



2Q19 EARNINGS

July 2019

GROUPON

NASDAQ: **GRPN** / ir@groupon.com

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, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding our future results of operations and financial position, business strategy and plans and our objectives for future operations. The words "may," "will," "should," "could," "expect," "anticipate," "believe," "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, risk related to volatility in our operating results; execution of our business and marketing strategies; retaining existing customers and adding new customers; challenges arising from our international operations, including fluctuations in currency exchange rates, legal and regulatory developments and any potential adverse impact from the United Kingdom's likely exit from the European Union; retaining and adding high quality merchants; our voucherless offerings; cybersecurity breaches; reliance on cloud-based computing platforms; competing successfully in our industry; changes to merchant payment terms; providing a strong mobile experience for our customers; maintaining our information technology infrastructure; delivery and routing of our emails; claims related to product and service offerings; managing inventory and order fulfillment risks; litigation; managing refund risks; retaining and attracting members of our executive team; completing and realizing the anticipated benefits from acquisitions, dispositions, joint ventures and strategic investments; lack of control over minority investments; tax liabilities; tax legislation; compliance with domestic and foreign laws and regulations, including the CARD Act, GDPR and regulation of the Internet and ecommerce; classification of our independent contractors; protecting our intellectual property; maintaining a strong brand; customer and merchant fraud; payment-related risks; our ability to raise capital if necessary and our outstanding indebtedness; global economic uncertainty; our common stock, including volatility in our stock price; our convertible senior notes; and our ability to realize the anticipated benefits from the hedge and warrant transactions. For additional information regarding these and other risks and uncertainties, we urge you to refer to the factors included under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the company's Annual Report on Form 10-K for the year ended December 31, 2018, our subsequent Quarterly Reports on Form 10-Q, and our other filings with the Securities and Exchange Commission, copies of which may be obtained by visiting the company's Investor Relations website at <http://investor.groupon.com> or the SEC's web site at www.sec.gov. Groupon's actual results could differ materially from those predicted or implied and reported results should not be considered an indication of future performance.

You should not rely upon forward-looking statements as predictions of future events. Although Groupon believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur. Moreover, neither the company nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. The forward-looking statements reflect Groupon's expectations the date of this presentation unless otherwise expressly stated. Groupon undertakes no obligation to update publicly any forward-looking statements for any reason after the date of this presentation to conform these statements to actual results or to changes in its expectations.

Additional information relating to certain of our financial measures contained herein is available in our most recent earnings release and at our website at investor.groupon.com.

Groupon Is a Clear Leader in Local E-commerce

SUBSTANTIAL SCALE IN UNDER-PENETRATED LOCAL MARKET



Top 5

**E-commerce
Brand¹**



5-star

**App with more than 200
Million Downloads²**



~75%

**Of Transactions
on Mobile²**



1 in 5

**U.S. Internet Users
come to Groupon
every month³**

- Strong brand awareness supported by offline advertising campaigns
- Mobile-first platform well-positioned for continued offline-to-online shift
- Advanced analytics allow us to leverage our substantial Local transactional and consumer purchase data to connect users with great Local deals at scale
- Product innovation, customer growth, and cost efficiencies driving potential for stockholder returns through sustainable Adjusted EBITDA growth

(1) Verto Analytics, "E-commerce Properties, December 2018," U.S. Adults, ages 18+

(2) For the quarter ended June 30, 2019

(3) Comscore Media Metrix® Multi-Platform, Percent Reach, Total Audience, April 2019, U.S.

Focusing on Our Key Priorities for 2019



Customer Experience

Enhance the customer experience and increase conversion by expanding frictionless technologies, such as card-linking and booking, and improving our mobile experience



International

Continue to realize our potential in International by driving product parity, enhancing supply, and investing in brand and marketing



Open Platform

Extend Groupon's open platform by supplementing Groupon-sourced inventory with third-party partnerships and increasing distribution of Groupon content



Operational Rigor

Maintain a culture of operational efficiency

Enhancing our Financial Profile

Gross Profit

Focus on driving long-term Gross Profit maximization

- Expect increases in Gross Profit per customer to offset a meaningful portion of an anticipated decline in global customers in 2019
- Focus on driving conversion in core North America Local business through convenience and supply
- Continue to realize International potential and narrow conversion gap relative to North America

