



OVERVIEW

Groupon (NASDAQ: GRPN) is a global leader of local commerce and the place you start when you want to buy just about anything, anytime, anywhere. By leveraging the company's global relationships and scale, Groupon offers consumers a vast marketplace of unbeatable deals all over the world. Shoppers discover the best a city has to offer on the web or on mobile with Groupon Local, enjoy vacations with Groupon Getaways and find a curated selection of electronics, fashion, home furnishings and more with Groupon Goods. Groupon is redefining how traditional small businesses attract, retain and interact with customers by providing merchants with a suite of products and services, including customizable deal campaigns, credit card payment processing capabilities and point-of-sale solutions that help businesses grow and operate more effectively.

To search for great deals or subscribe to Groupon emails, visit www.Groupon.com.

To learn more about the company's merchant solutions and how to work with Groupon, visit www.GrouponWorks.com.

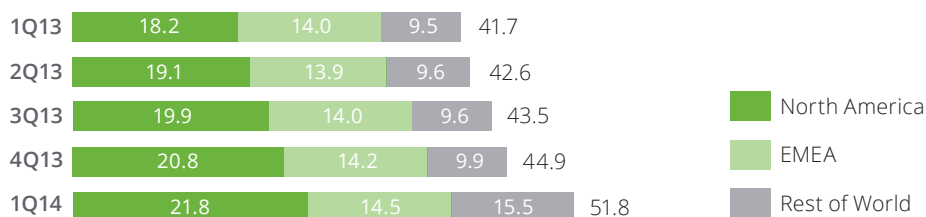
MERCHANTS LOVE Groupon

- More than **650,000 merchants** have been featured as of Dec. 31, 2013
- Number of **active deals** was more than **95,000 on average in North America** and more than **200,000 globally** at the end of Q1, compared with about 80,000 in NA and more than 140,000 globally as reported in Q4 and ~1,000 worldwide at the time of the IPO¹
- Percentage of merchant contracts signed in North America that **opted to feature in our Pull marketplace** with a monthly recurring deal remains **at 75%**
- **84% of merchants** feel the Groupon **deal increased awareness of their business** within the community (see p.4)

CONSUMERS LOVE Groupon

- Groupon has sold more than **600 million units to date**
- More than **80 million people worldwide have downloaded the Groupon Mobile app** as of 3/31, including more than 33 million in 2013 and more than 10 million in Q1 alone
- **Consolidated units increased 85% YoY to an all-time high of 84 million;** North America units increased 14%, EMEA units increased 18% and Rest of World units increased 330% YoY
- **Groupon users spend 45% more** than the average U.S. online consumer²
- North American **customer satisfaction is best-in-class** with 91% of customers satisfied with their most recent purchase (see p.4)
- Active customers **increased 24% year-over-year**¹; Q1 was one of the strongest customer activation quarters in over a year

ACTIVE CUSTOMERS (IN MILLIONS)



¹ Active deals reflect the number of daily featured and Deal Bank deals offered on average at the end of the quarter. Units reflect vouchers and products sold before cancellations and refunds. Active customers reflect the total number of unique user accounts who have purchased a voucher or product during the trailing twelve months.

² North American Technographics Retail Online Benchmark Recontact Survey, July 2013

³ Gross billings defined as the total dollar value of customer purchases of goods and services, excluding applicable taxes and net of estimated refunds

⁴ Please refer to the non-GAAP reconciliation tables in Groupon's Q1 2014 earnings release, available at investor.groupon.com

FINANCIAL RESULTS: Q1

- **Gross billings increased 29% YoY** to \$1.82 billion³
- **Consolidated revenue of \$757.6 million**, an increase of 26% YoY
- **Adjusted EBITDA of \$40.3 million**, down from \$72 million in Q4, mostly due to planned investments in marketing and order discounts⁴
- **Net loss per share of \$0.01**, excluding stock compensation, amortization of acquired intangible assets and acquisition-related costs⁴
- **Trailing 12-month Free Cash Flow** of \$123.6 million⁴
- At the end of the quarter, Groupon had **\$1.0 billion in cash** and cash equivalents and no long-term borrowings

