UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO SECTION 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of May, 2022

Commission File Number: 001-37959

trivago N.V.
(Exact Name of Registrant as Specified in Its Charter)

Kesselstraße 5 - 7
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Federal Republic of Germany
+49 211 54065110
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F x Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

EXPLANATORY NOTE

On May 4, 2022, trivago N.V. will hold a conference call regarding its unaudited financial results for the first quarter ended March 31, 2022. Copies of the operating and financial review for the first quarter of 2022, a letter to shareholders and the unaudited condensed consolidated interim financial statements as of March 31, 2022 are furnished as Exhibits 99.1, 99.2 and 99.3 hereto.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

		trivago N.V.
Date: May 2, 2022	By:	/s/ Matthias Tillmann
		Matthias Tillmann
		Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Operating and Financial Review for the First Quarter of 2022.
99.2	Letter to Shareholders.
99.3	Unaudited Condensed Consolidated Interim Financial Statements as of March 31, 2022.

Exhibit 99.1

Operating and Financial Review

The following discussion should be considered together with our unaudited financial information included with this review and the periodic reports we file with the Securities and Exchange Commission, including the section contained in our Annual Report on Form 20-F for the fiscal year ended December 31, 2021, "Item 5. Operating and Financial Review and Prospects." Certain information and disclosures normally included in consolidated financial statements prepared in accordance with U.S. Generally Accepted Accounting Principles ("U.S. GAAP") have been omitted from this review.

As used herein, references to "we," "us," the "company," or "trivago," or similar terms shall mean trivago N.V. and, as the context requires, its subsidiaries.

Overview

trivago is a global hotel and accommodation search platform. We are focused on reshaping the way travelers search for and compare different types of accommodations, such as hotels, vacation rentals and apartments, while enabling our advertisers to grow their businesses by providing them with access to a broad audience of travelers via our websites and apps. Our platform allows travelers to make informed decisions by personalizing their search for accommodations and providing them with access to a deep supply of relevant information and prices. As of March 31, 2022, we offered access to more than 5.0 million hotels and other types of accommodation in over 190 countries, including over 3.8 million units of alternative accommodation, such as vacation rentals and apartments.

Our search platform forms the core of our user experience and can be accessed globally via 53 localized websites and apps available in 31 languages. Our users initially search via a text-based search function, which supports searches across a broad range of criteria. This leads through to a listings page that displays search results and allows for further refinement based on more nuanced filters. Additionally, we enhance our users' experience by giving them the option to display their search results in listing or map formats. Users can search our platform on desktop and mobile devices, and benefit from a familiar user interface, resulting in a consistent user experience.

Financial Summary & Operating Metrics (€ millions, unless otherwise stated)

	Three months ended March 31,		
	2022	**2021**	**Δ Y/Y**
Total revenue	101.6	38.2	166%
Qualified Referrals (in millions)	68.6	42.4	62%
Revenue per Qualified Referral (in €)	1.43	0.85	68%
Operating loss	(4.8)	(8.9)	(46)%
Net loss	(10.7)	(6.7)	60%
Return on Advertising Spend	183.9%	194.0%	(10.1) ppts
Adjusted EBITDA[(1)]	21.1	(4.8)	n.m.

n.m. not meaningful

[(1)] "Adjusted EBITDA" is a non-GAAP measure. Please see "Definitions of Non-GAAP Measures" and "Tabular Reconciliations for Non-GAAP Measures" on pages 10 to 11 herein for explanations and reconciliations of non-GAAP measures used throughout this review.

Recent Trends

In the first quarter of 2022, our total revenue increased by 166% compared to the same period in 2021, driven mainly by the recovery in travel demand in our core markets in Developed Europe and Americas. RPQR improved, particularly in Americas and Developed Europe, where most advertisers increased their bids on our marketplace significantly compared to the same period in 2021. We expect that almost all COVID-19 related measures will be phased out in the second quarter of 2022 across our core markets. With most restrictions having been lifted, we believe that the recovery is more sustainable than in 2021 and expect a further improvement as we approach the summer months in the northern hemisphere. Going forward, we plan to significantly ramp up our marketing investments in our core markets in the second quarter of 2022, while closely monitoring overall marketing efficiency.

While our business continues to improve as the world emerges from the COVID-19 pandemic, the invasion of Ukraine by Russia has had a negative impact on our business. As a result of the invasion, on March 2, 2022, we discontinued our local Russian platform, which we expect to have an immaterial impact on our total revenue and ROAS contribution in 2022. Our Eastern European platforms have seen a significant reduction in traffic volumes and continued to be negatively impacted by the war in the weeks following the invasion. We also saw an initial drop in traffic volumes in some of our Western European markets after the invasion, but since then, traffic volumes have mostly recovered to pre-conflict levels. While it is unclear how the Ukrainian crisis will impact travel demand going into the peak summer travel period in Europe, we still expect the lifting of most COVID-19 related restrictions during the last few months in the majority of our core markets will lead to a steady recovery in the second half of the year.

On April 22, 2022, the Australian Federal Court issued a judgment in the proceeding brought by the Australian Competition and Consumer Commission (ACCC) against us. The Australian Federal Court ordered us to pay a penalty of €30.2 million (AUD44.7 million) and to cover the ACCC's costs arising from the proceeding. The court also issued an injunction enjoining us from engaging in misleading conduct of the type found by the Australian Federal Court to be in contravention of the Australian Consumer Law. The decision of the Australian Federal Court had a significant negative impact on our operating expenses in the first quarter of 2022, resulting in a negative impact on operating expenses of €21.1 million and leading to a net loss of €10.7 million. Due to the size and unusual nature of the accrual relating to the judgement of the Australian Federal Court and its distorting effect on the understanding of our underlying business developments, we decided to exclude it when calculating Adjusted EBITDA. As a result, Adjusted EBITDA was €21.1 million in the first quarter of 2022, compared to an Adjusted EBITDA loss of €4.8 million in the same period in 2021.

In making the comparisons below, we note that the COVID-19 pandemic continued to have a significant adverse impact on our operating results, particularly in Developed Europe, in the first quarter of 2021. The lifting of COVID-19 related mobility restrictions resulted in a 358% increase in Referral Revenue in our Developed Europe segment in the first quarter of 2022 compared to the same period of 2021.

Revenue

Referral Revenue & Other Revenue

We match our users' searches with large numbers of hotel and other accommodation offers through our auction platform, which we call our marketplace. With our marketplace, we provide advertisers a competitive forum to access user traffic by facilitating a vast quantity of auctions on any particular day. Advertisers submit hotel room and other accommodation rates and participate in our marketplace primarily by making bids for each user click on an advertised rate for a hotel or other accommodation on a cost-per-click, or CPC, basis. We also offer the option for our advertisers to participate in our marketplace on a cost-per-acquisition, or CPA, basis.

We earn substantially all of our revenue when users of our websites and apps click on hotel and accommodation offers or advertisements in our search results and are referred to one of our advertisers. We call this our Referral Revenue.

Management has identified three reportable segments, which correspond to our three operating segments: the Americas, Developed Europe and Rest of World (RoW). Our Americas segment is comprised of Argentina, Brazil, Canada, Chile, Colombia, Ecuador, Mexico, Peru, the United States and Uruguay. Our Developed Europe segment is comprised of Austria, Belgium, Denmark, Finland, France, Germany, Ireland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland and the United Kingdom. Our RoW segment is comprised of all other countries. In the first quarter of 2022, the most significant countries by revenue in that segment were Australia, Japan, Turkey, Israel and India.

We also earn revenue by offering our advertisers business-to-business (B2B) solutions, such as display advertisements and white label services, and from subscription fees earned from advertisers for the trivago Business Studio PRO Package. These revenues do not represent a significant portion of our revenue.