Marketing

Plan to maintain 12-18 month payback of incremental spend

- Utilize improved customer analytics to optimize North America marketing spend across online and offline channels
- Continue to ramp marketing in International markets to support customer acquisition

SG&A

Maintain leverageable cost structure

- Drive ongoing efficiency to fund strategic investments and offset inflationary pressure

Adjusted EBITDA

Target long-term Adjusted EBITDA growth

- 2019 Guidance of ~\$270 million
- Project 2020 Adjusted EBITDA of ~\$300 million

Free Cash Flow

Target long-term Free Cash Flow growth

- Expect to generate significant free cash flow for the full year 2019
- Expect long-term free cash flow growth to trend with Adjusted EBITDA growth

Balance Sheet

Strong balance sheet provides strategic flexibility¹

- \$597 million cash balance, \$400 million undrawn revolver²
- \$260 million remaining share repurchase authorization

(1) As of June 30, 2019

(2) Excluding the impact of outstanding letters of credit

2019 Adjusted EBITDA Guidance

2019 Guidance

Adjusted EBITDA¹

(USD millions)

2018

Actual

\$270

2019

Guidance

\$270

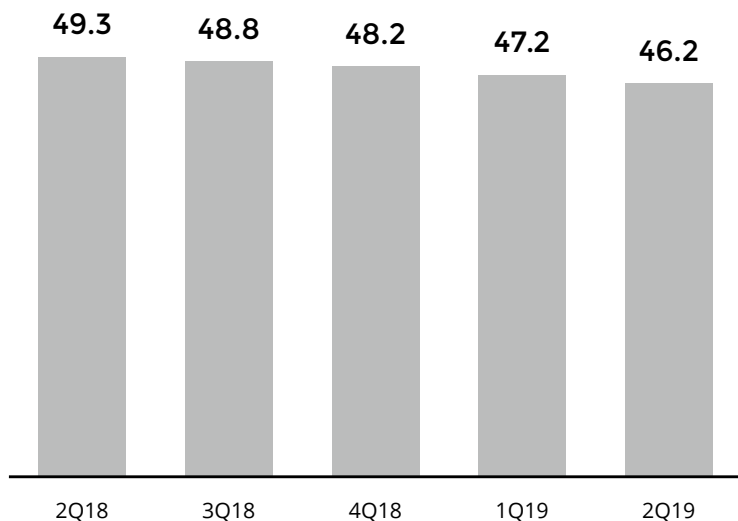
- Support key initiatives to drive conversion and Gross Profit per customer growth
- Expect traffic headwinds to persist in 2019
- Maintain culture of operational efficiency
- Pave the path for Adjusted EBITDA growth in 2020 and beyond

(1) Adjusted EBITDA (AEBITDA) is a non-GAAP financial measure. See the appendix for a reconciliation to the most comparable U.S. GAAP financial measure, "Net income (loss) from continuing operations."

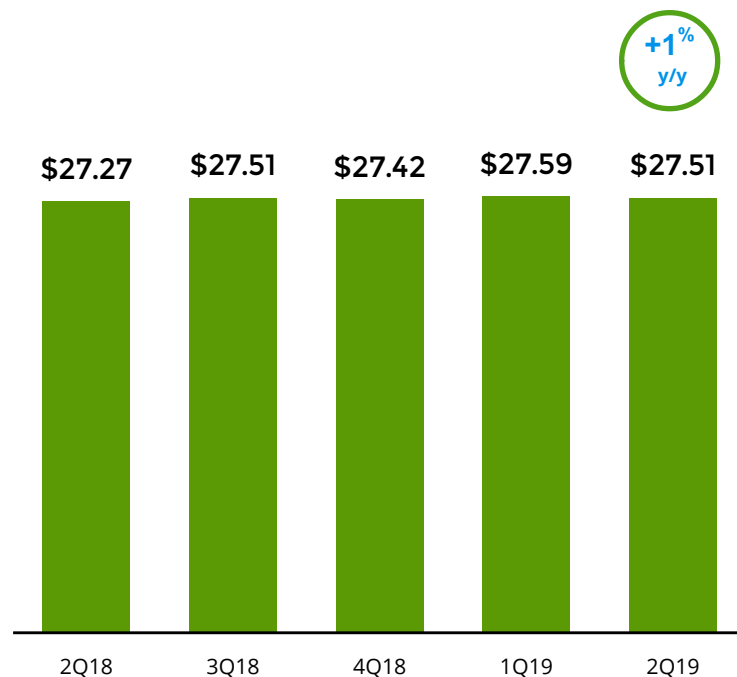
FINANCIAL INFORMATION AND OPERATING METRICS

