

**GROUPON, INC.**  
**AUDIT COMMITTEE CHARTER**

**Statement of Purpose**

This charter governs the operations of the audit committee (the “Committee”) of the board of directors (the “Board”) of Groupon, Inc. (the “Company”). The Committee shall provide assistance to the Board in fulfilling its oversight responsibility to the stockholders of the Company relating to the Company’s financial statements and financial reporting processes, the integrity of the financial reports and other financial information, the systems of internal reporting and financial controls, the annual independent audit and quarterly review of the Company’s financial statements, the legal compliance and ethics policies and such other matters set forth herein or otherwise established by the Board. In so doing, it is the responsibility of the Committee to maintain free and open communication among the Committee, the independent auditors and management of the Company.

**Membership**

The Committee shall consist of at least three (3) directors, each of whom shall (i) be “independent” as defined under the applicable rules of NASDAQ and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (ii) not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three (3) years and (iii) be able to read and understand fundamental financial statements. In addition, at least two (2) members of the Committee shall satisfy the “audit committee financial expert” requirements under the Exchange Act, whether by reason of past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background which results in the member’s financial sophistication. The audit committee financial experts are not required to be the chairperson of the Committee.

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

While there is no limit on the number of public company audit committees on which a director may serve, if a director serves on more than three public company audit committees, his or her service on the Committee shall be subject to the Board’s determination that such simultaneous service on such other audit committees will not impair his or her ability to effectively serve on the Committee.

## **Committee Organization and Procedures**

The members shall be appointed by action of the Board and shall serve at the discretion of the Board. Appointments to the Committee shall conform to the Company's bylaws, this charter and applicable legal and regulatory criteria, as appropriate under the circumstances. Members shall be appointed annually for a term of one (1) year. The members of the Committee shall designate a chairperson by a majority vote. The Committee may change the chairperson at any time. The chairperson shall preside over the meetings of the Committee and may call special meetings, in addition to those regularly scheduled, and will report to the Board the actions and recommendations of the Committee.

The Committee shall have the authority to establish its own rules and procedures consistent with the bylaws of the Company for notice and conduct of its meetings should the Committee, in its discretion, deem it desirable to do so. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the action of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. Unless otherwise stated herein or established by the Committee, the Committee shall be governed by the same procedural rules, including rules regarding meetings, actions without meetings, notices and waivers of notice, as are applicable to the Board.

The Committee may, in its discretion and only to the extent consistent with applicable law and regulations, delegate certain of its authority to a subcommittee of the Committee. The Committee shall have the authority to cause investigations to be made of such matters within the scope of the Committee's purposes and responsibilities as the Committee may deem appropriate. Such investigations may be made by the Company's employees or such other persons or firms as the Committee may direct. The Committee may require officers and employees of the Company to produce such information and reports, including reports to be provided annually or on other regular bases, as the Committee may deem appropriate. The Committee cannot delegate its responsibilities to non-Committee members.

In order to carry out its duties under this charter, the Committee is authorized to select, retain, terminate and approve the fees and other retention terms of counsel, experts or consultants, as the Committee deems appropriate, without seeking the approval of management or the Board. The Company shall provide appropriate funding to permit the Committee to perform its duties under this charter and for the payment of any such fees.

## **Responsibilities**

The primary responsibility of the Committee is to oversee the Company's financial reporting processes on behalf of the Board and report the results of its activities to the Board. It is not the Committee's responsibility to prepare and certify the Company's financial statements, to guarantee the independent auditors' report, or to guarantee other disclosures by the Company. These are the fundamental responsibilities of management and the independent auditors. The Committee members are not full-time employees of the Company and do not perform the functions of auditors and accountants. The Committee's policies and procedures should remain flexible in order to best react to changing conditions and circumstances. The Committee should

take appropriate actions to set the overall corporate “tone” for quality financial reporting, sound business risk practices and ethical behavior.

In fulfilling its responsibilities, the Committee shall:

1. Establish a clear understanding with the independent auditors that the independent auditors shall report directly to the Committee and be ultimately accountable to the Board.
2. Evaluate, compensate, retain, oversee and, when appropriate, replace the independent auditors, including annually reviewing and selecting the independent auditors.
3. Confirm, on an annual basis, that (a) the lead audit partner and the audit partner responsible for reviewing the audit have been and will be rotated at least once every five (5) years, or more often as necessary in accordance with the requirements of the Exchange Act and the rules and regulations promulgated thereunder (“Exchange Act Rules”), and (b) all other audit partners have been and will be rotated as required under applicable Exchange Act Rules.
4. At least annually, obtain and review a report from the independent auditors describing (a) the independent auditors' internal quality control procedures and (b) any material issues raised by the most recent internal quality control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues.
5. Request and ensure that the independent auditors submit to the Committee on an annual basis a written statement consistent with Independent Standards Board Standard No. 1 delineating all relationships between the independent auditors and the Company, discuss with the independent auditors any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and satisfy itself that the provision of services by the independent auditors not related to the audit of the Company's annual financial statements and the review of the Company's interim financial statements included in the Company's Quarterly Reports on Form 10-Q for such year is compatible with maintaining the outside auditors' independence.
6. Discuss, at least annually, with the independent auditors the overall scope and plans for their audit, including the adequacy of staffing and compensation.
7. Pre-approve all audit services and permissible non-audit services to be performed by the independent auditors, as set forth in Section 10A of the Exchange Act and the rules and regulations promulgated thereunder. The Committee may establish pre-approval policies and procedures, as permitted by Section 10A of the Exchange Act and the rules and regulations promulgated thereunder, for the engagement of independent auditors to perform services to the Company, including, but not limited to, policies that would allow the delegation of pre-approval authority to one or more members of the Committee.
8. Discuss with management and the independent auditors the adequacy and effectiveness of the accounting and financial controls, including the Company's system to monitor and manage business risk and legal and ethical compliance policies.

