

**Groupon, Inc.**  
**Summary Consolidated and Segment Results**  
(in thousands, except share and per share amounts)  
(unaudited)

|   | Three Months Ended<br>December 31, |                     | Y/Y %<br>Growth | FX Effect <sup>(2)</sup> | Y/Y %<br>Growth<br>excluding<br>FX <sup>(2)</sup> | Year Ended<br>December 31, |                     | Y/Y %<br>Growth | FX Effect <sup>(2)</sup> | Y/Y %<br>Growth<br>excluding<br>FX <sup>(2)</sup> |
|---|------------------------------------|---------------------|-----------------|--------------------------|---|----------------------------|---------------------|-----------------|--------------------------|---|
|   | 2013                               | 2012                |                 |                          |   | 2013                       | 2012                |                 |                          |   |
| <b>Gross Billings <sup>(1)</sup>:</b>                 |                                    |                     |                 |                          |   |                            |                     |                 |                          |   |
| North America   | \$ 788,721                         | \$ 718,952          | 9.7 %           | \$ (564)                 | 9.8 %   | \$ 2,847,244               | \$ 2,373,153        | 20.0 %          | \$ (1,115)               | 20.0 %  |
| EMEA  | 565,713                            | 532,481             | 6.2 %           | 18,424                   | 2.8 %   | 1,983,599                  | 1,928,508           | 2.9 %           | 37,588                   | 0.9 %   |
| Rest of World   | 238,673                            | 269,019             | (11.3) %        | (25,873)                 | (1.7) %   | 926,487                    | 1,078,523           | (14.1) %        | (76,742)                 | (7.0) %   |
| <b>Consolidated gross billings</b>                    | <b>\$ 1,593,107</b>                | <b>\$ 1,520,452</b> | <b>4.8 %</b>    | <b>\$ (8,013)</b>        | <b>5.3 %</b>                                      | <b>\$ 5,757,330</b>        | <b>\$ 5,380,184</b> | <b>7.0 %</b>    | <b>\$ (40,269)</b>       | <b>7.8 %</b>                                      |
| <b>Revenue:</b>                                       |                                    |                     |                 |                          |   |                            |                     |                 |                          |   |
| North America   | \$ 443,784                         | \$ 375,351          | 18.2 %          | \$ (189)                 | 18.3 %  | \$ 1,521,358               | \$ 1,165,700        | 30.5 %          | \$ (380)                 | 30.5 %  |
| EMEA  | 251,205                            | 176,278             | 42.5 %          | 8,839                    | 37.5 %  | 742,915                    | 805,476             | (7.8) %         | 16,114                   | (9.8) %   |
| Rest of World   | 73,458                             | 86,673              | (15.2) %        | (8,059)                  | (5.9) %   | 309,382                    | 363,296             | (14.8) %        | (27,455)                 | (7.3) %   |
| <b>Consolidated revenue</b>                           | <b>\$ 768,447</b>                  | <b>\$ 638,302</b>   | <b>20.4 %</b>   | <b>\$ 591</b>            | <b>20.3 %</b>                                     | <b>\$ 2,573,655</b>        | <b>\$ 2,334,472</b> | <b>10.2 %</b>   | <b>\$ (11,721)</b>       | <b>10.7 %</b>                                     |
| <b>Income (loss) from operations</b>                  | <b>\$ 13,352</b>                   | <b>\$ (12,861)</b>  | <b>203.8 %</b>  | <b>\$ 3,306</b>          | <b>178.1 %</b>                                    | <b>\$ 75,754</b>           | <b>\$ 98,701</b>    | <b>(23.2) %</b> | <b>\$ 4,042</b>          | <b>(27.3) %</b>                                   |
| <b>Net loss attributable to common stockholders</b>   | <b>\$ (81,247)</b>                 | <b>\$ (81,089)</b>  |                 |                          |   | <b>\$ (95,393)</b>         | <b>\$ (67,377)</b>  |                 |                          |   |
| <b>Net loss per share:</b>                            |                                    |                     |                 |                          |   |                            |                     |                 |                          |   |
| Basic   | \$ (0.12)                          | \$ (0.12)           |                 |                          |   | \$ (0.14)                  | \$ (0.10)           |                 |                          |   |
| Diluted   | \$ (0.12)                          | \$ (0.12)           |                 |                          |   | \$ (0.14)                  | \$ (0.10)           |                 |                          |   |
| <b>Weighted average number of shares outstanding:</b> |                                    |                     |                 |                          |   |                            |                     |                 |                          |   |
| Basic   | 668,046,073                        | 665,678,123         |                 |                          |   | 663,910,194                | 650,214,119         |                 |                          |   |
| Diluted   | 668,046,073                        | 665,678,123         |                 |                          |   | 663,910,194                | 650,214,119         |                 |                          |   |

(1) Represents the total dollar value of customer purchases of goods and services, excluding any applicable taxes and net of estimated refunds. Includes direct billings and third party and other billings.

(2) Represents the change in financial measures that would have resulted had average exchange rates in the reporting period been the same as those in effect during the three months and year ended December 31, 2012.

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

|   | Three Months Ended  |                     | Year Ended          |                     |
|---|---------------------|---------------------|---------------------|---------------------|
|   | December 31,        |                     | December 31,        |                     |
|   | 2013                | 2012                | 2013                | 2012                |
| <b>Operating activities</b>   |                     |                     |                     |                     |
| Net loss  | \$ (78,861)         | \$ (80,047)         | \$ (88,946)         | \$ (51,031)         |
| Adjustments to reconcile net loss to net cash provided by operating activities: |                     |                     |                     |                     |
| Depreciation and amortization   | 24,132              | 15,965              | 89,449              | 55,801              |
| Stock-based compensation  | 32,239              | 26,411              | 121,462             | 104,117             |
| Deferred income taxes   | (16,830)            | (17,259)            | (18,055)            | (7,651)             |
| Excess tax benefits on stock-based compensation                                 | (8,338)             | (2,403)             | (20,454)            | (27,023)            |
| (Income) loss on equity method investments                                      | (14)                | 1,231               | 44                  | 9,925               |
| (Gain) loss, net from changes in fair value of contingent consideration         | (895)               | 153                 | (3,171)             | 897                 |
| Gain on E-Commerce transaction  | -                   | -                   | -                   | (56,032)            |
| Impairment of investments   | 85,925              | 50,553              | 85,925              | 50,553              |
| Change in assets and liabilities, net of acquisitions:                          |                     |                     |                     |                     |
| Restricted cash   | 2,264               | (2,517)             | 2,183               | (4,372)             |
| Accounts receivable   | 1,990               | 12,723              | 10,989              | 10,534              |
| Prepaid expenses and other current assets                                       | (76,052)            | (45,922)            | (62,906)            | (70,859)            |
| Accounts payable  | (5,421)             | 5,537               | (31,288)            | 18,711              |
| Accrued merchant and supplier payables  | 160,758             | 96,029              | 88,468              | 149,918             |
| Accrued expenses and other current liabilities                                  | 31,843              | (20,268)            | 4,053               | 47,742              |
| Other, net  | 25,535              | 25,531              | 40,679              | 35,604              |
| <b>Net cash provided by operating activities</b>                                | <b>178,275</b>      | <b>65,717</b>       | <b>218,432</b>      | <b>266,834</b>      |
| <b>Net cash used in investing activities</b>                                    | <b>(23,330)</b>     | <b>(52,753)</b>     | <b>(96,315)</b>     | <b>(194,979)</b>    |
| <b>Net cash (used in) provided by financing activities</b>                      | <b>(55,444)</b>     | <b>(6,495)</b>      | <b>(81,697)</b>     | <b>12,095</b>       |
| <b>Effect of exchange rate changes on cash and cash equivalents</b>             | <b>1,114</b>        | <b>1,809</b>        | <b>(9,237)</b>      | <b>2,404</b>        |
| <b>Net increase in cash and cash equivalents</b>                                | <b>100,615</b>      | <b>8,278</b>        | <b>31,183</b>       | <b>86,354</b>       |
| <b>Cash and cash equivalents, beginning of period</b>                           | <b>1,139,857</b>    | <b>1,201,011</b>    | <b>1,209,289</b>    | <b>1,122,935</b>    |
| <b>Cash and cash equivalents, end of period</b>                                 | <b>\$ 1,240,472</b> | <b>\$ 1,209,289</b> | <b>\$ 1,240,472</b> | <b>\$ 1,209,289</b> |

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

|   | Three Months Ended December 31, |                    | Year Ended December 31, |                    |
|---|---------------------------------|--------------------|-------------------------|--------------------|
|   | 2013                            | 2012               | 2013                    | 2012               |
| <b>Revenue:</b>   |                                 |                    |                         |                    |
| Third party and other   | \$ 401,688                      | \$ 413,127         | \$ 1,654,654            | \$ 1,879,729       |
| Direct  | 366,759                         | 225,175            | 919,001                 | 454,743            |
| Total revenue   | 768,447                         | 638,302            | 2,573,655               | 2,334,472          |
| <b>Cost of revenue:</b>   |                                 |                    |                         |                    |
| Third party and other   | 52,538                          | 63,905             | 232,062                 | 297,739            |
| Direct  | 337,701                         | 218,567            | 840,060                 | 421,201            |
| Total cost of revenue   | 390,239                         | 282,472            | 1,072,122               | 718,940            |
| Gross profit  | 378,208                         | 355,830            | 1,501,533               | 1,615,532          |
| <b>Operating expenses:</b>  |                                 |                    |                         |                    |
| Marketing   | 56,505                          | 60,913             | 214,824                 | 336,854            |
| Selling, general and administrative                                   | 306,086                         | 307,625            | 1,210,966               | 1,179,080          |
| Acquisition-related expense (benefit), net                            | 2,265                           | 153                | (11)                    | 897                |
| Total operating expenses  | 364,856                         | 368,691            | 1,425,779               | 1,516,831          |
| <b>Income (loss) from operations</b>                                  | <b>13,352</b>                   | <b>(12,861)</b>    | <b>75,754</b>           | <b>98,701</b>      |
| Income (loss) on equity method investments                            | 14                              | (1,231)            | (44)                    | (9,925)            |
| Other (expense) income, net   | (84,847)                        | (48,279)           | (94,619)                | 6,166              |
| <b>(Loss) income before provision for income taxes</b>                | <b>(71,481)</b>                 | <b>(62,371)</b>    | <b>(18,909)</b>         | <b>94,942</b>      |
| Provision for income taxes  | 7,380                           | 17,676             | 70,037                  | 145,973            |
| <b>Net loss</b>   | <b>(78,861)</b>                 | <b>(80,047)</b>    | <b>(88,946)</b>         | <b>(51,031)</b>    |
| Net income attributable to noncontrolling interests                   | (2,386)                         | (936)              | (6,447)                 | (3,742)            |
| <b>Net loss attributable to Groupon, Inc.</b>                         | <b>(81,247)</b>                 | <b>(80,983)</b>    | <b>(95,393)</b>         | <b>(54,773)</b>    |
| Adjustment of redeemable noncontrolling interests to redemption value | -                               | (106)              | -                       | (12,604)           |
| <b>Net loss attributable to common stockholders</b>                   | <b>\$ (81,247)</b>              | <b>\$ (81,089)</b> | <b>\$ (95,393)</b>      | <b>\$ (67,377)</b> |
| <b>Net loss per share</b>   |                                 |                    |                         |                    |
| Basic   | \$ (0.12)                       | \$ (0.12)          | \$ (0.14)               | \$ (0.10)          |
| Diluted   | \$ (0.12)                       | \$ (0.12)          | \$ (0.14)               | \$ (0.10)          |
| <b>Weighted average number of shares outstanding</b>                  |                                 |                    |                         |                    |
| Basic   | 668,046,073                     | 665,678,123        | 663,910,194             | 650,214,119        |
| Diluted   | 668,046,073                     | 665,678,123        | 663,910,194             | 650,214,119        |

