

Second Quarter 2017

Regulation G - Non-GAAP Measures

The Company defines mobile traffic and engagement metrics (including MAU, DAU, chats per day, and new users per day) to include mobile app traffic for all properties and mobile web traffic for MeetMe and Skout.

The Company uses Adjusted EBITDA and Non-GAAP Net Income, which are not calculated and presented in accordance with U.S. generally accepted accounting principles (“GAAP”), in evaluating its financial and operational decision making and as a means to evaluate period-to-period comparison. The Company uses these non-GAAP financial measures for financial and operational decision-making and as a means to evaluate period-to-period comparisons. The Company presents these non-GAAP financial measures because it believes them to be an important supplemental measure of performance that is commonly used by securities analysts, investors and other interested parties in the evaluation of companies in our industry. We refer you to the reconciliations below.

The Company defines Adjusted EBITDA as earnings (or loss) from operations before interest expense, benefit or provision for income taxes, depreciation and amortization, stock-based compensation, warrant obligations, non-recurring acquisition, restructuring or other expenses, gain or loss on cumulative foreign currency translation adjustment, gain on sale of asset, bad debt expense outside the normal range, and goodwill and long-lived asset impairment charges. The Company excludes stock-based compensation because it is non-cash in nature. The Company defines Non-GAAP Net Income as earnings (or loss) before benefit or provision for income taxes, amortization of intangibles, non-recurring acquisition and restructuring costs, bad debt expense outside the normal range, and non-cash stock based compensation.

Non-GAAP financial measures should not be considered as an alternative to net income, operating income, cash flow from operating activities, as a measure of liquidity or any other financial measure. They may not be indicative of the historical operating results of the Company nor is it intended to be predictive of potential future results. Investors should not consider non-GAAP financial measures in isolation or as a substitute for performance measures calculated in accordance with GAAP.

	For the Three Months Ended				
	6/30/2016	9/30/2016	12/31/2016	3/31/2017	6/30/2017
Net income	\$29,618,389	\$ 4,392,409	\$ 9,902,922	\$ 445,846	\$ 856,595
Interest expense	5,360	4,123	3,160	2,332	175,254
Change in warrant liability	787,391	318,983	—	—	—
(Benefit) provision for income taxes	(27,219,764)	—	(749,916)	292	(2,732,356)
Depreciation and amortization	753,918	761,460	1,802,568	1,684,839	2,965,175
Stock-based compensation expense	915,572	911,490	1,013,145	1,134,158	2,368,192
Acquisition and restructuring	1,160,349	467,777	829,169	1,500,429	3,769,425
(Gain) loss on foreign currency adjustment	(18,201)	1,206	(69)	2,200	9,229
ADJUSTED EBITDA	\$ 6,003,014	\$ 6,857,448	\$ 12,800,979	\$ 4,770,096	\$ 7,411,514

THE MEET GROUP, INC. AND SUBSIDIARIES
RECONCILIATION OF GAAP NET INCOME TO ADJUSTED EBITDA
(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net income	\$ 856,595	\$ 29,618,389	\$ 1,302,441	\$ 31,973,286
Interest expense	175,254	5,360	177,586	12,105
Change in warrant liability	—	787,391	—	545,614
Benefit from income taxes	(2,732,356)	(27,219,764)	(2,732,064)	(27,125,446)
Depreciation and amortization	2,965,175	753,918	4,650,014	1,505,182
Stock-based compensation expense	2,368,192	915,572	3,502,350	1,643,352
Acquisition and restructuring	3,769,425	1,160,349	5,269,854	1,160,349
Loss (gain) on foreign currency adjustment	9,229	(18,201)	11,429	(34,553)
Adjusted EBITDA	<u>\$ 7,411,514</u>	<u>\$ 6,003,014</u>	<u>\$ 12,181,610</u>	<u>\$ 9,679,889</u>
GAAP basic net income per common stockholder	<u>\$ 0.01</u>	<u>\$ 0.61</u>	<u>\$ 0.02</u>	<u>\$ 0.67</u>
GAAP diluted net income per common stockholder	<u>\$ 0.01</u>	<u>\$ 0.55</u>	<u>\$ 0.02</u>	<u>\$ 0.59</u>
Basic adjusted EBITDA per common stockholder	<u>\$ 0.11</u>	<u>\$ 0.12</u>	<u>\$ 0.19</u>	<u>\$ 0.20</u>
Diluted adjusted EBITDA per common stockholder	<u>\$ 0.10</u>	<u>\$ 0.11</u>	<u>\$ 0.17</u>	<u>\$ 0.18</u>
Weighted average shares outstanding:				
Basic	<u>70,122,234</u>	<u>48,218,184</u>	<u>65,632,962</u>	<u>47,838,466</u>
Diluted	<u>74,885,903</u>	<u>54,061,306</u>	<u>70,569,243</u>	<u>53,863,966</u>

