



Fourth Quarter and Fiscal Year 2024 Earnings Commentary

Business Update - Dusan SenkypI, Chief Executive Officer

Welcome to our fourth quarter and full year 2024 earnings commentary. I'm pleased to share our results and strategic progress. This commentary is posted on our investor relationships website along with updated earnings slides. As you review our financial materials, I'll highlight key achievements and insights from this pivotal year in our transformation journey. In addition, I encourage you to review our press release and 10-K, which contain more detail on our fourth quarter and full year results.

The following commentary reflects managements' views as of today, March 11, 2025 only, and will include forward-looking statements. Actual results may differ materially from those expressed, or implied in the company's forward-looking statements. Groupon undertakes no obligation to update these forward looking statements as a result of new information or future events. Additional information about risks and other factors that could potentially impact the company's financial results are included in its earnings press release and in its filings with the SEC, including its annual report on Form 10-K.

The commentary will also discuss the following non-GAAP financial measures: Adjusted EBITDA and Free Cash Flow. In Groupon's press release and their filings with the SEC, each of which is posted on its Investor Relations website, you will find additional disclosures regarding these non-GAAP measures, including reconciliations of these measures to the most comparable measures under U.S. GAAP.

Update on our Transformation Journey

Groupon today is a fundamentally different company than it was two years ago when I joined as CEO. Our transformation from a daily deal platform to a trusted destination for local experiences is delivering measurable results across every dimension of our business. Let me share our progress on slide 5.

While our core mission remains unchanged - to be the trusted destination for discovering high-quality local experiences at unbeatable value - how we deliver on this mission has evolved significantly.

Our transformation shows up in three key areas:

First, in marketplace health. We've shifted from chasing volume of deals to building quality, evidenced by North America Local's positive 8% Billings growth in Q4 after declining 19% in

2022. This improvement stems directly from our focus on curated experiences and strategic merchant partnerships.

Second, in our platform modernization. We've made significant progress migrating our legacy infrastructure to a unified modern front-end and shifted from promotion-heavy marketing to data-driven performance marketing. This transition has improved both efficiency and customer experience and sets up well to drive incremental value for our customers in the years ahead.

Third, in our financial strength. We've moved from negative Adjusted EBITDA and Free Cash Flow in 2022 to generating positive Adjusted EBITDA and Free Cash Flow in 2024. This improvement flows directly from our more efficient operations and healthier marketplace dynamics.

These improvements create a virtuous cycle - our stronger platform enables better experiences, which drives merchant success, leading to improved financial performance that we can reinvest in growth.

In the fourth quarter, we delivered tangible proof points that our transformation strategy is working. We successfully completed major platform migrations, returned key markets to growth, and continue to make progress on creating a sustained high-quality experience marketplace that delivers value to both consumers and merchants

Key Business Highlights

Let me provide some context to our 2024 performance. While our consolidated Billings of \$1.6 billion show a 5% year-over-year decline, the underlying trends are far more encouraging.

Our North America Local Billings grew 3% to \$1.0 billion, demonstrating the effectiveness of our hyperlocal strategy. We've not just stopped the decline – we're rebuilding momentum. This growth was achieved by executing on our curated experience marketplace vision and rebuilding our marketplace with precision and care.

We generated \$69 million in Adjusted EBITDA and \$41 million in Free Cash Flow, proving we can drive profitability while investing in our transformation. These aren't just numbers – they represent our ability to create a leaner, more focused business that can reinvest in growth.

Our platform migrations – including our new website, fraud detection system, ERP, and cloud infrastructure – were more than technical upgrades. They were strategic investments in our ability to innovate faster, serve merchants better, and create more engaging experiences for our customers.

Specifically in Q4, after a tough Q3 where our performance was hit from various tech migrations, we rebounded nicely and see encouraging signs of our return to growth gaining momentum. We exited the quarter with several greenshoots, with double digit growth things to do offerings,

enterprise brands, and seasonal offerings in North America. Importantly, our marketing efficiency improved, with our performance marketing channels delivering more consistent returns.

The quarter also marked a turning point in our international strategy. Excluding Italy, our International Local business returned to growth, with all four of our major markets – UK, Germany, France, and Spain – showing positive momentum. This validates our marketplace playbook and gives us confidence to continue to invest behind our local marketplace playbook.

The momentum we finished 2024 with has carried over into the beginning of 2025 into January and February.

