

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

	<u>September 30, 2025</u>	<u>December 31, 2024</u>
Assets		
Current assets:		
Cash and cash equivalents	\$ 238,451	\$ 228,843
Accounts receivable, net	21,641	34,153
Prepaid expenses and other current assets	54,127	52,365
Total current assets	314,219	315,361
Property, equipment and software, net	16,465	17,827
Right-of-use assets - operating leases, net	7,005	6,041
Goodwill	178,685	178,685
Intangible assets, net	3,585	4,738
Investments	74,823	74,823
Deferred income taxes	6,328	6,071
Other non-current assets	7,067	9,144
Total assets	\$ 608,177	\$ 612,690
Liabilities and equity (deficit)		
Current liabilities:		
Current portion of convertible senior notes, net	\$ 33,632	\$ —
Accounts payable	9,164	11,311
Accrued merchant and supplier payables	180,568	196,350
Accrued expenses and other current liabilities	113,155	97,765
Total current liabilities	336,519	305,426
Convertible senior notes, net	310,064	246,013
Operating lease obligations	3,806	3,604
Other non-current liabilities	17,175	16,596
Total liabilities	667,564	571,639
Commitment and contingencies		
Stockholders' equity (deficit)		
Common Stock, par value \$0.0001 per share, 100,500,000 shares authorized; 51,045,977 shares issued and 40,751,860 shares outstanding at September 30, 2025; 50,090,026 shares issued and 39,795,909 shares outstanding at December 31, 2024	5	5
Additional paid-in capital	2,468,734	2,441,656
Treasury stock, at cost, 10,294,117 shares at September 30, 2025 and December 31, 2024	(922,666)	(922,666)
Accumulated deficit	(1,599,774)	(1,508,914)
Accumulated other comprehensive income (loss)	(5,851)	30,734
Total Groupon, Inc. stockholders' equity (deficit)	(59,552)	40,815
Noncontrolling interests	165	236
Total equity (deficit)	(59,387)	41,051
Total liabilities and equity (deficit)	\$ 608,177	\$ 612,690

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue	\$ 122,825	\$ 114,479	\$ 365,714	\$ 362,178
Cost of revenue	10,989	11,584	33,154	36,059
Gross profit	111,836	102,895	332,560	326,119
Operating expenses:				
Marketing	41,442	36,258	117,278	101,587
Selling, general and administrative	68,264	71,327	208,773	222,937
Restructuring and related charges (credits)	(64)	896	27	613
Gain on sale of assets	—	—	—	(5,160)
Gain on sale of business	—	—	(10,650)	—
Total operating expenses	109,642	108,481	315,428	319,977
Income (loss) from operations	2,194	(5,586)	17,132	6,142
Other income (expense), net	(98,728)	22,429	(72,691)	5,264
Income (loss) from continuing operations before provision (benefit) for income taxes	(96,534)	16,843	(55,559)	11,406
Provision (benefit) for income taxes	21,249	2,321	33,603	17,802
Income (loss) from continuing operations	(117,783)	14,522	(89,162)	(6,396)
Income (loss) from discontinued operations, net of tax	—	—	(471)	—
Net income (loss)	(117,783)	14,522	(89,633)	(6,396)
Net (income) loss attributable to noncontrolling interests	(590)	(594)	(1,227)	(1,982)
Net income (loss) attributable to Groupon, Inc.	\$ (118,373)	\$ 13,928	\$ (90,860)	\$ (8,378)
Basic net income (loss) per share:				
Continuing operations	\$ (2.92)	\$ 0.35	\$ (2.25)	\$ (0.22)
Discontinued operations	—	—	(0.01)	—
Basic net income (loss) per share	\$ (2.92)	\$ 0.35	\$ (2.26)	\$ (0.22)
Diluted net income (loss) per share:				
Continuing operations	\$ (2.92)	\$ 0.33	\$ (2.25)	\$ (0.22)
Discontinued operations	—	—	(0.01)	—
Diluted net income (loss) per share	\$ (2.92)	\$ 0.33	\$ (2.26)	\$ (0.22)
Weighted average number of shares outstanding:				
Basic	40,582,370	39,748,268	40,164,733	38,966,238
Diluted	40,582,370	45,014,446	40,164,733	38,966,238