Large Customer Base with Solid Gross Profit / Customer

Global Active Customers¹ (millions)



Global TTM Gross Profit / Active Customer¹



Gross Profit per customer up 1% year-over-year in Q2

(1) Active customers represent unique user accounts that have made a purchase during the trailing twelve months either through one of our online marketplaces or directly with a merchant for which we earned a commission.

Consolidated Gross Profit

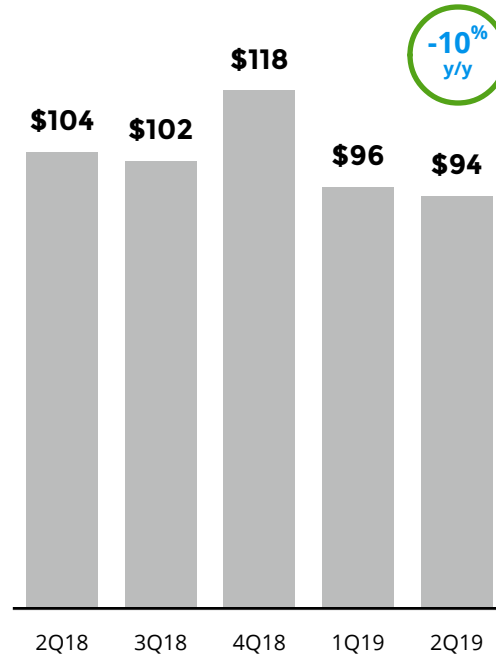
(USD millions)

