

TKO GROUP HOLDINGS, INC.

COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of TKO Group Holdings, Inc. (the “*Company*”) is to, among other things, oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors.

The provisions herein are subject to any applicable exemptions and transition periods under the New York Stock Exchange (“*NYSE*”) and the applicable rules and regulations of the U.S. Securities and Exchange Commission (the “*SEC*”). For so long as the Company is a “controlled company” (as such term is defined under the NYSE rules), the Company may, from time to time, avail itself of any or all exemptions under the NYSE rules applicable to controlled companies, including those regarding the provisions contained herein. This Charter and the provisions herein are subject to any requirements under the Company’s organizational documents and/or agreements then applicable to the Committee (collectively, the “*Applicable Governance Provisions*”).

II. COMPOSITION

The Committee shall consist of such number of directors as the Board shall from time to time determine, each of whom must satisfy independence requirements of the NYSE and the Company’s organizational documents or agreements, each as then applicable to the Committee. Committee members must be appointed to the Committee by the Board and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS, PROCEDURES AND AUTHORITY

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s organizational documents and other agreements applicable to the Committee or with any applicable laws, regulations or listing standards. The Committee will meet with such frequency and at such intervals as it deems necessary or advisable to carry out its duties and responsibilities.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel, or other advisors, provided that, preceding any such retention or advice, the Committee must take into consideration all factors, including applicable factors under NYSE rules, relevant to the adviser’s independence from management. The Committee has the authority to retain any other advisors that the Committee believes are necessary or advisable to carry out its duties and responsibilities. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this

Charter, the purposes of the Committee, the Company's organizational documents and the applicable rules and regulations of the SEC, the NYSE and the General Corporation Law of the State of Delaware.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. DUTIES AND RESPONSIBILITIES

1. *Chief Executive Officer and President and Chief Operating Officer Evaluation and Compensation.* The Committee will review and make recommendations to the Board and, to the extent applicable under the Company's bylaws, the Executive Chair of the Board, regarding the salary, cash incentive compensation and equity-based awards (including setting performance goals and other discretionary determinations with respect thereto) for the Company's Chief Executive Officer (the "**CEO**"), and the President and Chief Operating Officer (collectively, the "**Overlapping Executives**").

2. *Other Executive Officer Evaluation and Compensation.* The Committee will review and make recommendations to the CEO, regarding the salary and cash incentive compensation (including setting performance goals and other discretionary determinations with respect thereto) for the executive officers of the Company that are not Overlapping Executives ("**Non-Overlapping Executives**"). The Committee will review, consider the recommendation of the CEO and approve of the equity-based compensation for the Non-Overlapping Executives (excluding such equity-based compensation that is subject to approval by the Board or a committee thereof that satisfies the requirements for purposes of exempting such transactions under Rule 16b-3 under the Securities Exchange Act of 1934, as amended).

3. *Employment Agreements and Severance Arrangements.* The Committee will review and make recommendations to the Board and, to the extent applicable under the Company's bylaws, the Executive Chair (as to the Overlapping Executives) and to the CEO (as to the Non-Overlapping Executives), with respect to any employment and severance agreements or arrangements for the executive officers of the Company.

4. *Incentive and Equity Compensation Plans.* The Committee will review and approve or make recommendations to the Board, regarding the Company's incentive compensation and equity-based plans and arrangements (the "**Plans**"). The Committee has full authority to administer the Plans (except to the extent the terms of a Plan require administration by the Board), and to make grants of cash-based and equity-based awards under the Plans, except as otherwise contemplated by this Charter and the Company's bylaws.

5. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

6. *Clawback Policy.* To the extent provided in such policy, the Committee will administer and oversee the Company's compliance with the compensation recovery policy required by applicable SEC and NYSE rules.

7. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("**CD&A**") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

8. *Compensation Committee Report.* If required, the Committee will prepare the annual Compensation Committee Report pursuant to Item 407(e)(5) of Regulation S-K.

9. *Annual Meeting Matters.* To the extent required, the Committee will (a) review and discuss the results of the most recent stockholder advisory vote on executive compensation (“*Say on Pay Votes*”) and (b) review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account such results.

10. *Risk Management.* The Committee will periodically review the Company’s compensation policies and practices and assess whether such policies and practices are reasonably likely to have a material adverse effect on the Company by encouraging excessive risk-taking.

11. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

12. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

13. *Review of This Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

VI. APPLICABLE GOVERNANCE PROVISIONS

This Charter is subject to and shall be interpreted to be consistent with the Applicable Governance Provisions.

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Effective Date: September 12, 2023