Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ **See separate instructions.**

OMB No. 1545-0123

Part I Reporting Issuer

1 Issuer's name	2 Issuer's employer identification number (EIN)
TKO Group Holdings, Inc.	92-3569035

3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact
TKO - Investor Relations Department	+1 (646) 558-8333	investor@tkocorp.com

6 Number and street (or P.O. box if mail is not delivered to street address) of contact	7 City, town, or post office, state, and ZIP code of contact
200 Fifth Avenue, 7th Floor	New York, NY 10010

8 Date of action	9 Classification and description
09/29/2023	IRC Section 305(c) deemed distribution & cost basis adjustment of outstanding convertible notes

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
98156Q108	N/A	NYSE: TKO	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On September 21, 2023, TKO Group Holdings, Inc. ("TKO") declared a special dividend based on a fixed price of $3.86 per share to all shareholders of record on September 22, 2023 and to be paid on September 29, 2023. As a result of the special dividend, the conversion rate with respect to the outstanding convertible notes will be increased resulting in a deemed distribution. The special dividends is expected to be made entirely from current and/or accumulated earnings and profits and will adjust the cost basis of the outstanding convertible notes.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ TKO expects that the adjustment of the conversion rate on the outstanding convertible notes is treated under I.R.C. Section 305(c) as a deemed taxable distribution in an amount equal to the fair market value of the incremental conversion rate adjustment on the outstanding convertible notes. As a result of the deemed dividend distribution, a holder's basis in the convertible notes is increased by $160.97 per note.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ Under I.R.C. Section 305(c) and Proposed Regulations enacted thereunder, the amount of the dividend and the corresponding increase in the basis are determined to be the fair market value increase of the outstanding convertible notes immediately after the dividend distribution as compared to the fair market value of the same as if no conversion rate adjustment occurred. Based on a value of $103.05 per share on the date the dividend was declared, each outstanding convertible note has accreted a value of $160.97 per note.

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

Section 305(c) of the Internal Revenue Code of 1986, as amended.

18 Can any resulting loss be recognized? ▶ No

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

The date of the dividend was on September 29, 2023 and is the date of the basis increase to the outstanding convertible notes. Therefore, the reporting year will be the year that includes the transaction date of September 29, 2023.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ Neil Graff Date ▶ 10/09/2023

Print your name ▶ Neil Graff Title ▶ Chief Tax Officer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054