

TRANSLATION FOR CONVENIENCE PURPOSES

Mandatory publication
pursuant to Sections 34, 14 paragraphs 2 and 3 of the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz)

Shareholders of MyHammer Holding AG, specifically those with permanent or habitual residence or domicile outside of the Federal Republic of Germany, should pay particular attention to Section 1, "General Information on the Implementation of this Offer, Specifically for Shareholders with Permanent or Habitual Residence or Domicile outside of the Federal Republic of Germany".



OFFER DOCUMENT

Voluntary Public Takeover Offer
(Cash Offer)

by

HomeAdvisor GmbH
Ismaning

to the shareholders of

MyHammer Holding AG
Berlin

for the acquisition of their bearer shares with no par value in MyHammer Holding AG
at a price of EUR 5.15 per share

Acceptance Period: November 21, 2016 to December 19, 2016,
24:00 hours, local time Frankfurt am Main, Germany

Shares of MyHammer Holding AG:

International Securities Identification Number ("ISIN") DE000A11QWW6

MyHammer Holding Shares Tendered for Sale:

ISIN DE000A2DA6H0

MyHammer Holding Shares Subsequently Tendered for Sale:

ISIN DE000A2DA6J6

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Translation for Convenience Purposes

1. GENERAL INFORMATION ON THE IMPLEMENTATION OF THIS OFFER, SPECIFICALLY FOR SHAREHOLDERS WITH PERMANENT OR HABITUAL RESIDENCE OR DOMICILE OUTSIDE OF THE FEDERAL REPUBLIC OF GERMANY

1.1 Legal Bases

This voluntary public takeover offer (the "**Offer**") by HomeAdvisor GmbH with its registered seat (*satzungsmäßiger Sitz*) in Ismaning and business seat (*Geschäftssitz*) in Esmarchstraße 23, c/o StB and Dipl.-Finanzwirt Magnus Büth, 10407 Berlin, registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Munich under HRB 144294 (the "**Offeror**"), is a public takeover offer (*öffentliches Übernahmeangebot*) for the acquisition of bearer shares with no par value in MyHammer Holding AG with its registered seat in Berlin, registered with the commercial register of the local court of Charlottenburg under HRB 122010 B ("**MyHammer Holding**" or the "**Target Company**"), with a calculated pro rata amount of the share capital of EUR 1.00 per share in accordance with the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*, hereinafter referred to as "**WpÜG**").

The Offer is made to all shareholders of MyHammer Holding (each individually a "MyHammer Shareholder", and together the "MyHammer Holding Shareholders") and refers to the acquisition of all issued bearer shares with no par value in MyHammer Holding (ISIN DE000A11QWW6) that are not directly held by the Offeror, with a calculated pro rata amount of the share capital of EUR 1.00 per share, including any rights attached thereto at the time of the settlement of the Offer, including dividend rights (a "MyHammer Holding Share" or jointly the "MyHammer Holding Shares").

The Offer is made in accordance with the laws of the Federal Republic of Germany.

The Offer is made exclusively in accordance with the provisions of the legal system of the Federal Republic of Germany, in particular the WpÜG and the Offer Ordinance of the German Securities Acquisition and Takeover Act (the "**WpÜG Offer Ordinance**"). It was not and is not intended to submit any further applications for registration, admission or authorization of the publication of this offer document (the "**Offer Document**") and/or the Offer and it has not been arranged anything of such matter with securities regulation authorities of other jurisdictions. MyHammer Holding Shareholders can therefore not rely on the applicability of any foreign regulations for the protection of investors.

Prior to the announcement of the decision to make this Offer on October 10, 2016 and before publication of this Offer Document, the Offeror entered into a purchase agreement with Holtzbrinck Digital GmbH to purchase all of its shares in MyHammer Holding. Details on such transaction are set forth in Sections 5.6.1 of this Offer Document. In addition, the Offeror and the persons acting jointly with the Offeror within the meaning of Section 2 paragraph 5 WpÜG reserve the right to purchase or agree to purchase further MyHammer Holding Shares outside of the Offer. These shares may be acquired on the market at the prevailing market price or through private transactions at negotiated prices. If required under Section 23 paragraph 2 WpÜG, the Offeror will disclose details of any such purchases of, or agreements to purchase, MyHammer Holding Shares in the German Federal Gazette (*Bundesanzeiger*) and on the website in the internet at

<http://ir.iac.com/MyHammer.cfm> in German and additionally in a non-binding English translation.

1.2 Review of the Offer Document by BaFin

In addition to the annexes of this Offer Document no other documents form part of this Offer Document. Although the Offeror publishes this non-binding English translation of this Offer Document, only the German version of the Offer Document is binding. The Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* or hereinafter "**BaFin**") has only examined the German Offer Document with respect to its conformity with WpÜG and the WpÜG Offer Ordinance and approved its publication only on such basis on November 18, 2016. Any agreement that is executed on the basis of the Offer shall be exclusively governed by and construed in accordance with the laws of the Federal Republic of Germany, excluding the provisions on the conflict of laws under German law. Up till now, no registrations, approvals, permissions or authorizations for the Offer Document and/or the Offer outside of the Federal Republic of Germany have taken place or are planned.

1.3 Publication of the Decision to Submit the Offer

On October 10, 2016, the Offeror published its decision to submit this Offer in accordance with Section 10 paragraph 1 in conjunction with Sections 29 paragraph 1, 34 WpÜG. Such publication is available on the website on the internet at <http://ir.iac.com/MyHammer.cfm> in German and in addition as a non-binding English translation.

1.4 Publication of the Offer Document, Notifications

The Offeror will publish this Offer Document in German pursuant to Section 14 paragraph 3 WpÜG on November 21, 2016 by announcement on the website on the internet at <http://ir.iac.com/MyHammer.cfm>, as well as through making copies of the Offer Document available free of charge at BNP Paribas Securities Services S.C.A., branch Frankfurt am Main, Europa-Allee 12, 60327 Frankfurt am Main, Germany (inquiries by fax to +49 69 1520 5277 or by email to Frankfurt.gct.operations@bnpparibas.com). The notification of the internet address at which this Offer Document is published and the availability of copies of this Offer Document free of charge will be published in the German Federal Gazette (*Bundesanzeiger*) as well on November 21, 2016.

In addition, on November 21, 2016, a non-binding English translation of this Offer Document which has not been examined by BaFin is made available on the website on the internet under the aforementioned internet address.

1.5 Distribution of this Offer Document

The publication, dispatch, distribution or dissemination of this Offer Document or other documents related to this Offer outside the Federal Republic of Germany may be subject to certain legal restrictions under the laws of certain jurisdictions other than the Federal Republic of Germany. Notwithstanding its publication on the internet pursuant to the applicable legal requirements, this Offer Document and any other documents related to this Offer may therefore not be published, dispatched to, distributed or disseminated by third parties in countries, in which

such publication, dispatch, distribution or dissemination would violate applicable laws of such countries.

The Offeror has not granted permission to any third party to publish, dispatch, distribute or disseminate this Offer Document or any other documents related to this Offer outside of the Federal Republic of Germany. Neither the Offeror nor the persons acting jointly with the Offeror within the meaning of Section 2 paragraph 5 WpÜG (see Section 5.4 of this Offer Document) are obligated to ensure, nor do they assume any liability, that the publication, dispatch, distribution or dissemination of this Offer Document or other documents related to this Offer outside of the Federal Republic of Germany conforms to the law of any legal system other than that of the Federal Republic of Germany.

The Offer Document may be published and distributed in the European Union or in the European Economic Area in accordance with the Offer Document and the relevant applicable legal provisions.

The Offeror will, upon request, make this Offer Document available to the Custodian Banks (as defined in Section 12.2 of this Offer Document) at which MyHammer Holding Shares are deposited for the purposes of onward transmission to any such MyHammer Holding Shareholders with permanent or habitual residence or domicile in the Federal Republic of Germany. Otherwise, these Custodian Banks may publish, dispatch, distribute or disseminate this Offer Document only if permissible under all applicable domestic and foreign laws.

1.6 Acceptance of the Offer outside of the Federal Republic of Germany

The Offer may be accepted by all domestic and foreign MyHammer Holding Shareholders in accordance with the terms and conditions set forth in this Offer Document and any applicable legal provisions. The Offeror, however, points out that acceptance of this Offer outside the Federal Republic of Germany may be subject to certain legal restrictions. MyHammer Holding Shareholders who come into possession of this Offer Document outside of the Federal Republic of Germany, who wish to accept this Offer outside of the Federal Republic of Germany and/or are subject to other legal provisions than those applicable in the Federal Republic of Germany, are advised to inform themselves of the relevant applicable legal provisions and to comply with them. The Offeror and the persons acting jointly with the Offeror within the meaning of Section 2 paragraph 5 WpÜG assume no responsibility with respect to the permissibility of the acceptance of the Offer under the relevant applicable legal provisions outside of the Federal Republic of Germany.

2. INFORMATION REGARDING THE STATEMENTS CONTAINED IN THE OFFER DOCUMENT

2.1 General

Any references to time in this Offer Document are references to the local time in Frankfurt am Main, Germany, unless otherwise stated. To the extent that expressions such as "currently", "at the present time", "at the moment", "now", "at present" or "today" are used in this Offer Document, they refer to the date of publication of this Offer Document, *i.e.*, November 21, 2016.

References in this Offer Document to a "**Banking Day**" relate to a day on which the banks in Frankfurt am Main, Germany, are open for general business (*i.e.*, not on Saturdays, Sundays and public holidays). The specification "**EUR**" refers to the currency Euro, the specification "**DEM**" refers to the former currency Deutsche Mark (the former official currency of the Federal Republic of Germany) and the specification "**USD**" refers to the currency US dollar as the official currency of the United States of America ("**USA**" or "**United States**").

The Offeror has not authorized third parties to make statements concerning the Offer or this Offer Document. If third parties nevertheless make any such statements, these may be attributed neither to the Offeror nor to persons jointly acting with it and they will not assume any liability for any such statements.

Certain amounts and figures contained in this Offer Document relating to, *inter alia*, financial results may have been rounded up or down in accordance with commercial rounding, as appropriate.

2.2 Status and Source of the Information Contained in this Offer Document

Unless explicitly stated otherwise, any particulars, views, intentions and forward-looking statements contained in this Offer Document are based on information available to the Offeror on the date of the publication of this Offer Document, *i.e.*, November 21, 2016, and certain assumptions made by the Offeror as of that date. Unless explicitly indicated otherwise, the material information about the Target Company, its operations, balance sheet and revenue figures are taken from generally accessible sources of information (*e.g.*, published annual financial statements, including the consolidated financial statements of MyHammer Holding as of and for the year ended December 31, 2015 and press releases). This information has not been separately verified by the Offeror. Before deciding to make the Offer, the Offeror and IAC (as defined in Section 5.2 of this Offer Document) conducted a due diligence review (the "**Due Diligence Review**") of MyHammer Holding and its subsidiaries during the period from August 2, 2016 until September 20, 2016 which was restricted in terms of time and content. The Due Diligence Review included documents (regarding business information, financial, taxes and legal matters) selected by MyHammer Holding which were provided in a virtual and physical data room; in addition, discussions were held with the management and advisers of MyHammer Holding.

2.3 Forward-Looking Statements

This Offer Document and the documents to which reference is made herein, contain certain forward-looking statements which reflect the Offeror's intentions, views or current expectations with regard to possible future events and which are based, if not explicitly stated otherwise, on certain information available to the Offeror as of the date of the publication of the Offer Document, *i.e.*, November 21, 2016, as well as certain assumptions, intentions and assessments on the part of the Offeror at this point of time. Such statements are, in particular, indicated by terms such as "expect", "believe", "attempt", "estimate", "intend", "assume" and "endeavor" and express intentions, views or current expectations of the Offeror with respect to inherently uncertain future events. They are subject to risks and uncertainties which are generally not within the control of the Offeror.

The forward-looking statements contained in this Offer Document may turn out to be incorrect, and events and developments in the future might differ considerably from the forward-looking statements contained in this Offer Document. In addition, it is possible that the Offeror may change its intentions and evaluations expressed in this Offer Document after its publication.

2.4 No Updates

The Offeror will update this Offer Document (including with respect to any change in intention) only to the extent required by the WpÜG.

3. SUMMARY OF THE OFFER

The following summary contains certain information set out in this Offer Document. It is supplemented by, and should be read in conjunction with, the information and particulars set out elsewhere in this Offer Document. As a consequence, this summary does not set forth all information that may be relevant for MyHammer Holding Shareholders. MyHammer Holding Shareholders should therefore read this Offer Document diligently in its entirety.

| | |
|--------------------------------------|---|
| Offeror: | HomeAdvisor GmbH, Esmarchstraße 23, c/o StB and Dipl.-Finanzwirt Magnus Büth, 10407 Berlin, Germany. |
| Target Company: | MyHammer Holding AG, Mauerstraße 79, 10117 Berlin, Germany. |
| Subject of the Offer: | Acquisition of all bearer shares with no par value of MyHammer Holding (ISIN DE000A11QWW6), which are not being held directly by the Offeror, each representing a notional amount of EUR 1.00 in the registered share capital, including any ancillary rights that exist at the time of settlement of the Offer, including dividend rights. |
| Consideration: | EUR 5.15 per MyHammer Holding Share. |
| Acceptance Period: | November 21, 2016 to December 19, 2016, 24:00 hours, local time Frankfurt am Main, Germany. |
| Additional Acceptance Period: | The Additional Acceptance Period (as defined below in Section 4.4) is expected to begin on December 28, 2016 and will in this case end on January 10 2017, 24:00 hours, local time Frankfurt am Main, Germany. |
| Acceptance: | Acceptance of this Offer must be declared within the Acceptance Period or the Additional Acceptance Period, respectively, in writing to the respective Custodian Bank (as defined below in Section 12.2). Acceptance will only become effective upon timely rebooking of those MyHammer Holding Shares with respect to which the Offer was accepted into ISIN DE000A2DA6H0 (with respect to MyHammer Holding Shares Tendered for Sale (as defined below in Section 12.2.1)) or ISIN DE000A2DA6J6 (with respect to MyHammer Holding Shares Subsequently Tendered for Sale (as defined below in Section 12.3)). |
| | The acceptance is free of charge for MyHammer Holding Shareholders, with |

the exception of any expenses incurred for the submission of the declaration of Acceptance and with the exception of any fees, costs and expenses of Custodian Banks incurred abroad and any foreign stock exchange, value added or stamp taxes, from the costs and expenses of Custodian Banks that these may request although the Offeror will pay them a compensation, and costs resulting from the acceptance of the Offer vis-à-vis the respective Custodian Bank.

**Closing
Conditions:**

The execution of the Offer and the agreements which have come into existence as a result of the acceptance of the Offer are not subject to any conditions.

**Central
settlement
agency:**

BNP Paribas Securities Services S.C.A., branch Frankfurt am Main, Europa-Allee 12, 60327 Frankfurt am Main, Germany.

Settlement:

Regarding the MyHammer Holding Shares Tendered for Sale payment of the Offer Price will take place simultaneously (*Zug um Zug*) against transfer of the MyHammer Holding Shares to the securities deposit of the Central Settlement Agent with Clearstream Banking AG following the expiry of the Acceptance Period, however, at the earliest four Banking Days and at the latest eight Banking Days following the expiry of the Acceptance Period.

Regarding the MyHammer Holding Shares Subsequently Tendered for Sale payment of the Offer Price will take place simultaneously (*Zug um Zug*) against transfer of the MyHammer Holding Shares to the securities deposit of the Central Settlement Agent with Clearstream Banking AG following the expiry of the Additional Acceptance Period, however, at the earliest four Banking Days and at the latest eight Banking Days following the expiry of the Additional Acceptance Period.

**Rescission
Right:**

As described in Section 16 of this Offer Document MyHammer Holding Shareholders are entitled to rescind their acceptance of the Offer in case of an amendment of the Offer pursuant to Section 21 paragraph 4 WpÜG, and in case of the occurrence of a competing offer pursuant to Section 22 paragraph 3 WpÜG.

**No Stock
Exchange
Trading:**

It is not intended that MyHammer Holding Shares Tendered for Sale (ISIN DE000A2DA6H0) as well as the MyHammer Holding Shares Subsequently Tendered for Sale (ISIN DE000A2DA6J6) be traded on the stock exchange.

ISIN:

Listed Shares of MyHammer Holding:

DE000A11QWW6

MyHammer Holding Shares Tendered for Sale:

ISIN DE000A2DA6H0

MyHammer Holding Shares Subsequently Tendered for Sale:

ISIN DE000A2DA6J6

Publications: This Offer Document, the publication of which was approved by BaFin on November 18, 2016, will be published on November 21, 2016 by (i) announcement on the website on the internet at <http://ir.iac.com/MyHammer.cfm>, and (ii) availability of copies of this Offer Document free of charge at the BNP Paribas Securities Services S.C.A., branch Frankfurt am Main, Europa-Allee 12, 60327 Frankfurt am Main, Germany (inquiries by fax to +49 69 1520 5277 or by email to Frankfurt.gct.operations@bnpparibas.com). Also, there will be a notification on November 21, 2016 in the German Federal Gazette (*Bundesanzeiger*) stating both the web address at which the Offer Document is made available and where copies are available free of charge. All further notifications which are required pursuant to the WpÜG or other securities regulation laws will also be published on the aforementioned website as well as in the German Federal Gazette (*Bundesanzeiger*).

In addition, on November 21, 2016, a non-binding English translation of this Offer Document which has not been reviewed by BaFin will be made available on the aforementioned website at the abovementioned internet address.

4. OFFER

4.1 Subject

Subject to the terms and conditions of this Offer Document, the Offeror hereby offers all MyHammer Holding Shareholders to purchase all MyHammer Holding Shares held by them, at a purchase price of:

EUR 5.15 per MyHammer Holding Share

(the "**Offer Price**").

