

CASH TENDER OFFER

for the shares of

me9tic

initiated by

Match.com Europe Limited

match.com®

presented by



**INFORMATION CONCERNING THE LEGAL, FINANCIAL AND ACCOUNTING
CHARACTERISTICS OF THE OFFEROR**



This document concerning other information regarding Match.com Europe Limited was filed with the *Autorité des marchés financiers* ("**AMF**") on July 5, 2011, in accordance with the provisions of Article 231-28 of the AMF General Regulations and of AMF Instruction no. 2006-07 dated July 25, 2006. This document was prepared under the responsibility of Match.com Europe Limited.

This document completes the offer document relating to the cash tender offer approved by the AMF on July 5, 2011 under No. 11-290 according to its clearance decision dated July 5, 2011.

This document is available on the website of the AMF (www.amf-france.org) and may be obtained free of charge from:

BNP Paribas
4, rue d'Antin
75002 Paris

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1 PRESENTATION OF THE OFFER

1.1 REMINDER OF THE PRINCIPAL CHARACTERISTICS OF THE OFFER

Pursuant to Section III of Book II and more specifically Article 232-1 *et seq.* of the AMF General Regulation, Match.com Europe Limited, a private company limited by shares, organized and existing under the laws of England and Wales, registered with the Registrar of Companies for England and Wales under number 7661220, having its registered office at c/o Skadden, 40 Bank Street, Canary Wharf, London E14 5DS, United Kingdom (hereafter referred to as the "**Offeror**") is making an offer to the holders of shares issued by Meetic, a French *société anonyme* with a share capital of 2,298,985 euros divided into 22,989,848 shares with a nominal value of 0.1 euro each, having its registered office at 66 route de la Reine, 92100 Boulogne-Billancourt, registered with the Companies Registry of Nanterre under number 439 780 339 (hereafter referred to as "**Meetic**" or as the "**Company**"), to purchase pursuant to the terms and conditions set forth below (the "**Offer**") any and all of the shares of the Company that are traded on Eurolist (*Compartiment B*) of NYSE Euronext ("**NYSE Euronext**") under ISIN code FR0004063097, with the trading symbol "MEET" (the "**Company Shares**").

BNP Paribas, as the presenting bank for the Offer, filed the Offer with the AMF on behalf of the Offeror on June 22, 2011. Pursuant to the provisions of Article 231-13 of the AMF General Regulation, BNP Paribas guarantees the content and the irrevocable nature of the undertakings given by the Offeror in connection with the Offer. The Offer shall be conducted using the standard procedure in accordance with the provisions of Articles 232-1 *et seq.* of the AMF General Regulation.

As of the date of this draft offer document, Match.com Pegasus Limited, an affiliate of the Offeror, holds 6,094,334 Company Shares representing 26.51% of the share capital and 29.79% of the voting rights of the Company.

On May 29, 2011, Mr. Marc Simoncini entered into a binding agreement (the "**Tender Commitment**") with Match.com Pegasus Limited to tender in the Offer 3,667,733 Company Shares, representing 15.96% of the total number of shares outstanding and retain the balance of his stake (1,571,886 Company Shares, representing 6.84% of the total number of shares outstanding) until the first anniversary of the initial settlement and delivery of the Offer.

Subject to the terms and conditions of the Offer set out below, the Offer covers any and all outstanding Company Shares not held by Match.com Pegasus Limited, *i.e.* 16,895,514 Company Shares as of May 31, 2011, in exchange for a consideration of 15 euros per Company Share.

1.2 COSTS AND MEANS OF FINANCING OF THE OFFER

In the event that 100% of the Company Shares targeted by the Offer, excluding those Company Shares that Mr. Marc Simoncini has agreed to retain pursuant to the Tender Commitment and the free Company Shares subject to a lock-up requirement expiring after the closing of the reopened offer, are tendered in the Offer, the total cash consideration to be paid by the Offeror (excluding fees and related expenses) would amount to approximately 225 million euros.

