

**Match.com Foreign Holdings Limited**

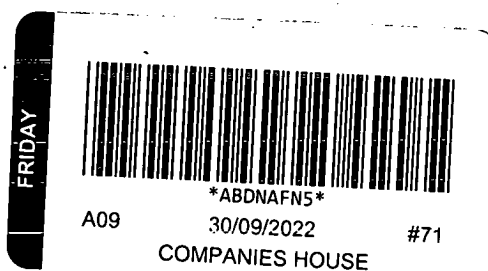
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Registered No. 08571376

## **Match.com Foreign Holdings Limited**

### **Strategic Report, Directors' Report and Financial Statements**

Year ended 31 December 2021



## Contents of the Financial Statements

for the year ended 31 December 2021

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Match.com Foreign Holdings Limited

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## Company information

### Directors

P Eigenmann

J Sine

### Auditors

Ernst & Young LLP

1 More London Place

London SE1 2AF

### Bankers

JP Morgan

125 London Wall

London EC2Y 5AJ

### Solicitors

Eversheds

1 Royal Standard Place

Nottingham NG1 6FZ

### Registered Office

C/O Skadden

40 Bank Street

Canary Wharf

London E14 5DS

## Match.com Foreign Holdings Limited

### Strategic report

#### Principal activities

The principal activity of the company is that of a holding and investment company. The directors expect it to continue as such in the future.

#### Review of the business

In January 2021, the Company received a dividend of USD \$15,000,000 from Match.com Foreign Holdings II ("MFH II"). Immediately thereafter, the Company declared a dividend of USD \$15,000,000 to its direct parent company, Mojo Acquisition ("Mojo").

In March 2021, the Company received a dividend from MFH II in the form of the entire issued share capital of MTCH Technology Services Limited. Immediately thereafter, the Company declared a dividend of the entire issued share capital of MTCH Technology Services Limited to its direct parent company, Mojo.

In May 2021, the Company received a dividend of USD \$23,298,308 from MFH II. Immediately thereafter, the Company declared a dividend of USD \$23,298,308 to its direct parent company, Mojo.

Other than noted above, there have not been any significant changes in the company's principal activities in the period under review and the directors expect this to continue in the future.

The key financial and other performance indicators during the year were as follows:

	2021	2020	Change %
	(in \$000s)		
Operating profit on ordinary activities before taxation	\$ 29,214	\$ 51,754	-44%
Interest payable and similar charges	\$ 8,990	\$ 9,185	-2%
Investment income	\$ 38,298	\$ 52,832	-28%

The profit for the year, before taxation, amounts to \$29,214,000 (2020 - \$51,754,000). The decrease in profit is primarily attributable to a decrease in dividend income in 2021 compared to 2020 and non-recurring other income recognised in 2020 related to the cancellation of an intercompany loan with Meetic S.A.S.

#### Principal risks and uncertainties

As a parent undertaking the principal risk related to reliance on its profitable subsidiaries, which operate in a competitive market. Each subsidiary manages this risk by its ability to attract users to their websites and applications, and ultimately to convert these registered users to subscribing members. This is contingent on the effectiveness of on-line and off-line advertising, the quality of the their websites and applications, and their ability to maintain productive relationships with affiliate networks. No assurances can be provided that the subsidiaries will continue to be able to effectively attract registered users to their websites and convert such registered users to subscribing members. Failure to do so would adversely affect the Company's business, financial condition and results of operations. The subsidiaries manage this risk by monitoring site performance on an ongoing basis, providing a range of value added services to its subscribers and providing excellent customer service.

## Match.com Foreign Holdings Limited

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### Strategic report (continued)

#### Financial risk management

The Company's activities expose it to liquidity risk. The use of financial derivatives is governed by the Company's policies approved by the board of directors. The Company does not use derivative financial instruments for speculative purposes. In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Company obtains loans from the group undertakings. In addition, the Company aims to mitigate the risks associated with its liquidity by managing cash generation by its subsidiary operations and cash collection targets to ensure sufficient cash flows are available for repayment of liabilities when they become due.

