

GROUPON, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Statement of Purpose

This charter governs the operations of the nominating and corporate governance committee (the “Committee”) of the board of directors (the “Board”) of Groupon, Inc. (the “Company”). The purpose of the Committee is to consider, report and make recommendations to the Board on matters relating to the selection and qualification of directors of the Company and candidates nominated to serve as directors of the Company, as well as other matters relating to the duties of directors of the Company, the operation of the Board and corporate governance.

Membership

The Committee shall consist of at least three (3) directors, each of whom shall be “independent” under the applicable requirements of NASDAQ, or otherwise eligible to serve on the Committee in accordance with the exceptions provided by NASDAQ, as interpreted by the Board. It shall be the responsibility of the Board to determine, in its judgment, whether a member is independent of management and free from any relationship or service to the Company that might interfere with his or her exercise of independent judgment in carrying out his or her responsibilities as a Committee member.

Notwithstanding the above independence requirements, one (1) director who is not a current officer or employee, or a family member of a current officer or employee, may be appointed to the Committee for a period not to exceed two (2) years if the Board, under exceptional and limited circumstances, determines that membership on the Committee by the director is required by the best interests of the Company and its stockholders. If such a director is appointed to the Committee, the Company shall disclose the nature of the director’s relationship and the reasons for the Board’s determination in the next annual proxy statement subsequent to such determination.

Committee Organization and Procedures

The members shall be appointed by action of the Board and shall serve at the discretion of the Board. Appointments to the Committee shall conform to the Company’s bylaws, this charter and applicable legal and regulatory criteria, as appropriate under the circumstances. Members shall be appointed annually for a term of one (1) year. If a Committee chairman is not designated by the Board, the members of the Committee shall designate a chairman by a majority vote. The Committee may change the chairman at any time. The chairman shall preside over the meetings of the Committee and may call special meetings, in addition to those regularly scheduled, and will report to the Board the actions and recommendations of the Committee.

The Committee shall have the authority to establish its own rules and procedures consistent with the bylaws of the Company for notice and conduct of its meetings should the Committee, in its discretion, deem it desirable to do so. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the action of a majority of the members

present at any meeting at which there is a quorum shall be the act of the Committee. Unless otherwise stated herein or established by the Committee, the Committee shall be governed by the same procedural rules, including rules regarding meetings, actions without meetings, notices and waivers of notice, as are applicable to the Board.

The Committee may, in its discretion and only to the extent consistent with applicable law and regulations, delegate certain of its authority to a subcommittee of the Committee. The Committee shall have the authority to cause investigations to be made of such matters within the scope of the Committee's purposes and responsibilities as the Committee may deem appropriate. Such investigations may be made by the Company's employees or such other persons or firms as the Committee may direct. The Committee may require officers and employees of the Company to produce such information and reports, including reports to be provided annually or on other regular bases, as the Committee may deem appropriate.

In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and shall have the sole authority to retain and terminate any search firm used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain and terminate such other outside consultants (including independent legal counsel) as deemed appropriate by the Committee, including the authority to determine such other consultants' and/or counsel's fees and other retention terms. The Company shall provide such funding as is determined by the Committee to be necessary for payment of compensation to any consultant or counsel retained to advise the Committee.

Responsibilities

In fulfilling its responsibilities, the Committee shall:

1. Review the qualifications of and approve and recommend to the Board:
 - (a) those persons to be nominated for membership on the Board who shall be submitted to the stockholders for election at each annual meeting of stockholders; and
 - (b) those persons nominated to fill vacancies on the Board and newly created
2. Identify and consider potential director candidates in the event of (i) a vacancy on the Board and (ii) newly created directorships in connection with an increase in the size of the Board. The Committee shall seek individuals whose background, knowledge and experience would assist the Board in furthering the interests of the Company and its stockholders. In seeking nominees, the Committee may consider factors, such as industry knowledge and experience, international experience, public company experience, academic or research institution experience, government entity or regulatory experience, financial expertise, diversity, current employment and other board memberships.

