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Spark Networks SE

Munich

ISIN DE000A2E4RU2
ISIN US8465171002 (ADR)

Invitation to the Annual General Meeting

We hereby invite our shareholders to the

Annual General Meeting of Spark Networks SE with registered seat in Munich (the “Company”) to be held

on Wednesday, 26 June 2019, at 10.00 a.m. (CEST),

at Radisson Blu Hotel, Karl-Liebknecht-Strasse 3, 10178 Berlin.

I. AGENDA

- 1. Presentation of the adopted Annual Financial Statements for the year ended 31 December 2018 and the report of the Administrative Board for the financial year 2018**

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

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

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

In accordance with the statutory provisions, no resolution of the Annual General Meeting is proposed for this agenda item 1 because the Administrative Board has already approved the annual financial statements for the financial year 2018 and the annual financial statements for the financial year 2018 is thereby approved according to Art. 9 ss. 1 c) ii), Art. 10 SE-Regulation in conjunction with Sec. 172 Stock Corporation Act. Approval of the annual financial statements for the financial year 2018 by the Annual General Meeting is therefore not required according to Art. 9 ss. 1 c) ii), Art. 10 SE-Regulation in conjunction with

Sec. 173 Stock Corporation Act. For the remaining documents referred to under this agenda item, the statutory law provides only for general information to the shareholders but no resolution by the General Meeting.

For information purpose, a Form 20-F will be made accessible on the Company's website, which contains consolidated financial information according to US IFRS standards.

2. Resolution on the discharge of the members of the Administrative Board for the financial year 2018

The Administrative Board proposes that discharge be granted to the Administrative Board members who were in office in the financial year 2018 for this period.

3. Resolution on the discharge of the Managing Directors for the financial year 2018

The Administrative Board proposes that discharge be granted to the Managing Directors who were in office in the financial year 2018 for this period.

4. Election of the Auditor for the Financial Statements and for the Consolidated Financial Statements as well as for review of interim financial reports

The Administrative Board proposes that the following resolution be adapted:

KPMG AG Wirtschaftsprüfungsgesellschaft, Niederlassung Leipzig, Münzgasse 2, 04107 Leipzig, will be elected as auditor for the financial statements and group auditor for the consolidated financial statements for the fiscal year 2019 and as auditor for any review of interim financial reports for the fiscal year 2019 and for any review of interim financial reports for the fiscal year 2019 issued before the 2020 Annual General Meeting. The audit of consolidated financial statements is performed if consolidated financial statements are prepared and the auditor is instructed to perform an audit.

II. FURTHER INFORMATION ON THE CONVENING OF THE MEETING

1. Total number of shares and voting rights

The Company's share capital at the time of convocation of this Annual General Meeting amounts to EUR 1,316,866.00. The capital stock is subdivided into 1,316,866 registered ordinary shares with no par value, each granting one vote. The total amount of voting rights thus amounts to 1,316,866 voting rights. At the time of convening the Annual General Meeting, the Company indirectly holds 18,070 treasury shares, from which the Company has no voting rights.

2. Participation in the General Meeting and exercise of voting rights

Shareholders who are entered in the share register and have given registration notice in due time to the Company of their intention to attend are entitled to participate in the Annual General Meeting and exercise their voting rights. Such registration notification must be received by the

Company by no later than 19 June 2019 in writing or in text form (s. Sec. 126b German Commercial Code) or by telefax or by e-mail to the following address:

Spark Networks SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
or by telefax to: +49 (0) 89 210 27 288
or by e-mail to: namensaktien@linkmarketservices.de

Upon receipt of registration, the registration office will send admission tickets for the Annual General Meeting to the shareholders or their nominated proxy. Unlike registration for the Annual General Meeting, admission tickets are merely organizational aids and are not a prerequisite for attending the Annual General Meeting or the exercise of voting rights.

Pursuant to Sec. 67 ss. 2 sentence 1 Stock Corporation Act, only those who are entered in the share register are considered shareholders of the Company. Accordingly, the status of the entries in the share register on the day of the General Meeting is decisive for determining the right to participate as well as the number of votes the authorized participant is entitled to. For technical processing reasons, however, no changes to the share register will be carried out between the end of 19 June 2019 (“technical record date”), and the conclusion of the Annual General Meeting (“transfer stop”). Therefore, the entry status in the share register on the day of the Annual General Meeting corresponds to the status after the last change of registration on 19 June 2019. The registration stop does not result in a blocking of a share disposal. However, purchasers of shares whose transfer applications are received by the Company after 19 June 2019 cannot exercise participation rights and voting rights from these shares, unless they have obtained a power of attorney to do so or an authorization to exercise such rights. In such cases, participation and voting rights remain with the shareholder entered in the share register until the change of registration. All purchasers of shares in the Company who are not yet registered in the share register are therefore requested to submit change of registration requests in due time.

