

Match Group Reports Second Quarter 2019 Results

Dallas, TX—August 6, 2019—Match Group (NASDAQ: MTCH) reported second quarter 2019 financial results today and separately released an investor presentation, which is available on the Investor Relations section of its website at https://ir.mtch.com.

Q2 2019 HIGHLIGHTS

- Total Revenue grew 18% over the prior year quarter to \$498 million. Excluding foreign exchange effects, revenue would have grown 22%.
- Average Subscribers increased 18% to 9.1 million, up from 7.7 million in the prior year quarter.
- Tinder Average Subscribers were 5.2 million in Q2 2019, increasing 503,000 sequentially and 1.5 million year-over-year.
- Operating income was \$173 million, an increase of 15% over the prior year quarter, and Adjusted EBTIDA increased 16% over the prior year quarter to \$204 million.
- ARPU grew 2% over the prior year quarter to \$0.58. Excluding foreign exchange effects, ARPU was \$0.60, an increase of 5% over the prior year quarter.

Key Financial and Operating Metrics

(In thousands, except EPS and ARPU)	(Q2 2019		Q2 2018	Change
Revenue	\$	497,973	\$	421,196	18%
Operating Income	\$	172,898	\$	150,165	15%
Operating Income Margin		35%		36%	(0.9) pt
Net earnings attributable to shareholders	\$	127,973	\$	132,500	(3)%
Diluted EPS	\$	0.43	\$	0.45	(4)%
Adjusted EBITDA	\$	203,522	\$	175,561	16%
Adjusted EBITDA Margin		41%		42%	(0.8) pt
Average Subscribers		9,080		7,723	18%
ARPU	\$	0.58	\$	0.57	2%
YTD Operating Cash Flow	\$	232,618	\$	243,488	(4)%
YTD Free Cash Flow	\$	211,898	\$	228,703	(7)%

See reconciliations of GAAP to non-GAAP measures starting on page 6.

Liquidity and Capital Resources

For the six months ended June 30, 2019, we generated operating cash flow of \$233 million and Free Cash Flow of \$212 million, both of which declined compared to the prior year period primarily due to the timing of a cash receipt, which we received in Q4 2018 instead of Q1 2019, where the comparable receipt in the prior year was received in Q1 2018.

We net settled all stock options that were exercised and restricted stock units that vested during the quarter ended June 30, 2019, utilizing \$32 million of cash to pay employee withholding taxes, and we issued 0.5 million fewer dilutive shares as a result, at an effective price of \$67.02. We repurchased 0.8 million shares during the quarter ended June 30, 2019 for \$56 million on a trade date basis at an average price of \$66.79, further mitigating the dilutive impact of stock-based compensation activity.

As of June 30, 2019, the Company had \$266 million in cash and cash equivalents and \$1.6 billion of long-term debt. The Company has a \$500 million revolving credit facility, which was undrawn as of June 30, 2019, and currently remains undrawn.

Between July 1, 2019 and August 2, 2019, we repurchased an additional 0.2 million shares using \$15 million in cash on a trade date basis at an average price of \$71.23. As of August 2, 2019, a total of 1.4 million shares remain available under the previously announced repurchase program.

Match Group's trailing twelve-month leverage as of June 30, 2019 is 2.3x on a gross basis and 1.9x on a net basis.

As of June 30, 2019, Match Group had a total of 281.2 million common and class B common shares outstanding; and IAC's economic ownership interest and voting interest in Match Group were 80.4% and 97.5%, respectively.

Income Taxes

In the second quarter of 2019 and 2018, Match Group recorded an income tax provision of \$24 million and \$12 million, respectively, both lower than the statutory rate of 21% due to excess tax benefits generated by the exercise or vesting of stock-based awards.

Conference Call

Match Group will audiocast a conference call to answer questions regarding its second quarter financial results on Wednesday, August 7, 2019 at 8:30 a.m. Eastern Time. This call will include the disclosure of certain information, including forward-looking information, which may be material to an investor's understanding of Match Group's business. The live audiocast will be open to the public, and the investor presentation reviewing the results has been posted, on Match Group's investor relations website at https://ir.mtch.com.