The Offer applies to all MyHammer Holding Shares, including all ancillary rights that exist at the time of the settlement of the Offer, including dividend rights.

4.2 Duration of the Acceptance Period

The period for acceptance of this Offer (including extensions as described in Section 4.3, if any, the "**Acceptance Period**", with the exception of the Additional Acceptance Period as described under Section 4.4), begins upon the publication of this Offer Document on November 21, 2016 and ends, subject to potential extensions, as described in Section 4.3, on:

December 19, 2016, 24:00 hours.

4.3 Extension of the Acceptance Period

In the circumstances set out below, the Acceptance Period (as defined in Section 4.2) will be extended automatically as follows:

- In the event of the publication of an amendment of the Offer within the last two (2) weeks before expiry of the Acceptance Period, the Acceptance Period shall be extended by two (2) weeks (Section 21 paragraph 5 WpÜG), and will end on January 2, 2017, 24:00 hours. Such extension of the Acceptance Period will apply irrespective of whether such amended Offer violates applicable law.
- If during the Acceptance Period of the Offer a competing offer is made by a third party and if the Acceptance Period for the Offer expires prior to the competing offer, the expiry of the Acceptance Period for the Offer shall be determined by reference to the expiry of the Acceptance Period of the competing offer (Section 22 paragraph 2 WpÜG). Such extension of the Acceptance Period will apply irrespective of whether the competing offer is amended or prohibited or violates applicable law.
- If a general shareholders meeting of MyHammer Holding is convened in connection with the Offer after the publication of the Offer Document, the period for the acceptance of the Offer is ten (10) weeks from the publication of the Offer Document pursuant to Section 16 paragraph 3 WpÜG. In this event, the period from the acceptance of the Offer would run until January 30, 2017, 24:00 hours.

With respect to the right of rescission if the Offer is amended or if a competing offer is made, reference is made to the specifications in Section 16 of this Offer Document.

4.4 Additional Acceptance Period pursuant to Section 16 paragraph 2 WpÜG

MyHammer Holding Shareholders who have not accepted the Offer during the Acceptance Period may accept this Offer within two (2) weeks following publication of the preliminary results by the Offeror pursuant to Section 23 paragraph 1 sentence 1 no. 2 WpÜG (the "**Additional Acceptance Period**").

Subject to an extension of the Acceptance Period as described in Section 4.3 of this Offer Document above, the Additional Acceptance Period will presumably begin on December 28, 2016 (expiry of five Banking Days after the expiry of the Acceptance Period) and end on January 10, 2017, 24:00 hours.

The settlement of the Offer in case of acceptance within the Additional Acceptance Period is described in Section 12.3 of this Offer Document.

5. DESCRIPTION OF THE OFFEROR AND OF THE IAC GROUP AND OF THE ACQUISITION OF MYHAMMER HOLDING SHARES BY THE OFFEROR

5.1 Legal Basis

The Offeror is a company with limited liability (*GmbH*) organized under German law. Its statutory corporate seat (*satzungsmäßiger Sitz*) is in Ismaning, and it is registered with the

commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Munich under HRB 144294. The business address (*Geschäftsadresse*) of the Offeror is Esmarchstraße 23, c/o StB and Dipl.-Finanzwirt Magnus Büth, 10407 Berlin.

The object of business of the Offeror pursuant to its articles of association is the management of companies and the administration of corporate holdings, for companies that are primarily active in the following sectors domestically and abroad:

- Provision and marketing of internet, advertising agency and media services of any type;
- brokerage services of any type, in particular in the crafts, trade and services sectors;
- operation of own and third party internet portals or websites as well as mobile (telephone) services such as Apps;
- services in the communication and information technology sectors; and
- technical consulting and development services in connection with data processing as well as the creation and sale of data processing products.

The business activities include in particular the acquisition, holding, management and the sale of holdings in such companies as well as their consolidation under uniform management and their support and consultation, including the provision of services for such companies.

The Offeror may also actively engage in the described business on its own behalf.

The Offeror is entitled to engage in any transaction and take in measure related to the object of the company or which may serve to promote such object directly or indirectly. The company may also establish branch sites domestically or abroad or form or acquire other companies in whole or in part. The Offeror's financial year is the calendar year.

The registered share capital of the Offeror at the time of publication of this Offer Document amounts to DEM 50,000 divided into one share (No. 1) with a capital contribution (*Stammeinlage*) of DEM 45,000 and another share (No. 2) with a capital contribution of DEM 5,000.

The Offeror was incorporated in 1996 as HSN Home Shopping Network GmbH with its statutory corporate seat (*satzungsmäßiger Sitz*) in Munich. In 2003, the statutory corporate seat (*satzungsmäßiger Sitz*) of the Offeror was moved to Ismaning. In September 2016, the name of the Offeror was changed to HomeAdvisor GmbH.

On August 27, 2004 Menterprise GmbH, a company with limited liability (*GmbH*) organized under German law with its statutory corporate seat (*satzungsmäßiger Sitz*) in Ismaning, registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Munich under HRB 140610 was merged into the Offeror.

On October 4, 2007 HSN New Media GmbH, a company with limited liability (*GmbH*) organized under German law with its statutory corporate seat (*satzungsmäßiger Sitz*) in Ismaning, registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Munich under HRB 141928 was merged into the Offeror.

During the business year ended December 31, 2015 and during the six-month period ended June 30, 2016, the Offeror did not have any material business activities as the Offeror was

dormant. Until June 2007, the Offeror held an investment in a German subsidiary, which was then sold. The Offeror still has a receivable from that business sale. Except for the actions in connection with the transaction and financing agreements described in this Offer Document, the Offeror has not engaged in any business activities and has not generated any revenues or earnings during the last years since the aforementioned disposal of the former participation in 2007 until the date of publication of this Offer Document.

The managing director (*Geschäftsführer*) of the Offeror is Michael Schwerdtman. The Offeror has no supervisory board.

5.2 Offeror's Shareholder Structure

The Offeror's sole shareholder is ServiceMagic Europe S.à r.l. ("**S.M.Europe**"), a company with limited liability organized under Luxembourg law with its registered office in Munsbach, Luxembourg. S.M.Europe is registered at the commercial register of Luxembourg under B142748. S.M.Europe was incorporated on November 12, 2008. The principal activity of S.M.Europe is the acquisition of interests in companies in Luxembourg and abroad and the management of such shareholdings. S.M.Europe's financial year is the calendar year.

The sole shareholder of S.M.Europe is ServiceMagic International S.à r.l. ("**S.M.International**"), a company with limited liability organized under Luxembourg law with its registered office in Munsbach, Luxembourg. S.M.International is registered at the commercial register of Luxembourg under B142539. S.M.International was incorporated on October 16, 2008. The principal activity of S.M.International is the acquisition of interests in companies in Luxembourg and abroad and the management of such shareholdings. S.M.International's financial year is the calendar year.

The sole shareholder of S.M.International is HomeAdvisor International, LLC ("**HA International**"), a company with limited liability organized under the laws of the State of Delaware, United States, with its registered office at c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware, United States, and its principal address at 555 West 18th Street, New York, NY 10011, United States. HA International is registered with the Office of the Secretary of State of the State of Delaware under 5990276. HA International was organized on March 16, 2016. The principal activity of HA International is to serve as a holding company and to oversee and manage the European segment of the HomeAdvisor business. HA International's financial year is the calendar year.

The shareholders of HA International are USANi, LLC and IAC/InterActiveCorp ("**IAC**"), each with its registered office at c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware, United States. The shareholders of USANi, LLC are HSN, LLC and IAC Shopping International, Inc., ("**IAC Shopping**"), a wholly-owned subsidiary of HSN, LLC, each with its registered office at c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware, United States. HSN, LLC's sole shareholder is IAC. Further information on IAC is provided below in Section 5.3.

An overview of the Offeror's corporate structure is attached in **Annex 1**.

5.3 Information on IAC

5.3.1 Overview

IAC, a U.S. corporation formed under the laws of the state of Delaware (IAC jointly with its subsidiaries the "**IAC Group**"), is a leading media and internet company, with some of the most renowned digital brands and products worldwide, such as HomeAdvisor, Vimeo, About.com, Dictionary.com, The Daily Beast, Investopedia and the online dating portfolio of the Match group (including Match, OkCupid and Tinder). The IAC Group consists of more than 20 operating businesses with over 150 brands and products worldwide.

IAC is a stock corporation with a listing on the National Association of Securities Dealers Automated Quotations (NASDAQ) under the stock exchange symbol IAC.

As of December 31, 2015, the IAC Group employed approx. 5,000 employees worldwide. During the fiscal year ended December 31, 2015 ("**IAC FY 2015**"), the IAC Group, pursuant to US GAAP (as defined below), achieved revenues in the amount of approx. USD 3.2 billion (approx. EUR 2.9 billion) and Adjusted EBITDA in the amount of approx. USD 486 million (approx. EUR 448 million) and generated in excess of USD 285 million (approx. EUR 262 million) in free cash flow (in each case, calculated on the basis of the exchange rate of USD 1 = EUR 0.921 as of December 31, 2015, as published on Bloomberg).

The IAC Group financials are consolidated and reported through IAC as the holding company. The audited consolidated financial statements of the IAC Group are prepared in USD in accordance with the Generally Accepted Accounting Principles of the U.S. ("**US GAAP**").

5.3.2 Corporate Segments and Business Units

The IAC Group is currently divided into the following six reporting segments: (a) Match Group, (b) HomeAdvisor, (c) Publishing, (d) Applications, (e) Video and (f) Other.

(a) Match Group

The Match Group segment includes the dating and non-dating businesses.

- i. The dating business consists of a portfolio with over 45 brands, available in 38 languages, and offered in over 190 countries, including the following key brands: Match, OkCupid, PlentyOfFish, Tinder, Meetic, Twoo, OurTime, BlackPeopleMeet and FriendScout24.
- ii. The Match Group also operates a non-dating business through its ownership of The Princeton Review, which provides a variety of educational test preparation, academic tutoring and college counseling services.

(b) HomeAdvisor

HomeAdvisor is a home services digital marketplace that helps connect consumers with home services professionals, such as plumbers, electricians, roofers, or painters, in the United States. In Europe, HomeAdvisor operates in France (through Travaux.com, acquired by HomeAdvisor in 2008), the Netherlands (through Werkspot, acquired by

HomeAdvisor in 2013) and Italy (through Werkspot, operated under the tradename InstaPro). HomeAdvisor is not currently active in Germany.

(c) Publishing

The Publishing businesses publishes digital content and/or provide search services to users, consisting of (i) the Premium Brands business, which includes About.com, Dictionary.com, Investopedia and The Daily Beast; and (ii) Ask & Other business, which includes Ask.com, CityGrid, and a labs division focused on accelerating growth for the portfolio of websites within the Publishing segment.

(d) Applications

The Applications segment consists of the Consumer and Partnership business.

- i. Through its Consumer business, IAC develops, markets and distributes a variety of utility applications, or downloadable desktop applications that offer users the ability to access search services, as well as engage in a number of other activities online, including MapsGalaxy, FromDoctoPDF, TelevisionFanatic, and Gaming Wonderland.
- ii. Through the Partnerships business, IAC works closely with partners in the software, media and other industries to design and develop customized browser-based search applications to be bundled and distributed with these partners' products and services.

(e) Video

The Video segment consists primarily of Vimeo and DailyBurn, as well as Electus.

- i. Vimeo operates a global video sharing platform for creators and their audiences.
- ii. DailyBurn is a health and fitness property that provides streaming fitness and workout videos across a variety of platforms, including iOS, Android, Xbox and other Internet-enabled television platforms.
- iii. Through Electus, IAC provides production and producer services for both unscripted and scripted television, feature film and digital content, primarily for initial sale and distribution in the United States. In addition, IAC operates Electus Digital, which consists of the following websites and properties: CollegeHumor.com, Dorkly.com and WatchLOUD.com; YouTube channels WatchLOUD, Nuevon and Hungry; and Big Breakfast (a production company).

(f) Other

The Other segment consists of ShoeBuy, an internet retailer of footwear and related apparel and accessories.

5.4 Persons Acting Jointly with the Offeror

At the time of publication of the Offer Document, the companies and persons set forth in **Annex 2** as well as MyHammer Holding and its subsidiaries MyHammer AG and CCC Asset Verwaltungs GmbH i.L. are persons acting jointly with each other and the Offeror within the meaning of Section 2 paragraph 5 WpÜG. The companies and persons set forth in Annex 2 under the heading "The Entities and Persons Controlling the Offeror" are referred to as "**The Persons Controlling the Offeror**".

There are no additional persons acting jointly with the Offeror.

5.5 MyHammer Holding Shares Currently Held by the Offeror or by Persons Acting Jointly with the Offeror and their Subsidiaries, Attribution of Voting Rights

At the time of publication of this Offer Document, the Offeror holds 3,512,729 shares in MyHammer Holding corresponding to approximately 70.08% of the share capital and the voting rights in MyHammer Holding. Such shares have been acquired from MyHammer Holding's previous majority shareholder Holtzbrinck Digital GmbH with its seat in Munich, Germany. Such acquisition is described in more detail below in Section 5.6.1.

The voting rights resulting from the 3,512,729 Shares in MyHammer Holding held by the Offeror are attributed to The Persons Controlling the Offeror pursuant to Section 30 paragraph 1 sentence 1 no. 1 sentence 3 WpÜG.

The Offeror, the persons acting jointly with the Offeror and their subsidiaries do not hold any further shares in MyHammer Holding and no further voting rights are attributable to them other than the voting rights as outlined above pursuant to Section 30 WpÜG.

The Offeror or any persons acting jointly with the Offeror according to Section 2 paragraph 5 WpÜG or their subsidiaries neither directly nor indirectly hold any financial instruments within the meaning of Sections 25 paragraph 1 sentence 1 WpHG and accordingly no voting rights to be declared according to Section 25, 25a WpHG with respect to MyHammer Holding.

5.6 Information on Securities Transactions prior to Decision to Submit the Offer

5.6.1 Sale and Transfer Agreement with Holtzbrinck Digital GmbH

Apart from the transaction described below, the Offeror, IAC and any persons acting jointly with the Offeror and its subsidiaries have not agreed to purchase or purchased shares in MyHammer Holding within the last six months prior to the announcement of the decision to submit the Offer pursuant to Section 10 paragraph 1 sentence 1 WpÜG on October 10, 2016 and before the publication of this Offer Document.

On October 10, 2016, the Offeror entered into a purchase agreement (the "**Package Purchase Agreement**") with Holtzbrinck Digital GmbH with its seat in Munich, Germany ("**HBD**"), pursuant to which the Offeror agreed to acquire 3,512,729 shares in MyHammer Holding from HBD at an aggregate purchase price of EUR 8,525,230 (*i.e.*, EUR 2.427 (rounded) per share) (the "**Purchase Price**"). Furthermore, pursuant to the terms of the Package Purchase Agreement, the Offeror agreed to acquire 25,145 shares (*i.e.*, all shares held by HBD) in MyHammer Holding's subsidiary MyHammer AG, Berlin, Germany ("**MyHammer AG**") from HBD at an

aggregate purchase price of EUR 4,644,925 (*i.e.*, EUR 184.73 (rounded) per share). Taking into account the share capital of MyHammer AG that deviates from the share capital of MyHammer Holding as well as the fact that MyHammer Holding does not hold 100% of the share capital of MyHammer AG, the purchase price for the shares of the MyHammer AG is equal to the Offer Price.

Pursuant to the Package Purchase Agreement the Offeror also acquired all shareholder loans (with an aggregate nominal amount of EUR 3,754,750) including accrued and unpaid interest, that HBD granted to MyHammer Holding and MyHammer AG, respectively. The purchase price equaled the nominal amount of such loans plus accrued and unpaid interest up to October 31, 2016, *i.e.*, in the aggregate EUR 3,829,845. The purchase price of the loans is no part, also no hidden part of the purchase price and does not increase it.

The closing of the Package Purchase Agreement was subject to the condition that the transfers of HBD's shares in MyHammer Holding and MyHammer AG have been cleared or will be deemed to be cleared under Section 35 et seq. of the German Antitrust Act (*Gesetz gegen Wettbewerbsbeschränkungen; GWB*). The Federal Cartel Office (*Bundeskartellamt*) has approved of the acquisition of such shares by the Offeror by letter dated November 3, 2016 so that the aforementioned condition was fulfilled on such date. The closing of the Package Purchase Agreement, *i.e.* the transfer of all of the relevant shares from HBD to the Offeror, occurred on November 3, 2016.

5.6.2 Possible Parallel Acquisitions of MyHammer Holding Shares

The Offeror retains the right to acquire further MyHammer Holding Shares outside of this Offer directly or indirectly, on the exchange or off-market, subject to pertinent statutory provisions. To the extent required under the laws of the Federal Republic of Germany or other pertinent jurisdictions, statements concerning any such acquisitions and/or the respective agreements will be published in accordance with the applicable statutory provisions, in particular in accordance with Section 23 paragraph 2 WpÜG. The Offeror will also publish corresponding information on the internet in the form of an English convenience translation on the webpage under <http://ir.iac.com/MyHammer.cfm>.

6. DESCRIPTION OF MYHAMMER HOLDING AG

6.1 Legal Background and Share Capital

MyHammer Holding is a publicly listed German stock corporation (*Aktiengesellschaft*), with its corporate seat (*Sitz*) in Berlin, Germany, registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Charlottenburg under HRB 122010 B. The financial year of MyHammer Holding corresponds to the calendar year. Its audited financial statements are prepared in accordance with International Financial Reporting Standards ("**IFRS**").

Pursuant to the articles of association of MyHammer Holding, the object of the company is the management of enterprises and the administration of participations in enterprises that are active at home or abroad primarily in the following sectors:

- performance and marketing of internet, advertising agency and media services of any type,
- brokerage services for all industries, in particular the trade, crafts and service industries,
- the operation of own and third-party internet portals and/or webpages as well as mobile (telephone) services,
- services in the communications and information technology industries,
- consulting and development in connection with data processing and the manufacturing and sales of data processing products.