#### Impacts of Brexit

The Company has considered any risks arising as a result of the UK's departure from the European Union ("EU"). The UK left the EU on 31 January 2020, signing the EU-UK Trade Co-operation Agreement on 30 December 2020. The free trade deal between the UK and the EU came into force on 1 January 2021. The Company has not seen any impacts nor does it expect any in the future regarding the UK's departure from the EU.

#### Impacts of the Coronavirus

In January 2020, an outbreak of a new strain of Coronavirus, COVID-19, was identified. The virus spread globally and the World Health Organisation (WHO) declared COVID-19 a pandemic on 11 March 2020. Governments around the world, including the United Kingdom government, imposed restrictions during this time to reduce the risk of further spread of the disease including closing borders, ordering home quarantine, and cancelling public events. Some of these measures were relaxed in certain parts of the world throughout 2020 and even more so into 2021, and in 2022 the majority of the restrictions have been fully relaxed. However, if some of these measures were to be reinstituted in the event of repeat waves of the virus, these restrictions would likely have an adverse impact on global economic conditions and consumer confidence and spending and could affect the demands, or users ability to pay for our products and services. Management continue to monitor the impact of COVID-19 on the business. At Match Group, Inc., despite an initial reduction in users' engagement at the onset of the pandemic, as people became adjusted to the new social restrictions, user engagement increased as did the users' propensity to pay, resulting in continued revenue growth in the overall business.

The business was able to continue to operate despite office closures, with the employees working from home, with limited disruptions due to the utilization of technology platforms in place prior to the pandemic.

#### Climate risk

The Company has considered the potential impacts of climate change; however, has not identified specific impacts to the business of the Company.

#### Impacts of the ongoing Ukrainian-Russia conflict

In February 2022, Russia invaded Ukraine resulting in an armed conflict that continues today. The Company has not seen any impacts from the conflict on its operations and does not expect any future impacts due to this ongoing conflict. The Company will continue to monitor its operations for impacts arising from the Ukrainian-Russia conflict.

#### Impacts of inflation from energy prices

As a result of the Ukrainian-Russia conflict, deliveries of natural gas to the United Kingdom and European Union have been reduced resulting in increasing energy prices across the region. These increases in energy costs have led to increased inflation for many goods and supplies. The impact on the Company has been generally limited to the resulting increase in cost for many items in 2022. The Company will continue to monitor the impacts from the increased prices.

Match.com Foreign Holdings Limited

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## Strategic report (continued)

### Cyber risk

The Company is exposed to the risk of cyberattacks through its investments in operating companies. Our operating companies receive, process, store, and transmit a significant amount of personal user and other confidential or sensitive information, including credit card information and user-to-user communications, and enable their users to share their personal information with each other. In some cases, our operating companies engage third party service providers to store this information. These operating companies are regularly under attack by perpetrators of random or targeted malicious technology-related events, such as cyberattacks, computer viruses, worms, bot attacks or other destructive or disruptive software, distributed denial of service attacks and attempts to misappropriate customer information, including personal user data, credit card information and account login credentials. Our operating companies have invested (and continue to invest) in the protection of their systems and infrastructure, in related personnel and training and in employing a data minimization strategy, where appropriate, there can be no assurance that our operating companies' efforts will prevent significant breaches in their systems or other such events from occurring. The impact of cyber or similar attacks experienced by third parties who provide services to our operating companies or otherwise process data on our operating companies' behalf could have a similar effect on us.

### ON BEHALF OF THE BOARD:

DocuSigned by:

*Phil Eigenmann*

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P. Eigenmann

Director

Date: 26 September 2022

## Match.com Foreign Holdings Limited

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### Directors' report

The directors present their report with the audited financial statements for the year ended 31 December 2021.

#### Results and dividends

The net profit for the year after taxation amounted to \$29,214,000 (2020 - profit of \$51,754,000). The Company distributed interim dividends during 2021 and 2020 of \$38.3 million and \$53.3 million, respectively, to its parent company, Mojo Acquisition Corp.

#### Directors and their interests

The current directors are shown on page 1.

#### Going concern

The ultimate parent company, Match Group, Inc. has agreed to provide continued support to the Company for the foreseeable future to meet its obligations as and when they fall due, for a period of twelve months from the date of approval of the balance sheet, to the extent that the company is unable to meet its liabilities.

