

- 3.2** Form of Amended and Restated By-laws of Match Group, Inc.
- 4.1 Form of Common Stock Certificate of Match Group, Inc.
- 4.2 Form of Indenture between Match Group, Inc. and Computershare Trust Company, N.A., as trustee
- 5.1 Opinion of Wachtell, Lipton, Rosen & Katz
- 10.1** Form of Master Transaction Agreement
- 10.2** Form of Employee Matters Agreement
- 10.3** Form of Investor Rights Agreement
- 10.4** Form of Tax Sharing Agreement
- 10.5** Form of Services Agreement
- 10.6** Credit Agreement, dated as of October 7, 2015, among Match, as borrower, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and the other parties thereto
- 10.25†** Form of 2015 Stock and Annual Incentive Plan
- 10.26†* Form of Notice and Terms and Conditions of Stock Options under the Match Group, Inc. 2015 Stock and Annual Incentive Plan
- 10.27†* Form of Notice and Terms and Conditions of Restricted Stock Units under the Match Group, Inc. 2015 Stock and Annual Incentive Plan
- 21.1** Subsidiaries of Match Group, Inc.
- 23.1 Consent of Ernst & Young LLP
- 23.2 Consent of Ernst & Young LLP
- 23.3 Consent of Wachtell, Lipton, Rosen & Katz (contained in Exhibit 5.1)
- 23.4** Consent of MarketTools Research Solutions, Inc.
- 23.5** Consent of Research Now Group, Inc.
- 24.1** Powers of Attorney (included in signature pages)
- 99.1 Consent of Director Nominees

* To be filed by amendment.

** Previously filed.

† Indicates a management contract or compensatory plan.