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SPARK NETWORKS SE

Munich

ISIN DE000A2E4RU2

ISIN US8465171002 (ADR)

**INVITATION
TO THE ANNUAL GENERAL MEETING**

On

Friday, September 1, 2023, at 2:00 p.m. (CEST),

the Annual General Meeting of Spark Networks SE will take place at the offices of
Morgan Lewis & Bockius LLP, Königinstraße 9, 80539 Munich, Germany.

We cordially invite our shareholders to attend.

AGENDA

- 1. Presentation of the adopted annual financial statements, the approved consolidated financial statements and the combined management report for Spark Networks SE and the Group as of December 31, 2022, and the report of the Administrative Board for the fiscal year 2022.**

The aforementioned documents are available on the Company's website at

<https://www.spark.net/investor-relations/annual-meeting>

and will be explained in more detail at the Annual General Meeting.

In accordance with the statutory provisions, no resolution of the Annual General Meeting is required on this agenda item 1, as the Administrative Board has already approved the prepared annual financial statements and the consolidated financial statements for the financial year 2022 and the annual financial statements for the financial year 2022 are therefore adopted in accordance with Art. 9 (1) c) ii), Art. 10 SE Regulation in conjunction with Section 172 German Stock Corporation Act (*AktG*). An adoption of the annual financial statements for the financial year 2022 by the Annual General Meeting pursuant to Art. 9 para. 1 c) ii), Art. 10 SE Regulation in conjunction with Section 173 AktG is therefore not required. For the other documents mentioned under this agenda item 1, the law only provides for information of the shareholders, but no resolution by the Annual General Meeting.

For informational purposes, the annual report on Form 10-K for Spark Networks SE's fiscal year ended December 31, 2022, which includes consolidated financial information prepared in accordance with IFRS (U.S.) standards, is also made available on the Company's website.

- 2. Resolution on the discharge of the Executive Directors for the financial year 2022**

The Administrative Board proposes that the executive directors holding office in fiscal year 2022 are granted discharge for this period.

- 3. Resolution on the discharge of the members of the Administrative Board for the financial year 2022**

The Administrative Board proposes that the members of the Administrative Board holding office in fiscal year 2022 are granted discharge for this period.

- 4. Election of the auditor of the annual financial statements and the auditor of the consolidated financial statements for the fiscal year 2023 and for the review of**

interim financial reports and confirmation of the independent registered public accounting firm

The Audit Committee of Spark Networks SE ("**Spark**") has selected BDO USA, LLP as the principal independent registered public accounting firm for the fiscal year ending December 31, 2023 and BDO AG Wirtschaftsprüfungsgesellschaft, Katharina-Heinroth-Ufer 1, 10787 Berlin, Germany as the local auditor (collectively, "**BDO**") to perform the audit of the Company's financial statements and consolidated financial statements for the fiscal year ending December 31, 2023.

At the Annual General Meeting, shareholders will be asked to confirm the appointment of BDO as auditor of the annual financial statements and auditor of the consolidated financial statements and as auditor for the review of interim financial reports for the financial year ending December 31, 2023.

Policy on the Audit Committee's Pre-Approval of Audit Services and Permitted Non-Audit Services of the Independent Registered Public Accounting Firm

The Audit Committee generally pre-approves all audits and permitted non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. The pre-approval is detailed with respect to the particular service or category of services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to report periodically to the Audit Committee on the scope of services provided by the independent registered public accounting firm pursuant to this pre-approval and the fees for services provided to date. The Audit Committee may also pre-approve certain services on a case-by-case basis. All services related to the fees described in the table below have been approved by our Audit Committee.

The following table sets forth the audit fees of BDO USA, LLP, for each of the years ended December 31, 2021 and 2022 (in thousands of \$).

Fee/Fee	2022		2021	
Audit fee ⁽¹⁾	\$	1,557	\$	985
Taxes ⁽²⁾	\$	1	\$	12

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Total	\$ 1,558	\$ 997
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⁽¹⁾ Audit fees for 2022 and 2021 include costs associated with the interim procedures and annual audits, including costs associated with statutory audits required internationally. Total Audit fees in 2021 have been restated from the prior year to include an overrun fee for additional audit-related services, which were billed in July of 2022.

⁽²⁾ Tax fees for 2022 and 2021 represent VAT compliance.

The Administrative Board proposes, based on the recommendation of the Audit Committee, to adopt the following resolution:

BDO USA, LLP is elected as the independent registered public accounting firm of Spark Networks SE for the fiscal year ending December 31, 2023, and BDO AG Wirtschaftsprüfungsgesellschaft, Katharina-Heinroth-Ufer 1, 10787 Berlin, Germany is elected as the local statutory auditor and group auditor for fiscal year 2023 and auditor for any review of interim financial reports for fiscal year 2023 and for any review of interim financial reports for fiscal year 2024 prepared prior to the Annual General Meeting of Shareholders in 2024.

Annex to agenda item 4 - Report of the Audit Committee

The Audit Committee is appointed by the Administrative Board (*Board*) to assist the Board in fulfilling its oversight responsibilities with respect to (i) the integrity of Spark's financial statements and financial reporting process and systems of internal control relating to finance, accounting and compliance with legal and regulatory requirements, (ii) the qualifications, independence and performance of Spark's independent registered public accounting firm, (iii) the performance of Spark's internal audit function, if any, and (iv) other matters set forth in the Audit Committee Charter approved by the Board.

Management is responsible for the preparation of Spark's financial statements and the financial reporting process, including the system of internal control over financial reporting and disclosure controls and procedures. The independent registered public accounting firm is responsible for conducting an audit of Spark Networks SE's financial statements in accordance with *Public Company Accounting Oversight Board (PCAOB)* standards and for issuing a report thereon. It is the responsibility of the Audit Committee to monitor and oversee these processes.

In connection with these responsibilities, the Audit Committee reviewed and discussed with management and the independent registered public accounting firm the audited consolidated financial statements of Spark Networks SE for the fiscal year ended December 31, 2022. The Audit Committee also addressed, in conjunction with the independent registered public accounting firm, those matters required to be addressed by the applicable standards of the PCAOB. In addition, the Audit Committee received written confirmation from the independent

registered public accounting firm confirming its independence in accordance with applicable PCAOB requirements and also discussed with the accounting firm its independence.

Based on the review and deliberations outlined above, the Audit Committee has recommended to the Administrative Board that the audited consolidated financial statements of Spark Networks SE be included in Spark's Annual Report on Form 10-K for the year ended December 31, 2022 filed with the Securities and Exchange Commission ("**SEC**"). The information contained in this report shall not be deemed to be (i) "soliciting material," (ii) "filed" with the SEC, (iii) subject to Section 14A or 14C of the Exchange Act of 1934 (the "Exchange Act") or (iv) subject to the obligations of Section 18 of the Exchange Act. This report is not incorporated by reference into any other filing by Spark Networks SE under the Exchange Act or the Securities Act unless Spark specifically incorporates it by reference into such filing.

The Audit Committee further recommended that the Administrative Board approve the audited IFRS and separate financial statements of Spark Networks SE for the year ended December 31, 2022, which, subject to the approval of the Administrative Board, are expected to be available on or around July 21, 2023 on the Company's website, at

<https://www.spark.net/investor-relations/annual-meeting>.

5. Resolution on the reduction of the size of the Administrative Board and elections to the Administrative Board

In accordance with Art. 43 para. 2, para. 3 SE Regulation, Section 23 SE Execution Act (*SEAG*) in conjunction with Section 10 para. 1 sentence 2 of the Articles of Association of the Company ("**Articles of Association**") and the resolution of the Annual General Meeting on August 11, 2021 under agenda item 6, the Administrative Board currently consists of eight members who are elected by the Annual General Meeting. Pursuant to Section 10 (1) sentence 1 of the Articles of Association and Section 23 (1) SEAG, the Administrative Board of the Company shall consist of at least three and at most nine members. Otherwise, pursuant to Section 10 para. 1 sentence 2 of the Articles of Association, the Annual General Meeting shall determine the number of members of the Administrative Board, taking into account Section 23 para. 1 SEAG. In order to perform its duties more efficiently, the Administrative Board is to be reduced to six members from the end of this Annual General Meeting until further notice.

All members of the Administrative Board currently in office were elected by the Company's Annual General Meeting on August 31, 2022 for a period until the end of the Annual General Meeting resolving on the discharge of the members of the Administrative Board for the fiscal year 2022.

Therefore, in accordance with Art. 43 para. 2, para. 3 SE Regulation, Section 23 SEAG in conjunction with Section 10 para. 1 sentence 2 of the Articles of Association as well as the proposed reduction of the Administrative Board to six members, six new members are to be elected to the Administrative Board, in each case with effect from the end of this Annual General Meeting until the end of the Annual General Meeting which resolves on the discharge for the financial year 2023, but for no longer than six years after the appointment of the respective member of the Administrative Board. In addition, a substitute member shall be elected.

The Administrative Board therefore proposes - with regard to the proposed resolutions on item 5.2 and 5.3 below on the recommendation of its General Committee and Nomination Committee - that the following resolutions be adopted:

5.1 The number of members of the Administrative Board of the Company shall be set at six with effect from the date of the conclusion of the Annual General Meeting on September 1, 2023 until further notice.

5.2 The following persons shall each be elected to the Administrative Board of Spark Networks SE for a period from the end of the Annual General Meeting on September 1, 2023 until the end of the Annual General Meeting resolving on the discharge for the fiscal year 2023, but no longer than for six years after the beginning of the period of appointment of the respective member of the Administrative Board:

- a) **Colleen Birdnow Brown**, current Interim Chief Executive Officer (CEO) of Spark Networks SE; former Chief Executive Officer (CEO) of Fisher Communications, Seattle (Washington), USA; member of the Board of Directors of TrueBlue, Inc., Tacoma (Washington), USA, and of Big 5 Sporting Goods, El Segundo (California), USA, resident in Minneapolis (Minnesota), USA;
- b) **Adam Schwartz**, co-founder and former Chief Executive Officer (CEO) of TeePublic.com, New York (New York), USA, Forbes 30 under 30 (2016), resident in New York (New York), USA; and
- c) **Joseph E. Whitters**, consultant and partner at Frazier Healthcare Partners, Seattle (Washington), USA; resident in Granite Bay (California), USA.
- d) **Laura Marcero**, Managing Director of Huron Consulting Group Inc., Chicago (Illinois), USA, resident in Grosse Pointe Farms (Michigan), USA.
- e) **Pamela Corrie**, former Managing Director of Carl Marks Advisors, New York (New York); former Chief Restructuring Officer (CRO) of ABC Carpet and Home, New York (New York); former Managing Director and Chief Executive Officer (CEO) of Epiq Systems, New York (New York); resident in Ridgefield (Connecticut), USA; and

- f) **Dr Ulrike Handel**, former Executive Board member of Axel Springer SE, Berlin; Investor (PropTech, Krypto, AdTech); Supervisory Board and Advisory Board member (Healthcare, Media Intelligence, Data Mastery, Commerce Tech); member of the Board of Directors and Audit Committee of Schibsted ASA, Oslo (Norway), resident in Hamburg, Germany.

5.3 The following person is elected as a substitute member for the Administrative Board members proposed under 5.2 a) to f) above in accordance with Section 10 para. 4 of the Articles of Association:

Stephen Schatteman, Founder of SMS Technology Advisors LLC, Minneapolis (Minnesota), USA; former Managing Director and CTO of Maverick Capital New York (New York), USA; former CTO of the Bleachers Corporation, Stamford (Connecticut), USA; former Partner and CTO of Frontpoint Partners, New York (New York), USA; resident in Minneapolis (Minnesota), USA.

The proposed substitute member shall become a member of the Administrative Board if a member of the Administrative Board retires before the end of the regular term of office without a successor having been appointed. His office ends if after the substitution situation has occurred a successor for the withdrawing Administrative Board member is elected by way of a by-election, with the close of the Annual General Meeting in which the by-election is resolved on, otherwise with the end of the remaining term of office of the withdrawing Administrative Board member. If the term of office of the substitute member ends by by-election for the withdrawing Administrative Board member the substitute member regains its previous office as substitute member for other members of the Administrative Board.