Match Group, Inc. released its Q2 2022 results on 2 August 2022, which included increases in revenue and adjusted operating income over the comparable prior year period and cash on hand of approximately \$464 million. Additionally, total revenue and adjusted operating income for 2022 were forecasted at more than \$3 billion and more than \$900 million, respectively. Based on this information and on enquiries, the Directors believe that the Ultimate parent company, Match Group, Inc. has the ability to provide financial support to the Company for the foreseeable future.

#### Auditors

In accordance with section 485 of the Companies Act 2006, a resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

#### ON BEHALF OF THE BOARD:

DocuSigned by:

*Phil Eigenmann*

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P. Eigenmann

Director

Date: 26 September 2022

**Match.com Foreign Holdings Limited**

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## **Statement of directors' responsibilities**

The directors are responsible for preparing the Strategic report, the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including FRS 101. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **Statement as to disclosure of information to auditors**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.



## **Independent auditors' report**

**to the members of Match.com Foreign Holdings Limited**

### **Opinion**

We have audited the financial statements of Match.com Foreign Holdings Limited for the year ended 31 December 2021 which comprise the Income Statement, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of twelve months from the date of approval of the balance sheet.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

## **Independent auditors' report (continued)**

**to the members of Match.com Foreign Holdings Limited**

### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

### ***Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud***

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are United Kingdom Accounting Standards, FRS 101 "Reduced Disclosure Framework", Companies Act 2006, Data Protection

## Independent auditors' report (continued)

to the members of Match.com Foreign Holdings Limited

Act 1998, Proceeds of Crime Act 2002, Money Laundering Regulations 2003, UK Bribery Act, UK Tax Regulation and Health and safety regulations.

- We understood how the company is complying with those frameworks by holding enquiries with management and those responsible for legal and compliance procedures. We corroborated our enquiries through our review of board minutes, as well as consideration of the results of our audit procedures and noted that there was no contradictory evidence. We identified management's attitude and tone from the top to embed a culture of honesty and ethical values whereby a strong emphasis is placed on fraud prevention which may reduce opportunities for fraud to take place. We further understood the adoption of accounting standards and determined the compliance with the above laws with management.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by understanding the business processes, obtaining and reading internal policies, holding enquiries of management as to any fraud risk framework within the entity.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved
  - Enquiry of management as to any fraud risk framework within the entity.
  - Enquiry of management around actual and potential litigation and claims.
  - Auditing the risk of management override of controls, including performing analytical procedures.
  - Evaluating the business rationale of significant transactions outside the normal course of business.
  - Challenging judgements made by management. This included corroborating the inputs and considering contradicting evidence.
  - Reading financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

### Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Stuart Darrington (Senior Statutory Auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
1 More London Place  
London  
SE1 2AF  
29 September 2022

## Match.com Foreign Holdings Limited

### Income statement

for the year ended 31 December 2021

	Notes	31 Dec 2021	31 Dec 2020
<i>(in \$000s)</i>			
Turnover		\$ —	\$ —
Administrative expenses		(91)	(82)
Other operating (expense)/income		(3)	339
Operating (loss) profit		(94)	257
Income from shares in group undertakings	4	38,298	52,832
Interest payable and similar charges	5	(8,990)	(9,185)
Other income	6	—	7,850
Operating profit on ordinary activities before taxation	7	29,214	51,754
Tax on profit on ordinary activities	8	—	—
Profit for the financial year		\$ 29,214	\$ 51,754

*All amounts relate to continuing operations.*

**Match.com Foreign Holdings Limited**

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**Other comprehensive income**

for the year ended 31 December 2021

	Notes	31 Dec 2021	31 Dec 2020
		<i>(in \$000s)</i>	
Profit for the financial year		\$ 29,214	\$ 51,754
Other comprehensive income		—	—
Total comprehensive income for the year		\$ 29,214	\$ 51,754