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

|   | December 31, 2013<br>(unaudited) | December 31, 2012   |
|---|----------------------------------|---------------------|
| <b>Assets</b>   |                                  |                     |
| Current assets:   |                                  |                     |
| Cash and cash equivalents   | \$ 1,240,472                     | \$ 1,209,289        |
| Accounts receivable, net  | 83,673                           | 96,713              |
| Deferred income taxes   | 27,938                           | 31,211              |
| Prepaid expenses and other current assets   | 210,415                          | 150,573             |
| <b>Total current assets</b>   | <b>1,562,498</b>                 | <b>1,487,786</b>    |
| Property, equipment and software, net   | 134,423                          | 121,072             |
| Goodwill  | 220,827                          | 206,684             |
| Intangible assets, net  | 28,443                           | 42,597              |
| Investments   | 20,652                           | 84,209              |
| Deferred income taxes, non-current  | 35,941                           | 29,916              |
| Other non-current assets  | 39,226                           | 59,210              |
| <b>Total Assets</b>   | <b>\$ 2,042,010</b>              | <b>\$ 2,031,474</b> |
| <b>Liabilities and Equity</b>   |                                  |                     |
| Current liabilities:  |                                  |                     |
| Accounts payable  | \$ 27,573                        | \$ 59,865           |
| Accrued merchant and supplier payables  | 752,943                          | 671,305             |
| Accrued expenses  | 226,986                          | 246,924             |
| Deferred income taxes   | 47,558                           | 53,700              |
| Other current liabilities   | 132,718                          | 136,647             |
| <b>Total current liabilities</b>  | <b>1,187,778</b>                 | <b>1,168,441</b>    |
| Deferred income taxes, non-current  | 10,853                           | 20,860              |
| Other non-current liabilities   | 131,697                          | 100,072             |
| <b>Total Liabilities</b>  | <b>1,330,328</b>                 | <b>1,289,373</b>    |
| Commitments and contingencies   |                                  |                     |
| <b>Stockholders' Equity</b>   |                                  |                     |
| Class A common stock, par value \$0.0001 per share, 2,000,000,000 shares authorized, 670,149,976 shares issued and 665,717,176 shares outstanding at December 31, 2013 and 654,523,706 shares issued and outstanding at December 31, 2012 | 67                               | 65                  |
| Class B common stock, par value \$0.0001 per share, 10,000,000 shares authorized, 2,399,976 shares issued and outstanding at December 31, 2013 and December 31, 2012  | -                                | -                   |
| Common stock, par value \$0.0001 per share, 2,010,000,000 shares authorized, no shares issued and outstanding at December 31, 2013 and December 31, 2012  | -                                | -                   |
| Additional paid-in capital  | 1,584,211                        | 1,485,006           |
| Treasury stock, at cost, 4,432,800 shares at December 31, 2013 and no shares at December 31, 2012   | (46,587)                         | -                   |
| Accumulated deficit   | (848,870)                        | (753,477)           |
| Accumulated other comprehensive income  | 24,830                           | 12,446              |
| <b>Total Groupon, Inc. Stockholders' Equity</b>   | <b>713,651</b>                   | <b>744,040</b>      |
| Noncontrolling interests  | (1,969)                          | (1,939)             |
| <b>Total Equity</b>   | <b>711,682</b>                   | <b>742,101</b>      |
| <b>Total Liabilities and Equity</b>   | <b>\$ 2,042,010</b>              | <b>\$ 2,031,474</b> |

**Groupon, Inc.**  
**Segment Information**  
(in thousands)  
(unaudited)

|  | Three Months Ended December 31, |              | Year Ended December 31, |              |
|--|---------------------------------|--------------|-------------------------|--------------|
|  | 2013                            | 2012         | 2013                    | 2012         |
| <b>North America</b>   |                                 |              |                         |              |
| Gross Billings <sup>(1)</sup>                                    | \$ 788,721                      | \$ 718,952   | \$ 2,847,244            | \$ 2,373,153 |
| Revenue  | \$ 443,784                      | \$ 375,351   | \$ 1,521,358            | \$ 1,165,700 |
| Segment cost of revenue and operating expenses <sup>(2)(3)</sup> | 418,214                         | 358,319      | 1,380,746               | 1,025,974    |
| Segment operating income <sup>(2)(3)</sup>                       | \$ 25,570                       | \$ 17,032    | \$ 140,612              | \$ 139,726   |
| Segment operating income as a percent of segment revenue         | 5.8 %                           | 4.5 %        | 9.2 %                   | 12.0 %       |
| <b>EMEA</b>  |                                 |              |                         |              |
| Gross Billings <sup>(1)</sup>                                    | \$ 565,713                      | \$ 532,481   | \$ 1,983,599            | \$ 1,928,508 |
| Revenue  | \$ 251,205                      | \$ 176,278   | \$ 742,915              | \$ 805,476   |
| Segment cost of revenue and operating expenses <sup>(2)(3)</sup> | 214,187                         | 167,502      | 631,409                 | 699,470      |
| Segment operating income <sup>(2)(3)</sup>                       | \$ 37,018                       | \$ 8,776     | \$ 111,506              | \$ 106,006   |
| Segment operating income as a percent of segment revenue         | 14.7 %                          | 5.0 %        | 15.0 %                  | 13.2 %       |
| <b>Rest of World</b>   |                                 |              |                         |              |
| Gross Billings <sup>(1)</sup>                                    | \$ 238,673                      | \$ 269,019   | \$ 926,487              | \$ 1,078,523 |
| Revenue  | \$ 73,458                       | \$ 86,673    | \$ 309,382              | \$ 363,296   |
| Segment cost of revenue and operating expenses <sup>(2)</sup>    | 88,190                          | 98,778       | 364,295                 | 405,313      |
| Segment operating loss <sup>(2)</sup>                            | \$ (14,732)                     | \$ (12,105)  | \$ (54,913)             | \$ (42,017)  |
| Segment operating loss as a percent of segment revenue           | (20.1) %                        | (14.0) %     | (17.7) %                | (11.6) %     |
| <b>Consolidated</b>  |                                 |              |                         |              |
| Gross Billings <sup>(1)</sup>                                    | \$ 1,593,107                    | \$ 1,520,452 | \$ 5,757,330            | \$ 5,380,184 |
| Revenue  | \$ 768,447                      | \$ 638,302   | \$ 2,573,655            | \$ 2,334,472 |
| Segment cost of revenue and operating expenses <sup>(2)</sup>    | 720,591                         | 624,599      | 2,376,450               | 2,130,757    |
| Segment operating income <sup>(2)</sup>                          | \$ 47,856                       | \$ 13,703    | \$ 197,205              | \$ 203,715   |
| Segment operating income as a percent of segment revenue         | 6.2 %                           | 2.1 %        | 7.7 %                   | 8.7 %        |
| Stock-based compensation   | 32,239                          | 26,411       | 121,462                 | 104,117      |
| Acquisition-related expense (benefit), net                       | 2,265                           | 153          | (11)                    | 897          |
| Income (loss) from operations                                    | 13,352                          | (12,861)     | 75,754                  | 98,701       |
| (Income) loss on equity method investments                       | (14)                            | 1,231        | 44                      | 9,925        |
| Other expense (income), net                                      | 84,847                          | 48,279       | 94,619                  | (6,166)      |
| (Loss) income before provision for income taxes                  | (71,481)                        | (62,371)     | (18,909)                | 94,942       |
| Provision for income taxes                                       | 7,380                           | 17,676       | 70,037                  | 145,973      |
| Net loss   | \$ (78,861)                     | \$ (80,047)  | \$ (88,946)             | \$ (51,031)  |

(1) Represents the total dollar value of customer purchases of goods and services, excluding any applicable taxes and net of estimated refunds. Includes direct billings and third party and other billings.

(2) Segment cost of revenue and operating expenses and segment operating income (loss) exclude stock-based compensation and acquisition-related expense (benefit), net.

(3) We record intercompany cross-charges every period for services provided by the United States to our international subsidiaries. We updated our intercompany allocations for those charges during the fourth quarter of 2012, which resulted in a one-time \$8.5 million decrease to EMEA Segment operating expenses (increase to EMEA Segment operating income) and a corresponding increase to North America Segment operating expenses (reduction to North America Segment operating income).

**Groupon, Inc.**  
**Non-GAAP Reconciliation Schedules**  
(in thousands, except share and per share amounts)  
(unaudited)

The following are reconciliations of diluted earnings per share excluding stock-based compensation, acquisition-related expense (benefit), net and the impairment of a minority investment in China and foreign exchange rate neutral operating results to the most comparable U.S. GAAP financial measures. See "Supplemental Financial Information and Business Metrics" for reconciliations of Adjusted EBITDA, operating income excluding stock-based compensation and acquisition-related (expense) benefit, net and free cash flow to the most comparable U.S. GAAP financial measures.