GAAP FINANCIAL STATEMENTS

MATCH GROUP CONSOLIDATED STATEMENT OF OPERATIONS

Revenue 2019 2018 2019 2018 Revenue \$ 97,973 \$ 421,196 \$ 962,598 \$ 828,563 Operating costs and expenses: \$ 94,878 \$ 90,241 \$ 213,551 208,432 Selling and marketing expense 94,888 90,261 213,551 208,432 General and administrative expense 62,233 42,655 116,627 84,926 Product development expense 32,680 32,635 76,954 64,504 Depreciation 8,197 8,399 16,028 16,546 Amortization of intangibles 412 2373 828 9,749 Operating income 172,898 150,165 291,726 262,388 Interest expense 22,317 (18,276) 45,903 36,082 Other income, net 22,338 11,004 1,050 3,783 Earnings before income taxes 151,619 142,893 246,873 230,099 Net earnings 152,009 1,112 5 1,200 Net earnings attributable to		Three Months Ended June 30,			Six Months Ended June 30,				
Revenue		2019		2018		2019		2018	
Operating costs and expenses: Cost of revenue (exclusive of depreciation shown separately below) 126,665 97,334 246,889 191,278 Selling and marketing expense 94,888 90,261 213,551 208,432 General and administrative expense 62,233 42,165 116,627 84,926 Product development expense 32,680 32,635 76,954 64,504 Depreciation 8,197 8,399 16,028 16,546 Amortization of intangibles 412 237 823 479 Total operating costs and expenses 325,075 271,031 670,872 566,165 Operating income 172,898 150,165 291,726 262,398 Interest expense (23,817) (18,276) (45,903) (36,082) Other income, net 2,538 11,004 1,050 3,783 Earnings before income taxes 151,619 142,893 246,873 230,099 Income tax (provision) benefit (23,651) (11,535) 4,129 937 Net earnings 15,20			(1	n thousands, ex	cept	per share data)			
Cost of revenue (exclusive of depreciation shown separately below) 126,665 97,334 246,889 191,278 Selling and marketing expense 94,888 90,261 213,551 208,432 General and administrative expense 62,233 42,165 116,627 84,926 Product development expense 32,680 32,635 76,954 64,504 Depreciation 8,197 8,399 16,028 16,546 Amortization of intangibles 412 237 823 479 Total operating costs and expenses 325,075 271,031 670,872 566,165 Operating income 172,898 150,165 291,726 262,398 Interest expense (23,817) (18,276) (45,903) (36,082) Other income, net 2,538 11,004 1,050 3,783 Earnings before income taxes 151,619 142,893 246,873 230,099 Income tax (provision) benefit (23,651) (11,535) 4,129 937 Net earnings attributable to Match Group, Inc. 5 <td< td=""><td>Revenue</td><td>\$ 497,973</td><td>\$</td><td>421,196</td><td>\$</td><td>962,598</td><td>\$</td><td>828,563</td></td<>	Revenue	\$ 497,973	\$	421,196	\$	962,598	\$	828,563	
shown separately below) 126,665 97,334 246,889 191,278 Selling and marketing expense 94,888 90,261 213,551 208,432 General and administrative expense 62,233 42,165 116,627 84,926 Product development expense 32,680 32,635 76,954 64,504 Depreciation 8,197 8,399 16,028 16,546 Amortization of intangibles 412 237 823 479 Total operating costs and expenses 325,075 271,031 670,872 566,165 Operating income 172,898 150,165 291,726 262,398 Interest expense (23,817) (18,276) (45,903) (36,082) Other income, net 2,538 11,004 1,050 3,783 Earnings before income taxes 151,619 142,893 246,873 230,099 Income tax (provision) benefit (23,651) (11,535) 4,129 937 Net earnings attributable to Match Group, Inc. 45,203 132,500 \$ 251,007 <td>Operating costs and expenses:</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	Operating costs and expenses:								
General and administrative expense 62,233 42,165 116,627 84,926 Product development expense 32,680 32,635 76,954 64,504 Depreciation 8,197 8,399 16,028 16,546 Amortization of intangibles 412 237 823 479 Total operating costs and expenses 325,075 271,031 670,872 566,165 Operating income 172,898 150,165 291,726 262,398 Interest expense (23,817) (18,276) (45,903) (36,082) Other income, net 2,538 11,004 1,050 3,783 Earnings before income taxes 151,619 142,893 246,873 230,099 Income tax (provision) benefit (23,651) (11,535) 4,129 937 Net earnings attributable to moncontrolling interests 5 1,142 5 1,200 Net earnings per share attributable to Match Group, Inc. \$ 132,500 \$ 251,007 \$ 232,236 Net earnings per share attributable to Match Group, Inc. shareholders: \$ 0,48		126,665		97,334		246,889		191,278	
Product development expense 32,680 32,635 76,954 64,504 Depreciation 8,197 8,399 16,028 16,546 Amortization of intangibles 412 237 823 479 Total operating costs and expenses 325,075 271,031 670,872 566,165 Operating income 172,898 150,165 291,726 262,398 Interest expense (23,817) (18,276) (45,903) (36,082) Other income, net 2,538 11,004 1,050 3,783 Earnings before income taxes 151,619 142,893 246,873 230,099 Income tax (provision) benefit (23,651) (11,535) 4,129 937 Net earnings 127,968 131,358 251,002 231,036 Net earnings attributable to Match Group, Inc. \$ 1,279 \$ 132,500 \$ 251,007 \$ 232,236 Net earnings per share attributable to Match Group, Inc. shareholders: \$ 127,973 \$ 132,500 \$ 251,007 \$ 232,236 Basic shares outstanding 281,244	Selling and marketing expense	94,888		90,261		213,551		208,432	
Depreciation 8,197 8,399 16,028 16,546 Amortization of intangibles 412 237 823 479 Total operating costs and expenses 325,075 271,031 670,872 566,165 Operating income 172,898 150,165 291,726 262,398 Interest expense (23,817) (18,276) (45,903) (36,082) Other income, net 2,538 11,004 1,050 3,783 Earnings before income taxes 151,619 142,893 246,873 230,099 Income tax (provision) benefit (23,651) (11,535) 4,129 937 Net earnings 127,968 131,358 251,002 231,036 Net loss attributable to noncontrolling interests 5 1,142 5 1,200 Net earnings per share attributable to Match Group, Inc. \$ 127,973 \$ 132,500 \$ 251,007 \$ 232,236 Net earnings per share attributable to Match Group, Inc. shareholders: Basic \$ 0.46 0.48 0.90 \$ 0.84 Dil	General and administrative expense	62,233		42,165		116,627		84,926	
Amortization of intangibles 412 237 823 479 Total operating costs and expenses 325,075 271,031 670,872 566,165 Operating income 172,898 150,165 291,726 262,398 Interest expense (23,817) (18,276) (45,903) (36,082) Other income, net 2,538 11,004 1,050 3,783 Earnings before income taxes 151,619 142,893 246,873 230,099 Income tax (provision) benefit (23,651) (11,535) 4,129 937 Net carnings 127,968 131,358 251,002 231,036 Net loss attributable to noncontrolling interests 5 1,142 5 1,200 Net earnings attributable to Match Group, Inc. shareholders: \$ 127,973 \$ 132,500 \$ 251,007 \$ 232,236 Net earnings per share attributable to Match Group, Inc. shareholders: \$ 0,46 \$ 0,48 \$ 0,90 \$ 0.84 Diluted \$ 0,43 \$ 0,45 \$ 0,85 \$ 0.78 Basic shares outstanding 281,244 <td>Product development expense</td> <td>32,680</td> <td></td> <td>32,635</td> <td></td> <td>76,954</td> <td></td> <td>64,504</td>	Product development expense	32,680		32,635		76,954		64,504	
Total operating costs and expenses 325,075 271,031 670,872 566,165 Operating income 172,898 150,165 291,726 262,398 Interest expense (23,817) (18,276) (45,903) (36,082) Other income, net 2,538 11,004 1,050 3,783 Earnings before income taxes 151,619 142,893 246,873 230,099 Income tax (provision) benefit (23,651) (11,535) 4,129 937 Net earnings 127,968 131,358 251,002 231,036 Net loss attributable to noncontrolling interests 5 1,142 5 1,200 Net earnings attributable to Match Group, Inc. shareholders	Depreciation	8,197		8,399		16,028		16,546	
Operating income 172,898 150,165 291,726 262,398 Interest expense (23,817) (18,276) (45,903) (36,082) Other income, net 2,538 11,004 1,050 3,783 Earnings before income taxes 151,619 142,893 246,873 230,099 Income tax (provision) benefit (23,651) (11,535) 4,129 937 Net earnings 127,968 131,358 251,002 231,036 Net loss attributable to noncontrolling interests 5 1,142 5 1,200 Net earnings attributable to Match Group, Inc. shareholders: \$ 127,973 \$ 132,500 \$ 251,007 \$ 232,236 Net earnings per share attributable to Match Group, Inc. shareholders: \$ 0.46 \$ 0.48 \$ 0.90 \$ 0.84 Diluted \$ 0.43 \$ 0.45 \$ 0.85 \$ 0.78 Basic \$ 0.43 \$ 0.45 \$ 0.85 \$ 0.78 Basic shares outstanding 281,244 277,115 280,418 276,198 Diluted shares outstanding 295,884 296	Amortization of intangibles	412		237		823		479	
