

**CORPORATE GOVERNANCE GUIDELINES  
OF MATCH GROUP, INC.**

**1. Size and Composition of the Board and Board Membership Criteria; Director Qualifications**

The Nominating and Corporate Governance Committee of Match Group, Inc. (the “Company”) shall recommend to the Board of Directors (the “Board”) criteria for Board membership, which shall include the criteria set forth in the Nominating and Corporate Governance Committee Charter of the Company, and shall recommend individuals for membership on the Company’s Board of Directors. In making its recommendations, the Nominating and Corporate Governance Committee shall:

- review candidates’ qualifications for membership on the Board (including making a specific determination as to the independence of the candidate), taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or Nasdaq rules for audit committee and compensation committee membership purposes;
- evaluate current directors for re-nomination to the Board; and
- periodically review the composition of the Board in light of the current challenges and needs of the Board and the Company, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience.

The Nominating and Corporate Governance Committee considers not only an individual’s qualities, performance and professional responsibilities, but also the then composition of the Board and the challenges and needs of the Board at that time. The Nominating and Corporate Governance Committee also considers the impact of any change in the principal occupation of existing directors. The Committee reports to the full Board its conclusions and recommendations for nominations to the Board.

Board Size

The Board shall consist of a number of members approved by the Board, consistent with the Company’s by-laws. Although the Board considers its present size to be appropriate, it may consider expanding its size to accommodate its needs or reducing its size if the Board determines that a smaller Board would be more efficient. The Nominating and Corporate Governance Committee shall periodically review the size of the Board and recommend any proposed changes to the Board.

Independence

A majority of the Board shall be comprised of directors meeting the independence requirements of Nasdaq at a minimum. The Board shall make an affirmative determination at least annually as to the independence of each director.

Term Limits

It is the policy of the Board to avoid term limits which have the disadvantage of discontinuing the availability and contributions of directors who have developed experience with, and insight into, the Company and its needs over a period of time.

### Director Time Commitments and Service on Other Public Company Boards

In considering each director's ability to properly discharge their duties, the Nominating and Corporate Governance Committee will annually review each director's professional time commitments. This may include, without limitation, the director's principal occupation, service on other public company boards, including any leadership positions held and service on such board's committees, as well as service on private company boards and boards of non-profit organizations.

Directors should not serve on more than four public company boards (including the Board), other than a director who serves as the Company's Chief Executive Officer, who should not serve on more than three public company boards (including the Board). Service on boards of other organizations should follow the Company's conflict of interest policies.

### Changes in Primary Employment

If a director significantly changes his or her primary employment during his or her tenure, that director must promptly notify the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall evaluate the continued appropriateness of Board membership under the new circumstances and, if the Committee believes the new circumstances warrant consideration by the Board, refer such matter to the Board for determination as to any action to be taken with respect to such change.

### Resignation Policy

In an election that is not a Contested Election (as defined in the Company's by-laws), any incumbent director nominee who receives a greater number of votes cast against his or her election than in favor of his or her election shall immediately tender his or her resignation, and the Board shall decide, through a process managed by the Nominating and Corporate Governance Committee, whether to accept the resignation at its next regularly scheduled Board meeting held not less than 90 days after such election. The Board's explanation of its decision shall be promptly disclosed in a Current Report on Form 8-K (or any successor report) furnished to the Securities and Exchange Commission.

## **2. Director Responsibilities**

The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. In fulfilling this role, each director must act in what he or she reasonably believes to be in the best interests of the Company and must exercise his or her business judgment.

### Participation at and Preparation for Board Meetings

The Company expects directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Directors are expected to attend all Board meetings and the meetings of the committees on which they serve (in each case, in person or by any means of which all persons participating in the meeting can hear each other) and to prepare themselves for these meetings. Directors are also encouraged to attend the Company's annual meeting with shareholders.

In order for the Board to exercise fully its oversight functions, management provides the Board with access to information regarding the Company and the markets in which the Company operates. This information comes from a variety of sources, including management presentations and reports about the performance and operations of the business, security analysts' reports, competitive and peer companies' information and interaction with senior management at Board meetings. Any written materials that assist directors in preparing for a Board or committee meeting shall be distributed to the directors in advance of the meeting, to the extent possible, and directors are expected to review such materials prior to the meeting.