## Match.com Foreign Holdings Limited

Registered No. 08571376

**Balance sheet**

at 31 December 2021

	Notes	31 Dec 2021	31 Dec 2020
(in \$000s)			
<b>Fixed Assets</b>			
Investments	9	\$ 964,736	\$ 964,736
<b>Current Assets</b>			
Debtors	10	183	13
Cash at bank		340	37
		523	50
<b>Creditors</b>			
Amounts falling due within one year	11	3,772	3,181
<b>Net Current Liabilities</b>		(3,249)	(3,131)
<b>Total Assets Less Current Liabilities</b>		961,487	961,605
<b>Creditors</b>			
Amounts falling due after more than one year	12	188,065	179,099
<b>Net Assets</b>		\$ 773,422	\$ 782,506
<b>Capital and Reserves</b>			
Called up share capital	13	\$ 137,377	\$ 137,377
Share premium	13	608,140	608,140
Capital contribution reserve	14	11	11
Retained earnings	14	27,894	36,978
<b>Total Equity</b>		\$ 773,422	\$ 782,506

The financial statements were approved by the Board of Directors on 26 September 2022 and were signed on its behalf by:

DocuSigned by:

Phil Eigenmann

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P. Eigenmann

Director

## Match.com Foreign Holdings Limited

Registered No. 08571376

**Statement of changes in equity**

at 31 December 2021

	Called up share capital	Share premium	Capital contribution reserve	Retained earnings	Total equity
	<i>(in \$000s)</i>				
<b>Balance at 1 January 2020</b>	<b>\$137,377</b>	<b>\$608,140</b>	<b>\$ 11</b>	<b>\$ 38,556</b>	<b>\$784,084</b>
<b>Changes in equity</b>					
Dividends	—	—	—	(53,332)	(53,332)
Total comprehensive income	—	—	—	51,754	51,754
<b>Balance at 31 December 2020</b>	<b>137,377</b>	<b>608,140</b>	<b>11</b>	<b>36,978</b>	<b>782,506</b>
<b>Changes in equity</b>					
Dividends	—	—	—	(38,298)	(38,298)
Total comprehensive income	—	—	—	29,214	29,214
<b>Balance at 31 December 2021</b>	<b>\$137,377</b>	<b>\$608,140</b>	<b>\$ 11</b>	<b>\$ 27,894</b>	<b>\$773,422</b>

Match.com Foreign Holdings Limited

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## Notes to the financial statements

for the year ended 31 December 2021

### 1. Authorisation of Financial Statements and Compliance

The financial statements of Match.com Foreign Holdings Limited (the "Company") for the year ended 31 December 2021 were authorised for issue by the board of directors on 26 September 2022 and the balance sheet was signed on the board's behalf by P. Eigenmann. Match.com Foreign Holdings Limited is incorporated and domiciled in the United Kingdom.

### 2. Accounting policies

#### Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 ("FRS 101") "Reduced Disclosure Framework" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The financial statements have been prepared on the going concern basis and in accordance with applications accounting standards in the United Kingdom and under historical cost accounting rules. The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement;
- the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
  - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D and 111 of IAS 1 Presentation of Financial Statements;
- the requirements of paragraphs 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group;
- the requirements of paragraphs 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairments of Assets.

The Company is exempt by virtue of S400 of the Companies Act 2006 from the requirement to prepare group accounts as the Company is included in the consolidated accounts of a larger group headed by Match Group, Inc., the ultimate parent undertaking established under the law of America. These financial statements present information about the Company as an individual undertaking and not about its group.

As the Company is a wholly owned subsidiary of Mojo Acquisitions Corp, the Company has taken advantage of the exemption contained in Financial Reporting Standards 101 and has therefore not disclosed transactions on balances which form part of the group.



**Match.com Foreign Holdings Limited**

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## **Notes to the financial statements**

**for the year ended 31 December 2021**

### **2. Accounting policies (continued)**

#### **Going concern**

The ultimate parent company, Match Group, Inc. has agreed to provide continued support to the Company for the foreseeable future to meet its obligations as and when they fall due, for a period of twelve months from the date of approval of the balance sheet, to the extent that the company is unable to meet its liabilities.