Interest expense (23,817) (18,276) (45,903) (36,082) Other income, net 2,538 11,004 1,050 3,783 Earnings before income taxes 151,619 142,893 246,873 230,099 Income tax (provision) benefit (23,651) (11,535) 4,129 937 Net earnings 127,968 131,358 251,002 231,036 Net loss attributable to noncontrolling interests 5 1,142 5 1,200 Net earnings attributable to Match Group, Inc. shareholders \$ 127,973 \$ 132,500 \$ 251,007 \$ 232,236 Net earnings per share attributable to Match Group, Inc. shareholders: Basic \$ 0.46 \$ 0.48 \$ 0.90 \$ 0.84 Diluted \$ 0.43 \$ 0.45 \$ 0.85 \$ 0.78 Basic shares outstanding 281,244 277,115 280,418 276,198 Diluted shares outstanding 295,884 296,996 296,009 297,574 Stock-based compensation expense by function: Cost of revenue \$ 676 642 \$ 1,941 \$ 1,275 Selling and marketing expense 1,330 889 2,726 1,781 General and administrative expense 13,290 7,590 23,061 15,250 Product development expense 6,719 7,585 22,284 15,363	Total operating costs and expenses	325,075		271,031		670,872		566,165	
Other income, net 2,538 11,004 1,050 3,783 Earnings before income taxes 151,619 142,893 246,873 230,099 Income tax (provision) benefit (23,651) (11,535) 4,129 937 Net earnings 127,968 131,358 251,002 231,036 Net loss attributable to noncontrolling interests 5 1,142 5 1,200 Net earnings attributable to Match Group, Inc. shareholders \$ 127,973 \$ 132,500 \$ 251,007 \$ 232,236 Net earnings per share attributable to Match Group, Inc. shareholders: \$ 0,46 0,48 0,90 \$ 0.84 Diluted \$ 0,43 0,48 0,90 \$ 0.84 Diluted \$ 0,43 0,45 0.85 0.78 Stock-based compensation expense by function: Cost of revenue \$ 676 642 \$ 1,941 \$ 1,275 Selling and marketing expense 1,330 889 2,726 1,781 General and administrative expense 13,290 7,590 23,061 15,250	Operating income	172,898		150,165		291,726		262,398	
Earnings before income taxes 151,619 142,893 246,873 230,099 Income tax (provision) benefit (23,651) (11,535) 4,129 937 Net earnings 127,968 131,358 251,002 231,036 Net loss attributable to noncontrolling interests 5 1,142 5 1,200 Net earnings attributable to Match Group, Inc. shareholders 127,973 132,500 251,007 232,236 Net earnings per share attributable to Match Group, Inc. shareholders 3 0.46 0.48 0.90 0.84 Diluted \$ 0.43 0.45 0.85 0.85 0.78 Basic shares outstanding 281,244 277,115 280,418 276,198 Diluted shares outstanding 295,884 296,996 296,009 297,574 Stock-based compensation expense by function: Cost of revenue \$ 676 642 1,941 1,275 Selling and marketing expense 1,330 889 2,726 1,781 General and administrative expense 13,290 7,590 23,061 15,250 Product development expense 6,719 7,585 22,284 15,363	Interest expense	(23,817)		(18,276)		(45,903)		(36,082)	
Net earnings attributable to Match Group, Inc. shareholders	Other income, net	2,538		11,004		1,050		3,783	
Net earnings 127,968 131,358 251,002 231,036 Net loss attributable to noncontrolling interests 5 1,142 5 1,200 Net earnings attributable to Match Group, Inc. shareholders \$ 127,973 \$ 132,500 \$ 251,007 \$ 232,236 Net earnings per share attributable to Match Group, Inc. shareholders: \$ 0.46 \$ 0.48 \$ 0.90 \$ 0.84 Diluted \$ 0.43 \$ 0.45 \$ 0.85 \$ 0.78 Basic shares outstanding 281,244 277,115 280,418 276,198 Diluted shares outstanding 295,884 296,996 296,009 297,574 Stock-based compensation expense by function: 25 26 26 26 26 26 26 26 27 26 27 27 27 27 26	Earnings before income taxes	151,619		142,893		246,873		230,099	
Net loss attributable to noncontrolling interests 5 1,142 5 1,200 Net earnings attributable to Match Group, Inc. shareholders \$ 127,973 \$ 132,500 \$ 251,007 \$ 232,236 Net earnings per share attributable to Match Group, Inc. shareholders: \$ 0.46 \$ 0.48 \$ 0.90 \$ 0.84 Diluted \$ 0.43 \$ 0.45 \$ 0.85 \$ 0.78 Basic shares outstanding 281,244 277,115 280,418 276,198 Diluted shares outstanding 295,884 296,996 296,009 297,574 Stock-based compensation expense by function: Cost of revenue \$ 676 642 \$ 1,941 \$ 1,275 Selling and marketing expense 1,330 889 2,726 1,781 General and administrative expense 13,290 7,590 23,061 15,250 Product development expense 6,719 7,585 22,284 15,363	Income tax (provision) benefit	(23,651)		(11,535)		4,129		937	
Net earnings attributable to Match Group, Inc. shareholders \$ 127,973 \$ 132,500 \$ 251,007 \$ 232,236 Net earnings per share attributable to Match Group, Inc. shareholders: \$ 0.46 0.48 0.90 0.84 Basic \$ 0.43 0.45 0.85 0.85 0.78 Basic shares outstanding 281,244 277,115 280,418 276,198 Diluted shares outstanding 295,884 296,996 296,009 297,574 Stock-based compensation expense by function: Cost of revenue \$ 676 642 1,941 1,275 Selling and marketing expense 1,330 889 2,726 1,781 General and administrative expense 13,290 7,590 23,061 15,250 Product development expense 6,719 7,585 22,284 15,363	Net earnings	127,968		131,358		251,002		231,036	
Shareholders \$ 127,973 \$ 132,500 \$ 251,007 \$ 232,236 Net earnings per share attributable to Match Group, Inc. shareholders: Basic \$ 0.46 \$ 0.48 \$ 0.90 \$ 0.84 Diluted \$ 0.43 \$ 0.45 \$ 0.85 \$ 0.78 Basic shares outstanding 281,244 277,115 280,418 276,198 Diluted shares outstanding 295,884 296,996 296,009 297,574 Stock-based compensation expense by function: Cost of revenue \$ 676 642 \$ 1,941 \$ 1,275 Selling and marketing expense 1,330 889 2,726 1,781 General and administrative expense 13,290 7,590 23,061 15,250 Product development expense 6,719 7,585 22,284 15,363	Net loss attributable to noncontrolling interests	5		1,142		5		1,200	
Group, Inc. shareholders: Basic \$ 0.46 0.48 0.90 \$ 0.84 Diluted \$ 0.43 0.45 0.85 \$ 0.78 Basic shares outstanding 281,244 277,115 280,418 276,198 Diluted shares outstanding 295,884 296,996 296,009 297,574 Stock-based compensation expense by function: Cost of revenue \$ 676 642 \$ 1,941 \$ 1,275 Selling and marketing expense 1,330 889 2,726 1,781 General and administrative expense 13,290 7,590 23,061 15,250 Product development expense 6,719 7,585 22,284 15,363		\$ 127,973	\$	132,500	\$	251,007	\$	232,236	
Diluted \$ 0.43 \$ 0.45 \$ 0.85 \$ 0.78 Basic shares outstanding 281,244 277,115 280,418 276,198 Diluted shares outstanding 295,884 296,996 296,009 297,574 Stock-based compensation expense by function: Cost of revenue \$ 676 642 1,941 1,275 Selling and marketing expense 1,330 889 2,726 1,781 General and administrative expense 13,290 7,590 23,061 15,250 Product development expense 6,719 7,585 22,284 15,363									
Basic shares outstanding 281,244 277,115 280,418 276,198 Diluted shares outstanding 295,884 296,996 296,009 297,574 Stock-based compensation expense by function: Cost of revenue \$ 676 642 \$ 1,941 \$ 1,275 Selling and marketing expense 1,330 889 2,726 1,781 General and administrative expense 13,290 7,590 23,061 15,250 Product development expense 6,719 7,585 22,284 15,363	Basic	\$ 0.46	\$	0.48	\$	0.90	\$	0.84	
Stock-based compensation expense by function: Stock-based compensation expense by function: Cost of revenue \$ 676 \$ 642 \$ 1,941 \$ 1,275 Selling and marketing expense 1,330 889 2,726 1,781 General and administrative expense 13,290 7,590 23,061 15,250 Product development expense 6,719 7,585 22,284 15,363	Diluted	\$ 0.43	\$	0.45	\$	0.85	\$	0.78	
Stock-based compensation expense by function: 295,884 296,996 296,009 297,574 Stock-based compensation expense by function: Cost of revenue \$ 676 \$ 642 \$ 1,941 \$ 1,275 Selling and marketing expense 1,330 889 2,726 1,781 General and administrative expense 13,290 7,590 23,061 15,250 Product development expense 6,719 7,585 22,284 15,363	Period constanting	201 244		277 115		200.410		27(100	
Stock-based compensation expense by function: Cost of revenue \$ 676 \$ 642 \$ 1,941 \$ 1,275 Selling and marketing expense 1,330 889 2,726 1,781 General and administrative expense 13,290 7,590 23,061 15,250 Product development expense 6,719 7,585 22,284 15,363	C	•				,		*	
Cost of revenue \$ 676 \$ 642 \$ 1,941 \$ 1,275 Selling and marketing expense 1,330 889 2,726 1,781 General and administrative expense 13,290 7,590 23,061 15,250 Product development expense 6,719 7,585 22,284 15,363	Diluted snares outstanding	295,884		296,996		296,009		297,574	
Cost of revenue \$ 676 \$ 642 \$ 1,941 \$ 1,275 Selling and marketing expense 1,330 889 2,726 1,781 General and administrative expense 13,290 7,590 23,061 15,250 Product development expense 6,719 7,585 22,284 15,363	Stock-based compensation expense by function:								
General and administrative expense 13,290 7,590 23,061 15,250 Product development expense 6,719 7,585 22,284 15,363		\$ 676	\$	642	\$	1,941	\$	1,275	
General and administrative expense 13,290 7,590 23,061 15,250 Product development expense 6,719 7,585 22,284 15,363		1,330		889		· · · · · · · · · · · · · · · · · · ·		1	
Product development expense 6,719 7,585 22,284 15,363				7,590					
				7,585					
		\$ 	\$		\$		\$	-	