The activities of MyHammer Holding include in particular the acquisition, holding and management as well as the sale of holdings in such companies as well as the consolidation under uniform management as well as support and consulting services and other services for such companies. The company may also engage actively in these sectors on its own behalf. MyHammer Holding is authorized to perform any transactions and take any measures which coincide with or directly or indirectly serve to promote the object of the company. The company may also establish branch sites domestically or abroad and form or acquire other companies or acquire holdings in such companies.

At the time of publication of this Offer Document, the registered share capital of MyHammer Holding amounts to EUR 5,012,500, divided into 5,012,500 ordinary bearer shares, each share representing a notional amount of EUR 1.00 in the registered share capital. There are no different classes of shares, and no shares are vested with any special rights. According to the information available to the Offeror from the Due Diligence Review, MyHammer Holding does not own any MyHammer Holding Shares as of the date of publication of the Offer Document.

The shares of MyHammer Holding (ISIN DE000A11QWW6) are admitted to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (General Standard). In addition, the shares of MyHammer Holding are traded on the open market (*Freiverkehr*) of the stock exchanges in Berlin, Duesseldorf, Hamburg, Munich and Stuttgart as well as on XETRA® and Tradegate Exchange.

Of the issued share capital and aggregate number of voting rights of MyHammer Holding, the Offeror holds an aggregate of approximately 70.08%. The remaining MyHammer Holding Shares (approximately 29.92% of the issued share capital of MyHammer Holding) are in free trade. According to publicly available information, no shareholder (other than the Offeror) holds 3% or more of the issued share capital of MyHammer Holding.

Pursuant to Section 4 paragraph 3 of the articles of association of MyHammer Holding, the management board (*Vorstand*) of MyHammer Holding is authorized to increase the share capital of MyHammer Holding until May 22, 2018, subject to the approval of the supervisory board of MyHammer Holding, by up to EUR 5,508,657, by way of a singular issue or multiple issues of up to 5,508,657 ordinary bearer shares against contributions in cash and/or in kind. The management board is authorized, subject to the approval of the supervisory board, to determine the further conditions of the share rights and the conditions of the issuance of the shares. The new shares must be offered to the shareholders for subscription. However, the management

board is authorized, subject to the approval of the supervisory board, to exclude shareholder subscription rights in the following cases:

- for fractional amounts,
- for capital increases against contributions in kind, in particular in connection with the granting of shares for the purpose of the acquisition of companies or holdings in companies as well as for the purpose of acquiring rights, in particular rights of use in connection with software,
- for contributions in cash up to such amount which does not exceed ten percent of the share capital existing at the time of the entry into force of this authorization and at the time of the utilization of this authorization, if the shares are issued at an issuing price, which does not materially fall short of the stock exchange price of the stock of the company that is already listed at the time of the final determination of the issuing price. The above 10% limit pertains to any shares which are (i) acquired on the basis of an authorization granted by the shareholders' meeting and sold pursuant to Section 71 paragraph 1 no. 8 in connection with Section 186 paragraph 3 sentence 4 AktG during the term of such authorization or (ii) issued on the basis of another existing authorization to exclude subscription rights pursuant to Section 186 paragraph 3 sentence 4 AktG during the term of this authorization. Furthermore, this limit pertains to (iii) any shares which were and/or will be issued in order to service debt instruments subject to conversion or option rights and/or subject to mandatory conversion, if such debt instruments were issued during the term of this authorization subject to an exclusion of subscription rights on the basis of a granted authorization in corresponding application of Section 186 paragraph 3 sentence 4 AktG.

6.2 Overview of the Business Activities of the MyHammer Group

MyHammer Holding heads the MyHammer Group as holding company. The "**MyHammer Group**" (or "**MyHammer**") consists of MyHammer Holding, MyHammer AG, Berlin, Germany, in the share capital of which MyHammer Holding holds approx. 69.32%, and CCC Asset Verwaltungen GmbH i.L., Neuss, Germany, which is wholly owned by MyHammer Holding, but which has no operations and no employees and the deletion of which from the commercial register has been applied for.

The revenues (excluding other operational income (*sonstige betriebliche Erträge*)) generated by MyHammer Group in FY 2015 amounted to EUR 8,126,291.23 and in H1 2016 (*i.e.*, from January 1 until June 30, 2016) to approx. EUR 4,569,790. The operational result (*Betriebsergebnis*) for FY 2015 amounted to EUR 514,574.73 and to approx. EUR 521,555 for H1 2016. As of December 31, 2015, the MyHammer Group employed a total of 57 employees (full time equivalents (FTE), not counting the management board).

The business activities of the MyHammer Group are the operation of internet portals for crafts and service contracts in Germany, Austria and Great Britain. The spectrum on offer comprises of complete construction works to repairs and apartment renovations as well as moving services. On these portals, principals can search for craftsmen and service providers by industry, qualification, region and search terms and then contact them directly or they may describe the

required service briefly and obtain offers calculated by interested contractors. The statements made by craftsmen and service providers concerning their qualifications are verified by MyHammer prior to being shown online.

Craftsmen and service providers may tender offers for sought services and present their services within the scope of the MyHammer business directory. In order to use this function, the contractors require a so-called partner package. The purchase of a partner package includes all basic functions offered by MyHammer to all registered users as well as certain additional functions, such as the presentation of work results and customer recommendations or exclusive access to offers made by cooperation partners.

6.3 Management Board and Supervisory Board

The members of the management board (*Vorstand*) of MyHammer Holding are Claudia Frese (chairman) and Thomas Bruns (chief financial officer).

The supervisory board (*Aufsichtsrat*) of MyHammer Holding consists of 3 (three) members, appointed by the shareholders' meeting. At the time of the publication of this Offer Document, the members of the supervisory board are Dr. Jochen Gutbrod (chairman) and Ingo Hassert. Markus Schunk resigned as a member of the supervisory board with effect as of November 3, 2016. The management board of MyHammer Holding initiated the process to complement the supervisory board according to Section 104 paragraph 1 of the German Stock Corporation Act (*Aktiengesetz; AktG*) by which it is intended that Mr. Jeffrey W. Kip be appointed as supervisory board member. The MyHammer Holding management board filed the relevant application with the competent court on November 7, 2016. Mr. Kip is the CEO of HA International within the IAC Group and resident in Massachusetts, USA.

6.4 Persons Acting Jointly with the Target Company

According to the information available from the Due Diligence Review to the Offeror at the time of publication of this Offer Document aside from the Offeror the companies and persons listed in **Annex 3** are persons acting jointly with MyHammer Holding pursuant to Section 2 paragraph 5 sentence 3 WpÜG.

According to the information available to the Offeror at the time of publication of this Offer Document, *i.e.*, November 21, 2016, no other persons are acting jointly with MyHammer Holding pursuant to Section 2 paragraph 5 sentences 2 and 3 WpÜG.

6.5 Reference to the Response to the Offer by MyHammer Holding's Management Board and Supervisory Board

Pursuant to Section 27 paragraph 1 WpÜG, the management board (*Vorstand*) and supervisory board (*Aufsichtsrat*) of MyHammer Holding are each required to deliver a substantiated statement on the Offer and respective amendments, if any. The management board (*Vorstand*) and supervisory board (*Aufsichtsrat*) of MyHammer Holding are required to publish this statement in each case without undue delay following transmission of this Offer Document and any amendments thereto by the Offeror pursuant to Section 14 paragraph 3 sentence 1 WpÜG.

7. ECONOMIC AND STRATEGIC BACKGROUND OF THE OFFER

It is IAC's strategy to achieve growth in its HomeAdvisor business through a combination of business improvements, organic growth and strategic acquisitions to become a leader in the home services market worldwide. Since HomeAdvisor's inception in the United States, it has expanded its operations into Europe and now operates in France (through Travaux.com, acquired by HomeAdvisor in 2008), the Netherlands (through Werkspot, acquired by HomeAdvisor in 2013) and Italy (under the tradename InstaPro, operated by Werkspot). HomeAdvisor is not currently active in Germany.

Consistent with such strategy, the purchase of MyHammer Holding by the Offeror represents HomeAdvisor's entry into the German market. IAC believe that the acquisition will strengthen HomeAdvisor's position as a leading home services marketplace, with excellent market positions in Germany, France and The Netherlands, some of the strongest economies in the European Union.

The Offeror believes that the current management of MyHammer Holding, with the guidance and support from IAC and HomeAdvisor, can institute the next phase of development and growth for MyHammer.

IAC considers the acquisition of MyHammer Holding by the Offeror, and consequently by IAC, to be a reasonable expansion of IAC's business operations. IAC supports the acquisition by providing financing measures as described in Section 13.

Before this background, on October 10, 2016, in addition the Offeror entered into a purchase agreement (the "**GFC Purchase Agreement**") with Global Founders Capital GmbH & Co. Beteiligungs KG Nr. 1 with its seat in Berlin, Germany ("**GFC**") pursuant to which the Offeror agreed to acquire 4,000 shares (*i.e.*, all shares held by GFC) in MyHammer AG from GFC at an aggregate purchase price of EUR 738,920 (*i.e.*, EUR 184.73 per share). The closing of the GFC Purchase Agreement was subject to the conditions that the closing of the Package Purchase Agreement has occurred and that the supervisory board of MyHammer AG has granted its consent to the sale and transfer of the shares pursuant to clause 6.2 of the articles of association of MyHammer AG. The supervisory board of MyHammer AG has granted such consent on October 7, 2016. The closing of the Package Purchase Agreement occurred on November 3, 2016 (see Section 5.6.1 above) so that also the closing of the GFC Purchase Agreement occurred on such date.

8. INTENTIONS OF THE OFFEROR AND IAC

The Offeror and IAC, after successful completion of this Offer, intend to analyze potential business opportunities and opportunities together with the management board (*Vorstand*) and the supervisory board (*Aufsichtsrat*) of MyHammer Holding, in order to invest capital to drive revenue growth and realize efficiencies through a combination of the MyHammer Group and IAC Group, thereby determining which changes might be required or desirable (see Section 8.1 of this Offer Document below). For the purposes of this Section 8 and in other respects the intentions of the Offeror and IAC with respect to MyHammer Holding are identical. On the basis of the results of such analysis or on the basis of future developments it is however possible, that the Offeror or IAC may change or adapt previous intentions or assessments with respect to MyHammer Holding and the MyHammer Group.

8.1 Future Business Activities, Assets and Liabilities, Structural Measures

As a result of the closing of the Package Purchase Agreement, MyHammer Holding has become a subsidiary of the Offeror, and therefore part of the IAC Group's HomeAdvisor business. The Offeror intends to operate MyHammer Holding as an independent division within the IAC Group, maintaining the MyHammer brand and managed by the current management board (*Vorstand*) of MyHammer Holding, with support and guidance from IAC and HomeAdvisor.

The Offeror has no intentions to change the allocation of assets of MyHammer Holding or to take measures that would affect the future obligations of MyHammer Holding outside of its ordinary course of business; the Offeror furthermore has no intentions with respect to the future business operations of MyHammer Holding. The Offeror, however, reserves its right to undertake any measures to the extent permitted by law, to acquire 100% of the MyHammer Holding Shares and to subsequently align the company structure of both the MyHammer Group and the IAC Group. For this purpose, the Offeror may decide to take, depending, *inter alia*, on the number of MyHammer Holding Shares obtained by it as a result of or in connection with the Offer, the measures outlined below.

If the Offeror holds at least 75% of the issued share capital of MyHammer Holding at any time after completion of this Offer, the Offeror intends to review whether to conclude a domination and/or profit and loss transfer agreement pursuant to Sec. 291 et seqq. AktG with MyHammer Holding as controlled company (as outlined in further details under Section 8.5 of this Offer Document). If the Offeror holds at least 90% or 95%, respectively, of the issued share capital of MyHammer Holding at any time after completion of this Offer, the Offeror intends to effect the exclusion of any minority MyHammer Holding Shareholders by means of a so-called Squeeze-out, as economically and financially appropriate to the Offeror (as defined and further described in Section 8.5 of this Offer Document).

8.2 Management Board and Supervisory Board of MyHammer Holding

The Offeror does not intend to alter the composition of the management board (*Vorstand*) of MyHammer Holding.

Pursuant to the articles of association of MyHammer Holding, the supervisory board (*Aufsichtsrat*) of MyHammer Holding comprises three (3) members. Such members are appointed by the general meeting (*Hauptversammlung*) of MyHammer Holding. As a result of Markus Schunk's resignation from his office as member of the supervisory board (*Aufsichtsrat*) of MyHammer Holding as of November 3, 2016, Messrs. Gutbrod and Hassert are currently the only supervisory board members. The management board of MyHammer Holding initiated the process to complement the supervisory board according to Section 104 paragraph 1 of the German Stock Corporation Act (*Aktiengesetz; AktG*) by which it is intended that Mr. Jeffrey W. Kip be appointed as supervisory board member. The MyHammer Holding management board filed the relevant application with the competent court on November 7, 2016. Mr. Kip is the CEO of HA International within the IAC Group and resident in Massachusetts, USA. Additionally, the Offeror is currently in discussion with respect to the replacement of a further current member of the supervisory board. The Offeror intends to have a person nominated by itself or by IAC to become supervisory board member, either through appointment by court or by election in the general meeting. Further changes with respect to the supervisory board of MyHammer Holding, including an extension, are not intended by the Offeror.

8.3 Employees and their representative bodies, Employment Terms of the MyHammer Group

The settlement of the Offer does not directly impact the employees of the MyHammer Group and their employment relationships and terms. The Offeror has no intentions to make changes to the employment conditions. The Offeror further has no intentions with respect to the employees of MyHammer Group and the employee representation.

8.4 Corporate Seat of MyHammer Holding, Location of Key Company Operations

The Offeror does not intend to prompt MyHammer Holding to relocate its corporate seat (*Sitz*) from Berlin, Germany. There is also no intention on the part of the Offeror to relocate or close material parts of the business of MyHammer Holding.

8.5 Structural Measures

Domination and/or Profit and Loss Transfer Agreement

If the Offeror holds at least 75% of the issued share capital of MyHammer Holding at any time after completion of this Offer, the Offeror intends to review whether to conclude a domination and/or profit and loss transfer agreement pursuant to Sec. 291 et seqq. AktG with MyHammer Holding as controlled company.

The domination agreement would entitle the Offeror to issue binding instructions to the management board of MyHammer Holding. Furthermore, upon conclusion of a profit and loss transfer agreement, MyHammer Holding would be placed under a duty to transfer all annual net profits to the Offeror, which would be generated absent the profit transfer, minus loss carry-forwards and appropriations to the statutory reserves. The Offeror would be placed under a duty to compensate MyHammer Holding for any annual net losses which would be incurred without such domination and/or profit and loss transfer agreement and not reduced by way of withdrawals from the reserves created during the term the domination and/or profit and loss transfer agreement. Such domination and/or profit and loss transfer agreement would, *inter alia*, also provide for an obligation on the part of the Offeror to (i) acquire the MyHammer Holding Shares of the outside shareholders of MyHammer Holding upon their request against adequate compensation in cash (Section 305 AktG) and (ii) to pay compensation to the remaining outside shareholders by way of recurring payments (guaranteed dividend) (Section 304 AktG). The outside shareholders would be permitted to resort to judicial appraisal proceedings (*gerichtliches Spruchverfahren*) to determine the adequacy of the amount of the recurring payments and the cash compensation. The actual amount of such adequate compensation could turn out to be equal to, but also higher or lower than the Offer Price.

Squeeze-Out

Subject to the required voting rights in MyHammer Holding following completion of the Offer or at another point in time, the Offeror intends to take any actions required to effect a Squeeze-out, as economically and financially appropriate to the Offeror.

Pursuant to applicable German law, there are three ways to achieve a Squeeze-out:

- Pursuant to Sections 327a et seqq. AktG, the Offeror, or any major person, may demand the transfer of any remaining MyHammer Holding Shares in return for payment of an appropriate cash compensation by resolution at a general meeting of MyHammer Holding if at least 95% of the issued shares of MyHammer Holding are held by the Offeror or an enterprise controlled by it (the "**Stock Corporation Act Squeeze-out**"). The amount of cash compensation to be paid would be determined by reference to the circumstances prevailing at the time of the passing of the resolution concerning the transfer of the MyHammer Holding Shares by the shareholders' meeting of MyHammer Holding. The adequacy of the amount of the cash compensation can be challenged in judicial appraisal proceedings (*gerichtliches Spruchverfahren*). The actual amount of such adequate compensation could turn out to be equal to, but also higher or lower than the Offer Price.
- Alternatively, in principle, the Offeror could file an application pursuant to Section 39a WpÜG to transfer the shares of any remaining MyHammer Holding Shareholders if, following completion of the Offer, the Offeror or an enterprise affiliated with the Offeror holds at least 95% of the issued shares of MyHammer Holding (the "**Takeover Law Squeeze-out**"). The application pursuant to Section 39a WpÜG would have to be filed within three (3) months following expiry of the Acceptance Period. Based on such application, any remaining MyHammer Holding Shares would be transferred to the Offeror by court order against payment of an adequate compensation (*Abfindung*). The actual amount of such adequate compensation could turn out to be equal to, but also higher or lower than the Offer Price. The consideration paid under this Offer would be presumed to constitute an adequate compensation if the Offeror acquires at least 90% of MyHammer Holding Shares on the basis of the Offer.

If the bidder is entitled to submit the application pursuant to Section 39a WpÜG, MyHammer Holding Shareholders who have not accepted this offer would be entitled to accept the offer within three (3) months after the end of the Acceptance Period in accordance with Section 39c WpÜG. If the Bidder fails to meet its publication obligations pursuant to Section 23 paragraph 1 sentence 1 no. 4 or sentence 2 WpÜG, this three-month period begins only after the fulfillment of these obligations. In this case, the Offeror would publish the technical details of the respective settlement in due course together with the publication pursuant to Section 23 paragraph 1 sentence 1 no. 4 WpÜG.