With regard to the members of the Administrative Board proposed for election, the following information is provided pursuant to Section 125 para. 1 sentence 5 AktG:

Of the members of the Administrative Board proposed for election, the following person is a member of another domestic supervisory board to be formed by law:

Dr Ulrike Handel	Member of the Supervisory Board of CompuGroup Medical SE & Co KGaA, Koblenz, Germany
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The following memberships exist in comparable domestic and foreign supervisory bodies of business enterprises:

Candidate	Memberships in comparable domestic and foreign supervisory bodies of business enterprises
Colleen Birdnow Brown	Member of the Board of Directors of TrueBlue, Inc., Tacoma (Washington), USA, and of Big 5 Sporting Goods Corporation, El Segundo (California), USA.
Adam Schwartz	Chairman of the Board of Directors of HKR New York (New York), USA, and member of the Board of Directors of F. Schumacher & Co, New York (New York), USA; Member of the Advisory Board of Bombas, LLC, New York (New York), USA; Member of the Advisory Board of Attentive Mobile Inc., Hoboken (New York), USA.
Joseph E. Whitters	Member of the Board of Directors of Orthotic Holdings, Inc., Meza (Arizona), USA, and Parata Systems, Durham (North Carolina), USA; Chairman of the Board of Directors of Accuray Incorporated, Sunnyvale (California), USA.
Pamela Corrie	Member of the Board of Directors of Boxed, Inc., New York (New York), USA; Member of the Board of Directors of 15 subsidiaries of Bed Bath & Beyond, Union (New Jersey), USA; Member of the Board of Directors of iFIT Health & Fitness Inc., Logan (Utah), USA.
Laura Marcero	Member of the Board of Directors of CWT (f/k/a Carson WagonLit), Minneapolis (Minnesota), USA.
Dr Ulrike Handel	Member of the Board of Directors of Schibsted ASA, Oslo, Nowegen; Member of the Advisory Board of Kontora Family Office GmbH, Hamburg, Germany.

In the opinion of the Administrative Board, there are no personal or business relationships between the candidates proposed by it and Spark Networks SE, its group companies or the corporate bodies of Spark Networks SE or a shareholder directly or indirectly holding more than 10% of the voting shares in the Company on the other hand, which an objectively judging shareholder would regard as decisive for his election decision.

The election proposals of the Administrative Board take into account the statutory requirements as well as the objectives for its composition resolved by the Administrative Board of Spark Networks SE. Furthermore, in the opinion of the Administrative Board, the candidates

proposed for election are independent within the meaning of the German Corporate Governance Code.

Brief curricula vitae and further information on the candidates for the Administrative Board can be found on the Company's website at

<http://investor.spark.net/shareholder-services/annual-meeting>.

It is intended to have the Annual General Meeting decide on the election of members of the Administrative Board by way of an individual vote.

6. Recommending vote on the remuneration of executives

At the Annual General Meeting, shareholders will be asked to approve the compensation of the Company's executive officers on a recommendatory basis in accordance with Section 14A of the Securities Exchange Act 1934 (the "Exchange Act") (the "Say-on-Pay Vote").

The Say-on-Pay vote is a recommendatory vote on the compensation of our named executive officers (the "NEOs") (*named executive officers*) as disclosed in the "Executive Compensation" section of the Company's proxy statement pursuant to Item 402 of Regulation S-K.

The relevant section "Executive Compensation" of the Proxy Statement of Spark Networks SE reads as follows:

"EXECUTIVE COMPENSATION

2022 COMPENSATION DECISIONS AND OUTCOMES

Base Salary

Base salaries for our named executive officers are established based on the scope of their responsibilities. Base salaries are reviewed on an annual basis and increases, if any are similar in scope to our overall corporate salary increase. The base salary is paid in twelve equal monthly installments. Named executive officer salaries did not increase in 2022.

Name	2022 Base Salary	2021 Base Salary	Increase
Chelsea A. Grayson ⁽¹⁾	\$1,203,816	n/a	n/a
Eric Eichmann ⁽²⁾	\$625,000	\$625,000	0 %
David Clark ⁽³⁾	\$400,000	\$400,000	0 %
Frederic Beckley ⁽⁴⁾	\$390,000	n/a	n/a

⁽¹⁾ Ms. Grayson's salary has been established in the Grayson Inc Service Agreement and Grayson SE Service Agreement (each as defined below) on a monthly basis. The monthly salary under the Grayson Inc Service Agreement is \$94,000, and the monthly

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salary amount under the Grayson SE Agreement is €6,000 per month. Amounts in EUR have been converted into US Dollars based on the average exchange rate of 1.0530 and the combined value is referred to as base salary.

⁽²⁾ Mr. Eichmann's salary comprises \$525,000 under his employment agreement with Spark Networks, Inc. and \$100,000 under his employment agreement with Spark Networks SE. For the purpose of this CD&A the combined value is referred to as base salary.

⁽³⁾ Mr. Clark's salary comprises \$340,000 under the employment agreement with Spark SocialNet, Inc., a wholly owned subsidiary of the Company, and \$60,000 with Spark Networks SE. For the purpose of this CD&A the combined value is referred to as base salary.

⁽⁴⁾ 2022 salary reflects Mr. Beckley's annual rate of base salary established pursuant to the terms of Mr. Beckley's employment agreement with Spark SocialNet, Inc., a wholly owned subsidiary of the Company (the "Beckley Employment Agreement").

Annual Cash Incentives

The annual cash incentive plan is designed to drive near-term business objectives and strategic priorities, and reward for progress and performance delivered during the year. Awards consist of an annual target with performance measures based on a combination of quantitative financial performance goals and a combination of quantitative and qualitative individual objectives. The maximum payout opportunity was increased in 2022 from 150% to 200% of target. Ms. Grayson was not eligible to receive an award in 2022.

$$\text{Target Annual Cash Incentive Award} \times \left[\text{Financial Performance (70\%)} + \text{Individual Performance (30\%)} \right] = \text{Actual Annual Cash Incentive Award}^{(1)}$$

⁽¹⁾ For Mr. Beckley, who was appointed during 2022, the NGCC resolved for 2022 to assess his actual annual cash incentive based solely on his individual performance.

Financial Performance

Revenue growth was the primary financial metric approved for 2022, reflecting our priority to drive top-line growth and create shareholder value. In addition, a Marketing Contribution goal was established to assess the effectiveness of our marketing spend. If the goal was not met, any payouts otherwise earned under the annual cash incentive plan were to be capped at target.

The NGC Committee seeks to establish goals that are rigorous, and appropriately align pay with performance, while not incentivizing excessive risk taking. Each metric has a threshold, target and maximum performance goal associated with it, and a corresponding level of payout.

Metric	Weight	Threshold (50% Payout)	Target (100% Payout)	Maximum (150% Payout)	Stretch (200% Payout)	Actual	Achieved Payout (% of target)
Revenue (M)	100%	\$217	\$225	\$229	\$233	\$188	0 %

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Marketing Contribution	Cap	Payout cap applies if budget not achieved	n/a
Total			0 %

As a result of financial performance failing to reach the threshold performance goal, no payment was earned by our NEOs in respect of this component for 2022.

Individual Performance

The NGC Committee believes that it is also important to incentivize and reward for performance in areas of strategic importance specific to each executive's role. Objectives are established and approved by the NGC Committee in the first quarter or at appointment, and are intended to reflect drivers of future financial performance. Performance goals are both quantitative and qualitative and reflect areas such as product development, customer satisfaction and human capital management. Nevertheless, as a result of the Company's failure to meet the financial goals under its annual cash incentive plan, it was decided that no bonuses would be paid to NEOs.

Therefore the NGC Committee approved the following annual incentive payouts for 2022.

Name	Target Cash Incentive	Actual Cash Incentive	Actual (% of Target)
Eric Eichmann	\$300,000	\$0	0 %
David Clark	\$200,000	\$0	0 %
Frederic Beckley	\$144,781	\$0	0 %

Equity Incentives

Long-term incentive awards represent the largest percentage of a named executive officer's compensation package and are awarded periodically. Awards are designed to incentivize and reward long-term value creation and stock price appreciation, recognize performance, align interests with those of our shareholders and retain top talent.

The design of our equity-based compensation program is influenced by our German incorporation, although it operates in a manner similar to other German and U.S. companies of a similar size to Spark. Awards take the form of virtual options which are structured to operate in a manner consistent with either stock options or restricted stock.

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Vehicle	Operats like	Purpose	Exercise price definition
Market-priced virtual stock options	Stock option	Align with shareholder interests by reward long- term sustainable stock price appreciation	Granted with an exercise price equal to the average closing price of the underlying shares over the five trading days preceding the date of the grant
Zero-priced virtual stock options	Restricted stock unit	Align with shareholder interest and support executive retention	In order to provide an incentive equivalent to a full-value award, like a restricted stock unit, awards have no associated exercise price (hence the term 'zero-priced'). Like market options, they can be settled in cash or shares

Virtual options are subject to a seven-year term with vesting phased over a four-year period:

- 25% of the award vests after 12 months
- 6.25% of the award subsequently vests at the end of each quarter

On vesting, awards may be settled in Spark stock, or cash, or a combination thereof.

As noted above, the NGC Committee makes awards periodically to named executive officers with consideration to a range of factors including the market competitiveness of that award at the time of grant, and the potential value and retention power of unvested awards. Following his appointment, in April 2022, Mr. Beckley received an award of 190,000 virtual stock options with an exercise price \$2.93 per ADS, and an award of 90,000 zero-priced virtual stock options. Both of Mr. Beckley's awards vest in accordance with the schedule summarized above consistent with the other executive officers. Ms. Grayson did not receive any equity grants following her appointment as Interim Chief Executive Officer in December 2022.

Name	Market-priced virtual stock options <i>Operating like stock options</i>		Zero-priced virtual stock options <i>Operating like RSUs</i>		Total value of awards in 2022 ⁽¹⁾
	Number	Value ⁽¹⁾	Number	Value ⁽¹⁾	
Chelsea A. Grayson	0	\$0	0	\$0	\$0
David Clark	0	\$0	0	\$0	\$0
Frederic Beckley	190,000	\$184,490	90,000	\$200,340	\$384,830
Eric Eichmann	0	\$0	0	\$0	\$0

⁽¹⁾ This value represents the grant date fair value of the stock options granted as computed in accordance with ASC 718 and captured in the Summary Compensation Table.

Additional information on the value of outstanding and vesting equity awards is included in our Pay Versus Performance disclosure which can be found on page 16.

Benefits and Perquisites

Named executive officers are eligible to participate in all of our employee benefit plans on terms consistent with employees in the applicable geography.

Benefit	Eligibility	Key Features
Health & Welfare Insurance Benefits	All full-time US-based employees, including our NEOs ✓	Medical, dental, vision, group life, disability and accidental death and dismemberment insurance, voluntary life and accidental death and dismemberment
Retirement Benefits	All regular US-based employees, including our NEOs ✓	Employer sponsored 401(k) traditional and Roth retirement Safe Harbor plan Company match is 100% up to 4% of employee contribution with maximum employee contributions and employer match subject to annual federal limits

Mr. Eichmann's employment agreement provided that Spark Networks, Inc. will reimburse Mr. Eichmann for income tax liabilities to the extent that such liabilities exceed by \$25,000 the amount he would have otherwise been obligated to paid had he been subject only to income taxes in the United States.

NOMINATING, GOVERNANCE AND COMPENSATION COMMITTEE REPORT

The NGC Committee has reviewed this Compensation Discussion & Analysis and discussed it with Company management, In reliance on its review and the discussions referred to above, the Committee recommended to the Board that the Compensation Discussion & Analysis be included in the Company's Proxy Statement.

Bradley J. Goldberg (Chair)

Bangaly Kaba

Ulrike Handel

COMPENSATION OF NAMED EXECUTIVE OFFICERS

Summary Compensation Table

The following table presents summary information regarding the total compensation for services rendered in all capacities that was earned by our named executive officers during the years ended December 31, 2022 and 2021, all amounts are in US dollars:

Name	Fiscal Year	Salary	Bonus	Option Awards ⁽¹⁾	Non-equity Incentive Plan Compensation	All Other Compensation ⁽²⁾	Total
Chelsea Grayson⁽³⁾	2022	100,318	—	—	—	193	100,511
Chief Executive Officer	2021	—	—	—	—	—	—
David Clark⁽⁴⁾	2022	400,000	—	—	—	48,859	448,859
Chief Financial Officer	2021	157,052	—	57	78,904	16,363	827,819
				5,500			
Frederic Beckley⁽⁵⁾	2022	291,250	—	—	—	8,234	684,314
				38			
				4,830			
Chief Administrative Officer & General Counsel	2021	—	—	—	—	—	—
Eric Eichmann⁽⁶⁾	2022	625,000	—	—	—	1,081,641	1,706,641
Former Chief Executive Officer	2021	625,000	—	—	75,000	49,398	749,398

⁽¹⁾ The amounts reported in the Option Awards column represent the grant date fair value of the stock options granted to the named executive officers during the years ended December 31, 2022 and 2021 as computed in accordance with ASC 718. The assumptions used in calculating the grant date fair value of the stock options reported in the Option Awards column are set forth in **Note 11** to the audited consolidated financial statements included in our Form 10-K. Note that the amounts reported in this column reflect the accounting cost for these stock options, and do not correspond to the actual economic value that may be received by the named executive officers from the options.

⁽²⁾ The amounts reported in the All Other Compensation column include health and welfare insurance benefits, and retirement benefits.