BY THE NUMBERS

- **48 countries worldwide** (see country list on p.5), **500+ markets worldwide**
- More than **200 million subscribers worldwide**
- **51.8 million active customers** worldwide as of March 31, a **24% increase YoY**¹
- **2,900+ individual types of goods, services and experiences**
- **More than 12,000 Groupon employees** worldwide
- **Seven acquisitions** in 2013 and **two acquisitions by the end of April 2014** (TMON and Ideeli); TMON brings scale and expertise to the Rest of World region



GROUPON'S POTENTIAL - BUILDING A LOCAL PLATFORM WORLDWIDE¹

650K

Groupon has featured more than **650,000 merchants worldwide**

38M

However, there are about **38 million merchants** in Groupon's core categories

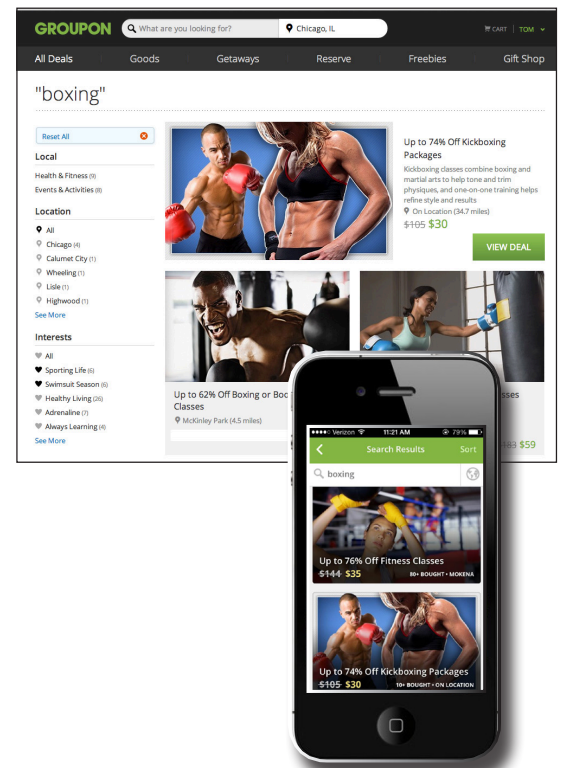
73M

And **~73 million** local merchants worldwide

DISTRIBUTION

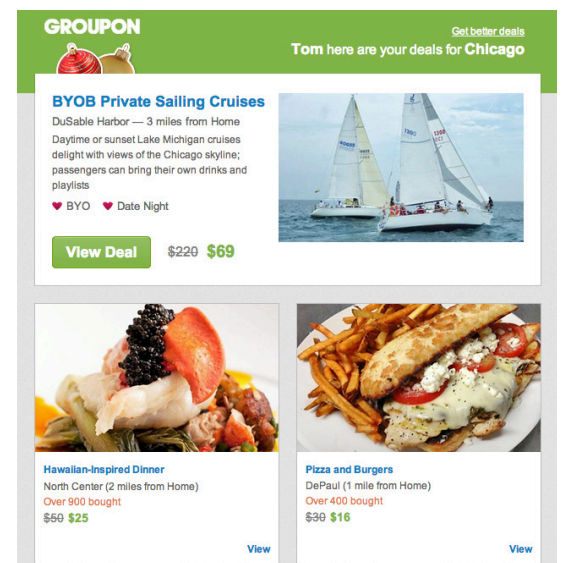
THE WORLD'S LARGEST DEAL MARKETPLACE - CHECK GROUPON FIRST!

- Launched in November 2012, Groupon's marketplace is the **world's first local e-commerce marketplace** featuring a massive selection where customers can browse or search for deals on demand
- Groupon's marketplace included more than **95,000 deals on average in North America** and more than **200,000 globally** at the end of Q1
- Customers are checking Groupon first with the intention of using their deal soon after purchase: In Q1, **redemptions** in North America local continued to be up double digits over the trailing-12 months compared to the year before, and the **average number of unused Groupons** per current month purchaser continued to be down nearly 30%
- Percentage of merchant contracts signed in North America that **opted to feature in our Pull marketplace** with a monthly recurring deal remains at **75%**
- **Deal Builder**, an online tool that allows merchants to create their own Groupon deal, improves automation and helps grow the marketplace by getting more merchants on the platform
- In March, roughly 9% of total traffic in North America searched for a deal, with **customers that searched spending significantly more than those that did not**