2 PRESENTATION OF THE OFFEROR: MATCH.COM EUROPE LIMITED

2.1 GENERAL INFORMATION CONCERNING THE OFFEROR

2.1.1 Corporate name

Match.com Europe Limited.

2.1.2 Registered office

The Offeror's registered office is located at c/o Skadden, 40 Bank Street, Canary Wharf, London E14 5DS, United Kingdom.

2.1.3 Legal form and governing law

The Offeror is a private company limited by shares organized under English law, and in particular subject to the provisions of the English Companies Act 2006.

2.1.4 Trade and companies register

The Offeror is registered with the Registrar of Companies for England and Wales, under the number 7661220.

2.1.5 Term and date of registration

The Offeror was incorporated and registered with the Registrar of Companies for England and Wales on June 7, 2011 for an unlimited term.

2.1.6 Corporate purpose

The corporate purpose of the Offeror is unrestricted as permitted under section 31 of the Companies Act 2006. In practice, the Offeror was registered for the purpose of acquiring the shares to be tendered in the Offer.

2.1.7 Fiscal year

The fiscal year starts on January 1 of each year and ends on December 31 of the same year. Exceptionally, the fiscal year starting June 7, 2011 will end on December 31, 2011.

2.2 GENERAL INFORMATION ON THE SHARE CAPITAL OF THE OFFEROR

2.2.1 Share capital

The share capital of the Offeror is equal to the sum of one pound sterling. It is comprised of one share with a nominal value of one pound.

2.2.2 Voting rights

Each share of a nominal value of one pound gives entitlement to one vote at general meetings of the Offeror's shareholders. The quorum for a shareholders' meeting is two shareholders (irrespective of the number of shares they hold) unless the company only has one shareholder as is currently the case.

The vote which takes place at the shareholders' meeting can be made in one of two ways:

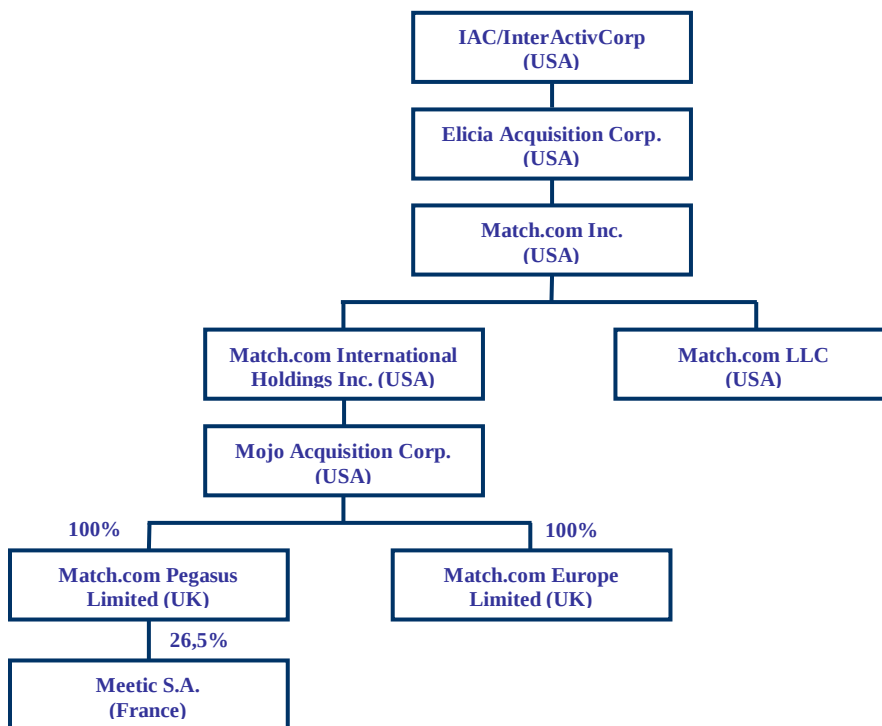
- On a show of hands: every shareholder present at the shareholders' meeting in person is entitled to cast one vote;
- On a poll: every shareholder present at the shareholders' meeting shall be entitled to cast one vote for every share held.