⁽³⁾ Ms. Grayson was appointed Interim Chief Executive Officer on December 1, 2022.

⁽⁴⁾ Mr. Clark was appointed Chief Financial Officer on August 10, 2021.

⁽⁵⁾ Mr. Beckley was appointed Chief Administrative Officer and General Counsel on April 4, 2022.

⁽⁶⁾ Mr. Eichmann ceased serving as an executive officer on November 30, 2022 and terminated employment on January 1, 2023. Severance of \$1,034,540 earned by Mr. Eichmann is reflected in the All Other Compensation column

Outstanding Equity Awards at 2022 Fiscal Year-End Table

The table below sets forth certain information regarding the outstanding equity awards held by our named executive officers as of December 31, 2022.

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Option Awards

	Option Awards				Zero Option Awards			
			Number of Securities Underlying Unexercised	Number of Securities Underlying Unexercised			Number of Securities Underlying Unexercised	Number of Securities Underlying Unexercised
Name	Grant Date	Vesting Commencement Date	Options Exercisable (#)	Options Unexercisable (#)	Option Exercise Price (\$)	Options Exercisable (#)	Options Unexercisable (#)	Option Expiration Date
Chelsea Grayson Chief Executive Officer			—	—	—	—	—	
David Clark Chief Financial Officer	8/31/21	8/31/21	62,500	137,500	3.77	31,250	68,750	9/30/28
Frederic Beckley Chief Administrative Officer & General Counsel	4/30/22	4/30/22	—	190,000	2.93	—	90,000	5/30/29
Eric Eichmann Former Chief Executive Officer	1/21/20	1/31/20	572,691	—	4.88	56,126	—	2/28/27

Options Exercises and Stock Vested in 2022

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#) ⁽¹⁾	Value Realized on Exercise (\$) ⁽²⁾	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Chelsea Grayson	—	—	—	—
David Clark	—	—	—	—
Frederic Beckley	—	—	—	—
Eric Eichmann	49,671	106,296	—	—

¹⁾ Represents the net shares acquired

⁽²⁾ Value realized on exercise is based on the difference between the closing price of Spark Networks SE common shares on the date of share transfer and the exercise price.

Employment and Other Compensation Arrangements

Chelsea Grayson. On December 21, 2022, our wholly-owned subsidiary Spark Networks, Inc. entered into an employment agreement with Ms. Grayson (the “Grayson Inc Service Agreement”) with respect to her employment as Interim Chief Executive Officer. The Grayson Inc Service Agreement provides for a monthly base salary of \$94,000 (\$1,128,000 on an annual basis) and further provides that the Board will consider appropriate additional incentive compensation opportunities in-line with market compensation for publicly traded companies of similar size to the Company, pending development and progression of the Company’s strategic initiatives during her employment period.

Also on December 21, 2022, Spark Networks SE entered into an executive director service agreement with Ms. Grayson (the “Grayson SE Service Agreement”) pursuant to which Ms. Grayson has a monthly base salary of €6,000 (€72,000 on an annual basis) (in addition to her salary under her employment agreement with Spark Networks, Inc.). The term of the Grayson SE Service Agreement is through August 31, 2023, after which time it may be extended by agreement of the parties.

The Board did not adjust Ms. Grayson’s compensation in connection with her appointment to Chief Executive Officer on March 29, 2023.

Eric Eichmann. On November 19, 2019, Spark Networks, Inc. entered into an employment agreement with Mr. Eichmann (the “Eichmann Employment Agreement”) with respect to his employment as Chief Executive Officer of Spark Networks, Inc. The Eichmann Employment Agreement provides for an annual base salary of \$525,000 and an annual target bonus amount of not less than \$300,000. Pursuant to the Eichmann Employment Agree-

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ment, Spark Networks, Inc. reimburses Mr. Eichmann for ordinary course expenses incurred in connection with travel between the Berlin, Germany and New York, New York, and for income tax liabilities to the extent that such liabilities exceed by \$25,000 the amount he would have otherwise been obligated to paid had he been subject only to income taxes in the United States.

The Eichmann Employment Agreement provides for payments and benefits in the event that Mr. Eichmann's employment is terminated under certain circumstances, as described under "Potential Payments upon Termination or Change in Control" below. Also on November 19, 2019, Spark Networks SE entered into an executive director service agreement with Mr. Eichmann (the "Eichmann Executive Director Service Agreement") pursuant to which Mr. Eichmann has an annual base salary of \$100,000 (in addition to his salary under his employment agreement with Spark Networks, Inc.) The term of the Eichmann Executive Director Service Agreement is four years and six months.

David Clark. Mr. Clark's employment agreement with Spark SocialNet, Inc., a wholly-owned subsidiary of Spark Networks, Inc., provides for a base salary at an annual rate of \$400,000 (of which \$60,000 is paid by Spark Networks SE) and an annual bonus with a target amount of not less than 50% of his annual base salary based on the achievement of individual and Company performance goals to be determined by the Board. Mr. Clark's employment provides for payments and benefits in the event that Mr. Clark's employment is terminated under certain circumstances, as described under "Potential Payments upon Termination or Change in Control" below. Also, in connection with Mr. Clark's hiring, Spark Networks SE entered into an executive director service agreement with Mr. Clark pursuant to which Mr. Clark has an annual base salary of \$60,000 (in addition to his annual salary \$340,000 paid by Spark Networks, Inc.). The term of such agreement is in accordance with the German Corporate Governance Codex limited to 3 years.

Frederic Beckley. Mr. Beckley's employment agreement with Spark SocialNet, Inc. provides for a base salary at an annual rate of \$390,000 and an annual bonus with a target amount of not less than 50% of his annual base salary based on the achievement of individual and Company performance goals to be determined by the Board. Mr. Beckley's employment provides for payments and benefits in the event that Mr. Beckley's employment is terminated under certain circumstances, as described under "Potential Payments upon Termination or Change in Control" below.

Potential Payments Upon Termination or Change in Control

Chelsea Grayson. Upon a termination of employment for any reason, Ms. Grayson is not entitled to receive any severance or other termination payments under the Grayson Inc. Service Agreement or the Grayson SE Service Agreement and will have the right to receive only accrued base salary and benefits.

Eric Eichmann. Pursuant to the Eichmann Employment Agreement, if Mr. Eichmann's employment is terminated by Spark Networks, Inc. without cause (other than on account of death or disability) or by Mr. Eichmann with good reason, then (i) if such termination occurs within 18 months of the date of his employment agreement, Mr. Eichmann is eligible to receive severance in an amount equal to 18 months of his annual base salary and his annual bonus amount for such period, plus an amount equal to the then current annual base salary and annual bonus payable to Mr. Eichmann pursuant to the Eichmann Executive Director Service Agreement, paid in the form of salary continuation, as well as reimbursement of COBRA continuation coverage premium payments for 18 months; and (ii) if such termination occurs more than 18 months following the date of his employment agreement, Mr. Eichmann is eligible to receive severance in an amount equal to 12 months of his annual base salary and his annual bonus amount for such period plus an amount equal to the then current annual base salary and annual bonus payable to Mr. Eichmann pursuant to the Eichmann Executive Director Service Agreement, paid in the form of salary continuation, as well as reimbursement of COBRA continuation coverage premium payments for 12 months. Mr. Eichmann's eligibility for severance is conditioned on Mr. Eichmann having first signed a release agreement in a form reasonably acceptable to the Board.

Mr. Eichmann would be entitled to additional payments in the event of certain terminations of employment under the Eichmann Executive Director Service Agreement, which may be terminated by either party with notice of six months (if termination occurs within 12 months after commencement of employment) or 75 days (if termination occurs more than 12 months after commencement of employment), unless the termination is for "important reason". Mr. Eichmann is entitled to continue receiving his salary under the Eichmann Executive Director Service Agreement during the applicable notice period in addition to severance under the Eichmann Employment Agreement. In the event of Mr. Eichmann's death, the Company will provide Mr. Eichmann's surviving dependents with an insured sum pursuant to an accident insurance policy equal to €900,000, and Mr. Eichmann's surviving dependents will be also entitled to receive the Mr. Eichmann's salary for the remainder of the month of death and two subsequent months. In the event of Mr. Eichmann's disability, the Company will provide Mr. Eichmann with an insured sum equal to €1,800,000, and Mr. Eich-

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mann will be entitled to receive continued payment of his salary for six months, or the remainder of the term of the Eichmann Executive Director Service Agreement, if shorter. Mr. Eichmann will also be entitled to receive payment equal to 50% of his salary under the Eichmann Executive Director Service Agreement for the duration of the one-year non-competition covenant set forth in the Eichmann Executive Director Service Agreement, except that this amount will not be payable to the extent he receives severance under the Eichmann Employment Agreement. Upon Mr. Eichmann's mutual termination of employment without cause on December 31, 2022, the Board determined that Mr. Eichmann was eligible to receive the severance payments and benefits applicable to a termination without cause pursuant to the terms of the Eichmann Employment Agreement. In connection with such termination, Mr. Eichmann executed a release of claims in favor of the Company and receiving payments and benefits pursuant to the terms of his employment agreement.

David Clark. In the event that Spark Networks, Inc. terminates Mr. Clark's employment (other than for cause, or on account of death or by disability), Mr. Clark is eligible to receive an amount equal to one year of his then-current annual base salary, payable in the form of salary continuation, and he vests in the number of options that would have vested on the vesting date immediately following his termination of employment if Mr. Clark had remained employed by the Company such vesting date. Mr. Clark's eligibility for severance is conditioned on him having first signed a release agreement in the form reasonably acceptable to the Board. In addition, in the event that his employment is terminated by Spark Networks without cause, or Mr. Clark terminates his employment with good reason, Mr. Clark is entitled to receive any annual bonus earned but not yet paid and a pro-rated annual bonus for the year in which his employment terminates.

Mr. Clark would be entitled to additional payments in the event of certain terminations of employment under the Clark Executive Director Service Agreement, which may be terminated by either party with notice of six months (if termination occurs within 12 months after commencement of employment) or 75 days (if termination occurs more than 12 months after commencement of employment), unless the termination is for "important reason". Mr. Clark is entitled to continue receiving his salary under the Clark Executive Director Service Agreement during the applicable notice period in addition to severance under the Clark Employment Agreement. In the event of Mr. Clark's death, the Company will provide Mr. Clark's surviving dependents with an insured sum pursuant to an accident insurance policy equal to €600,000, and Mr. Clark's surviving dependents will be also entitled to receive the Mr. Clark's salary for the remainder of the month of death and two subsequent months. In the event of Mr. Clark's disability, the Company will provide Mr. Clark with an insured sum equal to €1,200,000, and Mr. Clark will be entitled to receive continued payment of his

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salary for six months, or the remainder of the term of the Clark Executive Director Service Agreement, if shorter. Mr. Clark will also be entitled to receive payment equal to 50% of his salary under the Clark Executive Director Service Agreement for the duration of the one-year non-competition covenant set forth in the Clark Executive Director Service Agreement, except that this amount will not be payable to the extent he receives severance under the Clark Employment Agreement. Effective on April 14, 2023, Mr. Clark's employment terminated as a mutual separation without cause, and Mr. Clark will receive severance compensation and other termination benefits pursuant to the terms of his employment agreement.

Frederic Beckley. In the event that Spark Networks, Inc. terminates Mr. Beckley's employment (other than for cause or on account of death or disability, Mr. Beckley is eligible to receive an amount equal to one year of his then-current annual base salary, payable in the form of salary continuation, and he vests in the number of options that would have vested on the vesting date immediately following his employment termination date if Mr. Beckley had remained employed by the Company through such vesting date. Mr. Beckley's eligibility for severance is conditioned on him having first signed a release agreement in the form reasonably acceptable to the Board. In addition, in the event that his employment is terminated by Spark Networks, Inc. without cause, or Mr. Beckley terminates his employment for good reason, he is entitled to receive payment of any annual bonus earned but not yet paid and a pro-rated annual bonus for the year in which his employment terminates.

The tables below reflect the amount of compensation our named executive officers would receive, assuming their employment terminated occurred on December 31, 2022 under certain circumstances. The amount of compensation payable to each named executive officer assumes a termination without cause or for good reason (except as otherwise indicated). No compensation is payable upon termination for cause or without good reason.

Named Executive Officer	Cash Severance	Bonus	Health Benefits⁽¹⁾	Total Compensation
Chelsea A. Grayson	\$0	\$0	\$0	\$0
David Clark ⁽²⁾	\$480,167	\$200,000	\$35,000	\$715,167
Frederic Beckley ⁽²⁾	\$390,000	\$195,000	\$35,000	\$620,000
Eric Eichmann	\$699,540	\$300,000	\$35,000	\$1,034,540

⁽¹⁾ Reflects the estimated value of COBRA premium reimbursement.

