

**GROUPON, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

*As adopted by the Board of Directors on October 27, 2011*

The Board of Directors (the “Board”) of Groupon, Inc. (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders in a manner that is consistent with its fiduciary duties, the Company’s mission and core values. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Sixth Amended and Restated Certificate of Incorporation (the “Certificate”), the Amended and Restated By-laws (the “By-laws”) and other corporate governance documents then in effect, as they may be amended from time to time. The Board intends that these Guidelines serve as a flexible framework within which the Board may conduct its business and are not intended as a set of binding legal obligations. These Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interest of the Company and its stockholders or as otherwise required by applicable law and regulations.

**I. THE BOARD**

*Size*

The number of directors that constitutes the Board will be fixed from time to time by a resolution adopted by the Board in conformity with the Company’s Certificate and By-laws. The Nominating and Corporate Governance Committee (the “NCGC”) periodically reviews the size of the Board and determines the number of directors that most effectively support the Company.

*Composition*

There will at all times be a majority of independent directors on the Board. An “independent director” is a person who meets the definition of independent director under applicable NASDAQ listing requirements and does not have any other relationship with the Company that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out director responsibilities.

*Executive Sessions*

The Company’s non-employee directors will meet in executive sessions without management directors or management present on a periodic basis but no less than two (2) times a year. “Non-employee directors” are all directors who are not Company employees, including both independent directors and such directors who are not independent directors by virtue of a material relationship, former status or family membership, or for any other reason.

In addition, if the non-employee directors include directors who are not independent directors, the independent directors will also meet on a periodic basis but not less than one (1) time a year in an independent director executive session.

### ***Director Qualifications***

The NCGC works with the Board to determine periodically, as appropriate, the desired Board qualifications, expertise and characteristics, including such factors as business experience and diversity of experience; and with respect to diversity, the Committee may consider such factors as differences in professional background, education, skill, and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board.

The NCGC and the Board evaluate each individual in the context of the membership of the Board as a group, with the objective of having a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of background and experience in the various areas. Each director should be an individual of high character and integrity. In determining whether to recommend a director for re-election, the NCGC also considers the director's past attendance at meetings, participation in and contributions to the activities of the Board and the Company and other qualifications and characteristics that may be set forth in the NCGC Charter.

### ***Limitation on Other Board Service***

Directors should advise the NCGC of any invitations to join the board of directors of any other public company prior to accepting such directorship. The Board does not believe that its members should be prohibited from serving on the board of other organizations and has not adopted any guidelines limiting such activities. However, the NCGC may take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors and making its recommendations to the Board.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below.

### ***Selection of New Directors***

Each member of the Board is elected annually for a one-year term. Each year, at the annual meeting of stockholders, the Board will recommend a slate of directors for election by the stockholders. In accordance with the By-laws, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The NCGC is responsible for identifying and screening candidates for Board membership, and recommending candidates to the entire Board for Board membership.

### ***Directors Who Become Aware of Circumstances that May Adversely Reflect Upon the Director or the Company and Directors Who Experience a Material Change in their Circumstances***

When a director, including any director who is currently an officer or employee of the Company, becomes aware of circumstances that may adversely reflect upon the director, any other director, or the Company, the director shall notify the NCGC of such circumstances. The NCGC will consider the circumstances, and may, in certain cases, request the director to cease the conflicting activity, or in more severe cases, require that the director submit his or her resignation from the Board. In addition, when a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer or otherwise has a material change in his or her circumstances from the time the director was elected to serve on the Board, the director shall notify the NCGC of such circumstances and deliver his or her resignation to the NCGC. The NCGC will consider the circumstances and will determine whether to accept to such director's resignation.

### ***Term Limits***

Term limits may result in the loss of long-serving directors who over time have developed unique and valuable insights into the Company's business and therefore can provide a significant contribution to the Board. Because each director is periodically subject to election by the Company's stockholders, the Board does not believe it is in the best interests of the Company to establish term limits.

### ***Director Compensation***

All forms of remuneration of directors (including stock option grants and other equity-based compensation) will be approved by the Board upon recommendation of the Compensation Committee. Senior management of the Company or a compensation consultant will report once a year to the Compensation Committee regarding the status of the Company's director compensation in relation to comparable U.S. public companies. This report will include consideration of independence, employee status and both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a non-employee director is involved. Following a review of the report, the Compensation Committee will recommend any changes in director compensation to the Board, which will then approve the director compensation. The Company's employees will not receive additional compensation for their service as directors.

Members of the Audit Committee may not directly or indirectly receive any compensation from the Company other than their compensation as a director, including any compensation for service on committees of the Board and the receipt of equity-based compensation.

### ***Stock Ownership***

The Company encourages directors to own shares of the Company's stock. However, the number of shares of the Company's stock owned by any director is a personal decision, and the Board has not adopted a policy requiring ownership by directors of a minimum number of shares.

### ***Conflicts of Interest***

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director, as well as any director that becomes aware of such actual or potential conflict of interest, should immediately report all facts regarding the matter to the Audit Committee for evaluation and appropriate resolution. Any material conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director must disclose the interest to the Board, excuse him or herself from the discussion, and abstain from voting on the matter.

### ***Interaction with the Press, Investors and Others***

The Board believes that management speaks for the Company. Each director should refer all inquiries from the press, investors or others regarding the Company's operations to management. Individual Board members may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. In most circumstances, when comments from the Board are appropriate, they will come from the Chief Executive Officer in his or her Board capacity, or from the Executive Chairman of the Board.

### ***Board Access to Senior Management***

The Board has access to management in order to ensure that directors can ask any question and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company.

