

**SPHERE ENTERTAINMENT CO.
(FORMERLY MADISON SQUARE GARDEN ENTERTAINMENT CORP.)**

CORPORATE GOVERNANCE GUIDELINES

I. Introduction

The Board of Directors (the “Board”) of Sphere Entertainment Co. (formerly Madison Square Garden Entertainment Corp., and referred to herein as the “Company”) has developed and adopted the following corporate governance principles (the “Guidelines”) to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions.

II. Board Composition

The composition of the Board should balance the following goals:

- The size of the Board should facilitate substantive discussions of the whole Board in which each director can participate meaningfully; and
- The composition of the Board should encompass a broad range of skills, expertise, industry knowledge, diversity of opinion and contacts relevant to the Company’s business.

III. Selection of Executive Chairman of the Board and Chief Executive Officer

The Board is free to select its Executive Chairman and the Company’s Chief Executive Officer (the “CEO”) in the manner it considers in the best interests of the Company at any given point in time. These positions may be filled by one individual or by two different individuals.

IV. Selection of Directors

Nominations. The Board is responsible for selecting the nominees for election to the Board. Nominees for election by the Company’s Class A Common Stock holders will be recommended to the Board by a majority of the directors then in office who were elected by the holders of the Company’s Class A Common Stock and nominees for election by the Company’s Class B Common Stock holders will be recommended to the Board by a majority of the directors then in office who were elected by the holders of the Company’s Class B Common Stock.

Criteria. The Board should select new nominees for election as a director considering the following criteria:

- The recommendations of the directors elected by the holders of the Company’s Class A Common Stock and Class B Common Stock, as the case may be;

- Personal qualities and characteristics, accomplishments and reputation in the business community;
- Current knowledge and contacts in the communities in which the Company does business and in the Company's industry or other industries relevant to the Company's business;
- Ability and willingness to commit adequate time to Board and committee matters;
- The fit of the individual's skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company; and
- Diversity of viewpoints, background and experience.

Invitation. The invitation to join the Board should be extended on behalf of the Board itself via the Executive Chairman of the Board.

Orientation and Continuing Education. Management, working with the Board, will provide an orientation process for new directors, including background material on the Company, its business plan and other relevant information, and meetings with senior management. Periodically, management should prepare additional educational sessions for directors on matters relevant to the Company, including its business plan.

V. Election Term

The Board believes it should not establish term limits.

VI. Retirement of Directors

The Board believes it should not establish a mandatory retirement age.

VII. Board Meetings

The Board currently plans at least four meetings each year, with further meetings to occur (or action to be taken by unanimous consent) at the discretion of the Board.

The agenda for each Board meeting will be prepared by the Corporate Secretary. Management will seek to provide to all directors an agenda and appropriate materials in advance of meetings, although the Board recognizes that this will not always be consistent with the timing of transactions and the operations of the business and that in certain cases it may not be possible.

While materials presented to the Board or its committees should be as concise as possible, the Board will receive all the information needed for the directors to make an informed and considered judgment.

VIII. Executive Sessions

To ensure free and open discussion and communication among the non-management directors or the independent directors of the Board under the rules of The New York Stock Exchange ("NYSE"), either the non-management directors or the independent directors will meet regularly in executive sessions with no members of management present. If non-management directors participate in these executive sessions, the independent directors under the rules of the NYSE should meet separately in executive session at least once each year. The non-management or independent directors may specify the procedure to designate the director who may preside at any such executive session.

IX. The Committees of the Board

The Company shall have at least two standing committees. Currently, these are the Audit Committee and the Compensation Committee. In addition, an independent committee of the Board may act from time to time and the Company may have an executive committee.

The Audit Committee must have a written charter satisfying the rules of the NYSE. The Audit Committee must also satisfy the requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended ("Rule 10A-3").

The Audit Committee shall be composed of at least three directors who the Board has determined are "independent" under the rules of the NYSE, and who satisfy the additional eligibility requirements of Rule 10A-3.

The Compensation Committee shall be composed of at least two directors who the Board has determined are "independent" under the rules of the NYSE.

A committee consisting of independent directors (an "Independent Committee") shall meet and act when required to approve a transaction under the Company's Related Party Transaction Approval Policy. An Independent Committee shall consist of at least two directors who have been determined by the Board to be independent directors for purposes of the NYSE corporate governance standards.

Any additional required qualifications for the members of a committee shall be set out in the respective committee's charter. A director may serve on more than one committee for which he or she qualifies.

As provided in the By-Laws, the Board may form an executive committee which shall meet and act as appropriate from time to time and shall have such powers as may be delegated by the Board from time to time.

All directors, whether members of a committee or not, are invited to make suggestions to a committee chair for additions to the agenda of his or her committee or to request that an item from a committee agenda be considered by the Board. Each committee chair will give a periodic report of his or her committee's activities to the Board.

X. Management Succession

At least annually, the Board shall review and concur in a succession plan, developed by management, addressing the policies and principles for selecting a successor to the CEO, both in an emergency situation and in the ordinary course of business. The succession plan should include an assessment of the experience, performance, skills and planned career paths for possible successors to the CEO.

XI. Executive Compensation

The Board, acting through the Compensation Committee, evaluates the performance of the CEO, the other executive officers and the Company against the Company's goals and objectives, and determines and approves the compensation level of the CEO and the other executive officers.

XII. Board Compensation

The Compensation Committee should from time-to-time conduct a review of the components and amount of Board compensation in relation to other similarly situated companies. Board compensation should be consistent with market practices but should not be set at a level that would call into question the Board's objectivity.

XIII. Expectations of Directors

The business and affairs of the Company shall be managed by or under the direction of the Board in accordance with Nevada law. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company. The Board has developed a number of specific expectations of directors to promote the discharge of this responsibility and the efficient conduct of the Board's business.

1. *Commitment and Attendance.* All directors should make every effort to attend meetings of the Board and meetings of committees of which they are members. Members may attend by telephone or video conference to mitigate conflicts.

2. *Participation in Meetings.* Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Upon request, management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

3. *Loyalty and Ethics.* In their roles as directors, all directors owe a duty of loyalty to the Company. This duty of loyalty mandates that the best interests of the Company take precedence over any interests of a director.

The Company has adopted a Code of Conduct and Ethics. Certain portions of the Code deal with activities of directors. Directors should be familiar with the Code and should consult with the Applicable Ethics Officer in the event of any issues.

4. *Other Directorships.* The Company values the experience directors bring from other boards on which they serve, but recognizes that those boards may also present demands on a director's time and availability and may present conflicts or legal issues. Directors should advise the Executive Chairman of the Board and the CEO before accepting membership on other boards of directors or other significant commitments involving affiliation with other businesses or governmental units.

5. *Contact with Management.* All directors are invited to contact the Executive Chairman and the CEO at any time to discuss any aspect of the Company's business. Directors also have complete access to other members of management. The Board expects that there will be frequent opportunities for directors to meet with the Executive Chairman and the CEO and other members of management in Board and committee meetings and in other formal or informal settings.

Further, the Board encourages senior management to, from time to time, bring individuals into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement and substantial knowledge in those areas, and/or (b) have future potential that the senior management believes should be given exposure to the Board.

6. *Confidentiality.* The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

XIV. Evaluating Board Performance

The Board should conduct a self-evaluation at least annually to determine whether it is functioning effectively. The Board should periodically consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

XV. Reliance on Management and Outside Advice

In performing its functions, the Board is entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. The Board shall have the authority to retain and approve the fees and retention terms of its outside advisors.