⁽²⁾ Amounts for Mr. Clark and Mr. Beckley assume a termination by the Company without cause. In the event Mr. Clark or Mr. Beckley terminated his employment with the Company for good reason, solely the amount set forth under "Bonus" would be payable.

2022 PAY VERSUS PERFORMANCE TABLE AND SUPPORTING NARRATIVE

The following table and supporting narrative contain information regarding “compensation actually paid” to our named executive officers and the relationship to company performance.

Pay Versus Performance Table

Year	Summary Compensation Table Total for PEO (\$) ⁽¹⁾	Compensation Actually Paid to PEO (\$) ⁽¹⁾	Summary Compensation Table Total for PEO 2 (\$) (2)	Compensation Actually Paid to PEO 2 (\$) (2)	Average Summary Compensation Table Total for Non-PEO Named Executive Officers (\$) ⁽³⁾	Average Compensation Actually Paid to Non-PEO Named Executive Officers (\$) ⁽³⁾	Value of Initial Fixed Investment Based On:	Net Income (Loss) (\$) (thousands)
							Total Shareholder Return (\$)	
2022	\$1,706,641	\$845,654	\$100,511	\$100,511	\$566,587	\$234,565	\$12	\$(44,190)
2021	\$749,398	(\$491,147)	\$0	\$0	\$507,067	\$352,799	\$59	\$(68,155)

⁽¹⁾ Reflects compensation for our former Chief Executive Officer, Mr. Eichmann, who served as our Principal Executive Officer (PEO) in 2020, 2021 and part of 2022.

⁽²⁾ Reflects compensation for our Interim Chief Executive Officer, Ms. Grayson, who served as our PEO for part of 2022.

⁽³⁾ Reflects compensation for Ms. Bendzulla, Mr. Clark, Mr. Althaus, and Ms. Um in 2021; and Mr. Clark and Mr. Beckley in 2022.

To calculate “compensation actually paid” for our PEO and other NEOs the following adjustments were made to Summary Compensation Table total pay.

Adjustments	PEO - Eichmann		PEO - Grayson		Avg. Other NEOs	
	2022	2021	2022	2021	2022	2021
Summary Compensation Table Total	\$1,706,641	\$749,398	\$100,511	\$0	\$566,587	\$507,067
Deduction for amounts reported in “Option Awards” column of the Summary Compensation Table	\$0	\$0	\$0	\$0	(\$192,415)	(\$170,910)
Addition of fair value at fiscal year (FY)	\$0	\$0	\$0	\$0	\$47,300	\$159,170

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end, of equity awards granted during the FY that remained outstanding						
Addition of change in fair value at FY end versus prior FY end for awards granted in a prior FY that remained outstanding	\$0	(\$1,131,599)	\$0	\$0	(\$165,344)	(\$49,868)
Addition of change in fair value at vesting date versus prior FY end for awards granted in prior FY that vested during the FY	\$(157,505)	(\$108,946)	\$0	\$0	(\$21,563)	(\$9,458)
Deduction of the fair value at the prior FY end for awards granted in prior FY that failed to meet their vesting conditions	\$(703,482)	\$0	\$0	\$0	\$0	(\$83,203)
Compensation Actually Paid	\$845,654	(\$491,147)	\$100,511	\$0	\$234,565	\$352,799

The fair value of virtual stock options reported as part of “compensation actually paid” were calculated using a Black-Scholes option pricing model. The assumptions used in estimating fair value for virtual stock option awards granted are as follows:

Virtual market-priced stock options	2022	2021	2020
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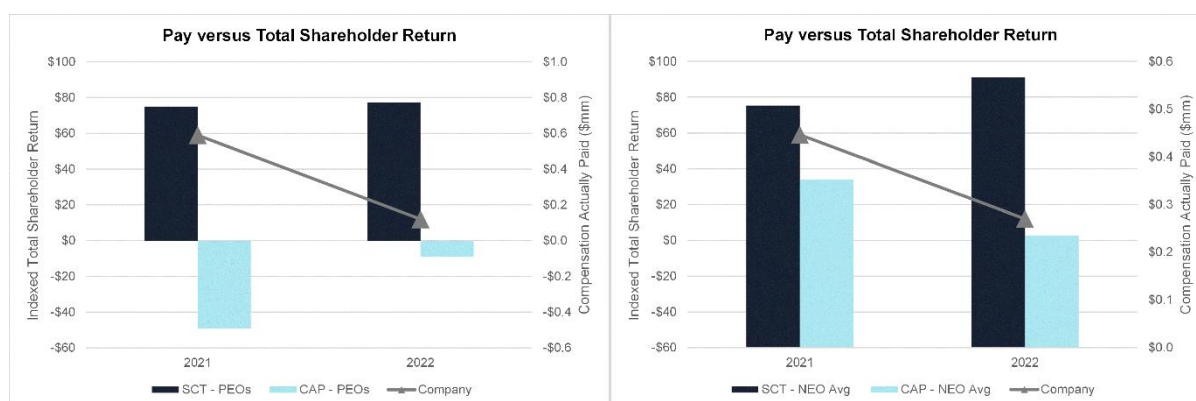
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Volatility	72.8%	64.7% - 72.8%	59.3% - 72.8%
Expected life (years)	5.32 – 5.40	4.14 – 4.86	2.21 – 4.21
Dividend yield	0%	0%	0%
Risk-free rate	3.98% - 3.99%	1.21% - 4.10%	0.20% - 4.44%

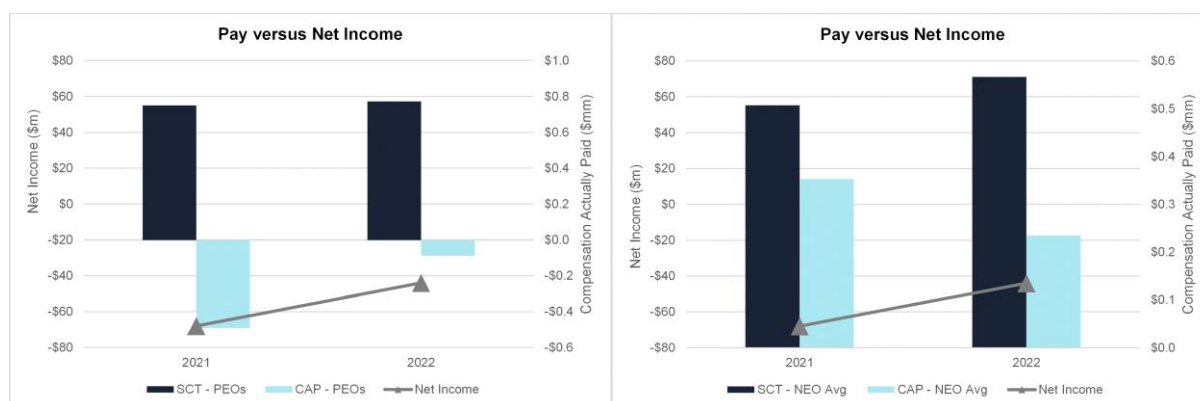
Virtual zero-priced stock options	2022	2021	2020
Volatility	72.8%	64.7% - 72.8%	59.3% - 72.8%
Expected life (years)	1.34 – 1.40	0.84 – 1.64	0.43 – 1.82
Dividend yield	0%	0%	0%
Risk-free rate	4.60% - 4.62%	0.56% - 4.73%	0.04% - 4.75%

Compensation Actually Paid Versus Company Performance

The graphs below visually describe the relationship between company performance, as measured by total shareholder return and net income (loss), relative to named executive officer pay. We have also included summary compensation table pay given the relative movement in each is helpful to observe. Compensation data for our two PEOs is summed in the PEO charts.



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DIRECTOR COMPENSATION

We compensate our non-executive directors in accordance with our Articles of Association.

Director compensation was established to comply with the German Corporate Governance Code and consequently, director compensation is currently paid solely in the form of cash. During our 2021 shareholder engagement, questions were specifically asked about why Directors do not receive any of their compensation in the form of equity, as is customary in the United States. This reflects limitations we are subject to under German law, rather than an active choice to deviate from market norms in a relevant geography for our business, talent and shareholders. Regardless, we believe that the compensation system in place provides a reasonable balance between US and German compensation practices for the Board and its Committees, and enables us to attract and retain high caliber talent.

Non-executive directors are paid a quarterly retainer for their service on the Board and additional fees to reflect any incremental roles or duties they hold. Directors are not compensated for attending individual meetings of the Board on a per-meeting basis.

Non-Employee Director

Role

Annual Compensation

Board Retainer	€80,000
Additional Compensation:	
Chair of Board	€40,000
Vice-Chair of Board	€20,000
Audit Committee Chair	€20,000
Audit Committee Member ⁽¹⁾	€12,500
NGC Committee Chair	€18,000

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NGC Committee Member⁽¹⁾ €10,000

⁽¹⁾ Committee chairs are not eligible to receive the member compensation; this time commitment is contemplated in their compensation as chair.

We reimburse all our non-executive directors for all expenses reasonably incurred in connection with their service as a director, including attendance at Board or Committee meetings.

The following table sets forth the compensation earned by or paid to our non-employee directors for services provided during the year ended December 31, 2022. Other than as described below, none of our non-employee directors received any fees or reimbursement of any expenses (other than customary expenses incurred in connection with the attendance of Board or Committee meetings or any equity or non-equity awards in the year ended December 31, 2022. Amounts have been converted from the policy values set out above into US Dollars based on the average 2022 exchange rate of 1.0530.

Fees Earned or Paid

Name	in Cash (\$)	Option Awards (\$)⁽¹⁾	Total (\$)
Axel Hefer ⁽²⁾	64,935	—	64,935
Bangaly Kaba	94,770	—	94,770
Bradley J. Goldberg	117,234	—	117,234
Chelsea A. Grayson ⁽⁶⁾	94,551	—	94,551
Colleen Birdnow Brown	127,457	—	127,457
David Khalil ⁽³⁾	63,180	—	63,180
Joseph E. Whitters	107,055	—	107,055
Michael McConnell ⁽⁴⁾	32,467	—	32,467
Ulrike Handel ⁽⁵⁾	31,590	—	31,590

⁽¹⁾ The amounts reported in the Option Awards column represent the grant date fair value of the stock options granted to the director during the year ended December 31, 2022 as computed in accordance with ASC 718. The assumptions used in calculating the grant date fair value of the stock options reported in the Option Awards column are set forth in **Note 11**, to the audited consolidated financial statements included in our Form 10-K for the year ended December 31, 2022. Note that the amounts reported in this column reflect the accounting cost for these stock options, and do not correspond to the actual economic value that may be received by the named executive officers from the options.

⁽²⁾ Mr. Hefer was a Director of the Board until August 31, 2022.

⁽³⁾ Mr. Khalil was a Director of the Board until August 31, 2022.

⁽⁴⁾ Mr. McConnell was appointed to the Board of Directors on August 31, 2022.

⁽⁵⁾ Ms. Handel was appointed to the Board of Directors on August 31, 2022.

⁽⁶⁾ Ms. Grayson was an independent director prior to being appointed interim Chief Executive Officer in December 2022, so this figure reflects her compensation as an independent director."

The Administrative Board proposes to adopt the following resolution:

Spark Networks SE shareholders approve, on a recommended basis, Spark Networks SE executive compensation as disclosed pursuant to Item 402 of Regulation S-K in the section entitled "*Executive Compensation*" quoted under this Agenda Item 6 in the Company's definitive proxy statement for the 2023 Annual General Meeting.

7. Resolution on approval of the compensation report for the financial year 2022

Pursuant to Section 120a (4) AktG, the Annual General Meeting of a listed company shall resolve on the approval of the compensation report for the previous financial year prepared and audited in accordance with Section 162 AktG. The compensation report for the fiscal year 2022 was prepared by the Administrative Board in accordance with Section 162 AktG and audited by the Company's auditors. It is available on the Company's website at

<http://investor.spark.net/shareholder-services/annual-meeting>

and also printed following the proposed resolution of the Administrative Board.

The Administrative Board proposes that the Compensation Report for fiscal year 2022 be approved.

COMPENSATION REPORT FOR THE FISCAL YEAR 2022

PURSUANT TO SECTION 162 GERMAN STOCK CORPORATION ACT (AKTG)

I. COMPENSATION REPORT FOR THE FISCAL YEAR 2022

This compensation report describes the remuneration to the acting and former Managing Directors and the members of the Administrative Board of Spark Networks SE ("Spark", "Company") during the fiscal year in the period from January 1, 2022 to December 31, 2022. The report explains in detail and individualized the structure and amount of the individual compensation components of the Managing Directors and the remuneration of the Administrative Board members. This compensation report was prepared by the Administrative Board and is based on the requirements of the German Stock Corporation Act and complies with the applicable recommendations of the German Corporate Governance Code (DCGK 2020), unless a deviation has been declared. Clear, comprehensible and transparent reporting is important to both the Executive Board and the Administrative Board.

