

TKO GROUP HOLDINGS, INC.

CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines (the “*Guidelines*”) have been adopted to assist the Board of Directors (the “*Board*”) of TKO Group Holdings, Inc. (the “*Company*”) in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and regulations, the Company’s certificate of incorporation and bylaws, any stockholder’s agreement to which the Company is party, the Company’s other corporate governance documents and any document or agreement that provides for governance matters related to the Company (collectively, the “*Applicable Governance Provisions*”). These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations.

The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

I. THE BOARD

A. Independence of the Board

Except as otherwise permitted by the applicable New York Stock Exchange (“*NYSE*”) rules, the Board will be comprised of at least a majority of directors who qualify as independent directors (the “*Independent Directors*”) as required under NYSE rules.

B. Executive Sessions

The non-management directors will meet at regularly scheduled executive sessions without management directors or members of management present. The Company will hold an executive session including only Independent Directors at least once per year. A director designated by the Independent Directors will preside at the executive sessions of the Independent Directors.

C. Lead Director

If the Chair of the Board is a member of management or does not otherwise qualify as an Independent Director, the Independent Directors may elect from among themselves a lead director. The lead director’s responsibilities include, but are not limited to: presiding over all meetings of the Board at which the Chair of the Board is not present, including any executive sessions of the Independent Directors; approving meeting schedules and agendas of the Board; and acting as the liaison between the Independent Directors and the Chief Executive Officer and Chair of the Board. At such times as the Chair of the Board is an Independent Director, the Chair of the Board will serve as lead director. The Board may modify its leadership structure in the future as it deems appropriate.

D. Director Qualification Standards and Additional Selection Criteria

Subject to the Applicable Governance Provisions, when considering director candidates, the Board is expected to seek individuals with backgrounds and qualities that, when combined with those of the Company’s incumbent directors, provide a blend of skills and experience to further enhance the effectiveness of the Board. It is expected that consideration will be given to: (a) individual qualifications,

including, but limited to: relevant career experience; strength of character; judgment; familiarity with the Company's business and industry; independence of thought; ability to work collegially; and diversity of background and perspective, for example, with respect to age, gender, race, place of residence, specialized experience, gender identification or expression, identification as an underrepresented minority, identification as LGBTQIA+ or sexual orientation, ethnic background, country of origin, military veteran status, or religion; and (b) all other factors it considers appropriate. Such other factors may include, but are not limited to: (i) existing commitments to other businesses; (ii) potential conflicts of interest with other pursuits; (iii) legal considerations; (iv) corporate governance background; (v) financial and accounting background; (vi) executive compensation background; (vii) relevant industry experience and technical skills; and (viii) the size, composition and combined expertise of the existing Board. The Board should monitor the mix of specific experience, qualifications and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure.

E. Director Orientation and Continuing Education

Management will provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management will provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business.

F. Service on Other Boards

Serving as a director requires significant time and attention, and other directorships and commitments should not interfere with a director's obligations to the Board. Directors are expected to spend the time needed and meet as often as necessary to discharge their responsibilities properly, and the nature of and time involved in a director's service on other boards and/or committees may be taken into account in evaluating the suitability of individual director candidates and current directors.

Prior to accepting any position on the board of directors or committee of the board of directors of any organization, whether for-profit or not-for-profit, current directors must notify the Company's Chief Legal Officer (the "**Chief Legal Officer**") and either or both of the Chair of the Board's Nominating and Corporate Governance Committee (the "**Nominating and Corporate Governance Committee**") and the Chief Executive Officer. Unless otherwise approved by the Chair of the Nominating and Corporate Governance Committee, in consultation with the Chief Legal Officer and the Chief Executive Officer, (i) no director of the Company may simultaneously serve as a director of more than four additional public companies and (ii) no director who is a chief executive officer of a public company (including the Company) shall simultaneously serve as a director of more than two additional public companies.

Additionally, without the approval of the Chair of the Nominating and Corporate Governance Committee, in consultation with the Chief Legal Officer and Chief Executive Officer, no director shall (i) become a member of the board of any private or non-profit company with which the Company has any substantial relationship or (ii) accept any affiliation with any other business or entity with which the Company has any substantial relationship. The Chair of the Nominating and Corporate Governance Committee, in consultation with the Chief Legal Officer, shall review the proposed board and/or committee membership to address compliance with applicable laws, rules, regulations and policies.