Ordinary resolutions to be adopted at shareholders' meetings are passed by simple majority of the votes cast, whether by a show of hands or on a poll. Special resolutions (such as changes to the Articles of Association) must be passed by a three-quarters majority of the votes cast at the shareholders' meeting.

2.2.3 Ownership of the share capital –controlling shareholder

As of the date hereof, the Offeror is wholly-owned by Mojo Acquisition Corp., a company organized under the laws of the State of Delaware (United States of America) which is itself indirectly wholly-owned by IAC/InterActiveCorp, a leading interactive media and advertising company which is described in Section 3 below.

The organization chart below shows the ownership structure of the Offeror:



2.2.4 Other securities giving access to the share capital

There are no other securities giving access to the Offeror's share capital.

2.3 MANAGEMENT AND STATUTORY AUDITORS OF THE OFFEROR

2.3.1 Management

The Offeror is managed by its board of directors. All powers not expressly reserved to the shareholder(s) by law fall within the competence of the board of directors.

The current directors are:

- Curtis Bowen Anderson, a US citizen having his professional address at 8300 Douglas Avenue, Dallas, Texas 75225 (U.S.A.);
- Gayle Lynn Anderson, a US citizen having her professional address at 8300 Douglas Avenue, Dallas, Texas 75225 (U.S.A.); and
- Stuart Cawthorn, a US citizen having professional address at 555 West 18th Street, New York, NY 10011 (U.S.A.).

All three directors consented to act and were appointed as the first directors of the Offeror for an unlimited term on June 7, 2011.

2.3.2 Statutory auditors

No statutory auditor has been appointed as of the date hereof.

2.4 DESCRIPTION OF THE OFFEROR'S ACTIVITIES

2.4.1 Principal activities

The Offeror is a company newly formed for the purpose of the Offer. The Offeror does not currently carry any activity.

2.4.2 Exceptional events and material litigation

There is no governmental, judicial or arbitration proceedings, including any proceedings which the Offeror is aware of, pending or threatening, likely to have or having had over the last 12 months a significant effect on the Offeror's and/or the group's financial condition and profitability.

2.4.3 Employees

As of the date hereof, the Offeror has no employees.

2.5 ASSETS – FINANCIAL SITUATION – EARNINGS

The Offeror was incorporated on June 7, 2011 and its first fiscal year will close on December 31, 2011.

The Offeror's unaudited simplified opening balance sheet upon incorporation was as follows:

ASSETS (GBP)	
Cash	1
LIABILITIES (GBP)	
Share capital	1

The funds necessary for the acquisition by the Offeror of the Company Shares tendered into the Offer will be made available by IAC and its affiliates, initially in the form of (i) loans and/or (ii) contributions of cash for equity.

3 PRESENTATION OF IAC/INTERACTIVECORP

3.1 GENERAL INFORMATION CONCERNING IAC/INTERACTIVECORP

3.1.1 Corporate name

IAC/InterActiveCorp ("IAC").

3.1.2 Registered office

IAC is headquartered at World Headquarters, 555 West 18th Street, New York, NY 10011 (U.S.A.).

3.1.3 Legal form and governing law

IAC is a Delaware corporation organized under the laws of the State of Delaware (United States of America).

3.1.4 Trade and companies register

IAC is registered with the Division of Corporations of the Delaware Secretary of State Office under file number 2097382.

3.1.5 Term and date of registration

IAC was incorporated in July 1986 in Delaware under the name Silver King Broadcasting Company, Inc.

3.1.6 Corporate purpose

The purpose of IAC is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.

3.1.7 Fiscal year

The fiscal year starts on January 1 of each year and ends on December 31 of the same year.

