

The following tables present selected unaudited interim financial information for the quarterly periods of the year ended December 31, 2015 that has been retrospectively adjusted to present (a) the financial results of businesses recently disposed of as discontinued operations and (b) updated quarterly segment information. These updates are consistent with the presentation of discontinued operations and segment information included in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 and the Company's Current Report on Form 8-K, filed May 17, 2017. The information contained in these tables does not otherwise amend or restate any information previously reported for the year ended December 31, 2015.

**Groupon, Inc.**  
**Condensed Consolidated Statements of Operations**  
**(in thousands, unaudited)**

	Q1 2015	Q2 2015	Q3 2015	Q4 2015
Revenue:				
Third-party and other	\$ 326,059	\$ 310,084	\$ 295,817	\$ 318,189
Direct	382,137	387,200	376,267	559,063
Total revenue	<u>708,196</u>	<u>697,284</u>	<u>672,084</u>	<u>877,252</u>
Cost of revenue:				
Third-party and other	43,126	39,428	38,774	36,767
Direct	344,579	345,272	328,796	490,264
Total cost of revenue	<u>387,705</u>	<u>384,700</u>	<u>367,570</u>	<u>527,031</u>
Gross profit	<u>320,491</u>	<u>312,584</u>	<u>304,514</u>	<u>350,221</u>
Operating expenses:				
Marketing	48,708	53,848	58,811	79,975
Selling, general and administrative	266,100	264,538	303,747	266,143
Restructuring charges	—	—	23,092	5,372
Gain on disposition of business	—	—	(13,710)	—
Acquisition-related expense (benefit), net	(269)	505	1,064	557
Total operating expenses	<u>314,539</u>	<u>318,891</u>	<u>373,004</u>	<u>352,047</u>
<b>Income (loss) from operations</b>	<u>5,952</u>	<u>(6,307)</u>	<u>(68,490)</u>	<u>(1,826)</u>
Other income (expense), net	(19,025)	2,897	(6,249)	(3,209)
<b>Income (loss) from continuing operations before provision (benefit) for income taxes</b>	<u>(13,073)</u>	<u>(3,410)</u>	<u>(74,739)</u>	<u>(5,035)</u>
Provision (benefit) for income taxes	430	9,663	(54,313)	21,210
<b>Income (loss) from continuing operations</b>	<u>(13,503)</u>	<u>(13,073)</u>	<u>(20,426)</u>	<u>(26,245)</u>
<b>Income (loss) from discontinued operations, net of tax</b>	<u>3,048</u>	<u>124,985</u>	<u>(4,187)</u>	<u>(16,920)</u>
<b>Net income (loss)</b>	<u>(10,455)</u>	<u>111,912</u>	<u>(24,613)</u>	<u>(43,165)</u>
Net income attributable to noncontrolling interests	(3,818)	(2,828)	(3,002)	(3,363)
<b>Net income (loss) attributable to Groupon, Inc.</b>	<u>\$ (14,273)</u>	<u>\$ 109,084</u>	<u>\$ (27,615)</u>	<u>\$ (46,528)</u>

