

under the 2015 Plan prior to their vesting. Generally, all shares of unvested RSUs shall be forfeited upon the award holder's termination, unless otherwise agreed or the Compensation Committee waives such forfeiture.

Other Stock-Based Awards. Other stock-based and other awards that are valued in whole or in part by reference to, or are otherwise based on, shares, including unrestricted stock, dividend equivalents and convertible debentures, may be granted under the 2015 Plan. Shares covered by the 2015 Plan may be used to satisfy obligations with respect to equity-based awards that correspond to shares of subsidiaries of the Match Group.

Cash-Based Awards. Cash-based awards may be granted under the 2015 Plan. No participant may be granted cash-based awards that have an aggregate maximum payment value in any calendar year in excess of \$10.0 million if the awards are intended to qualify as tax-deductible performance-based compensation under Section 162(m) of the Code.

Performance Goals. The 2015 Plan provides that performance goals may be established by the Compensation Committee in connection with the grant of any award under the 2015 Plan. In the case of an award intended to qualify for the performance-based compensation exception of Section 162(m) of the Code, such goals will be based on the attainment of specified levels of one or more of the following measures: specified levels of earnings per share from continuing operations, net profit after tax, EBITDA, EBITA, gross profit, cash generation, unit volume, market share, sales, asset quality, earnings per share, operating income, revenues, return on assets, return on operating assets, return on equity, profits, total stockholder return (measured in terms of stock price appreciation and/or dividend growth), cost saving levels, marketing-spending efficiency, core non-interest income, change in working capital, return on capital, and/or stock price, with respect to the Company or any subsidiary, affiliate, division or department of the Company.

Change in Control. Unless otherwise provided by the Compensation Committee in an award agreement or otherwise, in the event that, during the two-year period following a change in control, a participant's employment is terminated by Match Group (other than for cause or disability) or a participant resigns for good reason:

- any stock options and SARs outstanding as of the date of termination of employment that were outstanding as of the date of the change in control will become fully exercisable and vested and will remain exercisable for the greater of: (i) the period that they would remain exercisable absent the change in control provision and (ii) the lesser of the original term or one year following such termination of employment;
- the restrictions applicable to restricted stock awards will lapse, and such restricted stock will become free of all restrictions and fully vested and transferable; and
- all RSUs will be considered to be earned and payable in full, any restrictions will lapse and such RSUs will be settled in cash or shares as promptly as practicable.

The Compensation Committee or Board may provide for different treatment in the event of a change in control, including the vesting of awards upon a change in control.

Amendment and Discontinuance. The 2015 Plan may be amended, altered or discontinued by the Board, but no amendment, alteration or discontinuance may impair the rights of an optionee under a stock option award or a recipient of a SAR award, restricted stock award, RSU award or cash-based award previously granted without the consent of the optionee or recipient. Amendments to the 2015 Plan will require

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stockholder approval to the extent such approval is required by law or the listing standards of the applicable exchange. The 2015 Plan will terminate on the ten-year anniversary of the completion of the IPO.

U.S. federal income tax consequences

The following is a summary of certain federal income tax consequences of awards made under the 2015 Plan based upon the laws in effect as of the date of this prospectus. The discussion is general in nature and does not take into account a number of considerations which may apply in light of the circumstances of a particular participant under the 2015 Plan. The income tax consequences under applicable state and local tax laws may not be the same as under federal income tax laws.

Non-Qualified Stock Options. A participant will not recognize taxable income when a non-qualified stock option is granted and we will not be entitled to a tax deduction at such time. A participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in the case of employees) upon the exercise of a non-qualified stock option in an amount equal to the excess of the fair market value of the shares purchased over their exercise price, and we generally will be entitled to a corresponding deduction.

Incentive Stock Options. A participant will not recognize taxable income when an incentive stock option is granted. A participant will not recognize taxable income (except for purposes of the alternative minimum tax) upon the exercise of an incentive stock option. If the shares acquired upon the exercise of an incentive stock option are held for the longer of two years from the date the stock option was granted and one year from the date the shares were transferred, any gain or loss arising from a subsequent disposition of such shares will be taxed as long-term capital gain or loss, and we will not be entitled to any deduction. If, however, such shares are disposed of within such two- or one-year periods, then in the year of such disposition, the participant will recognize compensation taxable as ordinary income in an amount equal to the excess of the lesser of the amount realized upon such disposition and the fair market value of such shares on the date of exercise over the exercise price, and we generally will be entitled to a corresponding deduction. The excess of the amount realized through the disposition date over the fair market value of the stock on the exercise date will be treated as capital gain.

SARs. A participant will not recognize taxable income when a SAR is granted and we will not be entitled to a tax deduction at such time. Upon the exercise of a SAR, a participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in the case of employees) in an amount equal to the fair market value of any shares delivered and the amount of cash paid by us, and we generally will be entitled to a corresponding deduction.