

**SPARK NETWORKS SE**  
**NOMINATING, GOVERNANCE AND**  
**COMPENSATION COMMITTEE CHARTER**

**I. PURPOSE**

The Nominating, Governance and Compensation Committee is appointed by the Administrative Board (the “Board”) of Spark Networks SE (the “Company”) to: (i) identify, screen and review individuals qualified to serve as Board members and recommend to the Board candidates for election as Board members at the annual meeting of shareholders to fill Board vacancies; (ii) develop, recommend to the Board and oversee implementation of the Company’s Corporate Governance Guidelines and Principles; (iii) review, on a regular basis, the overall corporate governance of the Company and recommend to the Board improvements when necessary; (iv) assist the Board in discharging its responsibilities relating to compensation of the Company’s Board members and executive officers; and (iv) undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Company’s Articles of Association and Rules of Procedure.

**II. COMMITTEE MEMBERSHIP**

The Committee shall consist of three or more members of the Board, each of whom has been determined by the Board to be “independent” in accordance with applicable rules of NYSE American LLC (the “NYSE American”) within the timeframe required by the NYSE American. The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

**III. STRUCTURE AND MEETINGS**

The Committee shall conduct its business in accordance with this Nominating, Governance and Compensation Committee Charter (the “Charter”). The Board shall designate a member of the Committee as the chairperson. The Committee shall meet as frequently as circumstances dictate (but in no event less frequently than quarterly). The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

As necessary or desirable, the chairperson of the Committee may invite any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, to be present at meetings of the Committee, consistent with the maintenance of confidentiality of compensation discussions. The Chief Executive Officer (the “CEO”) should not be present during voting or deliberations on the CEO’s compensation.

## **IV. KEY RESPONSIBILITIES**

### **A. Nominating and Corporate Governance Matters**

With respect to nominating and corporate governance matters, the Committee shall:

1. Identify, screen and review individuals qualified to serve as Board members, consistent with criteria approved by the Board; review each current Board member and recommend to the Board whether such Board member should stand for re-election; and recommend to the Board the nominees for election or re-election at the next annual meeting of shareholders and for filling any Board vacancies subject to any contractual or other commitments of the Company.
2. Recommend to the Board for approval, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, the Company's policies and procedures for identifying and reviewing Board candidates, including policies and procedures relating to Board candidates submitted for consideration by shareholders; and review Company disclosures regarding such policies and procedures.
3. Review annually with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities.
4. Review periodically the size of the Board and recommend to the Board any appropriate changes.
5. Coordinate the work of the Board and prepare for Board meetings.
6. Oversee the evaluation of the Board and management, including overseeing Board decisions with respect to the appointment, dismissal and remuneration of the managing directors as well as the conclusion, amendment and annulment of their employment contracts, and consulting regularly on long-term succession planning for the managing directors, taking into consideration the management plans of the Company.
7. Establish and recommend to the Board, oversee the implementation and effectiveness of and recommend modifications as appropriate to, the Company's Corporate Governance Guidelines.
8. Consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.
9. Review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of Board members to serve as members of each committee and committee chairperson annually.
10. Report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests.
11. Perform such other functions and have such other powers consistent with this Charter, the Articles of Association or Rules of Procedure, or as delegated by the Board.

## **B. Compensation Matters**

With respect to compensation matters, the Committee shall:

