

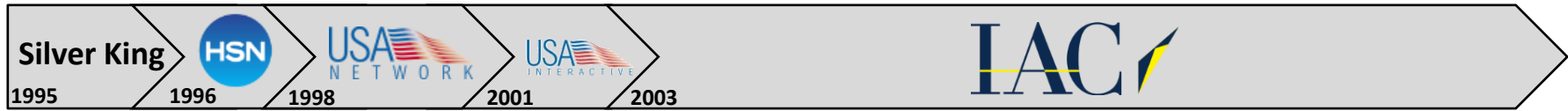
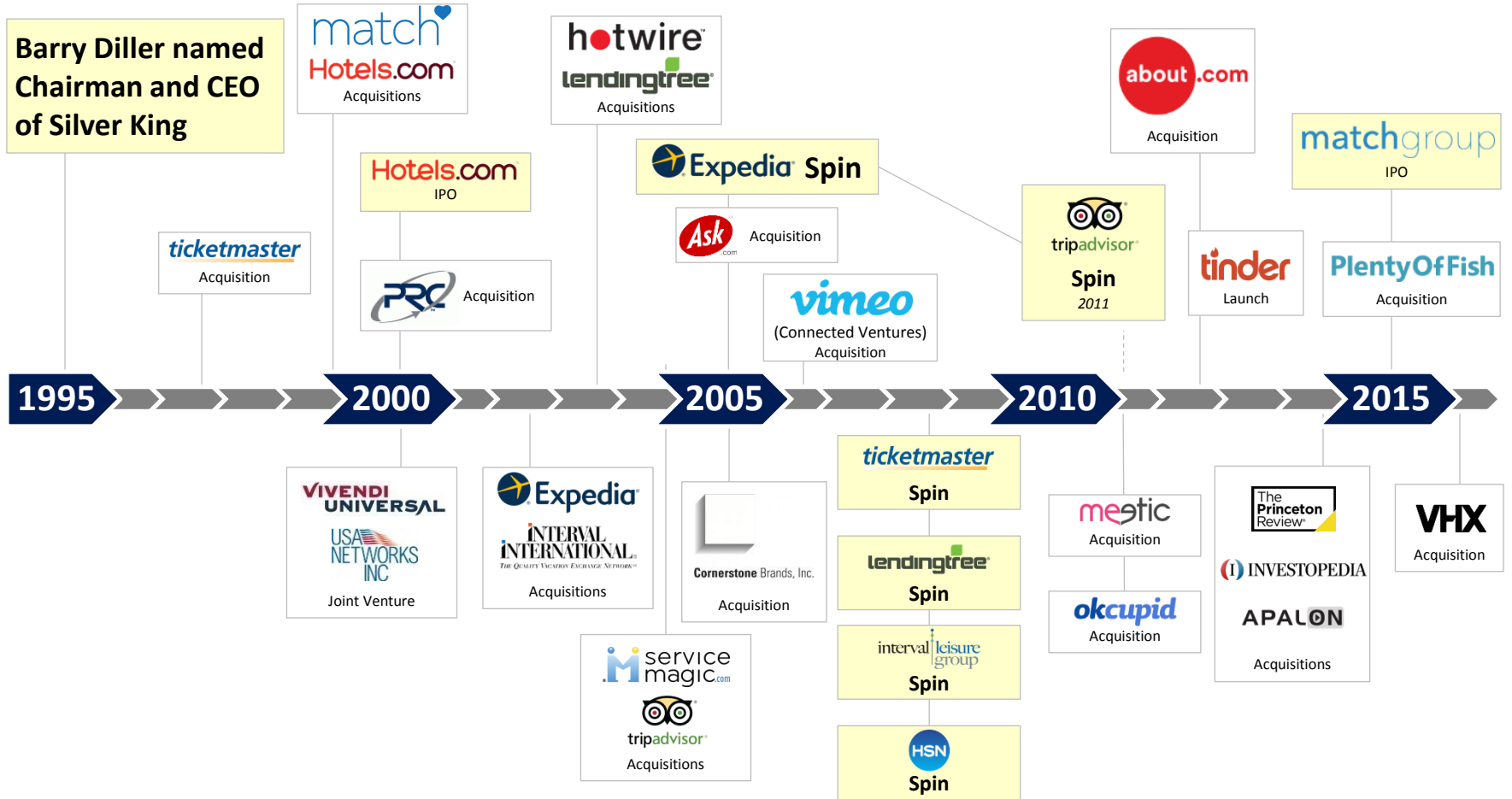


**Investor Presentation
August 10, 2016**

Non-GAAP Financial Measures. This presentation contains references to certain non-GAAP measures. These measures should be considered in conjunction with, but not as a substitute for, financial information presented in accordance with GAAP. The location of reconciliations to GAAP measures of non-GAAP measures are referenced on the page on which such non-GAAP measure appears, or are included in the Appendix to this presentation.

Forward-Looking Statements. This presentation, dated August 10, 2016, may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The use of words such as "estimates," "expects" and "believes," among others, generally identify forward-looking statements. These forward-looking statements include, among others, statements relating to: IAC's future financial performance, IAC's business prospects, strategy and anticipated trends in the industries in which IAC's businesses operate 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: changes in senior management, changes in our relationship with, or policies implemented by, Google, adverse changes in economic conditions, adverse trends in any of the industries in which IAC's businesses operate, our dependence on third parties to drive traffic to our websites and distribute our services in a cost-effective manner, our ability to convert visitors to our various websites into users and customers, our ability to offer new or alternative services that resonate with consumers in a cost-effective manner, our ability to build, maintain and/or enhance our various brands, our ability to develop and monetize mobile versions of our various services, changes in industry standards, the integrity and scalability of our systems and infrastructure, our ability to protect our systems from cyberattacks, risks relating to acquisitions and our ability to expand successfully into international markets. Certain of these and other risks and uncertainties are discussed in IAC's filings with the Securities and Exchange Commission. Other unknown or unpredictable factors that could also adversely affect IAC'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 IAC management as of the date of this letter. IAC does not undertake to update these forward-looking statements.

IAC has undergone many changes since Barry Diller took control



Now 8 public companies worth ~\$40 billion in aggregate



ticketmaster⁽¹⁾



IAC



matchgroup



lendingtreeSM

tripadvisor[®]

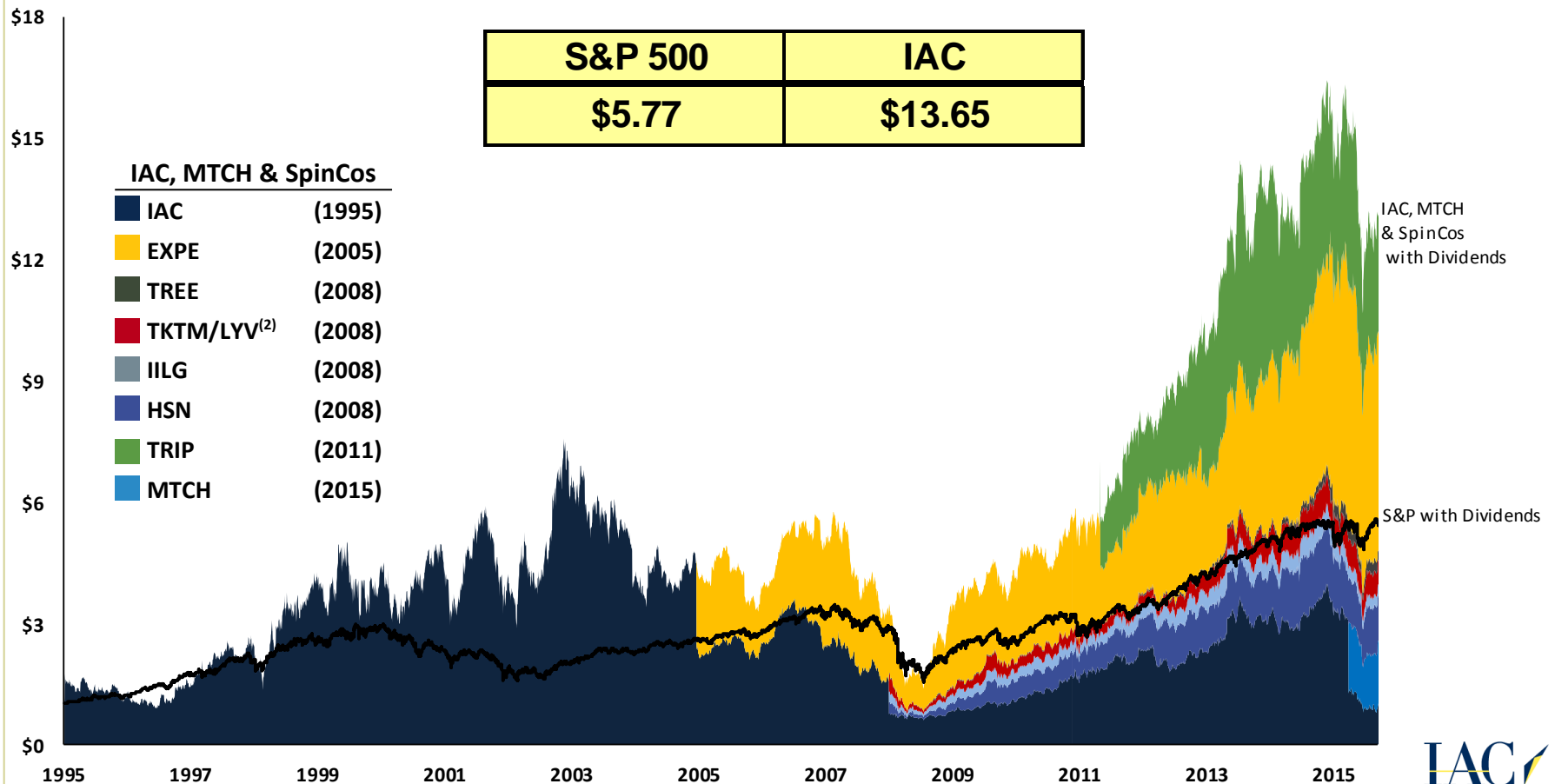
Value realized through operating growth, distribution of cash through dividends and share repurchases, and spin-offs

(1) Ticketmaster merged with LiveNation, with TKTM shareholders receiving ~50.01% of the new entity

Value creation has substantially outpaced the market

\$1 Invested when Barry Diller took control is today worth⁽¹⁾

S&P 500	IAC
\$5.77	\$13.65


























(1) IAC and Spinco returns assume \$1 invested on 8/24/1995 at an intraday price of \$22.63 and assumes dividends are re-invested. Share prices as of 8/4/16.

