Groupon, Inc.
Condensed Consolidated Balance Sheets
(in thousands, except share and per share amounts)
(unaudited)

	March 31, 2025	December 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	$ 226,814	$ 228,843
Accounts receivable, net	32,061	34,153
Prepaid expenses and other current assets	52,149	52,365
Total current assets	311,024	315,361
Property, equipment and software, net	16,519	17,827
Right-of-use assets - operating leases, net	5,495	6,041
Goodwill	178,685	178,685
Intangible assets, net	4,347	4,738
Investments	74,823	74,823
Deferred income taxes	5,839	6,071
Other non-current assets	11,421	9,144
Total assets	$ 608,153	$ 612,690
Liabilities and equity (deficit)		
Current liabilities:		
Current portion of convertible senior notes, net	$ 53,379	$ —
Accounts payable	10,502	11,311
Accrued merchant and supplier payables	190,370	196,350
Accrued expenses and other current liabilities	95,235	97,765
Total current liabilities	349,486	305,426
Convertible senior notes, net	193,051	246,013
Operating lease obligations	3,196	3,604
Other non-current liabilities	16,763	16,596
Total liabilities	562,496	571,639
Commitment and contingencies		
Stockholders' equity (deficit)		
Common Stock, par value $0.0001 per share, 100,500,000 shares authorized; 50,106,923 shares issued and 39,812,806 shares outstanding at March 31, 2025; 50,090,026 shares issued and 39,795,909 shares outstanding at December 31, 2024	5	5
Additional paid-in capital	2,449,516	2,441,656
Treasury stock, at cost, 10,294,117 shares at March 31, 2025 and December 31, 2024	(922,666)	(922,666)
Accumulated deficit	(1,501,739)	(1,508,914)
Accumulated other comprehensive income (loss)	20,363	30,734
Total Groupon, Inc. stockholders' equity (deficit)	45,479	40,815
Noncontrolling interests	178	236
Total equity (deficit)	45,657	41,051
Total liabilities and equity (deficit)	$ 608,153	$ 612,690

Groupon, Inc.
Condensed Consolidated Statements of Operations
(in thousands, except share and per share amounts)
(unaudited)

	Three Months Ended March 31,	
	2025	2024
Revenue	$ 117,187	$ 123,084
Cost of revenue	10,889	12,527
Gross profit	106,298	110,557
Operating expenses:		
Marketing	34,437	28,809
Selling, general and administrative	69,840	74,282
Restructuring and related charges	137	96
Total operating expenses	104,414	103,187
Income (loss) from operations	1,884	7,370
Other income (expense), net	7,571	(12,682)
Income (loss) continuing operations before provision (benefit) for income taxes	9,455	(5,312)
Provision (benefit) for income taxes	1,428	6,194
Income (loss) from continuing operations	8,027	(11,506)
Income (loss) from discontinued operations, net of tax	(471)	—
Net income (loss)	7,556	(11,506)
Net (income) loss attributable to noncontrolling interests	(381)	(765)
Net income (loss) attributable to Groupon, Inc.	$ 7,175	$ (12,271)
Basic net income (loss) per share:		
Continuing operations	$ 0.19	$ (0.33)
Discontinued operations	(0.01)	—
Basic net income (loss) per share	$ 0.18	$ (0.33)
Diluted net income (loss) per share:		
Continuing operations	$ 0.18	$ (0.33)
Discontinued operations	(0.01)	—
Diluted net income (loss) per share	$ 0.17	$ (0.33)
Weighted average number of shares outstanding:		
Basic	39,809,354	37,709,971
Diluted	41,719,655	37,709,971

Groupon, Inc.
Condensed Consolidated Statements of Cash Flows
(in thousands) (unaudited)