THE MEET GROUP, INC. AND SUBSIDIARIES
RECONCILIATION OF GAAP NET INCOME TO NON-GAAP NET INCOME
(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
GAAP Net income	\$ 856,595	\$ 29,618,389	\$ 1,302,441	\$ 31,973,286
Stock-based compensation expense	2,368,192	915,572	3,502,350	1,643,352
Amortization of intangibles	2,378,152	381,916	3,604,307	760,666
Benefit from income taxes	(2,732,356)	(27,219,764)	(2,732,064)	(27,125,446)
Acquisition and restructuring	3,769,425	1,160,349	5,269,854	1,160,349
Non-GAAP net income	<u>\$ 6,640,008</u>	<u>\$ 4,856,462</u>	<u>\$ 10,946,888</u>	<u>\$ 8,412,207</u>
GAAP basic net income per common stockholder	<u>\$ 0.01</u>	<u>\$ 0.61</u>	<u>\$ 0.02</u>	<u>\$ 0.67</u>
GAAP diluted net income per common stockholder	<u>\$ 0.01</u>	<u>\$ 0.55</u>	<u>\$ 0.02</u>	<u>\$ 0.59</u>
Basic Non-GAAP net income per common stockholder	<u>\$ 0.09</u>	<u>\$ 0.10</u>	<u>\$ 0.17</u>	<u>\$ 0.18</u>
Diluted Non-GAAP net income per common stockholder	<u>\$ 0.09</u>	<u>\$ 0.09</u>	<u>\$ 0.16</u>	<u>\$ 0.16</u>
Weighted average shares outstanding:				
Basic	<u>70,122,234</u>	<u>48,218,184</u>	<u>65,632,962</u>	<u>47,838,466</u>
Diluted	<u>74,885,903</u>	<u>54,061,306</u>	<u>70,569,243</u>	<u>53,863,966</u>

First Quarter 2017

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THE MEET GROUP, INC. AND SUBSIDIARIES
RECONCILIATION OF GAAP NET INCOME ALLOCABLE TO COMMON STOCKHOLDERS TO ADJUSTED EBITDA
(UNAUDITED)

	For the Three Months Ended March 31,	
	2017	2016
Net Income Allocable to Common Stockholders	\$ 445,846	\$ 2,354,898
Interest expense	2,332	6,745
Depreciation and amortization	1,684,839	751,264
Stock-based compensation expense	1,134,158	727,780
Change in warrant liability	—	(241,777)
(Benefit) provision for income taxes	292	94,317
Acquisition and restructuring costs	1,500,429	—
Cumulative effect of foreign currency adjustment	2,200	(16,352)
Adjusted EBITDA	<u>\$ 4,770,096</u>	<u>\$ 3,676,875</u>
GAAP basic net income per common stockholder	<u>\$ 0.01</u>	<u>\$ 0.05</u>
GAAP diluted net income per common stockholder	<u>\$ 0.01</u>	<u>\$ 0.04</u>
Basic adjusted EBITDA per common stockholder	<u>\$ 0.08</u>	<u>\$ 0.08</u>
Diluted adjusted EBITDA per common stockholder	<u>\$ 0.07</u>	<u>\$ 0.07</u>
Weighted average number of shares outstanding, Basic	<u>61,093,810</u>	<u>47,458,748</u>
Weighted average number of shares outstanding, Diluted	<u>66,204,620</u>	<u>53,666,626</u>