Referral Revenue by Segment & Other Revenue (€ millions)

	Three months ended March 31,			
	2022	**2021**	**Δ €**	**Δ %**
Americas	€ 43.7	€ 18.3	25.4	139%
Developed Europe	43.5	9.5	34.0	358%
Rest of World	11.2	8.3	2.9	35%
Total Referral Revenue	**€ 98.4**	**€ 36.2**	**62.2**	**172%**
Other revenue	3.2	2.1	1.1	52%
Total revenue	**€ 101.6**	**€ 38.2**	**63.4**	**166%**

Note: Some figures may not add due to rounding.

Total revenue increased by €63.4 million, or by 166%, during the first quarter of 2022 compared to the same period in 2021. In the first quarter of 2022, Referral Revenue increased to €43.7 million, €43.5 million and €11.2 million or by 139%, 358% and 35% in Americas, Developed Europe and RoW, respectively, compared to the same period in 2021. The increase in Referral Revenue was mostly driven by an increase in Qualified Referrals and Revenue per Qualified Referral (RPQR) across all segments, particularly in Developed Europe. Other revenue increased by €1.1 million, or 52%, during the first quarter of 2022, mainly driven by increased revenue from our B2B solutions compared to the same period in 2021.

Qualified Referrals

Qualified Referrals indicate the number of unique visitors per day that generate at least one referral. The following table sets forth the Qualified Referrals for our reportable segments:

Qualified Referrals by Segment (in millions)

	Three months ended March 31,			
	2022	**2021**	**Δ**	**Δ %**
Americas	23.4	17.1	6.3	37%
Developed Europe	28.6	10.1	18.5	183%
Rest of World	16.7	15.2	1.5	10%
Total	**68.6**	**42.4**	**26.2**	**62%**

Note: Some figures may not add due to rounding.

In the first quarter of 2022, total Qualified Referrals increased by 62% as Qualified Referrals increased by 37%, 183% and 10% in Americas, Developed Europe and RoW, respectively, compared to the same period in 2021. The period-over-period increase in Qualified Referrals was due to increased traffic volumes, particularly in Developed Europe where COVID-19 related mobility restrictions were eased compared to the prior period. The conflict in Ukraine had a negative impact on traffic volumes in Developed Europe and RoW, particularly in Central Eastern Europe, but was more than offset by the recovery in travel demand mentioned above.

Revenue Per Qualified Referral

We use RPQR to measure how effectively we convert Qualified Referrals to revenue. RPQR is calculated as Referral Revenue divided by the total number of Qualified Referrals in a given period. RPQR is a key financial metric that describes the quality of our referrals, the efficiency of our marketplace and, as a consequence, how effectively we monetize the referrals we provide our advertisers. Furthermore, we use RPQR to help us detect and analyze changes in market dynamics. The following table sets forth the RPQR for our reportable segments for the periods indicated:

RPQR by Segment (in €)

	Three months ended March 31,		
	2022	**2021**	**Δ %**
Americas	€ 1.87	€ 1.07	75%
Developed Europe	1.52	0.94	62%
Rest of World	0.67	0.55	22%
Consolidated RPQR	**€ 1.43**	**€ 0.85**	**68%**

In the first quarter of 2022, consolidated RPQR increased by 68% as RPQR increased by 75%, 62% and 22% in Americas, Developed Europe and RoW, respectively, compared to the same period in 2021. RPQR improved, particularly in Americas and Developed Europe, where most advertisers increased their bids on our marketplace significantly compared to the same period in 2021. In RoW, particularly in Asia, our advertisers kept their bids on our marketplace relatively low reflecting the muted travel demand there.

Advertiser Concentration

We generate the large majority of our Referral Revenue from online travel agencies, or OTAs. For brands affiliated with Expedia Group, including Brand Expedia, Hotels.com, Orbitz, Travelocity, Hotwire, Wotif, Vrbo and ebookers, the share of our Referral Revenue was 34% in the first quarter of 2022, compared to 21% in the same period in 2021. For brands affiliated with Booking Holdings, including Booking.com, Agoda and priceline.com, the share of our Referral Revenue was 45% in the first quarter of 2022, compared to 56% in the same period in 2021.

Return on Advertising Spend (ROAS)

We track the ratio of our Referral Revenue to our Advertising Spend, or ROAS. We believe that ROAS is an indicator of the efficiency of our advertising and it is our primary operating metric. The following table sets forth the ROAS for our reportable segments:

ROAS by Segment (in %)

	Three months ended March 31,		
	2022	2021	Δ ppts
ROAS			
Americas	184.6%	183.1%	1.5 ppts
Developed Europe	176.6%	194.8%	(18.2) ppts
Rest of World	215.5%	222.0%	(6.5) ppts
Consolidated ROAS	**183.9%**	**194.0%**	**(10.1) ppts**

In the first quarter of 2022, consolidated ROAS was 183.9%, compared to 194.0% in the same period in 2021. ROAS increased to 184.6% in Americas and decreased to 176.6% and 215.5% in Developed Europe and RoW, respectively, compared to the same period in 2021. In Americas ROAS remained virtually flat, due to nearly corresponding increases in Referral Revenue and Advertising Spend, reflecting strong advertiser bids in Americas. The decrease in Developed Europe and RoW was mainly driven by a significant increase in Advertising Spend in response to the increase in travel demand mentioned above, which more than offset the increase in Referral Revenue.

In the first quarter of 2022, Advertising Spend increased by 137.0%, 404.1% and 37.8% or by €13.7 million, €19.8 million and €1.4 million in Americas, Developed Europe and RoW, respectively. In the first quarter of 2021, Advertising Spend was kept at a minimum because of the impact of the COVID-19 pandemic, while it increased in the first quarter of 2022 as a consequence of the recovery in travel demand.

Expenses

Expenses by cost category (€ millions)

	Costs and expenses			As a % of revenue		
	Three months ended March 31,			Three months ended March 31,		
	2022	2021	Δ %	2022	2021	Δ in ppts
Cost of revenue	€ 3.0	€ 2.6	15%	3 %	7 %	(4)%
of which share-based compensation	*0.0*	*0.1*	*(100)%*			
Selling and marketing	59.3	23.3	155%	58 %	61 %	(3)%
of which share-based compensation	*0.2*	*0.2*	*—%*			
Technology and content	13.6	12.6	8%	13 %	33 %	(20)%
of which share-based compensation	*0.6*	*0.7*	*(14)%*			
General and administrative	30.6	8.5	260%	30 %	22 %	8 %
of which share-based compensation	*2.3*	*2.2*	*5%*			
Amortization of intangible assets	0.0	0.0	—%	0 %	0 %	— %
Total costs and expenses	**€ 106.5**	**€ 47.1**	**126%**	**105%**	**123 %**	**(18)%**

Note: Some figures may not add due to rounding.

Cost of revenue

In the first quarter of 2022, cost of revenue increased by €0.4 million to €3.0 million, or 15%, period-over-period, mainly due to higher cloud-related service provider costs.

Selling and marketing

Selling and marketing expense was 58% of total revenue in the first quarter of 2022, compared to 61% in the same period in 2021.

In the first quarter of 2022, selling and marketing expense increased by €36.0 million, or by 155%, period-over-period to €59.3 million, of which €53.5 million, or 90%, was Advertising Spend. Advertising Spend increased to €23.7 million, €24.7 million and €5.1 million in Americas, Developed Europe and RoW, respectively, compared to €10.0 million, €4.9 million and €3.7 million in the same period in 2021. The increase in Advertising Spend across all segments was made in response to the increase in travel demand mentioned above. Many geographic markets in our RoW segment continued to be negatively impacted by muted traffic volumes as a result of the COVID-19 pandemic, which is the reason we have kept our marketing activities at a lower level compared to the geographic markets in our other segments.

In the first quarter of 2022, other selling and marketing expense increased by €1.1 million to €5.8 million, or 23%, period-over-period, primarily due to expenses incurred to acquire traffic, higher digital sales tax expenses and marketing related expenses associated with our long-term marketing sponsorship agreement which began in the third quarter of 2021. These were partly offset by lower television advertisement production costs.