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Operating activities		
Net income (loss)	$ 7,556	$ (11,506)
Less: Income (loss) from discontinued operations, net of tax	(471)	—
Income (loss) from continuing operations	8,027	(11,506)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization of property, equipment and software	5,210	8,071
Amortization of acquired intangible assets	401	1,606
Stock-based compensation	7,694	2,374
Liability-classified 2024 Executive PSUs[1]	2,418	—
Foreign currency (gains) losses, net	(7,074)	9,797
Change in assets and liabilities:		
Accounts receivable	2,625	515
Prepaid expenses and other current assets	860	3,564
Right-of-use assets - operating leases	744	750
Accounts payable	(873)	(6,087)
Accrued merchant and supplier payables	(7,979)	(16,082)
Accrued expenses and other current liabilities	(5,263)	(2,298)
Operating lease obligations	(819)	(2,489)
Payment for early lease termination	—	(1,832)
Other, net	(5,993)	3,506
Net cash provided by (used in) operating activities from continuing operations	(22)	(10,111)
Net cash provided by (used in) operating activities from discontinued operations	—	—
Net cash provided by (used in) operating activities	(22)	(10,111)
Investing activities		
Purchases of property and equipment and capitalized software	(3,737)	(3,709)
Proceeds from sale of assets, net	—	116
Acquisitions of intangible assets and other investing activities	—	(338)
Net cash provided by (used in) investing activities from continuing operations	(3,737)	(3,931)
Net cash provided by (used in) investing activities from discontinued operations	—	—
Net cash provided by (used in) investing activities	(3,737)	(3,931)
Financing activities		
Payments of borrowings under revolving credit agreement	—	(42,776)
Proceeds from Rights Offering, net of issuance costs	—	79,619
Other financing activities	(454)	(1,502)
Net cash provided by (used in) financing activities	(454)	35,341
Effect of exchange rate changes on cash, cash equivalents and restricted cash, including cash classified within current assets of discontinued operations	2,331	(494)
Net increase (decrease) in cash, cash equivalents and restricted cash, including cash classified within current assets of discontinued operations	(1,882)	20,805
Less: Net increase (decrease) in cash classified within current assets of discontinued operations	—	—
Net increase (decrease) in cash, cash equivalents and restricted cash	(1,882)	20,805
Cash, cash equivalents and restricted cash, beginning of period [2]	262,569	167,638
Cash, cash equivalents and restricted cash, end of period [2]	$ 260,687	$ 188,443

(1) This activity relates to the stock-based compensation expense for the liability-classified 2024 Executive PSU awards granted in 2024 that are required to be settled in cash.

(2) The following table provides a reconciliation of Cash, cash equivalents and restricted cash shown above to amounts reported within the Condensed Consolidated Balance Sheets as of March 31, 2025, December 31, 2024, March 31, 2024 and December 31, 2023 (in thousands).

	March 31, 2025	December 31, 2024	March 31, 2024	December 31, 2023
Cash and cash equivalents	$ 226,814	$ 228,843	$ 158,717	$ 141,563
Restricted cash included in prepaid expenses and other current assets	33,873	33,726	29,726	26,075
Cash, cash equivalents and restricted cash	$ 260,687	$ 262,569	$ 188,443	$ 167,638

Groupon, Inc.
Supplemental Financial and Operating Metrics
(dollars and units in thousands; TTM active customers in millions)
(unaudited)

