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**The following statements are excerpts from a transcript of the Q4 IAC/InterActiveCorp and ANGI Homeservices Inc. earnings conference call, held on February 5, 2020.**

**Joseph M. Levin** - IAC/InterActiveCorp - CEO & Director

Thanks, Glenn. Thanks, everybody, for joining us on what we know to be a very busy morning. This is the first call in IAC's 25th year under current management and a really great place to start 2020. This is yet another big reset for IAC. I think since I've been here, we probably had about 4 of these. And right now, we're on the verge of separating from Match Group, which is the bulk of our current enterprise value and cash flow, which is a little bit daunting, but exciting because we're going to become a much smaller company again, which means we're going to focus on building.

We're going to focus on building new businesses and new categories. And we love this stage of the business. Wouldn't be possible without the support of the 8,600 employees now across all of IAC. So I want to thank everybody for great year in 2019 and an exciting outlook going forward in 2020. In particular, there's one employee I want to thank, which is Mandy Ginsberg for her leadership over these last few years at Match Group, and an unbelievable run, and a seamless transition to Shar Dubey, who has been an incredible leader at Match throughout her tenure at the company and is, I think, going to do a fabulous job at the top.

So that's the exciting news, and let's switch to the questions now. Operator, we'll take the first question.

**Glenn Howard Schiffman** - IAC/InterActiveCorp - Executive VP & CFO

In terms of Match next steps, we should file the S-4 at some point next week, and then that has to navigate through the SEC. We have to wait – we have to get comments and react to the comments post that. When it gets cleared, we mail it -- we have to mail it to our shareholders and the Match shareholders, then there'll be a shareholder vote. And then there'll be an averaging period for all the calculations embedded in, of course, the exchange and the merger. So we still continue to believe the end of the second quarter, probably the end of June, is the best estimate for when all these will be done by.

And then in the exchange ratio, I think there's a couple of things embedded in that. I think your question related to 2 of -- 2 mechanics as it relates to the merger. One, how many shares we -- IAC give up to Match in exchange for the net liabilities that Match assumes. And we announced in December in the deck, and I'll refer you to that deck, I think when you went through all the calculations and all the puts and takes that we laid out in the appendix, I think IAC was distributing 2.35 shares, of Match shares to the IAC shareholders. Given the movement in the stock prices, I think we're now at 2.36. The numerator in that calculation tends to move with the denominator. So we don't see that moving a lot. As it relates to the exchangeables, specifically in the appendix, we laid out how the exchangeables move to Match. And these instruments will be converted from IAC to Match based on the relative market values of new IAC and new Match at closing.

So for example, our exchangeable that's due in 2030, once you include obviously all the adjustments that I talked about as well as the adjustments associated with the call spread, that instrument currently converts into IAC shares at \$457 per share. And again, this is a representative calculation that will be done at the time of spin. But right now, we estimate that instrument will convert into Match shares at \$140 per share.

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This communication is being made in respect of a proposed transaction involving IAC/InterActiveCorp (“IAC”), IAC Holdings, Inc. (“New IAC”) and Match Group, Inc. (“Match”). In connection with the proposed transaction, IAC, New IAC and Match intend to file relevant materials with the SEC, including a joint registration statement on Form S-4 to be filed by IAC and New IAC that will include a preliminary joint proxy statement of IAC and Match. The information in the preliminary joint proxy statement/prospectus will not be complete and may be changed. Each of IAC and Match will deliver the definitive joint proxy statement to their shareholders as required by applicable law. This communication is not a substitute for any proxy statement or any other document that may be filed with the SEC in connection with the proposed transaction.

**INVESTORS AND SECURITY HOLDERS OF IAC AND MATCH ARE URGED TO READ THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.**

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### **Participants in the Solicitation**

IAC and Match and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from their respective shareholders in favor of the proposed transaction under the rules of the SEC. Information about IAC’s directors and executive officers is available in IAC’s Annual Report on Form 10-K for the year ended December 31, 2018, which was filed with the SEC on March 1, 2019, and IAC’s definitive proxy statement for its 2019 annual meeting of shareholders, which was filed with the SEC on April 30, 2019. Information about Match’s directors and executive officers is available in Match’s Annual Report on Form 10-K for the year ended December 31, 2018, which was filed with the SEC on February 28, 2019, and Match’s definitive proxy statement for its 2019 annual meeting of shareholders, which was filed with the SEC on April 30, 2019. Additional information regarding participants in the proxy solicitations and a description of their direct and indirect interests will be included in the proxy statement/prospectus and the other relevant documents filed with the SEC when they become available.

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