(2) Ticketmaster merged with LiveNation, with TKTM shareholders receiving ~50.01% of the new entity



IAC has five key verticals today

Match Group	HomeAdvisor	Video	Applications	Publishing
<p>Dating</p> 	    	    	<p>Consumer</p>  <p>APALON</p> 	<p>Premium Brands</p>     
<p>Non-Dating</p> 			<p>Partnerships</p> 	<p>Ask & Other</p>   
<p>4 of the Top 5 Dating Brands⁽¹⁾</p>	<p>#1 Marketplace for Home Services in U.S., France, and Netherlands⁽²⁾</p>	<p>~900K Direct Paying Subscribers and over 20 shows on air and OTT in 2016</p>	<p>~125M Mobile App Installs⁽³⁾</p>	<p>Over 100M Unique Users⁽⁴⁾</p>

(1) Ranked by unaided awareness as per Research Now as of July 2015; (2) As measured by number of Service Requests and Service Professionals (3) Annualized run rate as of Q2'16; (4) Per comScore as of Q2'16

The narrative is simple

High growth, high potential

match

vimeo

 HomeAdvisor

Take share in big and
expanding markets

Focus on stability

IAC
APPLICATIONS

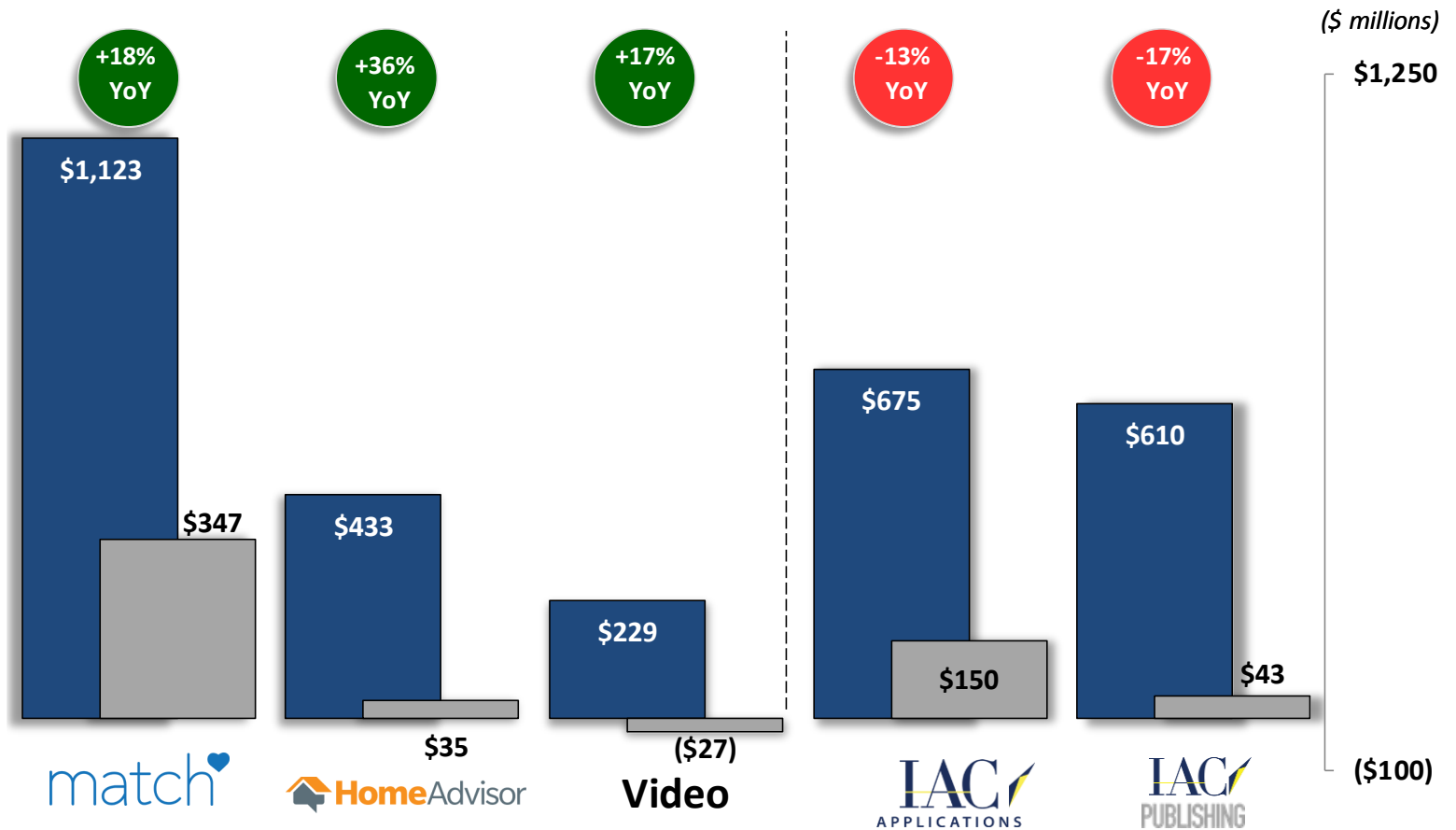
IAC
PUBLISHING

Stabilize in declining markets
Optimize cash flow

IAC's businesses have varying growth trajectories and profitability

Q2'16 LTM Financials

● Revenue Growth ■ Revenue □ Adjusted EBITDA ⁽¹⁾



(1) See Page 33 for reconciliations of all non-GAAP measures to GAAP measures

The market gives IAC little value for its high growth businesses

(in millions except share prices)

IAC Share Price ⁽¹⁾	\$60.38
x Shares Outstanding	81.8
= IAC Equity Value	\$4,940
MTCH Share Price ⁽¹⁾	\$15.91
x Shares Owned	211
Less: MTCH Stake	(\$3,354)
Less: Net Cash (Q2'16)	(\$700)
IAC ex-Match Group EV	\$886M
<i>LTM EBITDA Multiple</i>	5.8x

matchgroup IAC owns ~84% of the undisputed leader in dating...

Global leader in dating products...

- ✓ We operate 45+ brands
- ✓ We offer products in 38 languages in 190+ countries
- ✓ 5mm⁽¹⁾ paid member count (“PMC”)
- ✓ 59mm⁽²⁾ monthly active users (“MAU”)

4 of 5

Top dating brands by unaided awareness in NA⁽³⁾

3 of 5

Top grossing mobile dating apps worldwide⁽⁴⁾

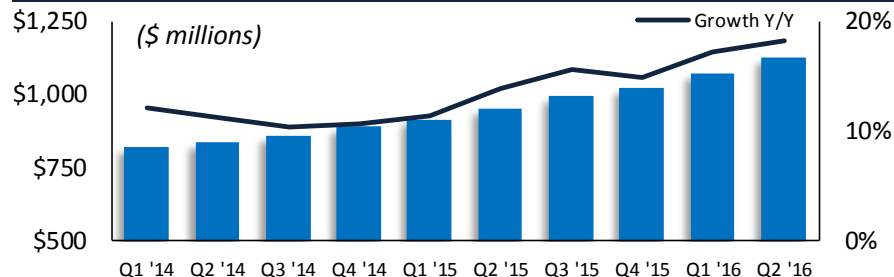
4 of 5

Top grossing mobile dating apps in NA⁽⁴⁾

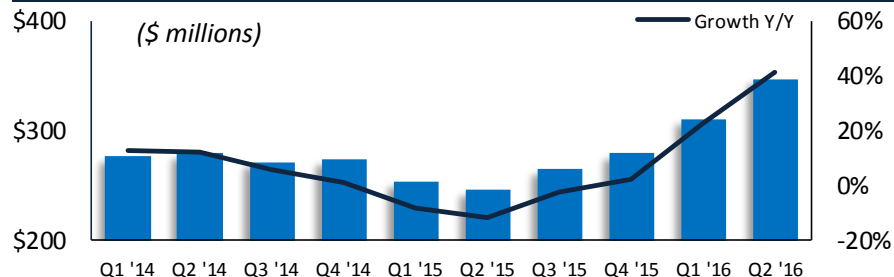
#1

Downloaded dating app in US is **tinder**.⁽⁵⁾

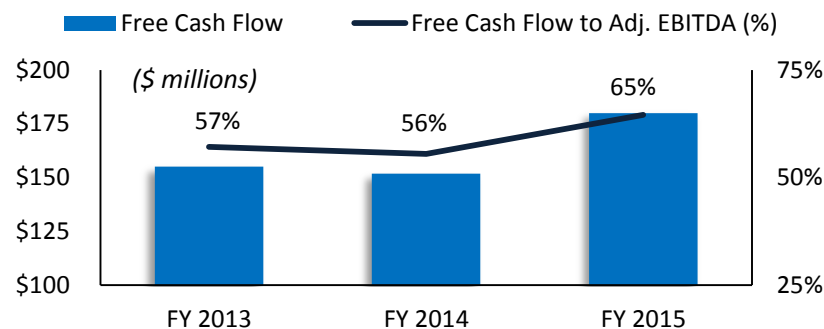
Revenue (LTM)



Adjusted EBITDA⁽⁶⁾ (LTM)



Free Cash Flow⁽⁷⁾



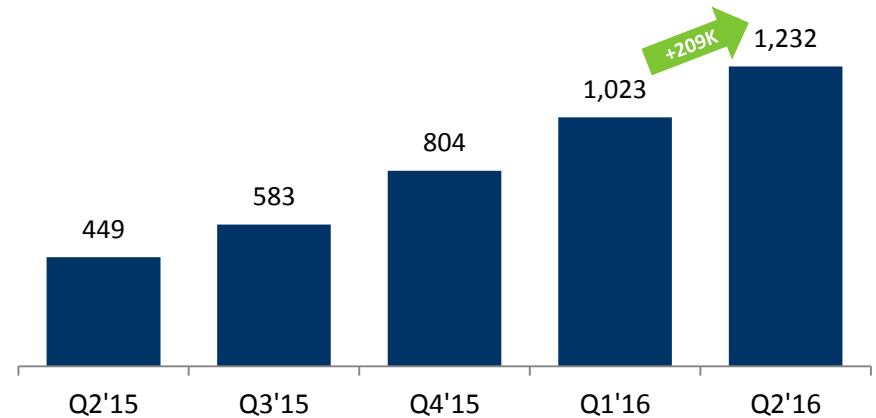
(1) As of Q1 2016; (2) As of Q3 2015; (3) As per Research Now as of July 2015; (4) As per AppAnnie as of June 2015; (5) As per AppAnnie as of March 2016; (6) For reconciliations of Adjusted EBITDA, see Match Group IPO prospectus (Q1 '13 through Q3 '15) and IAC earnings releases (Q4 '15 through Q2 '16); (7) For reconciliations of Free Cash Flow, see Match Group Q2 2016 Investor Presentation available on the Investors section of its website at <http://ir.match.com>.