3. Exercise of voting rights by authorized representatives

Shareholders registered in the share register may also be represented at the Annual General Meeting and have their voting rights exercised by an authorized representative (proxy) – for example, a bank or a shareholders’ association. The granting of the power of attorney, its revocation and proof of the proxy authorization vis-à-vis the company require, in principle, text form if neither bank, or an institution or company with an equivalent status pursuant to Sec. 135 ss. 10 Stock Corporation Act in conjunction with Sec. 125 ss. 5 Stock Corporation Act the power of attorney to exercise the voting right is granted neither to a credit institution, or an institution or company with an equivalent status pursuant to Sec. 135 ss. 10 Stock Corporation Act in conjunction with Sec. 125 ss. 5 Stock Corporation Act, nor to a shareholders’ association, or another person with an equivalent status pursuant to Sec. 135 ss. 8 Stock Corporation Act.

Registration in due time for the Annual General Meeting is necessary for the granting of powers of attorney.

If powers of attorney to exercise voting rights are granted to credit institutions, to institutions or companies with an equivalent status pursuant to Sec. 135 ss. 10 Stock Corporation Act in conjunction with Sec. 125 ss. 5 Stock Corporation Act or to shareholders' associations or other persons with an equivalent status pursuant to Sec. 135 ss. 8 Stock Corporation Act, these recipients may stipulate their own formal requirements.

The Company also offers its shareholders the possibility of being represented by proxies nominated by the Company to exercise shareholders' voting rights at the Annual General Meeting. The Company proxies will only vote in accordance with the instructions given to them. The power of attorney and the instructions must be addressed to the registration address using the options described above.

Details on how to issue a power of attorney and instructions are given in the documents sent to the shareholders.

4. Requesting documents for the Annual General Meeting

Requests for documents for the Annual Meeting can be sent to the following address:

Spark Networks SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
or by telefax to: +49 (0) 89 210 27 288
or by e-mail to: namensaktien@linkmarketservices.de

Documents for and additional information concerning the Annual General Meeting are also accessible through the Internet at

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

Furthermore, these documents will be available at the Annual General Meeting and – if necessary – will be explained in more detail.

5. Rights of the shareholders according to Art. 53 and Art. 56 sentence 2 and sentence 3 SE Regulation, Sec. 50 ss. 2 SEAG, Sec. 122 ss. 2, Sec. 126 ss. 1, Sec. 127, Sec. 131 ss. 1 Stock Corporation Act

Addition to the Agenda at the request of a minority according to Art. 56 sentence 2 and sentence 3 SE Regulation, 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 EUR 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 made in writing to the Administrative Board of the Company and must be received by the Company on 26 May 2019 at the latest. 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 statement of grounds or a resolution proposal. The publication and forwarding of requests for additions are carried out in the same way as when the Annual General Meeting is convened.

Shareholders' counterproposals and election proposals pursuant to Art. 53 SE-Regulation, 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 (and any statements of grounds) 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**

Counterproposals do not require a statement of grounds; this does also 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 11 June 2019, at the latest, will be made accessible through the website

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

along with the name of the shareholder and, specifically in the case of counterproposals, any statement of grounds 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 any statement of grounds 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 Annual 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.

It should be noted 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 Annual General Meeting if they are submitted / put forward verbally there. The right of every shareholder to submit counterproposals on the various Agenda Items or election proposals during the Annual General Meeting even without a previous submission to the Company remains unchanged.

Right to obtain information pursuant to 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).

Additional information

Additional information on shareholders' rights pursuant to Sec. 122 ss. 2, Sec. 126 ss. 1, Sec. 127 and Sec. 131 ss. 1 Stock Corporation Act can be found on the Company's website at

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

Holders of American Depositary Shares relating to common stock of the Company will receive information regarding the Annual General Meeting via the Bank of New York Mellon, New York, USA (Depositary).

Notice on the Company's website

Information pursuant to Sec. 124 a Stock Corporation Act on this year's Annual General Meeting is accessible on the Company's website at

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

Following the General Meeting, the voting results will be announced at the same Internet address.

Notice on Data Protection

On 25 May 2018, new regulations on data protection took effect in the EU. The protection and compliant processing of your personal data have high priority for us. In our data protection

notice you can find detailed information about processing personal data of our shareholders. You can find the new data protection notice here:

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

Munich, May 2019

Spark Networks SE

The Administrative Board