In accordance with the legal requirements the application for the transfer of the shares is also possible even during the Acceptance Period of the offer if it can be assumed that the respective conditions are met, that for instance an acceptance threshold has already been reached, so that the conditions would be fulfilled (Section 39a paragraph 4 sentence 2 WpÜG).

- Furthermore, pursuant to Section 62 paragraph 5 of the German Transformation Act (*Umwandlungsgesetz*, "**UmwG**"), in particular a stock corporation may pass a resolution pursuant to Section 327a paragraph 1 AktG in connection with a so-called group merger, if the surviving stock corporation holds shares in the transferring stock corporation in an amount of at least 90% of the registered share capital (the "**Transformation Law Squeeze-out**"). Accordingly, the Offeror, however, only subsequent to a conversion (*formwechselnde Umwandlung*) into, e.g., a stock corporation, could merge MyHammer Holding into the

Offeror by resolution of the shareholders' meeting of MyHammer Holding and demand the transfer of the MyHammer Holding Shares from outside shareholders against payment of an adequate compensation in cash within three (3) months of the date of the merger agreement. If the shareholders' meeting of MyHammer Holding passes the resolution to transfer the shares of the outside shareholders to the principal shareholder against an adequate compensation in cash pursuant to Section 62 paragraph 5 sentence 1 UmwG, Section 327a paragraph 1 sentence 1 AktG the amount of the compensation to be paid would be determined by reference to the circumstances prevailing at the time of the passing of the resolution concerning the transfer of the MyHammer Holding Shares by the shareholders' meeting of MyHammer Holding. The adequacy of the amount of the cash compensation can be challenged in judicial appraisal proceeding (*gerichtliches Spruchverfahren*s). The actual amount of such adequate compensation could turn out to be equal to, higher or lower than the Offer Price.

Delisting or Downlisting

The Offeror intends to review, following completion of the Offer, to the extent legally permissible, to coordinate with MyHammer Holding to apply for the withdrawal of the approval of the shares of MyHammer Holding to the regulated market of the Frankfurt Stock Exchange (General Standard) upon fulfillment of the requirements for such delisting pursuant to Section 39 of the German Stock Exchange Act (*Börsengesetz*). As a result in case of such a delisting the trading of the shares of MyHammer Holding on the stock exchanges in Berlin, Duesseldorf, Hamburg, Munich and Stuttgart as well as on XETRA® and Tradegate Exchange could be discontinued. However, IAC and the Offeror have not yet decided on any such delisting and/or discontinuation. The application for withdrawal of the stock exchange approval would be filed by the management board of MyHammer Holding; the Offeror would have to make an offer pursuant to WpÜG for the acquisition of all shares of MyHammer Holding not directly held by it for a consideration in cash in accordance with the provisions of Section 31 WpÜG, which is also conclusive for the determination of the consideration pursuant to this Offer (also see Section 9.1), however not less than the weighted average domestic stock exchange price for the MyHammer Holding Share over the last six months prior to the publication of the decision to submit such acquisition offer. The actual amount of such consideration could turn out to be equal to, higher or lower than the Offer Price.

Capital Increase

Following completion of the Offer, the Offeror intends to coordinate, to the extent legally permissible, with MyHammer Holding to contribute to MyHammer Holding the shares in MyHammer AG which the Offeror acquired under the Package Purchase Agreement and under the GFC Purchase Agreement against issuance of shares in MyHammer Holding in accordance with a capital increase in kind by utilizing the authorized capital existing in MyHammer Holding (see the description in Section 6.1 above). As a result of such of capital increase in kind the Offeror's shareholding in MyHammer Holding could increase so that it would hold shares in MyHammer Holding constituting in excess of 75% MyHammer Holding's share capital.

Furthermore, the Offeror furthermore intends to review, to the extent legally permissible, to coordinate with MyHammer Holding to contribute the shareholder loans which are granted to MyHammer Holding and MyHammer AG and which the Offeror acquired from HBD against issuance of shares in MyHammer Holding in accordance with a capital increase in kind that may

be resolved on the basis of said authorized capital existing in MyHammer Holding. As a result of such capital increase in kind the Offeror's shareholding in MyHammer Holding could increase so that it would hold shares in MyHammer Holding constituting in excess of 75% MyHammer Holding's share capital.

8.6 Intentions with regard to the Business Activities of the Offeror and the IAC Group

With regard to the intentions regarding the future business operations of the Offeror and IAC Group, it shall be referred to Section 7. In addition to that, the Offeror and IAC have no intentions which may have an impact on the corporate seat (*Sitz*) or material parts of the business of the Offeror or remaining IAC Group or the employees, their representations and employment conditions or the members of the management boards of the Offeror or the remaining IAC Group. Except for the impact described in Section 14 on the assets, results of operations and the financial position of the Offeror and IAC Group, the Offeror and the IAC Group have no intentions which may have an impact on the utilization of the assets or the future liabilities of the Offeror or the remaining IAC Group.

9. CONSIDERATION (OFFER PRICE)

The Offer Price amounts to EUR 5.15 per MyHammer Holding Share. The Offer Price will be paid in cash in EUR.

9.1 Statutory Minimum Offer Price

Pursuant to Section 31 paragraph 1 WpÜG in conjunction with Sections 4 and 5 WpÜG Offer Ordinance, the consideration offered to MyHammer Holding Shareholders for their MyHammer Holding Shares pursuant to the Offer must be adequate. Such consideration may not fall short of a certain minimum value as determined in accordance with these provisions. The minimum value offered to the MyHammer Holding Shareholders per MyHammer Holding Share must at least correspond to the higher of the two following values:

- Pursuant to Section 5 WpÜG Offer Ordinance, the consideration must at least correspond to the weighted average domestic stock exchange price for the MyHammer Holding Share over the last three months prior to the publication of the decision to submit this Offer on October 10, 2006 pursuant to Section 10 WpÜG; and
- pursuant to Section 4 WpÜG Offer Ordinance, the consideration must at least correspond to the highest consideration granted or agreed upon by the Offeror, a person acting jointly with the Offeror, or its subsidiaries for the acquisition of MyHammer Holding Shares within the last six months prior to the publication of this Offer Document pursuant to Section 14 paragraph 2 sentence 1 WpÜG.

On October 17, 2016, BaFin informed the Offeror that the three-months weighted average domestic stock exchange price of the MyHammer Holding Share determined pursuant to Section 5 WpÜG Offer Ordinance as of October 7, 2016, the last trading day prior to the publication of the decision to submit this Offer on October 10, 2016, amounted to EUR 5.15. The highest consideration granted or agreed upon by the Offeror, a person acting jointly with the Offeror, or its subsidiaries for the acquisition of shares in MyHammer Holding within the last six

months prior to the publication of this Offer Document pursuant to Section 14 paragraph 2 sentence 1 WpÜG amounted to EUR 2.43 per share as agreed in the Package Purchase Agreement.

The Offer Price per MyHammer Holding Share in the amount of EUR 5.15 therefore fulfils the requirements of Section 31 paragraph 1 WpÜG in conjunction with Sections 4 and 5 WpÜG Offer Ordinance.

9.2 Economic Adequacy of the Offer Price

The Offer Price represents an adequate compensation in accordance with the legal requirements.

The Offer Price per MyHammer Holding Share reflects a substantial, attractive premium to the Purchase Price per MyHammer Holding Share agreed pursuant to the Package Purchase Agreement which, at the date of the publication of the decision to submit the Offer, amounted to EUR 2.43, constituting the results of negotiations between the Offeror and the Selling Shareholders. The fact that HBD, which held a controlling stake in the share capital of MyHammer Holding, sold all of its shares in MyHammer Holding at a price of EUR 2.43 which is substantially lower than the Offer Price, underscores the attractiveness of the Offer Price for the MyHammer Holding Shareholders.

Also, the Offer Price exceeds the stock exchange price (Frankfurt Stock Exchange closing price) of EUR 4.83 (closing price at the Frankfurt Stock Exchange on October 7, 2016; Source: Bloomberg/ Ticker: MYRK GF), the last trading day prior to the publication of the Offeror's decision to make this Offer on October 10, 2016.

The Offeror has not used any other valuation method as those outlined in this Section 9 for the determination of the consideration.

9.3 Section 33b WpÜG Not Applicable

The articles of association of MyHammer Holding do not provide for an application of Section 33b paragraph 2 WpÜG. The Offeror is therefore not obliged to provide a compensation pursuant to Section 33b paragraph 5 WpÜG.

10. REQUIREMENT AND STATUS OF ADMINISTRATIVE APPROVALS AND PROCEDURES

10.1 Merger Control Clearance

The acquisition by the Offeror of more than 50% in MyHammer Holding (the "**Concentration**") was subject to merger control clearance under applicable German laws prior to closing of the Concentration. Pursuant to Article 1 of the Council Regulation (EC) no. 139/2004 of January 20, 2004 EU merger control clearance is only required for a transaction, if the turnovers of the target company and all group companies of the target company exceed certain stated thresholds. This is not the case here.

10.2 Status of Merger Control Procedures

On November 3, 2016 the Federal Cartel Office (*Bundeskartellamt*) approved the Concentration. An additional approval from the Federal Cartel Office regarding the Offeror's acquisition of MyHammer Holding Shares under this Offer is not required.

10.3 Permission to publish the Offer Document

On November 18, 2016 BaFin permitted the publication of the German version of the Offer Document.

11. CLOSING CONDITIONS

The closing of the Offer and the agreements concluded in connection with the acceptance of the Offer are not subject to any conditions.

12. ACCEPTANCE AND SETTLEMENT OF THE OFFER

12.1 Central Settlement Agent

The Offeror engaged BNP Paribas Securities Services S.C.A., branch Frankfurt am Main, Europa-Allee 12, 60327 Frankfurt am Main, Germany as settlement agent to perform the technical processing of this Offer (the "**Central Settlement Agent**").

12.2 Acceptance of the Offer within the Acceptance Period

MyHammer Holding Shareholders who wish to accept the Offer should contact their custodian credit institution or other securities services provider at which their MyHammer Holding Shares are kept (the "**Custodian Bank**") with any questions they may have regarding the acceptance of the Offer and its technical handling. The Custodian Banks have been informed separately regarding the handling, acceptance and processing of the Offer, and are expected to inform customers holding MyHammer Holding Shares in their securities deposit about this Offer and the steps required to accept it.

12.2.1 Declaration of Acceptance and Rebooking

MyHammer Holding Shareholders can only effectively accept this Offer during the Acceptance Period by taking the following steps within the Acceptance Period (regarding acceptance of the Offer during the Additional Acceptance Period, see Section 12.3 of this Offer Document)

- (a) declaring in writing their acceptance of the Offer vis-à-vis their respective Custodian Bank (the "**Declaration of Acceptance**"); and
- (b) instructing their respective Custodian Bank to rebook the MyHammer Holding Shares in their securities deposit in respect of which they want to accept the Offer to ISIN DE000A2DA6H0 with Clearstream Banking AG at the earliest opportunity.

The Declaration of Acceptance will only become effective if the MyHammer Holding Shares tendered for sale pursuant to (b) (MyHammer Holding Shares tendered for sale during the Acceptance Period, the "**MyHammer Holding Shares Tendered for Sale**") have been rebooked, as the case may be, by no later than 18:00 hours on the second Banking Day following the expiration of the Acceptance Period to Clearstream Banking AG to ISIN DE000A2DA6H0.

The Custodian Banks shall carry out such rebookings without undue delay, as the case may be, after receiving the Declaration of Acceptance.

Declarations of Acceptance not received by the respective Custodian Bank within the Acceptance Period, or filled out incorrectly or incompletely, do not count as acceptance of this Offer and do not entitle the respective MyHammer Holding Shareholder to receive the Offer Price. Neither the Offeror nor persons acting for it are obligated to notify the respective MyHammer Holding Shareholder of any shortcomings or mistakes in the Declaration of Acceptance, and bear no liability if such notification is not made. However, the Offeror reserves its right to accept Declarations of Acceptance on the basis of incorrectly or incompletely filled out Declarations of Acceptance.

12.2.2 Declarations and Representations in Connection with the Acceptance of the Offer

By accepting the Offer in accordance with Section 12.2.1 of this Offer Document, the accepting MyHammer Holding Shareholders make the following declarations and representations:

- (a) The accepting MyHammer Holding Shareholders instruct their respective Custodian Bank and any sub-custodians of the MyHammer Holding Shares Tendered for Sale, and authorize them to,
 - (i) first leave the MyHammer Holding Shares for which the Offer is to be accepted in the securities deposit of the accepting MyHammer Holding Shareholder, but cause the rebooking without undue delay, however no later than 18:00 hours on the second Banking Day after the expiration of the Acceptance Period, to ISIN DE000A2DA6H0 with Clearstream Banking AG;
 - (ii) instruct and authorize Clearstream Banking AG to make available the MyHammer Holding Shares Tendered for Sale, which were, at first, only rebooked to ISIN DE000A2DA6H0 with Clearstream Banking AG, in each case including all rights associated with them at the time of the Settlement of this Offer, upon expiration of the Acceptance Period to the Central Settlement Agent in its securities deposit with Clearstream Banking AG for transfer of the ownership (*Eigentum*) to the Offeror;
 - (iii) instruct and authorize Clearstream Banking AG to transfer the MyHammer Holding Shares Tendered for Sale, including all rights associated with them at the time of the Settlement of this Offer to the Offeror simultaneously (*Zug um Zug*) with the payment of the Offer Price for the respective MyHammer Holding Shares Tendered for Sale to the account of the respective Custodian Bank with Clearstream Banking AG in accordance with the conditions of the Offer;

- (iv) instruct and authorize any sub-custodians of the relevant MyHammer Holding Shares Tendered for Sale, as well as Clearstream Banking AG, to make available to the Offeror or the Central Settlement Agent all information required for declarations and publications of the Offeror under the WpÜG, in particular to communicate the number of MyHammer Holding Shares rebooked into ISIN DE000A2DA6H0 with Clearstream Banking AG on each trading day during the Acceptance Period and, as the case may be, during the Additional Acceptance Period; and
 - (v) forward the Declaration of Acceptance, and in the event of a rescission (see Section 16 of this Offer Document for details concerning the right of rescission) the notice of rescission from the Offer, to the Central Settlement Agent upon request.
- (b) The accepting MyHammer Holding Shareholders instruct and authorize their respective Custodian Bank, any potential sub-custodians and the Central Settlement Agent, in each case with exemption from the prohibition on self-contracting pursuant to Section 181 of the German Civil Code (*Bürgerliches Gesetzbuch*), to undertake all actions necessary or useful for processing the Offer in accordance with this Offer Document, and issue and accept declarations, and in particular to effect the transfer of the ownership of the MyHammer Holding Shares Tendered for Sale to the Offeror.
- (c) The accepting MyHammer Holding Shareholders declare that
- (i) they accept the Offer for all MyHammer Holding Shares located in their securities deposit with the Custodian Bank at the time of Declaration of Acceptance of the Offer, unless expressly specified otherwise in writing in the Declaration of Acceptance;
 - (ii) they transfer their MyHammer Holding Shares Tendered for Sale, including all rights associated with them at the time of the Settlement of this Offer to the Offeror simultaneously (*Zug um Zug*) with the payment of the Offer Price to the account of the respective Custodian Bank with Clearstream Banking AG, subject to the condition precedent of the expiration of the Acceptance Period;
 - (iii) at the time of transfer of ownership to the Offeror, the MyHammer Holding Shares for which they accept the Offer are their exclusive property and are free of rights and claims of third parties.

The instructions, declarations, orders, powers of attorney and authorizations specified in this Section 12.2.2 (a) to (c) of this Offer Document are granted irrevocably by the accepting MyHammer Holding Shareholders in the interest of a smooth and rapid processing of the Offer. They do not lapse until effective withdrawal from the agreement entered into by acceptance of the Offer under Section 16 of this Offer Document.

12.2.3 Legal Consequences of Acceptance

By accepting this Offer, the accepting MyHammer Holding Shareholder enters into an agreement with the Offeror on the sale and transfer of the MyHammer Holding Shares Tendered for Sale in accordance with the provisions of this Offer Document. This agreement is subject to the laws of the Federal Republic of Germany. With the transfer of ownership of the MyHammer Holding Shares Tendered for Sale all rights associated with them at the time of the Settlement of this Offer (including rights to share in profits) therewith are transferred to the Offeror. In addition, each MyHammer Holding Shareholder accepting this Offer irrevocably makes the declarations and representations referred to in Section 12.2.2 of this Offer Document, including with respect to instructions, orders and authorizations.

12.3 Acceptance of the Offer during the Additional Acceptance Period

With respect to the acceptance of the Offer during the Additional Acceptance Period (the MyHammer Holding Shares tendered for sale during the Additional Acceptance Period the "**MyHammer Holding Shares Subsequently Tendered for Sale**") the provisions under Section 12.2 of this Offer Document apply correspondingly to the MyHammer Holding Shares Subsequently Tendered for Sale. MyHammer Holding Shareholders wishing to accept the Offer during the term of the Additional Acceptance Period, should address their Custodian Bank with any questions they may have. If the Declaration of Acceptance has been issued to the Custodian Bank during the term of the Additional Acceptance Period, the rebooking of the MyHammer Holding Shares to ISIN DE000A2DA6J6 will be considered to have been made in a timely fashion, if it was issued no later than 18:00 hours on the second Banking Day after the expiration of the Additional Acceptance Period.