3.2 GENERAL INFORMATION ON THE SHARE CAPITAL OF IAC

3.2.1 Share capital

The authorized capital stock of IAC consists of:

- 1,600,000,000 common shares, par value US\$ 0.01 per share;
- 400,000,000 class B common shares, par value US\$ 0.01 per share; and
- 100,000,000 shares of preferred stock, par value \$0.01 per share.

As of April 25, 2011, the total number of outstanding shares of IAC was equal to 90,035,299, consisting of:

- 85,439,921 common shares;
- 4,595,378 class B common shares.

IAC's common stock is quoted on The Nasdaq Stock Market, or "NASDAQ," under the ticker symbol "IACI." There is no established public trading market for IAC Class B common stock. As of June 28, 2011, the market capitalization of IAC amounted to US\$ 3.33 billion, assuming the conversion of the IAC class B common stock into shares of common stock.

3.2.2 Voting rights

IAC has outstanding shares of common stock, with one vote per share, and Class B common stock, with ten votes per share and which are convertible into common stock on a share for share basis.

Unless applicable law or IAC's organizational documents require(s) that the matter be approved by the holders of a separate class, the presence at a stockholders' meeting, in person or by proxy, of holders having a majority of the total votes entitled to be cast by holders of IAC common stock and Class B common stock constitutes a quorum. Where applicable law or IAC's organizational documents require(s) that the matter be approved by the holders of IAC common stock or holders of Class B common stock voting as a separate class, then the presence at the stockholders' meeting of a majority of the total votes entitled to be cast by holders of IAC common stock or Class B common stock, as applicable, is required for quorum to be met.

Unless applicable law or IAC's organizational documents require(s) that the matter be approved by the holders of a separate class, the adoption of a shareholder proposal generally requires the affirmative vote of the holders of a majority of the voting power of the shares of IAC capital stock (common stock and

Class B common stock) present at the relevant stockholders' meeting in person or represented by proxy and voting together. Where applicable law requires that the proposal be approved by the holders of separate class, then the adoption of the proposal generally requires the affirmative vote of the holders of a majority of the voting power of the shares of IAC common stock or Class B common stock, as applicable, present at the relevant stockholders' meeting and voting.

Notwithstanding the above, the election of directors requires: (i) the affirmative vote of a plurality of the total number of votes cast by the holders of IAC capital stock (common stock and Class B common stock) for directors elected by holders of IAC common stock and Class B common stock (75% of the total number of directors) and (ii) the affirmative vote of a plurality of the total number of votes cast by holders of IAC common stock for directors elected by holders of IAC common stock as a separate class (25% of the total number of directors).

3.2.3 Ownership of the share capital –controlling shareholder

The following table presents, as of April 25, 2011, information relating to the beneficial ownership of IAC common stock and IAC Class B common stock by: (1) each person then known by IAC to own beneficially more than 5% of the outstanding shares of IAC common stock and Class B common stock, (2) each then current director and director nominee, (3) each of the Chief Financial Officer and the Company's other named executives and (4) all then current named executives and directors of IAC as a group.

Name a of Beneficial Owner	IAC Common Stock		IAC Class B Common Stock		Percentage of votes
	Number of Shares Owned	% of Class Owned	Number of Shares Owned	% of Class Owned	All classes
BlackRock, Inc.	5,864,245	6.9	—	—	4.5
Capital Ventures International	5,214,613	6.1	—	—	4.0
Jennison Associates LLC	6,601,991	7.7	—	—	5.0
Barry Diller	6,496,944	7.6	4,595,378	100	36.4
Gregory R. Blatt	547,342	—	—	—	*
Edgar Bronfman, Jr.	50,478	—	—	—	*
Michael D. Eisner.	—	—	—	—	—
Victor A. Kaufman	843,041	1.0	—	—	*
Donald R. Keough	97,893	—	—	—	*
Bryan Lourd	48,083	—	—	—	*
Arthur C. Martinez	37,216	—	—	—	*
Thomas J. McInerney	1,051,228	1.2	—	—	*
David Rosenblatt	18,777	—	—	—	*
Alan G. Spoon	56,083	—	—	—	*
Alexander von Furstenberg	18,777	—	—	—	*
Gregg Winiarski	142,816	—	—	—	*
Richard F. Zannino	13,989	—	—	—	*
Michael P. Zeisser**	—	—	—	—	—
All executive officers and directors as a group (15 persons)	9,422,667	11.0	4,595,378	100	38.6

* The percentage of shares beneficially owned does not exceed 1% of the class.

