

TKO GROUP HOLDINGS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of TKO Group Holdings, Inc. (the “*Company*”) is to, among other things, identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board, to develop and recommend to the Board a set of corporate governance guidelines and to oversee the evaluation of the Board and management.

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 requirement 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 and other agreements that are 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 and terminate any search firm to be used to identify director candidates and has the sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisers 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. *Director Nominees.* Subject to the Applicable Governance Provisions, the Committee will be responsible for (a) identifying individuals qualified to become members of the Board, consistent with criteria approved by the Board, and (b) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates. The Committee may adopt, and periodically review and revise, as it deems appropriate, procedures regarding director candidates proposed by stockholders.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in evaluating the suitability of individual candidates (both new candidates and current Board members), and by the Board in approving (and, in the case of vacancies, appointing) such candidates, are as set forth in the Company's corporate governance guidelines (the "*Corporate Governance Guidelines*").

3. *Board Committee Structure and Membership.* The Committee will, from time to time as it deems appropriate, review the Board committee structure and, except where the Company is legally required by contract, the Company's organizational documents or otherwise required to provide third parties with the right to designate directors to serve on committees of the Board, recommend to the Board for its approval directors to serve as members of each committee and as chairperson thereof.

4. *Director Change in Position or Circumstance.* A director's notification of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon such director or the Company provided in accordance with the Corporate Governance Guidelines may be reviewed, considered and addressed by the Committee and/or the Chair of the Committee in accordance with the Corporate Governance Guidelines.

5. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

6. *Board Leadership Structure.* The Committee will periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company.

7. *Board and Management Evaluations.* The Committee will oversee the annual self-evaluations of the Board and management.

8. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

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

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

11. *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