Match Group, Inc. released its Q2 2022 results on 2 August 2022, which included increases in revenue and adjusted operating income over the comparable prior year period and cash on hand of approximately \$464 million. Additionally, total revenue and adjusted operating income for 2022 were forecasted at more than \$3 billion and more than \$900 million, respectively. Based on this information and on enquiries, the Directors believe that the Ultimate parent company, Match Group, Inc. has the ability to provide financial support to the Company for the foreseeable future.

#### **Taxation**

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules enacted or substantially enacted by the balance sheet date.

The charge for tax is based on the profit and loss for the year and takes into account taxation deferred because of timing differences between the treatment for reporting purposes and tax purposes.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more tax, or a right to pay less or to receive more tax, with the following exceptions:

- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable profits from which the future reversal of the underlying timing differences can be deducted.
- Deferred tax is measured on an undiscounted basis at the rates and laws enacted or substantively enacted at the balance sheet date.

#### **Foreign currency transaction**

The directors of the Company regard the US dollar as the functional currency of the Company. The majority of the Company's revenue and expenditure is carried out in US dollars. Therefore, the financial statements are presented in US dollars.

Transactions denominated in foreign currencies are translated in to US dollars and recorded at the actual rate of exchange during the year. Monetary assets and liabilities denominated in foreign currencies are translated into US dollars at the rate of exchange ruling at the balance sheet date (2021 - \$1.00 = £0.7390, 2020 - \$1.00 = £0.7375). Exchange gains or losses are included in the profit and loss account.

#### **Investments**

Fixed asset investments are stated at cost less provision for impairments in value. The carrying values of investments are reviewed for impairment when events indicate the carry value may not be recoverable.

#### **Management assumptions**

In preparing the financial statements, there are no significant management assumptions above or beyond items previously disclosed above.

## Match.com Foreign Holdings Limited

**Notes to the financial statements**

for the year ended 31 December 2021

**3. Employees and Directors**

There were no staff costs for the year ended 31 December 2021 nor for the year ended 31 December 2020.

The directors' remuneration for the years ended 31 December 2021 and 31 December 2020 was borne and paid for by a fellow group undertaking. It is impractical to determine the share of remuneration attributable to their services as a director of Match.com Foreign Holdings Limited.

**4. Income from Shares in Group Undertakings**

	31 Dec 2021	31 Dec 2020
	(in \$000s)	
Income from shares in group undertakings	\$ 38,298	\$ 52,832

**5. Interest Payable and Similar Charges**

	31 Dec 2021	31 Dec 2020
	(in \$000s)	
Interest payable	\$ 8,990	\$ 9,185

**6. Other Income**

	31 Dec 2021	31 Dec 2020
	(in \$000s)	
Income from cancellation of intercompany loan payable	\$ —	\$ 7,850

**7. Profit before Taxation**

The profit before taxation is stated after charging:

	31 Dec 2021	31 Dec 2020
	(in \$000s)	
Auditor's remuneration - audit services	27	45

## Match.com Foreign Holdings Limited

**Notes to the financial statements**

for the year ended 31 December 2021

**8. Taxation****Analysis of tax expense**

No liability to UK corporation tax arose on ordinary activities for the year ended 31 December 2021 nor for the year ended 31 December 2020.

**Factors affecting the tax expense**

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	31 Dec 2021	31 Dec 2020
	(in \$000s)	
Profit on ordinary activities before income tax	\$ 29,214	\$ 51,754
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19.00% (2020 - 19.00%)	\$ 5,551	\$ 9,833
Effects of:		
Group relief surrendered	—	—
Income not taxable for UK corporation tax purposes	(7,277)	(10,038)
Amounts not recognised	1,726	205
Tax expense	\$ —	\$ —

**Deferred tax**

	31 Dec 2021	31 Dec 2020
	(in \$000s)	
Deferred tax asset:		
Losses	(1,931)	(205)
	(1,931)	(205)
Valuation allowance	1,931	205
Net deferred tax asset	—	—

The Company has \$1,931,000 (2020: \$205,000) in relation to unrecognised deferred tax assets. The directors believe that the Company will not be sufficiently profitable in the future to recognise these amounts, and as such, do not believe they meet the recognition criteria of an asset. The directors will continue to review the future profitability of the Company and will recognise these assets if they believe the Company can generate sufficient future profits in order to benefit from them.