matchgroup ...which includes Tinder

Tinder Update

- On track to double PMC by year-end 2016 to ~1.6M, as previously stated
- Tinder Plus release in June continues to show monetization upside with:
 - Improvements to conversion
 - Increased ARPPU
- First-time renewal rates for 1-month Tinder Plus subscribers in NA higher than our other NA brands⁽¹⁾
- Headcount (excluding ad business) more than doubled in last 12 months, predominantly in product and technology
- Rapid expansion expected to continue, particularly in product, technology and international headcount

Tinder Ending PMC (in thousands)



Rising Ranking Among Apps

Top Apps
iOS & Google Play Combined - Applications - Worldwide - Jun 2016

#	By Revenue	Move
1	Spotify	--
2	LINE	--
3	HBO NOW	+1
4	Netflix	-1
5	Tinder	+2
6	Inke	--
7	Pandora Radio	-2
8	IGIYI	+4
9	Hulu	+1
10	LINE Manga	-2

In June 2016, Tinder ranked #5 among apps outside of games by worldwide iOS and Google Play revenue⁽²⁾



(1) Comparing Tinder North America versus North American segments of Match Group NA brands (Match, Match Affinity, OkC and POF).

(2) Source: AppAnnie. Combined iOS and Google Play worldwide revenue for all applications (ex-games), for the month of June 2016.

Beyond Match, IAC owns:



The largest digital home services marketplace in the US, growing rapidly and profitably

~130K

Paying Service Providers in Domestic Network

50%

YoY Q2 LTM Domestic Revenue Growth

~220%

YoY Q2 Segment Adj. EBITDA Growth⁽¹⁾



Largest open global ad-free video marketplace

~250M

Consumer Audience

720K

Paying Subscribers Sharing Content

Over 300

SVOD channels available to our audience



Creator of consumer utilities
Growing Mobile & Subscription
Generates substantial and stable cash flow

\$150M

LTM Adjusted EBITDA⁽²⁾

~2 billion PCs

Addressable Market with Single-digit Penetration

80% - 90%

EBITDA to free cash flow conversion



Top content publisher, recently restructured for future growth

~100M

Monthly Uniques at Premium Brands

~50%

Mobile Traffic

Over \$300M

Q2 runrate revenue



(1) For more information and reconciliation of non-GAAP measures to GAAP measures See Q2'16 IAC Earnings Release

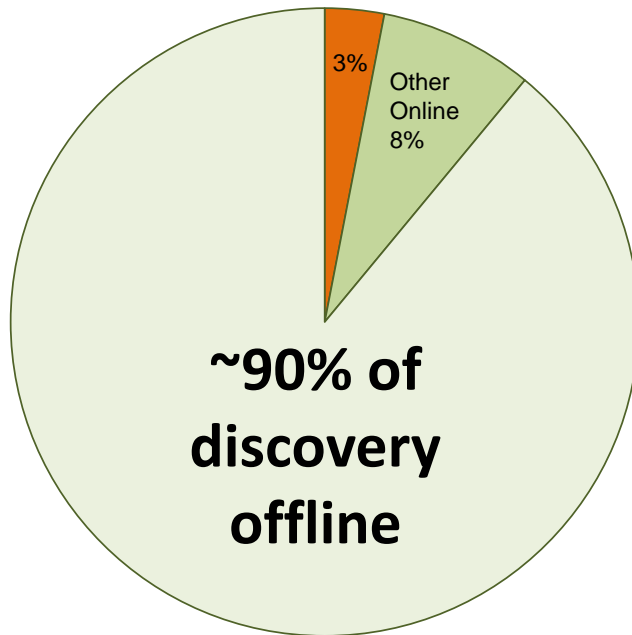
(2) See Page 33 for reconciliations of non-GAAP measures to GAAP measures

HomeAdvisor Significant domestic market opportunity

Domestic Home Services⁽¹⁾

\$400 billion market

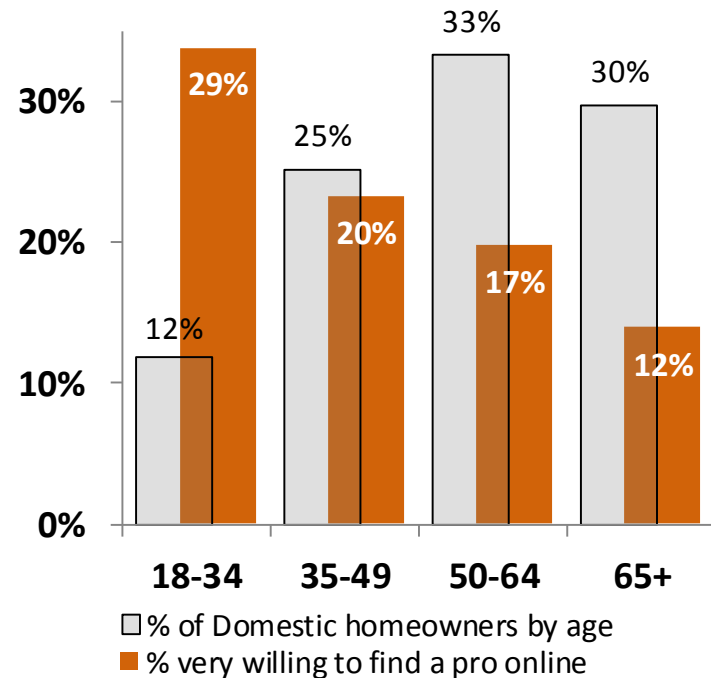
Transactions closed with SPs found on HomeAdvisor



Vast majority of service providers still found offline through word of mouth and referrals...

Home ownership in the United States⁽²⁾

75 million homeowners



...but home owners skew older, and we expect the market to shift online as millennials buy homes



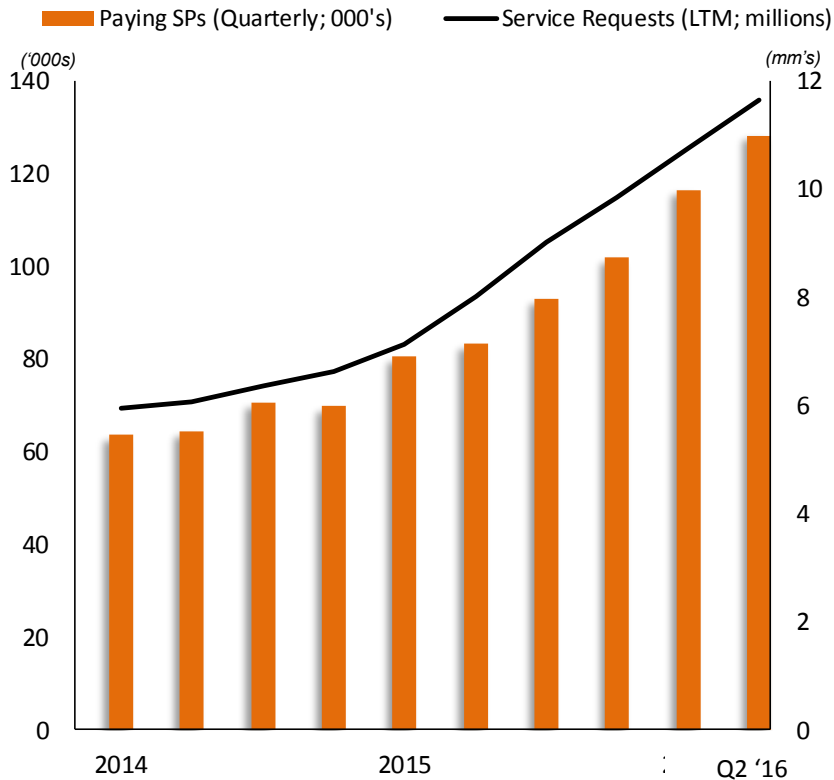
(1) Sources: Wall Street Journal; Internally sourced survey data

(2) Sources: US Census Data; Farnsworth Online Home Services Study

HomeAdvisor Rapid domestic growth fueled by organic investment

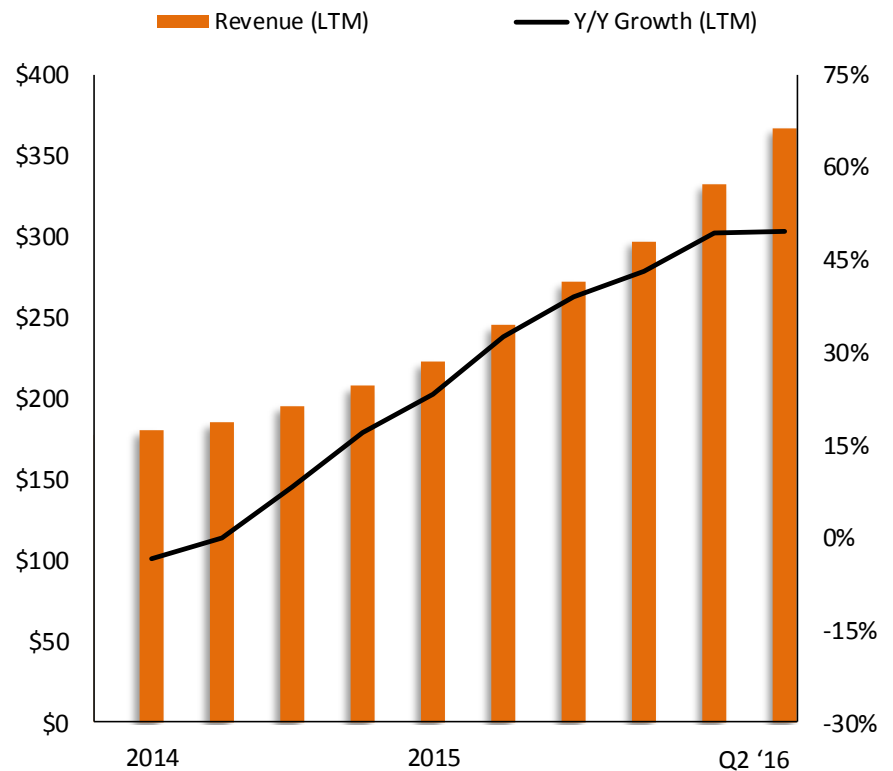
Domestic Service Providers & LTM Service Requests