9. Meet separately, at its discretion, with management and the independent auditors to discuss such matters within the scope of the Committee's authority, as determined by the Committee from time to time to be necessary or appropriate.
10. Review with management and the independent auditors the quarterly and annual financial statements, including judgments regarding the quality (not just the acceptability) of accounting principles and policies, the reasonableness of significant judgments and the clarity of the disclosures in the financial statements.
11. Review with the Chief Executive Officer and Chief Financial Officer certifications under Sections 302 and 906 of the Sarbanes-Oxley Act.
12. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
13. Review all related party transactions (including as defined in Item 404 of Regulation S-K under the Exchange Act) for potential conflict of interest situations, and all such transactions shall be approved by the Committee prior to consummation in accordance with the Company's Related Party Transaction Policies and Procedures.
14. Review with management earnings press releases (including any use of pro forma or other non-GAAP information) prior to the issuance of any such press release.
15. Discuss with management and the independent auditors, as appropriate, any correspondence with regulators and governmental agencies and any employee complaints or reports that raise material issues regarding the Company's financial statements, accounting policies or internal controls.
16. Establish a policy regarding the Company's hiring of current or former employees of the independent auditor in accordance with applicable Exchange Act Rules.
17. Provide and approve the report of the Committee to be included as part of the Company's Annual Report on Form 10-K or annual proxy statement, as applicable, in accordance with applicable rules and regulations.
18. Review and discuss material, proposed compliance-related disclosures, if any, in the "Management's Discussion and Analysis of Financial Condition and Results of Operation" section of the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q.
19. Review with a representative of the Disclosure Committee any Annual Report on Form 10-K, Quarterly Report on Form 10-Q or Current Report on Form 8-K of the Company that includes an earnings release, to ensure sufficient material risk disclosures.
20. Establish a formal initial orientation for Committee members and also establish a continuing education program for Committee members.

21. Evaluate its own performance annually and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
22. Review and assess the adequacy of this charter annually.
23. Discharge any other duties, responsibilities or activities delegated to the Committee by the Board from time to time.

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

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

### **Internal Audit Function: Independent Audit Review**

The Company shall have an internal audit function and the manager of such internal audit function (the “Internal Audit Manager”) shall report directly to the Committee, and administratively to the Chief Financial Officer. The Committee shall meet periodically with the Internal Audit Manager to discuss the responsibilities, budget and staffing of the Company’s internal audit function and any issues or findings that the Internal Audit Manager believes warrant the Committee’s attention.

The Committee shall select and retain an independent auditing firm to conduct an assessment of the internal audit department’s conformance with the Institute of Internal Auditors’ (the “IIA”) definition of Internal Auditing, Code of Ethics, and Standards for the Professional Practice of Internal Auditing. These external assessments shall be conducted three times over the course of a ten (10) year period. The auditor’s report and findings from these assessments shall be provided to the Committee. The Committee, in the exercise of its discretion, shall determine which findings or recommendations, if any, to disclose in the Company’s proxy statement and which, if any recommendations, should be implemented.

### **Outside Auditors**

The Chair of the Committee shall meet with the outside auditors as least four (4) times annually, including before the filing with the SEC of Groupon’s Annual Report on Form 10-K and Quarterly Reports on Form 10-Q.

### **Meetings**

The Committee shall meet at least six (6) times per year, which shall include meetings prior to (a) the commencement of significant audit procedures; (b) completion of the audit; and (c) filing with the SEC of any Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. The Committee may also hold special meetings that may be called by telephone or written notice by the chairperson of the Committee. The Committee will cause to be kept adequate minutes of its proceedings and shall report periodically, as deemed necessary or desirable by the Committee, to

the Board regarding the Committee's actions and recommendations. The minutes of Committee meetings shall be retained for at least ten (10) years. The Committee may have in attendance such representatives of management, consultants, advisors or others as it may deem necessary to provide the necessary information to carry out its duties.

### **Disclosure Committee**

A representative of the Disclosure Committee shall report to the Committee at least once each quarter and more frequently, as necessary.

### **Reporting to Board**

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

This charter may be amended or modified only by the Board.

Amended and Restated: April 20, 2017.