MATCH GROUP CONSOLIDATED BALANCE SHEET

	J	ember 31, 2018		
		(In thousands)		
ASSETS	ф	266 274	Ф	106.047
Cash and cash equivalents	\$	266,374	\$	186,947
Accounts receivable, net		160,622		99,052
Other current assets		78,115		57,766
Total current assets		505,111		343,765
Right of use assets		46,879		_
Property and equipment, net		63,941		58,351
Goodwill		1,251,693		1,244,758
Intangible assets, net		237,005		237,640
Deferred income taxes		149,574		134,347
Long-term investments		9,076		9,076
Other non-current assets		22,492		25,124
TOTAL ASSETS	\$	2,285,771	\$	2,053,061
LIABILITIES AND SHAREHOLDERS' EQUITY				
LIABILITIES				
Accounts payable	\$	13,798	\$	9,528
Deferred revenue	-	225,657	-	209,935
Accrued expenses and other current liabilities		143,902		135,971
Total current liabilities	_	383,357		355,434
		,		,
Long-term debt, net		1,602,607		1,515,911
Income taxes payable		12,845		13,918
Deferred income taxes		20,285		20,174
Other long-term liabilities		55,726		21,760
		1.025		
Redeemable noncontrolling interest		1,035		
Commitment and contingencies				
SHAREHOLDERS' EQUITY				
Common stock		76		72
Class B convertible common stock		210		210
Additional paid-in capital		(146,116)		(57,575)
Retained earnings		704,785		453,778
Accumulated other comprehensive loss		(134,906)		(137,166)
Treasury stock		(214,312)		(133,455)
Total Match Group, Inc. shareholders' equity		209,737		125,864
Noncontrolling interests		179		
Total shareholders' equity		209,916		125,864
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$	2,285,771	\$	2,053,061