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Operating activities				
Net income (loss)	\$ (117,782)	\$ 14,522	\$ (89,633)	\$ (6,396)
Less: Income (loss) from discontinued operations, net of tax	—	—	(471)	—
Income (loss) from continuing operations	(117,782)	14,522	(89,162)	(6,396)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:				
Depreciation and amortization of property, equipment and software	3,940	6,492	13,213	21,903
Amortization of acquired intangible assets	361	403	1,122	2,609
Stock-based compensation	11,109	8,890	27,585	17,682
Foreign currency (gains) losses, net	(2,093)	(18,461)	(22,066)	(4,801)
Foreign VAT assessments	—	4,600	—	8,692
Gain on sale of assets	—	—	—	(5,160)
Gain on sale of business	—	—	(10,650)	—
Italy unrecognized tax benefit expense	25,368	—	25,368	—
Loss on extinguishment of debt	99,925	—	99,925	—
Change in assets and liabilities:				
Accounts receivable	2,680	2,419	7,049	10,678
Prepaid expenses and other current assets	(3,095)	5,199	(6,064)	19,294
Right-of-use assets - operating leases	899	572	2,407	1,830
Accounts payable	(1,488)	1,861	(2,360)	(2,290)
Accrued merchant and supplier payables	(22,912)	(23,089)	(21,804)	(57,749)
Accrued expenses and other current liabilities	(10,291)	(13,041)	1,015	(9,616)
Operating lease obligations	(875)	(775)	(2,731)	(4,618)
Payment for early lease termination	—	—	—	(1,832)
Other, net	(6,252)	(5,850)	(14,956)	(1,295)
Net cash provided by (used in) operating activities from continuing operations	(20,506)	(16,258)	7,891	(11,069)
Net cash provided by (used in) operating activities from discontinued operations	—	—	—	—
Net cash provided by (used in) operating activities	(20,506)	(16,258)	7,891	(11,069)
Investing activities				
Purchases of property and equipment and capitalized software	(4,082)	(3,408)	(11,049)	(11,591)
Proceeds from sale of assets, net	—	—	—	9,116
Proceeds from sale of business, net	1,058	—	15,049	—
Acquisitions of intangible assets and other investing activities	—	(34)	—	(595)
Net cash provided by (used in) investing activities from continuing operations	(3,024)	(3,442)	4,000	(3,070)
Net cash provided by (used in) investing activities from discontinued operations	—	—	—	—
Net cash provided by (used in) investing activities	(3,024)	(3,442)	4,000	(3,070)
Financing activities				
Issuance costs for 2030 Notes	(2,296)	—	(2,296)	—
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	(3,223)	(201)	(5,680)	(1,457)
Proceeds from settlement of Capped Call Transactions	2,732	—	2,732	—
Other financing activities	(488)	(490)	(1,169)	(2,457)
Net cash provided by (used in) financing activities	(3,275)	(691)	(6,413)	32,929

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(2,083)	2,153	(241)	1,788
Net increase (decrease) in cash, cash equivalents and restricted cash	(28,888)	(18,238)	5,237	20,578
Cash, cash equivalents and restricted cash, beginning of period ⁽¹⁾	296,694	206,454	262,569	167,638
Cash, cash equivalents and restricted cash, end of period ⁽¹⁾	<u>\$ 267,806</u>	<u>\$ 188,216</u>	<u>\$ 267,806</u>	<u>\$ 188,216</u>

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

	September 30, 2025	December 31, 2024	September 30, 2024	December 31, 2023
Cash and cash equivalents	\$ 238,451	\$ 228,843	\$ 159,710	\$ 141,563
Restricted cash included in prepaid expenses and other current assets	29,355	33,726	28,506	26,075
Cash, cash equivalents and restricted cash	<u>\$ 267,806</u>	<u>\$ 262,569</u>	<u>\$ 188,216</u>	<u>\$ 167,638</u>

