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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 or 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**Dated: November 7, 2017  
001-38252 (Commission File Number)**

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**Spark Networks SE**  
(Translation of registrant's name into English)

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**Kohlfurter Straße 41/43  
Berlin 10999  
Germany  
(Address of principal executive offices)**

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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### ***Completion of Acquisition or Disposition of Assets***

On November 2, 2017 (the “Closing Date”), Spark Networks SE, a European stock corporation (*Societas Europaea, SE*) with its corporate seat in Germany, (“New Spark”) completed the previously disclosed proposed merger with Spark Networks, Inc., a Delaware corporation (“Old Spark”) and Affinitas GmbH, a German limited company (“Affinitas”), pursuant to the Agreement and Plan of Merger (the “Merger Agreement”) dated May 2, 2017, entered into by New Spark, Affinitas, Old Spark and Chardonnay Merger Sub, Inc.

As a result of the completion of the transactions contemplated by the Merger Agreement (collectively, the “Business Combination”), both Old Spark and Affinitas are wholly-owned subsidiaries of New Spark. Upon completion of the Business Combination, New Spark will have approximately 1.3 million New Spark Ordinary Shares outstanding, with former Affinitas stockholders representing approximately 75%, and former Old Spark stockholders representing approximately 25%, respectively, of New Spark’s share capital. At the Effective Time, each outstanding share of Old Spark common stock was converted into the right to receive an amount of American depository shares of New Spark (“New Spark ADSs”) equal to 0.1 (the “Adjustment Ratio”), subject to rounding for fractional shares. Each New Spark ADS will represent the right to receive one-tenth of a New Spark Ordinary Share. New Spark will issue an aggregate of 347,005 ordinary shares of New Spark (“New Spark Ordinary Shares”) (to be represented by 3,470,050 New Spark ADSs) to former holders of Old Spark common stock (which includes 236,670 New Spark ADSs to be held in a trust subject to exercise of New Spark stock options that replaced Old Spark stock options).

Also in connection with the Business Combination, Affinitas stockholders acquired all of the 120,000 outstanding ordinary shares of New Spark Ordinary Shares previously owned by Affinitas (the “Affinitas Share Transfer”). Following the Affinitas Share Transfer, New Spark acquired all of the Affinitas ordinary shares from the Affinitas stockholders in exchange for (i) New Spark Ordinary Shares and (ii) a claim for a payment by New Spark to the respective stockholders of Affinitas of €5,730,000 in the aggregate (the “Affinitas Share Exchange”). The former Affinitas stockholders will be issued 849,861 New Spark Ordinary Shares in the Affinitas Share Exchange and, collectively with the New Spark Ordinary Shares acquired in the Affinitas Share Transfer, will hold 969,861 New Spark Ordinary Shares in the aggregate. Former Affinitas stockholders may exchange their New Spark Ordinary Shares for New Spark ADSs, subject to certain conditions.

New Spark ADSs have been approved for listing on the NYSE American, LLC (“NYSE American”), trading under the symbol “LOV.” New Spark ADSs began trading on a when-issued basis under the ticker symbol “LOV.WI” on November 3, 2017. They will continue trading on a when-issued basis until they are eligible for normal trade settlement, which is currently anticipated to occur on or about November 16, 2017.

The foregoing description of the Merger Agreement and the Business Combination is only a summary and is qualified in its entirety by reference to the full text of the applicable agreements, which are included as Appendices to New Spark’s registration statement on Form F-4 (File No. 333-220000), originally filed with the United States Securities and Exchange Commission on August 16, 2017 (as amended, the “Registration Statement”), and declared effective on October 19, 2017.

In connection with the closing of the merger, on November 2, 2017, New Spark and Old Spark issued the press release filed herewith as Exhibit 99.1, which is incorporated herein by reference.

### ***Election of Administrative Board Members; Appointment of Certain Officers***

Upon the consummation of the Business Combination, effective as of November 3, 2017, the following members were appointed to the administrative board of New Spark (the “Administrative Board”):

#### **David Khalil**

David Khalil, 35, is an entrepreneur and business angel. Prior to that, he acted as interim CFO at flaschenpost GmbH from August 2016 to November 2016. Mr. Khalil served as managing director at Affinitas from 2008 until February 2016. Previous to his time at Affinitas, Mr. Khalil worked as an investment manager at European Founders Fund from 2007 to 2008 and as a business consultant at Boston Consulting Group from 2006 to 2007. He has also made numerous angel investments. In 2006, Mr. Khalil received a Master’s degree in business administration from WHU-Otto Beisheim School of Business, where he focused in corporate finance, controlling and entrepreneurship. Mr. Khalil serves as chairman of the Administrative Board.