THE MEET GROUP, INC. AND SUBSIDIARIES
RECONCILIATION OF GAAP NET INCOME TO NON-GAAP NET INCOME
(UNAUDITED)

	For the Three Months Ended March 31,	
	2017	2016
GAAP Net Income	\$ 445,846	\$ 2,354,898
Amortization of Intangibles	1,226,155	378,750
Stock-based compensation expense	1,134,158	727,780
Benefit (provision) for income taxes	292	94,317
Acquisition and restructuring costs	1,500,429	—
Non-GAAP Net Income	<u>\$ 4,306,880</u>	<u>\$ 3,555,745</u>
GAAP basic net income per common stockholder	<u>\$ 0.01</u>	<u>\$ 0.05</u>
GAAP diluted net income per common stockholder	<u>\$ 0.01</u>	<u>\$ 0.04</u>
Basic Non-GAAP net income per common stockholder	<u>\$ 0.07</u>	<u>\$ 0.07</u>
Diluted Non-GAAP net income per common stockholder	<u>\$ 0.07</u>	<u>\$ 0.07</u>
Weighted average number of shares outstanding, Basic	<u>61,093,810</u>	<u>47,458,748</u>
Weighted average number of shares outstanding, Diluted	<u>66,204,620</u>	<u>53,666,626</u>

Fourth Quarter 2016

Regulation G - Non-GAAP Measures

The Company defines mobile traffic and engagement metrics (including MAU, DAU, chats per day, and new users per day) to include mobile app traffic for all properties and mobile web traffic for MeetMe and Skout.

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THE MEET GROUP, INC. AND SUBSIDIARIES
RECONCILIATION OF GAAP NET INCOME ALLOCABLE TO COMMON STOCKHOLDERS TO ADJUSTED EBITDA
(UNAUDITED)

	For the Three Months Ended December 31,		For the Years Ended December 31,	
	2016	2015	2016	2015
Net income allocable to Common Stockholders	\$ 9,902,922	\$ 6,073,267	\$ 46,268,618	\$ 5,969,628
Interest expense	3,160	84,723	19,388	459,962
Depreciation and amortization	1,802,568	760,201	4,069,211	3,140,205
Stock-based compensation expense	1,013,145	1,332,223	3,567,987	3,341,965
Change in warrant liability	—	622,819	864,596	616,607
(Benefit) provision for income taxes	(749,916)	149,500	(27,875,362)	276,301
Acquisition and restructuring costs	829,169	—	2,457,295	—
Bad debt expense outside normal range	—	—	—	5,735,204
(Gain) loss on cumulative effect of foreign currency translation adjustment	(69)	(5,640)	(33,416)	856,438
Gain on sale of asset	—	—	—	(163,333)
Adjusted EBITDA	<u>\$ 12,800,979</u>	<u>\$ 9,017,093</u>	<u>\$ 29,338,317</u>	<u>\$ 20,232,977</u>
GAAP basic net income per common stockholder	<u>\$ 0.17</u>	<u>\$ 0.13</u>	<u>\$ 0.89</u>	<u>\$ 0.13</u>
GAAP diluted net income per common stockholder	<u>\$ 0.15</u>	<u>\$ 0.12</u>	<u>\$ 0.80</u>	<u>\$ 0.12</u>
Basic adjusted EBITDA per common stockholder	<u>\$ 0.22</u>	<u>\$ 0.20</u>	<u>\$ 0.56</u>	<u>\$ 0.45</u>
Diluted adjusted EBITDA per common stockholder	<u>\$ 0.20</u>	<u>\$ 0.17</u>	<u>\$ 0.51</u>	<u>\$ 0.41</u>
Weighted average number of shares outstanding, Basic	<u>58,856,831</u>	<u>46,090,961</u>	<u>51,963,702</u>	<u>45,419,175</u>
Weighted average number of shares outstanding, Diluted	<u>64,121,470</u>	<u>51,735,136</u>	<u>57,745,652</u>	<u>49,535,826</u>