The following is a reconciliation of diluted net loss per share to diluted earnings per share excluding stock-based compensation, acquisition-related expense (benefit), net and the impairment of Life Media Limited (F-tuan), a minority investment in China, for the three months and year ended December 31, 2013:

|  | Three Months Ended<br>December 31, 2013 | Year Ended<br>December 31, 2013 |
|--|---|---------------------------------|
| Net loss attributable to common stockholders   | \$ (81,247)                             | \$ (95,393)                     |
| Stock-based compensation   | 32,239                                  | 121,462                         |
| Acquisition-related expense (benefit), net   | 2,265                                   | (11)                            |
| Impairment of investment in F-tuan   | 85,521                                  | 85,521                          |
| Income tax effect of adjustments   | (11,301)                                | (38,504)                        |
| Net income attributable to common stockholders excluding stock-based compensation, acquisition-related expense (benefit), net and impairment of investment in F-tuan | <u>\$ 27,477</u>                        | <u>\$ 73,075</u>                |
| Diluted shares   | 668,046,073                             | 663,910,194                     |
| Incremental diluted shares <sup>(1)</sup>  | 16,685,634                              | 15,501,759                      |
| Adjusted diluted shares  | <u>684,731,707</u>                      | <u>679,411,953</u>              |
| Diluted net loss per share   | \$ (0.12)                               | \$ (0.14)                       |
| Impact of stock-based compensation, acquisition-related expense (benefit), net and impairment of investment in F-tuan and the related income tax effects             | 0.16                                    | 0.25                            |
| Diluted earnings per share excluding stock-based compensation, acquisition-related expense (benefit), net and impairment of investment in F-tuan                     | <u>\$ 0.04</u>                          | <u>\$ 0.11</u>                  |

(1) Outstanding equity awards are not reflected in the diluted net loss per share calculation for the three months and year ended December 31, 2013 because the effect would be antidilutive. However, those awards have been reflected in the calculation of diluted earnings per share excluding stock-based compensation, acquisition-related expense (benefit), net and the impairment of a minority investment in China for the three months and year ended December 31, 2013 because they have a dilutive effect on that calculation.

The following are reconciliations of foreign exchange rate neutral operating results to the most comparable U.S. GAAP financial measures, "Gross Billings," "Revenue" and "Income from operations," for the three months and year ended December 31, 2013.

The effect on the Company's gross billings, revenue and income from operations from changes in exchange rates versus the U.S. Dollar for the three months ended December 31, 2013 was as follows:

|                        | Three Months Ended December 31, 2013       |   |                | Three Months Ended December 31, 2013       |   |                |
|------------------------|--|---|----------------|--|---|----------------|
|                        | At Avg.<br>Q4 2012<br>Rates <sup>(1)</sup> | Exchange<br>Rate<br>Effect <sup>(2)</sup> | As<br>Reported | At Avg.<br>Q3 2013<br>Rates <sup>(3)</sup> | Exchange<br>Rate<br>Effect <sup>(2)</sup> | As<br>Reported |
| Gross billings         | \$ 1,601,120                               | \$ (8,013)                                | \$ 1,593,107   | \$ 1,578,913                               | \$ 14,194                                 | \$ 1,593,107   |
| Revenue                | \$ 767,856                                 | \$ 591                                    | \$ 768,447     | \$ 762,153                                 | \$ 6,294                                  | \$ 768,447     |
| Income from operations | \$ 10,046                                  | \$ 3,306                                  | \$ 13,352      | \$ 12,184                                  | \$ 1,168                                  | \$ 13,352      |

The effect on the Company's gross billings, revenue and income from operations from changes in exchange rates versus the U.S. Dollar for the year ended December 31, 2013 was as follows:

|                        | Year Ended December 31, 2013            |   |                | Year Ended December 31, 2013                     |   |                |
|------------------------|---|---|----------------|--|---|----------------|
|                        | At Avg.<br>2012<br>Rates <sup>(1)</sup> | Exchange<br>Rate<br>Effect <sup>(2)</sup> | As<br>Reported | At Avg.<br>Q4'12 - Q3'13<br>Rates <sup>(3)</sup> | Exchange<br>Rate<br>Effect <sup>(2)</sup> | As<br>Reported |
| Gross billings         | \$ 5,797,599                            | \$ (40,269)                               | \$ 5,757,330   | \$ 5,765,679                                     | \$ (8,349)                                | \$ 5,757,330   |
| Revenue                | \$ 2,585,376                            | \$ (11,721)                               | \$ 2,573,655   | \$ 2,574,687                                     | \$ (1,032)                                | \$ 2,573,655   |
| Income from operations | \$ 71,712                               | \$ 4,042                                  | \$ 75,754      | \$ 75,009  | \$ 745                                    | \$ 75,754      |

(1) Represents the financial statement balances that would have resulted had average exchange rates in the reported period been the same as those in effect during the three months and year ended December 31, 2012.

(2) Represents the increase or decrease in reported amounts resulting from changes in exchange rates from those in effect in the comparable period.

(3) Represents the financial statement balances that would have resulted had average exchange rates in the reported period been the same as those in effect during the three and twelve months ended September 30, 2013.

**Groupon, Inc.**  
**Supplemental Financial Information and Business Metrics<sup>(14)</sup>**  
(financial data in thousands, except per share data; active customers in millions)  
(unaudited)