* Quarterly through Q2 '16



Domestic LTM Revenue (\$ in millions)

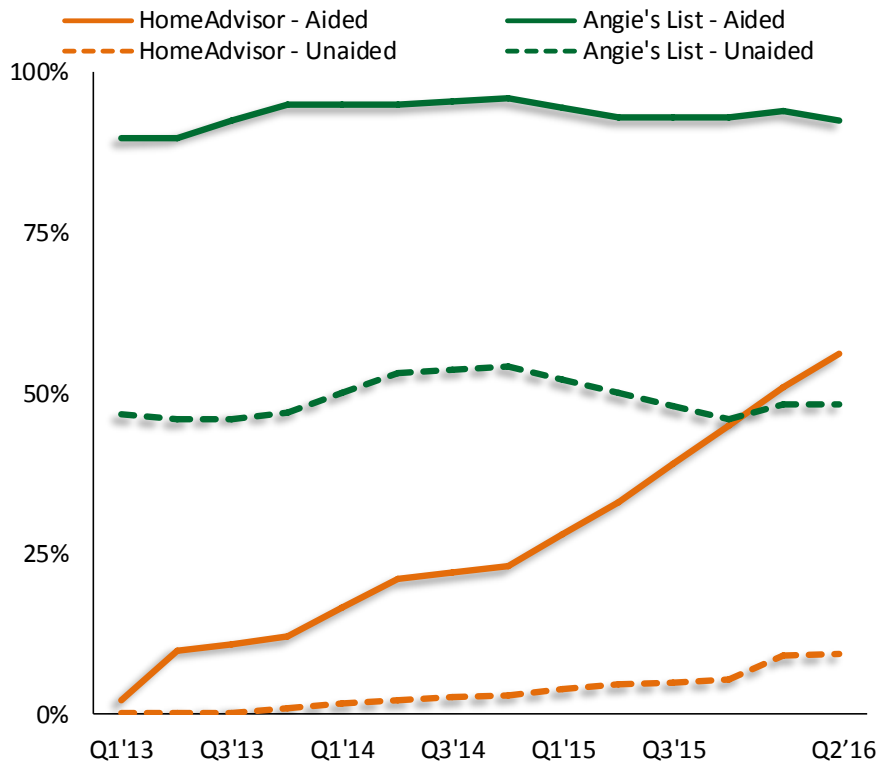
* Quarterly through Q2 '16



HomeAdvisor Overtaking nearest competitor even with limited brand recognition

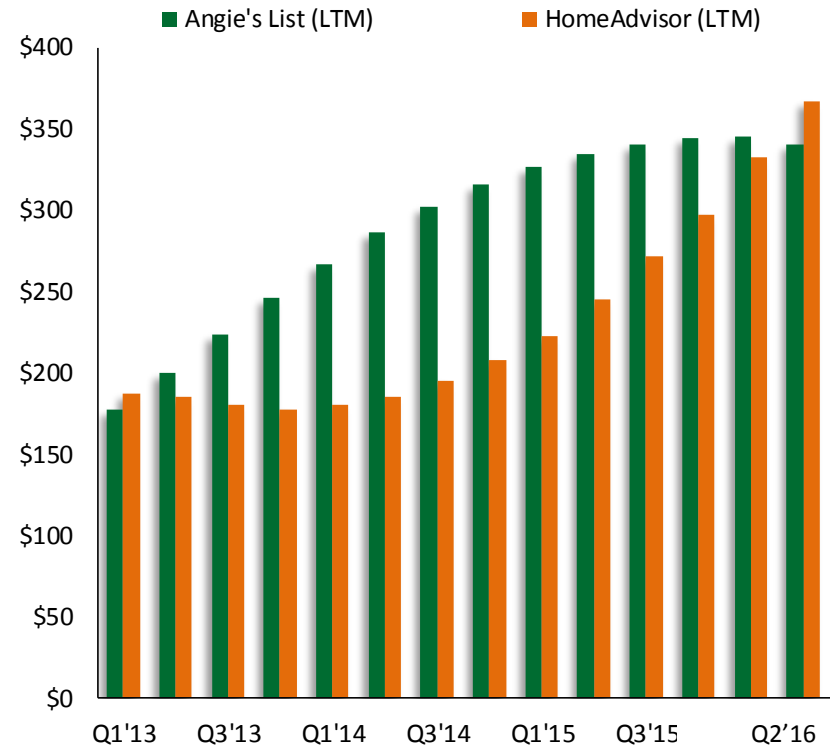
Brand Awareness⁽¹⁾

* Quarterly through Q2 '16



Domestic LTM Revenue vs. Angie's List (\$ millions)⁽²⁾

* Quarterly through Q2 '16



Continued investment in marketing will drive increased brand awareness and more consumer adoption



(1) Source: Internally sourced survey data
 (2) Angie's List Revenue from S&P Capital IQ

 **HomeAdvisor** Getting it right domestically took time and money

We've invested over a billion dollars⁽¹⁾ in our domestic business in the 12 years since acquisition...

Tech, Infrastructure, Other

>\$500 Million

Sales Force

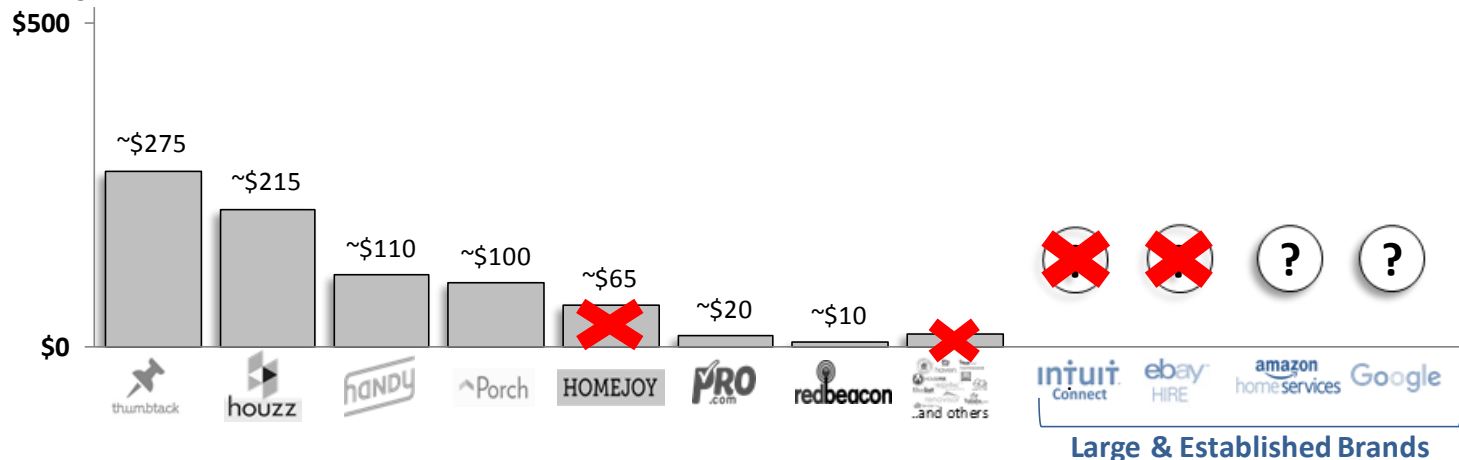
>\$350 Million

Offline Marketing

>\$140 Million

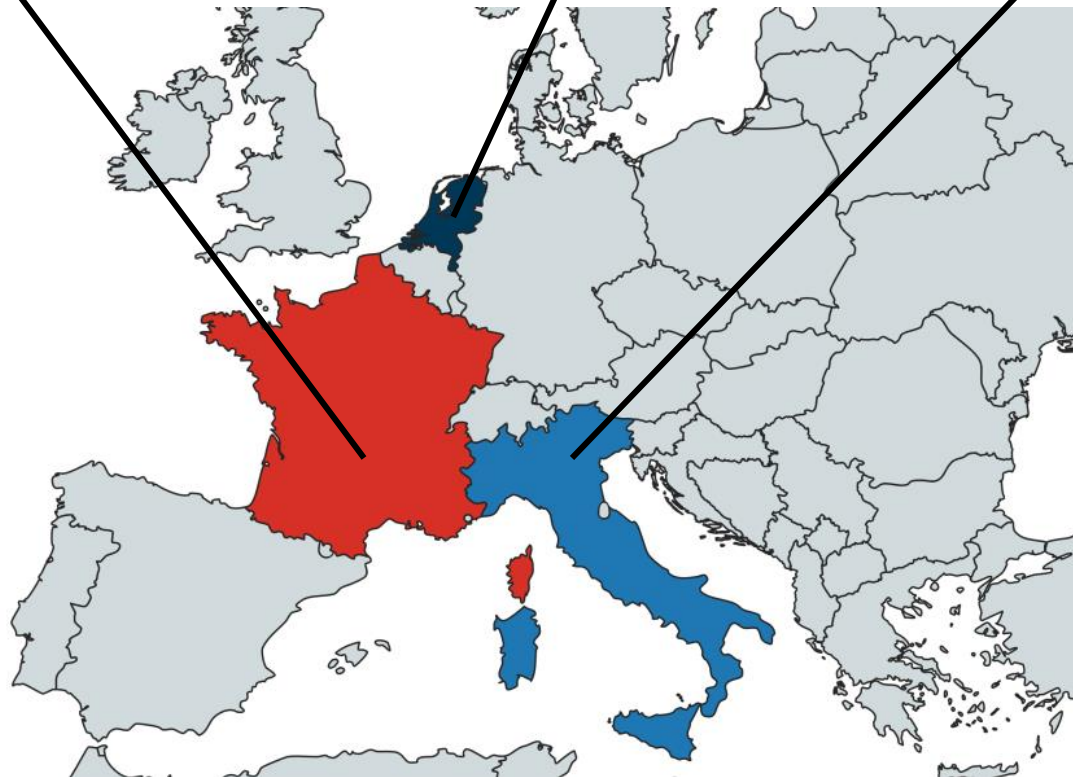
...an amount that dwarfs recent entrants in the market, many of whom have already failed or withdrawn

Funding (\$ millions)⁽²⁾



(1) HomeAdvisor investment figures include operating expenses and offline marketing
 (2) Source: Crunchbase

