

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
OF MATCH GROUP, INC.**

PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Match Group, Inc. (the “Company”) to, among others, (i) identify and evaluate individuals qualified to become Board members consistent with such criteria as are deemed appropriate by the Committee or the Board, including the consideration of nominees submitted by stockholders, and to recommend to the Board the director nominees for the next annual meeting of stockholders or special meeting of stockholders at which directors are to be elected and nominees to fill vacancies on the Board as necessary, (ii) periodically review Board committee composition and recommend changes as needed, (iii) oversee periodic evaluations of the Board and its committees, (iv) develop and periodically review corporate governance guidelines, (v) review director and director nominee independence, (vi) review and make recommendations regarding responses to stockholder proposals, (vii) oversee social and environmental policies and initiatives and (viii) oversee corporate governance practices and identify best practices for potential adoption.

COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than two members. The members of the Committee shall meet the independence requirements of Nasdaq, subject to exemptions and cure periods permitted by the rules of Nasdaq, 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.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any search firm, legal counsel or other adviser to assist it in the performance of its duties. 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 shall report to the Board with respect to its meetings. 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. Identify and evaluate qualified individuals for membership on the Board.

2. Recommend to the Board individuals for membership on the Board, including by evaluating nominees submitted by stockholders. In making its recommendations for Board membership, the Committee shall:
 - (a) review candidates' qualifications for membership on the Board, consistent with the following criteria and any other criteria approved by the Board from time to time:
 - i. personal and professional integrity and character;
 - ii. prominence and reputation in the candidate's profession;
 - iii. skills, knowledge, diversity of background and experience, and expertise (including business or other relevant experience) useful and appropriate to the effective oversight of the Company's business;
 - iv. the extent to which the interplay of the candidate's skills, knowledge, expertise, diversity of background and experience with that of the other Board members will help build a Board that is effective in collectively meeting the Company's strategic needs and serving the long-term interests of the various stakeholders;
 - v. the capacity and desire to represent the interests of the shareholders as a whole; and
 - vi. availability to devote sufficient time to the affairs of the Company.
 - (b) in evaluating current directors for re-nomination to the Board, assess the contribution of such directors and the current needs of the Board; and
 - (c) consider any other factors deemed appropriate by the Committee or the Board.
3. Periodically review Board committee composition and recommend changes as needed.
4. Oversee periodic evaluations of the Board and its committees.
5. Develop and periodically review corporate governance guidelines.
6. Review director and director nominee independence either annually or as otherwise required.
7. Review and make recommendations regarding responses to stockholder proposals.
8. Oversee social and environmental policies and initiatives.
9. Oversee corporate governance practices and identify best practices for potential adoption.
10. Receive comments from all directors regarding matters within the scope of authority of the Committee.
11. Perform any other activities consistent with this Charter, the Company's By-laws and governing law that the Committee or the Board deems necessary or appropriate.