|   | Q4 2012      | Q1 2013      | Q2 2013      | Q3 2013      | Q4 2013      |
|---|--------------|--------------|--------------|--------------|--------------|
| <b>Segments</b>   |              |              |              |              |              |
| <b>North America Segment</b>  |              |              |              |              |              |
| <b>Gross Billings<sup>(1)</sup></b>   |              |              |              |              |              |
| Local <sup>(2)</sup> Gross Billings   |              |              |              |              |              |
| Third Party   | \$ 430,255   | \$ 450,140   | \$ 449,770   | \$ 401,756   | \$ 436,705   |
| Direct  | -            | -            | 693          | 1,040        | 39           |
| Total Local Gross Billings  | \$ 430,255   | \$ 450,140   | \$ 450,463   | \$ 402,796   | \$ 436,744   |
| Goods Gross Billings  |              |              |              |              |              |
| Third Party   | \$ 31,270    | \$ 17,294    | \$ 15,501    | \$ 12,650    | \$ 23,373    |
| Direct  | 209,575      | 148,065      | 181,377      | 181,915      | 262,666      |
| Total Goods Gross Billings  | \$ 240,845   | \$ 165,359   | \$ 196,878   | \$ 194,565   | \$ 286,039   |
| Travel and Other Gross Billings   |              |              |              |              |              |
| Third Party and Other   | \$ 47,852    | \$ 65,820    | \$ 64,864    | \$ 67,638    | \$ 65,938    |
| Direct  | -            | -            | -            | -            | -            |
| Total Travel and Other Gross Billings   | \$ 47,852    | \$ 65,820    | \$ 64,864    | \$ 67,638    | \$ 65,938    |
| Total Gross Billings  |              |              |              |              |              |
| Third Party and Other   | \$ 509,377   | \$ 533,254   | \$ 530,135   | \$ 482,044   | \$ 526,016   |
| Direct  | 209,575      | 148,065      | 182,070      | 182,955      | 262,705      |
| Total Gross Billings  | \$ 718,952   | \$ 681,319   | \$ 712,205   | \$ 664,999   | \$ 788,721   |
| Year-over-year growth   | 51 %         | 23 %         | 30 %         | 20 %         | 10 %         |
| % of Consolidated Gross Billings  | 47 %         | 48 %         | 50 %         | 50 %         | 50 %         |
| Gross Billings Trailing Twelve Months (TTM)   | \$ 2,373,153 | \$ 2,500,915 | \$ 2,664,845 | \$ 2,777,475 | \$ 2,847,244 |
| <b>Revenue<sup>(3)</sup></b>  |              |              |              |              |              |
| Local Revenue   |              |              |              |              |              |
| Third Party   | \$ 142,454   | \$ 171,593   | \$ 174,117   | \$ 158,189   | \$ 159,175   |
| Direct  | -            | -            | 693          | 1,040        | 39           |
| Total Local Revenue   | \$ 142,454   | \$ 171,593   | \$ 174,810   | \$ 159,229   | \$ 159,214   |
| Goods Revenue   |              |              |              |              |              |
| Third Party   | \$ 11,877    | \$ 3,144     | \$ 4,651     | \$ 3,999     | \$ 5,615     |
| Direct  | 209,575      | 148,065      | 181,377      | 181,915      | 262,666      |
| Total Goods Revenue   | \$ 221,452   | \$ 151,209   | \$ 186,028   | \$ 185,914   | \$ 268,281   |
| Travel and Other Revenue  |              |              |              |              |              |
| Third Party and Other   | \$ 11,445    | \$ 16,752    | \$ 16,344    | \$ 15,695    | \$ 16,289    |
| Direct  | -            | -            | -            | -            | -            |
| Total Travel and Other Revenue  | \$ 11,445    | \$ 16,752    | \$ 16,344    | \$ 15,695    | \$ 16,289    |
| Total Revenue   |              |              |              |              |              |
| Third Party and Other Revenue   | \$ 165,776   | \$ 191,489   | \$ 195,112   | \$ 177,883   | \$ 181,079   |
| Direct Revenue  | 209,575      | 148,065      | 182,070      | 182,955      | 262,705      |
| Total Revenue   | \$ 375,351   | \$ 339,554   | \$ 377,182   | \$ 360,838   | \$ 443,784   |
| Year-over-year growth   | 49 %         | 42 %         | 45 %         | 24 %         | 18 %         |
| % of Consolidated Revenue   | 59 %         | 56 %         | 62 %         | 61 %         | 58 %         |
| Revenue TTM   | \$ 1,165,700 | \$ 1,266,689 | \$ 1,383,690 | \$ 1,452,925 | \$ 1,521,358 |
| <b>Cost of Revenue<sup>(4)</sup></b>  |              |              |              |              |              |
| Local Cost of Revenue   |              |              |              |              |              |
| Third Party   | \$ 23,203    | \$ 25,915    | \$ 19,818    | \$ 18,985    | \$ 17,918    |
| Direct  | -            | -            | 636          | 1,887        | 31           |
| Total Local Cost of Revenue   | \$ 23,203    | \$ 25,915    | \$ 20,454    | \$ 20,872    | \$ 17,949    |
| Goods Cost of Revenue   |              |              |              |              |              |
| Third Party   | \$ 1,935     | \$ 475       | \$ 522       | \$ 480       | \$ 613       |
| Direct  | 196,789      | 138,278      | 158,529      | 163,825      | 246,638      |
| Total Goods Cost of Revenue   | \$ 198,724   | \$ 138,753   | \$ 159,051   | \$ 164,305   | \$ 247,251   |
| Travel and Other Cost of Revenue  |              |              |              |              |              |
| Third Party and Other   | \$ 1,864     | \$ 2,530     | \$ 3,091     | \$ 4,092     | \$ 4,258     |
| Direct  | -            | -            | -            | -            | -            |
| Total Travel and Other Cost of Revenue  | \$ 1,864     | \$ 2,530     | \$ 3,091     | \$ 4,092     | \$ 4,258     |
| Total Cost of Revenue   |              |              |              |              |              |
| Third Party and Other Cost of Revenue   | \$ 27,002    | \$ 28,920    | \$ 23,431    | \$ 23,557    | \$ 22,789    |
| Direct Cost of Revenue  | 196,789      | 138,278      | 159,165      | 165,712      | 246,669      |
| Total Cost of Revenue   | \$ 223,791   | \$ 167,198   | \$ 182,596   | \$ 189,269   | \$ 269,458   |
| % of North America Total Revenue  | 60 %         | 49 %         | 48 %         | 52 %         | 61 %         |
| <b>Gross Profit</b>   |              |              |              |              |              |
| Local Gross Profit  |              |              |              |              |              |
| Third Party   | \$ 119,251   | \$ 145,678   | \$ 154,299   | \$ 139,204   | \$ 141,257   |
| Direct  | -            | -            | 57           | (847)        | 8            |
| Total Local Gross Profit  | \$ 119,251   | \$ 145,678   | \$ 154,356   | \$ 138,357   | \$ 141,265   |
| % of North America Total Local Revenue  | 83.7 %       | 84.9 %       | 88.3 %       | 86.9 %       | 88.7 %       |
| % of North America Total Local Gross Billings   | 27.7 %       | 32.4 %       | 34.3 %       | 34.3 %       | 32.3 %       |
| Goods Gross Profit  |              |              |              |              |              |
| Third Party   | \$ 9,942     | \$ 2,669     | \$ 4,129     | \$ 3,519     | \$ 5,002     |
| Direct  | 12,786       | 9,787        | 22,848       | 18,090       | 16,028       |
| Total Goods Gross Profit  | \$ 22,728    | \$ 12,456    | \$ 26,977    | \$ 21,609    | \$ 21,030    |
| % of North America Total Goods Revenue  | 10.3 %       | 8.2 %        | 14.5 %       | 11.6 %       | 7.8 %        |
| % of North America Total Goods Gross Billings   | 9.4 %        | 7.5 %        | 13.7 %       | 11.1 %       | 7.4 %        |
| Travel and Other Gross Profit   |              |              |              |              |              |
| Third Party and Other   | \$ 9,581     | \$ 14,222    | \$ 13,253    | \$ 11,603    | \$ 12,031    |
| Direct  | -            | -            | -            | -            | -            |
| Total Travel and Other Gross Profit   | \$ 9,581     | \$ 14,222    | \$ 13,253    | \$ 11,603    | \$ 12,031    |
| % of North America Total Travel and Other Revenue   | 83.7 %       | 84.9 %       | 81.1 %       | 73.9 %       | 73.9 %       |
| % of North America Total Travel and Other Gross Billings  | 20.0 %       | 21.6 %       | 20.4 %       | 17.2 %       | 18.2 %       |
| Total Gross Profit  |              |              |              |              |              |
| Third Party and Other   | \$ 138,774   | \$ 162,569   | \$ 171,681   | \$ 154,326   | \$ 158,290   |
| Direct  | 12,786       | 9,787        | 22,905       | 17,243       | 16,036       |
| Total Gross Profit  | \$ 151,560   | \$ 172,356   | \$ 194,586   | \$ 171,569   | \$ 174,326   |
| % of North America Total Revenue  | 40.4 %       | 50.8 %       | 51.6 %       | 47.5 %       | 39.3 %       |
| % of North America Total Gross Billings   | 21.1 %       | 25.3 %       | 27.3 %       | 25.8 %       | 22.1 %       |
| <b>Operating Income Excl Stock-Based Compensation (SBC), Acquisition-Related Expense (Benefit), net</b> |              |              |              |              |              |
| Year-over-year growth   | (7) %        | 3 %          | 12 %         | (36) %       | 30 %         |
| % of Consolidated Operating Income Excl SBC, Acq-Related  | 124 %        | 81 %         | 82 %         | 64 %         | 53 %         |
| <b>Operating Margin Excl SBC, Acq-Related (% of North America Total Revenue)</b>                        |              |              |              |              |              |
| Year-over-year growth (bps)   | 4.5          | 12.2         | 12.9         | 7.0          | 5.8          |
| % of Consolidated Operating Income Excl SBC, Acq-Related  | (570)        | (460)        | (380)        | (640)        | (130)        |
| <b>Operating Income TTM Excl SBC, Acq-Related</b>   |              |              |              |              |              |
| Year-over-year growth (bps)   | 139,726      | 140,920      | 145,999      | 132,074      | 140,612      |
| % of Consolidated Operating Income Excl SBC, Acq-Related (% of North America Total TTM revenue)         | 12.0 %       | 11.1 %       | 10.6 %       | 9.1 %        | 9.2 %        |
| Year-over-year growth (bps)   | 1,120        | 200          | (380)        | (540)        | (280)        |