3. Review and evaluate all potential director candidates submitted by the Company's stockholders.
4. Review and evaluate a director's offer to resign due to a change in the director's principal occupation or business association. The Committee shall review whether it would be appropriate for the director to continue serving on the Board and recommend to the Board whether, in light of the circumstances, the Board should accept the proposed resignation or request that the director continue to serve.
5. Review and make recommendations, at least annually, to the Board regarding the appropriate size, performance, composition, duties and responsibilities of the Board.
6. Review and make recommendations to the Board regarding the performance, composition, duties and responsibilities of the other committees of the Board.
7. Review and recommend to the Board tenure and retirement policies for directors.
8. Review potential conflicts of interest of prospective and current directors.
9. Review and make recommendations to the Board regarding succession planning for the Chief Executive Officer of the Company.
10. Review and make recommendations to the Board regarding the function, structure and operation of the Board, including the preparation and review, at least annually, of the Company's corporate governance policies (including the Company's Corporate Governance Guidelines).
11. Assist the Board in developing and implementing "best practices" to enhance the quality of the Company's corporate governance.
12. Monitor compliance with the Company's corporate governance policies.
13. Review the qualifications of and approve and recommend to the Board those persons to be appointed by the Board as officers of the Company.
14. Design, with the Company's management, an appropriate orientation program for new directors that includes background material, meetings with senior management and visits to Company facilities.
15. Oversee a self-evaluation process to be used by the Board and each committee of the Board to determine their effectiveness and opportunities for improvement. All of the Board and committee self-evaluations shall be performed on an annual basis.
16. Review and assess the adequacy of the self-evaluation process on an annual basis.
17. Evaluate its own performance annually and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

18. Review and assess the adequacy of this charter annually.
19. Discharge any other duties, responsibilities or activities delegated to the Committee by the Board from time to time.
20. Evaluate and make recommendations to the Board regarding the adequacy and effectiveness of non-employee director compensation, including consideration of other peer companies, trends and developments in non-employee director compensation and independence status.
21. Review and evaluate the compensation of the directors, including the appropriate mix of cash compensation and equity compensation, and recommend any changes in director compensation.
22. Review stockholder proposals that have been properly submitted, consistent with proxy rules and the Company's bylaws, to determine whether such stockholder proposal is in the best interest of the Company and make recommendations to the Board for or against such proposals, including the Committee's rationale for such recommendation.

The list of activities set forth above is not an exhaustive list of all of the permitted activities of the Committee, and the Committee may take such other actions as its members from time to time deem necessary or appropriate.

The chairman of the Committee, in addition to performing responsibilities as chairman attendant to the responsibilities of the Committee as provided above, may:

1. serve as chairman of executive sessions of the independent directors of the Board; and
2. review with the Chief Executive Officer of the Company between regularly scheduled meetings of the Board the agenda and plan for subsequent regularly scheduled meetings of the Board.

It shall be the responsibility of each member of the Committee to immediately disclose to the chairman of the Committee any relationship that, either in fact or in appearance, might impact the independent judgment of such member in his or her service as a member of the Committee.

Meetings

The Committee shall meet as frequently as the members of the Committee in their discretion deem desirable, but no less frequently than once per year. The Committee may also hold special meetings that may be called by telephone or written notice by the chairman of the Committee. The Committee shall cause to be kept adequate minutes of its proceedings and shall report periodically, as deemed necessary or desirable by the Committee, to the Board regarding the Committee's actions and recommendations. The Committee may have in attendance such representatives of senior management, consultants, advisors or others as it may deem necessary to provide the necessary information to carry out its duties.

Reporting to Board

The Committee shall report as to its activities to the Board and, where appropriate, its recommendations for action by the Board at its next meeting subsequent to that of the Committee. Certain action by the Committee may be similarly reported to the Board for approval or ratification.

This charter may be amended or modified only by the Board. Amended and Restated April 20, 2017.