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

	June 30, 2025	December 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	$ 262,575	$ 228,843
Accounts receivable, net	25,414	34,153
Prepaid expenses and other current assets	55,793	52,365
Total current assets	343,782	315,361
Property, equipment and software, net	16,499	17,827
Right-of-use assets - operating leases, net	7,589	6,041
Goodwill	178,685	178,685
Intangible assets, net	3,950	4,738
Investments	74,823	74,823
Deferred income taxes	6,227	6,071
Other non-current assets	15,848	9,144
Total assets	$ 647,403	$ 612,690
Liabilities and equity (deficit)		
Current liabilities:		
Current portion of convertible senior notes, net	$ 33,473	$ —
Accounts payable	10,607	11,311
Accrued merchant and supplier payables	203,563	196,350
Accrued expenses and other current liabilities	111,865	97,765
Total current liabilities	359,508	305,426
Convertible senior notes, net	213,430	246,013
Operating lease obligations	4,455	3,604
Other non-current liabilities	18,689	16,596
Total liabilities	596,082	571,639
Commitment and contingencies		
Stockholders' equity (deficit)		
Common Stock, par value $0.0001 per share, 100,500,000 shares authorized; 50,718,261 shares issued and 40,424,144 shares outstanding at June 30, 2025; 50,090,026 shares issued and 39,795,909 shares outstanding at December 31, 2024	5	5
Additional paid-in capital	2,457,594	2,441,656
Treasury stock, at cost, 10,294,117 shares at June 30, 2025 and December 31, 2024	(922,666)	(922,666)
Accumulated deficit	(1,481,402)	(1,508,914)
Accumulated other comprehensive income (loss)	(2,335)	30,734
Total Groupon, Inc. stockholders' equity (deficit)	51,196	40,815
Noncontrolling interests	125	236
Total equity (deficit)	51,321	41,051
Total liabilities and equity (deficit)	$ 647,403	$ 612,690

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Revenue	$ 125,702	$ 124,615	$ 242,889	$ 247,699
Cost of revenue	11,276	11,948	22,165	24,475
Gross profit	114,426	112,667	220,724	223,224
Operating expenses:				
Marketing	41,399	36,520	75,836	65,329
Selling, general and administrative	70,669	77,212	140,509	151,610
Restructuring and related charges (credits)	(46)	(379)	91	(283)
Gain on sale of assets	—	(5,044)	—	(5,160)
Gain on sale of business	(10,650)	—	(10,650)	—
Total operating expenses	101,372	108,309	205,786	211,496
Income (loss) from operations	13,054	4,358	14,938	11,728
Other income (expense), net	18,466	(4,483)	26,037	(17,165)
Income (loss) continuing operations before provision (benefit) for income taxes	31,520	(125)	40,975	(5,437)
Provision (benefit) for income taxes	10,927	9,287	12,355	15,481
Income (loss) from continuing operations	20,593	(9,412)	28,620	(20,918)
Income (loss) from discontinued operations, net of tax	—	—	(471)	—
Net income (loss)	20,593	(9,412)	28,149	(20,918)
Net (income) loss attributable to noncontrolling interests	(256)	(623)	(637)	(1,388)
Net income (loss) attributable to Groupon, Inc.	$ 20,337	$ (10,035)	$ 27,512	$ (22,306)
Basic net income (loss) per share:				
Continuing operations	$ 0.51	$ (0.25)	$ 0.70	$ (0.58)
Discontinued operations	—	—	(0.01)	—
Basic net income (loss) per share	$ 0.51	$ (0.25)	$ 0.69	$ (0.58)
Diluted net income (loss) per share:				
Continuing operations	$ 0.46	$ (0.25)	$ 0.65	$ (0.58)
Discontinued operations	—	—	(0.01)	—
Diluted net income (loss) per share	$ 0.46	$ (0.25)	$ 0.64	$ (0.58)
Weighted average number of shares outstanding:				
Basic	40,034,041	39,430,656	39,922,318	38,570,401
Diluted	50,780,325	39,430,656	43,357,429	38,570,401