** As of IAC's 2011 annual meeting of stockholders, Mr. Zeisser ceased to be a director of IAC.

3.3 MANAGEMENT AND STATUTORY AUDITORS OF IAC

3.3.1 Management

The Company is managed by its board of directors. All powers not expressly reserved to the shareholder(s) by law fall within the competence of the board of directors, who has all powers to carry out and approve all acts and operations consistent with the corporate object.

3.3.1.1 Executive Officers

The named executive officers of IAC are:

<u>Name</u>	<u>Position</u>
Barry Diller	Chairman and Senior Executive
Victor Kaufman	Vice Chairman
Greg Blatt	CEO
Thomas J. McInerney	Executive Vice President and Chief Financial Officer
Gregg Winiarski	Senior Vice President, General Counsel

3.3.1.2 Board of Directors

The Board of Directors of IAC is currently composed of 12 directors each elected by the annual meeting of stockholders held on June 16, 2011 for a one year term ending on the date of the next succeeding annual meeting of stockholders or until such director's successor shall have been duly elected and qualified. The incumbent directors are:

- Greg Blatt
- Edgar Bronfman, Jr.
- Barry Diller
- Michael Eisner
- Victor Kaufman
- Donald R. Keough
- Bryan Lourd
- Arthur C. Martinez
- David Rosenblatt
- Alan Spoon
- Alexander von Furstenberg
- Richard F. Zannino

Messrs. Bronfman, Eisner, Keough, Lourd, Martinez, Rosenblatt, Spoon and Zannino are independent directors.

3.3.2 Statutory auditors

The Audit Committee of the Board of Directors of IAC has appointed Ernst & Young LLP as IAC's independent registered public accounting firm for the fiscal year ending December 31, 2011. The appointment of Ernst & Young LLP was ratified by the annual meeting of stockholders of IAC held on June 16, 2011.

3.4 DESCRIPTION OF IAC'S ACTIVITIES

3.4.1 Principal activities

IAC is a leading interactive media and advertising company with revenues of \$1.64 billion in 2010. IAC operates more than 50 leading and diversified Internet businesses across 30 countries. It is organized into four primary business segments:

- *Match.com*: Match.com is a leading provider of subscription-based and advertiser-supported online personals services in the United States and various jurisdictions abroad. It primarily provides online personals services through branded websites that it owns and operates, including Match.com, Chemistry.com, OurTime.com, BlackPeopleMeet.com, OKCupid.com and Singlesnet.com. These websites, all of which provide single adults with a private and convenient environment for meeting other single adults, primarily provide online personals services to registered members and subscribers. Match.com operates leading online dating sites in 25 countries, 8 languages and across five continents. As of December 31, 2010, Match.com and its subsidiaries employed approximately 425 employees worldwide. The Match.com group owns indirectly through Match.com Pegasus Limited a 26.51% interest in Meetic and a 50% interest in a venture with Meetic providing online personals services in certain countries in Latin America.
- *Search*: IAC's Search segment consists of toolbars developed, marketed and distributed by IAC and destination search and other websites, including Ask.com and Dictionary.com, through which IAC primarily provides search, reference and content services, as well as CityGrid Media, an online media company that aggregates and integrates local advertising and content for distribution to publishers across web and mobile platforms.
- *ServiceMagic*: ServiceMagic is a leading online marketplace in the United States that connects consumers, by way of patented proprietary technologies, with home and other local service professionals, all of which are pre-screened and the majority of which are customer-rated. ServiceMagic Europe operates businesses in the local lead generation space in France and the United Kingdom, including Travaux.com, a leading French website for consumer information regarding home improvement; 123Devis.com, a French lead generation business with one of the largest networks of tradespeople in France; and 123GetAQuote.co.uk, a leading lead generation platform for home service and trade professionals in the United Kingdom.
- *Media & Other Businesses*: The Media & Other segment consists primarily of the following websites, new media network and development companies: Electus, Connected Ventures, Vimeo, Pronto, Shoebuy and Proust.com.

