

## Extraordinary General Meeting Spark Networks SE on 3 June 2019

### EXPLANATION OF THE RIGHTS OF SHAREHOLDERS

(pursuant to Art. 56 sentences 2 and 3 of the SE Regulation (SER) in conjunction with § 50 (2) of the German SE Implementation Act (SE-Ausführungsgesetz – SEAG), § 122 (2), § 126 (1), § 127, § 131 (1) of the German Stock Corporation Act (Aktiengesetz – AktG))

The convocation notice already contains information on shareholders' rights pursuant to Art. 53 and Art. 56 sentences 2 and 3 SE-VO, in conjunction with Sec. 50 (2) SEAG, Sec. 122 (2) AktG and Sec. 126 (1), Sec. 127, Sec. 131 (1) AktG. The following information serves the purpose to further explain these provisions pursuant to § 121 (3) no. 3 AktG.

**1. REQUESTS TO AMEND THE AGENDA PURSUANT TO ART. 56 SENTENCE 2 AND SENTENCE 3 SE-VO, SEC. 50 SS. 2 SEAG, SEC. 122 SS. 2 STOCK CORPORATION ACT**

Shareholders whose aggregate shareholdings represent five percent of the share capital or the proportionate amount of € 500,000.00 (this corresponds to 500,000 non-par value shares) may request that items be placed on the Agenda and published. The request must be addressed in writing to the Administrative Board of the company and be received by the company at the latest on 3 May 2019. Please send such requests to the following address:

**SPARK NETWORKS SE  
- ADMINISTRATIVE BOARD -  
C/O LINK MARKET SERVICES GMBH  
LANDSHUTER ALLEE 10  
80637 MUNICH  
GERMANY**

Each new item of the Agenda must also include a reason or a resolution proposal. Shareholders of the Company are not subject to the requirement applicable to a German stock corporation according to which shareholders must have held their shares for at least 90 days (Art. 56 SER in conjunction with § 50 (2) SEAG). The provisions of Sec. 70 and Sec. 121 ss. 7 Stock Corporation Act must be observed in determining this period. The publication and forwarding of requests for additions are carried out in the same way as in the convocation.

This shareholder right is based upon the following statutory regulations:

### **Article 56 SE-VO**

*One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.*

### **Section 50 SEAG**

*Convocation of and amendment to the agenda at the request of a minority (excerpt)*

*(2) The amendment to the agenda of a general meeting by one or more items may be requested by one or more shareholders whose shares amount in aggregate to not less than 5 percent of the subscribed capital or represent an amount of the subscribed capital corresponding to EUR 500,000.*

### **Section 122 AktG**

*Convocation of a meeting at the request of a minority (excerpt)*

*(1) The General Meeting shall be called if shareholders, whose holding in aggregate equals or exceeds one-twentieth of the share capital, demand such meeting in writing, stating the purpose and the reasons of such meeting; such demand shall be addressed to the management board. The articles may provide that the right to demand a General Meeting shall require another form or the holding of a lower proportion of the share capital. The petitioners must evidence that they have held their shares for a period of at least 90 days prior to the date the request is received by the Company and that they hold the shares until the decision upon their request is passed by the management board. Section 121 (7) shall apply accordingly.*

*(2) In the same manner, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000, may demand that items are put on the agenda and published. <sup>2</sup>Each new item shall be accompanied by an explanation or a draft proposal. The demand in the sense of sentence 1 shall be provided to the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.*

## **Section 121 AktG**

*General provisions (excerpt)*

*(7) In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. Sections 187 to 193 of the German Civil Code shall not be applied analogously. In case of unlisted companies, the articles may provide for a different calculation of the deadline.*

## **2. SHAREHOLDERS' COUNTERPROPOSALS AND ELECTION PROPOSALS PURSUANT TO ART. 53 SE-VO, SEC. 126 SS. 1, SEC. 127 STOCK CORPORATION ACT**

The company's shareholders may submit counterproposals to the proposals of the Administrative Board on specific Agenda Items and election proposals for the election of Administrative Board members or auditors. Such proposals (with their reasons) and election proposals are to be sent solely to:

**Spark Networks SE**  
**c/o Link Market Services GmbH**  
**Landshuter Allee 10**  
**80637 Munich**  
**Germany**  
**or by telefax: +49 (0) 89 210 27 298**  
**or by e-mail to: [antraege@linkmarketservices.de](mailto:antraege@linkmarketservices.de)**

Counterproposals must stipulate a reason; this does not apply to election proposals.