EMAIL - YOUR PERSONALIZED DEAL DELIVERY

- Groupon's 200+ million subscribers receive emails each day surprising and delighting them with curated, unbeatably priced offers from an **ever-expanding list of more than 2,900 individual types of goods, services and experiences**
- Email is **diversified beyond local deals** to include Groupon Goods, Groupon Getaways, GrouponLive, Groupon Reserve and Groupon Freebies
- **Smart Deals email personalization** gives Groupon the ability to customize the deals subscribers receive every day and includes input subscribers submit on their interests and curiosities
- **Mindstorm**, Groupon's new widget based email system, creates **assortments of deals by category or theme** to broaden the relevance of our emails for customers



¹ Localize/Neustar & Factual.com Business Listings and company estimates; Groupon merchants as of 12/31/13

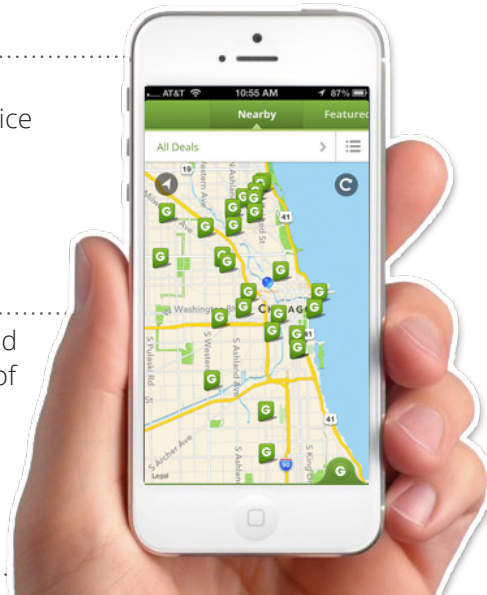


DISTRIBUTION

Mobile - A Global M-Commerce Leader

In Q1, mobile exceeded the 50% threshold globally for the first time. We are no longer *becoming* a predominantly mobile business, we *are* a predominantly mobile business.

- 54** percent of global transactions were completed on a mobile device in March 2014
- MORE THAN 80** million people worldwide have downloaded our mobile app at the end of Q1, including more than 10 million in Q1 alone
- ONE OF THE 25** most downloaded free apps of all time in the United States¹



Mobile Customers

Mobile customers continue to be more engaged than our web-only customers, **purchasing more frequently and spending more**

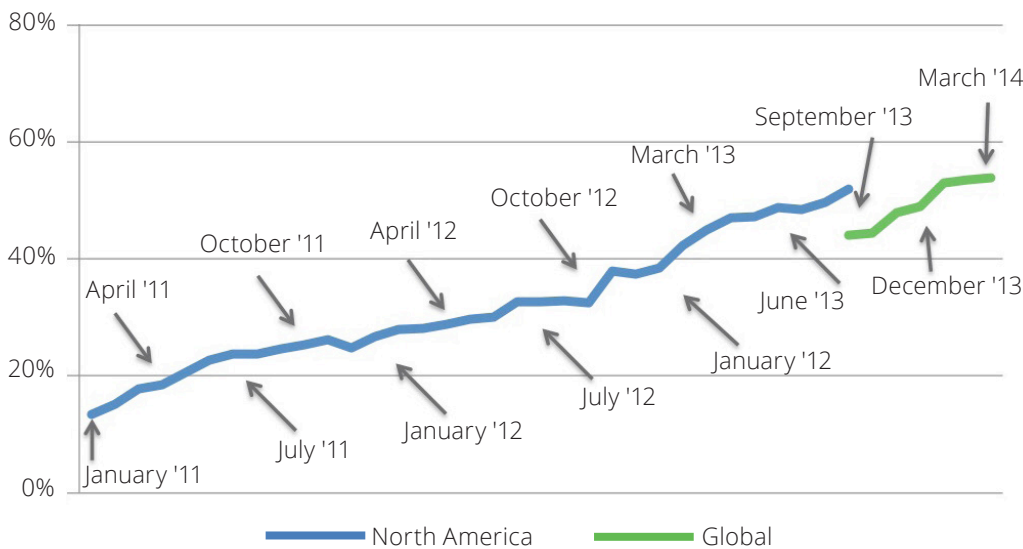
Groupon Mobile app versions are consistently given a perfect **five-star user rating** in the U.S. iTunes App Store