 **HomeAdvisor** Keep up domestic momentum and expand abroad



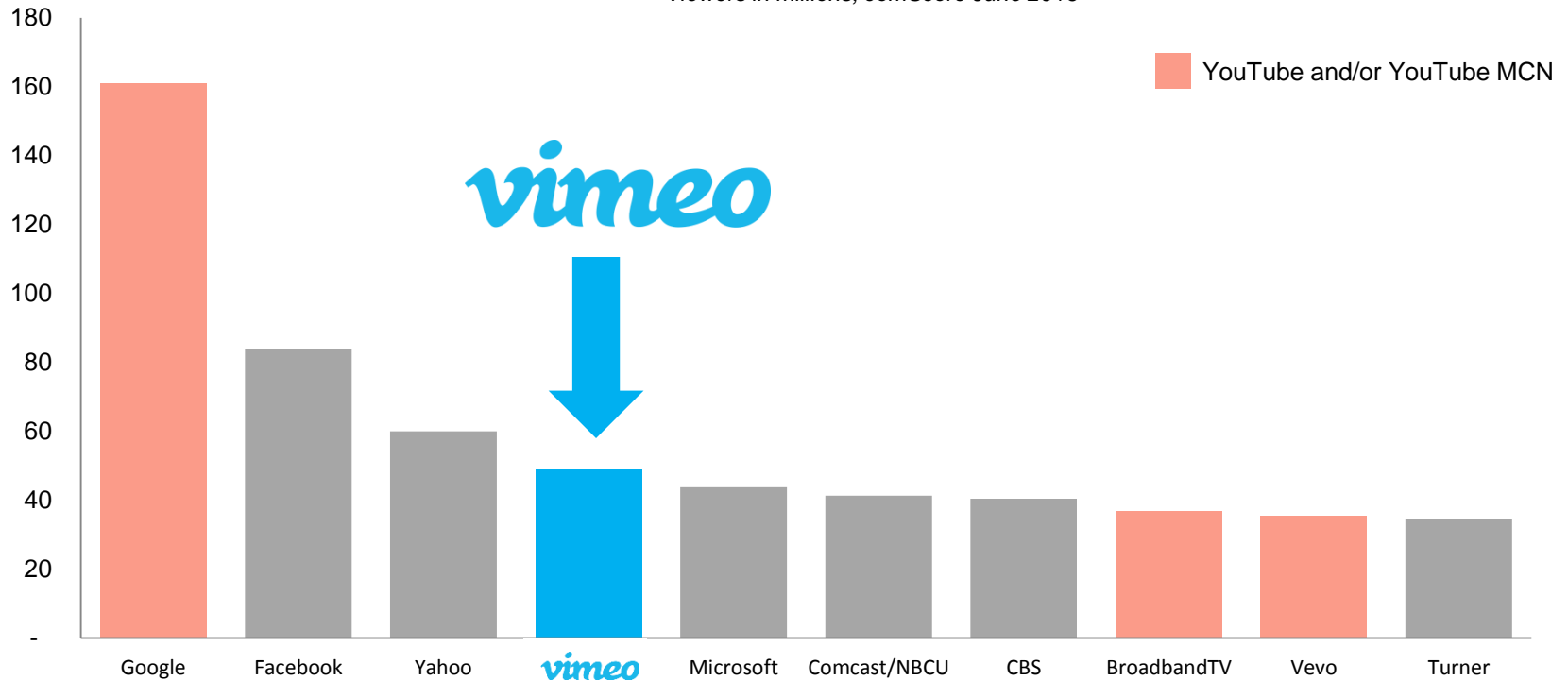
Former IAC CFO overseeing International expansion



vimeo Fourth largest domestic video destination

Top Domestic Video Properties by Viewers

Viewers in millions, comScore June 2016



Only large-scale property providing ~250 million global audience⁽¹⁾ with an ad-free experience