MATCH GROUP CONSOLIDATED STATEMENT OF CASH FLOWS

Net earnings \$ 251,002 \$ 231,036 Adjustments to reconcile net earnings to net cash provided by operating activities: 50,012 33,665 Stock-based compensation expense 50,012 33,665 Depreciation 16,028 16,544 Amortization of intangibles 823 475 Deferred income taxes (15,227) (13,812 Acquisition-related contingent consideration fair value adjustments — 216 Other adjustments, net (622 (622 Changes in assets and liabilities (622 (622 Accounts receivable (61,414) (9,154 Other assets (13,742) (26,099 Accounts payable and other liabilities (6,441) (9,154 Income taxes payable and receivable (6,441) (4,882 Deferred revenue 15,483 14,732 Net cash provided by operating activities 323,618 243,488 Cash flows from investing activities (20,720) (14,785 Net cash provided by operating activities (20,720) (14,785 Capital expenditures		Six Months Ended June 30,		
Cash flows from operating activities: Section 251,002 \$ 231,032 Adjustments to reconcile net earnings to net cash provided by operating activities: 50,012 33,666 Depreciation 16,028 16,546 Amortization of intangibles 823 475 Deferred income taxes (15,227) (13,812 Acquisition-related contingent consideration fair value adjustments 2,468 (622 Changes in assets and liabilities 2,468 (622 Accounts receivable (61,414) (9,154 Other assets (61,414) (9,154 Other assets (6,474) (8,982 Income taxes payable and other liabilities (6,474) 5,488 Income taxes payable and receivable (6,374) 5,488 Deferred revenue 15,483 14,732 Net cash provided by operating activities 232,618 243,488 Cash flows from investing activities (20,202) (14,785 Net cash provided by operating activities (20,720) (14,785 Cash flows from investing activities (20,720) (14,785		2019 2		
Net earnings \$ 251,002 \$ 231,036 Adjustments to reconcile net earnings to net cash provided by operating activities: 50,012 33,665 Stock-based compensation expense 50,012 33,665 Depreciation 16,028 16,544 Amortization of intangibles 823 475 Deferred income taxes (15,227) (13,812 Acquisition-related contingent consideration fair value adjustments — 216 Other adjustments, net (622 (622 Changes in assets and liabilities (622 (622 Accounts receivable (61,414) (9,154 Other assets (13,742) (26,099 Accounts payable and other liabilities (6,441) (9,154 Income taxes payable and receivable (6,441) (4,882 Deferred revenue 15,483 14,732 Net cash provided by operating activities 323,618 243,488 Cash flows from investing activities (20,720) (14,785 Net cash provided by operating activities (20,720) (14,785 Capital expenditures		(In tho	ısand	s)
Adjustments to reconcile net earnings to net cash provided by operating activities: Stock-based compensation expense Depreciation Depreciation 16,028 16,524 Amortization of intangibles Deferred income taxes Deferred income taxes Other adjustments, net Changes in assets and liabilities Accounts receivable Other assets (13,742) Other assets (13,742) Other assets (10,3742) Other assets Other accounts payable and other liabilities (10,3743) Other accounts payable and receivable Other, net Other, n	Cash flows from operating activities:			
Stock-based compensation expense 50,012 33,665 Depreciation 16,028 16,544 Amortization of intangibles 823 475 Deferred income taxes (15,227) (13,812 Acquisition-related contingent consideration fair value adjustments — 210 Other adjustments, net (61,414) (9,154 Changes in assets and liabilities (61,414) (9,154 Other assets (13,742) (26,099 Accounts receivable (6,441) (8,982 Income taxes payable and other liabilities (6,441) (8,982 Income taxes payable and receivable (6,374) 5,485 Deferred revenue 15,483 14,732 Net cash provided by operating activities 232,618 243,488 Cabrial expenditures (20,200) (14,788 Net cash flows from investing activities (20,720) (14,788 Purchases of investments (20,200) (14,788 Net cash used in investing activities (23,361) (16,611 Cash flows from financing activities (23,361) <td>Net earnings</td> <td>\$ 251,002</td> <td>\$</td> <td>231,036</td>	Net earnings	\$ 251,002	\$	231,036
Depreciation	Adjustments to reconcile net earnings to net cash provided by operating activities:			
Amortization of intangibles 823 479 Deferred income taxes (15,227) (13,812) Acquisition-related contingent consideration fair value adjustments — 210 Other adjustments, net 2,468 (622 Changes in assets and liabilities — 210 Accounts receivable (61,414) (9,154 Other assets (13,742) (26,099 Accounts payable and other liabilities (6,441) (8,982 Income taxes payable and receivable (6,374) 5,488 Deferred revenue (5,533) 14,332 Met cash provided by operating activities 232,618 234,348 Cash flows from investing activities (3,759) 1,136 Capital expenditures (20,720) (14,785 Purchases of investments (20,720) (14,785 Other, net 1,118 38 Net cash used in investing activities (23,361) (16,611 Cash flows from financing activities (23,361) (16,611 Cash flows from financing activities (300,000) —	Stock-based compensation expense	50,012		33,669
Deferred income taxes	Depreciation	16,028		16,546
Acquisition-related contingent consideration fair value adjustments — 210 Other adjustments, net 2,468 (622 Changes in assets and liabilities Counts receivable (61,414) (9,154 Other assets (13,742) (26,099 Accounts payable and other liabilities (6,431) 5,882 Income taxes payable and receivable (6,374) 5,882 Deferred revenue 15,483 14,732 Net cash provided by operating activities 232,618 243,488 Cash flows from investing activities (3,759) 1,136 Capital expenditures (20,720) (14,785 Purchases of investments (2,720) (14,785 Other, net 1,118 38 Net cash used in investing activities (23,361) (16,611 Cash flows from financing activities (23,361) (16,611 Cash flows from financing activities (23,361) (16,611 Cash flows from financing activities (30,000) — Principal payments on Credit Facility 40,000 — Principal	Amortization of intangibles	823		479
Other adjustments, net 2,468 (622 Changes in assets and liabilities Counts receivable (61,414) (9,154) Other assets (13,742) (26,099) Accounts payable and other liabilities (6,374) 5,488 Income taxes payable and receivable (6,374) 5,488 Deferred revenue 15,483 14,732 Net cash provided by operating activities 232,618 243,488 Cash flows from investing activities (3,759) 1,136 Capital expenditures (20,720) (14,785) Purchases of investments (7,20) (14,785) Other, net 1,118 38 Net cash used in investing activities (23,361) (16,611) Cash flows from financing activities (23,361) (16,611) Cash flows from financing activities (23,361) (16,611) Cash flows from financing activities (30,000) — Principal payments on Credit Facility 40,000 — Proceeds from Senior Notes offering 350,000 — Purchase of treasury stock	Deferred income taxes	(15,227)		(13,812
Changes in assets and liabilities Counts receivable (61,414) (9,154) Other assets (13,742) (26,099) Accounts payable and other liabilities (6,441) (8,982) Income taxes payable and receivable (6,374) 5,483 Deferred revenue 15,483 14,732 Net cash provided by operating activities 232,618 243,488 Cash flows from investing activities 232,618 243,488 Capital expenditures (20,720) (14,785) Purchases of investments (20,720) (14,785) Purchases of investments (23,361) (16,611) Cash flows from financing activities (30,000) — Principal payments on Credit Facility 40,000 — Principal payments on Credit Facility 300,000 — Purchase of ireasury stock (5,593) — <td< td=""><td>Acquisition-related contingent consideration fair value adjustments</td><td>_</td><td></td><td>210</td></td<>	Acquisition-related contingent consideration fair value adjustments	_		210
Accounts receivable (61,414) (9,154) Other assets (13,742) (26,099) Accounts payable and other liabilities (6,441) (8,982) Income taxes payable and receivable (6,374) 5,485 Deferred revenue 15,483 14,732 Net cash provided by operating activities 232,618 243,488 Cash flows from investing activities: We cash (used) acquired in business combinations (3,759) 1,136 Capital expenditures (20,720) (14,785) Purchases of investments — (3,000) Other, net 1,118 38 Net cash used in investing activities (23,361) (16,611) Cash flows from financing activities (23,361) (16,611) Cash flows from financing activities (300,000) — Principal payments on Credit Facility 40,000 — Principal payments on Credit Facility 300,000 — Proceeds from Senior Notes offering 350,000 — Debt issuance costs (5,593) — Purchase of treasury stock </td <td>Other adjustments, net</td> <td>2,468</td> <td></td> <td>(622)</td>	Other adjustments, net	2,468		(622)
Other assets (13,742) (26,099 Accounts payable and other liabilities (6,441) (8,982 Income taxes payable and receivable (6,374) 5,485 Deferred revenue 15,483 14,732 Net cash provided by operating activities 232,618 243,488 Cash flows from investing activities: *** Net cash (used) acquired in business combinations (3,759) 1,136 Capital expenditures (20,720) (14,785 Purchases of investments — (3,000 Other, net 1,118 38 Net cash used in investing activities (23,361) (16,611 Cash flows from financing activities (23,361) (16,611 Cash flows from financing activities (300,000) — Principal payments on Credit Facility 40,000 — Principal payments on Credit Facility 350,000 — Pocceds from Senior Notes offering 350,000 — Debt issuance costs (5,593) — Withholding taxes paid on behalf of employees on net settled stock-based awards (138	Changes in assets and liabilities			
Accounts payable and other liabilities (6,441) (8,982) Income taxes payable and receivable (6,374) 5,485 Deferred revenue 15,483 14,732 Net cash provided by operating activities 232,618 243,488 Cash flows from investing activities:	Accounts receivable	(61,414)		(9,154)
Income taxes payable and receivable (6,374) 5,485 Deferred revenue 15,483 14,732 Net cash provided by operating activities 232,618 243,488 Cash flows from investing activities: Secondary of the cash (used) acquired in business combinations (3,759) 1,136 Capital expenditures (20,720) (14,785 Purchases of investments — (3,000 Other, net 1,118 38 Net cash used in investing activities (23,361) (16,611 Cash flows from financing activities (23,361) (16,611 Cash flows from financing activities 40,000 — Principal payments on Credit Facility 40,000 — Principal payments on Credit Facility 300,000 — Proceeds from Senior Notes offering 350,000 — Debt issuance costs (5,593) — Withholding taxes paid on behalf of employees on net settled stock-based awards (138,465) (115,288 Purchase of treasury stock (76,086) (73,943 Acquisition-related contingent consideration payments	Other assets	(13,742)		(26,099)
Deferred revenue 15,483 14,732 Net cash provided by operating activities 232,618 243,488 Cash flows from investing activities: Section of the cash (used) acquired in business combinations (3,759) 1,136 Capital expenditures (20,720) (14,785 Purchases of investments — (3,000 Other, net 1,118 38 Net cash used in investing activities (23,361) (16,611 Cash flows from financing activities (300,000) — Principal payments on Credit Facility 40,000 — Principal payments on Credit Facility (300,000) — Principal payments on Senior Notes offering 350,000 — Debt issuance costs (5,593) — Withholding taxes paid on behalf of employees on net settled stock-based awards	Accounts payable and other liabilities	(6,441)		(8,982)
Net cash provided by operating activities 232,618 243,488 Cash flows from investing activities: Section of the provided in business combinations (3,759) 1,136 Capital expenditures (20,720) (14,785 Purchases of investments — (3,000) Other, net 1,118 38 Net cash used in investing activities (23,361) (16,611) Cash flows from financing activities (23,361) (16,611) Cash flows from financing activities (300,000) — Principal payments on Credit Facility (300,000) — Principal payments on Credit Facility (300,000) — Proceeds from Senior Notes offering 350,000 — Proceeds from Senior Notes offering 350,000 — Debt issuance costs (5,593) — Withholding taxes paid on behalf of employees on net settled stock-based awards (138,465) (115,288 Purchase of treasury stock (76,086) (73,943) Acquisition-related contingent consideration payments — (185 Other, net 27 <th< td=""><td>Income taxes payable and receivable</td><td>(6,374)</td><td></td><td>5,485</td></th<>	Income taxes payable and receivable	(6,374)		5,485
