

common stock in this offering) and 206,714,274 shares of Class B common stock outstanding. There will be no shares of Class C common stock or preferred stock outstanding immediately following this offering.

The following description summarizes the material terms of our securities. Because it is only a summary, it may not contain all the information that is important to you.

## Capital stock

### *Common stock, Class B common stock and Class C common stock*

The rights of holders of our common stock, Class B common stock and Class C common stock will be identical, except for the differences described below under the headings "Voting rights," "Dividend rights" and "Conversion rights." Any authorized but unissued shares of our common stock, Class B common stock and Class C common stock will be available for issuance by our board of directors without any further stockholder action.

*Voting rights.* Holders of common stock will be entitled to one vote per share on all matters to be voted upon by the stockholders. Holders of Class B common stock will be entitled to ten votes per share on all matters to be voted upon by stockholders. Holders of Class C common stock will not be entitled to any votes per share (except as, and then only to the extent, otherwise required by the laws of the State of Delaware, in which case holders of Class C common stock will be entitled to one one-hundredth (1/100) of a vote per share). None of the holders of our common stock, Class B common stock or Class C common stock will have cumulative voting rights in the election of directors.

*Dividend rights.* Holders of common stock, Class B common stock and Class C common stock will be entitled to ratably receive dividends if, as and when declared from time to time by our board of directors at its own discretion out of funds legally available for that purpose, after payment of dividends required to be paid on outstanding preferred stock, if any. Under Delaware law, we can only pay dividends either out of "surplus" or out of the current or the immediately preceding year's net profits. Surplus is defined as the excess, if any, at any given time, of the total assets of a corporation over its total liabilities and statutory capital. The value of a corporation's assets can be measured in a number of ways and may not necessarily equal their book value.

130

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### Table of Contents

In a share distribution of our capital stock or our other securities or the capital stock or other securities of another person or entity, we may choose to distribute: (i) identical securities, on an equal per share basis, to holders of our common stock, Class B common stock and Class C common stock or (ii) a class or series of securities to the holders of one or more classes of our capital stock and a different class or series of securities to the holders of another class or classes of our capital stock, in each case on an equal per share basis, provided that, in the case of clause (ii), the different classes or series to be distributed are not different in any respect other than their relative voting rights (and any related differences in designation, conversion and share distribution provisions, as applicable), with holders of shares of our Class B common stock receiving the securities having the higher voting rights.

*Conversion rights.* Shares of our Class B common stock will be convertible into shares of our common stock at the option of the holder thereof at any time on a share for share basis. Such conversion ratio will in all events be equitably preserved in the event of any recapitalization of Match Group by means of a stock dividend on, or a stock split or combination of, our outstanding common stock or Class B common stock, or in the event of any merger, consolidation or other reorganization of Match Group with another corporation. Upon the conversion of a share of our Class B common stock into a share of our common stock, the applicable share of Class B common stock will be retired and will not be subject to reissue. Shares of common stock and Class C common stock will have no conversion rights.

*Liquidation rights.* Upon our liquidation, dissolution or winding up, holders of our common stock, Class B common stock and Class C common stock are entitled to receive ratably the assets available for distribution to the stockholders after payment of all liabilities and accrued but unpaid dividends and liquidation preferences on any outstanding preferred stock.

*Other matters.* Our common stock, Class B common stock and Class C common stock will have no preemptive rights pursuant to the terms of our certificate of incorporation and bylaws. There will be no redemption or sinking fund provisions applicable to our common stock, Class B common stock or Class C common stock. All outstanding shares of our Class B common stock will be fully paid and non-assessable, and the shares of our common stock offered in this offering, upon payment and delivery in accordance with the underwriting agreement, will be fully paid and non-assessable.

### *Preferred stock*

Pursuant to our certificate of incorporation, shares of preferred stock will be issuable from time to time, in one or more series, with the designations of the series, the voting rights of the shares of the series (if any), the powers, preferences and relative, participation, optional or other special rights (if any), and any qualifications, limitations or restrictions thereof as our board of directors from time to time may adopt by resolution (and without further stockholder approval), subject to certain limitations. Each series will consist of that number of shares as will be stated and expressed in the certificate of designations providing for the issuance of the stock of the series.

## **Anti-takeover effects of certain provisions of Delaware law, our certificate of incorporation and bylaws**

Certain provisions of Delaware law and certain provisions that will be included in our certificate of incorporation and bylaws summarized below may be deemed to have an anti-takeover effect and may delay, deter or prevent a tender offer or takeover attempt that a stockholder might consider to be in its best interests, including attempts that might result in a premium being paid over the market price for the shares held by stockholders.

131

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### Table of Contents

### *Preferred stock*