

[Table of Contents](#)**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.

	Years Ended December 31,					
	2012		2013		2014	
	Basic	Diluted	Basic	Diluted	Basic	Diluted
(In thousands, except per share data)						
Numerator:						
Net earnings	\$ 90,281	\$ 90,281	\$ 126,627	\$ 126,627	\$ 148,359	\$ 148,359
Net earnings attributable to noncontrolling interests	(4,606)	(4,606)	(1,624)	(1,624)	(595)	(595)
Net earnings attributable to Match Group, Inc.'s shareholder	\$ 85,675	\$ 85,675	\$ 125,003	\$ 125,003	\$ 147,764	\$ 147,764
Denominator:						
Weighted average basic shares outstanding ^(a)	9,800	9,800	9,969	9,969	10,047	10,047
Dilutive securities including stock options and other securities ^(a)	—	239	—	362	—	458
Denominator for earnings per share—weighted average shares ^(a)	9,800	10,039	9,969	10,331	10,047	10,505
Earnings per share attributable to Match Group, Inc.'s shareholder:						
Earnings per share ^(a)	\$ 8.74	\$ 8.53	\$ 12.54	\$ 12.10	\$ 14.71	\$ 14.07

(a) All share and per share information reflects information before giving effect to adjustments to be made in connection with the recapitalization of our equity that will occur prior to the completion of the IPO and the transfer of the net proceeds of the IPO to IAC.

Unaudited pro forma information to give effect to the dividend payment to IAC.

The unaudited pro forma balance sheet and unaudited pro forma net earnings per share have been presented in accordance with SEC Staff Accounting Bulletin Topic 1.B.3. The unaudited pro forma balance sheet gives effect to an anticipated 16-for-1 stock split and an estimated \$1.5 billion of proceeds from the issuance of the Match Senior Notes, borrowings under the term loan facility and this offering, including additional borrowings under the revolving credit facility, as payment of a dividend to IAC. The computation of pro forma net earnings per share reflects the number of additional shares that were issued to fund the dividend to IAC based on an assumed offering price of \$13.00 per share (the midpoint of the offering price range set forth on the cover page of this prospectus). The computation of pro forma earnings per share assumes 33.3 million of incremental shares to be issued in connection with this distribution were outstanding from the beginning of the period.

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The following table sets forth the computation of pro forma basic and diluted earnings per share attributable to Match Group, Inc. shareholders to give effect to the dividend payment to IAC.

	Year ended	
	December 31, 2014	
	Basic	Diluted
(In thousands, except per share data)		
Numerator:		
Net earnings(a)	\$ 115,296	\$ 115,296
Net earnings attributable to noncontrolling interests	(595)	(595)
Net earnings attributable to Match Group, Inc. shareholders	\$ 114,701	\$ 114,701
Denominator:		
Weighted average basic shares outstanding	160,756	160,756
Add: Pro forma adjustment to reflect assumed shares sold in the initial public offering to fund the dividend payment	33,333	33,333
Pro forma weighted average basic shares outstanding	194,089	194,089
Dilutive securities including stock options and other securities	—	7,323
Pro forma denominator for earnings per share—weighted average shares	194,089	201,412
Pro forma earnings per share attributable to Match Group, Inc. shareholders	\$ 0.59	\$ 0.57