#### **Jeronimo Folgueira**

Jeronimo Folgueira, 35, had previously served as Chief Executive Officer of Affinitas since October 1, 2015. Before joining Affinitas, Mr. Folgueira held several senior management positions at a number of other companies, including as Managing Director, International at Betfair plc (now Paddy Power Betfair plc) from 2014 to 2015, Managing Director at Bigpoint S.a.r.l. from 2011 to 2014 and Senior Strategy Executive at RTL Group from 2008 to 2011. Mr. Folgueira started his career as an investment banking analyst for Lehman Brothers (2003 – 2005) and also worked at Citigroup (2005 – 2006). Mr. Folgueira holds an MBA from Columbia Business School and has a Bachelor’s degree in Economics from University of Navarra, Spain.

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### **Colleen Birdnow Brown**

Colleen Birdnow Brown, 59, has been Chairman and CEO of Marca Global LLC, which she founded, since July 2015. Ms. Brown served as President and CEO at Fisher Communications from 2005 to 2013, and as Senior Vice-President of A.H. Belo from 2000 to 2004. Prior to 2000, she held a number of positions in the media and broadcasting industries, including President of Broadcast at Lee Enterprises from 1998 to 2000, President at 12 News (KPNX-TV, NBC) from 1995 to 1998, various positions at TEGNA (formerly Gannett) from 1980 to 1998, President of WFMY News 2 from 1991 to 1995, and station manager and CFO at KUSA-TV from 1980 to 1991. She has also served on numerous boards, including TrueBlue Inc. from 2014 to present, Port Blakely from 2010 to present, DataSphere Technologies Inc. from 2008 to June 2017, as Chairman of the Board of American Apparel from August 2014 until March 2016, CareerBuilder from 2001 to 2004, and Classified Ventures from 2001 to 2004. She holds an MBA from the University of Colorado Boulder (1981) and a BS in Business Administration from the University of Dubuque (1979).

### **Bradley J. Goldberg**

Bradley J. Goldberg, 47, previously served on the Old Spark Board, starting in August 10, 2016. Mr. Goldberg has served as the President of PEAK6 Investments, L.P. since 2012. Mr. Goldberg focuses on business strategy, business operations, and people development across PEAK6 and its operating companies. From 2009 until 2011, Mr. Goldberg was the CEO of PEAK6 Online, where he led a portfolio of early stage financial technology businesses, including OptionsHouse, which was subsequently sold to General Atlantic and then to E\*TRADE. Prior to PEAK6, Mr. Goldberg served in multiple leadership positions at Microsoft across the Online, Enterprise, and Developer businesses. Mr. Goldberg was the General Manager for the Search Business Unit, where he was accountable for global product management, marketing, and revenue for Bing. Mr. Goldberg graduated with a Bachelor's degree in Economics from Amherst College and completed post graduate work in Japan, at the Inter-University Center for Japanese Language Studies. Mr. Goldberg earned an MBA from Harvard Business School, where he was awarded second year honors.

### **Axel Hefer**

Axel Hefer, 40, has been a managing director and CFO at trivago since 2016 (NASDAQ: TRVG). Prior to joining trivago, Mr. Hefer was managing director, CFO and COO of Home24 AG, an online home furniture and decor company, from 2014 to 2016, and managing director of One Equity Partners, the Private Equity Division of J.P. Morgan Chase from 2011 to 2014. Mr. Hefer holds a Master's degree in management from Leipzig Graduate School of Management (HHL) in 2000 and an M.B.A. from INSEAD in 2003.

### **Clare Johnston**

Clare Johnston, 36, has been CEO of The Up Group, which she founded, since 2007, and has been a member of The Up Group's board since 2007. The Up Group is one of the leading global executive search and networking firms focusing on the digital industry. Prior to founding The Up Group, Ms. Johnston was a Management Consultant for Detica, an international technology consultancy, from 2002 to 2004, as well as co-Managing Director of Bright Young Things, an executive search firm from 2004 to 2007. Ms. Johnston has been an Investor/Network Partner at two VC funds, LocalGlobe and Keen Venture Partners, since 2016 and 2016, respectively. She graduated with a First Class Honours degree in Management Sciences from The University of Warwick (2001).