THE MEET GROUP, INC. AND SUBSIDIARIES
RECONCILIATION OF GAAP NET INCOME TO NON-GAAP NET INCOME
(UNAUDITED)

	For the Three Months Ended December 31,		For the Years Ended December 31,	
	2016	2015	2016	2015
GAAP Net Income	\$ 9,902,922	\$ 6,073,267	\$ 46,268,618	\$ 5,969,628
Amortization of intangibles	1,364,850	378,750	2,507,433	1,524,166
Stock-based compensation expense	1,013,145	1,332,223	3,567,987	3,341,965
Benefit (provision) for income taxes	(749,916)	149,500	(27,875,362)	276,301
Acquisition and restructuring costs	829,169	—	2,457,295	—
Bad debt expense outside normal range	—	—	—	5,735,204
Non-GAAP Net Income	<u>\$ 12,360,170</u>	<u>\$ 7,933,740</u>	<u>\$ 26,925,971</u>	<u>\$ 16,847,264</u>
GAAP basic net (loss) income per common stockholder	<u>\$ 0.17</u>	<u>\$ 0.13</u>	<u>\$ 0.89</u>	<u>\$ 0.13</u>
GAAP diluted net (loss) income per common stockholder	<u>\$ 0.15</u>	<u>\$ 0.12</u>	<u>\$ 0.80</u>	<u>\$ 0.12</u>
Basic Non-GAAP net income per common stockholder	<u>\$ 0.21</u>	<u>\$ 0.17</u>	<u>\$ 0.52</u>	<u>\$ 0.37</u>
Diluted Non-GAAP net income per common stockholder	<u>\$ 0.19</u>	<u>\$ 0.15</u>	<u>\$ 0.47</u>	<u>\$ 0.34</u>
Weighted average number of shares outstanding, Basic	<u>58,856,831</u>	<u>46,090,961</u>	<u>51,963,702</u>	<u>45,419,175</u>
Weighted average number of shares outstanding, Diluted	<u>64,121,470</u>	<u>51,735,136</u>	<u>57,745,652</u>	<u>49,535,826</u>

Third Quarter 2016

Regulation G - Non-GAAP Measures

The Company uses financial measures which are not calculated and presented in accordance with U.S. generally accepted accounting principles ("GAAP") in evaluating its financial and operational decision making and as a means to evaluate period-to-period comparison. The Company uses these non-GAAP financial measures for financial and operational decision making and as a means to evaluate period-to-period comparisons. The Company presents these non-GAAP financial measures because it believes them to be an important supplemental measure of performance that is commonly used by securities analysts, investors and other interested parties in the evaluation of companies in our industry. We refer you to the reconciliations below.