This compensation report will be submitted to the 2023 Annual General Meeting of Spark Networks SE for approval (advisory vote).

The audited remuneration report 2021 was presented to and approved by the Annual General Meeting on August 31, 2022.

II. COMPENSATION OF MANAGING DIRECTORS

1. New compensation system approved by the Annual General Meeting

Pursuant to the newly introduced Section 120a (1) of the German Stock Corporation Act (AktG), the Annual General Meeting of a listed company shall resolve on the approval of the compensation system for the Managing Directors presented by the Administrative Board whenever there is a significant change to the system, but at least every four years. The first resolution had to be passed by the end of the first Annual General Meeting following December 31, 2020.

Against this background, the Administrative Board has adopted a compensation system for the Managing Directors which complies with the requirements of German Stock Corporation Law and which - to the extent that no deviation has been declared pursuant to Section 161 German Stock Corporation Act - is based on the recommendations of the German Corporate Governance Code 2020.

The compensation system for the members of the Management Board was approved by the Annual General Meeting August 11, 2021.

In accordance with statutory requirements, the Administrative Board will apply this compensation system to service contracts with members of the Company's Executive Board which are newly concluded, amended or extended only after the first-time approval of the compensation system by the Annual General Meeting on August 11, 2021 (section 87a (2) of the AktG).

Detailed information on this agm approved new compensation system is available on the Company's website at

<https://www.spark.net/investors/corporate-governance/board-remuneration>.

2. Managing Directors in office during fiscal year 2022

During fiscal year 2022 the Managing Directors in office consisted of:

- Eric Eichmann (CEO until November 2022)
- Chelsea Grayson (CEO since December 2022)
- David Clark (CFO)
- Gitte Bendzulla (CLO and COO until April 2022)

Eric Eichmann ceased serving as Executive Officer in November 2022. Chelsea Grayson was appointed Interim Chief Executive Officer in December 2022. David Clark joined Spark Networks SE in August 2021 as Chief Financial Officer. Gitte Bendzulla ceased serving as Legal and Operations Officer in April 2022.

3. Compensation system for the members of the Executive Board in office in fiscal year 2022; reference to corporate strategy

The service contracts with the members of the Executive Board in office in fiscal year 2022 were amended and extended. The compensation system for Managing Directors submitted for approval to the Annual General Meeting on August 11, 2021 is applicable to the Management Board service agreements in place in fiscal year 2022.

Where the compensation report refers to the applicable and relevant compensation system for Managing Directors in accordance with section 162 of the German Stock Corporation Act (*AktG*), this refers to the compensation system in place when the Management Board Service agreements with the Managing Directors Mr. Eric Eichmann, Ms. Chelsea Grayson, Mr. David Clark, and Ms. Gitte Bendzulla were concluded (hereinafter referred to as the "**Applicable Compensation System**").

The following is a brief description of the Applicable Compensation System in fiscal year 2022.

3.1 Base Salary

The base salary is contractually agreed with each Managing Director and is paid in twelve equal monthly installments at the end of each month.

Together with the other compensation components, the fixed compensation forms the basis for attracting and retaining the highly qualified members of the Executive Board required for the development and implementation of the corporate strategy. The Executive Board's compensation system is an important element of Spark Group's orientation and makes a significant contribution to promoting the business strategy and enhancing the operating performance, and thus to the long-term success of the Spark Group, by ensuring that fixed compensation supports sustainable corporate governance. In this context, the fixed compensation is to be commensurate with the skills, experience and tasks of the individual member of the Executive Board.

3.2 Annual Cash Incentives (Short Term Incentive)

The annual cash incentive plan is designed to drive near-term business objectives and strategic priorities, and reward for progress and performance delivered during the current year. The goal with bonuses to the Managing Directors is to reward executives in a manner that is commensurate with the level of achievement of certain financial and operational goals that, if attained, result in greater long-term stockholder value.

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Awards consist of an annual target with performance measures based on a combination of quantitative financial performance goals and a combination of quantitative and qualitative individual objectives. The maximum payout opportunity was increased in 2022 from 150% to 200% of target. As interim CEO, Ms. Grayson was not eligible to receive an award in 2022.

$$\text{Target Annual Cash Incentive Award} \times \left[\text{Financial Performance (70\%)} + \text{Individual Performance (30\%)} \right] = \text{Actual Annual Cash Incentive Award}^{(1)}$$

3.3 Equity Incentives (Long Term Incentive Program, LTIP)

Long-term incentive awards represent the largest percentage of a Managing Director's compensation package and they are awarded periodically. Awards are designed to incentivize and reward long-term value creation and stock price appreciation, recognize performance, align interests with those of our shareholders and retain top talent. The Managing Directors of Spark Networks SE shall be encouraged to make a long-term commitment to the Company and to promote sustainable growth and value creation. For this reason, a significant part of their total compensation is linked to the long-term development of the Company's share price.

The design of the equity-based compensation program is influenced by Spark Networks SE being a German incorporation, although it operates in a manner consistent with other German and U.S. companies of a similar size to Spark Networks SE. Awards take the form of virtual options which are structured to operate in a manner consistent with either stock options or restricted stock.

Vehicle	Operats like	Purpose	Exercise price definition
Market-priced virtual stock options	Stock option	Align with shareholder interests by reward long-term sustainable stock price appreciation	Granted with an exercise price equal to the average closing price of the underlying shares over the five trading days preceding the date of the grant
Zero-priced virtual stock options	Restricted stock unit	Align with shareholder interest and support executive retention	In order to provide an incentive equivalent to a full-value award, like a restricted stock unit, awards have no associated exercise price (hence the term 'zero-priced'). Like market options, they can be settled in cash or shares

The LTIP provides for the grant of (virtual) stock options. Each option represents the right to receive, upon exercise, a certain amount in cash determined on the relevant ADS Stock Price of the option minus the strike price of such option; provided, however, that the Company may elect to settle options in ADSs or ordinary shares of Spark Networks SE instead of cash at its

sole discretion. As the (virtual) stock options are not necessarily settled in cash only, the grant of such options qualifies as an inflow of assets and compensation granted. However, even though the company can settle awards in cash under the LTIP rules, this feature is not currently used, nor is planned to be used Managing Directors.

The LTIP provides that the strike price can be set at any amount determined by the Administrative Board, including zero. Under the LTIP, the “ADS Stock Price” is, as of the grant date, the average closing price of one ADS of Spark trading on a US stock exchange for the period of five trading days prior to such date.

Options granted under the LTIP vest, subject to the Managing Director’s continued service to Spark, as follows: (i) 25% of the total number of options granted to a participant vest 12 months after the grant date of such option, and (ii) an additional 6.25% of such options shall vest at the end of each additional three-month period thereafter until the end of the 48th month after the relevant grant date.

3.4 Benefits and Perquisites; D&O-Insurance

Named executive officers are eligible to participate in all of our employee benefit plans on terms consistent with employees in the applicable geography.

Benefit	Eligibility	Key Features
Health & Welfare Insurance Benefits	All full-time US-based employees, including our NEOs	Medical, dental, vision, group life, disability and accidental death and dismemberment insurance, voluntary life and accidental death and dismemberment
	All German-based employees, including our NEOs	State or private health and care insurance, state unemployment insurance, state accident insurance
Retirement Benefits	All regular US-based employees, including our NEOs	Employer sponsored 401(k) traditional and Roth retirement Safe Harbor plan Company match is 100% up to 4% of employee contribution with maximum employee contributions and employer match subject to annual federal limits
	All German-based employees, including our NEOs	State pension insurance

The Company includes the Managing Directors in its financial loss liability insurance (D&O insurance) so that the Managing Director is insured in the event of a claim by a third party or by the Company for breaches of duty committed during the performance of his duties to the Company, and any other Associated Companies.

The goal is to create an attractive working environment for the members of the Executive Board so that a success-oriented corporate management can be ensured.

4. Implementation of the Applicable Compensation System

The Applicable Compensation System was fully implemented and applied in the context of the compensation of the Managing Directors during fiscal year 2022.

5. Individual compensation of the Managing Directors in the fiscal year 2022 in accordance with Section 162 AktG and application of performance criteria

5.1 Individual Compensation

The following table shows the total compensation (including fringe benefits) for services rendered in all capacities to current and former members of the Executive Board in the past fiscal year 2022 as well as variable compensation components, including the respective relative share in accordance with section 162 of the German Stock Corporation Act (AktG).

In the interest of enhanced understanding and a voluntary disclosure, the following table also shows the total compensation that was earned by the Managing Directors during the fiscal year 2021 ended December 31, 2021; all amounts are reported in EUR (and in US dollars).

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Name Position	Fiscal Year	Salary (fixed)	Bonus (variable)	Option Awards ⁽¹⁾ (variable)	Non-equity Incentive Plan Com- pensation	All Other Com- pensation ⁽²⁾ (fixed)	Total	Ratio of variable
Chelsea Grayson ⁽³⁾ Chief Executive Of- ficer	2022	€95,269 (\$100,318)	—	—	€— (\$—)	€183 (\$193)	€95,452 (\$100,511)	—%
	2021	€— (\$—)	—	€— (\$—)	€— (\$—)	€— (\$—)	€— (\$—)	—%
David Clark ⁽⁴⁾ Chief Financial Of- ficer	2022	€379,867 (\$400,000)	—	—	€— (\$—)	€46,400 (\$48,859)	€426,267 (\$448,859)	—%
	2021	€132,791 (\$157,052)	—	€486,598 (\$575,500)	€66,715 (\$78,904)	€13,835 (\$16,363)	€699,939 (\$827,819)	79.05 %
Gitte Bendzulla ⁽⁵⁾ Chief Operating Of- ficer & Chief Legal Officer	2022	€80,000 (\$84,240)	—	€—	€24,000 (\$25,272)	€5,268 (\$5,547)	€109,269 (\$115,059)	21.96 %
	2021	€240,000 (\$283,848)	—	—	€18,144 (\$21,459)	€16,226 (\$19,191)	€274,371 (\$324,498)	6.61%
Eric Eichmann ⁽⁶⁾ (Former) Chief Ex- ecutive Officer	2022	€593,542 (\$625,000)	€—	—	€— (\$—)	€1,027,199 (\$1,081,641)	€1,620,741 (\$1,706,641)	—%
	2021	€528,452 (\$625,000)	—	€— (\$—)	€63,414 (\$75,000)	€41,767 (\$49,398)	€633,633 (\$749,398)	10.01 %

⁽¹⁾ The amounts reported in the Option Awards column represent the grant date fair value of the stock options granted to the named executive officers during the years ended December 31, 2022 and 2021. Note that the amounts reported in this column reflect the accounting cost for these stock options, and do not correspond to the actual economic value that may be received by the named executive officers from the options.

⁽²⁾ The amounts reported in the All Other Compensation column include health and welfare insurance benefits, and retirement benefits.

⁽³⁾ Ms. Grayson was appointed Interim Chief Executive Officer on December 1, 2022.

⁽⁴⁾ Mr. Clark was appointed as Chief Financial Officer on August 10, 2021.

⁽⁵⁾ Ms. Bendzulla was appointed Chief Operating Officer and Chief Legal Officer on December 1, 2020 and resigned on April 30, 2022.

⁽⁶⁾ Mr. Eichmann ceased serving as an executive officer on November 30, 2022 and terminated employment on January 1, 2023. Severance of \$1,034,540 earned by Mr. Eichmann is reflected in the All Other Compensation column.

5.2 Base Salaries and other compensation arrangements

Base salaries for our named executive officers are established based on the scope of their responsibilities and are reviewed on an annual basis and increase, if any are similar in scope to the overall corporate salary increase. The base salary was paid in twelve equal monthly installments and salaries did not increase in 2022.

Name	2022 Base Salary	2021 Base Salary	Increase
Chelsea A. Grayson ⁽¹⁾	€1,143,225 (\$1,203,816)	n/a	n/a
Eric Eichmann ⁽²⁾	€593,542 (\$625,000)	€528,452 (\$625,000)	0%

Non-binding convenience translation

David Clark ⁽³⁾	€379,867	€338,209	0%
	(\$400,000)	(\$400,000)	
Gitte Bendzulla ⁽⁴⁾	€80,000	€240,000	0%
	(\$84,240)	(\$283,848)	

⁽¹⁾ Ms. Grayson's salary has been established in the Grayson Inc Service Agreement and Grayson SE Service Agreement (each as defined below) on a monthly basis. The monthly salary under the Grayson Inc Service Agreement is \$94,000, and the monthly salary amount under the Grayson SE Agreement is €6,000 per month. Amounts in EUR have been converted into US Dollars based on the average exchange rate of 1.0530 and the combined value is referred to as base salary.

⁽²⁾ Mr. Eichmann's salary comprises \$525,000 under his employment agreement with Spark Networks, Inc. and \$100,000 under his employment agreement with Spark Networks SE. For the purpose of this Compensation Report, the combined value is referred to as base salary.