### **Joshua Keller**

Joshua Keller, 41, is a managing partner and member of Global Agora, a venture capital fund with locations in New York City, Miami, Austin and Los Angeles. During his tenure at Global Agora, Mr. Keller founded Union Square Media Group, a leading ad-tech company founded in the heart of New York City. From 2001 to 2009, Mr. Keller focused on business development at various internet marketing and digital advertising agencies. Prior to his time at Union Square Media Group, Mr. Keller co-founded Headlines & Heroes, LLC, and has worked there in various capacities. Mr. Keller currently serves as director of Global Agora, LLC since June 2015 and of SUP ATX since June 2010. He holds a Bachelor degree in Music Industry Studies from Ithaca College (1998) in New York.

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Upon the consummation of the transactions contemplated by the Merger Agreement, effective as of November 3, 2017, the following individuals were appointed as officers of New Spark:

**Jerónimo Folgueira** was appointed Chief Executive Officer of New Spark. Mr. Folgueira's biography appears above.

**Michael Schrezenmaier**

Michael Schrezenmaier was appointed Chief Operating Officer of New Spark. Mr. Schrezenmaier, 35, has been Chief Operating Officer of Affinitas GmbH since September 2012. Before joining Affinitas, Mr. Schrezenmaier worked at Kuehne + Nagel, an international logistics company, from 2008 to 2012. Mr. Schrezenmaier started his career as an analyst at European Founders Fund, Germany, where he worked in 2008. Mr. Schrezenmaier holds a Master's degree in business administration with an emphasis on Finance and Accounting from WHU-Otto-Beisheim School of Management, Germany.

**Robert O'Hare**

Robert O'Hare was appointed as Chief Financial Officer of New Spark. Mr. O'Hare, 36, had previously served as Chief Financial Officer of Old Spark since March 2015. He joined Old Spark in 2015 from Square, Inc., where he served as Corporate Finance & Investor Relations Lead since 2013. Prior to Square, he was Director of Financial Planning & Analysis at Pandora Media, Inc. from 2010 to 2013. Prior to Pandora, he held financial roles at Spitfire Capital (2009 – 2010), Spectrum Equity Investors (2006 – 2009) and Thomas Weisel Partners (2004 – 2006). Mr. O'Hare received his B.S. from Georgetown University and is a CFA charter holder.

**Herbert Sablotny**

Herbert Sablotny was appointed Chief Strategy Officer of New Spark. Mr. Sablotny, 34, has been Chief Finance Officer of Affinitas GmbH since July 2016. Before joining Affinitas, Mr. Sablotny worked from 2014 to 2016 at McKinsey & Company, a leading strategy consulting firm. He started his career as a Financial Analyst with Goldman Sachs, where he worked from 2009 to 2011, where he advised clients on investments across all asset classes and was a FINRA-registered Series-7 license holder. Mr. Sablotny holds a Master's degree from the University of Cambridge, UK, in Finance & Economics (2013) and a Bachelor degree in Finance & Accounting from Goethe University (2009) in Frankfurt, Germany.

**Benjamin Hoskins**

Benjamin Hoskins was appointed as Chief Technical Officer of New Spark. Mr. Hoskins, 43, had previously served as Chief Technology Officer for Affinitas in Berlin since January 2017. Prior to joining Affinitas, Mr. Hoskins worked with OLX (registered as PT Tokabagus) in Indonesia as Chief Technology Officer and Acting Chief Procurement Officer from May 2015 until December 2016. Mr. Hoskins served as Head of Product Development Europe for eBay UK Ltd. from February 2012 until April 2015. Mr. Hoskins was previously an Agile Consultant, and later Head of Product Development, at emergn, where he worked from January 2008 until February 2012.

***Rules of Procedure***

The final version of the Rules of Procedure for the Administrative Board of New Spark (described in substantively final form in the Registration Statement) is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

***Other Events***

On November 2, 2017, New Spark and Old Spark issued a press release announcing the consummation of the merger, attached hereto as Exhibit 99.1, which is incorporated herein by reference.

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**Exhibits.**

**Exhibit  
No.**

**Document Description**

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3.1 Rules of Procedure for the Administrative Board of Spark Networks SE  
99.1 Press Release, dated November 2, 2017

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPARK NETWORKS SE

Date: November 7, 2017

By: /s/ Michael Schrezenmaier  
Name: Michael Schrezenmaier  
Title: Chief Operating Officer

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**RULES OF PROCEDURE FOR THE ADMINISTRATIVE BOARD**

Spark Networks SE (the “**Company**”, together with its affiliates according to Sections 15 et. seq. of the German Stock Corporation Act (*Aktiengesetz*; “**AktG**”), the “**Group**”) has a one-tier board system with an administrative board (*Verwaltungsrat*) according to Art. 43 para 1 sentence 1 of the Council Regulation (EC) no. 2157/2001 of October 8, 2001 on the Statute of a European Company (SE) (“**SE-VO**”) in conjunction with Sections 22 et. seq. of the German SE Implementation Act (*SE-Ausführungsgesetz*; “**SEAG**”) (the “**Administrative Board**”).

