of applicable law, rule, regulation or policy as provided in and using the reporting channels under the Endeavor Code, and WWE Covered Persons must report any ethical concerns or actual or suspected violation of applicable law, rule, regulation or policy as provided in and using the reporting channels under the WWE Code.

Persons outside of TKO who have concerns regarding the Company’s accounting, internal accounting controls, auditing matters or financial practices may submit a report 24 hours a day/7 days a week through the [Ethics Hotline](#) and/or in a writing submitted to the Company marked “CONFIDENTIAL” addressed to TKO Group Holdings, Inc., 200 Fifth Avenue 7th Floor, New York, NY 10010, to the attention of the Chief Legal Officer or to the attention of the Chair of the Audit Committee c/o Chief Legal Officer.

Reports may be made confidentially or anonymously, subject to applicable local law. If requested, confidentiality will be maintained, subject to applicable law, regulations and legal proceedings.

C. Policy Against Retaliation

The Company prohibits retaliation against any Covered Person who, in good faith, reports or assists in the investigation of any actual or suspected violation of applicable law, rule, regulation or policy. Retaliation or retribution against any Covered Person for a report made in good faith or assistance in the investigation of any actual or suspected violation of applicable law, rule, regulation or policy is cause for appropriate disciplinary action.

D. Amendments and Waivers

Any waiver or material amendment of the TKO Code for the Company's directors, executive officers, principal financial officer, principal accounting officer or controller or persons performing similar functions (as used herein, "**Company Financial Officers**") requires approval by the Company's Board or a duly authorized committee of the Board and will be publicly disclosed to the extent required by applicable law or regulation.

**II. CONFLICTS OF INTEREST**

A. Identifying Conflicts of Interest

Each Covered Person has an obligation to conduct the Company's business in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

A "**conflict of interest**" occurs when an individual's private interest interferes in any way – or even appears to interfere – with the interests of the Company as a whole. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, such persons are of special concern.

The foregoing is subject to the Company's certificate of incorporation, bylaws, governance agreement and any other relevant agreement applicable to the Company.

B. Disclosure of Conflicts of Interest

As to a TKO Covered Person (other than Company Financial Officers), a UFC Covered Person or a Sports Assets Covered Person, any situation that involves, or may reasonably be expected to involve, a conflict of interest shall be disclosed promptly using the procedures outlined in the Endeavor Code and, as to a WWE Covered Person, using the procedures outlined in the WWE Code. Company Financial Officers shall promptly disclose any situation that involves, or may reasonably be expected to involve, a conflict of interest to the Company's Chief Legal Officer.

**III. CORPORATE OPPORTUNITIES**

All Covered Persons owe a duty to the Company and its subsidiaries to advance its legitimate interests when the opportunity to do so arises. Covered Persons are prohibited from directly or indirectly (a) taking personally for themselves opportunities that are discovered through the use of property of the Company or its subsidiaries, information or position; (b) using property of the Company or its subsidiaries, information or position for personal gain; and (c) competing with the Company or its subsidiaries. The

foregoing is subject to the Company's certificate of incorporation, bylaws, governance agreement and any other relevant agreement applicable to the Company.

#### **IV. CONFIDENTIALITY**

In carrying out the business of the Company and its subsidiaries, Covered Persons may learn of confidential or proprietary information about the Company, its clients, customers, suppliers, business partners, competitors and personnel. Confidential or proprietary information includes all non-public information relating to the Company or its subsidiaries, or other companies, that would be harmful to the relevant company or useful or helpful to competitors if disclosed. Covered Persons must maintain the confidentiality of all information entrusted to them, except when disclosure is authorized or legally mandated.

#### **V. FAIR DEALING**

Each Covered Person shall endeavor to deal fairly and in good faith with the clients, customers, business partners, competitors and personnel of the Company and its subsidiaries. No Covered Person shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

#### **VI. PROTECTION AND PROPER USE OF COMPANY ASSETS**

All Covered Persons must protect the assets of the Company and its subsidiaries and provide for their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability and all assets of the Company and its subsidiaries shall be used for legitimate business purposes.

#### **VII. COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

The Company and its subsidiaries are obligated to comply with all applicable laws, rules and regulations. It is the personal responsibility of each Covered Person to adhere to the standards and restrictions imposed by these laws, rules and regulations in the performance of his or her duties for the Company and its subsidiaries. Trading on inside information is a violation of federal securities law. Covered Persons in possession of material non-public information about the Company and its subsidiaries or companies with whom the Company and its subsidiaries do business must abstain from trading or advising others to trade in the respective company's securities from the time that they obtain such inside information until adequate public disclosure of the information. Material information is information of such importance that it can be expected to affect the judgment of investors as to whether or not to buy, sell, or hold the securities in question. To use non-public information for personal financial benefit or to "tip" others, including family members, who might make an investment decision based on this information is not only unethical but also illegal. All Covered Persons must comply fully with all applicable laws, rules and regulations, including insider trading laws as provided in the Company's Insider Trading Compliance Policy, as well as the standards of the NYSE.

#### **VIII. DISCLOSURES**

The information in the Company's and its subsidiaries' public communications, including all reports and documents filed with or submitted to the SEC, must be full, fair, accurate, timely and understandable. So that the Company meets this standard, all Covered Persons (to the extent they are involved in the Company's disclosure process) are required to maintain familiarity with the disclosure requirements, processes and procedures applicable to the Company commensurate with their duties. Covered Persons are prohibited from knowingly misrepresenting, omitting or causing others to

misrepresent or omit, material facts about the Company to others, including the Company's independent auditors, governmental regulators and self-regulatory organizations.

**IX. NO RIGHTS CREATED**

The TKO Code is a statement of certain fundamental principles, policies and procedures that govern the Covered Persons in the conduct of the Company's and its subsidiaries' business. It is not intended to and does not create any rights in any employee, customer, client, supplier, competitor, shareholder or any other person or entity.

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Effective Date: February 28, 2025