⁽³⁾ Mr. Clark's salary comprises \$340,000 under the employment agreement with Spark SocialNet, Inc., a wholly owned subsidiary of the Company, and \$60,000 with Spark Networks SE. For the purpose of this CD&A the combined value is referred to as base salary.

⁽⁴⁾ Ms. Bendzulla's salary comprises €240,000 under the employment agreement with Spark Networks SE. The 2022 Base Salary of €80,000 reflects her resignation at the end of April 2022.

5.2.1 Chelsea Grayson

On December 21, 2022, our wholly-owned subsidiary Spark Networks, Inc. entered into an employment agreement with Ms. Grayson (the "Grayson Inc Service Agreement") with respect to her employment as Interim Chief Executive Officer. The Grayson Inc Service Agreement provides for a monthly base salary of \$94,000 (\$1,128,000 on an annual basis) and further provides that the Board will consider appropriate additional incentive compensation opportunities in-line with market compensation for publicly traded companies of similar size to the Company, pending development and progression of the Company's strategic initiatives during her employment period.

Also on December 21, 2022, Spark Networks SE entered into an executive director service agreement with Ms. Grayson (the "Grayson SE Service Agreement") pursuant to which Ms. Grayson has a monthly base salary of €6,000 (€72,000 on an annual basis) (in addition to her salary under her employment agreement with Spark Networks, Inc.). The term of the Grayson SE Service Agreement is through August 31, 2023, after which time it may be extended by agreement of the parties.

The Board did not adjust Ms. Grayson's compensation in connection with her appointment to Chief Executive Officer on March 29, 2023.

5.2.2 Eric Eichmann

On November 19, 2019, Spark Networks SE's wholly-owned subsidiary Spark Networks, Inc. entered into an employment agreement with Mr. Eichmann (the "Eichmann Employment Agreement") with respect to his employment as Chief Executive Officer of Spark Networks, Inc. The Eichmann Employment Agreement provides for an annual base salary of \$525,000 and an annual target bonus amount of not less than \$300,000. Pursuant to the Eichmann

Employment Agreement, if Mr. Eichmann's employment is terminated by Spark Networks, Inc. without cause or by Mr. Eichmann with good reason, then (i) if such termination occurs within 18 months of his employment agreement, Mr. Eichmann will be eligible to receive severance in an amount equal to 18 months of his annual base salary and his annual bonus amount for such period (plus an amount equal to the then current annual base salary and annual bonus payable to Mr. Eichmann pursuant to the executive director service agreement with Spark Networks SE, as described further below), paid in the form of salary continuation, as well as reimbursement of Consolidated Omnibus Budget Reconciliation Act ("COBRA") continuation coverage premium payments for 18 months; and (ii) if such termination occurs more than 18 months following the date of his employment agreement, Mr. Eichmann will be eligible to receive severance in an amount equal to 12 months of his annual base salary and his annual bonus amount for such period (plus an amount equal to the then current annual base salary and annual bonus payable to Mr. Eichmann pursuant to the executive director service agreement with the Company), as well as reimbursement of COBRA continuation coverage premium payments for 12 months. Mr. Eichmann's eligibility for the foregoing severance is conditioned on Mr. Eichmann having first signed a release agreement in a form reasonably acceptable to the Administrative Board. Spark Networks, Inc. will reimburse Mr. Eichmann for ordinary course expenses incurred in connection with travel between the Berlin, Germany and New York, New York, and for income tax liabilities to the extent that such liabilities exceed by \$25,000 the amount he would have otherwise been obligated to paid had he been subject only to income taxes in the United States.

Also on November 19, 2019, Spark Networks SE entered into an executive director service agreement with Mr. Eichmann (the "Eichmann Executive Director Service Agreement") pursuant to which Mr. Eichmann has an annual base salary of \$100,000 (in addition to his salary under his employment agreement with Spark Networks, Inc.). The term of the Eichmann Executive Director Service Agreement is four years and six months.

Effective on November 28, 2022, the Board of Directors and Mr. Eichmann determined that Mr. Eichmann would resign as Managing Director and Chief Executive Officer of the Company and Spark Networks, Inc. effective November 30, 2022, and has terminated his service and employment with the Company and Spark Networks, Inc. effective December 31, 2022. This termination is a mutual separation without cause, and Mr. Eichmann will receive severance compensation pursuant to the terms of his existing employment agreement, subject to Mr. Eichmann signing a customary release.

5.2.3 David Clark

Mr. Clark's employment agreement with Spark SocialNet, Inc., a wholly-owned subsidiary of Spark Networks, Inc., provides for a base salary at an annual rate of \$400,000 (of which

Non-binding convenience translation

\$60,000 is paid by Spark Networks SE) and an annual bonus with a target amount of not less than 50% of his annual base salary based on the achievement of individual and Company performance goals to be determined by the Board. In the event that Spark Networks, Inc. terminates Mr. Clark's employment (other than for cause, or on account of death or by disability), Mr. Clark is eligible to receive an amount equal to one year of his then-current annual base salary, payable in the form of salary continuation, and he vests in the number of options that would have vested on the vesting date immediately following his termination of employment if Mr. Clark had remained employed by the Company such vesting date. Mr. Clark's eligibility for severance is conditioned on him having first signed a release agreement in the form reasonably acceptable to the Board. In addition, in the event that his employment is terminated by Spark Networks without cause, or Mr. Clark terminates his employment with good reason, Mr. Clark is entitled to receive any annual bonus earned but not yet paid and a pro-rated annual bonus for the year in which his employment terminates.

Mr. Clark would be entitled to additional payments in the event of certain terminations of employment under the Clark Executive Director Service Agreement, which may be terminated by either party with notice of six months (if termination occurs within 12 months after commencement of employment) or 75 days (if termination occurs more than 12 months after commencement of employment), unless the termination is for "important reason". Mr. Clark is entitled to continue receiving his salary under the Clark Executive Director Service Agreement during the applicable notice period in addition to severance under the Clark Employment Agreement. In the event of Mr. Clark's death, the Company will provide Mr. Clark's surviving dependents with an insured sum pursuant to an accident insurance policy equal to €600,000, and Mr. Clark's surviving dependents will be also entitled to receive the Mr. Clark's salary for the remainder of the month of death and two subsequent months. In the event of Mr. Clark's disability, the Company will provide Mr. Clark with an insured sum equal to €1,200,000, and Mr. Clark will be entitled to receive continued payment of his salary for six months, or the remainder of the term of the Clark Executive Director Service Agreement, if shorter. Mr. Clark will also be entitled to receive payment equal to 50% of his salary under the Clark Executive Director Service Agreement for the duration of the one-year non-competition covenant set forth in the Clark Executive Director Service Agreement, except that this amount will not be payable to the extent he receives severance under the Clark Employment Agreement.

Effective on April 14, 2023, Mr. Clark's employment terminated as a mutual separation without cause, and Mr. Clark will receive severance compensation and other termination benefits pursuant to the terms of his employment agreement.

5.2.4 Gitte Bendzulla

Ms. Bendzulla has entered into an employment agreement with Spark Networks which provides for an annual fixed compensation (base salary) and an annual performance award (annual bonus) with a target amount of 30% of her then current fixed gross annual salary. The relevant goals shall be established annually by the Administrative Board after consultation with Ms. Bendzulla. The final amount of the bonus shall be determined annually by the Administrative Board based on achievement of the established goals at the same time as the annual financial statements of Spark Networks are approved by Spark Networks' auditors. The annual bonus, if any, shall be due and payable at the end of the month following such approval of the annual financial statements. Upon termination of employment, the agreement provides that Ms. Bendzulla may not compete with Spark Networks for one year provided that Spark Network pays Ms. Bendzulla during such period an amount equal to 50% of her total remuneration most recently received by her. Spark Networks shall be entitled to waive this non-compete covenant by written declaration at any time, including after the service relationship, with the effect that Ms. Bendzulla is released of the obligations immediately, and Spark Networks shall be free of the obligation to pay compensation with immediate effect starting from the date of declaration. Ms. Bendzulla is further entitled to receive a severance payment in the amount equal to six months of her base salary, plus the pro rata portion of her annual bonus for such year assuming achievement at the 100% level. The severance payment shall be due and payable together with the last regular salary payment. Any vesting of VSOP or stock option granted to Ms. Bendzulla due to occur within the next 3 months after the effective date of the termination shall continue to vest. In addition to the fixed and variable remuneration components, under the terms of the agreement, Ms. Bendzulla is entitled to additional benefits and reimbursement of necessary and reasonable expenses. Ms. Bendzulla's current base salary is €240,000 and her annual bonus target amount is €72,000.

Effective on March 2, 2022, Ms. Bendzulla notified the Company that she would be leaving the company to pursue other opportunities, with an official departure date of April 30, 2022. Ms. Bendzulla will not receive any compensation pay out pursuant to her resignation.

5.3 Variable compensation, target achievement and application of performance criteria

5.3.1 Annual Cash Incentives (Short Term Incentive)

Awards consist of an annual target with performance measures based on a combination of quantitative financial performance goals and a combination of quantitative and qualitative individual objectives. The maximum payout opportunity was increased in 2022 from 150% to 200% of target. Ms. Grayson was not eligible to receive an award in 2022.

Non-binding convenience translation

$$\text{Target Annual Cash Incentive Award} \times \left[\text{Financial Performance (70\%)} + \text{Individual Performance (30\%)} \right] = \text{Actual Annual Cash Incentive Award}^{(1)}$$

(a) Financial Performance

The metrics approved for 2022 were revenue and marketing contribution, reflecting the Company's priorities of driving shareholder value while ensuring continuing to meet the Company's debt covenants. Spark Networks SE seeks to establish goals that are rigorous, and appropriately align pay with performance, while not incentivizing excessive risk taking. Each metric has a threshold, target and maximum performance goal associated with it, and a corresponding level of payout.

Metric	Weight	Threshold (50% Payout)	Target (100% Payout)	Maximum (200% payout)	Actual	Achieved Payout (% of target)
Revenue (M)	100%	€206 (\$217)	€214 (\$225)	€217 (\$229)	€179 (\$188)	0%
Marketing Contribution	Cap	(Payout cap applies if budget not achieved)				n/a
Total						0%

As a result of financial performance failing to reach the threshold performance goals, no payment was earned by the Managing Directors in respect of this component for fiscal year 2022.

(b) Individual Performance

Spark Networks SE believes that it is also important to incentivize and reward for performance in areas of strategic importance specific to each executive's role. Objectives are established and approved by the Nomination, Governance and Compensation Committee (NGCC) in the first quarter and are intended to reflect drivers of future financial performance. Performance goals are both quantitative and qualitative and reflect areas such as product development, customer satisfaction and human capital management. Nevertheless, as a result of the Company's failure to meet the financial goals under its annual cash incentive plan, it was decided that no bonuses would be paid to NEOs.

Therefore the NGC Committee approved the following annual incentive payouts for 2022.

Name	Target Cash Incentive	Actual Cash Incentive	Actual (% of Target)
Eric Eichmann	€284,900 (\$300,000)	€0 (\$0)	—%
David Clark	€189,934 (\$200,000)	€0 (\$0)	—%
Gitte Bendzulla	€72,000 (\$75,816)	€0 (\$0)	—%

5.3.2 Equity Incentives (Long Term Incentive Program, LTIP)

The LTIP provides for the grant of (virtual) stock options which operate like stock options (or restricted stock units). Each option represents the right to receive, upon exercise, a certain amount in cash determined on the relevant ADS Stock Price of the option minus the strike price of such option; provided, however, that the Company may elect to settle options in ADSs or ordinary shares of Spark instead of cash at its sole discretion.

The LTIP provides that the strike price can be set at any amount determined by the Administrative Board, including zero. Under the LTIP, the “ADS Stock Price” is, as of the grant date, the average closing price of one ADS of Spark trading on the stock exchange for the period of five trading days prior to such date.

Ms. Grayson did not receive any equity grants following her appointment as Interim Chief Executive Officer in December 2022.

	Market-priced virtual stock options		Zero-priced virtual stock options <i>Operating like RSUs</i>		Total value of awards in 2022 ⁽¹⁾
	Number	Value ⁽¹⁾	Number	Value ⁽¹⁾	
Chelsea A. Grayson	0	\$0	0	\$0	\$0
David Clark	0	\$0	0	\$0	\$0
Gitte Bendzulla	0	\$0	0	\$0	\$0
Eric Eichmann	0	\$0	0	\$0	\$0

⁽¹⁾ This value represents the grant date fair value of the stock options granted as computed in accordance with ASC 718 and captured in the Summary Compensation Table.

The average equity mix for the four Managing Directors as of December 31, 2022, was 47% in the form of market-priced virtual stock options, with the remaining 53% in the form of zero-priced virtual stock options, which operate like RSUs.