Progress in Local

We are seeing encouraging progress in Local in both our North America and International segments.

Starting with North America Local, which represents 70% of our Q4 revenue.

After a tough Q3, our North America Local business had a solid holiday season and recovered nicely, returning to +8% Billings growth driven by 3% unit growth and an increase in average order value. While I don't typically like to look backwards, indexed to 2019, North America Local has recovered to 55% of 2019 Billings, the highest level since fourth quarter 2021 and a positive signal we are not just growing but winning back our leading market position in Local.

Breaking down our performance across four key dimensions:

Customer Dynamics:

We saw a 6% increase year-over-year in Local active customers, with a nuanced view of purchase frequency. The growth in Local active customers is driven by strong growth in our new customer cohorts, which typically average fewer purchases than our legacy cohorts and pressures overall purchase frequency. Customer lifecycle management is a critical focus for us in 2025, with targeted initiatives to improve retention and repeat purchases, especially for the cohort of customers who make only 1 purchase with Groupon.

Traffic and Conversion:

We continue to navigate post-migration headwinds in our traffic patterns. However, our conversion rates have significantly improved, particularly after mid-November, demonstrating the resilience of our platform and the effectiveness of our recent technological investments. Traffic and conversion are not unrelated variables. Improved conversion is an important ingredient to drive more efficient marketing, which allows us to drive more traffic.

Geographic Coverage:

Our hyperlocal strategy delivered double-digit growth in our top 5 metro areas. We've implemented a highly targeted Shopping List Assortment Strategy that allows us to curate deals

with local precision. This approach has proven powerful, with increasing sales rep productivity once adopting this tool.

Vertical Performance:

We saw standout performance in key verticals, with double-digit growth in: Things to Do, enterprise brands, seasonal offerings, and gifting.

In Enterprise, large brands continue to choose Groupon as a important channel to drive performance. We see very high logo retention rates of our top brands and are excited about the growing pipeline of brands that are interested to work with Groupon.

In Things to Do, our audiences continue to respond favorably to our improving assortment of Tours & Attractions and Local Activities. We continue to invest in enhancing our offerings and experience in this category and expect it will continue to drive growth in 2025.

While being a horizontal platform is one of the unique features of Groupon amongst a landscape of vertical marketplaces, we do see that our marketplace performs better within certain verticals in Local. We have some areas that are growing nicely and generating results that are near or exceeding 2019 levels, while we have others that are still doing a fraction of the volumes we did in 2019. This tells me that while our offering has very relevant product market fit in certain verticals, other verticals we need to rethink our proposition and growth there may take time to crack. To better compete and address the varied market opportunity across local, we are building a category management function that will work cross functionally across Groupon to ensure we can deliver on our mission for that category.

Turning to International Local, which represents 22% of our Q4 revenue, we've made significant strides in our transformation approach. Excluding Italy, we delivered 2% Billings growth, with particularly exciting momentum in our key markets.

Our performance in International demonstrates the effectiveness of our marketplace playbook. All four of our major countries - UK, Germany, France, and Spain - showed positive momentum in Q4. We believe Spain, where we originally started our marketplace transformation playbook in 2022, stands out as a proof point of our approach, with several major cities growing double-digits and approaching or exceeding 2019 levels.

We believe this performance validates our focused, market-by-market approach to rebuilding our international marketplace. We're not just recovering - we're reimagining how local experiences are discovered and purchased.

Gifting & Seasonal Experiences

Our Q4 results in gifting and seasonal experiences reveals the significant potential of occasion-based experiences. Our platform has proven particularly effective in capturing seasonal moments throughout the year, with each occasion presenting a unique opportunity to connect

customers with memorable experiences. While these are still small numbers in absolute terms, our seasonal performance tells a compelling story of growth and potential.

From experiences like haunted houses, pumpkin picking, corn mazes, and ghost hunting tours that capture the essence of autumn excitement to spectacular holiday light shows, winter wonderland experiences, and festive seasonal events, we had a line up of great experiences in Q4 that helped bring communities together and celebrate. And occasion-based experiences is not just a Q4 story, already in Q1 we helped couples celebrate Valentine's Day with romantic experiences such as couples massages, spa day passes, pampering packages, and unique date night activities. And of course, we also had several great deals on flowers, which was one of our fastest growing sellers in the lead up to the special day.