3.4.2 Employees

As of December 31, 2010, IAC and its subsidiaries employed approximately 3,200 full-time employees.

3.5 ASSETS – FINANCIAL SITUATION – EARNINGS

3.5.1 Selected financial data

The following selected financial data for the three years ended December 31, 2010 should be read in conjunction with the consolidated financial statements and accompanying notes included in IAC's annual report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on March 1, 2011. The following selected financial data for the three months ended March 31, 2011 should be read in conjunction with the consolidated financial statements and accompanying notes included in IAC's quarterly report on Form 10-Q filed with the SEC on May 6, 2011:

	Year Ended December 31,			Year-on-year change (2009 - 2010)	Three months ended March 31, 2011
	2008	2009	2010		
(Dollars in thousands, except per share data)					
Statement of Operations Data:					
Revenue	\$1,410,078	\$1,346,695	\$1,636,815	21.5%	\$460,213
Operating (loss) income	(44,254)	(1,037,987)	49,795	NM ¹	37,336
Earnings (loss) from continuing operations, net of tax	141,935	(956,473)	(9,393)	NM ¹	20,168
(Loss) earnings from discontinued operations, net of tax	(306,096)	(23,439)	103,745	NM ¹	(1,948)
Net (loss) earnings attributable to IAC shareholders	(156,201)	(978,822)	99,359	NM ¹	18,070
Earnings (loss) per common share from continuing operations attributable to IAC shareholders:					
Basic	\$1.07	\$(6.89)	\$(0.04)	NM ¹	\$0.22
Diluted	\$1.04	\$(6.89)	\$(0.04)	NM ¹	\$0.21
Balance Sheet Data at December 31: (March 31, for Q1 2011)					
Cash and cash equivalents	\$1,744,994	\$1,245,997	\$742,099	-40.4%	\$848,595
Marketable securities	125,592	487,591	563,997	15.7%	468,890
Total assets	5,251,320	4,015,889	3,439,554	-14.4%	3,536,629
Long-term obligations, net of current maturities	95,844	95,844	95,844	0.0%	95,844
Redeemable noncontrolling interests	22,771	28,180	59,869	NM ¹	60,117
Shareholders' equity	4,427,536	3,127,826	2,430,933	-22.3%	2,477,940
Share price at December 31: (March 31, for Q1 2011)					
	\$15.73	\$20.48	\$28.70	40.1%	\$30.91
Number of employees at December 31: (March 31, for Q1 2011)					
	3,200	3,200	3,200	0.0%	3,200

¹NM: not meaningful

3.5.2 Financial reports

The financial reports filed by IAC with the SEC, including IAC's annual report on Form 10-K and quarterly reports on Form 10-Q, are available in English on IAC's website (<http://www.iac.com/>).

The press release in English published by IAC on April 26, 2011 in relation to its 2011 first quarter results can be found in Annex A.

4 PERSON ASSUMING RESPONSIBILITY FOR THIS DOCUMENT

"I certify that this document which was filed on July 5, 2011 and will be diffused no later than the trading day preceding the launch of the Offer, contains all of the information required by Article 231-28 of the General Regulations of the French Financial Market Authority and by Instruction 2006-07 for the offer filed by Match.com Europe Limited concerning the Meetic shares. To the best of my knowledge, this information is accurate and contains no omission liable to alter the scope thereof."

July 5, 2011

Match.com Europe Limited,
Represented by Stuart Cawthorn, Director

Annex A

IAC Press release regarding Q1 results