

vest on May 3, 2016, subject to continued employment. No other named executive held any IAC RSUs on December 31, 2014.

(2) In connection with Mr. Blatt's employment arrangement for his role as Chairman of The Match Group, an aggregate of 352,037 IAC stock options granted to Mr. Blatt in May 2013 were canceled and replaced with Match stock options, The Princeton Review stock appreciation rights and DailyBurn stock appreciation rights, which awards have exercise prices equal to the fair market value on the grant date. The table above excludes The Princeton Review and DailyBurn stock appreciation rights. One-third of each of these awards vested on December 18, 2014, and

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another one-third will vest on each of December 18, 2015 and 2016, subject to continued employment. The Match Group, The Princeton Review and DailyBurn awards provide for (i) the acceleration of vesting upon the earlier of a change in control of the issuer of such award or a change in control of IAC at a time during which the issuer of the award is a controlled subsidiary of IAC, (ii) the acceleration of vesting of any awards that would have vested during the twelve months following the date of his involuntary termination of employment, and (iii) an 18-month period to exercise all vested options following the date of his involuntary termination of employment. Prior to this offering, the Match stock options and The Princeton Review and DailyBurn stock appreciation rights are settleable in shares of IAC common stock. Upon completion of this offering, the Match stock options will be exercisable for shares of our common stock, and The Princeton Review stock appreciation rights will be settleable, at IAC's election, in shares of IAC common stock or in shares of our common stock. See "Management's discussion and analysis of financial condition and results of operations—Critical accounting policies—Stock-based compensation."

(3) These Match options vest in two equal installments on December 18, 2015 and 2016, subject to continued employment.

(4) These Match options vest on December 31, 2015, subject to continued employment.

(5) These Match options vest in two equal installments on December 31, 2015 and 2016, subject to continued employment.

(6) These IAC options vested on June 8, 2015.

(7) These IAC options vested/vest in two equal installments on February 2, 2015 and 2016, subject to continued employment.

(8) These IAC options vest in two equal installments on October 3, 2015 and 2016, subject to continued employment.

Compensatory Arrangements of Chief Financial Officer

On September 8, 2015, we appointed Gary Swidler as our Chief Financial Officer. In connection with his employment, Mr. Swidler will be eligible to receive an annual base salary (currently \$500,000), discretionary annual cash bonuses with a target of \$700,000 per annum (and he will receive a guaranteed bonus of no less than \$700,000 for 2015), equity awards and such other employee benefits as may be reasonably determined by the compensation committee of our board of directors.

In addition, Mr. Swidler received a grant of: (i) 43,000 Match stock options with an exercise price equal to the fair market value of a share of our common stock on the date of grant, and vesting in four equal annual installments on the first, second, third and fourth anniversaries of the grant date; and (ii) 3,583 Match restricted stock units, vesting in 3 equal installments on the first, second and third anniversaries of the grant date. The number and, in the case of the Match stock options, the exercise price of these awards will be adjusted to give effect to the recapitalization of our equity that will occur prior to completion of this offering, and the distributions to be made by us to IAC.

Compensation risk assessment

In connection with this offering, our board of directors has reviewed the potential risks associated with the structure and design of our various compensation plans, including a comprehensive review of the material compensation plans and programs for all employees. Our board of directors has concluded that our compensation plans and programs operate within our larger corporate governance and review structure that serves and supports risk mitigation and discourages excessive or unnecessary risk-taking behavior.

2015 Stock and Annual Incentive Plan

Prior to the completion of this offering, Match expects to adopt a stock and annual incentive plan which will be effective upon completion of the IPO and will have terms substantially as set forth below.

Overview

The purpose of the Match Group, Inc. 2015 Stock and Annual Incentive Plan, or the 2015 Plan, is to give the Company a competitive advantage in attracting, retaining and motivating officers and employees and to provide them with incentives that are directly linked to the future growth and profitability of Match Group and its businesses.

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The 2015 Plan will replace the Amended and Restated 2009 Match.com, Inc. Equity Incentive Program and the Amended and Restated Match Group, Inc. 2014 Incentive Plan, which we refer to as the Prior Plans, and the Prior Plans will be automatically terminated and replaced and superseded by the 2015 Plan. Any awards granted under the Prior Plans, which we refer to as Prior Plan Awards will remain in effect pursuant to their terms under the 2015 Plan.

The 2015 Plan also will cover any awards relating to IAC common stock that may be converted into awards relating to our common stock in the event that Match Group is spun off from IAC. For purposes of this summary, we refer to these awards as "Adjusted Awards."

Summary of terms of the 2015 Plan