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Operating activities				
Net income (loss)	$ 20,593	$ (9,412)	$ 28,149	$ (20,918)
Less: Income (loss) from discontinued operations, net of tax	—	—	(471)	—
Income (loss) from continuing operations	20,593	(9,412)	28,620	(20,918)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:				
Depreciation and amortization of property, equipment and software	4,063	7,224	9,273	15,411
Amortization of acquired intangible assets	360	600	761	2,206
Stock-based compensation	8,782	6,418	16,476	8,792
Foreign currency (gains) losses, net	(12,899)	3,863	(19,973)	13,660
Foreign VAT assessments	—	4,092	—	4,092
Gain on sale of assets	—	(5,044)	—	(5,160)
Gain on sale of business	(10,650)	—	(10,650)	—
Change in assets and liabilities:				
Accounts receivable	1,744	7,744	4,369	8,259
Prepaid expenses and other current assets	(3,829)	10,531	(2,969)	14,095
Right-of-use assets - operating leases	764	508	1,508	1,258
Accounts payable	1	1,936	(872)	(4,151)
Accrued merchant and supplier payables	9,087	(18,578)	1,108	(34,660)
Accrued expenses and other current liabilities	14,151	5,723	11,306	3,425
Operating lease obligations	(1,037)	(1,354)	(1,856)	(3,843)
Payment for early lease termination	—	—	—	(1,832)
Other, net	(2,711)	1,049	(8,704)	4,555
Net cash provided by (used in) operating activities from continuing operations	28,419	15,300	28,397	5,189
Net cash provided by (used in) operating activities from discontinued operations	—	—	—	—
Net cash provided by (used in) operating activities	28,419	15,300	28,397	5,189
Investing activities				
Purchases of property and equipment and capitalized software	(3,230)	(4,474)	(6,967)	(8,183)
Proceeds from sale of assets, net	—	9,000	—	9,116
Proceeds from sale of business, net	13,991	—	13,991	—
Acquisitions of intangible assets and other investing activities	—	(223)	—	(561)
Net cash provided by (used in) investing activities from continuing operations	10,761	4,303	7,024	372
Net cash provided by (used in) investing activities from discontinued operations	—	—	—	—
Net cash provided by (used in) investing activities	10,761	4,303	7,024	372
Financing activities				
Payments of borrowings under revolving credit agreement	—	—	—	(42,776)
Proceeds from Rights Offering, net of issuance costs	—	—	—	79,619
Taxes paid related to net share settlements of stock-based compensation awards	(2,375)	(1,256)	(2,457)	(1,256)
Other financing activities	(309)	(465)	(681)	(1,967)
Net cash provided by (used in) financing activities	(2,684)	(1,721)	(3,138)	33,620

	Three Months Ended June 30,		Six Months Ended June 30,	
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(489)	129	1,842	(365)
Net increase (decrease) in cash, cash equivalents and restricted cash	36,007	18,011	34,125	38,816
Cash, cash equivalents and restricted cash, beginning of period (1)	260,687	188,443	262,569	167,638
Cash, cash equivalents and restricted cash, end of period (1)	$ 296,694	$ 206,454	$ 296,694	$ 206,454

(1) 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 June 30, 2025, December 31, 2024, June 30, 2024 and December 31, 2023 (in thousands):

	June 30, 2025	December 31, 2024	June 30, 2024	December 31, 2023
Cash and cash equivalents	$ 262,575	$ 228,843	$ 178,089	$ 141,563
Restricted cash included in prepaid expenses and other current assets	34,119	33,726	28,365	26,075
Cash, cash equivalents and restricted cash	$ 296,694	$ 262,569	$ 206,454	$ 167,638