The Administrative Board unanimously adopts the following rules of procedure for the Administrative Board (the “**Rules of Procedure**”):

**§ 1 General Provisions**

- 1.1 The Administrative Board shall direct the Company, establish the general principles of its business and supervise their implementation by the managing directors (*geschäftsführende Direktoren*) (the “**Managing Directors**”). The Administrative Board is entitled to issue instructions in accordance with § 3.7 in text form to the entirety of the Managing Directors or to individual Managing Directors.
  - 1.2 The Administrative Board has the responsibilities as stipulated by statutory law, the articles of association of the Company (the “**Articles of Association**”) and these Rules of Procedure.
  - 1.3 Only those persons shall be nominated for election to the Administrative Board who have the knowledge, ability and professional experience needed to perform their duties. The Company’s international operations, potential conflicts of interest as well as diversity considerations shall also be taken into account. Each Administrative Board member (each a “**Board Member**” and, collectively, the “**Board Members**”) shall ensure that she/he disposes of sufficient time for performing her/his mandate of the Administrative Board. Persons nominated for election to the Administrative Board shall not be older than 70 years at the time of their election to the Administrative Board. The Board Members as a whole (*insgesamt*) shall be familiar with the sector in which the Company operates. At least, one Board Member shall have expert knowledge as regards financial statements and reporting, accounting and auditing, with two other members having sufficient knowledge concerning statements and reporting, accounting and auditing to be members of the Audit Committee.
  - 1.4 Furthermore, additional targets for the composition of the Administrative Board pursuant to resolutions of the Administrative Board, as amended from time to time, shall be complied with in relation to the nomination of persons for election to the Administrative Board.
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- 1.5 The Administrative Board shall regularly review the efficiency of its operations.
- 1.6 All Board Members are elected by the General Meeting of Shareholders.
- 1.7 All Board Members are subject to statutory confidentiality obligations in accordance with Sections 116, 93 of the AktG in conjunction with Article 51 and Article 49 of the SE-VO. A breach of these confidentiality duties may result in the termination of that Board Member's term of office.

## **§ 2 Chairman, Vice-Chairmen**

- 2.1 Subsequent to the election of the Administrative Board at a General Meeting of Shareholders, the Administrative Board shall meet without the requirement of a separate convocation. At this meeting, the Administrative Board shall elect one Chairman and one or more Vice-Chairmen from among its members. The terms of office as Chairman and Vice-Chairman shall correspond to their terms of office as Administrative Board members, unless the terms are shortened on the occasion of the election.
- 2.2 If the Chairman or a Vice-Chairman withdraws from this office prematurely, the Administrative Board shall immediately conduct a new election.
- 2.3 The Vice-Chairman or each of the Vice-Chairmen shall have the same special powers conferred to the Chairman by statutory law, the Articles of Association and these Rules of Procedure to the extent statutory law, the Articles of Association or these Rules of Procedure do not provide otherwise. In case the Chairman and the Vice-Chairmen are not able to fulfill their tasks, the oldest in age of the remaining members of the Administrative Board shall fulfill these tasks for the duration of the hindrance; this also applies as long as neither a Chairman nor a Vice-Chairman is appointed.
- 2.4 The Chairman shall be in charge of the co-operation between the Administrative Board and the Managing Directors as set forth in § 6 below.

## **§ 3 Meetings and Resolutions**

- 3.1 Unless stipulated otherwise in this § 3, the provisions of the Articles of Association on meetings and resolutions of the Administrative Board shall apply.
  - 3.2 Meetings of the Board shall take place at least every third month. Meetings are convened by the Chairman. They must be convened if required for the welfare of the Company. Meetings shall also be convened at the request of a Board Member if the purpose and reason for such meeting is stated.
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- 3.3 Draft resolutions on agenda items should be announced sufficiently in advance of the meeting to enable absent Board Members to cast their vote by other means of communication as stipulated by the Chairman.
- 3.4 The Chairman can cancel or postpone a convened meeting at his discretion.
- 3.5 The Chairman shall chair the meetings. He shall appoint the minute-taker and decide on whether to call in experts and other informants for consultation on individual agenda items.
- 3.6 Managing Directors who are not Board Members shall take part in the meetings if requested by the Chairman.
- 3.7 All instructions that shall be issued to the Managing Directors must be passed by a resolution of the Administrative Board.
- 3.8 Board Members who participate in the meeting via telephone or video conference shall count as being present unless determined otherwise by the Chairman prior to the meeting. Absent Board Members can vote at a meeting by giving their vote in writing to another Board Member to be handed over at the meeting.
- 3.9 The Chairman shall prepare and execute the resolutions of the Administrative Board and its committees.