12.4 Costs of Acceptance

The acceptance of the Offer through a Custodian Bank with corporate seat in Germany (including a German branch of a foreign Custodian Bank) is free of costs and fees for MyHammer Holding Shareholders, with the exception of the costs of transmitting the acceptance statement to the respective Custodian Bank. For this purpose, the Offeror will pay to each such Custodian Bank a compensation which has been separately communicated to them and which includes a market-standard custodian bank commission. For the avoidance of doubt, the Offeror points out that it cannot, however, issue binding instructions to the Custodian Banks as to the costs and expenses any of the Custodian Banks actually charges for the acceptance of the offer. Fees, costs and expenses of foreign Custodian Banks are to be borne by the MyHammer Holding Shareholder who accepts this Offer, as are any foreign stock exchange, value added or stamp taxes resulting from the acceptance of the Offer.

12.5 Settlement of the Offer and Payment of the Offer Price after Expiry of the Acceptance Period

The Offeror intends to settle the Offer for all MyHammer Holding Shares Tendered for Sale following the expiration of the Acceptance Period. The Central Settlement Agent will transfer the MyHammer Holding Shares Tendered for Sale to the Offeror simultaneously (*Zug um Zug*) with the payment of the Offer Price to the account of the respective Custodian Bank with

Clearstream Banking AG. The transfer will be effected promptly, after the MyHammer Holding Shares Tendered for Sale have been made available to the Central Settlement Agent in accordance with Sections 12.2.1 and 12.2.2 of this Offer Document, however no earlier than 4 (four) Banking Days and no later than 8 (eight) Banking Days upon expiration of the Acceptance Period.

With the credit entry of the relevant Offer Price owed to the account of the respective Custodian Bank with Clearstream Banking AG, the Offeror fulfills the obligation to pay the Offer Price vis-à-vis the respective MyHammer Holding Shareholder. It is the responsibility of the respective Custodian Bank to credit the relevant Offer Price owed to the account of the accepting MyHammer Holding Shareholder.

12.6 Settlement of the Offer and Payment of the Offer Price after expiry of the Additional Acceptance Period

The Offeror intends to settle the Offer for all MyHammer Holding Shares Subsequently Tendered for Sale following the expiration of the Additional Acceptance Period. The Central Settlement Agent will transfer the MyHammer Holding Shares Subsequently Tendered for Sale to the Offeror simultaneously (*Zug um Zug*) with the payment of the Offer Price to the account of the respective Custodian Bank with Clearstream Banking AG. The transfer will be effected promptly, after the MyHammer Holding Shares Subsequently Tendered for Sale have been made available to the Central Settlement Agent in accordance with Sections 12.2.1, 12.2.2 and 12.2.3 of this Offer Document, however, no earlier than 4 (four) Banking Days and no later than 8 (eight) Banking Days upon expiration of the Additional Acceptance Period.

With the credit entry of the relevant Offer Price owed to the account of the respective Custodian Bank with Clearstream Banking AG, the Offeror fulfills the obligation to pay the Offer Price vis-à-vis the respective MyHammer Holding Shareholder. It is the responsibility of the respective Custodian Bank to credit the relevant Offer Price owed to the account of the accepting MyHammer Holding Shareholder.

12.7 No Stock Exchange Trading with the MyHammer Holding Shares Tendered for Sale and the MyHammer Holding Shares Subsequently Tendered for Sale

It is not intended for the MyHammer Holding Shares Tendered for Sale and the MyHammer Holding Shares Subsequently Tendered for Sale to be traded on a stock exchange. MyHammer Holding Shares not tendered for sale may be traded under their original ISIN as before.

13. FINANCING

13.1 Maximum Consideration

At the time of publication of this Offer Document, a total number of 5,012,500 bearer shares of MyHammer Holding have been issued. Currently, the Offeror holds 3,512,729 shares of MyHammer Holding.

Based on the Offer Price of EUR 5.15 per MyHammer Holding Share and assuming acceptance of the Offer for all MyHammer Holding Shares the consideration payable by the Offeror would amount to a total of EUR 7,723,820.65 (the "**Expected Maximum Consideration**"). In addition,

the Offeror will incur costs in connection with the Offer and its execution that are expected not to exceed an aggregate amount of approximately EUR 1,200,000 (the "**Transaction Costs**"). The Expected Maximum Consideration and the Transaction Costs (together the "**Maximum Offer Costs**") are therefore expected not to exceed EUR 8,923,820.65.

13.2 Financing Measures

Prior to publication of this Offer Document, the Offeror has taken the necessary steps to ensure availability of the financial resources required to settle this Offer pursuant to this Offer Document.

The funds required by the Offeror to cover the Total Offer Costs will be provided to the Offeror in cash from funds available within the IAC Group by way of a combination of (i) a shareholder contribution into the equity of the Offeror pursuant to Section 272 paragraph 2 no. 4 of the German Commercial Code (*Handelsgesetzbuch*, "**HGB**") made by S.M. Europe in the amount of EUR 18 million on the basis of a respective agreement dated October 18, 2016, and (ii) an initial intercompany revolver loan of the principal sum of up to the USD equivalent of EUR 8,700,000 by S.M. International on the basis of a respective agreement dated October 21, 2016 which will only be used to settle this Offer upon expiry of the Acceptance Period and the Additional Acceptance Period, respectively, and will be turned into a capital contribution through S.M. Europe to the extent used and bears interest at a rate of the straight-line interpolated rate on the basis of the 6-month and 12-month USD-Libor plus 200 base points. IAC as well as the companies of the IAC Group which participate in the financing of the Offeror have available the funds necessary to provide the financing to the Offeror.

13.3 Confirmation of Financing

Under the letter dated November 7, 2016 which is attached to this Offer Document as **Annex 4**, BNP Paribas S.A., branch Frankfurt am Main, Europa-Allee 12, 60327 Frankfurt am Main, Germany, a securities services provider (*Wertpapierdienstleistungsunternehmen*), confirmed in writing that the Offeror has undertaken all necessary measures to ensure that at the time at which the cash payment falls due it will have the necessary funds available to fully perform the Offer.

14. EFFECTS OF THE CONSUMMATION OF THE OFFER ON THE ASSETS AND LIABILITIES, FINANCIAL POSITION, AND RESULTS OF OPERATIONS OF THE OFFEROR AND THE IAC GROUP

14.1 General Remarks

This Section contains information to illustrate the expected effects of the execution of this Offer and the financing measures (see Section 13.2 above) on the assets and liabilities, financial position and operating results of the Offeror, as well as for the IAC Group as a person acting jointly with the Offeror within the meaning of Section 2 paragraph 5 WpÜG (see Section 5.4. above). The information contained in this Section has been prepared on the assumption that the Offeror has acquired, through purchases based on the Package Purchase Agreement and the GFC Purchase Agreement prior to the date of publication of this Offer Document and in connection with this Offer, all 5,012,500 shares of MyHammer Holding (see Section 6.1).

The financial information, related statements and underlying assumptions provided in Section this have, except for the audited financial statements of IAC Group and MyHammer Holding, not been audited or undergone an audit review. Individual figures (including percentages) stated in this Section have been rounded in accordance with commercial rounding. As a consequence the sum totals or interim totals contained in the tables may differ from the non-rounded figures contained elsewhere in this Offer Document. Furthermore, figures that are rounded may not add up exactly to the interim or sum totals contained in the tables or stated elsewhere in this Offer Document, including the figures in this Section.

Apart from the already executed and the proposed acquisition of the shares of MyHammer Holding and the financing agreements entered into to make this acquisition, the following analysis and descriptions do not take into account any other effect on the assets and liabilities, financial position, and results of operations of the Offeror and IAC Group that could occur in the future.

The information provided in this Section is prepared solely to fulfill the legal obligations in connection with this Offer. It does not reflect the most recent assets and liabilities, financial position and results of operations of MyHammer Holding or IAC Group, and should therefore be read only in conjunction with the published consolidated financial statements of MyHammer Holding and IAC Group.

14.2 Basis, Methodology, Assumptions and Reservations

14.2.1 Basis

The statements contained in this Section are based on the following parameters:

- i. The Offeror was formed in 1996 with the calendar year as its financial year. During the year that ended December 31, 2015 and during the nine-month-period until September 30, 2016, the Offeror did not have any material business activities as the Offeror was dormant. Until June 2007, the Offeror held an investment in a German subsidiary, which was then sold. The Offeror still has a receivable from that business sale on its books. Except for the actions in connection with the transaction and financing agreements described in this Offer Document, the Offeror has not engaged in any business activities and has not generated any revenues or achieved any earnings since June 2007 through the date of publication of this Offer Document. Neither an audited balance sheet nor a profit and loss statement is available for the Offeror. For the purposes of showing the effects of the Offer on the individual financial statements of the Offeror, an unaudited balance sheet as of September 30, 2016, prepared in accordance with the HGB and German generally accepted accounting principles ("**German GAAP**"), is used. The consummation of the Offer is not expected to have a significant continuing effect on the income statement of HomeAdvisor GmbH as (i) the transaction costs in connection with the Offer represent a one-time effect and (ii) it is not expected that MyHammer Holding will pay any dividends in the near future.
- ii. For the purposes of showing the effects of this Offer on the consolidated financial statements of the IAC Group, the most recently available audited consolidated financial statements of IAC Group for the year ended December 31, 2015 and the unaudited

condensed consolidated interim financial statements of IAC Group for the period from January 1 to September 30, 2016 (which includes the comparative period from January 1 to September 30, 2015) were used. The statements of IAC Group are prepared in USD and in accordance with US GAAP. For MyHammer Holding, the unaudited figures contained in the report of the first nine months of the business year 2016 of MyHammer Holding dated November 2016 for the period from January 1 to September 30, 2016 (which includes the comparative period from January 1 to September 30, 2015) and the audited financial statements of MyHammer Holding for the fiscal year from January 1 to December 31, 2015 were used. The statements of MyHammer Holding are prepared in EUR and in accordance with IFRS.

- iii. The effects of the offer on the financial position and the revenues and operating results of the IAC Group in this Offer Document have been disclosed in a balance sheet as of September 30, 2016 and in both an income statement for the nine months ended September 30, 2016 and an income statement for the last 12 months ("LTM") ended September 30, 2016 for illustrative purposes. The effects were derived by adding the financial information disclosed in the respective IAC Group financial statements to the financial information disclosed in the respective financial statements of MyHammer Holding. The LTM period was derived by adding the financial information for the nine months ended September 30, 2016 to the financial information for the 12 months ended December 31, 2015 and then removing the financial information for the nine months ended September 30, 2015 as contained in the unaudited condensed consolidated interim financial statements of IAC Group and MyHammer Holding, respectively.

14.2.2 Methodology and Assumptions

In addition, the statements contained in this Section 14 are based on the following methodology and assumptions:

- i. In order to assess the likely effects of the acquisition of all 5,012,500 currently issued shares of MyHammer Holding on the assets and liabilities, financial position and operating results of the Offeror and IAC Group for the purposes of this Offer Document, a preliminary unaudited estimation of the balance sheet positions of each such company has been conducted on the basis of the assumptions included in this Section and the assumption that the Offer has been completed in full.
- ii. The Offeror intends to acquire, through purchases already executed prior to the date of publication of this Offer Document or in accordance or in connection with this Offer, as a result all 5,012,500 shares of MyHammer Holding. Of these 3,512,729 shares were already acquired under the Package Purchase Agreement for a total consideration of EUR 8,525,230 and the remaining 1,499,771 shares covered by this Offer are to be obtained at the Offer Price of EUR 5.15 per MyHammer Holding share, i.e. against the Expected Maximum Consideration of EUR 7,723,821 in aggregate. In addition, the Offeror has acquired, through purchases prior to the date of publication of this Offer Document, according to the Package Purchase Agreement and the GFC Purchase Agreement, already all shares in MyHammer AG not held by MyHammer Holdings for a total consideration of EUR 5,383,845, as well as shareholder loans that had been granted to MyHammer Holding

and MyHammer AG for a consideration of EUR 3,829,845. The consideration for the shareholder loans reflected the nominal value of the loans of EUR 3,754,750 as of June 30, 2016 (see Section 5.6.1) and accrued but unpaid interest on the nominal amount calculated at 6% per annum up to the assumed closing date of the loan purchase (October 31, 2016) of EUR 75,095. The nominal value of the loans differs from the book value of EUR 3,453,321 in MyHammer Holding's IFRS consolidated financial statements as of September 30, 2016 as a result of the accounting treatment under IFRS. Under IFRS, the shareholder loans are being accounted for at their discounted cash flows using an effective interest rate (also taking into account the effects of the debtor warrant on the contractual cash flows). Only on maturity of the loans will the book value match the nominal value. Assumed transaction costs of the Offeror in an amount of EUR 1,200,000 will be expensed as incurred as it is not yet certain to what extent, if at all, these costs might be capitalized as acquisition costs in the statutory financial statements of HomeAdvisor GmbH, prepared in accordance with the HGB and German GAAP. From an IAC Group perspective, these costs will be expensed as incurred. Accordingly, the aggregate amount payable by the Offeror in connection with this Offer and the related purchases prior to this Offer is expected to amount to up to EUR 25,462,741, i.e. EUR 21,632,896 for shares and EUR 3,829,845 for the shareholder loans, excluding the related transaction costs.

- iii. After the date of publication of this Offer Document no more shares of MyHammer Holding are intended be issued. In particular, according to the information available to the Offeror, the management board (*Vorstand*) and the supervisory board (*Aufsichtsrat*) of MyHammer Holding do not intend to use the existing authorized capital to issue shares to any party except for eventually the issuance of new shares in MyHammer Holding against contribution of the shares in MyHammer AG acquired by the Offeror under the Package Purchase Agreement and the GFC Purchase Agreement.
- iv. The business combination of IAC Group and MyHammer Holding will be accounted for using the acquisition method of accounting under the provisions of Accounting Standards Codification 805, Accounting for Business Combinations, with IAC Group representing the accounting acquirer under this guidance. Accordingly, the historical consolidated financial statements have been adjusted to give effect to the impact of the consideration paid in connection with the business combination. In the unaudited and simplified balance sheet for IAC Group presented in this Section, IAC Group's cost to acquire MyHammer Holding and MyHammer AG has been allocated to the assets acquired and liabilities assumed based upon management's preliminary estimate of what their respective fair values would be as of the date of the business combination. The adjustments are preliminary and are based upon available information and certain assumptions which management believes are reasonable under the circumstances and which are described in the accompanying notes herein. Actual results may differ materially from the assumptions used in this Section.
- v. The Offeror utilizes all of the sources of funding available to it as detailed in Section 13.2 in order to perform the Offer. Any remaining amount from the total sources of funding after paying the actual Total Offer Costs is assumed to be repaid to S.M. International.

- vi. Solely for the purposes of showing the effects of the Offer on the revenues and operating results of the IAC Group in this Offer Document, it is assumed that the acquisition of MyHammer Holding and the shares in MyHammer AG not held by MyHammer Holding is fully completed as of October 1, 2015 for the LTM period ended September 30, 2016 and as of January 1, 2016 for the nine months ended September 30, 2016.
- vii. In preparing the statements that follow it has been assumed that the funds required to cover the costs of the offer from an IAC Group perspective will be fully funded from available cash within the IAC Group, which is passed down to the Offeror as follows:
 - i. a direct Capital Contribution of EUR 18,000,000 by its parent S.M. Europe, a fully consolidated subsidiary of IAC Group; and
 - ii. an initial intercompany revolver loan of an amount of up to the USD equivalent of EUR 8,700,000 by S.M. International, a fully consolidated subsidiary of IAC Group, which upon expiry of the Acceptance Period and the Additional Acceptance Period, respectively, is turned into a capital contribution for the amount used to serve the Offer and any remaining loan is immediately terminated.

S.M. Europe will provide the amounts set out under (i) above from funds provided by S.M. International. As detailed in Section 13, IAC and its subsidiaries, specifically S.M. Europe and S.M. International, if case may be by supply of funds by IAC, possess sufficient funds to execute the before mentioned financing.

- viii. For the purpose of this Section 14 and convenience of comparison, IAC Group financial information originally presented in USD is shown in EUR. Where required for the conversion of amounts from USD into EUR, exchange rates as obtained from Bloomberg have been applied as follows:

| | IAC Group balance sheet as of September 30, 2016 | IAC Group profit and loss for nine months ended at September 30, 2016 | IAC Group profit and loss for 12 months ended at September 30, 2016 |
|---------------|---|--|--|
| USD per EUR 1 | 1.12280 | 1.11640 | 1.11110 |

The rates used are also disclosed under the respective financial information presented.

14.2.3 Reservations

The information provided in this Section 14 is prepared solely to fulfill the legal obligations in connection with this Offer. It does not reflect the most recent assets and liabilities, financial position and results of operations of MyHammer Holding or IAC Group, and should therefore be read only in conjunction with the published consolidated financial statements of MyHammer Holding and IAC Group.

The financial Information presented in this Section is based on certain assumptions that the Offeror considers to be reasonable. All adjustments relate to preliminary estimates and are based on material assumptions outlined and described in Section 14. This financial information may be

adjusted based upon information that the Offeror obtains in the future. The adjustments required in the future may be material.

The financial information is neither audited nor examined by an independent auditor or examiner and does not purport to represent what the Offeror's or IAC Group's combined income statement would have been if the acquisition had occurred on October 1, 2015 (for the LTM period ended September 30, 2016) or January 1, 2016 (for the nine months ended September 30, 2016), or what those results will be for any future periods, or what the Offeror's or IAC Group's combined statement of financial position would have been if the acquisition had occurred on September 30, 2016.