|  | Q4 2012      | Q1 2013      | Q2 2013      | Q3 2013      | Q4 2013      |
|--|--------------|--------------|--------------|--------------|--------------|
| <b>EMEA Segment</b>  |              |              |              |              |              |
| <b>Gross Billings</b>  |              |              |              |              |              |
| Local Gross Billings   |              |              |              |              |              |
| Third Party  | \$ 239,944   | \$ 259,423   | \$ 241,108   | \$ 207,110   | \$ 276,670   |
| Direct   | -            | -            | -            | -            | -            |
| Total Local Gross Billings   | \$ 239,944   | \$ 259,423   | \$ 241,108   | \$ 207,110   | \$ 276,670   |
| Goods Gross Billings   |              |              |              |              |              |
| Third Party  | \$ 195,582   | \$ 141,742   | \$ 165,413   | \$ 160,578   | \$ 122,902   |
| Direct   | 9,020        | 7,451        | 2,181        | 9,271        | 96,978       |
| Total Goods Gross Billings   | \$ 204,602   | \$ 149,193   | \$ 167,594   | \$ 169,849   | \$ 219,880   |
| Travel and Other Gross Billings  |              |              |              |              |              |
| Third Party and Other  | \$ 87,935    | \$ 83,702    | \$ 73,548    | \$ 66,359    | \$ 69,163    |
| Direct   | -            | -            | -            | -            | -            |
| Total Travel and Other Gross Billings                                    | \$ 87,935    | \$ 83,702    | \$ 73,548    | \$ 66,359    | \$ 69,163    |
| Total Gross Billings   |              |              |              |              |              |
| Third Party and Other  | \$ 523,461   | \$ 484,867   | \$ 480,069   | \$ 434,047   | \$ 468,735   |
| Direct   | 9,020        | 7,451        | 2,181        | 9,271        | 96,978       |
| Total Gross Billings   | \$ 532,481   | \$ 492,318   | \$ 482,250   | \$ 443,318   | \$ 565,713   |
| Year-over-year growth  | 2 %          | (8) %        | 4 %          | 12 %         | 6 %          |
| Year-over-year growth, excluding FX <sup>(1)</sup>                       | 4 %          | (9) %        | 4 %          | 9 %          | 3 %          |
| % of Consolidated Gross Billings   | 35 %         | 25 %         | 23 %         | 33 %         | 36 %         |
| Gross Billings TTM   | \$ 1,928,507 | \$ 1,883,265 | \$ 1,903,136 | \$ 1,950,367 | \$ 1,983,599 |
| <b>Revenue</b>   |              |              |              |              |              |
| Local Revenue  |              |              |              |              |              |
| Third Party  | \$ 98,668    | \$ 110,715   | \$ 109,481   | \$ 91,448    | \$ 115,259   |
| Direct   | -            | -            | -            | -            | -            |
| Total Local Revenue  | \$ 98,668    | \$ 110,715   | \$ 109,481   | \$ 91,448    | \$ 115,259   |
| Goods Revenue  |              |              |              |              |              |
| Third Party  | \$ 49,173    | \$ 45,875    | \$ 32,938    | \$ 32,008    | \$ 22,296    |
| Direct   | 9,020        | 7,451        | 2,181        | 9,271        | 96,978       |
| Total Goods Revenue  | \$ 58,193    | \$ 53,326    | \$ 35,119    | \$ 41,279    | \$ 119,274   |
| Travel and Other Revenue   |              |              |              |              |              |
| Third Party and Other  | \$ 19,417    | \$ 19,757    | \$ 15,362    | \$ 15,223    | \$ 16,672    |
| Direct   | -            | -            | -            | -            | -            |
| Total Travel and Other Revenue   | \$ 19,417    | \$ 19,757    | \$ 15,362    | \$ 15,223    | \$ 16,672    |
| Total Revenue  |              |              |              |              |              |
| Third Party and Other Revenue  | \$ 167,258   | \$ 176,347   | \$ 157,781   | \$ 138,679   | \$ 154,227   |
| Direct Revenue   | 9,020        | 7,451        | 2,181        | 9,271        | 96,978       |
| Total Revenue  | \$ 176,278   | \$ 183,798   | \$ 159,962   | \$ 147,950   | \$ 251,205   |
| Year-over-year growth  | (27) %       | (29) %       | (24) %       | (23) %       | 48 %         |
| Year-over-year growth, excluding FX <sup>(1)</sup>                       | (25) %       | (20) %       | (25) %       | (23) %       | 38 %         |
| % of Consolidated Revenue  | 28 %         | 31 %         | 26 %         | 25 %         | 33 %         |
| Revenue TTM  | \$ 805,476   | \$ 758,918   | \$ 707,325   | \$ 667,988   | \$ 742,915   |
| <b>Cost of Revenue</b>   |              |              |              |              |              |
| Local Cost of Revenue  |              |              |              |              |              |
| Third Party  | \$ 10,622    | \$ 14,192    | \$ 10,898    | \$ 10,254    | \$ 10,374    |
| Direct   | -            | -            | -            | -            | -            |
| Total Local Cost of Revenue  | \$ 10,622    | \$ 14,192    | \$ 10,898    | \$ 10,254    | \$ 10,374    |
| Goods Cost of Revenue  |              |              |              |              |              |
| Third Party  | \$ 5,294     | \$ 5,880     | \$ 4,705     | \$ 3,972     | \$ 2,203     |
| Direct   | 14,550       | 7,472        | 3,306        | 8,364        | 83,545       |
| Total Goods Cost of Revenue  | \$ 19,844    | \$ 13,352    | \$ 8,011     | \$ 12,336    | \$ 85,748    |
| Travel and Other Cost of Revenue   |              |              |              |              |              |
| Third Party and Other  | \$ 2,090     | \$ 2,533     | \$ 1,522     | \$ 1,679     | \$ 1,890     |
| Direct   | -            | -            | -            | -            | -            |
| Total Travel and Other Cost of Revenue                                   | \$ 2,090     | \$ 2,533     | \$ 1,522     | \$ 1,679     | \$ 1,890     |
| Total Cost of Revenue  |              |              |              |              |              |
| Third Party and Other Cost of Revenue                                    | \$ 18,006    | \$ 22,605    | \$ 17,125    | \$ 15,905    | \$ 14,467    |
| Direct Cost of Revenue   | 14,550       | 7,472        | 3,306        | 8,364        | 83,545       |
| Total Cost of Revenue  | \$ 32,556    | \$ 30,077    | \$ 20,431    | \$ 24,269    | \$ 98,012    |
| % of EMEA Total Revenue  | 18 %         | 16 %         | 13 %         | 16 %         | 39 %         |
| <b>Gross Profit</b>  |              |              |              |              |              |
| Local Gross Profit   |              |              |              |              |              |
| Third Party  | \$ 88,046    | \$ 96,523    | \$ 98,583    | \$ 81,194    | \$ 104,885   |
| Direct   | -            | -            | -            | -            | -            |
| Total Local Gross Profit   | \$ 88,046    | \$ 96,523    | \$ 98,583    | \$ 81,194    | \$ 104,885   |
| % of EMEA Total Local Revenue  | 89.2 %       | 87.2 %       | 90.0 %       | 88.8 %       | 91.0 %       |
| % of EMEA Total Local Gross Billings                                     | 36.7 %       | 37.2 %       | 40.9 %       | 39.2 %       | 37.9 %       |
| Goods Gross Profit   |              |              |              |              |              |
| Third Party  | \$ 43,879    | \$ 39,995    | \$ 28,233    | \$ 28,036    | \$ 20,093    |
| Direct   | (5,530)      | (21)         | (1,125)      | 907          | 13,433       |
| Total Goods Gross Profit   | \$ 38,349    | \$ 39,974    | \$ 27,108    | \$ 28,943    | \$ 33,526    |
| % of EMEA Total Goods Revenue  | 65.9 %       | 75.0 %       | 77.2 %       | 70.1 %       | 28.1 %       |
| % of EMEA Total Goods Gross Billings                                     | 18.7 %       | 26.8 %       | 16.2 %       | 17.0 %       | 15.2 %       |
| Travel and Other Gross Profit  |              |              |              |              |              |
| Third Party and Other  | \$ 17,327    | \$ 17,224    | \$ 13,840    | \$ 13,544    | \$ 14,782    |
| Direct   | -            | -            | -            | -            | -            |
| Total Travel and Other Gross Profit                                      | \$ 17,327    | \$ 17,224    | \$ 13,840    | \$ 13,544    | \$ 14,782    |
| % of EMEA Total Travel and Other Revenue                                 | 89.2 %       | 87.2 %       | 90.1 %       | 89.0 %       | 88.7 %       |
| % of EMEA Total Travel and Other Gross Billings                          | 19.7 %       | 20.6 %       | 18.8 %       | 20.4 %       | 21.4 %       |
| Total Gross Profit   |              |              |              |              |              |
| Third Party and Other  | \$ 149,252   | \$ 153,742   | \$ 140,656   | \$ 122,774   | \$ 139,760   |
| Direct   | (5,530)      | (21)         | (1,125)      | 907          | 13,433       |
| Total Gross Profit   | \$ 143,722   | \$ 153,721   | \$ 139,531   | \$ 123,681   | \$ 153,193   |
| % of EMEA Total Revenue  | 81.5 %       | 83.6 %       | 87.2 %       | 83.6 %       | 61.0 %       |
| % of EMEA Total Gross Billings   | 27.0 %       | 31.2 %       | 28.9 %       | 27.9 %       | 27.1 %       |
| Operating Income Excl SBC, Acq-Related                                   | \$ 8,776     | \$ 34,176    | \$ 24,708    | \$ 15,604    | \$ 37,018    |
| Year-over-year growth  | (77) %       | (6) %        | (22) %       | (46) %       | 322 %        |
| % of Consolidated Operating Income Excl SBC, Acq-Related                 | 64 %         | 67 %         | 42 %         | 40 %         | 77 %         |
| Operating Margin Excl SBC, Acq-Related (% of EMEA Total revenue)         | 5.0 %        | 18.6 %       | 15.4 %       | 10.5 %       | 14.7 %       |
| Year-over-year growth (bps)  | (1,073)      | 282          | 40           | (500)        | 970          |
| Operating Income TTM Excl SBC, Acq-Related                               | \$ 106,005   | \$ 103,853   | \$ 96,767    | \$ 83,264    | \$ 111,506   |
| Operating Margin TTM Excl SBC, Acq-Related (% of EMEA Total TTM revenue) | 13.2 %       | 13.7 %       | 13.7 %       | 12.5 %       | 15.0 %       |
| Year-over-year growth (bps) <sup>(6)</sup>                               | N/A          | (13)         | (132)        | (300)        | 180          |