#### **§ 4 Minutes**

- 4.1 Minutes of the Administrative Board meetings and resolutions shall be prepared in English unless the use of the German language is required for legal reasons. The Chairman shall sign the minutes and send copies to all Board Members.
  - 4.2 The minutes shall at least state the date and the venue of the Administrative Board meeting, the Board Members present, the agenda, the essence of what was negotiated during the meeting and the resolutions adopted by the Administrative Board.
  - 4.3 Resolutions adopted outside of Board meetings shall be recorded by the Chairman. The Chairman shall sign these records and send copies to all Board Members.
  - 4.4 The wording of resolutions passed by the Administrative Board may be recorded at the meeting and signed directly by the Chairman as part of the minutes. If resolutions are recorded in the meeting as an extra part of the minutes, such extra part of the minutes may only be objected to during the meeting.
  - 4.5 The minutes shall be approved by the Administrative Board in the next regular meeting.
  - 4.6 The validity of the resolutions adopted by the Administrative Board shall not be affected if the provisions of this § 4 are not complied with.
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## **§ 5 Committees**

- 5.1 The Administrative Board may establish committees from among its members.
- 5.2 The Administrative Board may, to the extent permitted by law, assign to the committees the responsibility to take decisions in place of the Administrative Board as a whole. However, in this case, the Administrative Board as a whole shall retain the right to take the decision instead of the competent committee at any time.
- 5.3 Each committee shall have at least three members. The committee members shall be appointed for the period of office as Board Member. In appointing committee members, account shall be taken of the particular professional qualifications and potential conflicts of interest of individual members of the Board. Unless otherwise provided by law, by the Articles of Association or by these Rules of Procedure, the Administrative Board shall appoint one member of the committee to chair the committee.
- 5.4 The casting vote of the Chairman does not apply to resolutions of a committee.
- 5.5 The Chairman of each committee may consult members of the Administrative Board who do not sit on the committee.
- 5.6 A committee has a quorum, if at least half of the committee members participate in the decision-taking; provided that, in any case, a committee has a quorum only if at least three committee members participate in the decision-taking.
- 5.7 Subject to the provisions of this § 5, the provisions set out in these Rules of Procedure concerning the Administrative Board shall apply *mutatis mutandis* to the committees of the Administrative Board except for § 3.1 sentence 1, if and to the extent, this application does not conflict with statutory provisions or the Articles of Association.
- 5.8 The Administrative Board shall be notified of the work and the outcomes of the deliberations in the committees in text form without undue delay.

## **§ 6 Presiding and Nominating Committee**

- 6.1 The Administrative Board shall establish a Presiding and Nominating Committee.
  - 6.2 The Presiding and Nominating Committee shall consist of at least three members appointed by the Administrative Board and, to the extent required by the rules of the NYSE American LLC, each of whom are determined by the Administrative Board to be independent in accordance with such rules.
  - 6.3 The Presiding and Nominating Committee shall coordinate the work of the Administrative Board and prepare Administrative Board meetings. It proposes suitable candidates to the Administrative Board for election proposals to the General Meeting of Shareholders.
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- 6.4 The Presiding and Nominating Committee shall prepare the decisions of the Administrative Board concerning personnel, in particular, decisions with respect to the appointment, dismissal and remuneration of the Managing Directors as well as the conclusion, amendment and annulment of their employment contracts, and shall consult regularly on long-term succession planning for the Managing Directors, taking into consideration the management plans of the Company.
- 6.5 The Presiding and Nominating Committee shall be authorized to decide on the following issues:
- (a) Editing the Articles of Association with respect to their wording (*Fassung*);
  - (b) Acts of legal significance concerning Managing Directors pursuant to Section 41 para. 5 of the SEAG except for those which cannot be delegated to a committee pursuant to Section 34 para. 4 sentence 2 of the SEAG;
  - (c) Consenting to a Managing Director exercising other functions pursuant to Section 40 para. 7 of the SEAG in conjunction with Section 88 of the AktG;
  - (d) Granting loans to the persons defined in Sections 89, 115 of the AktG in conjunction with Section 40 para. 7 and Section 38 para. 2 of the SEAG, respectively;
  - (e) Approving contracts with members of the Administrative Board pursuant to Section 114 of the AktG in conjunction with Section 38 para. 2 of the SEAG.
- 6.6 To the extent required by the rules of the NYSE American LLC, the Presiding and Nominating Committee shall operate under a written charter approved by the full Administrative Board.