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

	Q2 2024	Q3 2024	Q4 2024	Q1 2025	Q2 2025			
North America Segment:						**Q2 2025**		
Gross billings[1]:						**Y/Y Growth**		
Local	$ 243,587	$ 248,751	$ 276,445	$ 255,656	$ 292,381	20.0 %		
Travel	21,881	15,078	15,477	22,242	23,997	9.7		
Goods	13,501	11,234	13,886	8,621	8,380	(37.9)		
Total gross billings	$ 278,969	$ 275,063	$ 305,808	$ 286,519	$ 324,758	16.4 %		
Revenue:								
Local	$ 91,707	$ 81,479	$ 91,229	$ 85,942	$ 94,486	3.0 %		
Travel	3,858	2,919	2,833	3,659	4,342	12.5		
Goods	2,792	2,491	2,629	1,512	1,168	(58.2)		
Total revenue	$ 98,357	$ 86,889	$ 96,691	$ 91,113	$ 99,996	1.7 %		
Gross profit:								
Local	$ 83,259	$ 73,026	$ 82,694	$ 78,464	$ 86,567	4.0 %		
Travel	3,191	2,513	2,429	3,094	3,856	20.8		
Goods	2,429	2,199	2,295	1,314	1,009	(58.5)		
Total gross profit	$ 88,879	$ 77,738	$ 87,418	$ 82,872	$ 91,432	2.9 %		
Contribution profit[2]	$ 59,402	$ 49,095	$ 54,224	$ 56,398	$ 58,272	(1.9) %		
International Segment:						**Q2 2025**		
Gross billings:						**Y/Y Growth**	**FX Effect**	**Y/Y Growth excluding FX[3]**
Local	$ 72,932	$ 76,793	$ 98,037	$ 80,478	$ 72,997	0.1	(4.5)	(4.4) %
Travel	7,284	7,659	8,463	7,080	6,225	(14.5)	(3.7)	(18.2)
Goods	14,422	13,877	17,750	12,399	12,717	(11.8)	(4.5)	(16.3)
Total gross billings	$ 94,638	$ 98,329	$ 124,250	$ 99,957	$ 91,939	(2.9)	(4.4)	(7.3) %
Revenue:								
Local	$ 22,401	$ 23,473	$ 28,709	$ 22,419	$ 22,195	(0.9)	(4.5)	(5.4) %
Travel	1,588	1,383	1,497	1,392	1,249	(21.3)	(3.5)	(24.8)
Goods	2,269	2,734	3,481	2,263	2,262	(0.3)	(5.1)	(5.4)
Total revenue	$ 26,258	$ 27,590	$ 33,687	$ 26,074	$ 25,706	(2.1)	(4.5)	(6.6) %
Gross profit:								
Local	$ 20,522	$ 21,614	$ 26,476	$ 20,325	$ 20,046	(2.3)	(4.4)	(6.7) %
Travel	1,407	1,192	1,302	1,202	1,086	(22.8)	(3.4)	(26.2)
Goods	1,859	2,351	2,990	1,899	1,862	0.2	(5.2)	(5.0)
Total gross profit	$ 23,788	$ 25,157	$ 30,768	$ 23,426	$ 22,994	(3.3)	(4.4)	(7.7) %
Contribution profit	$ 16,745	$ 17,542	$ 21,341	$ 15,463	$ 14,755	(11.9) %		
Consolidated Results of Operations:								
Gross billings:								
Local	$ 316,519	$ 325,544	$ 374,482	$ 336,134	$ 365,378	15.4	(0.9)	14.5 %
Travel	29,165	22,737	23,940	29,322	30,222	3.6	(0.8)	2.8
Goods	27,923	25,111	31,636	21,020	21,097	(24.4)	(2.4)	(26.8)
Total gross billings	$ 373,607	$ 373,392	$ 430,058	$ 386,476	$ 416,697	11.5	(1.1)	10.4 %
Revenue:								
Local	$ 114,108	$ 104,952	$ 119,938	$ 108,361	$ 116,681	2.3	(0.9)	1.4 %
Travel	5,446	4,302	4,330	5,051	5,591	2.7	(1.0)	1.7
Goods	5,061	5,225	6,110	3,775	3,430	(32.2)	(2.3)	(34.5)
Total revenue	$ 124,615	$ 114,479	$ 130,378	$ 117,187	$ 125,702	0.9	(1.0)	(0.1) %
Gross profit:								
Local	$ 103,781	$ 94,640	$ 109,170	$ 98,789	$ 106,613	2.7	(0.8)	1.9 %
Travel	4,598	3,705	3,731	4,296	4,942	7.5	(1.0)	6.5
Goods	4,288	4,550	5,285	3,213	2,871	(33.0)	(2.3)	(35.3)
Total gross profit	$ 112,667	$ 102,895	$ 118,186	$ 106,298	$ 114,426	1.6	(1.0)	0.6 %
Contribution profit	$ 76,147	$ 66,637	$ 75,566	$ 71,861	$ 73,027	(4.1) %		
Net cash provided by (used in) operating activities from continuing operations	$ 15,300	$ (16,258)	$ 66,963	$ (22)	$ 28,419	85.7 %		
Free cash flow	$ 10,826	$ (19,666)	$ 63,221	$ (3,759)	$ 25,189	132.7 %		