Except for the already executed acquisition of the shares of MyHammer Holding and the shares of MyHammer AG as well as the shareholder loans under the Package Purchase Agreement and the GFC Purchase Agreement, respectively, prior to the date of publication of this Offer Document as well as the acquisition of the MyHammer Holding shares as intended under the Offer, and also the financing agreements entered into to fund the Offer, no other effects on the assets and liabilities, financial position and results of operations of the Offeror, which have occurred since the sale of its investment in a subsidiary in June 2007, or which may occur in the future, have been taken into account in the following statements. Furthermore, it must be pointed out that the effects of the Offer on the future assets and liabilities, financial position and results of operations of the Offeror and IAC Group cannot be reliably predicted at this present time. The reasons are, in particular, as follows:

- (a) The exact amount of the Total Offer Costs can only be determined once the Offer is completed and the number of MyHammer Holding Shares acquired in or in connection with the Offer and the amount of transaction costs is certain.
- (b) The consequences of the acquisition on the deferred tax assets and carried forward trading losses of MyHammer Holding has not been taken into account except for the deferred tax impact of the separable identified intangible assets. Deferred taxes have been calculated using a statutory tax rate of 30.18%, in line with MyHammer Holding's most recent published financial statements. No other deferred taxes have been recognized or calculated because this would require more detailed knowledge of the MyHammer Holding tax position than is currently available to the Offeror.
- (c) In the course of the initial accounting consolidation, the aggregate amount paid for the already executed purchase of shares of MyHammer Holding and shares of MyHammer AG must be allocated to the acquired assets and liabilities measured at their acquisition-date fair values. As part of this, intangible assets developed by MyHammer Holding not yet recognized have been identified and valued. At this time, the Offeror does not have sufficient information necessary to make a reasonable estimate of the fair values of other assets and liabilities recognized by MyHammer Holding. Therefore, no adjustment has been presented for this. The amount of the difference arising from the capital consolidation after taking into account the fair value of the assets acquired has been accounted for as an intangible asset in the form of goodwill. In addition, the resulting impact on the calculation of amortization on the acquired assets following the fair value assessment has been included as an adjustment for IAC Group's profit and loss statement.

- (d) MyHammer Holding carries out its financial reporting in conformity with IFRS. IAC Group carries out its financial reporting in conformity with US GAAP. The financial statements are therefore based on different financial reporting methods, principles, procedures and guidelines. The Offeror and IAC Group are currently unable to quantify the consequences of the differences, and therefore such differences have not been taken into account.
- (e) Upon settlement of the Offer, the Offeror is not expected to have any business activities other than holding and managing the holding in MyHammer Holding.
- (f) The Offeror is entitled to certain tax relief on interest payable on borrowings, subject to limitation under German tax law. Additionally, the Offeror may consider forming a tax group (*Organschaft*) with MyHammer Holding subsequent to completing the measures as described in Section 8.5 of this Offer Document. Because the timing of any measures is uncertain and requires more detailed knowledge of the MyHammer Holding tax position than is currently available to the Offeror, only a simplified estimate of the tax impact on IAC Group has been taken into account by applying the effective tax rate of the combined entities for each period presented.

14.3 Expected Effects on the Financial Statements of the Offeror

14.3.1 Expected Effects on the Balance Sheet of the Offeror

The financial statements of the Offeror are prepared in EUR and in accordance with HGB and German GAAP. The Offeror has not any material business activities as it was dormant for the last years. Until June 2007, the Offeror held an investment in a German subsidiary, which was then sold. The Offeror still has a receivable from this business sale on its books. Except for the actions in connection with the transaction and financing agreements described in this Offer Document, the Offeror has not engaged in any business activities and not generated any revenues or achieved any earnings since June 2007 through the date of publication of this Offer Document.

Subject to the basis, methodology and assumptions, and reservations set out in Sections 14.1 and 14.2 of this Offer Document and based upon its current assessments, the Offeror believes that an acquisition of all shares of MyHammer Holding, through purchases prior to the date of publication of this Offer Document, specifically the Package Purchase Agreement and the GFC Purchase Agreement already executed or in accordance or in connection with this Offer, will have the effects on the balance sheet of the Offeror as shown below:

Effects on the entity balance sheet of the Offeror as at September 30, 2016 (simplified and unaudited)

| <i>(in EUR k)</i> | Prior to completion of the Offer | Offer funding from capital contributions and short-term debt | MyHammer Holding and MyHammer shares and shareholder loans purchased prior to the Offer | Offeror position immediately prior to the Offer | Expected changes due to completion of the offer | After completion of the Offer |
|---|--|--|---|---|--|-------------------------------------|
| Financial investments | - | - | 13,909 | 13,909 | 7,724 | 21,633 |
| Receivables from affiliated companies | - | - | 3,453 | 3,453 | 377 | 3,830 |
| Receivables and other current assets | 428 | - | - | 428 | - | 428 |
| Cash and cash equivalents | - | 26,700 | (17,362) | 9,338 | (9,338) | (0) |
| Total assets | 428 | 26,700 | - | 27,128 | (1,237) | 25,891 |
| Share capital | 26 | - | - | 26 | - | 26 |
| Capital reserve | - | 18,000 | - | 18,000 | 8,663 | 26,663 |
| Retained earnings | 221 | - | - | 221 | (1,200) | (979) |
| Total shareholders' equity | 246 | 18,000 | - | 18,246 | 7,463 | 25,709 |
| Provisions and other liabilities | 14 | - | - | 14 | - | 14 |
| Payables to affiliated companies | 168 | 8,700 | - | 8,868 | (8,700) | 168 |
| Total liabilities and shareholders' equity | 428 | 26,700 | - | 27,128 | (1,237) | 25,891 |

Arithmetic differences in presented figures (if any) relate to rounding only.

According to the estimates of the Offeror, the acquisition of all shares of MyHammer Holding, through purchases already executed prior to the date of publication of this Offer Document or in accordance or in connection with this Offer and of the shares in MyHammer AG under the Package Purchase Agreement and the GFC Purchase Agreement, would have the following effects on the assets and liabilities, financial position and results of operations of the Offeror:

- (a) The financial investments are expected to increase from EUR 0.00 to EUR 21,633,000, reflecting the purchase of all of the shares of MyHammer Holding and the shares of MyHammer AG as a result of this Offer or the Package Purchase Agreement and the GFC Purchase Agreement.
- (b) Receivables from affiliated companies are expected to increase from EUR 0.00 to EUR 3,830,000, reflecting the acquisition of two shareholder loans against MyHammer Holding and MyHammer AG as discussed in Section 14.2.2.ii. The total acquisition costs for these two shareholder loans as disclosed in Section 14.2.2.ii. are shown in two steps: (i) the transfer of the book values as recorded in MyHammer Holding's unaudited condensed consolidated interim balance sheet as of September 30, 2016 (EUR 3,453,000) and (ii) an adjustment of EUR 377,000 to reflect the accrued but unpaid interest through October 31, 2016, and the impact of having to measure the shareholder loans at their nominal value under German GAAP rather than at their discounted cash flows using an effective interest rate as required under IFRS (see Section 14.2.2.ii.).
- (c) Receivables and other current assets are expected to remain stable at EUR 428,000, representing a receivable from a business sale in June 2007.
- (d) Cash and cash equivalents will remain stable as it is assumed that the Offeror will use the cash received from the capital contribution (EUR 18,000,000) and the shareholder loan (USD equivalent of EUR 8,700,000) to acquire all outstanding shares of MyHammer Holding for a total purchase price of EUR 16,249,000, to acquire 30.68% of the outstanding shares of MyHammer AG for a purchase price of EUR 5,384,000, to acquire

existing shareholder loans provided to MyHammer Holding and MyHammer AG for a purchase price of EUR 3,830,000 and to pay for transaction costs of EUR 1,200,000. In addition, it is assumed that the Offeror will return the unused funds (EUR 37,000) received from its own shareholder loan to the lender.

- (e) Consequently, total assets of the Offeror are expected to increase by EUR 25,463,000, from EUR 428,000 to EUR 25,891,000.
- (f) Shareholders equity is expected to increase from EUR 247,000 to EUR 25,709,000, reflecting the capital contribution from S.M. Europe of EUR 18,000,000 and the used portion for the purchase of the MyHammer Holding Shares in this Offer of the funds received under a loan from S.M. International of EUR 8,663,000, which is assumed to be contributed to the Offeror's capital reserve, partially offset by the decrease in retained earnings as a result of the transaction costs incurred of EUR 1,200,000 borne by the Offeror.
- (g) Provisions and other liabilities are expected to remain stable at EUR 13,000.
- (h) Payables to affiliated companies will remain stable at EUR 168,000 as it is assumed that the loan received by S.M. International in the amount of up to the USD equivalent of EUR 8,700,000 will be contributed to the Offeror's capital reserve in the amount of the portion used for the purchase of the MyHammer Holding Shares in this Offer of EUR 7,463,000 and the related transaction costs of EUR 1,200,000. In addition it is assumed that the unused portion of this loan of EUR 37,000 will be repaid to the lender.
- (i) Consequently, total liabilities and shareholders' equity of the Offeror are expected to increase by EUR 25,463,000, from EUR 428,000 to EUR 25,891,000.
- (j) If and to what extent the transaction costs have to be capitalized at the level of the Offeror, cannot be determined as of today. To the extent that certain of the transaction costs can be capitalized as acquisition costs this would result in an increase in financial investments.

14.3.2 Expected Effects on the Results of Operations of the Offeror

During the last years until the date of publication of this Offer Document, the Offeror has not generated any income. The Offeror expects the future results to be determined by the following factors:

- (a) Following settlement of this Offer, the future income of the Offeror will principally derive from its shareholding in MyHammer AG and MyHammer Holding. MyHammer Holding has not paid any dividends to shareholders in recent years and the amount of future dividend income is uncertain. Any additional funds required to cover the Offeror's operational costs will be provided by IAC Group in the form of additional equity or shareholder loans.
- (b) Expenses of the Offeror in the future are not expected to change significantly as the transaction costs of EUR 1,200,000 incurred are non-recurring and the loan received from

S.M. International will only be outstanding until the completion of the Offer. As a result, given the short term, the low loan amount and the low interest rate, the related interest charge is expected to be immaterial.

14.4 Expected Effects on the Consolidated Financial Statements of IAC Group

14.4.1 Expected Effects on the Balance Sheet of IAC Group

The financial statements of IAC Group, which are shown as an indicative consolidated position for the purposes of this Section 14, have been prepared in USD and in accordance with US GAAP. For convenience of comparison, the financial information is shown in EUR, converted as described in Section 14.2.2 above and disclosed beneath the table.

Subject to the basis, methodology and assumptions, and reservations set out in Sections 14.1 and 14.2 of this Offer Document, and based upon its current assessments, the Offeror believes that an acquisition of all shares of MyHammer Holding pursuant to the already executed Package Purchase Agreement and/or in connection with this Offer and of the shares of My Hammer AG and shareholder loans pursuant to the Package Purchase Agreement and the also already executed GFC Purchase Agreement will have the effects on the assets, liabilities and financial position of IAC Group as shown below:

Effects on the consolidated balance sheet of IAC Group as at September 30, 2016 (simplified and unaudited)

| <i>(in EUR k)</i> | IAC Group | MyHammer Holding | Expected changes resulting from completion of the Offer | IAC Group indicative consolidated balance sheet after completion of the Offer |
|---|------------------|------------------|---|---|
| Non-current assets | 2,557,561 | 141 | 25,883 | 2,583,585 |
| Current assets (other than cash) | 543,058 | 677 | - | 543,735 |
| Cash at bank and in hand | 1,059,658 | 3,403 | (26,663) | 1,036,398 |
| Total assets | 4,160,278 | 4,220 | (780) | 4,163,718 |
| Equity | 1,754,719 | (1,671) | 919 | 1,753,968 |
| Long and short-term liabilities | 2,405,558 | 5,891 | (1,699) | 2,409,750 |
| Total liabilities and shareholders' equity | 4,160,278 | 4,220 | (780) | 4,163,718 |

Arithmetic differences in presented figures (if any) relate to rounding only.

USD amounts of IAC Group have been translated into EUR at the rate of USD 1.12280 : EUR 1.

In particular, the consolidation of MyHammer Holding, on the basis that as a result all shares of MyHammer Holding are expected to be acquired in accordance with the Package Purchase Agreement and in accordance with this Offer, would have the following effect on the assets and liabilities, financial position and results of operations of IAC Group:

- (a) Non-current assets of EUR 2,557,561,000 are expected to increase by EUR 141,000 from the consolidation of intangible and tangible assets originally reported by MyHammer Holding, and by EUR 25,883,000 as a result of the preliminary purchase price allocation. In this respect, additional internally generated intangible assets of EUR 7,300,000, being separately identified, and goodwill of EUR 18,583,000 were recognized. This goodwill results from the difference between the sum of the Expected Maximum Consideration,

the purchase cost of the shares of MyHammer Holding and MyHammer AG and shareholder loans acquired by the Offeror prior to the date of publication of this Offer Document, and the acquired newly assessed assets and debt of MyHammer Holding. This includes, *inter alia*, the step up from the recognition of additional internally generated intangible assets and respective deferred tax impact and the elimination of loans now held within the group. This results in total non-current assets of EUR 2,583,585,000. This does not reflect a complete purchase price allocation which can only be determined after completion of the Offer.

- (b) Current assets other than cash of EUR 543,058,000 are expected to increase by EUR 677,000 relating to MyHammer Holding's trade receivables and other financial receivables.
- (c) Cash at bank and in hand are expected to decrease from EUR 1,059,658,000 to EUR 1,036,398,000 mainly due to the purchase of all the shares of MyHammer Holding and MyHammer AG and shareholder loans, including those acquired by the Offeror prior to the date of publication of this Offer Document, for EUR 25,463,000 and transaction costs of EUR 1,200,000. This is partially offset by the consolidation of the cash balance reported by MyHammer Holding of EUR 3,403,000.
- (d) Consequently, the total assets are expected to increase by EUR 3,440,000 from EUR 4,160,278,000 to EUR 4,163,718,000.
- (e) Shareholders' equity after the initial consolidation of MyHammer Holding is expected to decrease by EUR 751,000 as a result of the expected transaction cost incurred by IAC Group, net of corporation taxes of 37.4%, which will be expensed as incurred.
- (f) Total long-term and short-term liabilities are expected to increase by EUR 4,192,000 from EUR 2,405,558,000 to EUR 2,409,750,000. Of the total increase, EUR 5,891,000 result from the consolidation of liabilities reported by MyHammer Holding of which the majority relates to long-term shareholder loans of EUR 3,453,000 and to accrued expenses and tax liabilities of EUR 1,552,000. The expected increase relates to the deferred taxes to be recorded in connection with the internally generated intangible assets identified in the preliminary purchase price allocation and the tax impact of the additional transaction costs expensed by the Group, partially offset by the elimination of the liabilities of MyHammer Holding from shareholder loans, which were acquired by the Offeror as noted in Section 14.2.2 ii.

As of the date of publication of this Offer Document, MyHammer Holding has not released additional financial results since the nine-month period ended September 30, 2016. However, based on the information provided to the Offeror as part of its due diligence, IAC Group believes the changes in the MyHammer Holding balance sheet since September 30, 2016 are not material and reflect normal course of business fluctuations in fixed assets and working capital.

14.4.2 Expected Effects on the Results of Operations of IAC Group

The most recent consolidated audited financial statements of the IAC Group reflect the income statement for the year ended December 31, 2015. Subsequent to this, an unaudited consolidated

interim income statement for the nine months ended September 30, 2016 has been published. To disclose the illustrative impact of the Offer on both the most recently published financial information (i.e., nine months ended September 30, 2016) and the results of the last twelve months, it was assumed that the closing of the purchase of the shares of MyHammer Holding, the shares of MyHammer AG and the shareholder loans occurred as of October 1, 2015 (the first day of the LTM period) and January 1, 2016 (the first day of the nine month period), respectively.

Subject to the basis, methodology and assumptions, and reservations set out in Sections 14.1 and 14.2 of this Offer Document, and based upon its current assessments, the Offeror believes that an acquisition of all shares of MyHammer Holding pursuant to the already executed Package Purchase Agreement and/or in connection with this Offer and the shares of MyHammer AG and the shareholder loans pursuant the Package Purchase Agreement and the also already executed GFC Purchase Agreement will have the effects on the revenues, operating result and net (loss) earnings for the two periods as shown below:

i. Nine months ended September 30, 2016 assuming a closing date of January 1, 2016

| Effects on the consolidated profit and loss of IAC Group for the nine months ended at September 30, 2016 (simplified and unaudited) | | | | |
|--|-----------|------------------|--|--|
| <i>(in EUR k)</i> | IAC Group | MyHammer Holding | Expected changes | IAC Group indicative |
| | | | resulting from completion of the Offer | consolidated profit and loss after completion of the Offer |
| Revenues | 2,085,919 | 6,968 | - | 2,092,887 |
| Operating (loss) income | (130,280) | 913 | (1,119) | (130,486) |
| Net (loss) earnings | (116,686) | 549 | (1,083) | (117,220) |

Arithmetic differences in presented figures (if any) relate to rounding only.

USD amounts of IAC Group have been translated into EUR at an average rate for the period of USD 1.11640 : EUR 1.

Specifically, the consolidation of MyHammer Holding would have the following effect on the operating results of IAC Group for the nine months ended September 30, 2016:

- (a) Revenues of IAC Group are expected to increase from EUR 2,085,919,000 by EUR 6,968,000 to EUR 2,092,887,000, relating to the sales in the MyHammer Holding unaudited interim financial statements for the nine months ended September 30, 2016.
- (b) The consolidated operating loss is expected to increase from EUR 130,280,000 by EUR 206,000 to EUR 130,486,000 reflecting the consolidation of the operating profit of MyHammer Holding for the nine months ended September 30, 2016 of EUR 913,000, offset by the additional amortization charge of EUR 1,119,000 on intangible assets recorded as part of the preliminary purchase price allocation.
- (c) The net loss realized by IAC Group is expected to increase from a loss of EUR 116,686,000 by EUR 534,000 to a loss of EUR 117,220,000 reflecting (i) the consolidation of MyHammer Holding's net earnings of EUR 549,000, (ii) the additional amortization charges per (b) above, net of tax at EUR 701,000, (iii) the transaction costs associated with this Offer expensed in line with US GAAP of EUR 1,200,000, net of tax at EUR 751,000, and (iv) the elimination of MyHammer Holding's interest expense amounting to EUR 369,000 on a consolidated IAC group level related to the shareholder loans because of their acquisition by the Offeror as described in Section 14.2.2 ii. The

estimate for the effects from reduced taxable income is based on assuming an effective tax rate of 37.4% and subject to the reservation described at Section 14.2.3(f).