## Match.com Foreign Holdings Limited

## Notes to the financial statements

for the year ended 31 December 2021

## 9. Investments

	Shares in group undertakings
	(in \$000s)
<b>Cost</b>	
At 1 January 2021 and 31 December 2021	\$ 1,314,456
<b>Impairment</b>	
At 1 January 2021 and 31 December 2021	\$ (349,720)
<b>Net book value</b>	
At 1 January 2021 and 31 December 2021	\$ 964,736

The Company's investments at the Balance Sheet date in the share capital of companies include the following:

Company	Country of Incorporation	Principal Activity	Share Capital	Interest
Match.com Foreign Holdings II Ltd.	UK	Holding company	Ordinary shares and preferred shares	100% direct
Match Group Europe Ltd.	UK	Online dating	Ordinary shares	100% direct
Match.com Luxembourg SARL	Luxembourg	Holding company	Ordinary shares	100% indirect
Match Internet Financial Services DAC	Ireland	Holding company	Ordinary shares	100% indirect
Match.com HK Ltd	Hong Kong	Holding company	Ordinary shares	100% indirect
Match.com Foreign Holdings III Ltd.	UK	Holding company	Ordinary shares	100% indirect
MG France Services SAS	France	Online dating	Ordinary shares	100% indirect
MG Korea Services Ltd.	South Korea	Online dating	Ordinary shares	100% indirect
MTCH India Services Pte Ltd.	India	Online dating	Ordinary shares	1% direct 99% indirect
MG Japan Services GK	Japan	Online dating	Ordinary shares	100% indirect
MG SGP Services Pte Ltd.	Singapore	Online dating	Ordinary shares	100% indirect
Match.com Japan KK	Japan	Online dating	Ordinary shares	100% indirect
Match.com Offshore Holdings Ltd.	Mauritius	Holding company	Ordinary shares	100% indirect
Match.com Europe Ltd.	UK	Holding company	Ordinary shares	100% indirect
PlentyofFish Media ULC	Canada	Online dating	Common stock	100% indirect
Eureka, Inc.	Japan	Online dating	Ordinary shares	100% indirect
Five Star Matchmaking Information Technology	China	Online dating	Ordinary shares	100% indirect
Match.com Pegasus Ltd	UK	Holding company	Ordinary shares	100% indirect
Massive Media Match NV	Belgium	Online dating	Ordinary shares	100% indirect
PlentyofFish Media, LLC	US	Online dating	Ordinary shares	100% indirect
Pairs Engage Inc.	Japan	Online dating	Ordinary shares	100% indirect

## Match.com Foreign Holdings Limited

## Notes to the financial statements

for the year ended 31 December 2021

## 9. Investments (continued)

Company	Country of Incorporation	Principal Activity	Share Capital	Interest
Match.com Global Services Ltd	UK	Online dating	Ordinary shares	100% indirect
FriendScout24 GmbH	Germany	Online dating	Ordinary shares	100% indirect
Meetic SAS	France	Online dating	Ordinary shares	100% indirect
Match Global Investment SARL	Luxembourg	Holding company	Ordinary shares and preferred shares	100% indirect
Neu.de	Germany	Online dating	Ordinary shares	100% indirect
Match.com International Ltd.	UK	Online dating	Ordinary shares	100% indirect
Match.com Nordic AB	Sweden	Online dating	Ordinary shares	100% indirect
Nexus Ltd	UK	Holding company	Ordinary shares	100% indirect
Massive Media Europe NV	Belgium	Online dating	Ordinary shares	100% indirect
MM Latam LLC	US	Holding company	Ordinary shares	100% indirect
Match.com LatAm Ltd	UK	Online dating	Ordinary shares	100% indirect
Match.com International II Ltd.	UK	Online dating	Ordinary shares	100% indirect
Dating Direct Ltd	UK	Holding company	Ordinary shares	100% indirect
Parperfeito Comunicacao SA	Brazil	Online dating	Ordinary shares	100% indirect
Matchcom Mexico S de R.L. de C.V.	Mexico	Online dating	Ordinary shares	100% indirect
Meetic Netherlands BV	Netherlands	Online dating	Ordinary shares	100% indirect
Meetic Italia SRL	Italy	Online dating	Ordinary shares	100% indirect

## 10. Debtors: Amounts Falling due within one year

	31 Dec 2021	31 Dec 2020
	(in \$000s)	
Amounts owed by group undertakings	\$ 183	\$ 13

Amounts owed by group undertakings are repayable on demand and as trading positions are not interest bearing.