Cash flows from investing activities: Net cash (used) acquired in business combinations (3,759) 1,136 Capital expenditures (20,720) (14,785 Purchases of investments — (3,000 Other, net 1,118 38 Net cash used in investing activities (23,361) (16,611 Cash flows from financing activities: — Borrowings under the Credit Facility 40,000 — Principal payments on Credit Facility (300,000) — Proceeds from Senior Notes offering 350,000 — Debt issuance costs (5,593) — Withholding taxes paid on behalf of employees on net settled stock-based awards (138,465) (115,288 Purchase of treasury stock (76,086) (73,943 Acquisition-related contingent consideration payments — (185 Other, net 27 (616 Net cash used in financing activities (130,117) (190,032 Total cash provided by continuing operations 79,140 36,845 Effect of exchange rate changes on cash, cash equivalents, and restricte	Deferred revenue	15,483		14,732
Net cash (used) acquired in business combinations (3,759) 1,136 Capital expenditures (20,720) (14,785 Purchases of investments — (3,000 Other, net 1,118 38 Net cash used in investing activities (23,361) (16,611 Cash flows from financing activities (23,361) (16,611 Cash flows from financing activities — Borrowings under the Credit Facility 40,000 — Principal payments on Credit Facility (300,000) — Proceeds from Senior Notes offering 350,000 — Debt issuance costs (5,593) — Withholding taxes paid on behalf of employees on net settled stock-based awards (138,465) (115,288 Purchase of treasury stock (76,086) (73,943 Acquisition-related contingent consideration payments — (185 Other, net 27 (616 Net cash used in financing activities (130,117) (190,032 Total cash provided by continuing operations 79,140 36,845 Effect of exchange rate changes on	Net cash provided by operating activities	232,618		243,488
Capital expenditures (20,720) (14,785) Purchases of investments — (3,000) Other, net 1,118 38 Net cash used in investing activities (23,361) (16,611) Cash flows from financing activities: — Borrowings under the Credit Facility 40,000 — Principal payments on Credit Facility (300,000) — Proceeds from Senior Notes offering 350,000 — Debt issuance costs (5,593) — Withholding taxes paid on behalf of employees on net settled stock-based awards (138,465) (115,288) Purchase of treasury stock (76,086) (73,943) Acquisition-related contingent consideration payments — (185) Other, net 27 (616) Net cash used in financing activities (130,117) (190,032) Total cash provided by continuing operations 79,140 36,845 Effect of exchange rate changes on cash, cash equivalents, and restricted cash 79,364 37,134 Cash, cash equivalents, and restricted cash at beginning of period 187,140 272,761	Cash flows from investing activities:			
Purchases of investments — (3,000 or (3,000 or (3,361)) (16,611 or (3,361)) (16,612 or (3,361))	Net cash (used) acquired in business combinations	(3,759)		1,136
Other, net 1,118 38 Net cash used in investing activities (23,361) (16,611 Cash flows from financing activities: Secondary of the Credit Facility 40,000 — Principal payments on Credit Facility (300,000) — Proceeds from Senior Notes offering 350,000 — Debt issuance costs (5,593) — Withholding taxes paid on behalf of employees on net settled stock-based awards (138,465) (115,288 Purchase of treasury stock (76,086) (73,943 Acquisition-related contingent consideration payments — (185 Other, net 27 (616 Net cash used in financing activities (130,117) (190,032 Total cash provided by continuing operations 79,140 36,845 Effect of exchange rate changes on cash, cash equivalents, and restricted cash 224 289 Net increase in cash, cash equivalents, and restricted cash 79,364 37,134 Cash, cash equivalents, and restricted cash at beginning of period 187,140 272,761	Capital expenditures	(20,720)		(14,785)
Net cash used in investing activities(23,361)(16,611)Cash flows from financing activities:40,000—Borrowings under the Credit Facility(300,000)—Principal payments on Credit Facility(300,000)—Proceeds from Senior Notes offering350,000—Debt issuance costs(5,593)—Withholding taxes paid on behalf of employees on net settled stock-based awards(138,465)(115,288)Purchase of treasury stock(76,086)(73,943)Acquisition-related contingent consideration payments—(185)Other, net27(616)Net cash used in financing activities(130,117)(190,032)Total cash provided by continuing operations79,14036,845Effect of exchange rate changes on cash, cash equivalents, and restricted cash224289Net increase in cash, cash equivalents, and restricted cash79,36437,134Cash, cash equivalents, and restricted cash at beginning of period187,140272,761	Purchases of investments	_		(3,000
Cash flows from financing activities: Borrowings under the Credit Facility 40,000 — Principal payments on Credit Facility (300,000) — Proceeds from Senior Notes offering 350,000 — Debt issuance costs (5,593) — Withholding taxes paid on behalf of employees on net settled stock-based awards (138,465) (115,288 purchase of treasury stock (76,086) (73,943 purchase of treasury stock (130,117) (190,032 purchase of treasury stock (130,117) (Other, net	 1,118		38
Borrowings under the Credit Facility Principal payments on Credit Facility (300,000) Proceeds from Senior Notes offering 350,000 Debt issuance costs (5,593) Withholding taxes paid on behalf of employees on net settled stock-based awards Purchase of treasury stock (76,086) Acquisition-related contingent consideration payments Other, net Net cash used in financing activities (130,117) Total cash provided by continuing operations Effect of exchange rate changes on cash, cash equivalents, and restricted cash Cash, cash equivalents, and restricted cash at beginning of period 187,140 272,761	Net cash used in investing activities	(23,361)		(16,611)
Principal payments on Credit Facility Proceeds from Senior Notes offering Debt issuance costs (5,593) Withholding taxes paid on behalf of employees on net settled stock-based awards Purchase of treasury stock Purchase of treasury stock Acquisition-related contingent consideration payments Other, net Net cash used in financing activities Total cash provided by continuing operations Effect of exchange rate changes on cash, cash equivalents, and restricted cash Cash, cash equivalents, and restricted cash at beginning of period (300,000) (300,000) (300,000) (138,465) (115,288 (76,086) (73,943 (76,086) (76,086) (73,943 (76,086) (76	Cash flows from financing activities:			
Proceeds from Senior Notes offering Debt issuance costs (5,593) Withholding taxes paid on behalf of employees on net settled stock-based awards Purchase of treasury stock Acquisition-related contingent consideration payments Other, net Net cash used in financing activities Total cash provided by continuing operations Effect of exchange rate changes on cash, cash equivalents, and restricted cash Net increase in cash, cash equivalents, and restricted cash Cash, cash equivalents, and restricted cash at beginning of period 350,000 — 350,000 (115,288 (138,465) (176,086) (73,943 — (185 (187) (190,032 (19	Borrowings under the Credit Facility	40,000		_
Debt issuance costs (5,593) — Withholding taxes paid on behalf of employees on net settled stock-based awards (138,465) (115,288 Purchase of treasury stock (76,086) (73,943 Acquisition-related contingent consideration payments — (185 Other, net 27 (616 Net cash used in financing activities (130,117) (190,032 Total cash provided by continuing operations 79,140 36,845 Effect of exchange rate changes on cash, cash equivalents, and restricted cash 224 289 Net increase in cash, cash equivalents, and restricted cash 79,364 37,134 Cash, cash equivalents, and restricted cash at beginning of period 187,140 272,761	Principal payments on Credit Facility	(300,000)		_
Withholding taxes paid on behalf of employees on net settled stock-based awards Purchase of treasury stock Acquisition-related contingent consideration payments Other, net Net cash used in financing activities Total cash provided by continuing operations Effect of exchange rate changes on cash, cash equivalents, and restricted cash Net increase in cash, cash equivalents, and restricted cash Cash, cash equivalents, and restricted cash at beginning of period (138,465) (138,465) (138,465) (138,465) (138,465) (185,086) (187,086) (187,086) (187,086) (187,086) (187,086) (187,086) (187,086) (187,086) (187,086) (188,086) (18	Proceeds from Senior Notes offering	350,000		_
Purchase of treasury stock Acquisition-related contingent consideration payments Other, net Net cash used in financing activities (130,117) Total cash provided by continuing operations Effect of exchange rate changes on cash, cash equivalents, and restricted cash Net increase in cash, cash equivalents, and restricted cash Cash, cash equivalents, and restricted cash at beginning of period (73,943 (76,086) (73,943 (185 (185 (130,117) (190,032 (190	Debt issuance costs	(5,593)		_
Acquisition-related contingent consideration payments Other, net 27 (616 Net cash used in financing activities (130,117) (190,032 Total cash provided by continuing operations 79,140 36,845 Effect of exchange rate changes on cash, cash equivalents, and restricted cash 224 289 Net increase in cash, cash equivalents, and restricted cash 79,364 37,134 Cash, cash equivalents, and restricted cash at beginning of period 187,140 272,761	Withholding taxes paid on behalf of employees on net settled stock-based awards	(138,465)		(115,288)
Other, net27(616)Net cash used in financing activities(130,117)(190,032)Total cash provided by continuing operations79,14036,845Effect of exchange rate changes on cash, cash equivalents, and restricted cash224289Net increase in cash, cash equivalents, and restricted cash79,36437,134Cash, cash equivalents, and restricted cash at beginning of period187,140272,761	Purchase of treasury stock	(76,086)		(73,943)
Net cash used in financing activities(130,117)(190,032)Total cash provided by continuing operations79,14036,845Effect of exchange rate changes on cash, cash equivalents, and restricted cash224289Net increase in cash, cash equivalents, and restricted cash79,36437,134Cash, cash equivalents, and restricted cash at beginning of period187,140272,761	Acquisition-related contingent consideration payments	_		(185)
Total cash provided by continuing operations Effect of exchange rate changes on cash, cash equivalents, and restricted cash Net increase in cash, cash equivalents, and restricted cash Cash, cash equivalents, and restricted cash at beginning of period 187,140 272,761	Other, net	27		(616)
Effect of exchange rate changes on cash, cash equivalents, and restricted cash Net increase in cash, cash equivalents, and restricted cash Cash, cash equivalents, and restricted cash at beginning of period 187,140 272,761	Net cash used in financing activities	(130,117)		(190,032)
Net increase in cash, cash equivalents, and restricted cash79,36437,134Cash, cash equivalents, and restricted cash at beginning of period187,140272,761	Total cash provided by continuing operations	79,140		36,845
Cash, cash equivalents, and restricted cash at beginning of period 187,140 272,761	Effect of exchange rate changes on cash, cash equivalents, and restricted cash	224		289
Cash, cash equivalents, and restricted cash at beginning of period 187,140 272,761	Net increase in cash, cash equivalents, and restricted cash	79,364		37,134
	Cash, cash equivalents, and restricted cash at beginning of period	187,140		272,761
	Cash, cash equivalents, and restricted cash at end of period	\$ 266,504	\$	309,895