These seasonal successes were complemented by our gifting strategy, where we saw globally gifting orders increase 35% year-over-year. It's more than just a transaction – it's about finding the perfect way to express love, appreciation, and connection through carefully curated experience.

Our gifting strategy has been transformed through key improvements:

- Comprehensive category curation, focusing on high-potential gifting experiences
- Enhanced user experience with improved gift page design and customization tools
- Expanded occasion-specific offerings that make gift-giving more personal and meaningful

We believe we're just scratching the surface of our seasonal and gifting potential. By creating a platform that celebrates life's special moments, we're positioning Groupon as the go-to destination for experiential gifting and seasonal discoveries.

Product Updates

With our new website up and running in North America, I want to highlight some exciting product enhancements we've launched on our new platform. In videos and stories, we've integrated over 500 videos into deals across the U.S., which we see is driving up to an 8% increase in deal conversion rates. This demonstrates the powerful impact of video content in engaging users and enhancing the appeal of experiential deals. We will continue adding more videos from content creators while gradually transitioning to incorporating user-generated videos from our customers.

We've also made significant improvements to our search functionality, one of Groupon's key customer touchpoints. Our enhanced search now provides real-time query suggestions, corrects spelling errors, and supports synonyms for improved accuracy. It can recognize destinations and brands, automatically applying relevant filters to refine search results. Additionally, it suggests related queries and categorizes results into experiences, travel deals, and merchants, optimizing relevance based on precise location for a more intuitive user experience.

These improvements are just the beginning. In 2025, we plan to further enhance our platform with AI-driven personalization, category specific customer journeys, more interactive content, and even more intuitive search and discovery mechanisms.

Tech Migrations

While 2024 was challenging as we executed several major platform changes, we've now completed many critical migrations including our fraud detection platform, North America cloud infrastructure, new website in North America, and ERP system.

These migrations are not just technical upgrades – they're strategic investments in our ability to innovate faster, serve merchants more effectively, and create more engaging experiences for our customers. By modernizing our tech stack, we're laying the foundation for sustainable, scalable growth. And we are starting to see the paybacks from the investments. For example, in the fourth quarter, we saw a year-over-year improvement in our checkout conversation rate related to fraud as we started to realize the benefits from our new fraud detection platform.

Looking ahead to 2025, we have a clear roadmap for remaining migrations including our North America mobile app in Q2 and international platform migrations planned for later this year or early next year. As we move forward with future migrations, we are incorporating the lessons from our 2024 migrations in an attempt to mitigate the risks of further disruptions to our business performance.

Closing Thoughts

2024 was a tough but productive year. We successfully executed several complex technical migrations, stabilized our platform, and most importantly, reignited growth in key parts of our business.

I want to express my deepest gratitude to the Groupon team. Their resilience, creativity, and unwavering commitment have been the driving force behind our transformation. The Groupon team, across all departments and regions, has played a crucial role in reimagining our business. Their collective dedication and commitment to excellence continues to inspire me every day.

As we enter 2025, I'm more than excited – I'm confident. I'm confident that 2025 will be the year that we return Groupon to sustained growth. To achieve our 2025 plan, we are focused on the following strategic pillars:

- Win in Key Markets through our city-by-city approach that's already showing success
- Prioritize High-Impact Categories such as things to do, beauty & wellness, auto services, seasonal experiences and gifting
- Enhance Customer Retention through improved personalization and search relevance
- Boost Merchant Success with enhanced tools and support
- Build a Scalable, Mobile-First Platform as we complete our remaining technical migrations

The progress we've made, particularly in the fourth quarter, gives me confidence that we have the right strategy and team in place to drive sustainable growth in 2025 and beyond.

Financial Update - Jiri Ponrt, Chief Financial Officer

After a bumpy Q3, our business recovered nicely to finish the year on a strong holiday season. We are entering 2025 with positive momentum, with many of our core markets already inflecting to growth, which sets us up nicely to return our business to consolidated revenue growth in 2025.

Full year 2024 performance

Billings was \$1.6 billion and Revenue \$493 million, both down 5% and 4%, respectfully, versus last year. Revenue as a percentage of Gross Billings was 31.6%, a slight increase versus last year. Adjusted EBITDA was \$69 million a 25% increase year-over-year. And we generated \$41 million in Free Cash Flow, the first time we reported positive free cash flow since 2019.