5.3.3 Outstanding Equity Awards at 2022 Fiscal Year-End Table

The table below sets forth certain information regarding the outstanding equity awards held by our named executive officers as of December 31, 2022.

Non-binding convenience translation

Option Awards

Name	Grant Date	Vesting Commencement Date	Option Awards		Zero Option Awards			Option Expiration Date
			Options Exercisable (#)	Options Unexercisable (#)	Option Exercise Price (\$)	Options Exercisable (#)	Options Unexercisable (#)	
Chelsea Grayson Chief Executive Officer			—	—	—	—	—	
David Clark Chief Financial Officer	8/31/21	8/31/21	62,500	137,500	3.77	31,250	68,750	9/30/28
Gitta Bendzulla Chief Administrative Officer & General Counsel	01/21/20 11/30/20	01/31/20 11/30/20	50,625 13,125	—	4.88 4.33	—	—	2/28/27 12/31/27
Eric Eichmann Former Chief Executive Officer	1/21/20	1/31/20	572,691	—	4.88	56,126	—	2/28/27

Options Exercises and Stock Vested

In the interest of enhanced understanding and a voluntary disclosure, the table below summarizes the number of shares acquired by the Managing Directors as a result of the (virtual) stock option exercise in fiscal year 2022.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired	Value Realized on Exercise ⁽¹⁾	Number of Shares Acquired	Value Realized on Vesting (\$)
Chelsea Grayson	—	—	—	—
David Clark	—	—	—	—
Gitte Bendzulla	5,225	€10,619 (11,182)	—	—
Eric Eichmann	49,671	€100,946	—	—

⁽¹⁾ Represents the net shares acquired

⁽²⁾ Value realized on exercise is based on the difference between the closing price of Spark Networks SE common shares on the date of share transfer and the exercise price.

6. Disclosures pursuant to Section 162 (2) AktG: Benefits in the event of premature termination activity

6.1 Chelsea Grayson

Upon a termination of employment for any reason, Ms. Grayson is not entitled to receive any severance or other termination payments under the Grayson Inc. Service Agreement or the Grayson SE Service Agreement and will have the right to receive only accrued base salary and benefits.

6.2 David Clark

In the event that Spark Networks, Inc. terminates Mr. Clark's employment (other than for cause, or on account of death or by disability), Mr. Clark is eligible to receive an amount equal to one year of his then-current annual base salary, payable in the form of salary continuation, and he vests in the number of options that would have vested on the vesting date immediately following his termination of employment if Mr. Clark had remained employed by the Company such vesting date. Mr. Clark's eligibility for severance is conditioned on him having first signed a release agreement in the form reasonably acceptable to the Board. In addition, in the event that his employment is terminated by Spark Networks without cause, or Mr. Clark terminates his employment with good reason, Mr. Clark is entitled to receive any annual bonus earned but not yet paid and a pro-rated annual bonus for the year in which his employment terminates.

Mr. Clark would be entitled to additional payments in the event of certain terminations of employment under the Clark Executive Director Service Agreement, which may be terminated by either party with notice of six months (if termination occurs within 12 months after commencement of employment) or 75 days (if termination occurs more than 12 months after commencement of employment), unless the termination is for "important reason". Mr. Clark is entitled to continue receiving his salary under the Clark Executive Director Service Agreement during the applicable notice period in addition to severance under the Clark Employment Agreement. In the event of Mr. Clark's death, the Company will provide Mr. Clark's surviving dependents with an insured sum pursuant to an accident insurance policy equal to €600,000, and Mr. Clark's surviving dependents will be also entitled to receive the Mr. Clark's salary for the remainder of the month of death and two subsequent months. In the event of Mr. Clark's disability, the Company will provide Mr. Clark with an insured sum equal to €1,200,000, and Mr. Clark will be entitled to receive continued payment of his salary for six months, or the remainder of the term of the Clark Executive Director Service Agreement, if shorter. Mr. Clark will also be entitled to

receive payment equal to 50% of his salary under the Clark Executive Director Service Agreement for the duration of the one-year non-competition covenant set forth in the Clark Executive Director Service Agreement, except that this amount will not be payable to the extent he receives severance under the Clark Employment Agreement. Effective on April 14, 2023, Mr. Clark's employment terminated as a mutual separation without cause, and Mr. Clark will receive severance compensation and other termination benefits pursuant to the terms of his employment agreement.

7. Other mandatory disclosures pursuant to Section 162 (1) and (2) AktG

None of the service agreements of the Managing Directors who were in office during the fiscal year 2022 provide for malus- and clawback provisions that would allow to reclaim or reduce variable components of the Executive Board compensation.

None of the Executive Board members were promised any benefits by a third party in respect of their activities as Executive Board members or granted any such benefits in fiscal year 2022.

There were no deviations from the authoritative compensation system - beyond the differences between the respective Executive Board service contracts described. As a precaution, it is pointed out that the Executive Board service contracts in place in fiscal year 2022 do not yet correspond or have not yet corresponded to the compensation system for Managing Directors submitted to the Annual General Meeting for approval last year.

The relevant compensation system does not contain any provisions on maximum compensation, compliance with which would have to be reported.

III. ADMINISTRATIVE BOARD COMPENSATION

1. Compensation System for the Administrative Board

The compensation system and the specific compensation for the members of the Administrative Board are defined by the Annual Meeting which, in accordance with Section 38 para. (1) SEAG in conjunction with Section 113 para. (3) German Stock Corporation Act, adopts a resolution on the compensation of the members of the Administrative Board at least every four years.

The compensation system for the members of the Administrative Board of Spark Networks SE as determined in Section 16 of the Articles of Association of Spark Networks SE.

“(1) The members of the Administrative Board shall receive a fixed remuneration for each full fiscal year of Administrative Board membership. This remuneration amounts to EUR 80,000 for each Administrative Board member. The fixed remuneration shall be increased by the amounts set out below for serving on the following positions:

(i) EUR 40,000 for the Chairman of the Administrative Board, (ii) EUR 20,000 for the Vice Chairman, (iii) EUR 18,000 for the Chairman of the Presiding and Nominating Committee, (iv) EUR 10,000 for other members of the Presiding and Nominating Committee, (v) EUR 20,000 for the Chairman of the Audit Committee and (vi) EUR 12,500 for other members of the Audit Committee.

If a member of the Administrative Board serves on several of the above positions, the respective increase amounts shall apply cumulatively. Members of the Administrative Board who are also Managing Directors of the Company shall be compensated exclusively under their respective service agreements for their duties carried out in their capacity as Managing Director.”

Detailed information on the compensation system is available on the Company's website at <https://www.spark.net/investors/corporate-governance/board-remuneration>.

2. Contribution of compensation to the promotion of the business strategy and long-term development

The compensation system for the members of the Administrative Board is based on the legal requirements and takes into account the recommendations and suggestions of the German Corporate Governance Code (as amended last on 16 December 2019).

Spark Networks SE pursues a long-term perspective in its entrepreneurial activities. In the course of continuous development, added value shall be created – for shareholders, employees, customers and for the company itself.

3. Compensation components

Under the compensation system, the fixed compensation of Administrative Board members is increased depending on the office held on the Administrative Board and/or its committees.

The compensation system of the Administrative Board members can be summarized as follows:

Compensation Component		Description
Fixed compensation		<ul style="list-style-type: none"> Chairman: EUR 120,000 Vice Chairman: EUR 100,000
Committee Compensation	Nominating, Governance and Compensation Committee	<ul style="list-style-type: none"> Chairman: EUR 18,000 Ordinary member: EUR 10,000
	Audit Committee	<ul style="list-style-type: none"> Chairman: EUR 20,000 Ordinary member: EUR 12,500

Other	<ul style="list-style-type: none">• Reimbursement for all out-of-pocket expenses and for the sales tax payable on out-of-pocket expenses and compensation
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3.1 Fixed compensation

The yearly fixed compensation amounts to €80,000 for every ordinary member of the Administrative Board, increased by €40,000 for the Chairman of the Administrative Board and by €20,000 for the Vice Chairman. As of now, the yearly basic compensation amounts to €80,000 for ordinary members, €120,000 for the Chairman and €100,000 for the Vice Chairman

3.2 Function surcharges (chairing and committee compensation)

Additional committee compensation for chairing and vice chairing the Administrative Board as well as chairing committees and membership in committees serve to reflect the work intensity and the time required for the respective activity.

The Administrative Board has currently established two committees, the Nominating, Governance and Compensation Committee (NGCC) and the Audit Committee.

Experience has shown that next to chairing or vice chairing the Administrative Board also membership in the NGCC as well as in the Audit Committee involves a significantly higher amount of preparation and work, both in terms of quality and quantity which leads to a higher work intensity. This is even more so if a person assumes the position of Chairman in a committee.

For this reason, the Administrative Board considers correspondingly staggered function surcharges as set out above to be appropriate.

3.3 No double compensation for Managing Directors being members of the Administrative Board

Members of the Administrative Board who are also Managing Directors of the Company shall be compensated exclusively under their respective service agreements for their duties carried out in their capacity as Managing Director. This applies to Mr. Eric Eichmann who is also a member of the Administrative Board.

3.4 Due date, pro rata payment

The compensation of the members of the Administrative Board is due for payment in four equal installments, each due after the expiration of a quarter.

Administrative Board members who are part of the body or a committee of the Administrative Board for only part of a fiscal year, or who hold the office of Chairman or Vice Chairman of the

Administrative Board or Chairman of a committee for only part of a fiscal year, shall receive corresponding pro rata compensation.

3.5 Reimbursement of expenses

In addition to their fixed compensation, the Company reimburses the members of the Administrated Board for any reasonable expenses incurred in exercising their Administrative Board mandate as well as any sales tax payable on their compensation and expenses.

3.6 D&O insurance

The members of the Administrative Board are appropriately included in a financial loss liability insurance for board members in the interest and at the expense of the Company.

4. Administrative Board Compensation in fiscal year 2022

The following table sets forth the compensation earned by or paid to the non-executive members of the Administrative Board for services provided during the year ended December 31, 2022. Other than as described below, none of those members of the Administrative Board received any fees or reimbursement of any expenses (other than customary expenses in connection with the attendance of meetings of the Administrative Board) or any equity or non-equity awards in the year ended December 31, 2022. Amounts are converted from the policy values set out above into US Dollars based on the average 2022 exchange rate of 1.053.

Name	Fees Earned or Paid in Cash	Option Awards	Total
Axel Hefer ⁽²⁾	€61,667 (\$64,935)	—	€61,667 (\$64,935)
Bangaly Kaba	€90,000 (\$94,770)	—	€90,000 (\$94,770)
Bradley J. Goldberg	€111,333 (\$117,234)	—	€111,333
Chelsea A. Grayson ⁽⁶⁾	€89,792 (\$94,551)	—	€89,792 (\$94,551)
Colleen Birdnow Brown	€121,042 (\$127,457)	—	€121,042
David Khalil ⁽³⁾	€60,000 (\$63,180)	—	€60,000 (\$63,180)
Joseph E. Whitters	€101,667 (\$107,055)	—	€101,667
Michael McConnell ⁽⁴⁾	€30,833 (\$32,467)	—	€30,833 (\$32,467)
Ulrike Handel ⁽⁵⁾	€30,000 (\$31,590)	—	€30,000 (\$31,590)

⁽²⁾ Mr. Hefer was a Director of the Board until August 31, 2022.

⁽³⁾ Mr. Khalil was a Director of the Board until August 31, 2022.

⁽⁴⁾ Mr. McConnell was appointed to the Board of Directors on August 31, 2022.

⁽⁵⁾ Ms. Handel was appointed to the Board of Directors on August 31, 2022.

⁽⁶⁾ Ms. Grayson was an independent director prior to being appointed interim Chief Executive Officer in December 2022, so this figure reflects her compensation as an independent director.

IV. COMPARATIVE PRESENTATION OF THE ANNUAL CHANGE IN THE COMPENSATION OF THE MEMBERS OF THE EXECUTIVE BOARD AND THE ADMINISTRATIVE

BOARD WITH THE DEVELOPMENT OF EARNINGS AND THE AVERAGE COMPENSATION OF EMPLOYEES PURSUANT TO SECTION 162 (1) NO. 2 AKTG

The following table shows the annual change in the compensation of the Managing Directors and members of the Administrative Board in comparison to the Company's earnings performance and the compensation of employees on a full-time equivalent basis pursuant to Section 162 AktG.

