

## DOVER MOTORSPORTS, INC.

### CORPORATE GOVERNANCE GUIDELINES

These Guidelines have been put into place to promote better understanding of the Company's policies and procedures. These Guidelines are required by the rules of the New York Stock Exchange ("NYSE") and will be posted on the Company's website. These Guidelines will be reviewed periodically and revised, as appropriate, to ensure the effective functioning of the Board of Directors and to ensure compliance with the rules of the Securities and Exchange Commission ("SEC") and the NYSE.

- **Director Responsibilities**

The fundamental responsibility of members of the Company's Board of Directors is to promote the best interests of the Company and its stockholders by overseeing the management of the Company's business and affairs. In doing so, Board members have two basic legal obligations to the Company and its stockholders: (a) the duty of care, which generally requires that Board members exercise appropriate diligence in making decisions and in overseeing management of the Company and (b) the duty of loyalty, which generally requires that Board members make decisions based on the best interests of the Company and its stockholders and without regard to any personal interest.

Directors are expected to regularly attend meetings of the Board of Directors and of all Board committees upon which they serve. To prepare for meetings, directors are expected to review the materials that are sent to them in advance of the meetings.

Directors and Executive Officers are bound by the Company's Code of Business Conduct and Ethics for Directors and Executive Officers and Related Party Transactions Policy, a copy of which is posted on the Company's website.

Non-management directors will meet in at least two regularly scheduled executive sessions per year without management. The Chairman of the Board will generally act as the presiding director but the meetings may be chaired by other directors depending on the nature of the matter to be considered. In order that interested parties may make their concerns known to the non-management directors, the Company will provide on its website a method by which such parties may communicate with the presiding director or with the non-management directors as a group.

- **Director Qualification Standards**

The Board of Directors should be responsible for selecting its own members. The Board delegates the screening process involved to the Nominating Committee and Corporate Governance Committee. The Nominating and Corporate Governance Committee is responsible for determining the appropriate skills and characteristics required of Board members in the context of the then current make-up of the Board. This determination should take into account all factors the Nominating and Corporate Governance Committee considers appropriate, such as independence, experience, strength of character, mature judgment, technical skills, diversity, age and the extent to which the individual would fill a present need on the Board.

As a “controlled corporation” under NYSE Rule 303A, the Company need not comply with NYSE rules relative to having a majority of independent directors. The Company’s Audit Committee is composed of three “independent” directors as defined by NYSE rules and as set forth in the Audit Committee Charter.

Under the Company’s By-laws, a nominee for director to the Company must own no less than 500 shares of common stock of the Company at the time of his or her nomination.

- **Director Access to Management and Independent Advisors**

The Company shall provide each director with complete access to the senior management of the Company. The Board of Directors and Board committees have the right to consult and retain independent legal and other advisors at the expense of the Company.

- **Director Compensation**

The Board of Directors will determine the form and amount of director compensation, which may include cash, equity-based awards and other forms of compensation. In determining director compensation, the Board of Directors will consider the levels of compensation customary at other companies of similar size and type.

- **Management Evaluation and Succession**

The non-management directors of the Board will conduct an annual review of the performance of the Chief Executive Officer, taking into account the views and recommendations of the Compensation and Stock Incentive Committee.

The Board of Directors will establish and review such formal or informal policies and procedures, consulting with the Nominating and Corporate Governance Committee, the Chief Executive Officer and others, as it considers appropriate, regarding succession to the Chief Executive Officer in the event of emergency or retirement.

- **Director Orientation and Continuing Education**

The General Counsel is responsible to arrange an orientation program tailored to the needs of any new director. Management shall periodically identify for directors third party-provided continuing education programs and the Company shall sponsor the attendance of any director who wishes to attend such programs.

- **Annual Performance Evaluation of the Board**

The Board of Directors will conduct a self-evaluation annually to determine whether it and its committees are functioning effectively. The full Board of Directors will discuss what, if any, action could improve Board and Board committee performance.

*Last reaffirmed by the Board of Directors January 25, 2012*