- ii. 12 months ended September 30, 2016 (i.e., LTM) assuming a closing date of October 1, 2015

| Effects on the consolidated profit and loss of IAC Group for the 12 months ended at September 30, 2016 (simplified and unaudited) | | | | |
|--|-----------|------------------|--|--|
| <i>(in EUR k)</i> | IAC Group | MyHammer Holding | Expected changes | IAC Group indicative |
| | | | resulting from completion of the Offer | consolidated profit and loss after completion of the Offer |
| Revenues | 2,859,732 | 9,252 | - | 2,868,984 |
| Operating (loss) income | (135,788) | 1,142 | (1,492) | (136,138) |
| Net (loss) earnings | (145,493) | 546 | (1,080) | (146,028) |

Arithmetic differences in presented figures (if any) relate to rounding only.

USD amounts of IAC Group have been translated into EUR at an average rate for the period of USD 1.11110 : EUR 1.

Specifically, the consolidation of MyHammer Holding would have the following effect on the operating results of IAC Group for the twelve months ended September 30, 2016:

- (a) Revenues of IAC Group are expected to increase from EUR 2,859,732,000 by EUR 9,252,000 to EUR 2,868,984,000, relating to the sales derived from the MyHammer Holding financial statements as set out in Section 14.2.1.
- (b) The consolidated operating loss is expected to increase from EUR 135,788,000 by EUR 350,000 to EUR 136,138,000 reflecting the consolidation of the operating profit of MyHammer Holding for the twelve months ended September 30, 2016 of EUR 1,142,000, offset by the additional amortization charge of EUR 1,492,000 on intangible assets recognized as part of the preliminary purchase price allocation.
- (c) The net loss realized by IAC Group is expected to increase from a loss of EUR 145,493,000 by EUR 534,000 to a loss of EUR 146,028,000 reflecting (i) the consolidation of MyHammer Holding's net earnings of EUR 546,000, (ii) the additional amortization charges per (b) above, net of tax at EUR 934,000, (iii) the transaction costs associated with this Offer expensed in line with US GAAP of EUR 1,200,000, net of tax at EUR 751,000, and (iv) the elimination of MyHammer Holding's interest expense amounting to EUR 605,000 on a consolidated IAC group level related to the shareholder loans because of their acquisition by the Offeror as described in Section 14.2.2 ii. The estimate for the effects from reduced taxable income is based on assuming an effective tax rate of 37.4% and subject to the reservation described at Section 14.2.3(f).

15. COMMENT TO MYHAMMER HOLDING SHAREHOLDERS WHO DO NOT ACCEPT THE OFFER

MyHammer Holding Shareholders who do not intend to accept this Offer should take the following into account:

- (a) The MyHammer Holding Shares for which the Offer has not been accepted may, subject to the fulfilment of statutory requirements, be delisted and not continue to be traded on

the stock exchange, whether as a consequence of an application for a delisting, or on the basis of a revocation without application by the Frankfurt Stock Exchange.

- (b) The successful settlement of the Offer is expected to further reduce the number of MyHammer Holding Shares in free float. The number of MyHammer Holding Shares in free float could be reduced to the effect that regular trading of the shares of MyHammer Holding can no longer be maintained or that shares of MyHammer Holding are not traded on the stock market at all. Selling orders could be at risk or not executed in a timely manner. Moreover, the further reduction in the liquidity of the shares of MyHammer Holding could result in greater fluctuations in the price of the shares of MyHammer Holding than in the past.
- (c) The MyHammer Holding Shareholders should be aware that MyHammer Holding may or may not pay dividends in the future. The Offeror expects that MyHammer Holding will not pay dividends in the foreseeable future.
- (d) If following the settlement of this Offer or at a later point in time the Offeror holds a sufficient number of MyHammer Holding Shares, the Offeror intends to take any measures necessary to implement a Squeeze-out if so deemed economically or financially useful from the perspective of the Offeror. Further details can be found above in Section 8.5 of this Offer Document.
- (e) If following the settlement of this Offer or at a later point in time the Offeror holds at least 75% of the registered share capital of MyHammer Holding, the Offeror intends to review to resolve to conclude a domination and/or profit and loss transfer agreement in accordance with Sections 291 et seqq. AktG with MyHammer Holding as dominated entity. Further details can be found in Section 8.5 of this Offer Document.
- (f) Following the settlement of this Offer or at a later point in time, the Offeror intends to review, to the extent legally permissible, coordinate with MyHammer Holding to apply for the withdrawal of the approval of the shares of MyHammer Holding to the Frankfurt Stock Exchange (*General Standard*) upon fulfillment of the requirements for such delisting according to Section 39 of the German Stock Exchange Act ("*Börsengesetz*"). Further details can be found above in Section 8.5 of this Offer Document.
- (g) With settlement of this Offer, the Offeror may have the necessary majority or such higher number of voting rights to adopt shareholders' resolutions with regard to all important structural measures voted upon at future shareholder meetings of MyHammer Holding with the required majority. Such measures may include amendments to the articles of association, capital increases, the exclusion of subscription rights in connection with capital increases, transformation of the company, and dissolution (liquidation by transfer of assets – *übertragende Auflösung*). In particular, the Offeror intends to coordinate, to the extent legally permissible, with MyHammer Holding to contribute to MyHammer Holding the shares in MyHammer AG which the Offeror acquired under the Package Purchase Agreement and under the GFC Purchase Agreement against issuance of shares in MyHammer Holding in accordance with a capital increase in kind by utilizing the authorized capital existing in MyHammer Holding (as described above in Section 8.5 of

this Offer Document). German law would give rise to an obligation of the Offeror, on the basis of a company valuation of MyHammer Holding, to make an offer to the minority shareholders to acquire their shares against adequate consideration or to grant compensation, only with respect to a few of the aforementioned measures. As such a company valuation would have to be based on the existing circumstances at the point in time of the resolution on the measure in question being adopted by the general meeting of MyHammer Holding, such a compensation offer might be equivalent to the Offer Price, but it might also be higher or lower. Furthermore, carrying out some of these measures might lead to a de-listing of the shares of MyHammer Holding (as also described above in Section 8.5 of this Offer Document).

16. RIGHT OF RESCISSION

16.1 Prerequisites

MyHammer Holding Shareholders who have accepted the Offer have the following rights of rescission:

- (a) in the event of an amendment of the Offer pursuant to Section 21 paragraph 1 WpÜG, MyHammer Holding Shareholders may rescind from the agreements entered into by accepting the Offer prior to the expiration of the Acceptance Period pursuant to Section 21 paragraph 4 WpÜG, if and to the extent that they accepted the Offer before the publication of the amendment of the Offer; and
- (b) in the event of a competing offer pursuant to Section 22 paragraph 1 WpÜG, MyHammer Holding Shareholders may rescind from the agreements entered into by accepting the Offer prior to the expiration of the Acceptance Period pursuant to Section 22 paragraph 3 WpÜG, if and to the extent that they accepted the Offer before the publication of the offer document of the competing offer.

16.2 Exercising the Right of Rescission

MyHammer Holding Shareholders can only exercise their right of rescission pursuant to Section 16.1 of this Offer Document if they

- (a) declare in writing to the Custodian Bank their withdrawal with respect to a specific number of MyHammer Holding Shares Tendered for Sale bearing in mind that – in case no number has been specified – notice of rescission is deemed to have been declared for all MyHammer Holding Shares Tendered for Sale by the respective MyHammer Holding Shareholder concerned.

and

- (b) instruct their Custodian Bank to procure the reverse booking (*Rückbuchung*) into the ISIN DE000A11QWW6 at Clearstream Banking AG of such number of MyHammer Holding Shares Tendered for Sale held in their securities deposit account as is equivalent to the number of MyHammer Holding Shares Tendered for Sale for which withdrawal has been declared

prior to the expiration of the Acceptance Period.

Rescission is effected by means of a written notice to the Custodian Bank of the rescinding MyHammer Holding Shareholder within the Acceptance Period and by reverse booking by the Custodian Bank into the original ISIN DE000A11QWW6 at Clearstream Banking AG of those tendered MyHammer Holding Shares with respect to which rescission has been declared. Immediately upon receipt of the written notice of rescission, the Custodian Bank is held to carry out the reverse booking of the MyHammer Holding Shares tendered, for which rescission was declared, into the original ISIN DE000A11QWW6 at Clearstream Banking AG. Immediately after the reverse booking has been carried out, the MyHammer Holding Shares can again be traded under ISIN DE000A11QWW6. The reverse booking of the shares is deemed to have been made in due time, if it is effected on the second Banking Day after the end of the Acceptance Period by 18:00 hours at the latest.

With the completion of the rebooking of the MyHammer Holding Shares, for which rescission has been declared, into the security deposit of the Custodian Bank of the rescinding MyHammer Holding Shareholder with Clearstream Banking AG, the Offeror has fulfilled its obligation *vis-à-vis* the respective rescinded MyHammer Holding Shareholder to re-transfer the MyHammer Holding Shares subject to rescission. It is the obligation of the respective Custodian Bank to rebook the MyHammer Holding Shares, for which rescission has been declared, into the securities deposit of the respective rescinding MyHammer Holding Shareholder.

17. MONETARY PAYMENTS TO AND BENEFITS OF MONETARY VALUE FOR MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD OF MYHAMMER HOLDING

Neither members of the management board (*Vorstand*) nor of the supervisory board (*Aufsichtsrat*) of MyHammer Holding have been given any monetary payments or benefits of monetary value by the Offeror or by persons acting jointly with the Offeror within the meaning of Section 2 paragraph 5 WpÜG or have been promised any such.

18. PUBLICATION OF THE OFFER DOCUMENT, NOTICES

This Offer Document is published pursuant to Sections 34, 14 paragraphs 2 and 3 WpÜG on November 21, 2016 (i) by announcement on the website on the internet at <http://ir.iac.com/MyHammer.cfm> and (ii) by making copies of this Offer Document available free of charge at BNP Paribas (inquiries by fax to +49 69 1520 5277 or by email to Frankfurt.gct.operations@bnpparibas.com). The notification of the internet address at which this Offer Document is published and the availability of copies of this Offer Document free of charge will also be published in the electronic version of the German Federal Gazette (*Bundesanzeiger*) on November 21, 2016. In addition, on November 21, 2016, a non-binding English translation of the Offer Document, which has not been examined by BaFin, will be made available on the aforementioned website in the internet under the aforementioned internet address.

The Offeror will publish the number of MyHammer Holding Shares, which are the subject matter of this Offer, for which it receives Declarations of Acceptance, including their proportion in the share capital and voting rights, pursuant to Section 23 paragraph 1 WpÜG, in the German Federal Gazette (*Bundesanzeiger*) and on the website on the internet at

<http://ir.iac.com/MyHammer.cfm> in German, with an additional non-binding English translation on the internet, as follows:

- on a weekly basis after publication of the Offer Document and on a daily basis in the last week before the expiration of the Acceptance Period,
- without undue delay following the expiration of the Acceptance Period,
- without undue delay following the expiration of the Additional Acceptance Period, and
- without undue delay following the achievement of an ownership percentage sufficient to fulfill the requirements pursuant to Section 39a paragraph 1 and 2 WpÜG.

In addition, the Offeror will publish all other publications and notices in connection with this Offer as required by applicable German laws in the German Federal Gazette (*Bundesanzeiger*) in German and on the website in the internet at <http://ir.iac.com/MyHammer.cfm> in German with an additional non-binding English translation.

19. APPLICABLE LAW

The Offer and the agreements entered into under this Offer are subject to the laws of the Federal Republic of Germany.

20. PLACE OF JURISDICTION

The exclusive place of jurisdiction for all legal disputes arising out of, or in connection with, this Offer (and any agreement that becomes effective as a result of accepting of this Offer) is, to the extent legally permissible, Frankfurt am Main, Germany.

21. ASSISTING BANK

BNP Paribas S.A., Corporate Finance acted as financial advisor to the Offeror with regard to the overall transaction, including the preparation and implementation of the Offer. In its capacity as the Central Settlement Agent, BNP Paribas Securities Services S.C.A., branch Frankfurt am Main, Germany, will coordinate the technical execution of the Offer.

22. NOTICE REGARDING TAX LAW

It is recommended that MyHammer Holding Shareholders seek professional tax advice taking into account their individual tax situation before accepting this Offer.

23. DECLARATION OF ASSUMPTION OF RESPONSIBILITY

HomeAdvisor GmbH, Ismaning, a company with limited liability (GmbH) organized under the laws of Germany, registered with the commercial register of the local court of Munich under HRB 144294, assumes the responsibility for the content of this Offer Document and declares that, to its knowledge, the information contained in this Offer Document is accurate, and no material facts are omitted.

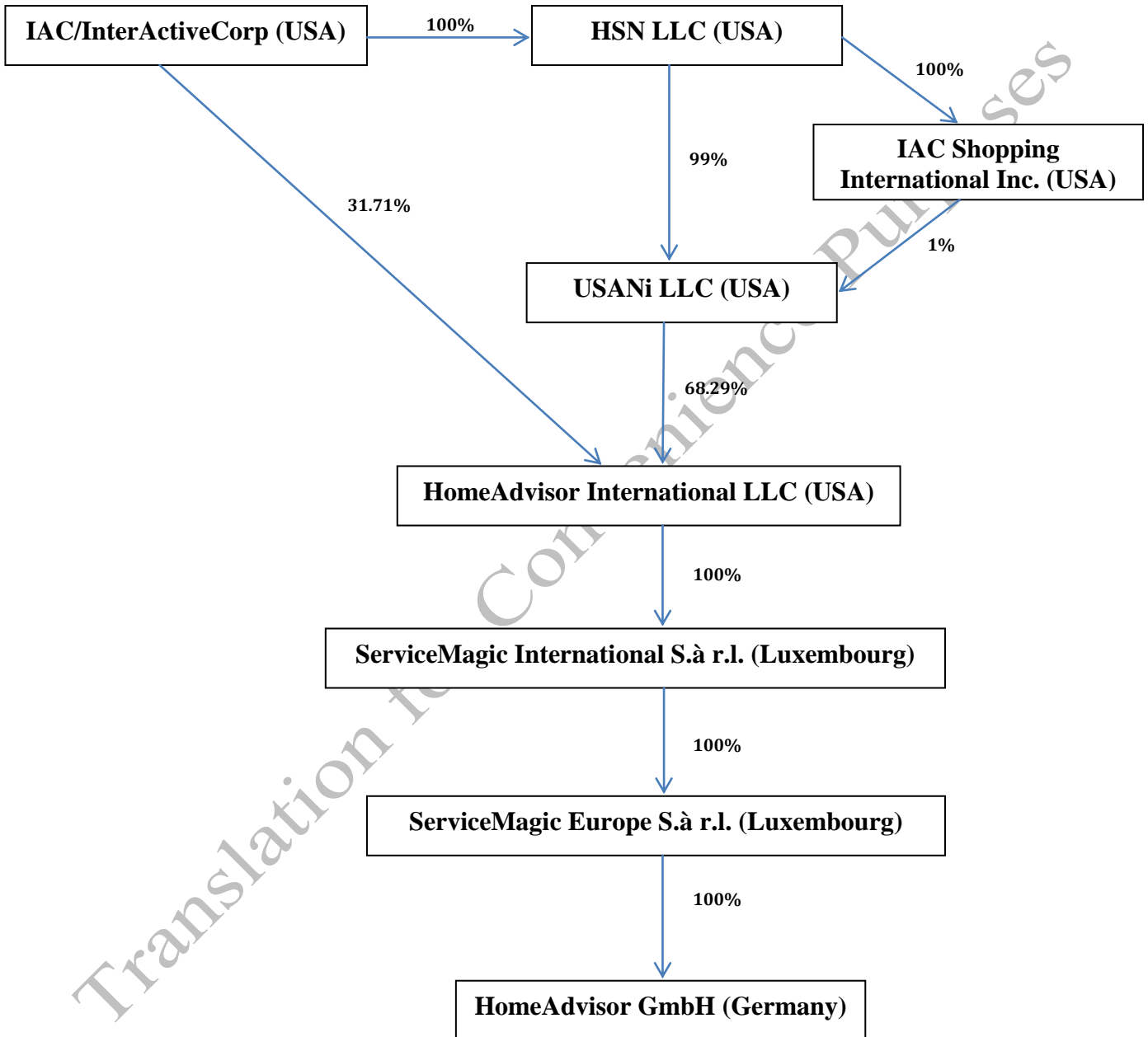
Berlin, November 18, 2016

Michael Schwerdtman
Managing Director of HomeAdvisor GmbH

Translation for Convenience Purposes

Annex 1

Overview of the Offeror's Corporate Structure



Annex 2

List of Direct and Indirect Subsidiaries of IAC

Entities and persons controlling the Offeror

| Company | Domicile |
|-------------------------------------|------------------------------|
| IAC/InterActiveCorp | Wilmington, Delaware, U.S.A. |
| HSN, LLC | Wilmington, Delaware, U.S.A. |
| USANi, LLC | Wilmington, Delaware, U.S.A. |
| HomeAdvisor International, LLC | Wilmington, Delaware, U.S.A. |
| ServiceMagic International S.à r.l. | Munsbach, Luxembourg |
| ServiceMagic Europe S.à r.l. | Munsbach, Luxembourg |

