

Audit Committee. The Audit Committee will function pursuant to a written charter adopted by the board of directors. The Audit Committee will be appointed by the board to assist the board with a variety of matters described in its charter, which include monitoring: (i) the integrity of our financial statements, (ii) the effectiveness of our internal control over financial reporting, (iii) the qualifications and independence of our independent registered public accounting firm, (iv) the performance of our internal

Table of Contents

audit function and independent registered public accounting firm, (v) our risk assessment and risk management policies as they relate to financial and other risk exposures and (vi) our compliance with legal and regulatory requirements. In fulfilling its purpose, the Audit Committee will maintains free and open communication among itself, our independent registered public accounting firm, our internal auditors and management.

Upon completion of this offering, the Audit Committee will be composed solely of members who satisfy the applicable independence and other requirements of the Marketplace Rules and the SEC for audit committees, and at least one of its members will be an "audit committee financial expert."

Compensation Committee. The Compensation Committee will function pursuant to a written charter adopted by the board of directors. The Compensation Committee will be appointed by the board to assist the board with all matters relating to the compensation of our executive officers and will have overall responsibility for approving and evaluating all compensation plans, policies and programs of the company as they affect our executive officers. The Compensation Committee will have the ability to form and delegate authority to subcommittees, as well as delegate authority to one or more of its members. The Compensation Committee will also have the ability to delegate the authority to make grants of equity based compensation to eligible individuals (other than directors or executive officers) to one or more of our executive officers to the extent allowed under applicable law.

Upon completion of this offering, the Compensation Committee will be composed solely of members who satisfy the applicable independence and other requirements of the Marketplace Rules, the SEC and the Internal Revenue Service for compensation committee members.

Code of business conduct and ethics

Prior to the completion of this offering, our board of directors will adopt a code of business conduct and ethics, or the Code of Ethics, that will apply to all of our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer and persons performing similar functions. The Code of Ethics will be available upon written request to our corporate secretary or on our website, which we currently intend to make available at www.matchgroupinc.com following the completion of this offering. If we amend or grant any waiver from a provision of our Code of Ethics that applies to our executive officers, we will publicly disclose such amendment or waiver on our website and as required by applicable law, including by filing a Current Report on Form 8-K.

Table of Contents

Executive compensation

The following section provides compensation information pursuant to the scaled disclosure rules applicable to "emerging growth companies" under the rules of the SEC, including reduced narrative and tabular disclosure obligations regarding executive compensation.

Overview

This Executive compensation section sets forth certain information regarding total compensation earned by our named executives for the years set forth below, as well as equity awards held by our named executives on December 31, 2014. Our compensation packages for executive officers primarily consist of salary, annual bonuses, equity awards and, in certain instances, perquisites and other benefits. During the years covered in the tables below, our named executives were granted a mix of equity awards denominated in IAC equity and stock options and stock appreciation rights denominated in the equity of certain IAC subsidiaries, including Match Group, Inc. Information regarding these awards is included below.

Summary compensation table

Name and principal position	Year	Salary (\$)	Bonus (\$)(1)	Stock awards (\$)(2)	Option awards (\$)(3)	All other compensation (\$)(4)	Total (\$)
Gregory R. Blatt(5) Chairman	2014	\$ 500,000	\$ 500,000	—	\$ 7,398,118	\$ 295,257	\$ 8,693,375
	2013	\$ 1,000,000	\$ 2,500,000	\$ 4,000,006	\$ 4,016,742	\$ 199,398	\$ 11,716,146
	2012	\$ 1,000,000	\$ 3,500,000	—	—	\$ 172,318	\$ 4,672,318
Sam Yagan Chief Executive Officer	2014	\$ 500,000	\$ 600,000	—	\$ 3,712,192	\$ 7,800	\$ 4,819,992
	2013	\$ 500,000	\$ 1,100,000	—	—	\$ 7,650	\$ 1,607,650
	2012	\$ 460,962	\$ 550,000	—	\$ 5,318,963	\$ 7,500	\$ 6,337,425
Jeffrey Dawson Chief Financial Officer	2014	\$ 250,000	\$ 175,000	—	\$ 376,599	\$ 14,754	\$ 816,353
	2013	\$ 226,923	\$ 225,000	—	—	\$ 6,807	\$ 458,730
	2012	\$ 189,615	\$ 125,000	—	\$ 448,808	\$ 2,134	\$ 765,557

(1) Annual bonuses are discretionary. The determination of bonus amounts is based on a non-formulaic assessment of factors that vary from year to year. In determining individual annual bonus amounts, we consider a variety of factors regarding the Company's overall performance, such as growth in profitability or achievement of strategic objectives by the Company, an individual's performance and contribution to the Company, and general bonus expectations previously established between the Company and the executive. We do not quantify the weight given to any specific element or otherwise follow a formulaic calculation; however, Company performance tends to be the dominant driver of the ultimate bonus amount. For 2014 bonuses, we considered a variety of factors, including year-over-year revenue and Adjusted EBITDA growth, levels of cash flow generated from operations, and certain strategic accomplishments.