

Spark Networks SE

PRESIDING & NOMINATING COMMITTEE CHARTER

This Presiding & Nominating Committee Charter was adopted by the Administrative Board (the “Board”) of Spark Networks SE (the “Company”) on November 1, 2017.

This Charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles of Association and Rules of Procedure, it is not intended to establish by its own force any legally binding obligations. In the event of any conflict between this Charter and the Company's Rules of Procedure, the Rules of Procedure shall prevail.

I. PURPOSE

The purpose of the Presiding and Nominating Committee (the “Committee”) is to assist the Board by: (i) identifying, screening and reviewing individuals qualified to serve as managing directors and/or Board members and recommending to the Board candidates for election as Board members at the annual meeting of shareholders to fill Board vacancies; (ii) developing, recommending to the Board and overseeing implementation of the Company's Corporate Governance Guidelines and Principles; and (iii) reviewing, on a regular basis, the overall corporate governance of the Company and recommending to the Board improvements when necessary.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, search and recruitment consultants or other experts and will receive from the Company adequate funding, as determined by the Committee, for payment of reasonable compensation to such advisors. The Committee shall have the sole authority to retain, compensate, terminate and oversee search and recruitment consultants, who shall be accountable ultimately to the Committee.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of three or more members of the Board, each of whom has been determined by the Board to be “independent” in accordance with applicable rules of NYSE American LLC (the “NYSE American”) within the timeframe required by the NYSE American. The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

III. COMMITTEE MEETINGS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet as frequently as circumstances dictate (but in no event less frequently than quarterly). The

Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purpose, the Committee shall:

1. identify, screen and review individuals qualified to serve as managing directors and/or Board members, consistent with criteria approved by the Board; review each current Board member and recommend to the Board whether such Board member should stand for re-election; and recommend to the Board the nominees for election or re-election at the next annual meeting of shareholders and for filling any Board vacancies subject to any contractual or other commitments of the Company;
2. recommend to the Board for approval, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, the Company's policies and procedures for identifying and reviewing Board candidates, including policies and procedures relating to Board candidates submitted for consideration by shareholders; and review Company disclosures regarding such policies and procedures;
3. review annually with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities;
4. review periodically the size of the Board and recommend to the Board any appropriate changes;
5. coordinate the work of the Board and prepare for Board meetings;
6. oversee the evaluation of the Board and management, including overseeing Board 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 consulting regularly on long-term succession planning for the managing directors, taking into consideration the management plans of the Company;
7. establish and recommend to the Board, oversee the implementation and effectiveness of and recommend modifications as appropriate to, the Company's Corporate Governance Guidelines;

8. consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board;
9. review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of Board members to serve as members of each committee and committee chairperson annually.
10. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
11. review and reassess the adequacy of this Charter annually, make appropriate recommendations to the Board;
12. report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities; and
13. carry out any other responsibilities delegated to the Committee under the Articles of Association or Rules of Procedure.