Further direct and indirect subsidiaries of IAC (with the exception of the Offeror and the MyHammer Group)

| Company | Domicile |
|--|-------------------------------------|
| 15Films, LLC | Wilmington, Delaware, U.S.A. |
| 8831-8833 Sunset, LLC | Wilmington, Delaware, U.S.A. |
| About Information Technology (Beijing) Co., Ltd. | Beijing, People's Republic of China |
| About International | Grand Cayman, Cayman Islands |
| About, Inc. | Wilmington, Delaware, U.S.A. |
| Amsel, LLC | Wilmington, Delaware, U.S.A. |
| Apalon Apps LLC | Minsk, Republic of Belarus |
| APN, LLC | Wilmington, Delaware, U.S.A. |
| Applications Partner, LLC | Wilmington, Delaware, U.S.A. |
| Ask Applications, Inc. | Wilmington, Delaware, U.S.A. |
| Big Breakfast, LLC | Wilmington, Delaware, U.S.A. |
| Buzz Technologies, Inc. | Olympia, Washington, U.S.A. |
| CH Pacific, LLC | Wilmington, Delaware, U.S.A. |
| CityGrid Media, LLC | Wilmington, Delaware, U.S.A. |
| CollegeHumor Press LLC | Baltimore, Maryland, U.S.A. |
| Comedy News Ventures, Inc. | Wilmington, Delaware, U.S.A. |
| Connect, LLC | Wilmington, Delaware, U.S.A. |
| Connected Ventures, LLC | Wilmington, Delaware, U.S.A. |
| ConsumerSearch, Inc. | Wilmington, Delaware, U.S.A. |
| CraftJack Inc. | Chicago, Illinois, U.S.A. |
| CV Acquisition Corp. | Wilmington, Delaware, U.S.A. |
| Daily Burn, Inc. | Wilmington, Delaware, U.S.A. |
| DatingDirect.com Limited | London, United Kingdom |

| Company | Domicile |
|--|-------------------------------------|
| Delightful.com, LLC | Wilmington, Delaware, U.S.A. |
| Diamant Production Services, LLC | Wilmington, Delaware, U.S.A. |
| Diamond Dogs, LLC | Wilmington, Delaware, U.S.A. |
| Dictionary.com, LLC | Los Angeles, California, U.S.A. |
| ECS Sports Fulfillment LLC | Wilmington, Delaware, U.S.A. |
| Electus Productions, LLC | Los Angeles, California, U.S.A. |
| Electus, LLC | Wilmington, Delaware, U.S.A. |
| ES1 Productions, LLC | Wilmington, Delaware, U.S.A. |
| ES2 Productions, LLC | Wilmington, Delaware, U.S.A. |
| Eureka SG Pte. Ltd. | Singapore, Singapore |
| Eureka Taiwan | Taipei, Taiwan |
| Eureka, Inc. | Tokyo, Japan |
| Failure to Appear Productions, LLC | Wilmington, Delaware, U.S.A. |
| Falcon Holdings II, LLC | Wilmington, Delaware, U.S.A. |
| Felix Calls, LLC | Wilmington, Delaware, U.S.A. |
| Five Star Matchmaking Information Technology (Beijing) Co., Ltd. | Beijing, People's Republic of China |
| Flaked Productions, LLC | Wilmington, Delaware, U.S.A. |
| FriendScout24 GmbH | Munich, Germany |
| GetAFive, Inc. | Wilmington, Delaware, U.S.A. |
| Good Hang, LLC | Wilmington, Delaware, U.S.A. |
| Hatch Labs, Inc. | Wilmington, Delaware, U.S.A. |
| Higher Edge Marketing Services, Inc. | Los Angeles, California, U.S.A. |
| HLVP Follow On Fund GP, LLC | Wilmington, Delaware, U.S.A. |
| HLVP Follow On Fund, L.P. | Wilmington, Delaware, U.S.A. |
| HLVP I GP, LLC | Wilmington, Delaware, U.S.A. |
| HLVP I, L.P. | Wilmington, Delaware, U.S.A. |
| HLVP II GP, LLC | Wilmington, Delaware, U.S.A. |
| HLVP II, L.P. | Wilmington, Delaware, U.S.A. |
| HLVP III GP, LLC | Wilmington, Delaware, U.S.A. |
| HLVP III, L.P. | Wilmington, Delaware, U.S.A. |
| Home Advisor Limited | London, United Kingdom |
| Home Industry Leadership Board | Centennial, Colorado, U.S.A. |
| HomeAdvisor B.V. | Amsterdam, The Netherlands |
| HomeAdvisor, Inc. | Wilmington, Delaware, U.S.A. |
| HowAboutWe, LLC | Wilmington, Delaware, U.S.A. |
| HSN Capital LLC | Wilmington, Delaware, U.S.A. |
| HTRF Ventures, LLC | Wilmington, Delaware, U.S.A. |
| Humor Rainbow, Inc. | New York, New York, U.S.A. |
| IAC 19 th St. Holdings, LLC | Wilmington, Delaware, U.S.A. |
| IAC Applications Holding Limited Partnership | Dublin, Ireland |
| IAC Applications, LLC | Wilmington, Delaware, U.S.A. |
| IAC Falcon Holdings, LLC | Wilmington, Delaware, U.S.A. |
| IAC Family Foundation, Inc. | Wilmington, Delaware, U.S.A. |

| Company | Domicile |
|---|--------------------------------------|
| IAC Publishing Holding Limited Partnership | Dublin, Ireland |
| IAC Publishing, LLC | Wilmington, Delaware, U.S.A. |
| IAC Search & Media (Canada) Inc. | Vancouver, Canada |
| IAC Search & Media B.V. | Amsterdam, The Netherlands |
| IAC Search & Media Brands Computer Technology Co., Ltd. | Shanghai, People's Republic of China |
| IAC Search & Media Brands, Inc. | Los Angeles, California, U.S.A. |
| IAC Search & Media Europe Limited | Dublin, Ireland |
| IAC Search & Media Finance Co. | Grand Cayman, Cayman Islands |
| IAC Search & Media Hong Kong, Limited | Hong Kong, Hong Kong |
| IAC Search & Media International, Inc. | Wilmington, Delaware, U.S.A. |
| IAC Search & Media Massachusetts, Inc. | Boston, Massachusetts, U.S.A. |
| IAC Search & Media Technologies FinanceCo II | Grand Cayman, Cayman Islands |
| IAC Search & Media Technologies Limited | Dublin, Ireland |
| IAC Search & Media UK Limited | London, United Kingdom |
| IAC Search & Media Washington, LLC | Olympia, Washington, U.S.A. |
| IAC Search & Media, Inc. | Wilmington, Delaware, U.S.A. |
| IAC Search Europe B.V. | Amsterdam, The Netherlands |
| IAC Search, LLC | Wilmington, Delaware, U.S.A. |
| IAC Shopping International, Inc. | Wilmington, Delaware, U.S.A. |
| IAC/Expedia Global, LLC | Wilmington, Delaware, U.S.A. |
| IACF Developments LLC | Wilmington, Delaware, U.S.A. |
| ImproveNet, Inc. | Wilmington, Delaware, U.S.A. |
| INKD LLC | Wilmington, Delaware, U.S.A. |
| Insider Pages, Inc. | Wilmington, Delaware, U.S.A. |
| InstantAction, LLC | Wilmington, Delaware, U.S.A. |
| InterActiveCorp Films, Inc. | Wilmington, Delaware, U.S.A. |
| InterActiveCorp Films, LLC | Wilmington, Delaware, U.S.A. |
| InterCaptiveCorp, Ltd. | Hamilton, Bermuda |
| Internet Shopping Network LLC | Wilmington, Delaware |
| Investopedia Canada, Inc. | Calgary, Canada |
| Investopedia LLC | Wilmington, Delaware, U.S.A. |
| iWon Points LLC | New York, New York, U.S.A. |
| Life123, Inc. | Wilmington, Delaware, U.S.A. |
| Lucky Morning Productions, LLC | Wilmington, Delaware, U.S.A. |
| M8 Singlesnet LLC | Wilmington, Delaware, U.S.A. |
| Maker Shack, LLC | Los Angeles, California, U.S.A. |
| Mash Dating, LLC | Wilmington, Delaware, U.S.A. |
| Massive Media Europe NV | Diegem, Belgium |
| Massive Media Limited | South Cave, United Kingdom |
| Massive Media Match NV | Diegem, Belgium |
| Match Group Europe Limited | London, United Kingdom |
| Match Group, Inc. | Wilmington, Delaware, U.S.A. |
| Match Group, LLC | Wilmington, Delaware, U.S.A. |

| Company | Domicile |
|---|---|
| Match Internet Financial Services Designated Activity Company | Dublin, Ireland |
| Match ProfilePro, LLC | Wilmington, Delaware, U.S.A. |
| Match.com Europe Limited | London, United Kingdom |
| Match.com Events LLC | Wilmington, Delaware, U.S.A. |
| Match.com Foreign Holdings II Limited | London, United Kingdom |
| Match.com Foreign Holdings III Limited | London, United Kingdom |
| Match.com Foreign Holdings Limited | London, United Kingdom |
| Match.com Global Investments S.à r.l. | Luxembourg, Luxembourg |
| Match.com Global Services Limited | London, United Kingdom |
| Match.com HK Limited | Hong Kong, Hong Kong |
| Match.com International Holdings, Inc. | Wilmington, Delaware, U.S.A. |
| Match.com International II Limited | London, United Kingdom |
| Match.com International Limited | London, United Kingdom |
| Match.com Investments, Inc. | Grand Cayman, Cayman Islands |
| Match.com Japan KK | Tokyo, Japan |
| Match.com Japan Networks GK | Tokyo, Japan |
| Match.com LatAm Limited | London, United Kingdom |
| Match.com Luxembourg S.à r.l. | Luxembourg, Luxembourg |
| Match.com Nordic AB | Stockholm, Sweden |
| Match.com Offshore Holdings, Ltd | Port Louis, Republic Mauritius |
| Match.com Pegasus Limited | London, United Kingdom |
| Match.com, L.L.C. | Wilmington, Delaware, U.S.A. |
| Matchcom Mexico, S. de R.L., de C.V. | Mexico City, Mexico |
| Meetic Espana, SLU | Madrid, Spain |
| Meetic Italia SRL | Mailand, Italy |
| Meetic Netherlands BV | Amsterdam, The Netherlands |
| Meetic SAS | Paris, France |
| Mhelpdesk, Inc. | Wilmington, Delaware, U.S.A. |
| Mile High Insights, LLC | Wilmington, Delaware, U.S.A. |
| Mindspark Interactive Network, Inc. | Wilmington, Delaware, U.S.A. |
| MM LatAm, LLC | Wilmington, Delaware, U.S.A. |
| Mojo Acquisition Corp. | Wilmington, Delaware, U.S.A. |
| Mojo Finance Co. | Grand Cayman, Cayman Islands |
| Neu.de GmbH | München, Germany |
| Newsweek Philippines Inc. | Makati City Metro Manila, Republic of the Philippines |
| Nexus Limited | London, United Kingdom |
| Nice Little Day, LLC | Wilmington, Delaware, U.S.A. |
| Notional, LLC | Wilmington, Delaware, U.S.A. |
| NRelate LLC | Wilmington, Delaware, U.S.A. |
| Out to Lunch Productions, LLC | Wilmington, Delaware, U.S.A. |
| Parperfeito Comunicacao SA | Barra de Tijuca, Brasil |
| People Media, Inc. | Wilmington, Delaware, U.S.A. |

| Company | Domicile |
|---|--------------------------------------|
| People Media, LLC | Phoenix, Arizona, U.S.A. |
| Plentyoffish Media ULC | Vancouver, British Columbia, Canada |
| Plentyoffish Media, LLC | Wilmington, Delaware, U.S.A. |
| Pricerunner SAS | Paris, France |
| Prize Matters, LLC | Wilmington, Delaware, U.S.A. |
| Pronto, LLC | Wilmington, Delaware, U.S.A. |
| Publishing Partner, LLC | Wilmington, Delaware, U.S.A. |
| Rebel Entertainment, Inc. | Wilmington, Delaware, U.S.A. |
| Rio Bravo Productions, LLC | Wilmington, Delaware, U.S.A. |
| Riviere Productions | Los Angeles, California, U.S.A. |
| Search Floor, Inc. | Los Angeles, California, U.S.A. |
| ServiceMagic Canada Inc. | Saint John, New Brunswick, Canada |
| ServiceMagic GmbH | Berlin, Germany |
| ServiceMagic IP Ireland Limited | Dublin, Ireland |
| Shanghai Huike Network Technology Co., Ltd. | Shanghai, People's Republic of China |
| Shoebuy.com, Inc. | Wilmington, Delaware, U.S.A. |
| Shoptouch, Inc. | Wilmington, Delaware, U.S.A. |
| Slimware Utilities Holdings, Inc. | Wilmington, Delaware, U.S.A. |
| Soulmates Technology Pty Ltd. | Sydney, New South Wales, Australia |
| SpeedDate.com, LLC | Wilmington, Delaware, U.S.A. |
| Spotlight Studios, LLC | Wilmington, Delaware, U.S.A. |
| Stage Four, LLC | Wilmington, Delaware, U.S.A. |
| Starnet Interactive Ltd. | Tel-Aviv-Jafo, Israel |
| Starnet Interactive, Inc. | Wilmington, Delaware, U.S.A. |
| Styleclick Chicago, Inc. | Wilmington, Delaware, U.S.A. |
| Styleclick, Inc. | Wilmington, Delaware, U.S.A. |
| Styleclick.com Enterprises Inc. | Los Angeles, California, U.S.A. |
| Targeted Media Solutions LLC | Wilmington, Delaware, U.S.A. |
| TDB Holdings, Inc. | Wilmington, Delaware, U.S.A. |
| The Daily Beast Company LLC | Wilmington, Delaware, U.S.A. |
| The IAC Foundation, Inc. | Wilmington, Delaware, U.S.A. |
| Third Kind Venture Capital I GP, LLC | Wilmington, Delaware, U.S.A. |
| Third Kind Venture Capital I, L.P. | Wilmington, Delaware, U.S.A. |
| Tinder Development, LLC | Wilmington, Delaware, U.S.A. |
| Tinder, Inc. | Wilmington, Delaware, U.S.A. |
| TMC Realty, L.L.C. | Wilmington, Delaware, U.S.A. |
| TPR Education Canada, ULC | Halifax, Nova Scotia, Canada |
| TPR Education Holdings, Inc. | Wilmington, Delaware, U.S.A. |
| TPR Education IP Holdings, LLC | Wilmington, Delaware, U.S.A. |
| TPR Education Offshore Holdings LLC | Wilmington, Delaware, U.S.A. |
| TPR Education Worldwide, LLC | Wilmington, Delaware, U.S.A. |
| TPR Education, LLC | Wilmington, Delaware, U.S.A. |
| TPR/Tutor Holdings, LLC | Wilmington, Delaware, U.S.A. |
| Travaux.com | Aix-en-Provence, France |

| Company | Domicile |
|--|--------------------------------|
| Tutor.com, Inc. | Wilmington, Delaware, U.S.A. |
| U.S.A. Electronic Commerce Solutions LLC | Wilmington, Delaware, U.S.A. |
| U.S.A. Video Distribution LLC | Wilmington, Delaware, U.S.A. |
| USANi Sub LLC | Wilmington, Delaware, U.S.A. |
| VHX Corporation | Wilmington, Delaware, U.S.A. |
| Vimeo, Inc. | Wilmington, Delaware, U.S.A. |
| Wanderspot LLC | Wilmington, Washington, U.S.A. |
| Werkspot BV | Amsterdam, The Netherlands |

Translation for Convenience Purposes

Annex 3

List of Persons Acting Jointly with the Target Company

The companies and persons listed in Annex 2 as well as MyHammer AG and CCC Asset Verwaltungs GmbH i.L.

Translation for Convenience Purposes

Annex 4

**Financing Confirmation of BNP Paribas S.A., Branch Frankfurt am Main,
Germany**

Translation for Convenience Purposes



CONVENIENCE TRANSLATION WITHOUT BINDING EFFECT

BNP Paribas · Europa-Allee 12 · 60327 Frankfurt am Main

HomeAdvisor GmbH
c/o StB und Dipl.-Finanzwirt Magnus Büth
Esmarchstraße 23
10407 Berlin

Frankfurt am Main, 7 November 2016

Confirmation pursuant Section 13 paragraph 1 sentence 2 of the German Securities Acquisition and Takeover Act ("WpÜG") for the voluntary takeover offer of HomeAdvisor GmbH with its registered seat (*satzungsmäßiger Sitz*) in Ismaning and business seat (*Geschäftsanschrift*), in Esmarchstraße 23, c/o StB und Dipl.-Finanzwirt Magnus Büth, 10407 Berlin, to the shareholders of MyHammer Holding AG, Mauerstraße 79, 10117 Berlin, regarding the acquisition of all shares in MyHammer Holding AG against the payment of a purchase price in the amount of EUR 5.15 per share

Dear Sirs,

BNP Paribas S.A. Niederlassung Deutschland is the German branch of BNP Paribas S.A., a *société anonyme* incorporated under the laws of France, and a branch according to Section 53b paragraph 1 sentence 1 of the German Banking Act ("KWG") and is registered with the commercial register of the local court of Frankfurt am Main under registration number HRB 40950. BNP Paribas S.A. Niederlassung Deutschland qualifies as a securities service provider (*Wertpapierdienstleistungsunternehmen*) independent of HomeAdvisor GmbH in terms of Sec. 13 paragraph 1 sentence 2 WpÜG.

We hereby confirm in accordance with Section 13 paragraph 1 sentence 2 WpÜG that HomeAdvisor GmbH has undertaken all necessary measures to ensure that at the time at which the cash payment falls due it will have the necessary funds available to fully perform the aforementioned takeover offer.

We agree to the publication of this confirmation in the offer document of the captioned takeover offer pursuant to Section 11 paragraph 2 sentence 3 No. 4 WpÜG.

Yours faithfully

BNP Paribas S.A.
Niederlassung Deutschland


Jochem Czelec


Alexander Tetzlaff