1. Review and approve the Company's compensation philosophy, and, if necessary, recommend to the Board revisions to the compensation philosophy of the Company.
2. Annually review and approve the Company's corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of such goals and objectives, and, either as a Committee or together with the other independent directors of the Board (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation, to the extent not otherwise determined by an existing employment agreement or arrangement approved by the Board and/or the Committee, without the CEO present for such proceedings.
3. Annually review and, if appropriate, approve (or make recommendations to the Board regarding approval of) the following with respect to the Company's executive officers: a) annual base salary levels; b) annual incentive compensation levels; c) long-term incentive compensation levels; and d) any supplemental or special benefits.
4. Review and, when and if appropriate, approve (or make recommendations to the Board regarding approval of) executive officers' employment agreements, severance agreements, and change of control agreements/provisions, in each case prior to the Company's entering into such agreements/provisions.
5. Annually review and make recommendations to the Board with respect to non-CEO compensation, incentive compensation plans and equity-based plans.
6. Administer the Company's incentive compensation plans and equity-based plans as in effect and as adopted from time to time by the Board, to the extent such administration is not delegated, in whole or in part, to any other committee of the Board, to the extent permissible under applicable law, or otherwise retained by the Board.
7. Approve any new equity compensation plan or any material change to an existing plan where shareholder approval has not been obtained.
8. Review and approve any stock option award or any other type of award as may be required for complying with any tax, securities, or other regulatory requirement, or otherwise determined to be appropriate or desirable by the Committee or the Board.
9. Ensure appropriate overall corporate performance measures and goals linked to compensation are set and determine the extent that established goals have been achieved and any related compensation earned.
10. Review and discuss with the Company's management the "Compensation Discussion and Analysis" required to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission (the "SEC"), and

recommend to the Board whether or not to include such “Compensation Discussion and Analysis” in such proxy statement or annual report.

11. Advise the Board regarding risks to the Company of its compensation policies and practices and the disclosure of any such risks as required by SEC rules in the Company’s proxy statement.

12. In connection with any stockholder advisory vote on the frequency with which the Company shall hold a stockholder advisory vote on the compensation of the Company’s key executive officers required to be disclosed in the annual proxy statement or Annual Report on Form 10-K (the “Named Executive Officers”) pursuant to Section 14A of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended (“Section 14A”), review and approve the frequency that should be recommended to the Company’s stockholders.

13. Review and approve the frequency with which the Company should submit to the stockholders an advisory vote on the compensation of the Company’s Named Executive Officers pursuant to Section 14A, taking into account any prior stockholder advisory vote on the frequency with which the Company shall hold a stockholder advisory vote on compensation of the Company’s Named Executive Officers.

14. Review the results of any stockholder advisory votes on the compensation of the Company’s Named Executive Officers and consider whether to make any adjustments to the Company’s executive compensation policies and practices.

15. Produce a Committee report on executive compensation as required to be included in the Company’s annual proxy statement, annual report on Form 10-K or other filing required to be made with the SEC.

16. Perform such other functions and have such other powers consistent with this Charter, the Articles of Association or Rules of Procedure, or as deleted by the Board.

## **PROCESS FOR CONSIDERATION OF DIRECTOR CANDIDATES**

The Committee’s process for identifying and evaluating nominees for director, including nominees recommended by shareholders, shall involve (with or without the assistance of a retained search firm) compiling names of potentially eligible candidates, vetting candidates’ qualifications, conducting background and reference checks, conducting interviews with candidates and/or others (as schedules permit), meeting to consider and recommend final candidates to the Board and, as appropriate, preparing and presenting to the Board an analysis with regard to particular, recommended candidates.

There shall be no differences in the manner in which the Committee evaluates nominees for director based on whether the nominee is recommended by a shareholder. It is the policy of the Committee to consider any director candidates recommended by shareholders of the Company, provided the information regarding director candidates recommended by shareholders is submitted to the Committee in compliance with this Charter.

There are no specific, minimum qualifications that the Committee shall require to be met by a Committee-recommended nominee for a position on the Board, nor are there any specific qualities

or skills that are necessary for one or more of the Company's directors to possess.

### **COMMITTEE RESOURCES**

The Committee has the power, without the approval of the Board or management, to retain outside counsel, search and recruitment consultants, compensation consultants or other experts and will receive from the Company adequate funding, as determined by the Committee, for payment of reasonable compensation to such advisors. The Committee shall have the sole authority to retain, compensate, terminate and such advisors who shall be accountable ultimately to the Committee.

In furtherance of the foregoing, the Committee may select a compensation advisor or consultant only after taking into consideration all factors relevant to that person's independence from management, including those factors set forth in Rule 10C-1 under the Securities and Exchange Act of 1934 and applicable rules of the NYSE-American.

The Committee may form, and delegate authority, to subcommittees.

### **PERFORMANCE EVALUATION**

The Committee shall perform an annual evaluation of the Committee's own performance. The Committee also shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

### **DISCLOSURE OF CHARTER**

This Charter will be made available on the Company's website.