Technology and content

In the first quarter of 2022, technology and content expense increased by €1.0 million to €13.6 million, or 8%, period-over-period, primarily due to the non-recurrence of a gain realized in the first quarter of 2021 on the modification of the lease for our D✔sseldorf campus, see "*Costs across multiple categories*" below. The increase was further driven by higher personnel costs.

General and administrative

In the first quarter of 2022, general and administrative expense increased by €22.1 million to €30.6 million, or 260%, period-over-period, primarily driven by higher professional fees and other expenses of €21.8 million. The increase in first quarter of 2022 resulted mostly from the recognition of an additional accrual of €21.1 million, representing the incremental portion not covered by provisions we had previously established in relation to the proceeding brought by the ACCC against us.

Costs across multiple categories

In the first quarter of 2021 we reduced our office space in D✔sseldorf and recorded a €1.2 million gain on our campus lease modification.

Share-based compensation remained virtually flat at €3.1 million in the first quarter of 2022, compared to the same period in 2021.

Amortization of intangible assets

Amortization of intangible assets was €34 thousand in the first quarter of 2022, compared to nil in the first quarter of 2021, as we amortize intangible assets acquired through the weekengo GmbH acquisition.

Net Income/(loss) and Adjusted EBITDA[1] (€ millions)

	Three months ended March 31,		
	2022	2021	Δ €
Operating loss	€ (4.8)	€ (8.9)	4.1
Other income/(expense)			
Interest expense	(0.0)	(0.1)	0.1
Other, net	0.2	0.9	(0.7)
Total other income, net	**€ 0.2**	**€ 0.9**	**(0.7)**
Loss before income taxes	(4.6)	(8.0)	3.4
Expense/(benefit) for income taxes	6.1	(1.3)	7.4
Net loss	**€ (10.7)**	**€ (6.7)**	**(4.0)**
Adjusted EBITDA[1]	**€ 21.1**	**€ (4.8)**	**25.9**

Note: Some figures may not add due to rounding.

(1) "Adjusted EBITDA" is a non-GAAP measure. Please see "Definitions of Non-GAAP Measures" and "Tabular Reconciliations for Non-GAAP Measures" on pages 10 to 11 herein for explanations and reconciliations of non-GAAP measures used throughout this review.

Net loss in the first quarter of 2022 was €10.7 million as compared to a net loss of €6.7 million in the first quarter of 2021. The decline was mainly driven by the recognition of an additional accrual in an amount of €21.1 million, representing the incremental portion not previously recognized of the penalty imposed on us by the Australian Federal Court in the proceeding brought by the ACCC against us. The decline was further driven by higher expense for income tax of €7.4 million compared to the same period in 2021. It was offset by the recovery of travel demand, resulting in an increase in our Referral Revenue by €62.2 million and in Advertising Spend by €34.9 million in the first quarter of 2022, compared to the same period in 2021.

The decision of the Australian Federal Court had a significant negative impact on our operating expenses in the first quarter of 2022, resulting in a negative impact on operating expenses of €21.1 million. Due to the size and unusual nature of the accrual relating to the judgement of the Australian Federal Court and its distorting effect on the understanding of our underlying business developments, we decided to exclude it when calculating Adjusted EBITDA. As a result, Adjusted EBITDA was €21.1 million in the first quarter of 2022, compared to an Adjusted EBITDA loss of €4.8 million in the same period in 2021.

In the first quarter of 2020, we expanded the definition of Adjusted EBITDA to adjust for impairments and certain other items such as restructuring charges and significant legal settlements. Prior to this change in definition, management recorded a provision over multiple accounting periods for the then-probable and estimable loss in connection with the proceeding. The provision of €9.6 million (AUD15 million) was included within current other liabilities on our balance sheet as of December 31, 2021. Because that provision was recorded prior to the change in definition, the provision amounts, net of foreign exchange effects, were presented within Adjusted EBITDA in the respective prior periods.

In the first quarter of 2021, a €1.2 million gain on the campus lease modification was excluded from Adjusted EBITDA. The gain was considered as a reconciling adjustment within the certain other items reconciling line as shown in the *"Tabular Reconciliations for Non-GAAP Measures"* on pages 10 to 11 herein.

Income taxes

Income tax expense was €6.1 million in the first quarter ended March 31, 2022, compared to an income tax benefit of €1.3 million in the first quarter ended March 31, 2021. The total weighted average tax rate was 31.5%, which was mainly driven by the German statutory tax rate of approximately 31%. Our effective tax rate this quarter was (131.2)% compared to 15.3% in the first quarter in 2021. The difference in effective tax rate in the first quarter ended March 31, 2022 compared to the first quarter in 2021 is because of the difference in the pre-tax profit and loss position and discrete items. The difference between the weighted average tax rate of 31.5% and the effective tax rate of (131.2)% in the first quarter of 2022 is primarily attributable to an additional accrual for penalty and applicant's cost award pursuant to a court ruling and to the share-based compensation expense (non-deductible for tax purposes) which are treated as discrete items.

An uncertain tax position in connection with unrecognized tax benefits relating to the deductibility of expenses amounted to €9.4 million as of March 31, 2022. A liability for these tax benefits was included under other long-term liabilities in the unaudited condensed consolidated financial statements.

Balance sheet and cash flows

Total cash, cash equivalents and restricted cash were €269.0 million as of March 31, 2022, compared to €256.7 million as of December 31, 2021. The total as of March 31, 2022 included €268.7 million in cash and cash equivalents and €0.3 million in short-term restricted cash, compared to €256.4 million of cash and cash equivalents and €0.3 million of long-term restricted cash presented in other long-term assets as of December 31, 2021.

The increase of €12.3 million during the three months ended March 31, 2022 was mostly driven by positive cash flows from operating activities of €12.1 million. These were mainly driven by positive changes in operating assets and liabilities of €18.7 million, primarily due to an increase of €28.8 million in accrued expenses and other liabilities from the recognition of an additional €21.1 million in the first quarter of 2022 in connection with the proceeding brought by the ACCC against us and changes in uncertain tax position. An increase in accounts payable of €6.4 million resulting mostly from higher Advertising Spend further contributed to positive changes in operating assets and liabilities. These were partly offset by an increase in accounts receivable of €16.0 million resulting mostly from higher revenues in the first quarter of 2022 compared to fourth quarter of 2021.

Positive changes in operating assets and liabilities were partly offset by net loss adjusted by non-cash items of €6.6 million in the three months ended March 31, 2022.

Non-cash items included in the net loss of €10.7 million consisted of share-based compensation of €3.1 million and depreciation of €1.7 million in the first quarter of 2022.

Our current ratio decreased from 7.3 as of December 31, 2021 to 4.7 as of March 31, 2022 as the relative increase in our current liabilities was higher than the increase in our current assets compared to December 31, 2021.

trivago N.V. Key Metrics

- The following metrics are intended as a supplement to the financial information found in this review and the financial statements included in our filings with the Securities and Exchange Commission ("SEC"). In the event of discrepancies between amounts in these tables and our historical financial statements, readers should rely on our filings with the SEC and our most recent financial statements filed with the SEC.
- We intend to periodically review and refine the definition, methodology and appropriateness of each of our supplemental metrics. As a result, metrics are subject to removal and/or change, and such changes could be material.
- These metrics do not include adjustments for one-time items, acquisitions, foreign exchange or other adjustments.
- Some numbers may not add due to rounding.