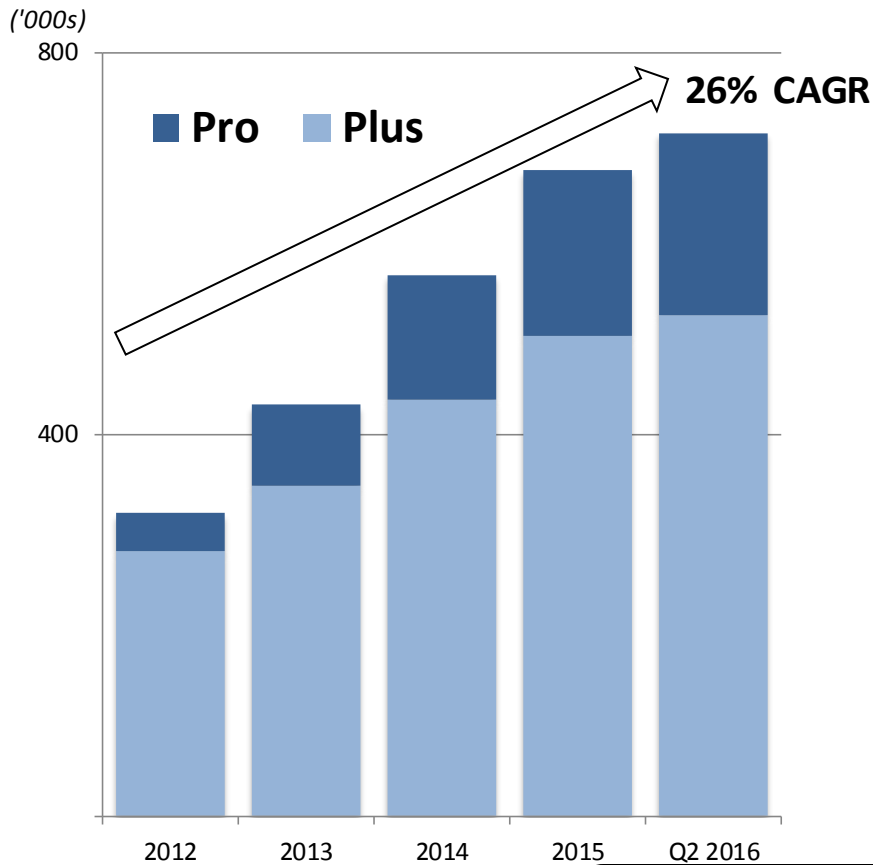


(1) Internal audience figures including offsite video views

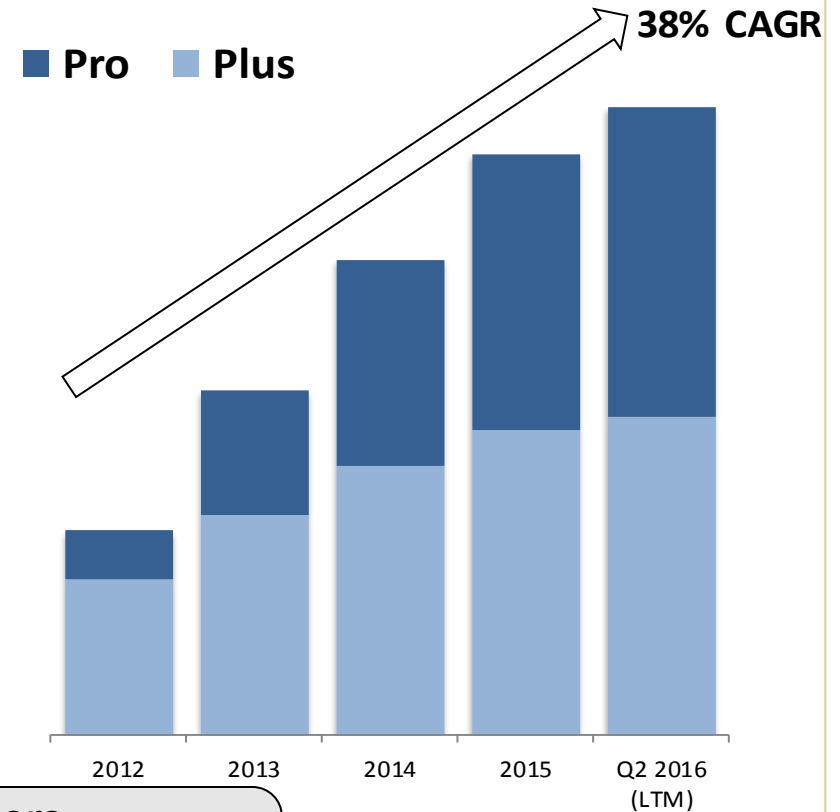


Professional creator base loves Vimeo's platform and player

Vimeo Subscribers



Vimeo Subscription Revenue

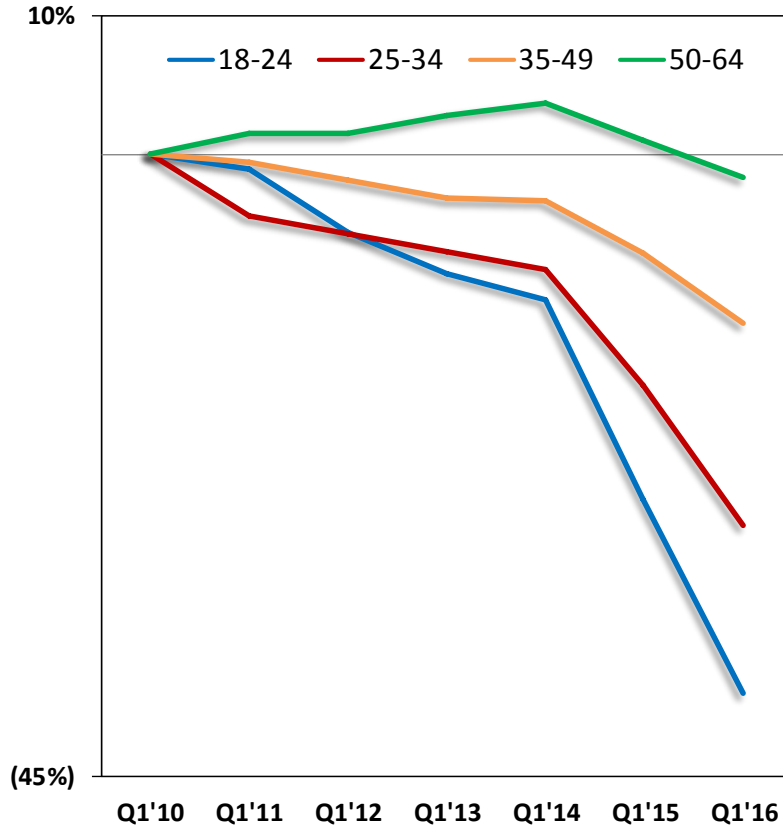


Pro users
~25% of subscribers
~50% of subscription revenue

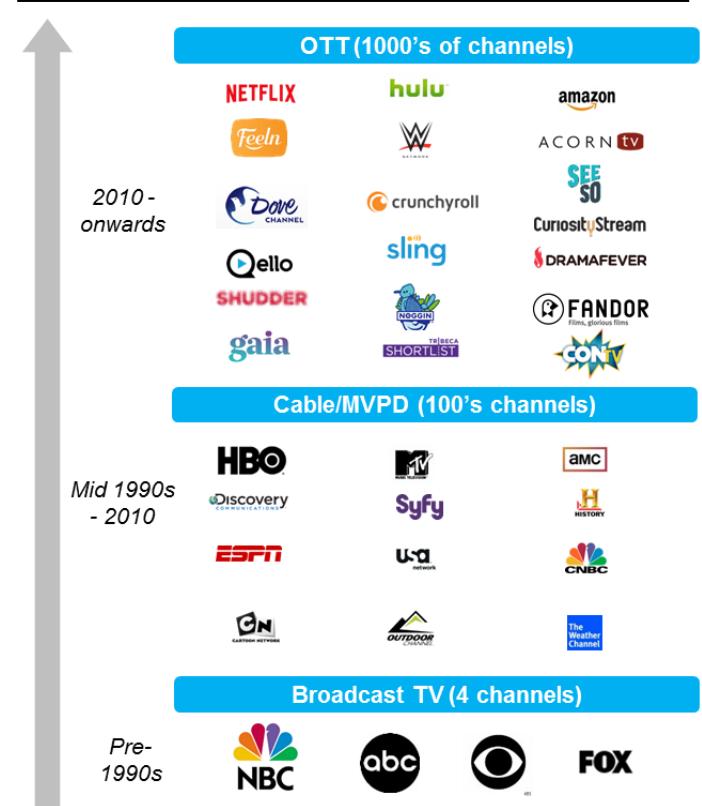


vimeo Significant opportunity in powering the OTT revolution

Linear TV Viewing Hours by Age⁽¹⁾
(Aggregate % change indexed to Q1'10)



...as the proliferation of OTT channels has begun



~\$250 billion global paid video market⁽²⁾
Quickly moving online



(1) Source: Nielsen; (2) Source: PwC

vimeo Provide OTT channels with audience and technology

vimeo brings

- Superior SVOD Technology
- Marketing for creators
- ~250M audience for distribution
- Seamless payment

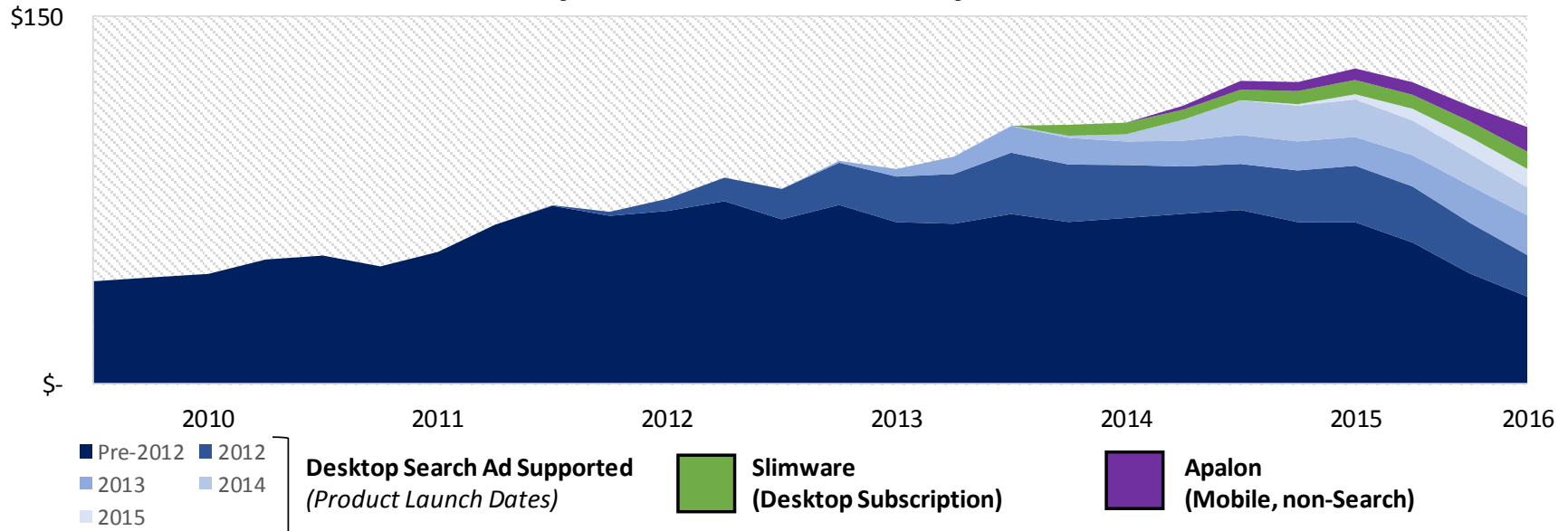


Vimeo can scale by powering countless smaller OTT channels & networks and enabling cross-sell on single platform

Consumer apps provide stable cash flow with a long tail

(\$ millions)

Quarterly Consumer Revenue by Source



Long Tail on Desktop Search

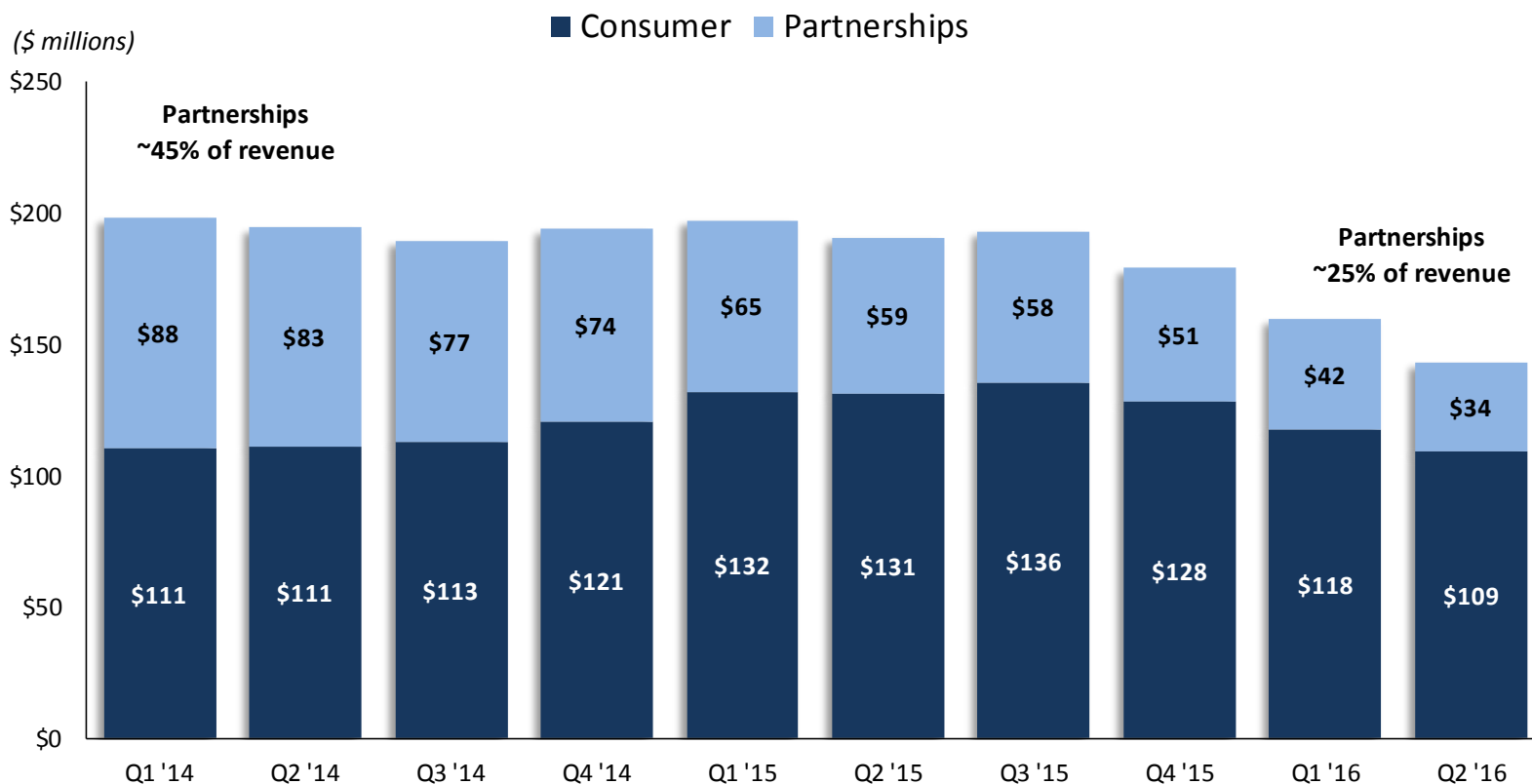
- Over 40% of Consumer Search revenue still comes from products launched prior to 2012
- Large installed base built up over time

Growing mobile presence & lessening Google dependence

- Apalon small but growing rapidly (Revenue up over 170% in Q2'16)
- Diversifying base away from Google (Apalon and Slimware comprised 7% and 5% of total Applications Revenue in Q2'16, respectively)