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

	Q3 2024	Q4 2024	Q1 2025	Q2 2025	Q3 2025	Q3 2025		
North America Segment:								
Gross billings ⁽¹⁾ :						Y/Y Growth		
Local	\$ 248,751	\$ 276,445	\$ 255,656	\$ 292,381	\$ 293,761	18.1	%	
Travel	15,078	15,477	22,242	23,997	17,701	17.4		
Goods	11,234	13,886	8,621	8,380	7,645	(31.9)		
Total gross billings	<u>\$ 275,063</u>	<u>\$ 305,808</u>	<u>\$ 286,519</u>	<u>\$ 324,758</u>	<u>\$ 319,107</u>	16.0	%	
Revenue:								
Local	\$ 81,479	\$ 91,229	\$ 85,942	\$ 94,486	\$ 91,562	12.4	%	
Travel	2,919	2,833	3,659	4,342	3,221	10.3		
Goods	2,491	2,629	1,512	1,168	1,224	(50.9)		
Total revenue	<u>\$ 86,889</u>	<u>\$ 96,691</u>	<u>\$ 91,113</u>	<u>\$ 99,996</u>	<u>\$ 96,007</u>	10.5	%	
Gross profit:								
Local	\$ 73,026	\$ 82,694	\$ 78,464	\$ 86,567	\$ 83,766	14.7	%	
Travel	2,513	2,429	3,094	3,856	2,868	14.1		
Goods	2,199	2,295	1,314	1,009	1,074	(51.2)		
Total gross profit	<u>\$ 77,738</u>	<u>\$ 87,418</u>	<u>\$ 82,872</u>	<u>\$ 91,432</u>	<u>\$ 87,708</u>	12.8	%	
Contribution profit ⁽²⁾	\$ 49,095	\$ 54,224	\$ 56,398	\$ 58,272	\$ 55,962	14.0	%	
International Segment:						Q3 2025		
Gross billings:						Y/Y Growth	FX Effect	Y/Y Growth excluding FX ⁽³⁾
Local	\$ 76,793	\$ 98,037	\$ 80,478	\$ 72,997	\$ 77,270	0.6	(4.7)	(4.1) %
Travel	7,659	8,463	7,080	6,225	7,856	2.6	(5.1)	(2.5)
Goods	13,877	17,750	12,399	12,717	11,879	(14.4)	(5.1)	(19.5)
Total gross billings	<u>\$ 98,329</u>	<u>\$ 124,250</u>	<u>\$ 99,957</u>	<u>\$ 91,939</u>	<u>\$ 97,005</u>	(1.3)	(4.8)	(6.1) %
Revenue:								
Local	\$ 23,473	\$ 28,709	\$ 22,419	\$ 22,195	\$ 23,182	(1.2)	(4.7)	(5.9) %
Travel	1,383	1,497	1,392	1,249	1,461	5.6	(4.6)	1.0
Goods	2,734	3,481	2,263	2,262	2,175	(20.4)	(4.8)	(25.2)
Total revenue	<u>\$ 27,590</u>	<u>\$ 33,687</u>	<u>\$ 26,074</u>	<u>\$ 25,706</u>	<u>\$ 26,818</u>	(2.8)	(4.7)	(7.5) %
Gross profit:								
Local	\$ 21,614	\$ 26,476	\$ 20,325	\$ 20,046	\$ 21,037	(2.7)	(4.5)	(7.2) %
Travel	1,192	1,302	1,202	1,086	1,260	5.7	(4.4)	1.3
Goods	2,351	2,990	1,899	1,862	1,831	(22.1)	(4.7)	(26.8)
Total gross profit	<u>\$ 25,157</u>	<u>\$ 30,768</u>	<u>\$ 23,426</u>	<u>\$ 22,994</u>	<u>\$ 24,128</u>	(4.1)	(4.5)	(8.6) %
Contribution profit	\$ 17,542	\$ 21,341	\$ 15,463	\$ 14,755	\$ 14,432	(17.7)		%
Consolidated Results of Operations:								
Gross billings:								
Local	\$ 325,544	\$ 374,482	\$ 336,134	\$ 365,378	\$ 371,031	14.0	(1.1)	12.9 %
Travel	22,737	23,940	29,322	30,222	25,557	12.4	(1.7)	10.7
Goods	25,111	31,636	21,020	21,097	19,524	(22.2)	(2.9)	(25.1)
Total gross billings	<u>\$ 373,392</u>	<u>\$ 430,058</u>	<u>\$ 386,476</u>	<u>\$ 416,697</u>	<u>\$ 416,112</u>	11.4	(1.2)	10.2 %
Revenue:								
Local	\$ 104,952	\$ 119,938	\$ 108,361	\$ 116,681	\$ 114,744	9.3	(1.0)	8.3 %
Travel	4,302	4,330	5,051	5,591	4,682	8.8	(1.5)	7.3
Goods	5,225	6,110	3,775	3,430	3,399	(34.9)	(2.5)	(37.4)
Total revenue	<u>\$ 114,479</u>	<u>\$ 130,378</u>	<u>\$ 117,187</u>	<u>\$ 125,702</u>	<u>\$ 122,825</u>	7.3	(1.1)	6.2 %
Gross profit:								
Local	\$ 94,640	\$ 109,170	\$ 98,789	\$ 106,613	\$ 104,803	10.7	(1.0)	9.7 %
Travel	3,705	3,731	4,296	4,942	4,128	11.4	(1.4)	10.0
Goods	4,550	5,285	3,213	2,871	2,905	(36.2)	(2.3)	(38.5)
Total gross profit	<u>\$ 102,895</u>	<u>\$ 118,186</u>	<u>\$ 106,298</u>	<u>\$ 114,426</u>	<u>\$ 111,836</u>	8.7	(1.1)	7.6 %
Contribution profit	\$ 66,637	\$ 75,566	\$ 71,861	\$ 73,027	\$ 70,394	5.6		%
Net cash provided by (used in) operating activities from continuing operations	\$ (16,258)	\$ 66,963	\$ (22)	\$ 28,419	\$ (20,506)	26.1		%
Free cash flow	\$ (19,666)	\$ 63,221	\$ (3,759)	\$ 25,189	\$ (24,588)	25.0		%