While **mobile purchasers are more engaged**, it takes longer for a mobile customer to activate

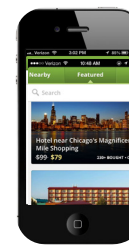
Groupon's apps are available in **43 countries**

MOBILE TRANSACTION MIX

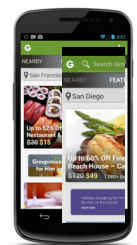
Monthly, January, '11 to March '14 (% of transactions)



Mobile Devices



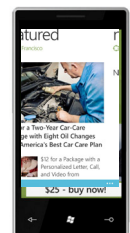
iPhone



Android



Blackberry



Windows Phone

¹ iTunes ranking for US stores (as of 3/1/14) available here - <https://itunes.apple.com/WebObjects/MZStore.woa/wa/viewFeature?id=500873243&mt=8&v=www-itunes25Bcountdown-appstore>



GROUPON MERCHANT AND CUSTOMER SATISFACTION

Groupon earns high marks in customer and merchant satisfaction, improving scores across the globe.

Customer and Merchant Satisfaction: Groupon's customer and merchant satisfaction scores remain best in class in March. International CSAT and MSAT remain steady.

Groupon brings in customers from key demographics: ²

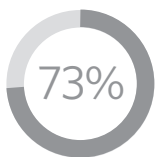
68% are women
This is the key to reaching families, where women are often the primary household decision makers

60% have a college education
What's more, 16% have a graduate degree

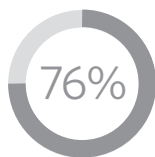
24% have a household income greater than \$100k
Higher income means the freedom to try new experiences

*Of the **6.7 million** customers we've surveyed in North America, **62%** were trying the merchant for the **first time**³*

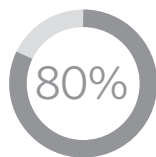
Merchants find Groupon to be: ⁴



reliable



trustworthy



easy to use

91%

of customers and **74% of merchants** are satisfied with Groupon ^{1,2}

93%

of merchants agree that their Groupon deal brought in new customers ⁵

77%

of customers spend beyond the value of the Groupon ⁶

78%

of customers would not have gone to the merchant if not for the Groupon deal, and **14% were not even considering the purchase** before they saw the deal ²

86%

customers are satisfied with the Groupon Mobile app ²

82%

of customers say they are likely to return to the merchant again ²

81%

of businesses that Groupon works with have 20 employees or less ¹

84%

of merchants felt the Groupon deal increased awareness of their business within the community ⁵

80%

of customers have referred someone to the business – Groupon customers are “influencers” who spread the word in their peer group ²

¹ ForeSee Groupon Merchant Satisfaction Study, March 2014 (commissioned by Groupon)

² ForeSee Groupon Customer Satisfaction Study, March 2014 (commissioned by Groupon). Recent purchasers surveyed on most recent Groupon purchase

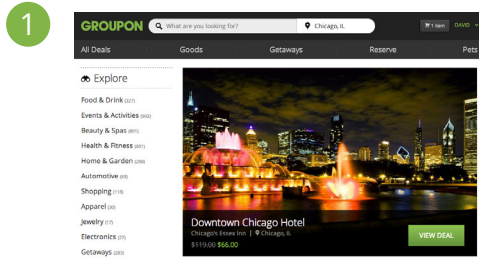
³ Internal Post-Redemption Data, October 2011 - March 2014

⁴ AbsolutData, Q1 2014 Merchant Business Partnership Survey, March 2014 (commissioned by Groupon)