Partnership business of decreasing importance; Consumer business stabilizing

Revenue Mix: Consumer vs. Partnerships



CAGR
-26%

0%

Mix of growth assets and those we are stabilizing

 INVESTOPEDIA

Growth Asset

 about.com

**Growth potential
with verticalization**

 THE DAILY BEAST

Growth Asset

 Dictionary.com

Cash Cow

 Ask.com

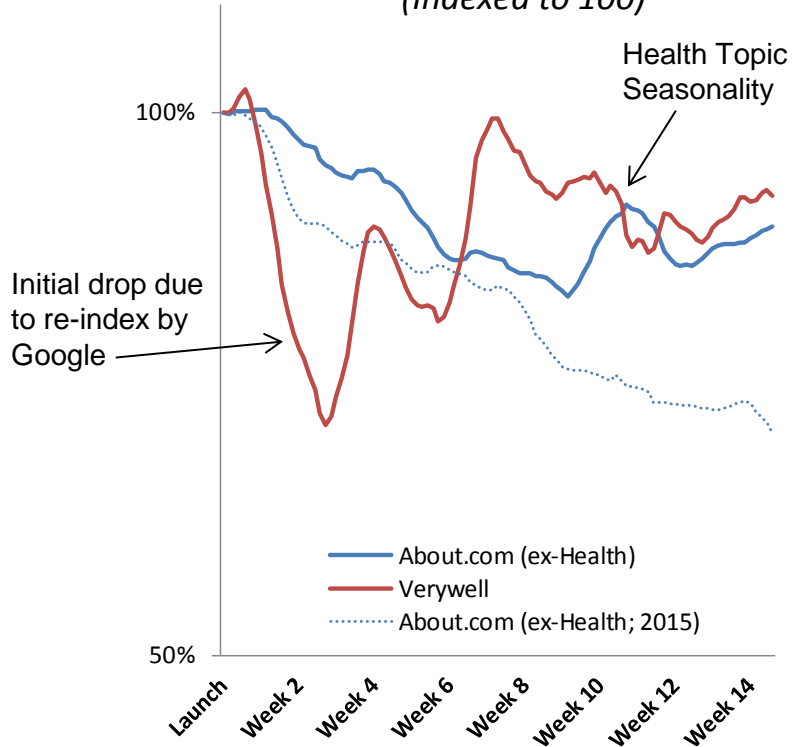
Stabilizing for Cash Flow

Addressing specific challenges

Challenges	What we're doing
Organic traffic decline at About	Verticalization strategy starting with launch of Verywell
Search marketing challenges	Removed fixed costs across Publishing, aligning expense to revenue
Net investment businesses are a drag on EBITDA	Sold Askfm: ~\$7M savings on LTM basis Shut down other initiatives

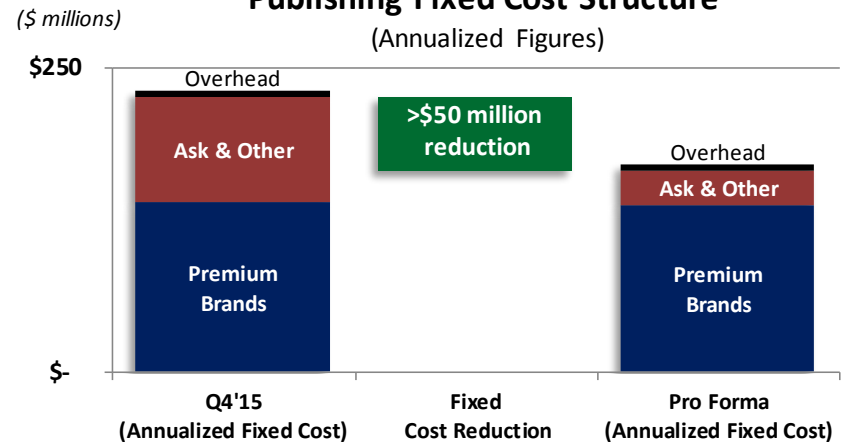
Verywell results encouraging

About.com Organic Traffic
(Indexed to 100)



Right-sized Publishing Cost Base

Publishing Fixed Cost Structure



Premium Brands

- **Dictionary:** Profitable
- **About:** Profitable
- **Investopedia:** Breakeven
- **DailyBeast:** Unprofitable

IAC's Other Assets



- Profitable TV and Digital studio
- Over 20 shows on air and OTT in 2016



- Leading streaming fitness property
- Over 100K paying subscribers

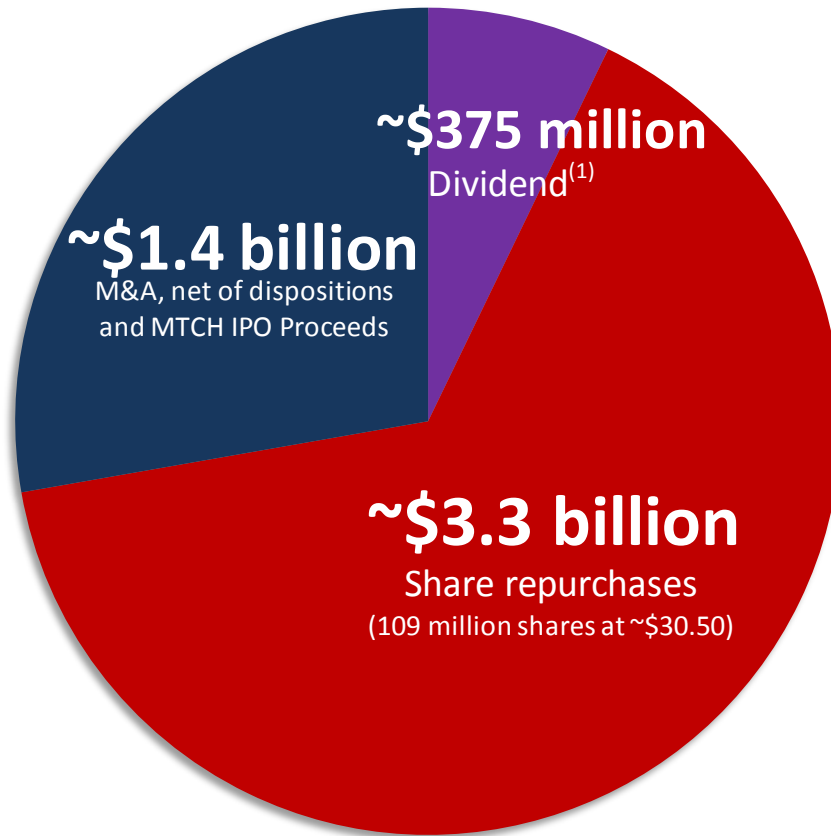


- 3 Films to date
- 3 more in production



- >\$200M 2015 gross revenue
- Non Core Asset

IAC is an astute and responsible steward of capital



IAC uses its capital to:

- Drive growth of our businesses through prudent yet aggressive investment
- Opportunistic share repurchases
- Disciplined M&A (new categories and tuck-ins)

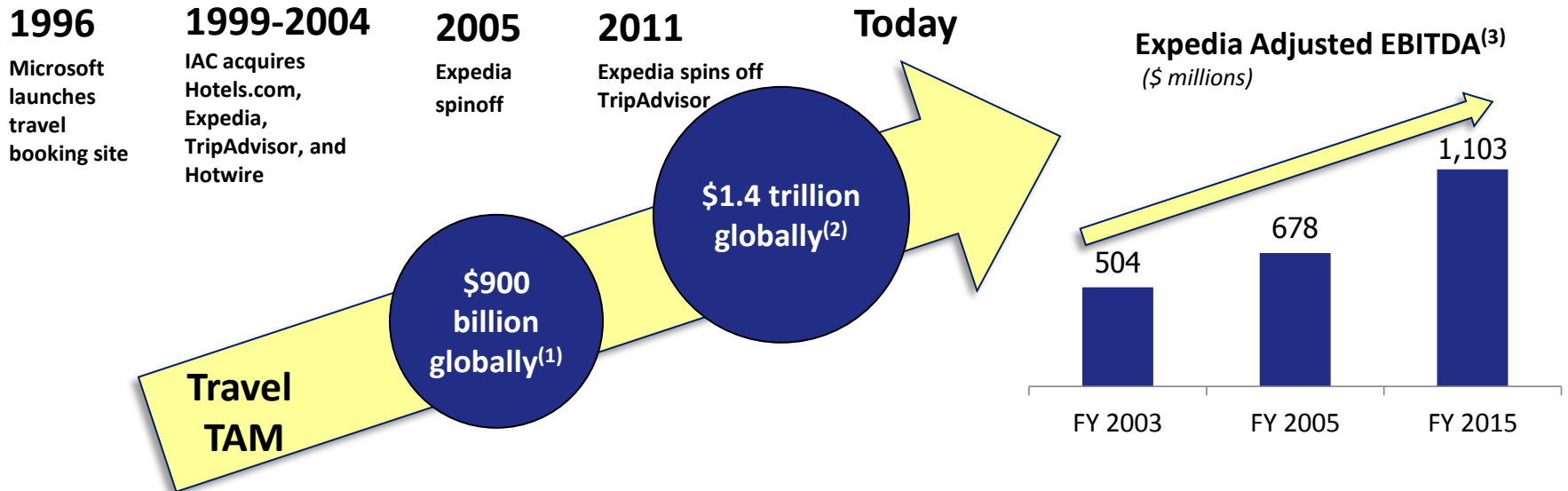
*Chart shows Capital Allocation since spins of LendingTree, HSN, Interval Leisure Group and Ticketmaster in 2008



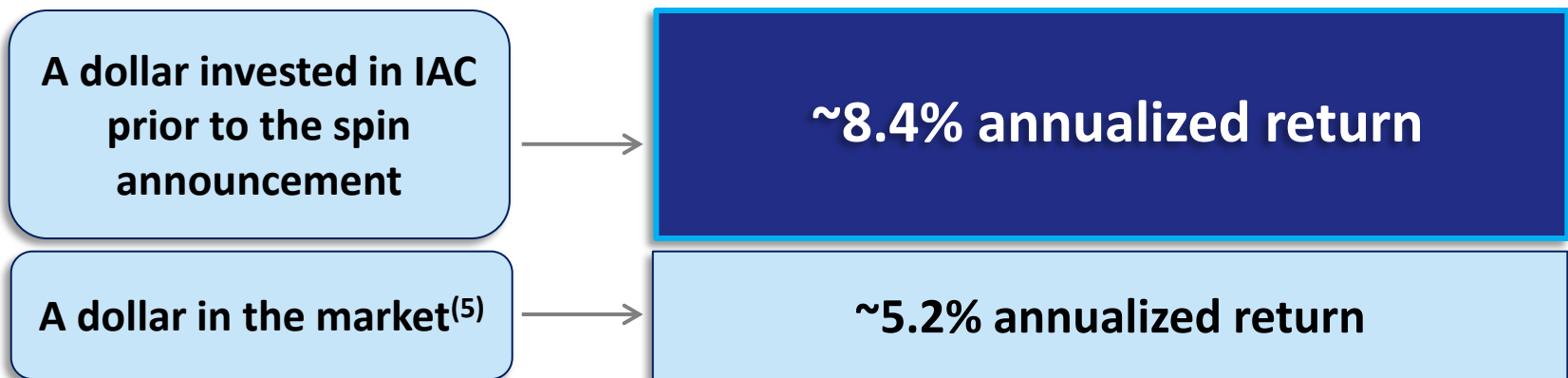
Case Study: Realizing value for shareholders:



