

Compliance Statement
on German Corporate Governance Code
(as amended on 7 February 2017)
according to Sec. 161 German Stock Corporation Act

Pursuant to Art. 9 p. 1 c) (ii) of the SE Regulation (SE-VO) and Section 22 p. 6 of the German SE Implementation Act (SEAG) in conjunction with Section 161 Stock Corporation Act, the Administrative Board of Spark Networks SE (“Company”) hereby declares as follows:

The Company has been and will be in compliance with the recommendations of the German Corporate Governance Code in the version dated 7 February 2017 (the “Code”) published by the German Ministry of Justice in the official section of the Federal Gazette on 24 April 2017 in consideration of the particulars of the Company’s single-tier system described under item 1. and with the exceptions listed below under item 2. for the reasons outlined therein.

1st Particulars of the Single-Tier Corporate Governance System

According to Art. 43 - 45 SE-VO, in conjunction with Sections 20 et seq. SEAG, under the single-tier system, the management of the SE is the responsibility of a single company organ, the Administrative Board (see Para. 7 of the Code’s Preamble). The Administrative Board manages the Company, determines the Company’s basic business strategies and monitors the implementation of said strategies by the managing directors. The managing directors manage the Company’s business, represent the Company in and out of court and are bound by instructions from the Administrative Board.

Spark Networks SE takes those parts of the Code that used to apply to the Supervisory Board and applies them to the Administrative Board and takes those parts of the Code that used to apply to the Board of Management and applies them to its managing Directors as far as applicable.

2nd Exceptions to the Code’s recommendations

Sec. 3.10 (Corporate Governance Report)

Pursuant to sec. 3.10 the Administrative Board shall report annually on Corporate Governance (Corporate Governance Report), and shall publish this report in connection with the Corporate Governance Statement. As the shares of the Company are listed on the New York Stock Exchange (NYSE) the Company has adopted corporate governance policies implementing the corporate governance standards set by the New York Stock Exchange Rules. These rules do not completely correspond to the recommendations of the German Corporate Governance Code. As the shares of the Company are not listed on a German stock exchange a separate German Corporate Governance Report will not be released.

Sec. 4.1.3 (Compliance Management System)

Pursuant to sec. 4.1.3 of the Code the managing directors shall take appropriate measures based on the risk situation of the company (Compliance Management System) and disclose the main features of such system. The Managing Directors continuously deal responsibly with relevant risks, as the systematic management of business risks is considered fundamental to professional governance. The Company has already implemented several compliance guidelines, e.g. a whistleblower policy, a corporate governance guideline, a code of ethics and an insider trading policy. So far the Company has not yet implemented a complete Compliance Management System covering all consolidated companies. The Company intends to examine and to implement further compliance management measures in the near future.

Sec. 4.2.2 (Remuneration)

Pursuant to sec. 4.2.2 when determining the remuneration of the Managing Directors, the ratio between the remuneration of the Managing Directors and the senior management and the workforce as a whole shall be considered. Within the process of the recent set up of the Spark group by merger of a German and a US entity the Administrative Board has adopted the legacy remunerations of the Managing Directors as it has been agreed between the parties involved in the merger process.

Sec. 4.2.5 (Remuneration Report)

Pursuant to sec. 4.2.5 the Company shall disclose the remuneration report, which describes the principal features of the Managing Board remuneration system in a generally comprehensible way and including certain additional information. As the Company qualifies as smallest company under Section 267a German Commercial Code it is not required to disclose a remuneration report at all. Therefore, the Company is non-compliant with the recommendation to disclose the remuneration report in a certain form and including certain additional information.

Sec. 5.4.1 (Composition of the Administrative Board)

Pursuant to sec. 5.4.1 the Administrative Board shall determine concrete objectives regarding its composition and shall prepare a profile of skills and expertise for the entire Board. The board has not specified objectives for its composition since it has to follow US securities rules and standards due the listing of its shares on the NYSE. Those standards addressing the qualifications and responsibilities of board members are taken into account in every election proposal.

Sec. 5.4.5 (Board mandates)

Pursuant to sec. 5.4.5 of the Code board members of a listed company shall not accept more than a total of three Supervisory Board mandates in non-group listed companies or in supervisory bodies of non-group companies which make similar requirements. According to our Corporate Governance Guidelines sec. 11,

which reflects the corresponding NYSE rules, the full-time board members may have 4 board positions and non- full-time board members 6 board positions beside their board membership in the Company.

Sec. 7.1.2 (Financial statements)

Pursuant to sec. 7.1.2 the Consolidated Financial Statements and the group management report shall be publicly accessible within 90 days of the end of the financial year and the mandatory interim financial information shall be publicly accessible within 45 days of the end of the reporting period.

The Company makes its Financial Statements and the interim financial information publicly accessible within the time frame provided by German and US securities law in order to avoid additional administrative efforts which would be required due to its international group structure.

Berlin, 28th March 2018

Berlin, April, 2018

Spark Networks SE

For the Administrative Board

David Khalil