

PRIVATE AND CONFIDENTIAL

COMPANY NUMBER: 09737863

MATCH.COM FOREIGN HOLDINGS III LIMITED
(the “Company”)

WRITTEN RESOLUTION OF THE COMPANY

Circulation date: 25 September 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed that the following resolution be passed as a special resolution (the “Resolution”):

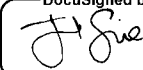
Special Resolution	For	Against
<p>“THAT the:</p> <p>(a) entire share premium account of the Company in the amount of \$216,031,134 be cancelled; and</p> <p>(b) issued share capital of the Company be reduced from £348,955,292 to £220,422,067.76 by cancelling and extinguishing capital to the extent of £0.368337226 on each issued fully paid up ordinary share of £1.00 nominal value in the capital of the Company and reducing the nominal value of each issued fully paid up ordinary share from £1.00 to £0.631662774;</p> <p>and that conditional upon, and immediately following registration of the aforementioned reduction by the Registrar of Companies for England and Wales, the aggregate amount by which the Company’s capital is so reduced, being the sum of \$374,692,546 (determined by reference to the GBP/USD rate of exchange derived from Bloomberg on the date which is two business days prior to the proposed date of the Capital Reduction, being 1:1.2344), be credited to the Company’s profit and loss account as a distributable reserve for the purposes of Part 23 of the Companies Act 2006 in accordance with the Companies (Reduction of Share Capital) Order 2008.”</p>	X	

In accordance with section 643 of the Companies Act 2006, the directors of the Company are required to make a solvency statement in support of the special resolution above, and a copy of that statement is enclosed with this Resolution in accordance with section 642(2) of the Companies Act 2006.

Please read the notes below before signifying your agreement to the Resolution.

The undersigned, being the sole member of the Company and an “eligible member” (as defined in section 289 of the Companies Act 2006) entitled to vote on the Resolution on the circulation date specified above, hereby irrevocably agrees to the Resolution as indicated above:

Signature:

DocuSigned by:

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Name:

Jared Franklin Sine

For and on behalf of

**MATCH.COM FOREIGN HOLDINGS II
LIMITED**

Date:

25 September 2023

NOTES

1. If you wish to vote in favour of the Resolution please put an “X” in the For box next to the Resolution. If you wish to vote against the Resolution please put an “X” in the Against box next to the Resolution. Once you have indicated your voting intention please sign and date this document where indicated above and return it to the Company.
2. If you do not agree to the Resolution, you do not need to do anything and you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke such agreement.
4. Unless sufficient agreement has been received for the Resolution to be passed within 28 days of the circulation date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company before or during this date.

COPY RESOLUTION TO BE FILED AT COMPANIES HOUSE

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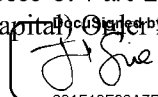
The following special resolution was duly passed on 25 September 2023 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006:

"THAT the:

- (c) entire share premium account of the Company in the amount of \$216,031,134 be cancelled; and
- (d) issued share capital of the Company be reduced from £348,955,292 to £220,422,067.76 by cancelling and extinguishing capital to the extent of £0.368337226 on each issued fully paid up ordinary share of £1.00 nominal value in the capital of the Company and reducing the nominal value of each issued fully paid up ordinary share from £1.00 to £0.631662774;

and that conditional upon, and immediately following registration of the aforementioned reduction by the Registrar of Companies for England and Wales, the aggregate amount by which the Company's capital is so reduced, being the sum of \$374,692,546 (determined by reference to the GBP/USD rate of exchange derived from Bloomberg on the date which is two business days prior to the proposed date of the Capital Reduction, being 1:1.2344), be credited to the Company's profit and loss account as a distributable reserve for the purposes of Part 23 of the Companies Act 2006 in accordance with the Companies (Reduction of Share Capital) Order 2008."

Signature:


.....231F13F93A7D477.....

Name:

Jared Franklin Sine
For and on behalf of
MATCH.COM FOREIGN HOLDINGS II LIMITED

Date:

25 September 2023