How IAC set the stage to create one of the online travel leaders



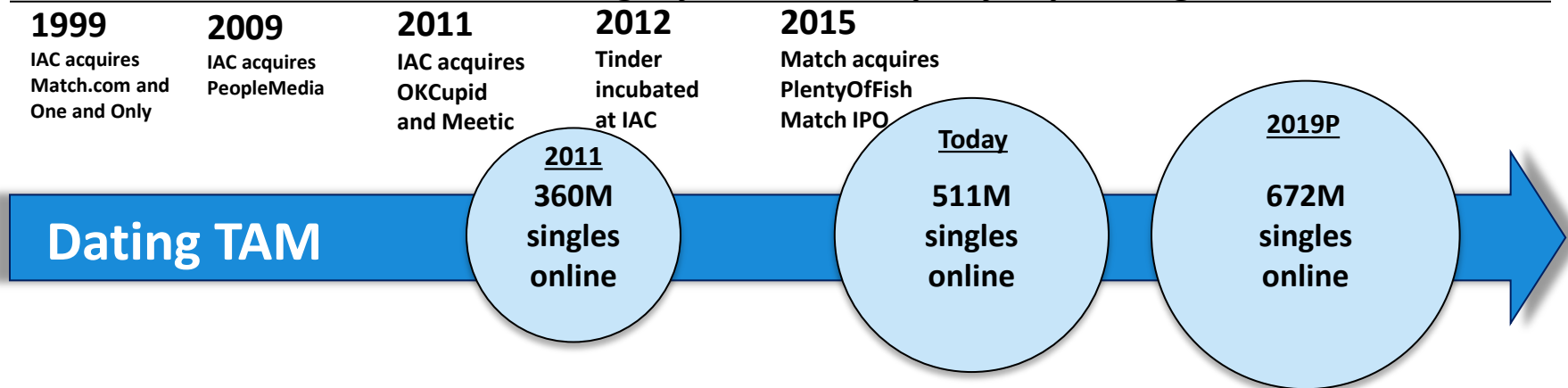
Value created for our investors through the Expedia spin off⁽⁴⁾



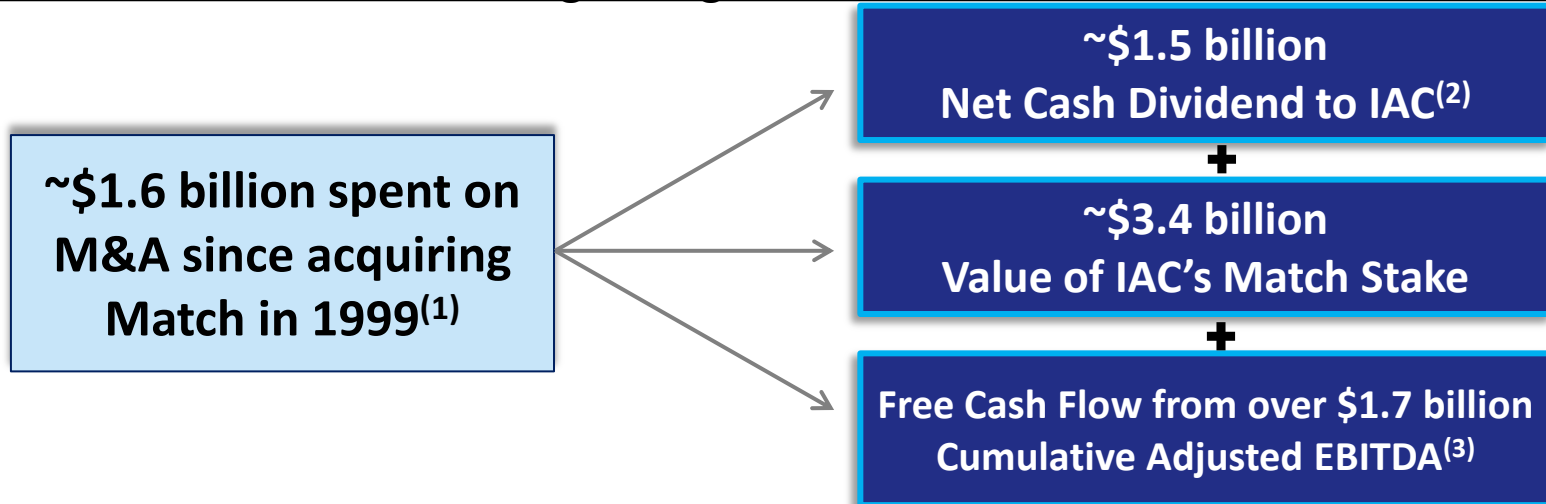
(1) Expedia Investor Presentation (March 16, 2016); (2) 2005 Expedia Annual Report; (3) Expedia 2005 and 2015 Form 10-K's; (4) From 12/4/04 through 8/4/16; (5) S&P 500 Index

Case Study: Realizing value for shareholders: **matchgroup** IPO

IAC created a category killer in a rapidly expanding market



Generating Strong Returns for IAC Shareholders



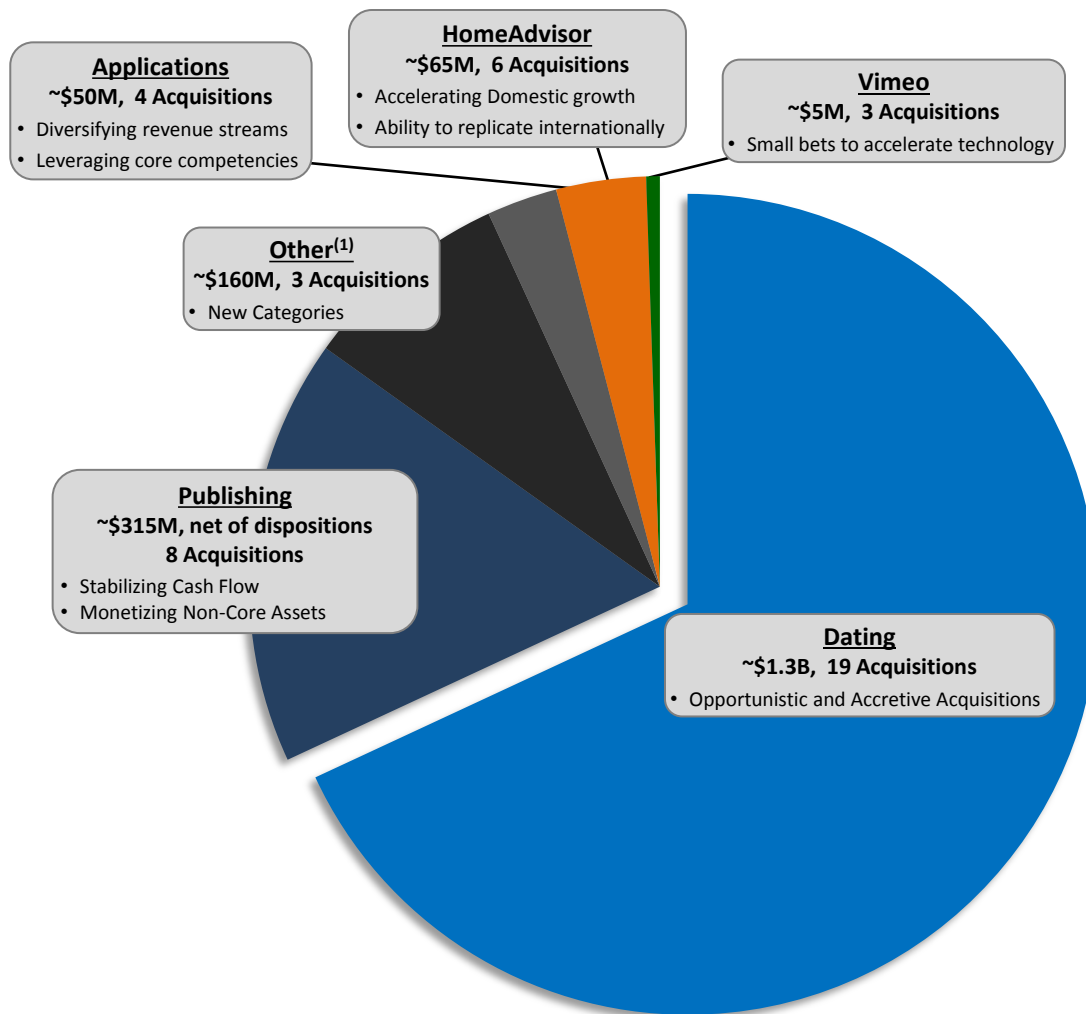
(1) Reflects cash acquisitions at Match Group and includes initial Match.com and One and Only acquisition

(2) See page 88 of Match Group, Inc. 2015 10K. Dividend to IAC includes ~\$1 billion cash dividend and \$445 million debt exchange

(3) Cumulative Match Group (formerly "Personals" segment) Adjusted EBITDA (and predecessor non-GAAP measure) for 2005-2015, as reported in IAC Form 10-Ks for those years. Related reconciliations are available in such filings.

M&A Focus Areas and Track Record Since 2008 Quad Spin

M&A Activity by Segment



Select M&A Transactions

Dating

↑	2015	PlentyOfFish
↑	2011	Meetic
↑	2011	OkCupid
↑	2009	People Media
↑	2013	Twoo

HomeAdvisor

↑	2014	Mhelpdesk
TBD	2012	Felix
↑	2008	Travaux
↑	2008	Werkspot

Vimeo

↑	2016	VHX
↓	2014	Cameo

Applications

↑	2014	Apalon
TBD	2014	Slimware

Publishing

↑	2014	ValueClick
↑	2009	Urbanspoon
TBD	2012	About.com
↓	2014	Askfm
↓	2012	nRelate

Other

TBD	2014	The Princeton Review
TBD	2012	Tutor.com

(1) Includes The Princeton Review, Tutor.com, DailyBurn, and other smaller acquisitions

Appendix

Q2'16 LTM Adjusted EBITDA: GAAP to Non-GAAP Reconciliation

(\$ '000s)	Match Group	HomeAdvisor	Video	Applications	Publishing
Operating Income	\$ 228,850	\$ 22,684	\$ (30,354)	\$ 130,207	\$ (366,386)
Depreciation	26,893	7,251	1,542	4,618	8,984
Amortization of Intangibles	24,994	3,088	1,721	6,164	125,402
Stock-based Compensation Expense	62,354	1,624	66	-	-
Acquisition-related Contingent Consideration Fair Value Adjustments	3,584	-	(394)	8,765	-
Goodwill Impairment	-	-	-	-	275,367
Adjusted EBITDA	\$ 346,675	\$ 34,647	\$ (27,419)	\$ 149,754	\$ 43,367