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THE MEET GROUP, INC. AND SUBSIDIARIES
RECONCILIATION OF GAAP NET INCOME ALLOCABLE TO COMMON STOCKHOLDERS TO ADJUSTED EBITDA
(UNAUDITED)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2016	2015	2016	2015
Net income (loss) allocable to Common Stockholders	\$ 4,392,409	\$ (2,035,621)	\$ 36,365,696	\$ (103,639)
Interest expense	4,123	93,383	16,228	375,239
Depreciation and amortization	761,460	762,830	2,266,642	2,380,004
Stock-based compensation expense	911,490	661,426	2,554,842	2,009,742
Change in warrant liability	318,983	(45,532)	864,596	(6,212)
Benefit (provision) for income taxes	—	(1,849)	(27,125,446)	126,801
Acquisition and restructuring costs	467,777	—	1,628,126	—
Bad debt expense outside normal range	—	5,735,204	—	5,735,204
(Gain) loss on cumulative effect of foreign currency translation adjustment	1,206	78,987	(33,347)	862,078
Gain on sale of asset	—	—	—	(163,333)
Adjusted EBITDA	<u>\$ 6,857,448</u>	<u>\$ 5,248,828</u>	<u>\$ 16,537,337</u>	<u>\$ 11,215,884</u>
GAAP basic net income (loss) per common stockholder	<u>\$ 0.08</u>	<u>\$ (0.04)</u>	<u>\$ 0.73</u>	<u>\$ 0.00</u>
GAAP diluted net income (loss) per common stockholder	<u>\$ 0.07</u>	<u>\$ (0.04)</u>	<u>\$ 0.65</u>	<u>\$ 0.00</u>
Basic adjusted EBITDA per common stockholder	<u>\$ 0.13</u>	<u>\$ 0.12</u>	<u>\$ 0.33</u>	<u>\$ 0.25</u>
Diluted adjusted EBITDA per common stockholder	<u>\$ 0.12</u>	<u>\$ 0.11</u>	<u>\$ 0.30</u>	<u>\$ 0.23</u>
Weighted average number of shares outstanding, Basic	<u>53,231,369</u>	<u>45,470,686</u>	<u>49,649,221</u>	<u>45,192,785</u>
Weighted average number of shares outstanding, Diluted	<u>59,048,821</u>	<u>49,128,421</u>	<u>55,604,866</u>	<u>48,794,667</u>

THE MEET GROUP, INC. AND SUBSIDIARIES
RECONCILIATION OF GAAP NET INCOME TO NON-GAAP NET INCOME
(UNAUDITED)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2016	2015	2016	2015
GAAP Net Income (Loss)	\$ 4,392,409	\$ (2,035,621)	\$ 36,365,696	\$ (103,639)
Stock-based compensation expense	911,490	661,426	2,554,842	2,009,742
Amortization of intangible assets	381,916	378,750	1,142,583	1,145,416
Benefit (provision) for income taxes	—	(1,849)	(27,125,446)	126,801
Acquisition and restructuring costs	467,777	—	1,628,126	—
Bad debt expense outside normal range	—	5,735,204	—	5,735,204
Non-GAAP Net Income	<u>\$ 6,153,592</u>	<u>\$ 4,737,910</u>	<u>\$ 14,565,801</u>	<u>\$ 8,913,524</u>
GAAP basic net (loss) income per common stockholder	<u>\$ 0.08</u>	<u>\$ (0.04)</u>	<u>\$ 0.73</u>	<u>\$ 0.00</u>
GAAP diluted net (loss) income per common stockholder	<u>\$ 0.07</u>	<u>\$ (0.04)</u>	<u>\$ 0.65</u>	<u>\$ 0.00</u>
Basic non-GAAP net income per common stockholder	<u>\$ 0.12</u>	<u>\$ 0.10</u>	<u>\$ 0.29</u>	<u>\$ 0.20</u>
Diluted non-GAAP net income per common stockholder	<u>\$ 0.10</u>	<u>\$ 0.10</u>	<u>\$ 0.26</u>	<u>\$ 0.18</u>
Weighted average number of shares outstanding, Basic	<u>53,231,369</u>	<u>45,470,686</u>	<u>49,649,221</u>	<u>45,192,785</u>
Weighted average number of shares outstanding, Diluted	<u>59,048,821</u>	<u>49,128,421</u>	<u>55,604,866</u>	<u>48,794,667</u>