	Q1 2024	Q2 2024	Q3 2024	Q4 2024	Q1 2025	Q1 2025 Y/Y Growth	Q1 2025 FX Effect	Q1 2025 Y/Y Growth excluding FX [3]
North America Segment:								
Gross billings[1]:								
Local	$ 231,053	$ 243,587	$ 248,751	$ 276,445	$ 255,656	10.6 %		
Travel	26,911	21,881	15,078	15,477	22,242	(17.3)		
Goods	14,968	13,501	11,234	13,886	8,621	(42.4)		
Total gross billings	$ 272,932	$ 278,969	$ 275,063	$ 305,808	$ 286,519	5.0 %		
Revenue:								
Local	$ 86,460	$ 91,707	$ 81,479	$ 91,229	$ 85,942	(0.6) %		
Travel	4,596	3,858	2,919	2,833	3,659	(20.4)		
Goods	3,078	2,792	2,491	2,629	1,512	(50.9)		
Total revenue	$ 94,134	$ 98,357	$ 86,889	$ 96,691	$ 91,113	(3.2) %		
Gross profit:								
Local	$ 77,826	$ 83,259	$ 73,026	$ 82,694	$ 78,464	0.8 %		
Travel	3,640	3,191	2,513	2,429	3,094	(15.0)		
Goods	2,662	2,429	2,199	2,295	1,314	(50.6)		
Total gross profit	$ 84,128	$ 88,879	$ 77,738	$ 87,418	$ 82,872	(1.5) %		
Contribution profit [2]	$ 62,346	$ 59,402	$ 49,095	$ 54,224	$ 56,398	(9.5) %		
International Segment:								
Gross billings:								
Local	$ 85,033	$ 72,932	$ 76,793	$ 98,037	$ 80,478	(5.4)	2.1	(3.3) %
Travel	8,700	7,284	7,659	8,463	7,080	(18.6)	2.9	(15.7)
Goods	14,481	14,422	13,877	17,750	12,399	(14.4)	2.8	(11.6)
Total gross billings	$ 108,214	$ 94,638	$ 98,329	$ 124,250	$ 99,957	(7.6)	2.2	(5.4) %
Revenue:								
Local	$ 24,750	$ 22,401	$ 23,473	$ 28,709	$ 22,419	(9.4)	1.8	(7.6) %
Travel	1,755	1,588	1,383	1,497	1,392	(20.7)	3.3	(17.4)
Goods	2,445	2,269	2,734	3,481	2,263	(7.4)	2.7	(4.7)
Total revenue	$ 28,950	$ 26,258	$ 27,590	$ 33,687	$ 26,074	(9.9)	2.0	(7.9) %
Gross profit:								
Local	$ 22,832	$ 20,522	$ 21,614	$ 26,476	$ 20,325	(11.0)	1.8	(9.2) %
Travel	1,559	1,407	1,192	1,302	1,202	(22.9)	3.3	(19.6)
Goods	2,038	1,859	2,351	2,990	1,899	(6.8)	2.7	(4.1)
Total gross profit	$ 26,429	$ 23,788	$ 25,157	$ 30,768	$ 23,426	(11.4)	2.0	(9.4) %
Contribution profit	$ 19,402	$ 16,745	$ 17,542	$ 21,341	$ 15,463	(20.3) %		
Consolidated Results of Operations:								
Gross billings:								
Local	$ 316,086	$ 316,519	$ 325,544	$ 374,482	$ 336,134	6.3	0.7	7.0 %
Travel	35,611	29,165	22,737	23,940	29,322	(17.7)	0.7	(17.0)
Goods	29,449	27,923	25,111	31,636	21,020	(28.6)	1.3	(27.3)
Total gross billings	$ 381,146	$ 373,607	$ 373,392	$ 430,058	$ 386,476	1.4	0.6	2.0 %
Revenue:								
Local	$ 111,210	$ 114,108	$ 104,952	$ 119,938	$ 108,361	(2.6)	0.4	(2.2) %
Travel	6,351	5,446	4,302	4,330	5,051	(20.5)	0.9	(19.6)
Goods	5,523	5,061	5,225	6,110	3,775	(31.6)	1.2	(30.4)
Total revenue	$ 123,084	$ 124,615	$ 114,479	$ 130,378	$ 117,187	(4.8)	0.5	(4.3) %
Gross profit:								
Local	$ 100,658	$ 103,781	$ 94,640	$ 109,170	$ 98,789	(1.9)	0.4	(1.5) %
Travel	5,199	4,598	3,705	3,731	4,296	(17.4)	1.0	(16.4)
Goods	4,700	4,288	4,550	5,285	3,213	(31.6)	1.2	(30.4)
Total gross profit	$ 110,557	$ 112,667	$ 102,895	$ 118,186	$ 106,298	(3.9)	0.5	(3.4) %
Contribution profit	$ 81,748	$ 76,147	$ 66,637	$ 75,566	$ 71,861	(12.1) %		
Net cash provided by (used in) operating activities from continuing operations	$ (10,111)	$ 15,300	$ (16,258)	$ 66,963	$ (22)	99.8 %		
Free cash flow	$ (13,820)	$ 10,826	$ (19,666)	$ 63,221	$ (3,759)	72.8 %		