North America



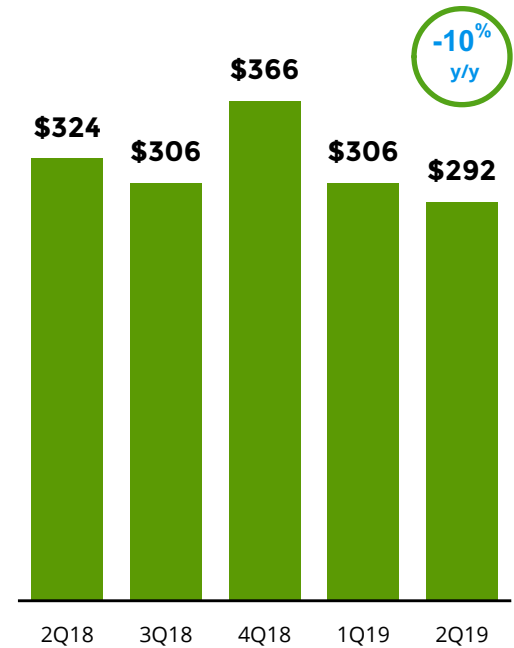
ex-f/x

International



(5)%

Global



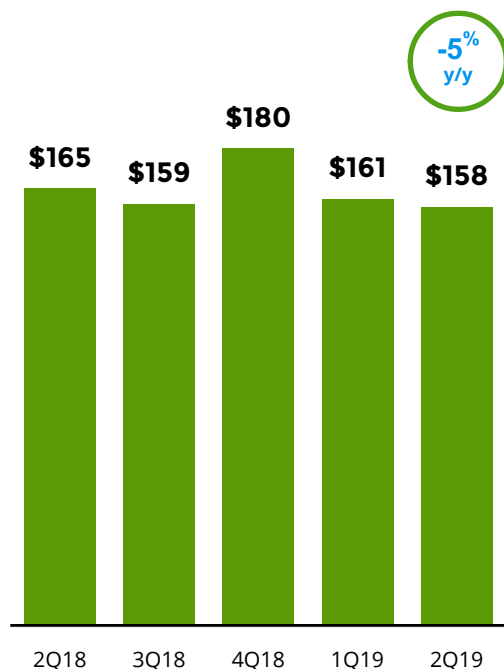
(8)%

Global Gross Profit of \$292 million in Q2

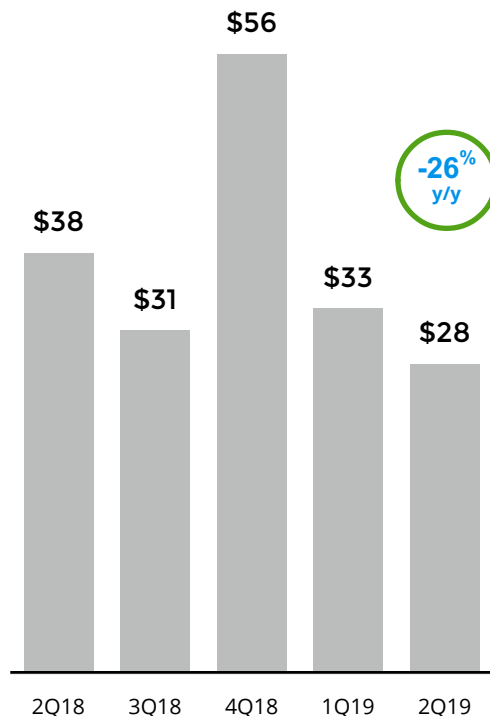
North America Gross Profit

(USD millions)

NA Local Gross Profit



NA Goods Gross Profit



NA Gross Profit



North America Gross Profit of \$199 million in Q2

International Gross Profit

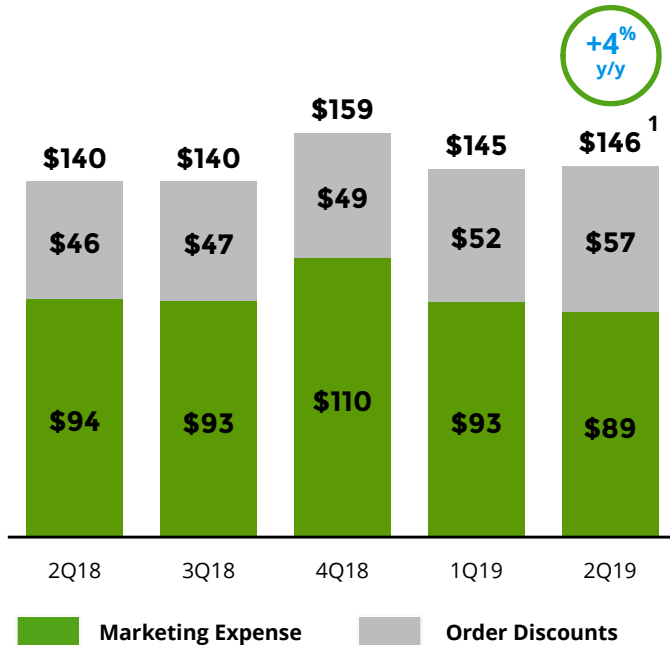
(USD millions)



International Gross Profit of \$94 million in Q2

Marketing - Invest At 12-18 Month Payback

Marketing + Order Discounts (USD millions)



$$\text{Marketing ROI} = \frac{\text{Incremental Gross Profit}}{\text{Incremental Marketing Spend}} = 100\%$$

Time to Payback **12 to 18 months**

- ROI tracking across marketing channels, platforms, and categories
- Supporting long-term International growth
- Continuing to refine customer analytics to enhance efficiency

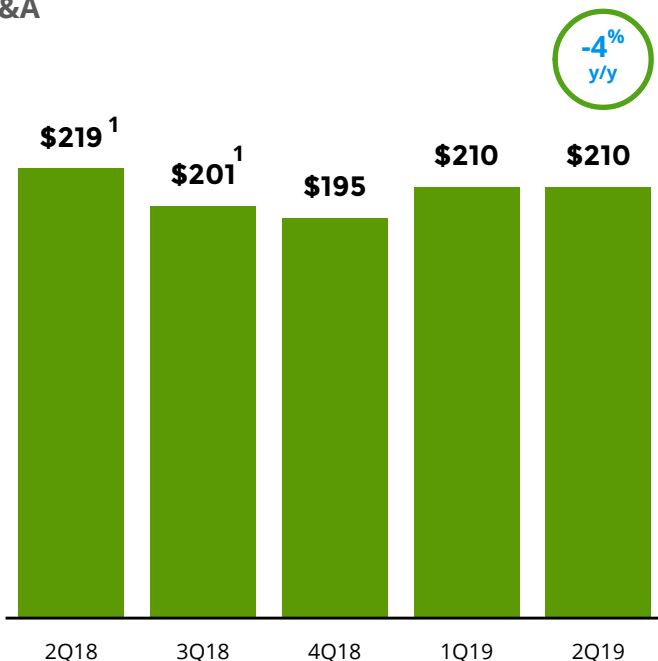
Marketing (including order discounts) increased \$6 million in Q2