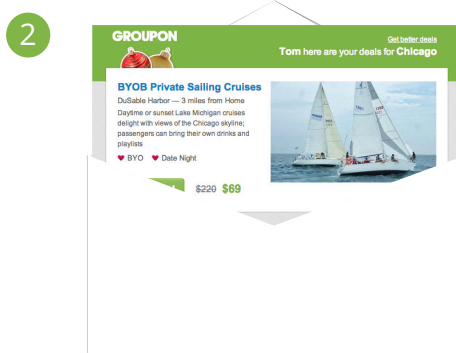
⁵ Q1 2014 State of the Groupon Merchant Business Study, February 2014 (conducted by Groupon)

⁶ Internal Redemption Data, Jan. 2013 - March 2014. In instances where a merchant has recorded a total bill

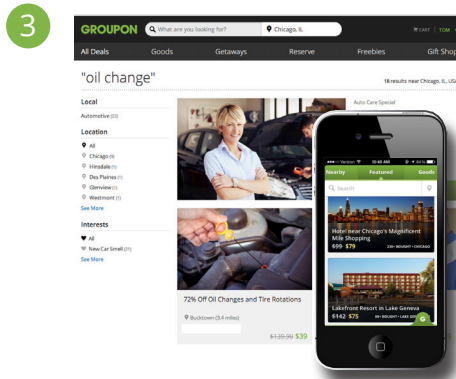
ANATOMY OF A Groupon DEAL



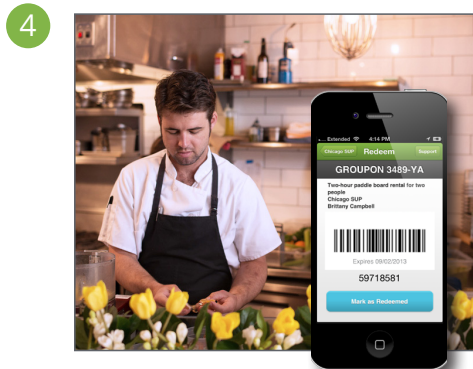
Deals sourced from high-quality merchants sold at a discount (e.g. \$20 for \$40 in value at local retailer)



Groupon offers sent to subscribers via email or browsed by consumers on the website or mobile app



Customers viewing deals via Groupon.com or Groupon Mobile can search deals and browse by location and keyword



Simply redeem goods or services from merchants

5 Groupon pays merchants

North America: Groupon typically pays merchants and suppliers in installments within 60 days. Merchants with an ongoing deal in the marketplace typically receive payments on an ongoing basis, generally bi-weekly, throughout the term of the offering.

International: Groupon typically pays merchants when the customer redeems the Groupon. Goods suppliers are typically paid within 60 days.

GLOBAL FOOTPRINT

Since 2008, Groupon has experienced record-setting growth, expanding from its first market in Chicago to operations in 48 countries and 500+ markets worldwide.

MARKET	1 ST DEAL SOLD
United States	October 2008
Canada	April 2010
Germany	May 2010
UK	May 2010
France	May 2010
Austria	May 2010
Italy	May 2010
Spain	May 2010
Netherlands	May 2010
Switzerland	May 2010
Sweden	May 2010
Poland	May 2010
Turkey	May 2010
Finland	May 2010
Ireland	May 2010
Norway	May 2010
Belgium	May 2010
Chile	June 2010
Greece	June 2010
Portugal	June 2010
Argentina	June 2010
Brazil	June 2010
Mexico	June 2010
Colombia	June 2010
Japan	August 2010
Russia	August 2010
Peru	September 2010
Taiwan	November 2010
Hong Kong	November 2010
Singapore	November 2010
Philippines	November 2010
Uruguay	November 2010
Israel	December 2010
South Africa	January 2011
Malaysia	January 2011
India	January 2011
Romania	January 2011
Ukraine	January 2011
Australia	February 2011
South Korea	March 2011
UAE	March 2011
China	March 2011
Indonesia	April 2011
Puerto Rico	April 2011
New Zealand	May 2011
Morocco	July 2011
Denmark	September 2011
Panama	October 2011
Thailand	March 2012



CATEGORIES AND MERCHANT TOOLS

Groupon's diverse categories and integrated Merchant Operating System tools continue to help merchants grow