	Three months ended March 31,	
	2022	**2021**
ROAS by segment		
Americas	184.6%	183.1%
Developed Europe	176.6%	194.8%
Rest of World	215.5%	222.0%
Consolidated ROAS	**183.9%**	**194.0%**
Qualified Referrals by segment (in millions)		
Americas	23.4	17.1
Developed Europe	28.6	10.1
Rest of World	16.7	15.2
Consolidated Qualified Referrals	**68.6**	**42.4**
RPQR by segment		
Americas	€1.87	€1.07
Developed Europe	1.52	0.94
Rest of World	0.67	0.55
Consolidated RPQR	**€1.43**	**€0.85**

Notes & Definitions:

Current Ratio: The current ratio is used to measure the company´s ability to pay off its short-term liabilities with its current assets and is an important measure of liquidity. The current ratio is calculated by dividing the company´s total current assets by the company´s total current liabilities.

Referral Revenue: We use the term "referral" to describe each time a visitor to one of our websites or apps clicks on a hotel offer or advertisement in our search results and is referred to one of our advertisers. We charge our advertisers for each referral on a cost-per-click (CPC) or cost-per-acquisition (CPA) basis.

ROAS: The ratio of our Referral Revenue to our Advertising Spend in a given period, or **Return On Advertising Spend.** We invest in multiple marketing channels, such as: TV; out-of-home advertising; search engine marketing; display advertising campaigns on advertising networks, affiliate websites, social networking sites and email marketing; online video; mobile app marketing and content marketing; sponsorship and endorsement.

RPQR: We use average **Revenue Per Qualified Referral**, to measure how effectively we convert Qualified Referrals to revenue. RPQR is calculated as Referral Revenue divided by the total number of Qualified Referrals in a given period.

Qualified Referral: We define a Qualified Referral as a unique visitor per day that generates at least one referral. For example, if a single visitor clicks on multiple hotel offers in our search results in a given day, they count as multiple referrals, but as only one Qualified Referral.

Definitions of Non-GAAP Measures

Adjusted EBITDA:

We define Adjusted EBITDA as net income/(loss) adjusted for:

- income/(loss) from equity method investment,
- expense/(benefit) for income taxes,
- total other (income)/expense, net,
- depreciation of property and equipment and amortization of intangible assets,
- impairment of, and gains and losses on disposals of, property and equipment,
- impairment of intangible assets and goodwill,
- share-based compensation, and
- certain other items, including restructuring, significant legal settlements and court-ordered penalties, such as the penalty imposed by the Australian Federal Court in the proceeding brought by the ACCC against us.

From time to time, we may exclude from Adjusted EBITDA the impact of certain events, gains, losses or other charges (such as restructuring charges, significant legal settlements and court-ordered penalties) that affect the period-to-period comparability of our operating performance.

Adjusted EBITDA is a non-GAAP financial measure. A "non-GAAP financial measure" refers to a numerical measure of a company's historical or future financial performance, financial position, or cash flows that excludes (or includes) amounts that are included in (or excluded from) the most directly comparable measure calculated and presented in accordance with U.S. GAAP in such company's financial statements. We present this non-GAAP financial measure because it is used by management to evaluate our operating performance, formulate business plans, and make strategic decisions on capital allocation. We also believe that this non-GAAP financial measure provides useful information to investors and others in understanding and evaluating our operating performance and consolidated results of operations in the same manner as our management, and the exclusion of certain expenses in calculating Adjusted EBITDA can provide a useful measure in comparing financial results between periods as these costs may vary independent of core business performance. Our use of Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results reported in accordance with U.S. GAAP, including net income/loss. Some of these limitations are:

- Adjusted EBITDA does not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;
- Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA does not reflect expenses, such as restructuring and other related reorganization costs;
- Although depreciation, amortization and impairments are non-cash charges, the assets being depreciated, amortized or impaired may have to be replaced in the future, and Adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements; and
- Other companies, including companies in our own industry, may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

Tabular Reconciliations for Non-GAAP Measures

Adjusted EBITDA (€ millions)

	Three months ended March 31,	
	2022	**2021**
Net loss	€ (10.7)	€ (6.7)
Expense/(benefit) for income taxes	6.1	(1.3)
Loss before income taxes	**€ (4.6)**	**€ (8.0)**
Add/(less):		
Interest expense	0.0	0.1
Other, net	(0.2)	(0.9)
Operating loss	**€ (4.8)**	**€ (8.9)**
Depreciation of property and equipment and amortization of intangible assets	1.7	2.2
Impairment of, and gains and losses on disposals of, property and equipment	(0.0)	(0.1)
Impairment of intangible assets and goodwill	—	—
Share-based compensation	3.1	3.1
Certain other items, including restructuring, significant legal settlements and court-ordered penalties (1)	21.1	(1.2)
Adjusted EBITDA	**€ 21.1**	**€ (4.8)**

Note: Some figures may not add due to rounding.

(1) The €21.1 million presented within the certain other items line in the tabular reconciliation for the three months ended March 31, 2022 is attributable to the ACCC penalty and costs imposed on us in the judgement by the Australian Federal Court in the proceeding brought by the ACCC against us. Of the €30.2 million (AUD 44.7 million) penalty assessed by the Australian Federal Court, a portion was accrued for over multiple accounting periods prior to the change in Adjusted EBITDA definition which took place in the first quarter of 2020. As a result, a portion of the penalty net of foreign exchange was presented within Adjusted EBITDA in prior periods.

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

This review contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance. These forward-looking statements are based on management’s expectations as of the date of this review and assumptions which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. The use of words such as "will," “intend” and “expect,” among others, generally identify forward-looking statements. However, these words are not the exclusive means of identifying such statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements and may include statements relating to future revenue, expenses, margins, profitability, net income / (loss), earnings per share and other measures of results of operations and the prospects for future growth of trivago N.V.’s business. Actual results and the timing and outcome of events may differ materially from those expressed or implied in the forward-looking statements for a variety of reasons, including, among others:

- the continued material adverse effect of the COVID-19 pandemic on the global and local economy, the travel industry and our business and financial performance;
- any acceleration of long-term changes to consumer behavior and industry structure arising from the COVID-19 pandemic that may have a significant adverse effect on our business model and our future competitiveness and profitability;
- changes in sociopolitical and macro-economic factors;
- any additional impairment of goodwill;
- our continued dependence on a small number of advertisers for our revenue and adverse impacts that could result from their reduced spending or changes in their cost-per-click, or CPC, bidding strategy;
- our ability to generate referrals, customers, bookings or revenue and profit for our advertisers on a basis they deem to be cost-effective;
- factors that contribute to our period-over-period volatility in our financial condition and result of operations;
- our dependence on general economic conditions and adverse impacts that could result from declines in travel or discretionary spending;
- the decreased effectiveness of our Advertising Spend as a result of an almost complete stop to television advertising in 2020, resuming only at reduced levels in 2021, which may continue to have a negative impact on the effectiveness of our advertising in coming years;
- our ability to implement our strategic initiatives;
- increasing competition in our industry;
- our ability to innovate and provide tools and services that are useful to our users and advertisers;
- our dependence on relationships with third parties to provide us with content;
- our reliance on search engines, particularly Google, which promotes its own product and services that competes directly with our accommodation search and may negatively impact our business, financial performance and prospects;
- changes to and our compliance with applicable laws, rules and regulations;
- the impact of any legal and regulatory proceedings to which we are or may become subject;
- potential disruptions in the operation of our systems, security breaches and data protection; and
- impacts from our operating globally.

as well as other risks and uncertainties detailed in our public filings with the SEC, including trivago's Annual Report on Form 20-F for the fiscal year ended December 31, 2021 as such risks and uncertainties may be updated from time to time. Except as required by law, we undertake no obligation to update any forward-looking or other statements in this review, whether as a result of new information, future events or otherwise.

Exhibit 99.2

May 2, 2022

Dear Shareholders,

The last few months have been deeply troubling to many of us. The invasion of Ukraine by Russia has not only brought suffering to millions of people but also led to one of the largest waves of refugees in Europe since the end of the Second World War. As millions of people are in urgent need of assistance, it made us proud to see how our employees have pitched in to help. Dozens of initiatives have been launched, from hosting refugees to raising funds, collecting medical supplies, offering translation services and many more.