Shareholders' counterproposals and election proposals that fulfill the requirements and are received by the company at the address specified above by 19 May 2019, at the latest, will be made accessible through the website <http://investor.spark.net/shareholder-services/annual-meeting> along with the name of the shareholder and, specifically in the case of counterproposals, the reason and, in the case of election proposals, the additional information to be provided by the Administrative Board pursuant to Sec. 127 sentence 4 Stock Corporation Act, as well as any comments by the Administrative Board.

The Company is not required to make a counterproposal and its reason or an election proposal accessible if one of the exclusionary elements pursuant to Sec. 126 ss. 2 Stock Corporation Act exists, for example, because the election proposal or counterproposal would lead to a resolution by the General Meeting that breaches the law or the Articles of Association or its reason apparently contains false or misleading information with regard to material points. Furthermore, an election proposal need not be made accessible if the proposal does not contain the name, the current occupation and the place of residence of the proposed person as well as his / her membership in other statutory supervisory boards. The reason for a counterproposal need not be made accessible if its total length is more than 5,000 characters.

Notice is given that counterproposals and election proposals, even if they have been submitted to the company in advance in due time, will only be considered at the General Meeting if they are submitted / put forward verbally there. The right of every shareholder to put forward counterproposals on the various Agenda Items or election proposals even without a previous submission to the company remains unchanged.

This shareholder right is based upon the following statutory regulations:

**Section 126 AktG**

*Motions by Shareholders*

*(1) Motions by shareholders together with the shareholder's name, the grounds and any positions taken by the management board shall be made available to the persons entitled pursuant to Section 125 (1) to (3) under the conditions stated therein if at least 14 days before the meeting the shareholder sends to the address indicated in the notice convening the meeting a motion counter to a proposal of the management board and supervisory board as to an item on the agenda. The date of receipt shall not be taken into account. In the case of listed companies, access shall be provided via the company's Internet page. Section 125 (3) shall apply analogously.*

*(2) A counterproposal and the grounds for this need not be made available if*

- 1. the management board would by reason of such communication become criminally liable;*
- 2. the counterproposal would result in a resolutions by the General Meeting which would be illegal or would violate the articles;*
- 3. the grounds contain statements which are manifestly false or misleading in material respects or which are libellous;*
- 4. a counterproposal of such shareholder based on the same facts has already been communicated with respect to a General Meeting of the company pursuant to Section 125;*
- 5. the same counterproposal of such shareholder on essentially identical grounds has already been communicated pursuant to Section 125 to at least two General Meetings of the company within the past five years and at such General Meeting less than one-twentieth of the share capital represented has voted in favour of such counterproposal;*
- 6. the shareholder indicates that he will neither attend nor be represented at the General Meeting; or*
- 7. within the past two years at two General Meetings the shareholder has failed to make or cause to be made on his behalf a counterproposal communicated by him.*

*The statement of the grounds need not be communicated if it exceeds 5,000 characters.*

*(3) If several shareholders make counterproposals for resolution in respect to the same subject matter, the management board may combine such counterproposals and the respective statements of the grounds.*

## **Section 127 AktG**

### *Nominations by shareholders*

*Section 126 shall apply analogously to a nomination by a shareholder for the election of a member of the supervisory board or independent auditors. Such nomination need not be supported by a statement of the reasons therefore. The management board need not communicate such nomination if the nomination fails to contain information pursuant to Section 124 (3) sentence 4 and Section 125 (1) sentence 5. The management board shall ensure that the nomination by a shareholder for the election of supervisory board members of listed companies which are subject to the German Co-Determination Act (MitbestG), the German Act on Co-Determination in the Coal, Iron and Steel Industry (MontanMitbestG) or the German Supplementary Co-Determination Act (MitbestErgG) is accompanied by the following information:*

- 1 Reference to the requirements of Section 96 (2),*
- 2. Statement as to whether there has been an objection to joint compliance pursuant to Section 96 sec. (2) sentence 3 and*
- 3. Statement as to the minimum number of seats on the supervisory board to be occupied by women and by men so that the minimum quota required by Section 96 (2) sentence 1 is complied with.*

## **Section 124 AktG**

### *Publications of requests for supplements; proposals for resolutions (excerpt)*

*(3) (...) The proposal for the election of members of the supervisory board or auditors shall state their names, actual profession and place of residence. (...)*