Second Quarter 2016

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THE MEET GROUP, INC. AND SUBSIDIARIES
RECONCILIATION OF GAAP NET INCOME ALLOCABLE TO COMMON STOCKHOLDERS TO ADJUSTED EBITDA
(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net income allocable to Common Stockholders	\$ 29,618,389	\$ 1,209,931	\$ 31,973,286	\$ 1,931,985
Interest expense	5,360	122,989	12,105	281,855
Depreciation and amortization	753,918	801,260	1,505,182	1,617,175
Stock-based compensation expense	915,572	733,051	1,643,352	1,348,316
Change in warrant liability	787,391	(56,408)	545,614	39,320
Benefit (provision) for income taxes	(27,219,764)	73,450	(27,125,446)	128,650
Acquisition and restructuring costs	1,160,349	—	1,160,349	—
(Gain) loss on cumulative effect of foreign currency translation adjustment	(18,201)	(11,614)	(34,553)	783,090
Gain on sale of asset	—	—	—	(163,333)
Adjusted EBITDA	<u>\$ 6,003,014</u>	<u>\$ 2,872,659</u>	<u>\$ 9,679,889</u>	<u>\$ 5,967,058</u>
GAAP basic net income per common stockholder	<u>\$ 0.61</u>	<u>\$ 0.03</u>	<u>\$ 0.67</u>	<u>\$ 0.04</u>
GAAP diluted net income per common stockholder	<u>\$ 0.55</u>	<u>\$ 0.02</u>	<u>\$ 0.59</u>	<u>\$ 0.04</u>
Basic adjusted EBITDA per common stockholder	<u>\$ 0.12</u>	<u>\$ 0.06</u>	<u>\$ 0.20</u>	<u>\$ 0.13</u>
Diluted adjusted EBITDA per common stockholder	<u>\$ 0.11</u>	<u>\$ 0.06</u>	<u>\$ 0.18</u>	<u>\$ 0.12</u>
Weighted average number of shares outstanding, Basic	<u>48,218,184</u>	<u>45,191,563</u>	<u>47,838,466</u>	<u>45,051,576</u>
Weighted average number of shares outstanding, Diluted	<u>54,061,306</u>	<u>49,022,622</u>	<u>53,863,966</u>	<u>48,625,068</u>

THE MEET GROUP, INC. AND SUBSIDIARIES
RECONCILIATION OF GAAP NET INCOME TO NON-GAAP NET INCOME
(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
GAAP Net Income	\$ 29,618,389	\$ 1,209,931	\$ 31,973,286	\$ 1,931,985
Stock-based compensation expense	915,572	733,051	1,643,352	1,348,316
Amortization of intangible assets	381,916	378,750	760,666	766,666
Benefit (provision) for income taxes	(27,219,764)	73,450	(27,125,446)	128,650
Acquisition and restructuring costs	1,160,349	—	1,160,349	—
Non-GAAP Net Income	<u>\$ 4,856,462</u>	<u>\$ 2,395,182</u>	<u>\$ 8,412,207</u>	<u>\$ 4,175,617</u>
GAAP basic net income per common stockholder	<u>\$ 0.61</u>	<u>\$ 0.03</u>	<u>\$ 0.67</u>	<u>\$ 0.04</u>
GAAP diluted net income per common stockholder	<u>\$ 0.55</u>	<u>\$ 0.02</u>	<u>\$ 0.59</u>	<u>\$ 0.04</u>
Basic non-GAAP net income per common stockholder	<u>\$ 0.10</u>	<u>\$ 0.05</u>	<u>\$ 0.18</u>	<u>\$ 0.09</u>
Diluted non-GAAP net income per common stockholder	<u>\$ 0.09</u>	<u>\$ 0.05</u>	<u>\$ 0.16</u>	<u>\$ 0.09</u>
Weighted average number of shares outstanding, Basic	<u>48,218,184</u>	<u>45,191,563</u>	<u>47,838,466</u>	<u>45,051,576</u>
Weighted average number of shares outstanding, Diluted	<u>54,061,306</u>	<u>49,022,622</u>	<u>53,863,966</u>	<u>48,625,068</u>