|   | Q4 2012      | Q1 2013      | Q2 2013     | Q3 2013     | Q4 2013     |
|---|--------------|--------------|-------------|-------------|-------------|
| <b>Rest of World Segment</b>  |              |              |             |             |             |
| <b>Gross Billings</b>   |              |              |             |             |             |
| Local Gross Billings  |              |              |             |             |             |
| Third Party   | \$ 128,954   | \$ 119,990   | \$ 114,630  | \$ 118,325  | \$ 116,291  |
| Direct  | -            | -            | -           | -           | -           |
| Total Local Gross Billings  | \$ 128,954   | \$ 119,990   | \$ 114,630  | \$ 118,325  | \$ 116,291  |
| Goods Gross Billings  |              |              |             |             |             |
| Third Party   | \$ 89,475    | \$ 70,994    | \$ 66,774   | \$ 71,127   | \$ 82,375   |
| Direct  | 6,581        | 6,778        | 5,625       | 7,846       | 7,076       |
| Total Goods Gross Billings  | \$ 96,056    | \$ 77,772    | \$ 72,399   | \$ 78,973   | \$ 89,451   |
| Travel and Other Gross Billings   |              |              |             |             |             |
| Third Party and Other   | \$ 44,009    | \$ 36,370    | \$ 32,322   | \$ 37,033   | \$ 32,931   |
| Direct  | -            | -            | -           | -           | -           |
| Total Travel and Other Gross Billings   | \$ 44,009    | \$ 36,370    | \$ 32,322   | \$ 37,033   | \$ 32,931   |
| Total Gross Billings  |              |              |             |             |             |
| Third Party and Other   | \$ 262,438   | \$ 227,354   | \$ 213,726  | \$ 226,485  | \$ 231,597  |
| Direct  | 6,581        | 6,778        | 5,625       | 7,846       | 7,076       |
| Total Gross Billings  | \$ 269,019   | \$ 234,132   | \$ 219,351  | \$ 234,331  | \$ 238,673  |
| Year-over-year growth   | 17 %         | (11) %       | (21) %      | (13) %      | (11) %      |
| Year-over-year growth, excluding FX   | 20 %         | (6) %        | (16) %      | (4) %       | (2) %       |
| % of Consolidated Gross Billings  | 18 %         | 17 %         | 16 %        | 17 %        | 18 %        |
| Gross Billings TTM  | \$ 1,078,524 | \$ 1,048,973 | \$ 992,302  | \$ 956,833  | \$ 926,487  |
| <b>Revenue</b>  |              |              |             |             |             |
| Local Revenue   |              |              |             |             |             |
| Third Party   | \$ 46,166    | \$ 45,085    | \$ 43,323   | \$ 51,507   | \$ 40,314   |
| Direct  | -            | -            | -           | -           | -           |
| Total Local Revenue   | \$ 46,166    | \$ 45,085    | \$ 43,323   | \$ 51,507   | \$ 40,314   |
| Goods Revenue   |              |              |             |             |             |
| Third Party   | \$ 25,529    | \$ 18,062    | \$ 14,985   | \$ 17,215   | \$ 19,082   |
| Direct  | 6,580        | 6,778        | 5,625       | 7,846       | 7,076       |
| Total Goods Revenue   | \$ 32,109    | \$ 24,840    | \$ 20,610   | \$ 25,061   | \$ 26,158   |
| Travel and Other Revenue  |              |              |             |             |             |
| Third Party and Other   | \$ 8,398     | \$ 8,125     | \$ 7,670    | \$ 9,703    | \$ 6,986    |
| Direct  | -            | -            | -           | -           | -           |
| Total Travel and Other Revenue  | \$ 8,398     | \$ 8,125     | \$ 7,670    | \$ 9,703    | \$ 6,986    |
| Total Revenue   |              |              |             |             |             |
| Third Party and Other Revenue   | \$ 80,093    | \$ 71,272    | \$ 65,978   | \$ 78,425   | \$ 66,382   |
| Direct Revenue  | 6,580        | 6,778        | 5,625       | 7,846       | 7,076       |
| Total Revenue   | \$ 86,673    | \$ 78,050    | \$ 71,603   | \$ 86,271   | \$ 73,458   |
| Year-over-year growth   | 20 %         | (14) %       | (26) %      | (4) %       | (15) %      |
| Year-over-year growth, excluding FX   | 23 %         | (8) %        | (21) %      | 7 %         | (6) %       |
| % of Consolidated Revenue   | 14 %         | 13 %         | 12 %        | 14 %        | 10 %        |
| Revenue TTM   | \$ 363,296   | \$ 350,984   | \$ 325,988  | \$ 322,597  | \$ 309,382  |
| <b>Cost of Revenue</b>  |              |              |             |             |             |
| Local Cost of Revenue   |              |              |             |             |             |
| Third Party   | \$ 9,801     | \$ 5,923     | \$ 7,962    | \$ 7,403    | \$ 7,158    |
| Direct  | -            | -            | -           | -           | -           |
| Total Local Cost of Revenue   | \$ 9,801     | \$ 5,923     | \$ 7,962    | \$ 7,403    | \$ 7,158    |
| Goods Cost of Revenue   |              |              |             |             |             |
| Third Party   | \$ 7,264     | \$ 11,501    | \$ 5,569    | \$ 5,685    | \$ 6,890    |
| Direct  | 7,228        | 6,627        | 6,075       | 7,360       | 7,487       |
| Total Goods Cost of Revenue   | \$ 14,492    | \$ 18,128    | \$ 11,644   | \$ 13,045   | \$ 14,377   |
| Travel and Other Cost of Revenue  |              |              |             |             |             |
| Third Party and Other   | \$ 1,832     | \$ 1,067     | \$ 1,420    | \$ 1,451    | \$ 1,234    |
| Direct  | -            | -            | -           | -           | -           |
| Total Travel and Other Cost of Revenue  | \$ 1,832     | \$ 1,067     | \$ 1,420    | \$ 1,451    | \$ 1,234    |
| Total Cost of Revenue   |              |              |             |             |             |
| Third Party and Other Cost of Revenue   | \$ 18,897    | \$ 18,491    | \$ 14,951   | \$ 14,539   | \$ 15,282   |
| Direct Cost of Revenue  | 7,228        | 6,627        | 6,075       | 7,360       | 7,487       |
| Total Cost of Revenue   | \$ 26,125    | \$ 25,118    | \$ 21,026   | \$ 21,899   | \$ 22,769   |
| % of Rest of World Total Revenue  | 30 %         | 32 %         | 29 %        | 25 %        | 31 %        |
| <b>Gross Profit</b>   |              |              |             |             |             |
| Local Gross Profit  |              |              |             |             |             |
| Third Party   | \$ 36,365    | \$ 39,162    | \$ 35,361   | \$ 44,104   | \$ 33,156   |
| Direct  | -            | -            | -           | -           | -           |
| Total Local Gross Profit  | \$ 36,365    | \$ 39,162    | \$ 35,361   | \$ 44,104   | \$ 33,156   |
| % of Rest of World Total Local Revenue  | 78.8 %       | 86.9 %       | 81.6 %      | 85.6 %      | 82.2 %      |
| % of Rest of World Total Local Gross Billings                                     | 28.2 %       | 32.6 %       | 30.8 %      | 37.3 %      | 28.5 %      |
| Goods Gross Profit  |              |              |             |             |             |
| Third Party   | \$ 18,265    | \$ 6,561     | \$ 9,416    | \$ 11,530   | \$ 12,192   |
| Direct  | (648)        | 151          | (450)       | 486         | (411)       |
| Total Goods Gross Profit  | \$ 17,617    | \$ 6,712     | \$ 8,966    | \$ 12,016   | \$ 11,781   |
| % of Rest of World Total Goods Revenue  | 54.9 %       | 27.0 %       | 43.5 %      | 47.9 %      | 45.0 %      |
| % of Rest of World Total Goods Gross Billings                                     | 18.3 %       | 8.6 %        | 12.4 %      | 15.2 %      | 13.2 %      |
| Travel and Other Gross Profit   |              |              |             |             |             |
| Third Party and Other   | \$ 6,566     | \$ 7,058     | \$ 6,250    | \$ 8,252    | \$ 5,752    |
| Direct  | -            | -            | -           | -           | -           |
| Total Travel and Other Gross Profit   | \$ 6,566     | \$ 7,058     | \$ 6,250    | \$ 8,252    | \$ 5,752    |
| % of Rest of World Total Travel and Other Revenue                                 | 78.2 %       | 86.9 %       | 81.5 %      | 85.0 %      | 82.3 %      |
| % of Rest of World Total Travel and Other Gross Billings                          | 14.9 %       | 19.4 %       | 19.3 %      | 22.3 %      | 17.5 %      |
| Total Gross Profit  |              |              |             |             |             |
| Third Party and Other   | \$ 61,196    | \$ 52,781    | \$ 51,027   | \$ 63,886   | \$ 51,100   |
| Direct  | (648)        | 151          | (450)       | 486         | (411)       |
| Total Gross Profit  | \$ 60,548    | \$ 52,932    | \$ 50,577   | \$ 64,372   | \$ 50,689   |
| % of Rest of World Total Revenue  | 69.9 %       | 67.8 %       | 70.6 %      | 74.6 %      | 69.0 %      |
| % of Rest of World Total Gross Billings   | 22.5 %       | 22.6 %       | 23.1 %      | 27.5 %      | 21.2 %      |
| Operating Loss Excl SBC, Acq-Related  | \$ (12,105)  | \$ (24,389)  | \$ (14,173) | \$ (1,619)  | \$ (14,732) |
| Year-over-year growth   | (68) %       | 174 %        | (321) %     | 91 %        | (22) %      |
| % of Consolidated Operating Income Excl SBC, Acq-Related                          | (88) %       | (48) %       | (24) %      | (4) %       | (31) %      |
| Operating Margin Excl SBC, Acq-Related (% of Rest of World Total revenue)         | (14.0) %     | (31.2) %     | (19.8) %    | (1.9) %     | (20.1) %    |
| Year-over-year growth (bps)   | 3,848        | (2,139)      | (1,640)     | 1,790       | (610)       |
| Operating Loss TTM Excl SBC, Acq-Related  | \$ (42,016)  | \$ (57,495)  | \$ (68,379) | \$ (52,286) | \$ (54,913) |
| Operating Margin TTM Excl SBC, Acq-Related (% of Rest of World Total TTM revenue) | (11.6) %     | (16.4) %     | (21.0) %    | (16.2) %    | (17.7) %    |
| Year-over-year growth (bps) <sup>(1)</sup>  | N/A          | 3,590        | 788         | 330         | (610)       |