Following the invasion of Ukraine, we decided to discontinue our local Russian platform, which we expect to have an immaterial impact on our total revenue and ROAS contribution in 2022. Despite the war causing a temporary drop in traffic volumes in neighboring countries in Developed Europe, most of these markets have recovered to pre-conflict levels.

At the beginning of this quarter we saw travel starting to recover after the Omicron variant of the COVID-19 virus initially disrupted holiday travel plans. As many countries lifted travel restrictions, we've seen a gradual increase in traffic volumes. We believe this positive trend will continue as we move into the peak summer travel period in Europe and reinforces our outlook for a steady and strong recovery in the second half of the year. Given global inflation and rising hotel prices we observed over the past 12 months, we believe that price consciousness will increase and subsequently the need for price comparison will recover as travelers start booking more trips again.

trivago in Q1 2022

We are very happy with the pace of traffic volume recovery on our platforms in the first quarter of 2022. Our total revenue increased by 166% compared to the first quarter in 2021, mainly driven by the recovery in travel demand in our core markets in Developed Europe and Americas. Our operating expenses, excluding advertising spend and the penalty imposed by the Australian Federal Court, remain significantly below pre-pandemic levels. We expect to continue to benefit from most of the cost savings resulting from our restructuring that we conducted in the second quarter of 2020. However, the decision of the Australian Federal Court had a significant negative impact on our operating expenses in the first quarter of 2022. We had submitted that an appropriate penalty for the court to impose would be in the order of up to €9.6 million (AUD15 million) and recorded a corresponding provision. The difference between the ordered penalty and our provision had a negative impact of €21.1 million on our operating expenses, resulting in a net loss of €10.7 million and a net income margin of -10.5%[1] in the first quarter 2022. While we are disappointed with the outcome, we look forward to putting this behind us and continuing to help Australians find great accommodation deals.

In addition to the cost savings mentioned above, we increased our marketing efficiency in performance marketing channels compared to 2019 and only recently started to slowly increase our brand marketing investments. Due to the size and unusual nature of the accrual relating to the judgement of the Australian Federal Court and its distorting effect on the understanding of our underlying business developments, we

[1] *Net income margin for the three months ended March 31, 2022 is calculated as net loss of €10.7 million divided by total revenue of €101.6 million.*

decided to exclude it when calculating Adjusted EBITDA. As a result, we reached an Adjusted EBITDA margin of 20.8%[2], an increase both compared to the same period in 2019 and 2021.

At the end of 2021, we completed a reorganization that has created smaller, more self-sufficient teams with the intention to reduce complexity and increase the pace at which we can implement change. So far, we are very happy with the first results of the new structure and have gained significant momentum across the whole organization. As a result, we made good progress in the first quarter in our four focus areas for 2022:

- **Innovation in price comparison:** We launched a variety of improvements to our core price comparison functionality, such as improved price filtering, price display and better access to seasonal deals, and we rolled out a new mobile user experience. We have a strong pipeline of improvement features in testing and under development and expect further improvements in our core product by summer.

- **Marketing:** With inflation rising significantly across our core markets and labor shortages pushing prices up, we believe that our core price positioning will be a differentiating factor for this year. We have produced multiple summer campaigns with a focused price comparison message and will launch our TV activities for summer soon.

- **Broadening of our offering:** We have made good progress with our new B2B offerings, improving the technical setup for partners that launched last year and onboarding a few new partners since the beginning of 2022. In addition, we launched some new data products. We continue to believe that B2B products present a multi-million-euro contribution opportunity for us.

- **Team development:** Our HR teams have worked very hard in a very tough labor market. In the first quarter of 2022, we hired new colleagues from more than 20 different countries. We launched our hybrid working model that focuses on building personal relationships while giving a high degree of flexibility to our employees.

Q2 2022 outlook

We expect that almost all COVID-19 related measures will be phased out in the second quarter of 2022 across our core markets. With most restrictions having been lifted, we believe that the recovery is more sustainable than last year and expect a further improvement as we approach the summer months in the northern hemisphere. We are already seeing first signs that city and business travel are catching up as big, metropolitan cities are returning to the top of the list of most popular destinations on our platforms. Our teams are preparing for the expected increase in travel demand over the next couple of months by testing new features, further improving our backend infrastructure, and planning large scale brand marketing campaigns. We intend to significantly ramp up our marketing investments in our core markets in the second quarter which we believe is essential to rebuild our brand traffic baseline post pandemic. However, we plan to do that in a disciplined way, taking the learnings over the past two years into account and improving our overall marketing efficiency.

Looking back at the first quarter of 2022, we are proud of our team for the progress they have made in refocusing and optimizing our core product despite the challenges over the past months. We continue to be well positioned to serve travelers in finding accommodation that fits their needs and budgets as we move into summer travel season.

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[2] *Adjusted EBITDA margin is calculated as Adjusted EBITDA of €21.1 million (which is reconciled to net income in the Exhibit 99.1 to Form 6-K that accompanies this letter) divided by total revenue of €101.6 million.*

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

This letter contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance. These forward-looking statements are based on management’s expectations as of the date of this review and assumptions which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. The use of words such as "will," “intend” and “expect,” among others, generally identify forward-looking statements. However, these words are not the exclusive means of identifying such statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements and may include statements relating to future revenue, expenses, margins, profitability, net income / (loss), earnings per share and other measures of results of operations and the prospects for future growth of trivago N.V.’s business. Actual results and the timing and outcome of events may differ materially from those expressed or implied in the forward-looking statements for a variety of reasons, including, among others:

- the continued material adverse effect of the COVID-19 pandemic on the global and local economy, the travel industry and our business and financial performance;
- any acceleration of long-term changes to consumer behavior and industry structure arising from the COVID-19 pandemic that may have a significant adverse effect on our business model and our future competitiveness and profitability;
- changes in sociopolitical and macro-economic factors;
- any additional impairment of goodwill;
- our continued dependence on a small number of advertisers for our revenue and adverse impacts that could result from their reduced spending or changes in their cost-per-click, or CPC, bidding strategy;
- our ability to generate referrals, customers, bookings or revenue and profit for our advertisers on a basis they deem to be cost-effective;
- factors that contribute to our period-over-period volatility in our financial condition and result of operations;
- our dependence on general economic conditions and adverse impacts that could result from declines in travel or discretionary spending;
- the decreased effectiveness of our Advertising Spend as a result of an almost complete stop to television advertising in 2020, resuming only at reduced levels in 2021, which may continue to have a negative impact on the effectiveness of our advertising in coming years;
- our ability to implement our strategic initiatives;
- increasing competition in our industry;
- our ability to innovate and provide tools and services that are useful to our users and advertisers;
- our dependence on relationships with third parties to provide us with content;
- our reliance on search engines, particularly Google, which promotes its own product and services that competes directly with our accommodation search and may negatively impact our business, financial performance and prospects;
- changes to and our compliance with applicable laws, rules and regulations;
- the impact of any legal and regulatory proceedings to which we are or may become subject;
- potential disruptions in the operation of our systems, security breaches and data protection; and
- impacts from our operating globally.

as well as other risks and uncertainties detailed in our public filings with the SEC, including trivago's Annual Report on Form 20-F for the fiscal year ended December 31, 2021 as such risks and uncertainties may be updated from time to time. Except as required by law, we undertake no obligation to update any forward-looking or other statements in this review, whether as a result of new information, future events or otherwise.

Non-GAAP Financial Measures

This letter contains reference to certain non-GAAP (Generally Accepted Accounting Principles) measures that our management believes provide our shareholders with additional insights into trivago's results of operations. The non-GAAP measures referred to in this letter are supplemental in nature. They should not be considered in isolation or as a substitute for analysis of our results reported in accordance with U.S. GAAP, including net loss. The definition of Adjusted EBITDA as well as reconciliations of trivago's historical non-GAAP financial information to trivago's financial statements as prepared under GAAP are included in the Exhibit 99.1 to Form 6-K that accompanies this letter.

