

## Relationship with IAC following the initial public offering

We expect to enter into certain agreements with IAC relating to this offering and our relationship with IAC after this offering. These agreements will include: a master transaction agreement; an investor rights agreement; a tax sharing agreement; a services agreement; an employee matters agreement; and a subordinated loan facility.

## Note 8—Streamlining of technology systems and consolidation of European operations

The Company is currently in the process of rebuilding its underlying Dating technology infrastructure that supports both its mobile and desktop platforms, as well as consolidating its European operations from seven principal locations down to three. During the nine months ended September 30, 2015, the Company incurred \$14.8 million in costs related to this project. A summary of the costs incurred, payments made and the related accruals is presented below.

	Nine months ended September 30, 2015		
	Severance	Professional fees and other	Total
			(In thousands)
Accrual as of January 1	\$ 795	\$ 933	\$ 1,728
Charges incurred	8,582	6,209	14,791
Payments made	(5,152)	(6,514)	(11,666)
Accrual as of September 30	\$ 4,225	\$ 628	\$ 4,853

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The costs are allocated as follows in the statement of operations:

	Nine months ended September 30, 2015
	(In thousands)
Cost of revenue	\$ 3,306
Selling and marketing expense	1,571
General and administrative expense	5,905
Product development expense	4,009
Total	\$ 14,791

## Note 9—Subsequent events

On October 7, 2015, the Company entered into a credit agreement, which provides for a five-year \$500 million revolving credit facility that includes a \$40 million sub-limit for letters of credit. The obligations under the revolving credit facility are secured by the stock of certain of our subsidiaries and guaranteed by certain of our subsidiaries.

The Company currently expects to enter into an \$800 million term loan facility as an incremental term loan facility under the credit agreement.

On October 16, 2015, the Company commenced a private exchange offer to eligible holders to exchange any and all of \$500 million aggregate principal amount of outstanding 4.75% Senior Notes due 2022 issued by IAC for up to \$500 million aggregate principal amount of new 6.75% Senior Notes due 2022 to be issued by Match Group, Inc.

In preparing these combined financial statements, management evaluated subsequent events through November 2, 2015, on which date the combined financial statements were available for issue.

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## Unaudited pro forma information

### Historical pro forma earnings per share

The following table sets forth the computation of pro forma basic and diluted earnings per share attributable to Match Group, Inc.'s shareholder.

	Nine months ended September 30,			
	2014		2015	
	Basic	Diluted	Basic	Diluted