|  | Q4 2012      | Q1 2013      | Q2 2013      | Q3 2013      | Q4 2013      |
|--|--------------|--------------|--------------|--------------|--------------|
| <b>Consolidated Results of Operations</b>  |              |              |              |              |              |
| <b>Gross Billings</b>  |              |              |              |              |              |
| Local Gross Billings   |              |              |              |              |              |
| Third Party  | \$ 799,153   | \$ 829,553   | \$ 805,508   | \$ 727,191   | \$ 829,666   |
| Direct   | -            | -            | 693          | 1,040        | 39           |
| Total Local Gross Billings   | \$ 799,153   | \$ 829,553   | \$ 806,201   | \$ 728,231   | \$ 829,705   |
| Goods Gross Billings   |              |              |              |              |              |
| Third Party  | \$ 316,327   | \$ 230,030   | \$ 247,688   | \$ 244,355   | \$ 228,650   |
| Direct   | 225,176      | 162,294      | 189,183      | 199,032      | 366,720      |
| Total Goods Gross Billings   | \$ 541,503   | \$ 392,324   | \$ 436,871   | \$ 443,387   | \$ 595,370   |
| Travel and Other Gross Billings  |              |              |              |              |              |
| Third Party and Other  | \$ 179,796   | \$ 185,892   | \$ 170,734   | \$ 171,030   | \$ 168,032   |
| Direct   | -            | -            | -            | -            | -            |
| Total Travel and Other Gross Billings  | \$ 179,796   | \$ 185,892   | \$ 170,734   | \$ 171,030   | \$ 168,032   |
| Total Gross Billings   |              |              |              |              |              |
| Third Party and Other  | \$ 1,295,276 | \$ 1,245,475 | \$ 1,223,930 | \$ 1,142,576 | \$ 1,226,348 |
| Direct   | 225,176      | 162,294      | 189,876      | 200,072      | 366,759      |
| Total Gross Billings   | \$ 1,520,452 | \$ 1,407,769 | \$ 1,413,806 | \$ 1,342,648 | \$ 1,593,107 |
| Year-over-year growth  | 24 %         | 4 %          | 10 %         | 10 %         | 5 %          |
| Year-over-year growth, excluding FX  | 25 %         | 5 %          | 11 %         | 11 %         | 5 %          |
| Gross Billings (TTM)   | \$ 5,380,184 | \$ 5,433,153 | \$ 5,560,283 | \$ 5,684,675 | \$ 5,757,330 |
| Year-over-year growth  | 35 %         | 16 %         | 11 %         | 12 %         | 7 %          |
| <b>Revenue</b>   |              |              |              |              |              |
| Local Revenue  |              |              |              |              |              |
| Third Party  | \$ 287,288   | \$ 327,393   | \$ 326,921   | \$ 301,144   | \$ 314,748   |
| Direct   | -            | -            | 693          | 1,040        | 39           |
| Total Local Revenue  | \$ 287,288   | \$ 327,393   | \$ 327,614   | \$ 302,184   | \$ 314,787   |
| Goods Revenue  |              |              |              |              |              |
| Third Party  | \$ 86,579    | \$ 67,081    | \$ 52,574    | \$ 53,222    | \$ 46,993    |
| Direct   | 225,175      | 162,294      | 189,183      | 199,032      | 366,720      |
| Total Goods Revenue  | \$ 311,754   | \$ 229,375   | \$ 241,757   | \$ 252,254   | \$ 413,713   |
| Travel and Other Revenue   |              |              |              |              |              |
| Third Party and Other  | \$ 39,260    | \$ 44,634    | \$ 39,376    | \$ 40,621    | \$ 39,947    |
| Direct   | -            | -            | -            | -            | -            |
| Total Travel and Other Revenue   | \$ 39,260    | \$ 44,634    | \$ 39,376    | \$ 40,621    | \$ 39,947    |
| Total Revenue  |              |              |              |              |              |
| Third Party and Other Revenue  | \$ 413,127   | \$ 439,108   | \$ 418,871   | \$ 394,987   | \$ 401,688   |
| Direct Revenue   | 225,175      | 162,294      | 189,876      | 200,072      | 366,759      |
| Total Revenue  | \$ 638,302   | \$ 601,402   | \$ 608,747   | \$ 595,059   | \$ 768,447   |
| Year-over-year growth  | 30 %         | 8 %          | 7 %          | 5 %          | 20 %         |
| Year-over-year growth, excluding FX  | 31 %         | 8 %          | 8 %          | 6 %          | 20 %         |
| Total Consolidated Revenue TTM   | \$ 2,334,472 | \$ 2,376,591 | \$ 2,417,003 | \$ 2,443,510 | \$ 2,573,655 |
| Year-over-year growth  | 45 %         | 27 %         | 18 %         | 12 %         | 10 %         |
| <b>Cost of Revenue</b>   |              |              |              |              |              |
| Local Cost of Revenue  |              |              |              |              |              |
| Third Party  | \$ 43,626    | \$ 46,030    | \$ 38,678    | \$ 36,642    | \$ 35,450    |
| Direct   | -            | -            | 636          | 1,887        | 31           |
| Total Local Cost of Revenue  | \$ 43,626    | \$ 46,030    | \$ 39,314    | \$ 38,529    | \$ 35,481    |
| Goods Cost of Revenue  |              |              |              |              |              |
| Third Party  | \$ 14,493    | \$ 17,856    | \$ 10,796    | \$ 10,137    | \$ 9,706     |
| Direct   | 218,567      | 152,377      | 167,910      | 179,549      | 337,670      |
| Total Goods Cost of Revenue  | \$ 233,060   | \$ 170,233   | \$ 178,706   | \$ 189,686   | \$ 347,376   |
| Travel and Other Cost of Revenue   |              |              |              |              |              |
| Third Party and Other  | \$ 5,786     | \$ 6,130     | \$ 6,033     | \$ 7,222     | \$ 7,382     |
| Direct   | -            | -            | -            | -            | -            |
| Total Travel and Other Cost of Revenue   | \$ 5,786     | \$ 6,130     | \$ 6,033     | \$ 7,222     | \$ 7,382     |
| Total Cost of Revenue  |              |              |              |              |              |
| Third Party and Other Cost of Revenue  | \$ 63,905    | \$ 70,016    | \$ 55,507    | \$ 54,001    | \$ 52,538    |
| Direct Cost of Revenue   | 218,567      | 152,377      | 168,546      | 181,436      | 337,701      |
| Total Cost of Revenue  | \$ 282,472   | \$ 222,393   | \$ 224,053   | \$ 235,437   | \$ 390,239   |
| % of Total Consolidated Revenue  | 44 %         | 37 %         | 37 %         | 40 %         | 51 %         |
| <b>Gross Profit</b>  |              |              |              |              |              |
| Local Gross Profit   |              |              |              |              |              |
| Third Party  | \$ 243,662   | \$ 281,363   | \$ 288,243   | \$ 264,502   | \$ 279,298   |
| Direct   | -            | -            | 67           | (847)        | 8            |
| Total Local Gross Profit   | \$ 243,662   | \$ 281,363   | \$ 288,300   | \$ 263,655   | \$ 279,306   |
| % of Total Consolidated Local Revenue  | 84.8 %       | 85.9 %       | 88.0 %       | 87.2 %       | 88.7 %       |
| % of Total Consolidated Local Gross Billings                                     | 30.5 %       | 33.9 %       | 35.8 %       | 36.2 %       | 33.7 %       |
| Goods Gross Profit   |              |              |              |              |              |
| Third Party  | \$ 72,086    | \$ 49,225    | \$ 41,778    | \$ 43,085    | \$ 37,287    |
| Direct   | 6,608        | 9,917        | 21,273       | 19,483       | 29,050       |
| Total Goods Gross Profit   | \$ 78,694    | \$ 59,142    | \$ 63,051    | \$ 62,568    | \$ 66,337    |
| % of Total Consolidated Goods Revenue  | 25.2 %       | 25.8 %       | 26.1 %       | 24.8 %       | 16.0 %       |
| % of Total Consolidated Goods Gross Billings                                     | 14.5 %       | 15.1 %       | 14.4 %       | 14.1 %       | 11.1 %       |
| Travel and Other Gross Profit  |              |              |              |              |              |
| Third Party and Other  | \$ 33,474    | \$ 38,504    | \$ 33,343    | \$ 33,399    | \$ 32,565    |
| Direct   | -            | -            | -            | -            | -            |
| Total Travel and Other Gross Profit  | \$ 33,474    | \$ 38,504    | \$ 33,343    | \$ 33,399    | \$ 32,565    |
| % of Total Consolidated Travel and Other Revenue                                 | 85.3 %       | 86.3 %       | 84.7 %       | 82.2 %       | 81.5 %       |
| % of Total Consolidated Travel and Other Gross Billings                          | 18.6 %       | 20.7 %       | 19.5 %       | 19.5 %       | 19.4 %       |
| Total Gross Profit   |              |              |              |              |              |
| Third Party and Other  | \$ 349,222   | \$ 369,092   | \$ 363,364   | \$ 340,986   | \$ 349,150   |
| Direct   | 6,608        | 9,917        | 21,330       | 18,636       | 29,058       |
| Total Gross Profit   | \$ 355,830   | \$ 379,009   | \$ 384,694   | \$ 359,622   | \$ 378,208   |
| % of Total Consolidated Revenue  | 55.7 %       | 63.0 %       | 63.2 %       | 60.4 %       | 49.2 %       |
| % of Total Consolidated Gross Billings   | 23.4 %       | 26.9 %       | 27.2 %       | 26.8 %       | 23.7 %       |
| Operating Income Excl SBC, Acq-Related   | \$ 13,703    | \$ 51,153    | \$ 59,043    | \$ 39,153    | \$ 47,856    |
| Year-over-year growth  | (24) %       | (24) %       | (18) %       | (22) %       | (24) %       |
| Operating Margin Excl SBC, Acq-Related (% of Total Consolidated revenue)         | 2.1 %        | 8.5 %        | 9.7 %        | 6.6 %        | 6.2 %        |
| Year-over-year growth (bps)  | (150)        | (360)        | (300)        | (230)        | 410          |
| Operating Income TTM Excl SBC, Acq-Related                                       | \$ 203,715   | \$ 187,278   | \$ 174,387   | \$ 163,052   | \$ 197,205   |
| Operating Margin TTM Excl SBC, Acq-Related (% of Total Consolidated TTM revenue) | 8.7 %        | 7.9 %        | 7.2 %        | 6.7 %        | 7.7 %        |
| Year-over-year growth (bps)  | 1,770        | 680          | (40)         | (280)        | (100)        |
| Operating (Loss) Income  | \$ (12,861)  | \$ 21,178    | \$ 27,412    | \$ 13,812    | \$ 13,352    |
| Year-over-year growth  | (47) %       | (47) %       | (41) %       | (46) %       | (29) %       |
| Operating Margin (% of Total Consolidated revenue)                               | (2.0) %      | 3.5 %        | 4.5 %        | 2.3 %        | 1.7 %        |
| Year-over-year growth (bps)  | 100          | (360)        | (370)        | (220)        | 370          |
| Operating Income TTM   | \$ 98,701    | \$ 80,240    | \$ 61,167    | \$ 49,541    | \$ 75,754    |
| Operating Margin TTM (% of Total Consolidated TTM revenue)                       | 4.2 %        | 3.4 %        | 2.5 %        | 2.0 %        | 2.9 %        |
| Year-over-year growth (bps)  | 1,870        | 750          | (100)        | (240)        | (130)        |
| Net Loss Attributable to Common Stockholders                                     | (81,089)     | (3,992)      | (7,574)      | (2,580)      | (81,247)     |
| Weighted Average Basic Shares Outstanding  | 655,678      | 658,800      | 662,361      | 666,433      | 668,046      |
| Weighted Average Diluted Shares Outstanding <sup>(7)</sup>                       | 655,678      | 658,800      | 662,361      | 666,433      | 668,046      |
| Net Loss per Share:  |              |              |              |              |              |
| Basic  | \$ (0.12)    | \$ (0.01)    | \$ (0.01)    | \$ (0.00)    | \$ (0.12)    |
| Diluted  | \$ (0.12)    | \$ (0.01)    | \$ (0.01)    | \$ (0.00)    | \$ (0.12)    |

|   | Q4 2012          | Q1 2013          | Q2 2013          | Q3 2013          | Q4 2013          |
|---|------------------|------------------|------------------|------------------|------------------|
| <b>The following is a quarterly reconciliation of Adjusted EBITDA to the most comparable U.S. GAAP financial measure, "Net loss,"<sup>(8)</sup></b> |                  |                  |                  |                  |                  |
| Net loss  | \$ (80,047)      | \$ (3,242)       | \$ (5,551)       | \$ (1,292)       | \$ (78,861)      |
| Adjustments:  |                  |                  |                  |                  |                  |
| Stock-based compensation  | 26,411           | 29,907           | 32,446           | 26,870           | 32,239           |
| Acquisition-related expense (benefit), net  | 153              | 68               | (815)            | (1,529)          | 2,265            |
| Depreciation and amortization   | 15,965           | 20,700           | 21,468           | 23,149           | 24,132           |
| Non-operating items:  |                  |                  |                  |                  |                  |
| Loss (income) on equity method investments  | 1,231            | 19               | 14               | 25               | (14)             |
| Other expense (income), net   | 48,279           | 5,064            | 5,565            | (857)            | 84,847           |
| Provision for income taxes  | 17,676           | 19,337           | 27,384           | 15,936           | 7,380            |
| Total adjustments   | 109,715          | 75,095           | 86,062           | 63,594           | 150,849          |
| <b>Adjusted EBITDA</b>  | <b>\$ 29,668</b> | <b>\$ 71,853</b> | <b>\$ 80,511</b> | <b>\$ 62,302</b> | <b>\$ 71,988</b> |

|   |             |           |           |           |           |
|---|-------------|-----------|-----------|-----------|-----------|
| <b>The following is a quarterly reconciliation of Operating income, excluding stock-based compensation and acquisition-related (expense) benefit, net, to the most comparable U.S. GAAP financial measure, "Operating (loss) income,"<sup>(8)</sup></b> |             |           |           |           |           |
| Operating income, excluding stock-based compensation and acquisition-related (expense) benefit, net   | \$ 13,703   | \$ 51,153 | \$ 59,043 | \$ 39,153 | \$ 47,856 |
| Stock-based compensation  | (26,411)    | (29,907)  | (32,446)  | (26,870)  | (32,239)  |
| Acquisition-related (expense) benefit, net  | (153)       | (68)      | 815       | 1,529     | (2,265)   |
| Operating (loss) income   | \$ (12,861) | \$ 21,178 | \$ 27,412 | \$ 13,812 | \$ 13,352 |

|   |            |            |            |            |            |
|---|------------|------------|------------|------------|------------|
| <b>The following is a trailing twelve months reconciliation of Operating income, excluding stock-based compensation and acquisition-related (expense) benefit, net, to the most comparable U.S. GAAP financial measure, "Operating Income,"<sup>(8)</sup></b> |            |            |            |            |            |
| Operating income, excluding stock-based compensation and acquisition-related (expense) benefit, net TTM   | \$ 203,715 | \$ 187,278 | \$ 174,387 | \$ 163,052 | \$ 197,205 |
| Stock-based compensation  | (104,117)  | (106,021)  | (111,383)  | (115,634)  | (121,462)  |
| Acquisition-related (expense) benefit, net  | (897)      | (1,017)    | (1,837)    | 2,123      | 111        |
| Operating income TTM  | \$ 98,701  | \$ 80,240  | \$ 61,167  | \$ 49,541  | \$ 75,754  |