#### **§ 7 Audit Committee**

- 7.1 The Administrative Board shall establish an Audit Committee.
- 7.2 The Audit Committee shall consist of at least three members appointed by the Administrative Board, each of whom has been determined by the Administrative Board to be independent in accordance with the rules of the NYSE American LLC and under the rules of the U.S. Securities and Exchange Commission (the “SEC”) applicable to audit committee members. At least one member of the Audit Committee shall qualify as specialist within the meaning of Section 100 para. 5 of the AktG in conjunction with Section 34 para. 4 sentence 5 of the SEAG. At least one member of the Audit Committee shall be financially literate and shall be considered an “audit committee financial expert” under the rules of the SEC, and shall have accounting or related financial management expertise as determined by the Administrative Board. The members of the Audit Committee as a whole shall be familiar with the sector in which the Company operates. In appointing committee members, account shall be taken of the particular professional qualifications and potential conflicts of interest of individual Board Members.
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- 7.3 The Administrative Board appoints a Chairman of the Audit Committee. The Chairman shall have specialist knowledge and experience in the application of accounting principles and internal control processes. The Audit Committee should neither be chaired by the Chairman of the Administrative Board nor by a (former) Managing Director of the Company, whose office as Managing Director ended less than two years ago. Furthermore, the Chairman of the Audit Committee should be an independent member of the Administrative Board.
- 7.4 The Audit Committee shall perform its duties in compliance with the laws, the Articles of Association and these Rules of Procedure. These duties include, in particular:
- (a) The preparation of the decisions of the Administrative Board regarding the adoption of the financial statements to be prepared by the Company;
  - (b) The supervision of the accounting, the accounting process, the efficiency of the internal control system, the risk management, the internal revision, compliance and internal audit;
  - (c) The preparation of the Administrative Board's proposal for the election of the auditor, the instruction of the auditor as well as the supervision of the independence of the auditor and the additional services rendered by the auditor; and
  - (d) The supervision of the audit of financial statements.
- 7.5 The Audit Committee shall be authorized to decide on the instruction of the auditor of the Company to perform audits and the conclusion of the underlying agreements with the auditor, in particular, on the applicable fees.
- 7.6 To the extent required by the rules of the NYSE American LLC, the Audit Committee shall operate under a written charter approved by the full Administrative Board.
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## **§ 8 Cooperation with the Managing Directors**

- 8.1 The Chairman of the Administrative Board shall regularly consult with the Managing Directors, in particular, with the Chief Executive Officer (chairman of the Managing Directors) on the implementation of the Group's strategy, business development and risk management in the ordinary course of business.
- 8.2 The Managing Directors shall comply with their statutorily specified duties to report to the Administrative Board and to the Chairman of the Administrative Board, in particular, according to Section 40 para. 6 of the SEAG in conjunction with Section 90 of the AktG. In particular, the Chairman of the Administrative Board shall be informed by the Managing Directors regularly, promptly and fully on all enterprise relevant issues of planning, business development, situation of risk, risk management and compliance, in particular, on all discrepancies between the ordinary course of business and the plans and targets drawn up, stating the reasons for this. The Chief Executive Officer informs the Chairman of the Administrative Board about significant events of particular importance within the Group.
- 8.3 As a rule, reports from the Managing Directors shall be submitted in text form and in the English language. Documents required for adopting resolutions shall be provided to the members of the Administrative Board in as timely a manner as possible prior to the meeting and/or adoption of the resolutions. Without prejudice to the requirements of law, where time is of the essence the Managing Directors may comply with their reporting duties orally, to ensure that the Administrative Board is informed in a timely manner.
- 8.4 If the Chairman of the Administrative Board is concurrently a Managing Director, the Vice-Chairman of the Administrative Board takes the place of the Chairman of the Administrative Board for the purposes of consultation pursuant to para. 8.1 and information pursuant to para. 8.2. If the Vice-Chairman of the Administrative Board is also concurrently a Managing Director, the Administrative Board has to name a member not appointed as Managing Director who takes the place of the Chairman of the Administrative Board for the purposes of consultation pursuant to para. 8.1 and information pursuant to para. 8.2.
- 8.5 The Managing Directors are obliged to obtain the prior approval of the Administrative Board for measures and transactions set out in **Annex 1** to this Rules of Procedure.