Exhibit 99.3

trivago N.V.

Unaudited Condensed Consolidated Interim Financial Statements as of March 31, 2022

trivago N.V.

Condensed consolidated statements of operations

(€ thousands, except per share amounts, unaudited)

	Three months ended March 31,			
	2022		2021	
Revenue	€	67,708	€	30,609
Revenue from related party		33,930		7,617
Total revenue		**101,638**		**38,226**
Costs and expenses:				
Cost of revenue, including related party, excluding amortization (1)		2,979		2,586
Selling and marketing, including related party (1)(2)(3)		59,323		23,337
Technology and content, including related party (1)(2)(3)		13,574		12,640
General and administrative, including related party (1)(2)(3)		30,571		8,515
Amortization of intangible assets (2)		34		—
Operating loss		**(4,843)**		**(8,852)**
Other income/(expense)				
Interest expense		(15)		(56)
Other, net		232		906
Total other income, net		**217**		**850**
Loss before income taxes		**(4,626)**		**(8,002)**
Expense/(benefit) for income taxes		6,070		(1,262)
Net loss	**€**	**(10,696)**	**€**	**(6,740)**
Earnings per share available to common stockholders:				
Basic	€	(0.03)	€	(0.02)
Diluted		(0.03)		(0.02)
Shares used in computing earnings per share:				
Basic		359,277		355,861
Diluted		359,277		355,861

	Three months ended March 31,	
	2022	2021
(1) Includes share-based compensation as follows:		
Cost of revenue	€ 41	€ 50
Selling and marketing	202	226
Technology and content	636	664
General and administrative	2,254	2,178
(2) Includes amortization as follows:		
Amortization of internal use software costs included in selling and marketing	€ 6	€ 32
Amortization of internal use software and website development costs included in technology and content	1,087	1,153
Amortization of internal use software costs included in general and administrative	57	85
Amortization of acquired technology included in amortization of intangible assets	34	—
(3) Includes related party expense as follows:		
Selling and marketing	€ 46	€ 21
Technology and content	6	14
General and administrative	1	—

See accompanying notes

trivago N.V.

Condensed consolidated statements of comprehensive income/(loss)

(€ thousands, unaudited)

	Three months ended March 31,	
	2022	2021
Net loss	€ (10,696)	€ (6,740)
Other comprehensive income/(loss):		
Currency translation adjustments	12	(15)
Total other comprehensive income/(loss)	12	(15)
Comprehensive income/(loss)	**€ (10,684)**	**€ (6,755)**

See accompanying notes

trivago N.V.

Condensed consolidated balance sheets

(€ thousands, except share and per share data, unaudited)

ASSETS		As of March 31, 2022		As of December 31, 2021
Current assets:				
Cash and cash equivalents	€	268,727	€	256,378
Restricted cash		342		—
Accounts receivable, net of allowance for credit losses of €602 and €658 at March 31, 2022 and December 31, 2021, respectively		30,046		23,707
Accounts receivable, related party		26,255		16,506
Tax receivable		6,267		3,527
Prepaid expenses and other current assets		8,154		10,273
Total current assets		**339,791**		**310,391**
Property and equipment, net		15,298		15,905
Operating lease right-of-use assets		47,502		48,323
Deferred income taxes		26		26
Other long-term assets		2,905		3,250
Intangible assets, net		170,051		170,085
Goodwill		286,552		286,539
TOTAL ASSETS	**€**	**862,125**	**€**	**834,519**
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	€	20,549	€	14,053
Income taxes payable		4,353		4,358
Deferred revenue		1,950		2,174
Payroll liabilities		3,687		3,289
Accrued expenses and other current liabilities		39,320		16,323
Operating lease liability		2,278		2,269
Total current liabilities		**72,137**		**42,466**
Operating lease liability		44,694		45,267
Deferred income taxes		49,398		49,810
Other long-term liabilities		9,624		3,192
Stockholders' equity:				
Class A common stock, €0.06 par value - 700,000,000 shares authorized, 98,906,404 and 96,704,815 shares issued and outstanding as of March 31, 2022 and December 31, 2021, respectively		5,934		5,802
Class B common stock, €0.60 par value - 320,000,000 shares authorized, 260,762,688 and 261,962,688 shares issued and outstanding as of March 31, 2022 and December 31, 2021, respectively		156,458		157,178
Reserves		839,599		835,839
Contribution from Parent		122,307		122,307
Accumulated other comprehensive income/(loss)		48		36
Accumulated deficit		(438,074)		(427,378)
Total stockholders' equity		**686,272**		**693,784**
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**€**	**862,125**	**€**	**834,519**

See accompanying notes

trivago N.V.

Condensed consolidated statements of changes in equity

(€ thousands, unaudited)

Three Months Ended March 31, 2022	Class A common stock	Class B common stock	Reserves	Retained earnings (accumulated deficit)	Accumulated other comprehensive income/(loss)	Contribution from Parent	Total stockholders' equity
Balance at January 1, 2022	€ 5,802	€ 157,178	€ 835,839	€ (427,378)	€ 36	€ 122,307	€ 693,784
Net loss				(10,696)			(10,696)
Other comprehensive income (net of tax)					12		12
Share-based compensation expense			3,133				3,133
Conversion of Class B shares	72	(720)	648				—
Issued capital, options exercised	60		(21)				39
Balance at March 31, 2022	**€ 5,934**	**€ 156,458**	**€ 839,599**	**€ (438,074)**	**€ 48**	**€ 122,307**	**€ 686,272**

Three months ended March 31, 2021	Class A common stock	Class B common stock	Reserves	Retained earnings (accumulated deficit)	Accumulated other comprehensive income/(loss)	Contribution from Parent	Total stockholders' equity
Balance at January 1, 2021	€ 3,358	€ 178,913	€ 798,017	€ (438,082)	€ 4	€ 122,307	€ 664,517
Net loss				(6,740)			(6,740)
Other comprehensive income (net of tax)					(15)		(15)
Share-based compensation expense			3,119				3,119
Conversion of Class B shares	368	(3,675)	3,307				—
Issued capital, options exercised	158		1,014				1,172
Balance at March 31, 2021	**€ 3,884**	**€ 175,238**	**€ 805,457**	**€ (444,822)**	**€ (11)**	**€ 122,307**	**€ 662,053**

See accompanying notes

trivago N.V.

Condensed consolidated statements of cash flows

(€ thousands, unaudited)

	Three months ended March 31,			
		2022		2021
Operating activities:				
Net loss	€	(10,696)	€	(6,740)
Adjustments to reconcile net income/(loss) to net cash provided by/(used in):				
Depreciation (property and equipment and internal-use software and website development)		1,703		2,240
Amortization of intangible assets		34		—
Share-based compensation		3,133		3,119
Deferred income taxes		(412)		(552)
Foreign exchange gain		(332)		(791)
Expected credit (gains)/losses, net		(62)		77
Gain on disposal of fixed assets		(3)		(99)
Gain from settlement of asset retirement obligation		—		(5)
(Gain)/loss from lease termination and modification, net		—		(1,183)
Changes in operating assets and liabilities:				
Accounts receivable, including related party		(16,024)		(7,076)
Prepaid expenses and other assets		2,081		(4,149)
Accounts payable		6,408		3,357
Payroll liabilities		398		1,477
Accrued expenses and other liabilities		28,844		1,073
Deferred revenue		(224)		(434)
Taxes payable/receivable, net		(2,745)		(4,318)
Net cash provided by/(used in) operating activities	**€**	**12,103**	**€**	**(14,004)**
Investing activities:				
Business acquisition, net of cash acquired		—		(4,302)
Capital expenditures, including internal-use software and website development		(1,057)		(1,064)
Proceeds from sale of fixed assets		3		60
Net cash used in investing activities	**€**	**(1,054)**	**€**	**(5,306)**
Financing activities:				
Proceeds from exercise of option awards		39		1,172
Repayment of other non-current liabilities		(43)		(66)
Net cash provided by/(used in) financing activities	**€**	**(4)**	**€**	**1,106**
Effect of exchange rate changes on cash		1,305		850
Net increase/(decrease) in cash, cash equivalents and restricted cash	**€**	**12,350**	**€**	**(17,354)**
Cash, cash equivalents and restricted cash at beginning of the period		256,719		210,771
Cash, cash equivalents and restricted cash at end of the period	**€**	**269,069**	**€**	**193,417**

Supplemental cash flow information:				
Cash paid for interest	€	15	€	50
Cash paid for taxes, net of (refunds)		2,788		3,607
Non-cash investing and financing activities:				
Fixed assets-related payable	€	—	€	2

See accompanying notes

trivago N.V.

