

**Publication of the decision to launch a public tender offer pursuant to Section 10 para. 1 sentence 1 in conjunction with Section 29 para. 1, Section 34 of the German Securities Acquisition and Takeover Act**

**Bidder:**

HomeAdvisor GmbH

registered with the commercial register of the local court of Munich under HRB 144294, with its business address Esmarchstrasse 23, c/o Steuerberater and Diplom-Finanzwirt Magnus Büth, 10407 Berlin

**Target Company:**

MyHammer Holding AG

registered with the commercial register of the local court of Charlottenburg under HRB 122010, with its business address Mauerstraße 79, 10117 Berlin

ISIN DE000A11QWW6

Trading at Stock Exchanges:

Regulated Market in Frankfurt am Main (General Standard); Open Market in [Berlin, Düsseldorf, Munich and Stuttgart]

**Information of the Bidder**

The bidder, an entity indirectly owned by IAC/InterActiveCorp, decided on 10 October 2016 to offer to the shareholders of MyHammer Holding AG by way of a voluntary public takeover offer pursuant to Sections 29 et seq. of the German Securities Acquisition and Takeover Act at the terms and conditions to be set forth in the offer document to acquire their no-par value bearer shares in MyHammer Holding AG, each representing a notional amount of EUR 1.00 in the registered share capital (ISIN DE000A11QWW6) against payment of a cash consideration of € 5.14 per share or, if such is higher, at the lowest consideration which is prescribed by applicable mandatory laws (the "Offer"). The Offer will only be subject to merger control clearance.

The publication of the offer document and additional notifications of the bidder related to the Offer will be made under <http://ir.iac.com/MyHammer.cfm>. The offer document will also be published by way of a notice of availability in the Federal Gazette (Bundesanzeiger).

HomeAdvisor GmbH entered into a purchase agreement with Holtzbrinck Digital GmbH, Munich (the "Holtzbrinck Purchase Agreement"), dated 10 October 2016, regarding the

purchase of approximately 70.1% of the shares in MyHammer Holding AG and approximately 26.5% of the shares in MyHammer AG, Berlin, a subsidiary of MyHammer Holding AG ("MyHammer AG"). Moreover, HomeAdvisor GmbH entered into a purchase agreement with Global Founders Capital GmbH & Co. Beteiligungs KG Nr. 1, Berlin (the "GFC Purchase Agreement"), dated 10 October 2016, regarding the purchase of approximately 4.2% of the shares in MyHammer AG. Conditions for the consummation of the Holtzbrinck Purchase Agreement are merger control clearance and the approval of the sale and assignment of the shares in MyHammer AG by MyHammer AG. Condition for the consummation of the GFC Purchase Agreement is the approval of the sale and assignment of the shares in MyHammer AG by MyHammer AG.

Munich / Berlin, this 10 October, 2016

HomeAdvisor GmbH

### **Important Legal Notices**

The terms and conditions of the Offer will be published in the offer document only after the permission by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht, BaFin) has been obtained. Investors and holders of shares in MyHammer Holding AG are strongly advised to read the relevant documents regarding the Offer published by the bidder when they become available because they will contain important information. Investors and shareholders of MyHammer Holding AG will be able to receive these documents, when they become available, at the website <http://ir.iac.com/MyHammer.cfm>. Upon publication, the Offer document will also be available free of charge at a specified location and will be mailed to investors and shareholders of MyHammer Holding AG free of charge upon request.

This announcement is for information purposes only and does not constitute an invitation to make an offer to sell shares in MyHammer Holding AG. This announcement does not constitute an offer to purchase shares in MyHammer Holding AG and is not for the purposes of the bidder making any representations or entering into any other binding legal commitments.

An offer to purchase shares in MyHammer Holding AG will be solely made by the offer document which is to be published by the bidder in due course and is exclusively subject to its terms and conditions. The terms and conditions contained in the offer document may differ from the general information described in this announcement.

Shareholders of MyHammer Holding AG are strongly recommended to seek independent advice, where appropriate, in order to reach an informed decision in respect of the content of the offer document and with regard to the Offer for shares in MyHammer Holding AG.

The Offer will be issued exclusively under the laws of the Federal Republic of Germany, especially under the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz, ('WpÜG') and the Regulation on the Content of the Offer Document, Consideration for Takeover Offers and Mandatory Offers and the Release from the Obligation to Publish and Issue an Offer ('WpÜG Offer Regulation'). The Offer will not be executed according to the provisions of jurisdictions other than those of the Federal Republic of Germany. Thus, no other announcements, registrations, admissions or approvals of the Offer outside the Federal Republic of Germany have been filed, arranged for or granted. The shareholders of MyHammer Holding AG cannot rely on having recourse to provisions for the protection of investors in any jurisdiction other than such provisions of the Federal Republic of Germany. Any contract that is concluded on the basis of the Offer will be exclusively governed by the laws of the Federal Republic of Germany and is to be interpreted in accordance with such laws.

The bidder has not approved the publication, sending, distribution, or dissemination of this announcement or any other document associated with the Offer by third parties outside the Federal Republic of Germany. Neither the bidder nor persons acting in concert with the bidder within the meaning of Section 2 para. 5 sentence 1 and sentence 3 WpÜG are in any way responsible for the compliance of the publication, sending, distribution, or dissemination of this announcement or any other document associated with the Offer by a third party outside of the Federal Republic of Germany to any jurisdiction with legal provisions other than those of the Federal Republic of Germany.

The release, publication or distribution of this announcement in certain jurisdictions other than the Federal Republic of Germany may be restricted by law. Persons who are not resident in the Federal Republic of Germany or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements.

If you are a resident outside of Germany, please read the following:

In accordance with the intended Offer, the bidder, certain affiliated companies and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in MyHammer Holding AG outside the Offer during the period in which the Offer remains open for acceptance. If such purchases or arrangements to purchase are made, they will comply with applicable law.

Munich/Berlin, 10 October 2016

HomeAdvisor GmbH