	Q3 2024	Q4 2024	Q1 2025	Q2 2025	Q3 2025
Active customers⁽⁴⁾:					
North America	10.2	10.3	10.5	10.8	11.0
International	5.3	5.1	5.0	5.0	5.1
Total active customers	15.5	15.4	15.5	15.8	16.1
North America Units:					
Local	5,376	6,018	5,367	6,018	5,942
Goods	379	443	259	239	199
Travel	61	66	89	89	69
Total North America units	5,816	6,527	5,715	6,346	6,210
International Units:					
Local	2,475	3,142	2,446	2,450	2,605
Goods	352	551	336	287	272
Travel	41	51	43	33	49
Total International units	2,868	3,744	2,825	2,771	2,926
Consolidated Units:					
Local	7,851	9,160	7,813	8,468	8,546
Goods	731	993	595	526	471
Travel	102	117	132	123	119
Total consolidated units	8,684	10,270	8,540	9,117	9,136
Headcount:					
Sales ⁽⁵⁾	716	676	694	556	560
Other	1,434	1,403	1,310	1,258	1,179
Total headcount	2,150	2,079	2,004	1,814	1,739

(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:

	Q3 2024	Q4 2024	Q1 2025	Q2 2025	Q3 2025
Income (loss) from continuing operations	\$ 14,522	\$ (50,118)	\$ 8,027	\$ 20,593	\$ (117,782)
Adjustments:					
Stock-based compensation ⁽¹⁾	8,890	9,052	7,694	8,782	11,109
Depreciation and amortization	6,895	6,504	5,611	4,423	4,301
Restructuring and related charges (credits)	896	453	137	(46)	(64)
(Gain) on sale of assets	—	—	—	—	—
(Gain) on sale of business	—	—	—	(10,650)	—
Foreign VAT assessments ⁽²⁾	3,672	—	—	—	—
Other (income) expense, net ⁽³⁾	(22,429)	44,449	(7,571)	(18,466)	98,728
Provision (benefit) for income taxes	2,321	8,321	1,428	10,927	21,248
Total adjustments	245	68,779	7,299	(5,030)	135,322
Adjusted EBITDA	\$ 14,767	\$ 18,661	\$ 15,326	\$ 15,563	\$ 17,540

- (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 Foreign VAT assessments adjustment excludes related interest expense of \$0.1 million for the three months ended December 31, 2024 and \$0.9 million for the three months ended September 30, 2024 as the interest expense is included within Other (income) expense, net. See Item 1, Note 7, *Commitments and Contingencies*, for additional information.
- (3) Includes \$99.9 million related to a loss on extinguishment of debt of the 2026 Notes and 2027 Notes in connection with the issuance of the 2030 Notes during the three and nine months ended September 30, 2025, and \$1.6 million in connection with the Exchange and Subscription agreements for the year ended December 31, 2024. See Item 1, Note 6, *Financing Arrangements*, for additional information.

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.

	Q3 2024	Q4 2024	Q1 2025	Q2 2025	Q3 2025
Net cash provided by (used in) operating activities from continuing operations	\$ (16,258)	\$ 66,963	\$ (22)	\$ 28,419	\$ (20,506)
Purchases of property and equipment and capitalized software from continuing operations	(3,408)	(3,742)	(3,737)	(3,230)	(4,082)
Free cash flow	\$ (19,666)	\$ 63,221	\$ (3,759)	\$ 25,189	\$ (24,588)
Net cash provided by (used in) investing activities from continuing operations	\$ (3,442)	\$ (3,742)	\$ (3,737)	\$ 10,761	\$ (3,024)
Net cash provided by (used in) financing activities	\$ (691)	\$ 14,861	\$ (454)	\$ (2,684)	\$ (3,275)