Categories

Groupon Local - www.groupon.com

- Groupon offers consumers incredible deals on the best stuff to eat, see, do and buy in 48 countries
- Subscribers are emailed deals customized for them each day by Groupon's Smart Deals email personalization technology (currently available in NA; rolling out in international markets), which includes input subscribers submit on their interests and curiosities
- Local deals are available in the deal marketplace on Groupon.com and Groupon Mobile, searchable by keyword and location
- Local deals make up a large part of Groupon's 2,900+ individual types of goods, services and experiences, including food and drink, health and beauty, leisure/activities and services
- Local gross billings increased 7% YoY to \$887 million in Q1

Groupon Goods - www.groupon.com/goods

- Launched in September 2011 in select North American and International markets
- Consumer products featuring a variety of subcategories, including electronics, home and garden and toys
- Acquired TMON in January 2014, which added just under \$300 million in billings in Q1 with the majority coming from Goods
- Acquired leading online fashion retailer ideeli in January 2014, which launched a website redesign in February 2014
- Goods gross billings increased 81% YoY to \$709 million in Q1

Groupon Getaways - www.groupon.com/getaways

- Launched in July 2011
- Customers can now browse among thousands of hotels and either find a deal or find a desired hotel and book their reservation
- Acquired last-minute hotel booking app Blink in September 2013, which will further bolster the Getaways business
- Getaways gross billings increased 20% YoY to \$221 million in Q1 with strong growth of 26% in North America
- Recently expanded to add another 20,000 hotels in NA to the marketplace

GrouponLive - www.groupon.com/live

- GrouponLive launched in May 2011, G-Pass in April 2012
- Partnership with Live Nation whereby Groupon serves as a local resource for Live Nation events and clients of its global ticketing business, Ticketmaster
- Acquired activity marketplace SideTour in September 2013

Groupon Reserve - www.groupon.com/reserve

- Launched with email-only offers in August 2012 and relaunched in July 2013 featuring the integration of the Savored platform
- Premium channel for upscale offers; customers can book tables at some of the best restaurants in their city at discounts of up to 40%, with expansion to other offerings planned
- Live in 13 markets with plans to expand to more cities in the U.S. and key international markets

Groupon Freebies - www.groupon.com/coupons

- Launched in November 2013 to provide shoppers with an easy way to save money in the online stores of their favorite brands
- Includes more than 25,000 digital coupons, promotion codes, sales, giveaways and samples available in the U.S. from more than 5,000 brands

Merchant OS Tools

Breadcrumb PRO - www.breadcrumb.groupon.com

- Launched nationwide May 2013
- A complete restaurant and bar management system with more than 200 features including customizable menus, full modifiers, flexible kitchen printing, labor tracking and real-time reporting
- Plans start as low as \$99 per month and include lifetime updates, free 24/7 support and no licensing fees

Breadcrumb POS - www.breadcrumb.groupon.com/pos

- Launched nationwide May 2013
- A free iPad Point of Sale app with easy account creation, a simple setup and free 24/7 live support
- Paired with Breadcrumb Payments for credit card processing

Breadcrumb Payments - www.breadcrumb.groupon.com/payments

- Launched nationwide September 2012; integrated into Breadcrumb POS
- A payments service backed by a guarantee to be the lowest cost option for merchants to accept credit cards, built into the latest version of the Groupon Merchants app for the iPhone and iPod Touch
- Swiped transaction rates - Just 1.8% + \$0.15 per swipe for Visa, MasterCard, and Discover (Amex rates vary)

Groupon Merchant Center - <https://merchants.groupon.com>

- Dashboard that provides merchants with comprehensive real-time view of customer insights, feedback and performance measurement across Groupon campaigns; tracks customer comments, customer acquisition, incremental customer spending and ROI from Groupon marketing services

Resources

GrouponWorks - www.grouponworks.com

- Launched new redesigned version in July 2012
- Features Groupon's entire suite of marketing products and services for merchants, over 1,000 case studies and video testimonials from merchants and hundreds of small business articles to help merchants succeed
- Deal Builder - a self-serve tool on GrouponWorks that allows merchants to create their own deal and join the Pull marketplace

Social Innovation

Groupon Grassroots - www.grassroots.groupon.com

- First launched as G-Team in 2010, relaunched as Groupon Grassroots in April 2012
- Raised more than \$8.1 million towards fostering neighborhood advancement and promoting worthy causes