## Company Performance and Corporate Strategy

The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates, with a particular focus on peer and competitive comparisons. These reviews include the views of management as well as those of investors and securities analysts.

### **3. Chairperson of the Board**

The Board currently has an independent Chair and believes that is the structure that is generally in its best interest.

### **4. Meetings of Independent Directors**

The Company's independent directors shall regularly schedule executive sessions, led by the independent Chair of the Board.

### **5. Board Committees**

The Board shall have at all times an Audit Committee, a Compensation and Human Resources Committee and a Nominating and Corporate Governance Committee. Subject to any changes that the Board may make from time to time:

- the Audit Committee shall generally be responsible for overseeing the integrity of the Company's financial statements, its independent auditor, its internal audit function and compliance by the Company with legal and regulatory requirements;
- the Compensation and Human Resources Committee shall generally be responsible for overseeing the compensation of the Company's executive officers and non-employee directors and has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Company's executive officers and non-employee directors; and
- the Nominating and Corporate Governance Committee shall generally be responsible for identifying qualified Board candidates, recommending director nominees and appointments to Board committees, evaluating Board performance and overseeing the Company's Corporate Governance Guidelines.

Each of the Audit Committee, Compensation and Human Resources Committee and Nominating and Corporate Governance Committee shall operate pursuant to its own written charter. These charters shall, among other things, set forth the purpose, goals and responsibilities of the particular committee, the procedures for committee member appointment and removal and committee structure and operations, as well as reporting to the Board. The charters shall also provide for an annual evaluation of each committee's performance.

Only independent directors meeting the independence requirements of Nasdaq and, for audit committee members, Rule 10A-3 of the Securities Exchange Act of 1934 and any related rules promulgated by the Securities and Exchange Commission, may serve on these three committees. Committee members shall be appointed by the Board. The Board may, from time to time, establish or maintain additional committees as it deems appropriate and in the best interests of the Company.

While the rotation of committee members at certain set intervals should be considered periodically, rotation is not required because the Board believes there are significant benefits attributable to continuity and experience gained in service on a particular committee over time.

## **6. Board Member Access to Management and Independent Advisors**

Board members shall have access to the management and employees of the Company and to its internal and outside counsel and auditors. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Secretary.

Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations and to invite to Board meetings managers and other employees who can provide additional insight into the items being discussed.

The Board and each of its committees in accordance with its charter is authorized to hire independent legal, financial or other advisors as they may consider necessary, without conferring with or obtaining the approval of management, for which the Company shall pay the fees and expenses.

## **7. Director Compensation**

The Compensation and Human Resources Committee shall periodically review and approve the form and amounts of director compensation (including equity-based compensation) for the Company's directors. In so reviewing and approving director compensation, the Compensation and Human Resources Committee shall be guided by three goals: (i) compensation should fairly pay directors for work required consistent with a company of the Company's size and scope; (ii) compensation should align directors' interests with the long-term interests of shareholders; and (iii) the structure of the compensation should be simple, transparent and easy for shareholders to understand.

## **8. Director Orientation and Continuing Education**

All new members of the Board are required to participate in the Company's orientation program for directors. The orientation program will include discussions with and presentations by senior management and provide new directors with a review of the Company's financial position, an overview of the industry in which the Company operates and competes and an introduction to the regulatory and legal environment that affects the Company's business, as well as governs directors' fiduciary duties.

All directors will be offered the opportunity, and are encouraged, to participate in continuing education programs with any associated expenses to be reimbursed by the Company.

## **9. Management Evaluation and Management Succession**

The Compensation and Human Resources Committee shall evaluate the performance of the senior management of the Company and shall present its findings and recommendations to the full Board, in accordance with the Compensation and Human Resources Committee Charter. The Board shall review the Compensation and Human Resources Committee's report in order to ensure that management's performance is satisfactory and that management is providing the best leadership for the Company in the long and short-term.