(1) Includes Order Discounts of \$41 million in North America and \$16 million in International

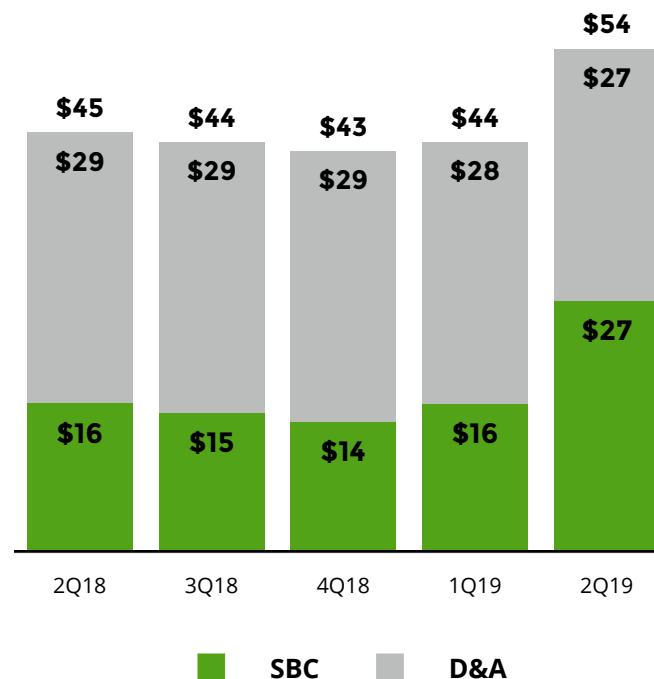
SG&A – Benefiting From Operational Efficiency

(USD millions)

SG&A



SBC² and D&A



Global SG&A improved by \$8 million or 4% year-over-year in Q2

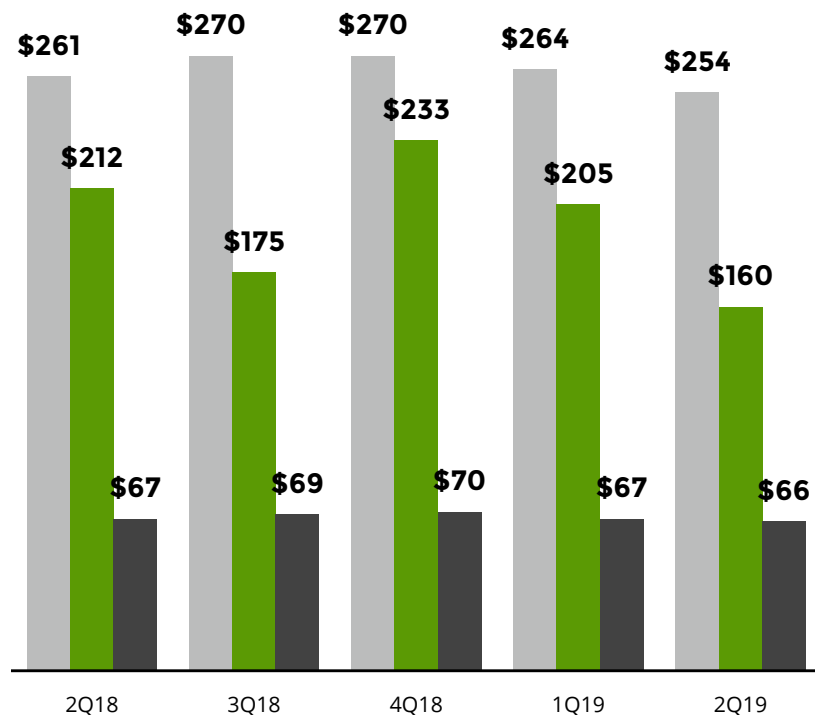
(1) Excludes a charge of \$75.0 million and a credit of \$(40.4) million in the second quarter 2018 and third quarter 2018, respectively, related to patent litigation with IBM