	Q1 2024	Q2 2024	Q3 2024	Q4 2024	Q1 2025
Active customers[4]:					
North America	10.2	10.2	10.2	10.3	10.5
International	5.9	5.6	5.3	5.1	5.0
Total active customers	16.1	15.8	15.5	15.4	15.5
North America Units:					
Local	5,102	5,308	5,376	6,018	5,367
Goods	574	487	379	443	259
Travel	108	87	61	66	89
Total North America units	5,784	5,882	5,816	6,527	5,715
International Units:					
Local	2,888	2,259	2,475	3,142	2,446
Goods	404	381	352	551	336
Travel	49	39	41	51	43
Total International units	3,341	2,679	2,868	3,744	2,825
Consolidated Units:					
Local	7,990	7,567	7,851	9,160	7,813
Goods	978	868	731	993	595
Travel	157	126	102	117	132
Total consolidated units	9,125	8,561	8,684	10,270	8,540
Headcount:					
Sales [5]	647	657	716	676	694
Other	1,431	1,403	1,434	1,403	1,310
Total headcount	2,078	2,060	2,150	2,079	2,004

(1) Represents the total dollar value of customer purchases of goods and services.

(2) Represents gross profit less marketing expense.

(3) Represents the change in financial measures that would have resulted had average exchange rates in the reporting periods been the same as those in effect in the prior year periods.

(4) Reflects the total number of unique user accounts that have made a purchase during the TTM either through one of our online marketplaces or directly with a merchant for which we earned a commission.

(5) Includes merchant sales representatives, as well as sales support personnel.

Groupon, Inc.
Non-GAAP Reconciliation Schedules
(in thousands, except share and per share amounts)
(unaudited)

The following is a quarterly reconciliation of Adjusted EBITDA to the most comparable U.S. GAAP performance measure, Net income (loss) from continuing operations:

	Q1 2024	Q2 2024	Q3 2024	Q4 2024	Q1 2025
Net income (loss) from continuing operations	$ (11,506)	$ (9,412)	$ 14,522	$ (50,118)	$ 8,027
Adjustments:					
Stock-based compensation [1]	2,374	6,418	8,890	9,052	7,694
Depreciation and amortization	9,677	7,824	6,895	6,504	5,611
Restructuring and related charges	96	(379)	896	453	137
(Gain) on sale of assets	—	(5,044)	—	—	—
Foreign VAT assessments [2]	—	3,302	3,672	—	—
Other (income) expense, net [3]	12,682	4,483	(22,429)	44,449	(7,571)
Provision (benefit) for income taxes	6,194	9,287	2,321	8,321	1,428
Total adjustments	31,023	25,891	245	68,779	7,299
Adjusted EBITDA	$ 19,517	$ 16,479	$ 14,767	$ 18,661	$ 15,326

(1) Stock-based compensation excludes expense related to the liability-classified 2024 Executive PSUs that are required to be settled in cash for the three months ended December 31, 2024 and the three months ended March 31, 2025.

(2) The Foreign VAT assessments adjustment excludes related interest expense of $0.1 million for the three months ended December 31, 2024, $0.9 million for the three months ended September 30 2024 and $0.8 million for the three months ended June 30, 2024 as the interest expense is included within Other (income) expense, net.

(3) Includes $1.6 million related to a loss on extinguishment of exchanged debt in connection with the Exchange and Subscription agreements for the year ended December 31, 2024.

Free cash flow is a non-GAAP liquidity measure. The following is a reconciliation of free cash flow to the most comparable U.S. GAAP liquidity measure, Net cash provided by (used in) operating activities from continuing operations.

	Q1 2024	Q2 2024	Q3 2024	Q4 2024	Q1 2025
Net cash provided by (used in) operating activities from continuing operations	$ (10,111)	$ 15,300	$ (16,258)	$ 66,963	$ (22)
Purchases of property and equipment and capitalized software from continuing operations	(3,709)	(4,474)	(3,408)	(3,742)	(3,737)
Free cash flow	$ (13,820)	$ 10,826	$ (19,666)	$ 63,221	$ (3,759)
Net cash provided by (used in) investing activities from continuing operations	$ (3,931)	$ 4,303	$ (3,442)	$ (3,742)	$ (3,737)
Net cash provided by (used in) financing activities	$ 35,341	$ (1,721)	$ (691)	$ 14,861	$ (454)