### ***Board Access to Independent Advisors***

The Board and each of its committees may direct the hiring of independent advisors, such as auditors, compensation consultants, legal counsel and other advisors, as they may consider necessary, without obtaining the approval of management. The Board as a whole will have access to these advisors and other independent advisors that the Company retains or that the Board considers necessary or advisable in performing its responsibilities.

### ***Director Orientation and Continuing Education***

The directors and the Company are committed to ensuring that all directors receive orientation and continuing education.

### ***Annual Self-Evaluation***

The NCGC will oversee a periodic self-evaluation by the Board, each committee and each Board member. The NCGC will be responsible for establishing the evaluation criteria and implementing the process for this evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the governance of the Company, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Guidelines. The NCGC will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and for current directors seeking re-election in an effort to further the interests of the Company and its stockholders.

## **II. Board Meetings; Stockholder Meetings; Involvement of Senior Management**

### ***Board Meeting Attendance***

The Board will meet at least four (4) times annually. In addition, special meetings may be called from time to time. Directors are expected to attend each meeting (and, in no event, fewer than 75% of the meetings), to invest the time and effort necessary to understand the Company's business and financial strategies and challenges. The basic duties of the directors include being prepared for and attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of Board meetings for advice and consultation. A director who is unable to attend a Board or committee meeting should notify the Board or Committee Chair and the Chief Executive Officer in advance of the meeting.

### ***Annual Stockholder Meeting Attendance***

Each director is strongly encouraged to attend each annual stockholder meeting.

### ***Attendance of Non-Directors***

The Board encourages invitations to management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) make presentations and provide insight into items being discussed by the Board and/or committee that involve the invitee and (ii) bring managers with high potential into contact with the Board. Attendance of any non-directors at Board and/or committee meetings is at the discretion of the Board and/or committee.

### ***Advance Receipt of Meeting Materials***

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for review of the agenda and materials. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

### **III. Committee Matters**

#### ***Number, Name, Responsibilities and Independence of Committees***

The Board currently has three (3) standing committees: Audit, Compensation and Nominating and Corporate Governance. The Audit, Compensation and NCGC are each composed of independent directors. From time to time, the Board may form or disband an ad hoc or standing Board committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the By-laws and the committee's charter.

#### ***Assignment and Rotation of Committee Members***

Based on the recommendation of the members of the NCGC, the Board appoints committee members and committee chairs in accordance with applicable law and according to criteria set forth in the applicable committee charter and other criteria that the Board determines to be relevant to the responsibilities of each committee. Committee membership and the position of committee chair will not be rotated on a mandatory or regular basis unless the Board determines that rotation is in the best interest of the Company.

#### ***Frequency of Committee Meetings and Agendas***

The committee chairs and appropriate members of management, in accordance with the committee's charter and, as appropriate, in consultation with the committee members, will determine the frequency and length of the committee meetings and develop the meeting agendas. Committee chairs will summarize committee discussions and actions with the full Board. It is the responsibility of directors to attend the meetings of the committees on which they serve.

#### ***Committee Charters***

Each committee will periodically review its charter and recommend to the Board any changes it deems necessary.

### **IV. Leadership Development**

#### ***Annual Review of Chief Executive Officer***

The Compensation Committee, with input from the non-employee directors, will conduct a review at least annually of the performance of the Chief Executive Officer. The Compensation Committee will establish the evaluation process and determine the specific criteria on which the performance of the Chief Executive Officer is evaluated in accordance with the charter and principles of the Compensation Committee.

#### ***Succession Planning***

The Board or a committee designated by the Board shall, in consultation with the Company's Chief Executive Officer, annually review the Company's management succession planning, including policies for selection and succession in the event of the incapacitation, retirement or removal of the Chief Executive Officer and other key executives and evaluations

of, and development plans for, any potential successors to the Chief Executive Officer and other key executives.

## **V. Stockholder-Director Communications**

### ***Policy***

The Board believes that stockholders should have an opportunity to send communications to the Board.

### ***Procedures***

Any communication from a stockholder to the Board generally or a particular director should be in writing and should be delivered to the General Counsel by registered or overnight (e.g., FedEx) mail at the principal executive office of the Company. Each communication should set forth (i) the name and address of the stockholder, as it appears on the Company's books, and if the stock is held by a nominee, the name and address of the beneficial owner of the stock, and (ii) the class and number of shares of the Company's stock that are owned of record by the record holder and beneficially by the beneficial owner.

The General Counsel will, in consultation with appropriate directors as necessary, generally screen communications from stockholders to identify communications that (i) are solicitations for products and services, (ii) relate to matters of a personal nature not relevant for the Company's stockholders to act on or for the Board to consider or (iii) matters that are of a type that render them improper or irrelevant to the functioning of the Board or the Company. All appropriate communications will be forwarded to the Board for review.

## **VI. Ethics Helpline**

The Audit Committee will cause the Company to implement, maintain and monitor an ethics helpline that is designed to receive anonymous reports of any known or suspected violations of the Company's Code of Conduct or any applicable laws and regulations. The Audit Committee will investigate any reports received through the ethics helpline and will report to the Board periodically with respect to the information received through the ethics helpline and any related investigations.

## **VII. Interpretation**

These Guidelines should be interpreted and construed in the context of all applicable laws and the Certificate, the By-laws and other corporate governance documents.

## **VIII. Amendment**

The Company is committed to continuously reviewing and updating its policies, and the Company therefore reserves the right to amend these Guidelines at any time, for any reason, subject to applicable law.