Notes to the condensed consolidated financial statements (unaudited)

Note 1: Organization and basis of presentation

Description of business

trivago N.V., ("trivago" the "Company," "us," "we" and "our") and its subsidiaries offer online meta-search for hotel and accommodation through online travel agencies ("OTAs"), hotel chains and independent hotels. Our search-driven marketplace, delivered on websites and apps, provides users with a tailored search experience via our proprietary matching algorithms. We generally employ a 'cost-per-click' (or "CPC") pricing structure, allowing advertisers to control their own return on investment and the volume of lead traffic we generate for them. During 2013, the Expedia Group, Inc. (formerly Expedia, Inc., the "Parent" or "Expedia Group") completed the purchase of a controlling interest in the Company.

As of March 31, 2022, Expedia Group's ownership interest and voting interest in trivago N.V. is 58.1% and 77.2%, respectively. The Class B shares of trivago N.V. held by Messrs. Schrömgens and Vinnemeier as of March 31, 2022, had an ownership interest and voting interest of 14.4% and 19.1%, respectively.

COVID-19

Our business and operating results continue to be impacted by the COVID-19 pandemic. Our ultimate financial performance will depend on a number of factors relating to the world's emergence from the COVID-19 pandemic, including rates of vaccination, the effectiveness of vaccinations against various mutations of the COVID-19 virus and the loosening of border and quarantine controls as well the gradual removal of restrictions to public and social life.

Basis of presentation

We have prepared the accompanying interim unaudited condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial reporting. We have included all adjustments necessary for a fair presentation of the results of the interim period. These adjustments consist of normal recurring items. Our interim unaudited condensed consolidated financial statements are not necessarily indicative of results that may be expected for any other interim period or for the full year.

Certain information and note disclosures normally included in the audited annual consolidated financial statements have been condensed or omitted in accordance with SEC rules. The condensed consolidated balance sheet as of December 31, 2021 was derived from our audited consolidated financial statements as of that date but does not contain all of the footnote disclosures from the annual financial statements. As such, these interim unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in our Annual Report on Form 20-F for the year ended December 31, 2021, previously filed with the Securities and Exchange Commission ("SEC").

Seasonality

We experience seasonal fluctuations in the demand for our services as a result of seasonal patterns in travel. For example, absent the effect of the COVID-19 pandemic in 2020 and 2021, which has disrupted our usual seasonality trends, searches and consequently our revenue, are generally the highest in the first three quarters as travelers plan and book their spring, summer and winter holiday travel. Our revenue typically decreases in the fourth quarter. We generally expect to experience higher return on Advertising Spend in the first and fourth quarter of the year as we typically expect to advertise less in the periods outside of high travel seasons. Seasonal fluctuations affecting our revenue also affect the timing of our cash flows. We typically invoice once per month, with customary payment terms. Therefore, our cash flow varies seasonally with a slight delay to our revenue, and is significantly affected by the timing of our advertising spending. Changes in the relative revenue share of our offerings in countries and areas where seasonal travel patterns vary from those described above may influence the typical trend of our seasonal patterns in the future. It is difficult to forecast the seasonality for future periods, given the uncertainty around the duration of the impact from COVID-19 and the nature and timing of any sustained recovery.

Accounting estimates

We use estimates and assumptions in the preparation of our interim unaudited condensed consolidated financial statements in accordance with GAAP. Preparation of the interim unaudited condensed consolidated financial statements and accompanying notes requires that we make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities as of the date of the unaudited condensed consolidated financial statements, as well as revenue and expenses during the periods reported. Our actual financial results could differ significantly from these estimates. The significant estimates underlying our interim unaudited condensed consolidated financial statements include: leases, recoverability of goodwill, intangible assets and other long-lived assets, income taxes, legal and tax contingencies, business combinations and share-based compensation.

The COVID-19 pandemic has had, and is expected to continue to have, a material adverse impact on the travel industry, which may continue to have a significant adverse effect on our business and results of operations. The uncertainty associated with COVID-19 increased the level of judgement applied in our estimates and assumptions. Our estimates may change in future periods as a result of new events arising from the COVID-19 pandemic.

Note 2: Significant accounting policies

The significant accounting policies used in preparation of these unaudited condensed consolidated financial statements for the three months ended March 31, 2022 are consistent with those discussed in Note 2 to the consolidated financial statements in our Annual Report on Form 20-F for the year ended December 31, 2021.

Adoption of new accounting pronouncements

Government Assistance. As of January 1, 2022, we have prospectively adopted ASU 2021-10 which introduces annual disclosure requirements about government grants. The adoption of this new guidance did not have a material impact to our unaudited condensed consolidated financial statements.

Recent accounting pronouncements not yet adopted

Business Combinations. In October 2021, the FASB issued ASU 2021-08 which require that an entity (acquirer) recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with Topic 606 instead of at fair value. The new standard is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Early adoption is permitted. We are in the process of evaluating the impact of adopting this new guidance on our consolidated financial statements; however, we currently do not expect a material impact.

Measurement of Credit Losses on Financial Instruments. In March 2022, the FASB issued ASU 2022-02 which clarifies two issues that arose after the implementation of ASU 2016-13 (ASC Topic 326 *Financial Instruments–Credit Losses*). The ASU eliminates troubled debt restructuring recognition and measurement guidance and, instead, requires that an entity evaluate whether the modification represents a new loan or a continuation of an existing loan. The ASU requires that public business entities disclose, in addition to current requirements, the current-period gross write-offs by year of origination for financing receivables and net investment in leases. The new standard is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Early adoption is permitted. We are in the process of evaluating the impact of adopting this new guidance on our consolidated financial statements; however, we currently do not expect a material impact.

Certain risks and concentration of credit risk

Our business is subject to certain risks and concentrations including dependence on relationships with our advertisers, dependence on third-party technology providers, and exposure to risks associated with online commerce security. Our concentration of credit risk relates to depositors holding our cash and customers with significant accounts receivable balances.

Our customer base includes primarily OTAs, hotel chains and independent hotels. We perform ongoing credit evaluations of our customers and maintain allowances for potential credit losses. We generally do not require collateral or other security from our customers.

Expedia Group, our controlling shareholder, and its affiliates represent 33% and 20% respectively, of total revenues for the three months ended March 31, 2022 and 2021, and 46% and 41% of total accounts receivable as of March 31, 2022 and December 31, 2021, respectively.

Booking Holdings and its affiliates represent 45% and 53%, respectively of total revenues for the three months ended March 31, 2022 and 2021 and 31% of total accounts receivable as of both March 31, 2022 and December 31, 2021.

Restricted cash

As of March 31, 2022 and December 31, 2021, restricted cash was €0.3 million. The total balance as of March 31, 2022 is classified as current assets and the balance as of December 31, 2021, is classified as other long-term assets based on the expected dates the restricted cash will be refunded or made available to the Company.

Deferred revenue

As of December 31, 2021, the deferred revenue balance was €2.2 million, €1.0 million of which was recognized as revenue during the three months ended March 31, 2022.