## **§ 9 Confidentiality and Conflicts of Interests; Miscellaneous**

- 9.1 All Board Members are subject to confidentiality obligations according to applicable law. The Board Members have to ensure that employees they involve in their tasks and duties adhere to such confidentiality obligations.
- 9.2 Members of the Administrative Board are bound to pursue the Company's best interests. No member of the Administrative Board may pursue personal interest in its decisions or use its personal benefit business opportunities intended for the Company or a company of the Group. Each member of the Administrative Board shall disclose to the Chairman of the Administrative Board conflicts of interest, especially those that may result from performing a consulting function or holding a board position for clients, suppliers, creditors or other business partners.
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9.3 All transactions between the Company or a company of the Group on the one hand and a Board Member or persons or companies related with such Board Member on the other hand shall comply with the usual standards for the industry and shall be undertaken on normal market terms.

9.4 If one or several provisions of these Rules of Procedure are or will become invalid in whole or in part, the validity of the remaining parts of the Rules of Procedure remains unaffected.

The Administrative Board adopted these Rules of Procedure on November 1, 2017. They are to take effect immediately.

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David Khalil  
Sole member of the Administrative Board

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## Annex 1

### **Measures and Transactions Requiring the Administrative Board's Approval**

- 1) The approval of the Administrative Board (or, as applicable, its competent committee) is required for:
    - a) Adopting the annual budget planning for the Group for the coming business year (production, turnover, personnel, investment, financing as well as profit and loss planning) (the "Budget Planning"; see § 9 para. (1) a) of the Articles of Association);
    - b) Other transactions or measures for which the consent of the Administrative Board is required by law or the Articles of Association;
    - c) The acquisition or disposal of business parts and/or enterprises, interests in companies and parts of companies by the Group, provided the consideration or, absent a specific consideration, the fair market value of the relevant assets or participations exceeds EUR 3,000,000 per individual case. This approval requirement shall not apply to mere reorganization measures within the Group;
    - d) Spending for additions to fixed assets (*Investitionen in das Anlagevermögen*), if the relevant expenditure is not included in the projections of the Budget Planning for the respective year as approved by the Administrative Board and is in excess of EUR 500,000 per individual case or in excess of EUR 2,500,000 in the aggregate within the respective financial year;
    - e) Other transactions with a transaction value in excess of EUR 3,000,000 per individual case;
    - f) Instruction of the auditor of the Company with non-audit services;
    - g) The acquisition, disposal, encumbrance or development of real estate with a transaction value in excess of EUR 500,000 per individual case or in excess of EUR 1,000,000 in total per financial year;
    - h) The conclusion of real estate lease agreements with a rent exceeding EUR 500,000 p.a. (excluding VAT) or, cumulated over the term of the agreement, EUR 1,000,000 per individual case;
    - i) Incurrence of financial obligations in excess of EUR 500,000 per individual case or in excess of EUR 1,000,000 in total per financial year, except for purposes of replacing financial obligations already in existence;
    - j) Adopting a policy and implementation controls related to hedging by entering into any derivatives, foreign exchange contracts, swaps, options or similar financial instruments, except to the extent relating to customary currency and/or interest hedging in conjunction with the operative business;
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- k) Transactions between the Company or a company of the Group on the one hand and a Managing Director or persons or companies related with such Managing Director on the other hand (unless the Company is represented vis-à-vis the Managing Directors by the Administrative Board);
  - l) Transactions between the Company or a company of the Group on the one hand and a Board Member or persons or companies related with such Board Member on the other hand;
  - m) Adopting virtual stock option plans for executives other than the Managing Directors of the Company.
- 2) The measures and transactions listed in para. 1) above are also subject to the approval of the Administrative Board (or, as applicable, its competent committee) if they are undertaken by a company of the Group included in the Company's scope of consolidation (*Konsolidierungskreis*).
  - 3) Measures or transactions specifically addressed in the Budget Planning as approved by the Administrative Board do not require a separate approval of the Administrative Board under para. 1) and para. 2) above, unless the relevant measure or transaction exceeds in terms of value/amount the amount or limit provided for such measure or transaction in the approved Budget Planning.
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### Spark Networks and EliteSingles Complete Merger

*Creates Premier Online Dating Platform with Strong Brands and Global Scale; Spark Networks SE to Begin Trading on NYSE American as an American Depository Share under Ticker Symbol NYSE American: LOV*

**BERLIN, GERMANY / ACCESSWIRE / November 2, 2017** / Spark Networks SE (NYSE American: LOV) today announced the successful completion of the previously announced merger of Spark Networks, Inc. and Affinitas GmbH ("EliteSingles") in a stock-for-stock transaction.