(2) SBC includes amounts classified within Cost of Revenue, Marketing and SG&A

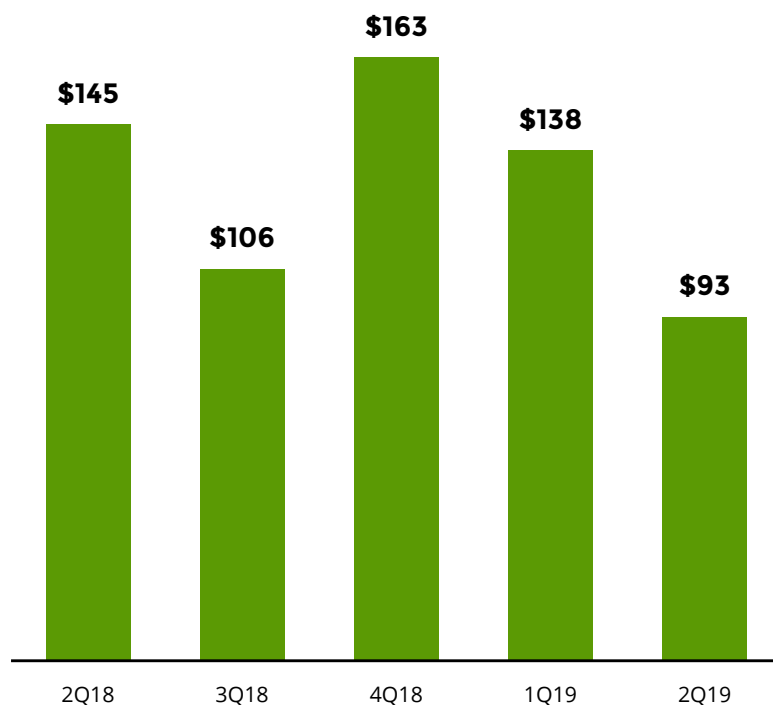
Focus On Improving Conversion From Adjusted EBITDA To Free Cash Flow

(TTM, USD millions)

Adjusted EBITDA¹, Operating Cash Flow excluding IBM settlement³, and Capital Expenditures



Free Cash Flow excluding IBM settlement^{2, 3}



Adj. EBITDA
 Op. Cash Flow
 Capex

- (1) Adjusted EBITDA is a non-GAAP financial measure. See the appendix for a reconciliation to the most comparable U.S. GAAP financial measure, "Net income (loss) from continuing operations."
 (2) Free Cash Flow is a non-GAAP financial measure. See the appendix for a reconciliation to the most comparable U.S. GAAP financial measure, "Net cash provided by (used in) operating activities from continuing operations."
 (3) The operating cash flow and free cash flow amounts in these tables exclude the \$42.1 million operating cash outflow related to the IBM patent litigation settlement. See appendix for reconciliations of those non-GAAP financial measures to the most comparable U.S. GAAP financial measures.

APPENDIX

Non-GAAP Reconciliations¹

ADJUSTED EBITDA - QUARTERLY

THE FOLLOWING IS A RECONCILIATION OF ADJUSTED EBITDA TO THE MOST COMPARABLE U.S. GAAP PERFORMANCE MEASURE, "INCOME (LOSS) FROM CONTINUING OPERATIONS":

<i>(in thousands)</i>	3Q17	4Q17	1Q18	2Q18	3Q18	4Q18	1Q19	2Q19
Income (loss) from continuing operations	\$ 3,802	\$ 51,071	\$ (2,795)	\$ (92,254)	\$ 47,175	\$ 49,862	\$ (41,170)	\$ (37,645)
Adjustments:								
Stock-based compensation	18,235	21,673	19,278	16,266	15,026	14,251	16,411	26,563
Depreciation and amortization	35,231	33,850	29,661	28,954	28,685	28,528	28,416	27,116
Acquisition-related expense (benefit), net	—	—	—	655	—	—	—	28
Restructuring charges	11,503	10	283	(399)	35	(55)	(67)	(47)
IBM patent litigation	—	—	—	75,000	(40,400)	—	—	—
Gain on sale of intangible assets	(17,149)	—	—	—	—	—	—	—
Other (income) expense, net	(7,546)	2,112	8,515	26,457	4,860	13,176	46,855	28,494
Provision (benefit) for income taxes	2,531	(3,457)	(2,335)	1,552	988	(1,162)	(3,490)	2,012
Total adjustments	42,805	54,188	55,402	148,485	9,194	54,738	88,125	84,166
Adjusted EBITDA	\$ 46,607	\$ 105,259	\$ 52,607	\$ 56,231	\$ 56,369	\$ 104,600	\$ 46,955	\$ 46,521

(1) See Q2 2019 earnings press release posted on our Investor Relations website for additional information regarding non-GAAP financial measures.