RECONCILIATIONS OF GAAP TO NON-GAAP MEASURES

MATCH GROUP RECONCILIATION OF NET EARNINGS TO ADJUSTED EBITDA

	 Three Months	d June 30,		Six Months E	nded June 30,		
	2019 2018			2019		2018	
	(Dollars in th				sands)		
Net earnings attributable to Match Group, Inc. shareholders	\$ 127,973	\$	132,500	\$	251,007	\$	232,236
Add back:							
Net loss attributable to noncontrolling interests	(5)		(1,142)		(5)		(1,200)
Income tax provision (benefit)	23,651		11,535		(4,129)		(937)
Other income, net	(2,538)		(11,004)		(1,050)		(3,783)
Interest expense	23,817		18,276		45,903		36,082
Operating Income	172,898		150,165		291,726		262,398
Stock-based compensation expense	22,015		16,706		50,012		33,669
Depreciation	8,197		8,399		16,028		16,546
Amortization of intangibles	412		237		823		479
Acquisition-related contingent consideration fair value adjustments	 _		54		_		210
Adjusted EBITDA	\$ 203,522	\$	175,561	\$	358,589	\$	313,302
Revenue	\$ 497,973	\$	421,196	\$	962,598	\$	828,563
Operating income margin	35%		36%		30%		32%
Adjusted EBITDA margin	41%		42%		37%		38%

MATCH GROUP RECONCILIATION OF OPERATING CASH FLOW FROM CONTINUING OPERATIONS TO FREE CASH FLOW

		Six Months Ended June 30,				
	2	2019	2018			
		(In thousands)				
Net cash provided by operating activities	\$	232,618 \$	243,488			
Capital expenditures		(20,720)	(14,785)			
Free Cash Flow	\$	211,898 \$	228,703			

MATCH GROUP RECONCILATION OF GAAP REVENUE TO NON-GAAP REVENUE, EXCLUDING FOREIGN EXCHANGE EFFECTS

(Dollars in thousands, except ARPU)	Three Months Ended June 30,						
		2019		Change	% Change		2018
Revenue, as reported	\$	497,973	\$	76,777	18%	\$	421,196
Foreign exchange effects		15,783					
Revenue Excluding Foreign Exchange Effects	\$	513,756	\$	92,560	22%	\$	421,196
(Change calculated using you neverted numbers)							
(Change calculated using non-rounded numbers) ARPU, as reported	\$	0.58			2%	\$	0.57
	Ф				270	Ф	0.57
Foreign exchange effects	•	0.02			50/	<u> </u>	0.57
ARPU, excluding foreign exchange effects	\$	0.60			5%	\$	0.57
International ARPU, as reported	\$	0.56			1%	\$	0.56
Foreign exchange effects	4	0.04			1,0	Ψ	0.00
International ARPU, excluding foreign exchange effects	\$	0.60			7%	\$	0.56
(Dollars in thousands, except ARPU)			S	ix Months Eı	nded June 30,		
(Dollars in thousands, except ARPU)		2019		ix Months Ei	nded June 30,		2018
(Dollars in thousands, except ARPU) Revenue, as reported	\$	2019 962,598				\$	
	\$			Change	% Change	\$	
Revenue, as reported	\$	962,598		Change	% Change	\$	
Revenue, as reported Foreign exchange effects	\$	962,598 33,792	\$	Change 134,035	% Change 16%		828,563
Revenue, as reported Foreign exchange effects Revenue Excluding Foreign Exchange Effects (Change calculated using non-rounded numbers)	\$	962,598 33,792 996,390	\$	Change 134,035	% Change 16% 20%	\$	828,563 828,563
Revenue, as reported Foreign exchange effects Revenue Excluding Foreign Exchange Effects (Change calculated using non-rounded numbers) ARPU, as reported	\$ \$ \$	962,598 33,792	\$	Change 134,035	% Change 16%		828,563
Revenue, as reported Foreign exchange effects Revenue Excluding Foreign Exchange Effects (Change calculated using non-rounded numbers)	\$	962,598 33,792 996,390	\$	Change 134,035	% Change 16% 20%	\$	828,563 828,563
Revenue, as reported Foreign exchange effects Revenue Excluding Foreign Exchange Effects (Change calculated using non-rounded numbers) ARPU, as reported	\$	962,598 33,792 996,390 0.58	\$	Change 134,035	% Change 16% 20%	\$	828,563 828,563
Revenue, as reported Foreign exchange effects Revenue Excluding Foreign Exchange Effects (Change calculated using non-rounded numbers) ARPU, as reported Foreign exchange effects ARPU, excluding foreign exchange effects	\$ \$ \$	962,598 33,792 996,390 0.58 0.02 0.60	\$	Change 134,035	% Change 16% 20%	\$ \$ \$	828,563 828,563 0.57 0.57
Revenue, as reported Foreign exchange effects Revenue Excluding Foreign Exchange Effects (Change calculated using non-rounded numbers) ARPU, as reported Foreign exchange effects ARPU, excluding foreign exchange effects International ARPU, as reported	\$	962,598 33,792 996,390 0.58 0.02 0.60	\$	Change 134,035	% Change 16% 20%	\$	828,563 828,563 0.57
Revenue, as reported Foreign exchange effects Revenue Excluding Foreign Exchange Effects (Change calculated using non-rounded numbers) ARPU, as reported Foreign exchange effects ARPU, excluding foreign exchange effects	\$ \$ \$	962,598 33,792 996,390 0.58 0.02 0.60	\$	Change 134,035	% Change 16% 20%	\$ \$ \$	828,563 828,563 0.57 0.57

DILUTIVE SECURITIES

Match Group has various tranches of dilutive securities. The table below details these securities and their potentially dilutive impact (shares in millions; rounding differences may occur).

	8/2/2019
Share Price	\$75.19
Absolute Shares	281.0
Vested Options and Awards	
Match Group Options	2.6
IAC Equity Awards	0.3
Total Dilution - Vested Options and Awards	2.8
Unvested Options and Awards	
Match Group Options	6.1
Match Group RSUs	1.4
IAC Equity Awards	0.1
Total Dilution - Unvested Options and Awards	7.5
Total Dilution	10.4
% Dilution	3.6%
Total Diluted Shares Outstanding	291.3

The dilutive securities presentation in the above table is calculated using the methods and assumptions described below; these are different from GAAP dilution, which is calculated based on the treasury stock method.

Options — The table above assumes the option exercise price and the estimated income tax benefit from the tax deduction received upon the exercise of options (both vested and unvested awards) is used to repurchase Match Group shares.

Match Group is currently net settling all exercised options net of both the exercise price and employee withholding taxes. If the table above assumed options were also net settled for employee withholding taxes at a 50% withholding rate, the dilution shown above would be reduced by 1.7 million and 3.9 million shares for vested and unvested options, respectively, and the withholding taxes paid by the Company on behalf of the employees would be \$125.5 million and \$294.6 million for vested and unvested options, respectively.

RSUs — The table above assumes RSUs are settled net of withholding taxes, as is our practice, and the dilutive effect is presented as the net number of shares that would be issued upon vesting assuming a withholding tax rate of 50%. Withholding taxes paid by the Company on behalf of the employees upon vesting would have been \$189.1 million, assuming the stock price in the table above and a 50% withholding rate. The table above also assumes the estimated income tax benefit from the tax deduction received upon the vesting of Match Group RSUs is used to repurchase Match Group shares.

IAC Equity Awards — IAC Equity awards represent options and market-based restricted stock units denominated in the shares of IAC that have been issued to employees of Match Group. Upon the exercise or vesting of IAC Equity awards, IAC will settle the awards with shares of IAC, and Match Group will issue additional shares of Match Group to IAC as reimbursement. The table above assumes the estimated income tax benefit from the tax deduction received upon the exercise or vesting of IAC denominated equity awards is used to repurchase Match Group shares.

