

**COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER
OF MATCH GROUP, INC.**

PURPOSE

The Compensation and Human Resources Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Match Group, Inc. (the “Company”) to discharge the Board’s responsibilities relating to the compensation of the Company’s Chief Executive Officer, the Company’s other executive officers (collectively, including the Chief Executive Officer, the “Executive Officers”) and the Company’s non-employee directors. The Committee shall have the authority and overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Executive Officers and non-employee directors and shall fulfill such other responsibilities set forth in this Charter.

COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than two members. The members of the Committee shall meet the independence requirements of Nasdaq. In addition, the Board may require that members must also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. These membership requirements shall be subject to exemptions and cure periods permitted by the rules of Nasdaq and the Securities and Exchange Commission (the “SEC”), as in effect from time to time.

The members of the Committee shall be appointed, and vacancies filled or members removed, by the Board. At the discretion of the Board, one member of the Committee shall be appointed as its Chair (the “Chairperson”) by the Board. A Committee member may resign from Committee membership by giving written notice to the Board and may do so without resigning from the Board.

MEETINGS

The Committee shall meet as often as it determines necessary to carry out its responsibilities. The Chairperson, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter. The Chairperson shall preside at each meeting or, in the absence of the Chairperson, one of the other members of the Committee shall be designated, by the members present at the meeting, as the acting chair of the meeting.

No Executive Officer should attend that portion of any meeting where such Executive Officer’s performance or compensation is discussed, unless specifically invited by the Committee. The Chief Executive Officer may not be present during voting or deliberations related to his or her compensation.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, legal counsel or other adviser to assist it in the performance of its duties, but only after taking into consideration those independence factors specified in the Nasdaq rules. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser’s fees and the other terms and conditions of the adviser’s retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate. The Committee may delegate to one or more officers of the Company the authority to make grants of awards of equity-based compensation to eligible individuals other than Section 16 reporting persons under the Company’s incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans. Any officer to whom the Committee grants such authority shall regularly report to the Committee grants so made and the Committee may revoke any delegation of authority at any time.

The Committee shall make regular reports to the Board. The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

In fulfilling its purpose and carrying out its responsibilities, the Committee shall undertake any activities the Committee deems necessary or appropriate. Subject to the foregoing, the Committee shall:

1. Determine, or recommend to the Board for determination, the compensation of the Chief Executive Officer and other Executive Officers, including base salaries, cash-based and equity-based incentive awards and opportunities, employment agreements and severance arrangements, change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits and any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
2. Receive periodic reports on the Company's compensation programs as they affect all employees.
3. Review and approve the compensation and benefits of non-employee directors, including under any equity-based compensation plans.
4. Approve grants of equity compensation in accordance with Board-approved equity compensation plans and the delegation of such grants to the extent permitted thereunder and hereunder.
5. Produce the Compensation Committee Report required by SEC rules to be included in the Company's annual proxy statement or Form 10-K, and review and discuss the Compensation Discussion and Analysis (the "CD&A") with management and provide a recommendation to the Board regarding the inclusion of the CD&A within the Company's proxy statement or Form 10-K, as applicable.
6. Monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.
7. Oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the Nasdaq rules that, with limited exceptions, stockholders approve equity compensation plans.