Non-GAAP Reconciliations Cont'd

EXPECTED ADJUSTED EBITDA RANGE

THE FOLLOWING IS A RECONCILIATION OF THE COMPANY'S ANNUAL OUTLOOK FOR ADJUSTED EBITDA TO THE COMPANY'S OUTLOOK FOR THE MOST COMPARABLE U.S. GAAP PERFORMANCE MEASURE, "INCOME (LOSS) FROM CONTINUING OPERATIONS":

<i>(in thousands)</i>	Year Ending December 31, 2019	
Expected income (loss) from continuing operations ¹	\$	(15,000)
Expected adjustments:		
Stock-based compensation		90,000
Depreciation and amortization		105,000
Other (income) expense, net		85,000
Provision (benefit) for income taxes		5,000
Total expected adjustments		285,000
Expected Adjusted EBITDA	\$	270,000

(1) The expected income (loss) from continuing operations range does not reflect the potential impact of any business or asset acquisitions or dispositions, changes in the fair values of investments, foreign currency gains or losses, or unusual or infrequently occurring items that may occur during the remainder of 2019.

Non-GAAP Reconciliations Cont'd

NON-GAAP EARNINGS PER SHARE AND NON-GAAP EARNINGS

THE FOLLOWING IS A RECONCILIATION OF NET INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCKHOLDERS TO NON-GAAP NET INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCKHOLDERS AND A RECONCILIATION OF DILUTED NET INCOME (LOSS) PER SHARE TO NON-GAAP NET INCOME (LOSS) PER SHARE:

<i>(in thousands, except share and per share amounts)</i>	Three Months Ended June 30, 2018	Three Months Ended June 30, 2019
Net income (loss) attributable to common stockholders	\$ (95,034)	\$ (40,246)
Less: Net income attributable to noncontrolling interest	(2,780)	(2,601)
Net income (loss)	(92,254)	(37,645)
Less: Income (loss) from discontinued operations, net of tax	—	—
Income (loss) from continuing operations	(92,254)	(37,645)
Less: Provision (benefit) for income taxes	1,552	2,012
Income (loss) from continuing operations before provision (benefit) for income taxes	(90,702)	(35,633)
Stock-based compensation	16,318	26,563
Amortization of acquired intangible assets	3,526	3,777
Acquisition-related expense (benefit), net	655	28
Restructuring charges	(399)	(47)
IBM patent litigation	75,000	—
Losses (gains), net from changes in fair value of investments	3,035	27,577
Intercompany foreign currency losses (gains) and reclassifications of translation adjustments to earnings	11,047	(3,322)
Non-cash interest expense on convertible senior notes	2,940	3,256
Non-GAAP income (loss) from continuing operations before provision (benefit) for income taxes	21,420	22,199
Less: Non-GAAP provision (benefit) for income taxes	7,925	12,806
Non-GAAP net income (loss)	13,495	9,393
Net income attributable to noncontrolling interest	(2,780)	(2,601)
Non-GAAP net income (loss) attributable to common stockholders	\$ 10,715	\$ 6,792
Weighted-average shares of common stock - diluted	565,284,705	567,962,461
Incremental dilutive securities	8,982,700	5,538,657
Weighted-average shares of common stock - non-GAAP	574,267,405	573,501,118
Diluted net loss per share	\$ (0.17)	\$ (0.07)
Impact of non-GAAP adjustments and related tax effects	0.19	0.08
Non-GAAP net income per share	\$ 0.02	\$ 0.01

Non-GAAP Reconciliations Cont'd

FREE CASH FLOW

THE FOLLOWING IS A RECONCILIATION OF FREE CASH FLOW TO THE MOST COMPARABLE U.S. GAAP FINANCIAL MEASURE, "NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES FROM CONTINUING OPERATIONS":