PRINCIPLES OF FINANCIAL REPORTING

Match Group reports Adjusted EBITDA, Adjusted EBITDA Margin, Free Cash Flow, and Revenue Excluding Foreign Exchange Effects, all of which are supplemental measures to U.S. generally accepted accounting principles ("GAAP"). The Adjusted EBITDA, Adjusted EBITDA Margin, and Free Cash Flow measures are among the primary metrics by which we evaluate the performance of our business, on which our internal budget is based and by which management is compensated. Revenue Excluding Foreign Exchange Effects provides a comparable framework for assessing how our business performed without the effect of exchange rate differences when compared to prior periods. We believe that investors should have access to, and we are obligated to provide, the same set of tools that we use in analyzing our results. These non-GAAP measures should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for or superior to GAAP results. Match Group endeavors to compensate for the limitations of the non-GAAP measures presented by providing the comparable GAAP measures with equal or greater prominence and descriptions of the reconciling items, including quantifying such items, to derive the non-GAAP measures. We encourage investors to examine the reconciling adjustments, which we describe below, between the GAAP and non-GAAP measures. Interim results are not necessarily indicative of the results that may be expected for a full year.

Definitions of Non-GAAP Measures

Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization (Adjusted EBITDA) is defined as operating income excluding: (1) stock-based compensation expense; (2) depreciation; and (3) acquisition-related items consisting of (i) amortization of intangible assets and impairments of goodwill and intangible assets, if applicable, and (ii) gains and losses recognized on changes in the fair value of contingent consideration arrangements. We believe Adjusted EBITDA is useful for analysts and investors as this measure allows a more meaningful comparison between our performance and that of our competitors. The above items are excluded from our Adjusted EBITDA measure because they are non-cash in nature. Adjusted EBITDA has certain limitations because it excludes certain expenses.

Adjusted EBITDA Margin is defined as Adjusted EBITDA divided by revenues. We believe Adjusted EBITDA margin is useful for analysts and investors as this measure allows a more meaningful comparison between our performance and that of our competitors. Adjusted EBITDA margin has certain limitations in that it does not take into account the impact to our consolidated statement of operations of certain expenses.

<u>Free Cash Flow</u> is defined as net cash provided by operating activities from continuing operations, less capital expenditures. We believe Free Cash Flow is useful to investors because it represents the cash that our operating businesses generate, before taking into account non-operational cash movements. Free Cash Flow has certain limitations in that it does not represent the total increase or decrease in the cash balance for the period, nor does it represent the residual cash flow for discretionary expenditures. Therefore, we think it is important to evaluate Free Cash Flow along with our consolidated statement of cash flows.

We look at Free Cash Flow as a measure of the strength and performance of our businesses, not for valuation purposes. In our view, applying "multiples" to Free Cash Flow is inappropriate because it is subject to timing, seasonality and one-time events. We manage our business for cash and we think it is of utmost importance to maximize cash – but our primary valuation metric is Adjusted EBITDA.

Revenue Excluding Foreign Exchange Effects is calculated by translating current period revenues using prior period exchange rates. The percentage change in Revenue Excluding Foreign Exchange Effects is calculated by determining the change in current period revenues over prior period revenues where current period revenues are translated using prior period exchange rates. We believe the impact of foreign exchange rates on Match Group, due to its global reach, may be an important factor in understanding period over period comparisons if movement in rates is significant. Since our results are reported in U.S. dollars, international revenues are favorably impacted as the U.S. dollar weakens relative to other foreign currencies, and unfavorably impacted as the U.S dollar strengthens relative to other foreign currencies. We believe the presentation of revenue excluding foreign exchange effects in

addition to reported revenue helps improve the ability to understand Match Group's performance because it excludes the impact of foreign currency volatility that is not indicative of Match Group's core operating results.

Non-Cash Expenses That Are Excluded From Our Non-GAAP Measures

Stock-based compensation expense consists principally of expense associated with the grants of stock options, RSUs, performance-based RSUs and market-based awards. These expenses are not paid in cash, and we include the related shares in our fully diluted shares outstanding using the treasury stock method. Performance-based RSUs and market-based awards are included only to the extent the applicable performance or market condition(s) have been met (assuming the end of the reporting period is the end of the contingency period). To the extent stock-based awards are settled on a net basis, the Company remits the required tax-withholding amounts from its current funds.

<u>Depreciation</u> is a non-cash expense relating to our property and equipment and is computed using the straight-line method to allocate the cost of depreciable assets to operations over their estimated useful lives, or, in the case of leasehold improvements, the lease term, if shorter.

Amortization of intangible assets and impairments of goodwill and intangible assets are non-cash expenses related primarily to acquisitions. At the time of an acquisition, the identifiable definite-lived intangible assets of the acquired company, such as customer lists, trade names and technology, are valued and amortized over their estimated lives. Value is also assigned to acquired indefinite-lived intangible assets, which comprise trade names and trademarks, and goodwill that are not subject to amortization. An impairment is recorded when the carrying value of an intangible asset or goodwill exceeds its fair value. We believe that intangible assets represent costs incurred by the acquired company to build value prior to acquisition and the related amortization and impairment charges of intangible assets or goodwill, if applicable, are not ongoing costs of doing business.

Gains and losses recognized on changes in the fair value of contingent consideration arrangements are accounting adjustments to report contingent consideration liabilities at fair value. These adjustments can be highly variable and are excluded from our assessment of performance because they are considered non-operational in nature and, therefore, are not indicative of current or future performance or the ongoing cost of doing business.

DEFINITIONS

Direct Revenue - is revenue that is received directly from end users of our products and includes both subscription and à la carte revenue.

Indirect Revenue - is revenue that is not received directly from end users of our products, substantially all of which is advertising revenue.

Subscribers - are users who purchase a subscription to one of our products. Users who purchase only à la carte features are not included in Subscribers.

Average Subscribers - is the number of Subscribers at the end of each day in the relevant measurement period divided by the number of calendar days in that period.

Average Revenue per Subscriber ("ARPU") - is Direct Revenue from Subscribers in the relevant measurement period (whether in the form of subscription or à la carte) divided by the Average Subscribers in such period and further divided by the number of calendar days in such period. Direct Revenue from users who are not Subscribers and have purchased only à la carte features is not included in ARPU.

Leverage on a gross basis - is calculated as principal debt balance divided by Adjusted EBITDA for the period referenced.

Leverage on a net basis - is calculated as principal debt balance less cash divided by Adjusted EBITDA for the period referenced.

OTHER INFORMATION

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

This press release and our conference call, which will be held at 8:30 a.m. Eastern Time on August 7, 2019, may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The use of words such as "anticipates," "estimates," "expects," "plans" and "believes," among others, generally identify forward-looking statements. These forward-looking statements include, among others, statements relating to: Match Group's future financial performance, Match Group's business prospects and strategy, anticipated trends and other similar matters. These forward-looking statements are based on management's current expectations and assumptions about future events, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Actual results could differ materially from those contained in these forward-looking statements for a variety of reasons, including, among others: competition, our ability to maintain user rates on our higher monetizing dating products, our ability to attract users to our dating products through cost-effective marketing and related efforts, foreign currency exchange rate fluctuations, our ability to distribute our dating products through third parties and offset related fees, the integrity and scalability of our systems and infrastructure (and those of third parties) and our ability to adapt ours to changes in a timely and cost-effective manner, our ability to protect our systems from cyberattacks and to protect personal and confidential user information, risks relating to certain of our international operations and acquisitions and certain risks relating to our relationship with IAC/ InterActiveCorp, among other risks. Certain of these and other risks and uncertainties are discussed in Match Group's filings with the Securities and Exchange Commission. Other unknown or unpredictable factors that could also adversely affect Match Group's business, financial condition and results of operations may arise from time to time. In light of these risks and uncertainties, these forward-looking statements may not prove to be accurate. Accordingly, you should not place undue reliance on these forward-looking statements, which only reflect the views of Match Group management as of the date of this press release. Match Group does not undertake to update these forward-looking statements.

About Match Group

Match Group (NASDAQ: MTCH) is a leading provider of dating products available in over 40 languages to our users all over the world. Our portfolio of brands includes Tinder[®], Match[®], PlentyOfFish[®], Meetic[®], OkCupid[®], OurTime[®], PairsTM, and Hinge[®], as well as a number of other brands, each designed to increase our users' likelihood of finding a meaningful connection. Through our portfolio of trusted brands, we provide tailored products to meet the varying preferences of our users.

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