**The following is a quarterly reconciliation of foreign exchange rate neutral Gross Billings growth from the comparable quarterly periods of the prior year to reported Gross Billings growth from the comparable quarterly periods of the prior year.<sup>(9)</sup>**

|   |       |        |        |        |        |
|---|-------|--------|--------|--------|--------|
| EMEA Gross Billings growth, excluding FX          | 4 %   | (9) %  | 4 %    | 9 %    | 3 %    |
| FX Effect   | (2) % | 1 %    | - %    | 3 %    | 3 %    |
| EMEA Gross Billings growth                        | 2 %   | (8) %  | 4 %    | 12 %   | 6 %    |
| Rest of World Gross Billings growth, excluding FX | 20 %  | (6) %  | (16) % | (4) %  | (2) %  |
| FX Effect   | (3) % | (5) %  | (5) %  | (9) %  | (9) %  |
| Rest of World Gross Billings growth               | 17 %  | (11) % | (21) % | (13) % | (11) % |
| Consolidated Gross Billings growth, excluding FX  | 25 %  | 5 %    | 11 %   | 11 %   | 5 %    |
| FX Effect   | (1) % | (1) %  | (1) %  | (1) %  | - %    |
| Consolidated Gross Billings growth                | 24 %  | 4 %    | 10 %   | 10 %   | 5 %    |

**The following is a quarterly reconciliation of foreign exchange rate neutral Revenue growth from the comparable quarterly periods of the prior year to reported Revenue growth from the comparable quarterly periods of the prior year.<sup>(9)</sup>**

|  |        |        |        |        |        |
|--|--------|--------|--------|--------|--------|
| EMEA Revenue growth, excluding FX          | (25) % | (20) % | (25) % | (23) % | 38 %   |
| FX Effect                                  | (2) %  | - %    | 1 %    | 2 %    | 5 %    |
| EMEA Revenue growth                        | (27) % | (20) % | (24) % | (21) % | 43 %   |
| Rest of World Revenue growth, excluding FX | 23 %   | (8) %  | (21) % | 7 %    | (6) %  |
| FX Effect                                  | (3) %  | (6) %  | (5) %  | (11) % | (9) %  |
| Rest of World Revenue growth               | 20 %   | (14) % | (26) % | (4) %  | (15) % |
| Consolidated Revenue growth, excluding FX  | 31 %   | 8 %    | 8 %    | 6 %    | 20 %   |
| FX Effect                                  | (1) %  | - %    | (1) %  | (1) %  | - %    |
| Consolidated Revenue growth                | 30 %   | 8 %    | 7 %    | 5 %    | 20 %   |

**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."<sup>(10)</sup>**

|  |              |              |              |              |             |
|--|--------------|--------------|--------------|--------------|-------------|
| Net cash provided by (used in) operating activities                | \$ 65,717    | \$ 8,760     | \$ 43,302    | \$ (11,905)  | \$ 178,275  |
| Purchases of property and equipment and capitalized software       | (40,034)     | (14,468)     | (14,042)     | (15,064)     | (19,931)    |
| Free cash flow <sup>(10)</sup>                                     | \$ 25,683    | \$ (5,708)   | \$ 29,260    | \$ (26,969)  | \$ 158,344  |
| Net cash provided by operating activities (TTM)                    | \$ 266,834   | \$ 191,880   | \$ 159,867   | \$ 105,874   | \$ 218,432  |
| Purchases of property and equipment and capitalized software (TTM) | (95,836)     | (97,221)     | (84,554)     | (83,608)     | (63,505)    |
| Free cash flow (TTM)   | \$ 170,998   | \$ 94,659    | \$ 75,313    | \$ 22,266    | \$ 154,927  |
| Net cash used in investing activities                              | \$ (52,753)  | \$ (30,679)  | \$ (15,862)  | \$ (26,444)  | \$ (23,330) |
| Net cash used in financing activities                              | \$ (6,495)   | \$ (9,342)   | \$ (7,941)   | \$ (8,970)   | \$ (55,444) |
| Net cash used in investing activities (TTM)                        | \$ (194,979) | \$ (179,214) | \$ (134,923) | \$ (125,738) | \$ (96,315) |
| Net cash provided by (used in) financing activities (TTM)          | \$ 12,095    | \$ 11,028    | \$ (21,071)  | \$ (32,748)  | \$ (81,697) |

|   | Q4 2012 | Q1 2013 | Q2 2013 | Q3 2013 | Q4 2013 |
|---|---------|---------|---------|---------|---------|
| <b>Other Metrics</b>  |         |         |         |         |         |
| <b>Active Customers <sup>(11)</sup></b>                             |         |         |         |         |         |
| North America   | 17.2    | 18.2    | 19.1    | 19.9    | 20.8    |
| EMEA  | 14.3    | 14.0    | 13.9    | 14.0    | 14.2    |
| Rest of World   | 9.5     | 9.5     | 9.6     | 9.6     | 9.9     |
| Total Active Customers  | 41.0    | 41.7    | 42.6    | 43.5    | 44.9    |
| <b>TTM Gross Billings / Average Active Customer <sup>(12)</sup></b> |         |         |         |         |         |
| North America   | \$ 152  | \$ 151  | \$ 156  | \$ 155  | \$ 150  |
| EMEA  | \$ 146  | \$ 137  | \$ 135  | \$ 137  | \$ 139  |
| Rest of World   | \$ 126  | \$ 116  | \$ 108  | \$ 102  | \$ 95   |
| Consolidated  | \$ 144  | \$ 138  | \$ 138  | \$ 137  | \$ 134  |
| <b>Headcount</b>  |         |         |         |         |         |
| Sales <sup>(13)</sup>   | 4,677   | 4,566   | 4,679   | 4,801   | 4,834   |
| % North America   | 25 %    | 28 %    | 26 %    | 28 %    | 29 %    |
| % EMEA  | 42 %    | 38 %    | 39 %    | 37 %    | 37 %    |
| % Rest of World   | 33 %    | 34 %    | 35 %    | 35 %    | 34 %    |
| Other   | 6,717   | 6,433   | 6,306   | 6,453   | 6,449   |
| Total Headcount   | 11,394  | 10,999  | 10,985  | 11,254  | 11,283  |

(1) Represents the total dollar value of customer purchases of goods and services, excluding any applicable taxes and net of estimated refunds. Includes direct billings and third party and other billings.

(2) Local represents deals from local merchants, deals with national merchants, and deals through local events.

(3) Third party revenue is related to sales for which the Company acts as a marketing agent for the merchant. This revenue is recorded on a net basis. Direct revenue is primarily related to the sale of products for which the Company is the merchant of record. These revenues are accounted for on a gross basis, with the cost of inventory included in cost of revenue.

(4) Cost of revenue is comprised of direct and certain indirect costs incurred to generate revenue. Direct cost of revenue includes the cost of inventory, shipping and fulfillment costs and inventory markdowns. Third party cost of revenue includes estimated refunds for which the merchant's share is not recoverable. Other costs incurred to generate revenue are allocated to cost of third party and other revenue and direct revenue for each of our categories (Local, Goods, and Travel and other) in proportion to gross billings during the period.

(5) Represents the change in financial measures that would have resulted had average exchange rates in the reporting period been the same as those in effect in the prior year period.

(6) International operating margin information broken out between EMEA and Rest of World is not readily available for quarterly periods during the year ended December 31, 2010. Therefore, the Company is presenting year-over-year basis point (bps) growth for operating margin TTM excluding stock-based compensation and acquisition-related expense (benefit), net beginning in the first quarter of 2013.

(7) The weighted-average diluted shares outstanding is calculated using the weighted-average number of common shares and, if dilutive, potential common shares outstanding during the period. Potential common shares consist of the incremental common shares issuable upon the exercise of stock options and vesting of restricted stock units and restricted shares, as calculated using the treasury stock method.

(8) Adjusted EBITDA and Operating income excluding stock-based compensation and acquisition-related (expense) benefit, net are non-GAAP financial measures. The Company reconciles Adjusted EBITDA to the most comparable U.S. GAAP financial measure, "Net loss" for the periods presented, and the Company reconciles Operating income excluding stock-based compensation and acquisition-related (expense) benefit, net to the most comparable U.S. GAAP financial measure, "Operating (loss) income," for the periods presented.

(9) Foreign Exchange Rate neutral operating results are non-GAAP financial measures. The Company reconciles "foreign exchange rate neutral Gross Billings growth" and "foreign exchange rate neutral Revenue growth" to year-over-year growth rates for the most comparable U.S. GAAP financial measures, "Gross Billings" and "Revenue," respectively, for the periods presented.

(10) Free cash flow is a non-GAAP financial measure. The Company reconciles this measure to the most comparable U.S. GAAP financial measure, "Net cash provided by (used in) operating activities," for the periods presented.

(11) Reflects the total number of unique user accounts who have purchased a voucher or product from us during the trailing twelve months.

(12) Reflects the total gross billings generated in the trailing twelve months per average active customer over that period.

(13) Includes merchant sales representatives, as well as sales support.

(14) The definition, methodology, and appropriateness of each of our supplemental metrics is reviewed periodically. As a result, metrics are subject to removal and/or change.