	Q2 2024	Q3 2024	Q4 2024	Q1 2025	Q2 2025
Active customers[4]:					
North America	10.2	10.2	10.3	10.5	10.8
International	5.6	5.3	5.1	5.0	5.0
Total active customers	15.8	15.5	15.4	15.5	15.8
North America Units:					
Local	5,308	5,376	6,018	5,367	6,018
Goods	487	379	443	259	238
Travel	87	61	66	89	89
Total North America units	5,882	5,816	6,527	5,715	6,346
International Units:					
Local	2,259	2,475	3,142	2,446	2,450
Goods	381	352	551	336	287
Travel	39	41	51	43	33
Total International units	2,679	2,868	3,744	2,825	2,771
Consolidated Units:					
Local	7,567	7,851	9,160	7,813	8,468
Goods	868	731	993	595	526
Travel	126	102	117	132	123
Total consolidated units	8,561	8,684	10,270	8,540	9,117
Headcount:					
Sales [5]	657	716	676	694	556
Other	1,403	1,434	1,403	1,310	1,258
Total headcount	2,060	2,150	2,079	2,004	1,814

(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:

	Q2 2024	Q3 2024	Q4 2024	Q1 2025	Q2 2025
Income (loss) from continuing operations	$ (9,412)	$ 14,522	$ (50,118)	$ 8,027	$ 20,593
Adjustments:					
Stock-based compensation [(1)]	6,418	8,890	9,052	7,694	8,782
Depreciation and amortization	7,824	6,895	6,504	5,611	4,423
Restructuring and related charges [(2)]	(379)	896	453	137	(46)
(Gain) on sale of assets	(5,044)	—	—	—	—
(Gain) on sale of business	—	—	—	—	(10,650)
Foreign VAT assessments [(3)]	3,302	3,672	—	—	—
Other (income) expense, net [(4)]	4,483	(22,429)	44,449	(7,571)	(18,466)
Provision (benefit) for income taxes	9,287	2,321	8,321	1,428	10,927
Total adjustments	25,891	245	68,779	7,299	(5,030)
Adjusted EBITDA	$ 16,479	$ 14,767	$ 18,661	$ 15,326	$ 15,563

(1) Stock-based compensation excludes expense related to the liability-classified 2024 Executive PSUs. Refer to Item 1, Note 8, *Stockholders' Equity (Deficit) and Compensation Arrangements* for more information.

(2) The Company recognized credits during the three months ended June 30, 2025, as well as during the three and six months ended June 30, 2024. See Item 1, Note 10, *Restructuring and Related Charges*, for additional information.

(3) 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.

(4) 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.

	Q2 2024	Q3 2024	Q4 2024	Q1 2025	Q2 2025
Net cash provided by (used in) operating activities from continuing operations	$ 15,300	$ (16,258)	$ 66,963	$ (22)	$ 28,419
Purchases of property and equipment and capitalized software from continuing operations	(4,474)	(3,408)	(3,742)	(3,737)	(3,230)
Free cash flow	$ 10,826	$ (19,666)	$ 63,221	$ (3,759)	$ 25,189
Net cash provided by (used in) investing activities from continuing operations	$ 4,303	$ (3,442)	$ (3,742)	$ (3,737)	$ 10,761
Net cash provided by (used in) financing activities	$ (1,721)	$ (691)	$ 14,861	$ (454)	$ (2,684)