<i>(in thousands)</i>		3Q17	4Q17	1Q18	2Q18	3Q18	4Q18	1Q19	2Q19
Net cash provided by (used in) operating activities from continuing operations	\$	21,772	\$ 266,249	\$ (119,747)	\$ 44,175	\$ (57,389)	\$ 323,816	\$ (147,483)	\$ (1,219)
Purchases of property and equipment and capitalized software from continuing operations		(14,255)	(15,442)	(20,144)	(17,373)	(16,094)	(16,084)	(17,477)	(16,684)
Free cash flow ⁽¹⁾		7,517	250,807	(139,891)	26,802	(73,483)	307,732	(164,960)	(17,903)
Operating cash outflow related to the IBM settlement ⁽²⁾		—	—	—	—	42,100	—	—	—
Free cash flow, excluding the impact of the IBM settlement	\$	7,517	\$ 250,807	\$ (139,891)	\$ 26,802	\$ (31,383)	\$ 307,732	\$ (164,960)	\$ (17,903)
Net cash provided by (used in) investing activities from continuing operations	\$	18,230	\$ (15,751)	\$ (20,382)	\$ (75,714)	\$ (22,389)	\$ (17,497)	\$ (18,115)	\$ (17,235)
Net cash provided by (used in) financing activities	\$	(27,972)	\$ (16,424)	\$ (20,899)	\$ (18,729)	\$ (9,720)	\$ (35,069)	\$ (27,777)	\$ (31,581)

(1) Prior period cash flows from operating activities of continuing operations has been updated from \$23.9 million and \$270.6 million previously reported for the three months ended September 30, 2017 and December 31, 2017, respectively, and prior period free cash flow has been updated from \$9.6 million and \$255.1 million previously reported for the three months ended September 30, 2017 and December 31, 2017, respectively, to reflect the adoption of ASU 2016-18, *Statement of Cash Flows (Topic 230) - Restricted Cash*, on January 1, 2018. For additional information on the adoption of ASU 2016-18, refer to Item 8, Note 2, *Summary of Significant Accounting Policies*, in our Annual Report on Form 10-K for the year ended December 31, 2018.

(2) This amount represents the portion of the \$57.5 million IBM settlement that was classified as an operating cash outflow. The remaining \$15.4 million was capitalized for the license to use the patented technology in future periods under the terms of the settlement and license agreements and has been classified as an investing cash outflow. For additional information about the IBM settlement, refer to Item 8, Note 10, *Commitments and Contingencies*, in our Annual Report on Form 10-K for the year ended December 31, 2018.

Non-GAAP Reconciliations Cont'd

Q2 2019 Operating Cash Flow excluding IBM Settlement

THE FOLLOWING IS A RECONCILIATION OF TTM OPERATING CASH FLOW EXCLUDING IBM SETTLEMENT TO THE MOST COMPARABLE U.S. GAAP FINANCIAL MEASURE:

<i>(in thousands)</i>		2Q19
TTM Operating cash flow	\$	117,725
Operating cash outflow related to the IBM settlement ⁽¹⁾		42,100
TTM Operating cash flow excluding IBM settlement	\$	159,825

(1) This amount represents the portion of the \$57.5 million IBM settlement that was classified as an operating cash outflow. The remaining \$15.4 million was capitalized for the license to use the patented technology in future periods under the terms of the settlement and license agreements and has been classified as an investing cash outflow. For additional information about the IBM settlement, refer to Item 8, Note 10, *Commitments and Contingencies*, in our Annual Report on Form 10-K for the year ended December 31, 2018.

Q2 & Q3 2018 SG&A excluding IBM Patent Litigation

THE FOLLOWING IS A RECONCILIATION OF SG&A EXCLUDING IBM PATENT LITIGATION TO THE MOST COMPARABLE U.S. GAAP FINANCIAL MEASURE:

<i>(in thousands)</i>		2Q18	3Q18
SG&A ⁽¹⁾	\$	293,725	\$ 160,249
(Charges) credits related to IBM patent litigation		(75,000)	40,400
SG&A excluding IBM patent litigation	\$	218,725	\$ 200,649

(1) Selling, general, and administrative expense includes Restructuring charges of \$(399) and \$(35) for 2018 Q2 and 2018 Q3 that were previously broken out and subsequently added to Selling, general, and administrative expense for presentational purposes in the 2019 Q2 10-Q.

GROUPON