The combination creates one of the world's premier online dating platforms, leveraging leading, complementary brands including EliteSingles, eDarling, JDate, Christian Mingle, JSwipe, and Attractive World to serve a broad spectrum of users across 29 countries and 15 languages.

"We are pleased to announce the completion of this transaction and the successful formation of a pure play dating leader in Spark Networks SE," said Jeronimo Folgueira, Chief Executive Officer of Spark Networks SE. "Our increased scale portfolio of strong, well-known brands, and improved financial strength positions us well to deliver a superior user experience to our customers and drive long-term value for shareholders."

#### Transaction Details

Pursuant to the terms of the definitive merger agreement, Spark Networks, Inc. stockholders are entitled to receive one newly issued American Depository Share ("ADS") of Spark Networks SE for every 10 shares of Spark Networks, Inc. common stock that they owned immediately prior to the effective time of the merger. The ADSs have been approved for listing on the NYSE American LLC under the trading symbol "LOV." The first day of trading is expected to be on or about November 3, 2017 and the ADSs will trade on a when-issued basis under the ticker symbol "LOV WI" until they are eligible for normal trade settlement, currently anticipated to be within two weeks of the acquisition close. Each ADS represents 0.1 ordinary shares of Spark Networks SE. Former EliteSingles stockholders now own approximately 75% of the combined company and former Spark Networks Inc. stockholders own approximately 25%.

#### Governance

In connection with the completion of the merger, Spark Networks SE has constituted a board of directors consisting of the following seven directors: Jeronimo Folgueira, Colleen Birdnow Brown, Brad Goldberg, Axel Hefer, Clare Johnston, Joshua Keller, and David Khalil. Mr. Khalil will serve as Chairman of the Spark Networks SE board.

These directors bring diverse global perspectives, significant experience growing businesses and unique expertise across technology, digital consumer marketing, and finance. The directors are committed to upholding the highest standards in governance best practices in order to serve Spark Networks SE shareholders.

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## **About Spark Networks SE**

Spark Networks SE is a leading global dating company with a portfolio of premium brands designed for singles seeking serious relationships. These brands include EliteSingles, JDate, Christian Mingle, eDarling, JSwipe and Attractive World. Formed in 2017 through the merger of Affinitas GmbH and Spark Networks, Inc., the company has a presence in 29 countries worldwide and is publicly listed on the NYSE American LLC exchange under the ticker symbol "LOV."

## **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact are forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause future performance or achievements to be materially different from those of any expected future results, performance, or achievements. Forward-looking statements speak only as of the date they are made, and Spark Networks SE assumes no duty to update forward-looking statements. We caution readers that a number of important factors could cause actual results to differ materially from those expressed in, or implied or projected by, such forward-looking statements. Such forward-looking statements include, but are not limited to, statements about the benefits of the business combination to the existing brand portfolio, statements about the ability to drive superior growth or achieve cost savings, statements about becoming the global leader in premium dating, statements about the ability to leverage strengths of each company to provide exceptional user experience and drive shareholder value, statements about the combined company's plans, objectives, expectations and intentions and other statements that are not historical facts. The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: (i) the risk that the benefits from the transaction may not be fully realized or may take longer to realize than expected, including as a result of changes in general economic and market conditions, interest and exchange rates, monetary policy, laws and regulations and their enforcement, and the degree of competition in the geographic and business areas in which the company operates; (ii) the ability to promptly and effectively integrate the businesses of Spark Networks, Inc. and EliteSingles; (iii) the reaction to the transaction of the companies' customers, employees and counterparties; (iv) diversion of management time on merger-related issues; (v) lower-than-expected revenues, credit quality deterioration or a reduction in net earnings; and (vi) other risks that are described in Spark Networks Inc.'s and Spark Networks SE's public filings with the SEC. For more information, see the risk factors described in Spark Networks SE's Form F-4 filed with the SEC.

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**SOURCE:** Spark Networks SE

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