	Annual change 2022 vs. 2021	Annual change 2021 vs. 2020
	in %	in %
Managing Directors		
Chelsea Grayson	n/a	n/a
Gitte Bendzulla	-60%	-67%
David Clark	-39%	n/a
Eric Eichmann	+156%	-89%
Members of the Administrative Board		
Axel Hefer ⁽¹⁾	-43%	+64%
Bangaly Kaba	-3%	n/a
Bradley J. Goldberg	+103%	+68%
Chelsea A. Grayson ⁽⁵⁾	-3%	+137%
Colleen Birdnow Brown	+12%	+71%
David Khalil ⁽²⁾	-48%	+46%
Joseph E. Whitters ⁽²⁾	+161%	n/a
Michael McConnell ⁽³⁾	n/a	n/a
Ulrike Handel ⁽⁴⁾	n/a	n/a
Employees		
Average employee compensation of the	-1%	-9 %
Earning Performance Spark Networks (in thousands €)	(in thousands €)	
Net profits of the Group	-37%	-26%
Net profits of the Company	-100%	-33%

⁽¹⁾ Mr. Hefer was a Director of the Board until August 31, 2022.

⁽²⁾ Mr. Khalil was a Director of the Board until August 31, 2022.

⁽³⁾ Mr. McConnell was appointed to the Board of Directors on August 31, 2022.

⁽⁴⁾ Ms. Handel was appointed to the Board of Directors on August 31, 2022.

⁽⁵⁾ Ms. Grayson was an independent director prior to being appointed interim Chief Executive Officer in December 2022, so this figure reflects her compensation as an independent director.

The compensation of the Managing Directors and members of the Administrative Board as set forth in the table above shows the compensation earned for fiscal year 2022.

Where members of the Executive or Administrative Board were remunerated on a pro rata basis in individual fiscal years, for example because they joined the Company during the year,

the compensation for this fiscal year was extrapolated to a full year in order to ensure comparability.

The comparison with the development of average employee compensation is based on the average compensation of the Spark-Group workforce. The remuneration of all employees excluding executive employees within the meaning of Section 5 (3) of the German Works Council Constitution Act (*BetrVG*) was taken into account for such comparisons. To ensure comparability, the compensation of part-time employees was extrapolated to full-time equivalents.

REPORT ON THE FORMAL AUDIT OF THE REMUNERATION REPORT PURSUANT TO SECTION 162 PARA. 3 AKTG

To Spark Networks SE, Munich

Audit Opinion

We have formally audited the remuneration report of Spark Networks SE for the financial year from January 1, 2022 to December 31, 2022, to determine whether the disclosures pursuant to § 162 (1) and (2) AktG (Aktengesetz: German Stock Corporation Act) have been made in the re-muneration report. In accordance with § 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosure requirements pursuant to § 162 (1) and (2) AktG. Our audit opinion does not cover the content of the remuneration report.

Basis for the Audit Opinion

We conducted our audit of the remuneration report in accordance with § 162 (3) AktG and in compliance with the IDW Auditing Standard: The Audit of the Remuneration Report pursuant to § 162 (3) AktG (IDW PS 870 (08 2021)). Our responsibilities under this regulation and this standard are further described in the "Auditor's Responsibilities" section of our auditor's report. Our audit firm has applied the requirements of the IDW Quality Management Standards. We have complied with our professional duties pursuant to the German Public Auditors Act (WPO) and the Professional Charter for Auditors/Chartered Accountants (BS WP/vBP), including the independence requirements.

Responsibilities of the Executive Directors and the Administrative Board

The Executive Directors and the Administrative Board of Spark Networks SE are responsible for the preparation of the remuneration report, including the related disclosures, in compliance with the requirements of § 162 AktG. They are also responsible for internal controls they con-

sider to be necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to obtain reasonable assurance about whether the remuneration report complies, in all material respects, with the disclosure requirements pursuant to § 162 (1) and (2) AktG, and to issue an auditor's report that includes our opinion.

We planned and performed our audit to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by § 162 (1) and (2) AktG. In accordance with § 162 (3) AktG, we have not audited whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

Consideration of Misleading Representations

In connection with our audit, our responsibility is to read the remuneration report considering the knowledge obtained in the audit of the financial statements and to remain alert for indications as to whether the remuneration report contains misleading representations in relation to the correctness of the content of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

If, based on the work we have performed, we conclude that such a misleading representation exists, we are required to report that fact.

We have nothing to report in this regard.

Berlin, 21. Juni 2023

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8. Amendment of Section 17 of the Articles of Association (Authorization of the Administrative Board to hold virtual shareholders' meetings)

As a result of the Act on the Introduction of Virtual Shareholders' Meetings of Stock Corporations and the Amendment of Cooperative and Insolvency and Restructuring Law Provisions (Federal Law Gazette I No. 27 2022, p. 1166 et seq.), the virtual shareholders' general meeting

has been permanently regulated in the Stock Corporation Act. Pursuant to Section 118a para. 1 sentence 1 AktG, the Articles of Association may provide or authorize the Administrative Board to provide that the shareholders' general meeting is held as a virtual shareholders' general meeting, i.e., without the physical presence of the shareholders or their proxies at the location of the shareholders' general meeting.

Such authorization of the Administrative Board shall be resolved. However, the maximum possible term of five years stipulated by law shall not be adopted. Instead, initially the authorization to hold virtual shareholders' general meetings shall only be resolved for a limited period of two years. For future shareholders' general meetings, a decision if this authorization should be employed and the shareholders' general meeting should be held as a virtual one is to be made on a case-by-case basis, taking into account the circumstances of the individual case,. The Administrative Board will make its decisions taking into account the interests of the Company and its shareholders and in particular the protection of shareholders' rights as well as aspects of health protection for those involved, effort and costs, and sustainability considerations.

The Administrative Board proposes to insert the following new Section 17 para. 4 into the Articles of Association of the Company:

"(4) The Administrative Board is authorized to provide for the Shareholders' General Meeting to be held without the physical presence of the shareholders or their proxies at the location of the Shareholders' General Meeting (virtual Shareholders' General Meeting). The authorization to have Shareholders' General Meetings take place virtually shall apply for a period of two years upon the entry of this provision of the Articles of Association in the commercial register of the Company."

Otherwise, Section 17 of the Articles of Association shall remain unchanged.

The currently valid Articles of Association are available on the Company's website at

<https://www.spark.net/investor-relations/annual-meeting>.

SUPPLEMENTARY INFORMATION AND NOTES

Total number of shares and voting rights

At the time of calling for this Annual General Meeting, the share capital of the Company amounts to EUR 2,661,385.00. The share capital is divided into 2,661,385 no-par value registered shares. Each no-par share grants one vote. The total number of voting rights is therefore 2,661,385. At the time of calling for the Annual General Meeting, the Company indirectly holds 35,910 treasury shares, from which the Company is not entitled to any voting rights..

Requirements for attending the Annual General Meeting and exercising voting rights

Shareholders who are registered with the share register and register with the Company in good time are entitled to attend the Annual General Meeting and exercise their voting rights. Registration must be in text form and must be received by the Company at the latest by **August 25, 2023, 24:00 hours (CEST)** at the following address or e-mail address:

Spark Networks SE
c/o LINK Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

E-mail: namensaktien@linkmarketservices.de

After receipt of the registration, the registration office will send admission tickets for the Annual General Meeting to the shareholders, or the proxies nominated by them. Unlike the registration for the Annual General Meeting, the admission tickets are merely organizational aids and not a prerequisite for attending the Annual General Meeting or exercising voting rights.

In accordance with Section 67 para. 2 sentence 1 AktG, only persons who are registered in the share register are deemed to be shareholders in relation to the Company. Accordingly, the registration status in the share register on the day of the Annual General Meeting is decisive for the right to participate and for the number of voting rights the person attending the Annual General Meeting may exercise. For technical reasons, the share register will not be updated in the period from August 26, 2023 up to and including September 1, 2023 (so-called "update stop"). Therefore, the registration status of the share register on the day of the Annual General Meeting corresponds to the status after the last update on August 25, 2023. The update stop does not prevent the disposal of the shares. However, purchasers of shares whose applications for registration are received by the Company after August 25, 2023 may not exercise participation and voting rights from these shares unless they are authorized or empowered to do so. In such cases, participation and voting rights shall remain with the shareholder entered in the share register until the shares have been transferred. We therefore kindly encourage all purchasers of shares in the Company not yet registered with the share register to submit transfer applications in good time.

Exercise of voting rights by proxy / voting representatives

Shareholders registered with the share register may also exercise their voting rights at the Annual General Meeting by proxy - for example by an intermediary (e.g. a bank or other, also foreign financial services institution), by an association of shareholders, a proxy advisor or the proxies appointed by the Company. In this case, too, the shareholder must register in good time by August 25, 2023, 24:00 CEST (see above under "Requirements for attending the Annual General Meeting and exercising voting rights"). Please note that if several persons or institutions are authorized, the Company is entitled to reject one or more of them.

If neither an intermediary (e.g. a bank or other, also foreign financial services institution) nor a shareholders' association or a voting rights advisor nor a person equivalent to these pursuant to Section 135 para. 8 AktG is authorized to exercise voting rights, the granting of the proxy, its revocation and proof of authorization vis-à-vis the Company must be in text form. The proxy authorization and its revocation may either be submitted to the Company under

Spark Networks SE
c/o LINK Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

E-mail: namensaktien@linkmarketservices.de

or vis-à-vis the authorized representative. If the proxy authorization is granted to the proxy, proof of authorization must be provided to the Company. This can be sent to the Company at the above address. Alternatively, the proof can also be presented at the entrance and exit control on the day of the Annual General Meeting.

If an intermediary, a shareholders' association, a proxy advisor or a person equivalent to these pursuant to Section 135 para. 8 AktG is to be authorized, we request that the required form of the proxy be agreed with the person or institution to be authorized in good time, as they may require a special form of proxy. Separate proof of authorization to the Company is not required in this respect. The personal attendance of the shareholder at the Annual General Meeting is automatically deemed to be a revocation of the proxy previously granted to a third party.

We offer our shareholders the option of authorizing Company-nominated proxies bound by instructions prior to the Annual General Meeting. If proxies nominated by the Company are authorized, they must in any case be given instructions on how to exercise voting rights. The proxies of the Company will only make use of the authorization insofar as they have previously been given instructions by the shareholder on how to exercise the voting right. The proxies are

obliged to vote in accordance with the instructions. The proxies will not accept powers of attorney with regard to administrative rights other than voting rights, such as the right to speak and ask questions or to lodge objections.

Proxies in favor of the proxies appointed by the Company, including instructions, may be issued in text form at the above address prior to the Annual General Meeting until the end of August 31, 2023, 24:00 CEST. The personal attendance of the shareholder or an authorized third party at the Annual General Meeting is automatically deemed to be a revocation of a previously issued proxy to the Company's proxies. If an individual vote is held on an agenda item, an instruction for this agenda item as a whole shall also be deemed to be a corresponding instruction for each item of the individual vote.

Details on the authorization and issuance of instructions can be found in the documents sent to the shareholders.

Request for additions to the agenda

Pursuant to Art. 56 sentences 2 and 3 SE Regulation, Section 50 para. 2 SEAG and Section 122 para. 2 AktG, shareholders whose shares together amount to 5% of the share capital may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. Such a request must be addressed to the Administrative Board of the Company and must be received by the Company in writing (Section 126 German Civil Code (*BGB*)), enclosing the information and evidence required by law, no later than August 1, 2023, 24:00 hours (CEST). Please address such requests to the following address:

Spark Networks SE
- Administrative Board -
c/o LINK Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

Counter motions and election proposals

Counter motions and election proposals by shareholders pursuant to Sections 126 para. 1, 127 AktG regarding one or more items on the agenda must be sent no later than August 17, 2023, 24:00 hours CEST, exclusively to:

Spark Networks SE
c/o LINK Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
E-mail: antraege@linkmarketservices.de

Counter motions and election proposals, which have to be made accessible, as well as any statements by the management will be made available to the shareholders in accordance with Sections 126, 127 AktG on the Company's website at

<https://www.spark.net/investor-relations/annual-meeting>

without delay.

Right to information pursuant to Section 131 para. 1 AktG

Pursuant to Section 131 para. 1 AktG, each shareholder may request information from the Administrative Board at the Annual General Meeting on matters relating to the Company, the Company's legal and business relations with an affiliated company, and the situation of the Group and the companies included in the consolidated financial statements, insofar as the information is necessary for the proper assessment of one or more agenda items. Please note that the Administrative Board may refuse to provide information under the conditions set out in Section 131 para. 3 AktG.

Further explanations of shareholders' rights can be found on the Company's website at

<https://www.spark.net/investor-relations/annual-meeting>.

Notes for holders of American Depositary Shares

Holders of American Depositary Shares will receive information about the Annual General Meeting via The Bank of New York Mellon, New York, USA (Depositary).

Documents for the Annual General Meeting

This convening notice and all other documents and information relating to the Annual General Meeting are available on the Company's website at

<https://www.spark.net/investor-relations/annual-meeting>.

Notes on data protection

Information on the processing of personal data in connection with our Annual General Meeting can be found on the Company's website at

<https://www.spark.net/investor-relations/annual-meeting>.

Munich, July 2023

Spark Networks SE

The Administrative Board