Taking a step back, we are in the midst of a multi-year transformation. Within the context of our prior year trends, the trajectory of our financial results has improving significantly across multiple dimensions.

First we have delivered sustained improvements in the trajectory of our growth. While we still declined in 2024, the rate of our decline improved across all our key financial indicators - for example, our growth rate of Billings in 2024 improved by 450 basis points versus 2023's growth rate and 1,670 basis points versus 2022's growth rate. A similar story is there for Revenue and Gross Profit.

Second, our margins are stable or expanding across key metrics. Revenue as a percentage of Billings has been stable. Gross Profit as a % of Revenue expanded 270 basis points as we improved our operational efficiency. Notably, our Adjusted EBITDA margin increased 330 basis points versus last year and over 1,600 basis points versus 2022 demonstrating our ability to both improve the topline trajectory and get fit on the bottom line at the same time.

Finally, and perhaps most importantly, we've strengthened our absolute profitability and cash generation. We delivered \$69 million in Adjusted EBITDA, up \$14 million vs 2023 and up \$84 million vs 2022. Even more significantly, we generated positive Free Cash Flow of \$41 million for the full year, a \$138 million improvement versus last year and a \$213 million improvement versus 2022.

Fourth quarter performance

In the fourth quarter, we delivered Global Billings of \$430 million, a decrease of approximately 1% year-over-year. Revenue was \$130 million, a decrease of 5% year-over-year, near the high-end of our guidance. Revenue as a percentage of Gross Billings was 30% a decrease of 125 basis points year-over-year driven by lower revenue as a percentage of Gross Billings across both our segments and particular in North America Local, offset partially by the mix shift towards Local categories which carry a higher revenue as a percentage of gross billings versus Travel and Goods.

Moving on, our Gross Profit as a percentage of Revenue was 91%, a slight increase with the prior quarter and continues to stay within the range of our expectations.

Adjusted EBITDA was positive \$19 million, as we recorded a seventh straight quarter of positive adjusted EBITDA, at the high-end of our guidance. Adjusted EBITDA was down versus last year as we increased our marketing spend to a level generally consistent with our expected range of 30-35% for marketing as a percentage of Gross Profit. For the entire quarter, marketing spend was not as efficient as expected related to our tech migration issues. That said, we did see an improvement in marketing efficiency towards the end of the quarter and the improved marketing efficiency continued into the beginning of 2025.

Turning to cash flow, fourth quarter operating cash flow was positive \$67 million and Free Cash Flow was positive \$63 million, +23% year-over-year. Our cash generation in Q4 is a good example of how our negative working capital cycle benefits from an improved trajectory in Billings.

We ended the quarter with \$229 million in Cash and Cash Equivalents. Please note that our cash position excludes \$34 million of Restricted Cash, which primarily relates to collateral posted against our outstanding letters of credit and reported on our balance sheet in Prepaid Expenses and Other Current Assets.

North America Local.

Diving deeper into our performance of North America Local. In the fourth quarter, we saw a clear re-acceleration in our business with Billings growing 8%, driven by 3% unit growth and an increase in average order value.

Revenue growth was flat, which lagged our Billings performance as we saw a 260 basis point decline in our Revenue as a % of Billings due to higher redemption rates, and faster growth in our Things To Do vertical and enterprise brands, which typically carry lower take rates but drive high quality inventory to our marketplace.

Additional color on each factor:

1. Higher redemption rates is a great sign for the long-term health of our marketplace. The most important variable that determines whether or not a first time customer turns into a repeat customer is whether or not that customer redeems their Groupon experience. As a result, we are actively taking steps to encourage redemption. On the other side, this does result in a short term headwind to our financial results as higher redemption rates cause us to recognize a lower percentage of variable consideration. We believe this is the right long-term strategy for our business.
2. Things To Do vertical. Historically, the summer months were where we saw a bigger mix shift to Things To Do and there was a dip in the Revenue as a % of Billings due to this mix shift. But given the performance disparity between Things To Do and our other verticals in Q4, this heavy mix shift carried on into Q4 and put pressure on our Revenue as a % of Billings. We expect continued growth from our Things To Do business, but the impact of mix will depend on the performance of our other verticals such as Beauty & Wellness.
3. Enterprise brands play an important role in our portfolio. Financially, they have lower take rates than small local businesses, but on the other side, they have lower cost to serve and historically have significantly lower churn. As a result, we believe the Enterprise cohort produces attractive returns overtime. Strategically, we know our audiences love to engage with enterprise brands, which helps traffic and engagement.