## **Section 125 AktG**

### *Communications to shareholders and members of the supervisory board (excerpt)*

*(1) (...) In case of listed companies, details on the membership in other supervisory boards to be established pursuant to statutory provisions must be added to any nomination for the election of supervisory board members; details on their membership in comparable domestic and foreign controlling bodies of enterprises should be added.*

### **3. RIGHT TO OBTAIN INFORMATION PURSUANT TO ART. 53 SE-VO, SEC. 131 SS. 1 STOCK CORPORATION ACT**

At the General Meeting, every shareholder may request information from the Administrative Board about company matters insofar as the information is required for a proper evaluation of the relevant matter on the Agenda (cf. Sec. 131 ss. 1 Stock Corporation Act). The duty to provide information covers the company's legal and business relations with affiliated companies as well as the position of Spark Networks Group and of the companies included in the Consolidated Financial Statements of Spark Networks SE. In principle, requests for information are to be put forward at the General Meeting verbally.

The Administrative Board may refrain from answering individual questions for the reasons specified in Sec. 131 ss. 3 Stock Corporation Act, for example, if providing such information, according to sound business judgement, is likely to cause material damage to the company or an affiliated company. Pursuant to the Articles of Association, the Chair of the General Meeting, over the course of the General Meeting, may determine appropriate restrictions on the speaking time, the time for putting questions and / or the total time available in general for speaking and putting questions or for individual speakers (cf. Sec. 19 ss. 3 sentence 2 of the Articles of Association).

This shareholder right is based upon the following statutory regulations and provision of the Articles of Association of the Company:

#### **Section 131 AktG**

##### *Right of shareholders to information*

*(1) <sup>1</sup>Each shareholder shall upon request be provided with information at the General Meeting by the management board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the General Meeting on such annual financial statements in the form which would have been used if such provisions on the simplified procedure were not applied. A parent enterprise's (Section 290 (1) and (2) of the German Commercial Code) management board's duty to inform the General Meeting that considers the consolidated financial statements and the consolidated annual report shall extend to the outlook of the group and the enterprises included in the consolidated financial statement.*

*(2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles or rules of procedure pursuant to Section 129 may authorise the chairperson of the meeting to limit the number of questions and speaking time of the shareholders as appropriate and to lay down general rules in this regard.*

*(3) The management board may refuse to provide information*

*1. to the extent that providing such information is, according to sound business judgement, likely to cause material damage to the company or an affiliated enterprise*

2. *to the extent that such information relates to tax valuations or the amount of certain taxes*
3. *with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the General Meeting is to approve the annual financial statements*
4. *with regard to the methods of classification and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and profitability within the meaning of Section 264 (2) of the German Commercial Code; the foregoing shall not apply if the General Meeting is to approve the annual financial statements*
5. *if provision thereof would render the management board criminally liable*
6. *if in the case of a credit institution or financial services institution information about the applied balance sheet and valuation methods or calculations made in the annual financial statements, the annual report, the consolidated financial statements or the group's annual report need not be given*
7. *if the information is continuously available on the company's Internet page seven or more days prior to the General Meeting as well as during the meeting.*

*The provision of information may not be refused for other reasons.*

*(4) If information has been provided outside a general meeting to a shareholder by reason of his status as a shareholder, such information shall upon request be provided to any other shareholder at the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The management board may not refuse to provide such information on the grounds of Section 131 (3) sentence 1 nos. 1 to 4. 3 Sentences 1 and 2 shall not apply if a subsidiary (Section 290 (1) and (2) of the German Commercial Code (HGB)), a joint venture (Section 310 (1) of the German Commercial Code (HGB)) or an associated company (Section 311 (1) of the German Commercial Code (HGB)) provides the information to a parent company (Section 290 (1) and (2) of the German Commercial Code) for the purpose of inclusion in the consolidated financial statements of the parent company and such information is required for such purpose.*

*(5) A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting.*

In addition, the Articles of Association of Spark Networks SE contain the following regulation regarding the limitation of the shareholders' right to ask questions and speak:

**Section 19 ss. 3 Articles of Association**

*The Chairman of the Meeting may establish reasonable temporal limits for the shareholders' right to put questions and address the General Meeting of Shareholders. In particular, the chairperson shall be entitled to fix, at the beginning of the General Meeting of Shareholder or during its course, reasonable time frames for the entire Generals Meeting of Shareholders, for deliberations on the individual items of the agenda or for the individual contributions made by askers and speakers.*