**Groupon, Inc.**  
**Supplemental Financial Information**  
(in thousands, unaudited)

	Q1 2015	Q2 2015	Q3 2015	Q4 2015
<b>North America Segment:</b>				
Gross Billings <sup>(1)</sup> :				
Local	\$ 512,558	\$ 499,378	\$ 481,608	\$ 531,154
Travel	96,678	102,908	101,801	89,389
Goods	284,741	293,970	285,794	429,818
Total Gross Billings	<u>\$ 893,977</u>	<u>\$ 896,256</u>	<u>\$ 869,203</u>	<u>\$ 1,050,361</u>
Revenue:				
Local	\$ 180,864	\$ 172,461	\$ 163,786	\$ 184,201
Travel	19,989	21,958	21,394	18,390
Goods	279,029	286,863	278,751	420,056
Total Revenue	<u>\$ 479,882</u>	<u>\$ 481,282</u>	<u>\$ 463,931</u>	<u>\$ 622,647</u>
Gross Profit:				
Local	\$ 154,776	\$ 147,574	\$ 138,798	\$ 159,745
Travel	15,791	18,385	17,644	15,207
Goods	23,923	30,598	34,801	44,329
Total Gross Profit	<u>\$ 194,490</u>	<u>\$ 196,557</u>	<u>\$ 191,243</u>	<u>\$ 219,281</u>
<b>International Segment:</b>				
Gross Billings:				
Local	\$ 254,387	\$ 237,005	\$ 212,853	\$ 225,185
Travel	75,467	68,903	71,198	67,851
Goods	196,390	195,353	182,281	241,897
Total Gross Billings	<u>\$ 526,244</u>	<u>\$ 501,261</u>	<u>\$ 466,332</u>	<u>\$ 534,933</u>
Revenue:				
Local	\$ 92,115	\$ 85,167	\$ 78,452	\$ 79,378
Travel	16,537	14,942	14,945	13,058
Goods	119,662	115,893	114,756	162,169
Total Revenue	<u>\$ 228,314</u>	<u>\$ 216,002</u>	<u>\$ 208,153</u>	<u>\$ 254,605</u>
Gross Profit:				
Local	\$ 85,469	\$ 78,598	\$ 72,688	\$ 74,087
Travel	13,626	13,426	13,361	11,807
Goods	26,906	24,003	27,222	45,046
Total Gross Profit	<u>\$ 126,001</u>	<u>\$ 116,027</u>	<u>\$ 113,271</u>	<u>\$ 130,940</u>
<b>Consolidated Results of Operations:</b>				
Gross Billings:				
Local	\$ 766,945	\$ 736,383	\$ 694,461	\$ 756,339
Travel	172,145	171,811	172,999	157,240
Goods	481,131	489,323	468,075	671,715
Total Gross Billings	<u>\$ 1,420,221</u>	<u>\$ 1,397,517</u>	<u>\$ 1,335,535</u>	<u>\$ 1,585,294</u>
Revenue:				
Local	\$ 272,979	\$ 257,628	\$ 242,238	\$ 263,579
Travel	36,526	36,900	36,339	31,448
Goods	398,691	402,756	393,507	582,225
Total Revenue	<u>\$ 708,196</u>	<u>\$ 697,284</u>	<u>\$ 672,084</u>	<u>\$ 877,252</u>
Gross Profit:				
Local	\$ 240,245	\$ 226,172	\$ 211,486	\$ 233,832
Travel	29,417	31,811	31,005	27,014
Goods	50,829	54,601	62,023	89,375
Total Gross Profit	<u>\$ 320,491</u>	<u>\$ 312,584</u>	<u>\$ 304,514</u>	<u>\$ 350,221</u>

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

**Groupon, Inc.**  
**Non-GAAP Reconciliation Schedule**  
**(in thousands, unaudited)**

Adjusted EBITDA is a non-GAAP performance measure. The Company reconciles Adjusted EBITDA to the most comparable U.S. GAAP performance measure, "Net income (loss) from continuing operations" for the periods presented.

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

	<u>Q1 2015</u>	<u>Q2 2015</u>	<u>Q3 2015</u>	<u>Q4 2015</u>
<b>Income (loss) from continuing operations</b>	\$ (13,503)	\$ (13,073)	\$ (20,426)	\$ (26,245)
Adjustments:				
Stock-based compensation <sup>(1)</sup>	34,326	37,670	34,560	31,857
Depreciation and amortization	31,315	30,484	34,607	32,976
Acquisition-related expense (benefit), net	(269)	505	1,064	557
Restructuring charges	—	—	23,092	5,372
Gains on business dispositions	—	—	(13,710)	—
Prepaid marketing write-off	—	—	6,690	—
Securities litigation expense	—	—	37,500	—
Non-operating expense (income), net	19,025	(2,897)	6,249	3,209
Provision (benefit) for income taxes	430	9,663	(54,313)	21,210
Total adjustments	<u>84,827</u>	<u>75,425</u>	<u>75,739</u>	<u>95,181</u>
<b>Adjusted EBITDA</b>	<u>\$ 71,324</u>	<u>\$ 62,352</u>	<u>\$ 55,313</u>	<u>\$ 68,936</u>

- (1) Represents stock-based compensation recorded within cost of revenue, marketing expense, and selling, general and administrative expense. Non-operating expense (income), net, includes \$0.02 million, \$0.1 million and \$0.2 million of additional stock-based compensation for the three months ended June 30, 2015, September 30, 2015 and December 31, 2015, respectively.