It is difficult precisely forecast a long-term target for Revenue as a % of Billings for North America Local, as a lot will depend on our how our marketplace evolves and the mix of each of our verticals.

Looking ahead, even though we lost some of the excitement from the Q4 holiday season, we started Q1 in North America Local with good momentum on Billings. We continue to observe the headwinds to Revenue as a % of Billings driven by the same factors that impacted our business in Q4.

International Local excluding Italy

Looking at International excluding Italy, we're seeing encouraging signs of our transformation playbook taking hold. Billings grew 2% in Q4, with particular strength in Spain where our concentrated city approach drove growth above 2019 levels in key markets. All four of our major markets - UK, Germany, France, and Spain - delivered positive momentum in the quarter, validating our strategy.

Turning to revenues, we see a similar picture to Billings, where fourth quarter revenues grew 1%, an improvement from -2% in the third quarter and -10% in the second quarter.

Strengthening financial position

After removing nearly \$200 million of SG&A expenses over the last 2-years, we expect SG&A to stay relative stable in 2025 year-over-year. While there are still pockets of inefficient costs, we will be reallocating the spend towards higher productive uses, for example expanding the number of quota-carrying sales reps selling in Local after seeing the positive development in certain markets with increased sales capacity. With approximately 60% contribution margins, we expect to be able to leverage this fixed cost base and grow Adjusted EBITDA margins as we inflect our top line to growth.

As earlier covered in my financial highlights section, we returned the business to positive free cash flow generation for the first fiscal year since the pandemic. After burning \$172 million in free cash flow in 2022, our sustained improvement in free cash flow generation has been a major highlight for us.

Finally our cash & cash equivalents increased to \$229 million, which does not include any upside from the monetization of our non-core assets, include the Company's remaining stake in SumUp and GiftCloud. While there can be no assurances as to whether or when a sale of these non-core assets will be consummated, management currently believes these future non-core asset sales could generate proceeds of approximately \$90 million.

Guidance

As of March 11, 2025, management is issuing the following Guidance.

Guidance for first quarter 2025:

- Billings -5% to -2.5% year-over-year
- Revenues between \$114 million and \$117 million, or a decline year-over-year between -7.5% and -5%
- Adjusted EBITDA between \$7 million and \$10 million
- Negative Free Cash Flow

Guidance for full year 2025:

- Billings growing between +2 to +4% year-over-year
- Year-over-year revenue change at flat to +2%
- Adjusted EBITDA between \$70 million and \$75 million
- Free Cash Flow of at least \$41 million for the full year

Additional commentary:

- Compared to Q4, first quarter assumes better performance in Local with increased headwinds in Travel & Goods.
- First quarter and full year outlook assumes a FX impact of approximately 100 bps
- We are seeing revenue growth in North America Local lag North America Billing growth and we expect this trend to continue throughout the year.

- As a reminder, we exited the Local Italy market last year in the second quarter.
- We continue to expect marketing as a % of gross profits to be between 30-35%.
- In the first quarter, we have historically seen negative free cash flow as customers are redeeming gifts from the busy holiday period.

Closing Thoughts

To conclude, let me share a few thoughts on why I continue to be excited about the prospects for Groupon to create value for shareholders.

First, we operate in a massive and largely untapped market. The local experiences sector represents over a trillion dollars in opportunity, with low online penetration today. Just as we've seen in travel, ride-sharing, and food delivery, we believe local experiences are at the early stages of digital transformation.

Second, our business model has proven advantages. As a two-sided marketplace, we benefit from network effects at the local level, with high margins and low capital requirements. Unlike vertical-focused platforms, our horizontal marketplace allows us to serve multiple categories efficiently in each local market.

Third, our transformation progress is clear and accelerating. We are modernizing our platform, focusing our geographic presence, and significantly improving our supply quality. The results are showing in our financial performance, with North America Local and International Local excluding Italy returning to Billings growth. Personally, I see a dramatic increase in the supply quality in Chicago versus two years ago when I joined and I am proud at the progress we have made.

Fourth, we have strong competitive advantages that are difficult to replicate. Our trusted brand has facilitated over a billion transactions, we have deep merchant relationships built over 15 years, and we've developed density in local markets that creates real barriers to entry.