No member of the Audit Committee shall serve on more than three public company audit committees (including the Company's Audit Committee) unless the Board (i) determines that such simultaneous service would not impair the ability of such member to effectively serve on the Company's Audit Committee and (ii) discloses such determination either on or through the Company's website or in its annual proxy statement.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies.

G. Directors Who Resign or Materially Change Their Principal Occupation or Business Association or Become Aware of Circumstances that May Adversely Reflect Upon the Director or the Company

If, during his or her tenure, a director (including any director who is currently an officer or employee of the Company) resigns or materially changes his or her principal occupation or business association (which would include changes in position) or becomes aware of circumstances that may adversely reflect upon the director and/or the Company, such director should notify the Chief Legal Officer and either or both of the Chair of the Nominating and Corporate Governance Committee and the Chief Executive Officer of such circumstances. The Chair of the Nominating and Corporate Governance Committee, in consultation with the Chief Legal Officer and the Chief Executive Officer, will consider the circumstances, and may in certain cases (other than in respect of any director designated pursuant to a stockholder's designation right) request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board. The Chair of the Nominating and Corporate Governance Committee will determine whether such resignation should be accepted.

H. Term Limits

The Board does not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

I. Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees or subcommittees, as applicable, or committees of the Board. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities.

J. Compensation

The Company believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope, and that compensation should align directors' interests with the long-term interests of stockholders. The form and amount of director compensation will be determined by the Board. Executive officers of the Company who also serve as directors at the Company are not paid additional compensation for their services as directors.

K. Board Access to Senior Management

The Company's directors will have complete access to Company management so that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment so that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Corporate Secretary. To the extent appropriate, such contact, if in writing, should be copied to the Chief Executive Officer.

L. Board Access to Advisors

The Board and its committees may hire advisors as set forth in their applicable charters. The Board as a whole shall have access to any advisor retained by the Company, and the Board may hire any advisor it considers necessary to discharge its responsibilities.

M. Self-Evaluation

The Board shall conduct a self-evaluation at least annually to determine whether it and its committees are functioning effectively.

II. MEETINGS

A. Frequency of Meetings

The Board will meet as often as it deems necessary and advisable in order to perform its responsibilities. It is the responsibility of the directors to attend meetings.

B. Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director serves, with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Chief Executive Officer, Chief Legal Officer or the chair of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference in the case of an in-person meeting.

C. Attendance of Non-Directors

The Chairperson of the Board, the chairperson of any committee of the Board or a majority of either the Board or such committee may invite, as may be necessary or advisable, Company management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) provide insight into items being discussed by the Board, which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

D. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the applicable directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

III. COMMITTEE MATTERS

The Company shall have such committees required by the applicable NYSE rules, subject to any permitted exceptions and transition periods. The Board currently has three (3) standing committees: (i) the Audit Committee, (ii) the Compensation Committee and (iii) the Nominating and Corporate Governance Committee. Each committee will perform its duties as assigned to it by the Board in compliance with the

Applicable Governance Provisions and any charter applicable to such committee. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

IV. SUCCESSION PLANNING

The Board (or a committee delegated by the Board) will work on a periodic basis with the Chief Executive Officer and the Chief Legal Officer and any other persons deemed necessary or advisable, to evaluate the Company's succession plans upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence.

V. INTERESTED PERSONS' COMMUNICATIONS WITH THE BOARD

To help foster input and insight from the Company's stockholders and other interested parties (collectively, "*Interested Parties*"), Interested Parties may communicate with, or otherwise make his or her concerns known directly to, the Chair of the Board, the lead director, if any, any chairperson of a Board committee, or the non-management or independent members of the Board, by addressing such communications to the intended recipient by name or position in care of: TKO Group Holdings, Inc., Attn: Chief Legal Officer, 200 Fifth Avenue 7th Floor, New York, New York 10010. The Chief Legal Officer will forward such communications to the appropriate party.

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Effective Date: September 12, 2023