## 11. Creditors: Amounts Falling due within one year

	31 Dec 2021	31 Dec 2020
	(in \$000s)	
Amounts owed to group undertakings	\$ 3,735	\$ 3,132
Accrued expenses	37	49
	\$ 3,772	\$ 3,181

Amounts owed to group undertakings are repayable on demand and as trading positions are not interest bearing.

## Match.com Foreign Holdings Limited

## Notes to the financial statements

for the year ended 31 December 2021

## 12. Creditors: Amounts Falling due after more than one year

	31 Dec 2021	31 Dec 2020
	(in \$000s)	
Amounts owed to group undertakings	\$ 188,065	\$ 179,099

Loans advanced were opened in December 2017 and will become due September 2024. The loans bear interest at rates of 6.00%.

## 13. Called Up Share Capital and Premium

	Share capital	Share premium	Total
	(in \$000s)		
Allotted, issued and fully paid:			
Number: Class Nominal value:			
At 1 January 2021 and 31 December 2021	86,387,895 Ordinary £1	\$ 137,377 \$ 608,140	\$ 745,517

## 14. Reserves

	Capital contribution reserve	Retained earnings	Totals
At 1 January 2021	\$ 11	\$ 36,978	\$ 36,989
Profit for the financial year	—	29,214	29,214
Dividends	—	(38,298)	(38,298)
At 31 December 2021	\$ 11	\$ 27,894	\$ 27,905

## 15. Ultimate Parent Company

The Company is a wholly-owned subsidiary of Mojo Acquisition Corp, a company which is incorporated in the United States, which in turn, is a wholly-owned subsidiary of Match Group Inc., a company incorporated in the USA.

The group accounts for Match Group, Inc. are available at 8750 North Central Expressway, Dallas, TX 75231.

## 16. Related Party Disclosures

As the Company is a wholly-owned subsidiary of Mojo Acquisition Corp, which in turn, is a wholly-owned subsidiary of Match Group Inc., the Company has taken advantage of the exemption contained in FRS 101 Related Parties Disclosures and has therefore not disclosed transactions or balances with entities which form part of the group.

**Match.com Foreign Holdings Limited**

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## **Notes to the financial statements**

**for the year ended 31 December 2021**

### **17. Subsequent Events**

In March 2022, the Company contributed USD \$200,000 towards the equity of its wholly-owned subsidiary, MFH III, in exchange for one ordinary share.

In May 2022, the Company received a dividend of USD \$10,866,213 from MFH II. Immediately thereafter, the Company declared a dividend of USD \$10,866,213 to Mojo.

In July 2022, the Company received USD \$38,500,000 from Mojo in exchange for one ordinary share of £1 each in the capital of the Company with a share premium of USD \$38,499,999. Immediately thereafter, the Company contributed USD \$38,500,000 towards the equity of its wholly-owned subsidiary, MFH II, in exchange for one ordinary share. Additionally, the Company received a dividend of USD \$23,804,802 from MFH II. Immediately thereafter, the Company declared a dividend of USD \$23,804,802 to its immediate parent, Mojo.

In August 2022, the Company received USD \$2,000,000 from Mojo in exchange for one ordinary share of £1 each in the capital of the Company with a share premium of USD \$1,999,999. Immediately thereafter, the Company contributed USD \$2,000,000 towards the equity of its wholly-owned subsidiary, MFH II, in exchange for one ordinary share.

In September 2022, the Company received USD \$331,100,000 from Mojo in exchange for one ordinary share of £1 each in the capital of the Company with a share premium of USD \$331,099,999. Immediately thereafter, the Company loans USD \$331,100,000 to a group member and subsequently receives the payment of the loan in full from the group member. Additionally, the Company declared a dividend of USD \$331,100,000 to its immediate parent, Mojo.