We are building Groupon to perform in a variety of economic conditions. In both growing and shrinking economies, people love getting good deals on experiences that they love and we want to be a place for them. Our merchant partners have historically used Groupon's platform as a yield management tool, a use case which can increase when demand slows.

Fifth, we have leadership deeply aligned with shareholder interests. Our CEO brings significant experience transforming internet marketplaces and a founder mentality to the Company. Pale Fire Capital, the entrepreneurial investment firm that he co-founded, has made a substantial investment into our company and is currently our largest shareholder. Furthermore, our management team's compensation is heavily weighted toward performance-based equity that only delivers value when we create sustainable value for shareholders.

Finally, we believe we have financial flexibility to execute our strategy. With \$229 million in cash, positive free cash flow, and additional potential from non-core asset monetization, we have resources to invest in growth while generating positive free cash flow and maintaining a strong cash balance.

In short, we believe Groupon at Day Zero of its next chapter - with massive market opportunity, proven business model, operational momentum, competitive advantages, aligned management team, and financial strength to drive sustained value creation.

Note on Forward-Looking Statements

The statements contained in this release that refer to plans and expectations for the next quarter, the full year or the future are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended ("Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended ("Exchange Act"), including statements regarding our future results of operations and financial position, business strategy and plans and our objectives for future operations and future liquidity. The words "may," "will," "should," "could," "expect," "anticipate," "believe," "confident", "estimate," "intend," "continue" and other similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements largely on current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. These forward-looking statements involve risks and uncertainties that could cause our actual results to differ materially from those expressed or implied in our forward-looking statements. Such risks and uncertainties include, but are not limited to, our ability to execute and achieve the expected benefits of our go-forward strategy; execution of our business and marketing strategies; volatility in our operating results; challenges arising from our international operations, including fluctuations in currency exchange rates, tax, legal and regulatory developments in the jurisdictions in which we operate and geopolitical instability resulting from the conflicts in Ukraine and the Middle East; global economic uncertainty, including as a result of inflationary pressures; any impact from U.S. and international financial reform legislation and regulations, and any potential trade protection measures, such as new or incremental tariffs; retaining and adding high quality merchants and third-party business partners; retaining existing customers and adding new customers; competing successfully in our industry; providing a strong mobile experience for our customers; managing refund risks; retaining and attracting members of our executive and management teams and other qualified employees and personnel; customer and merchant fraud; payment-related risks; our reliance on email, Internet search engines and mobile application marketplaces to drive traffic to our marketplace; cybersecurity breaches; maintaining and improving our information technology infrastructure; reliance on cloud-based computing platforms; completing and realizing the anticipated benefits from acquisitions, dispositions, joint ventures and strategic investments; lack of control over minority investments; managing inventory and order fulfillment risks; claims related to product and service offerings; protecting our intellectual property; maintaining a strong brand; the impact of future and pending litigation; compliance with domestic and foreign laws and regulations, including the CARD Act, GDPR, CPRA, and other privacy-related laws and regulations of the Internet and e-commerce; classification of our independent contractors, agency workers, or

employees; our ability to remediate our material weakness over internal control over financial reporting; risks relating to information or content published or made available on our websites or service offerings we make available; exposure to greater than anticipated tax liabilities; adoption of tax laws; our ability to use our tax attributes; impacts if we become subject to the Bank Secrecy Act or other anti-money laundering or money transmission laws or regulations; our ability to raise capital if necessary; risks related to our access to capital and outstanding indebtedness, including our 1.125% Convertible Senior Notes due 2026 (the "2026 Notes") and our 6.250% Convertible Senior Secured Notes due March 2027 (the "2027 Notes"); our Common Stock, including volatility in our stock price and financial markets; our ability to realize the anticipated benefits from the capped call transactions relating to our 2026 Notes; and those risks and other factors discussed in Part I, Item 1A. Risk Factors of this Annual Report on Form 10-K, as well as in our Consolidated Financial Statements, related notes, and the other financial information appearing elsewhere in this report and our other filings with the Securities and Exchange Commission (the "SEC"). Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we make. Neither the Company nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. We undertake no obligation to publicly update any forward-looking statements for any reason after the date of this report to conform these statements to actual results or to future events or circumstances. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

As used herein, "Groupon," "the Company," "we," "our," "us" and similar terms include Groupon, Inc. and its subsidiaries, unless the context indicates otherwise.