Note 3: Acquisitions and divestitures

Refer to Note 3 in trivago's Annual Report on Form 20-F for the year ended December 31, 2021 for more information on pre-2022 acquisitions and divestitures.

There were no acquisitions or divestitures that closed during the three months ended March 31, 2022. There were no adjustments made during the three months ended March 31, 2022 related to acquisitions or divestitures that closed during the year ended December 31, 2021.

Note 4: Fair value measurement

Financial assets measured at fair value on a recurring basis are classified using the fair value hierarchy in the tables below:

As of March 31, 2022	Total		Level 1		Level 2	
(in thousands)						
Assets						
Cash equivalents:						
Money market funds	€	19,718	€	19,718	€	—
Other long-term assets:						
Term deposits		1,351		—		1,351
Total	**€**	**21,069**	**€**	**19,718**	**€**	**1,351**

As of December 31, 2021	Total		Level 1		Level 2	
(in thousands)						
Assets						
Cash equivalents:						
Money market funds	€	19,922	€	19,922	€	—
Other long-term assets:						
Term deposits		1,351		—		1,351
Total	**€**	**21,273**	**€**	**19,922**	**€**	**1,351**

We value our financial assets using quoted market prices or alternative pricing sources and models utilizing market observable inputs.

Money market funds are valued at the closing price reported by the fund sponsor from an actively traded exchange. This is included within cash equivalents as Level 1 measurements.

We hold term deposit investments with financial institutions. We classify our term deposits within Level 2 in the fair value hierarchy because they are valued at amortized cost, which approximates fair value. Term deposits with original maturity of more than three months but less than one year are classified as short-term investments and those with original maturity of more than one year are classified as other long-term assets.

Investments in term deposits with original maturity of more than one year are restricted by long-term obligations related to the new campus building.

Assets measured at fair value on a non-recurring basis

Our non-financial assets, such as goodwill, intangible assets and property and equipment, as well as equity method investments, are adjusted to fair value when an impairment charge is recognized or the underlying investment is sold. Such fair value measurements are based predominately on Level 3 inputs.

Note 5: Prepaid expenses and other current assets

(in thousands)	March 31, 2022	December 31, 2021
Prepaid advertising	€ 3,442	€ 5,078
Other prepaid expenses	4,470	4,968
Other assets	242	227
Total	**€ 8,154**	**€ 10,273**

In January 2021, we entered into a long-term marketing sponsorship agreement for various marketing rights beginning July 1, 2021. The first two contractual installment payments under this agreement have been paid and as of March 31, 2022, €1.6 million has been included within prepaid advertising in the above table.

Note 6: Property and equipment, net

The following table is a summary of property, equipment, and accumulated depreciation as of March 31, 2022 and December 31, 2021:

(in thousands)	March 31, 2022	December 31, 2021
Building and leasehold improvements	€ 6,865	€ 6,865
Capitalized software and software development costs	28,661	26,643
Computer equipment	15,787	15,795
Furniture and fixtures	3,037	3,026
Subtotal	54,350	52,329
Less: accumulated depreciation	39,140	37,537
Construction in process	88	1,113
Property and equipment, net	**€ 15,298**	**€ 15,905**

Note 7: Share-based awards and other equity instruments

Amendments to the 2016 Omnibus Incentive Plan

On March 2, 2021, our supervisory board amended the trivago N.V. 2016 Omnibus Incentive Plan to increase the maximum number of Class A shares available for issuance from 34,711,009 to 59,635,698 Class A shares, which does not include any Class B share conversions. Class A shares issuable under 2016 Plan are represented by ADSs for such Class A shares.

Share-based compensation expense

The following table presents the amount of share-based compensation expense included in our unaudited condensed consolidated statements of operations during the periods presented:

(in thousands)	Three months ended March 31, 2022	2021
Cost of revenue	€ 41	€ 50
Selling and marketing	202	226
Technology and content	636	664
General and administrative	2,254	2,178
Total share-based compensation expense	**€ 3,133**	**€ 3,118**

Share-based award activity

The following table presents a summary of our share option activity for the three months ended March 31, 2022:

	Options	Weighted average exercise price (in €)	Remaining contractual life (In years)	Aggregate intrinsic value (€ in thousands)
Balance as of December 31, 2021	23,827,946	2.64	11	30,237
Granted	290,387	0.06		
Exercised	622,559	0.06		
Cancelled	325,648	0.47		
Balance as of March 31, 2022	**23,170,126**	2.75	11	32,437
Exercisable as of March 31, 2022	13,806,089	4.22	15	14,655
Vested and expected to vest after March 31, 2022	**23,170,126**	2.75	11	32,437

The following table presents a summary of our restricted stock units (RSUs) for the three months ended March 31, 2022:

	RSUs	Weighted Average Grant Date Fair Value (in €)	Remaining contractual life (in years)
Balance as of December 31, 2021	1,366,123	2.92	6
Granted	2,835,180	2.14	
Vested	379,030	3.30	
Cancelled	75,912	3.01	
Balance as of March 31, 2022	3,746,361	2.29	7

Note 8: Income taxes

We determine our provision for income taxes for interim periods using an estimate of our annual effective tax rate. We record any changes affecting the estimated annual effective tax rate in the interim period in which the change occurs, including discrete items.

Income tax expense was €6.1 million in the first quarter ended March 31, 2022, compared to an income tax benefit of €1.3 million in the first quarter ended March 31, 2021. The total weighted average tax rate was 31.5%, which was mainly driven by the German statutory tax rate of approximately 31%. Our effective tax rate was (131.2)% compared to 15.3% in the first quarter of 2021. The difference in effective tax rate in the first quarter ended March 31, 2022 compared to the first quarter of 2021 is because of the difference in pre-tax profit and loss position and discrete items. The difference between the weighted average tax rate of 31.5% and the effective tax rate of (131.2)% in the first quarter of 2022 is primarily attributable to an additional accrual for penalty and applicant's cost award pursuant to a court ruling and to the share-based compensation expense (non-deductible for tax purposes) which are treated as discrete items.

An uncertain tax position in connection with unrecognized tax benefits relating to the deductibility of expenses amounted to €9.4 million as of March 31, 2022. A liability for these tax benefits was included under other long-term liabilities in the unaudited condensed consolidated financial statements.

Note 9: Stockholders' equity

Each Class B share is convertible into one Class A share at any time by the holder. The share premium derived from the conversion is recognized within reserves.

During the three months ended March 31, 2022, 1,200,000 Class B shares were converted into Class A shares. During the three months ended March 31, 2021, 6,125,000 Class B shares were converted into Class A shares.

Note 10: Earnings per share

Basic and diluted earnings per share of Class A and Class B common stock is computed by dividing net income/(loss) by the weighted average number of Class A and Class B common stock outstanding during the same period. Diluted earnings per share is calculated using our weighted-average outstanding common shares including the dilutive effect of stock awards as determined under the treasury stock method.

The following table presents our basic and diluted earnings per share:

(€ thousands, except per share data)	Three months ended March 31, 2022		2021	
Numerator:				
Net loss	€	(10,696)	€	(6,740)
Denominator:				
Weighted average shares of Class A and Class B common stock outstanding:				
Basic		359,277		355,861
Diluted		359,277		355,861
Net loss per share:				
Basic	€	(0.03)	€	(0.02)
Diluted	€	(0.03)	€	(0.02)

For the three months ended March 31, 2021 and 2022 diluted weighted average common shares outstanding does not include the effects of the exercise of outstanding stock options and RSUs as the inclusion of these instruments would have been anti-dilutive.

Note 11: Commitments and contingencies

Legal proceedings

On August 23, 2018, the Australian Competition and Consumer Commission, or ACCC, instituted proceeding in the Australian Federal Court against us. The ACCC alleged a number of breaches of the Australian Consumer Law, or ACL, relating to certain advertisements in Australia concerning the hotel prices available on our Australian site, our Australian strike-through pricing practice and other aspects of the way offers for accommodation were displayed on our Australian website. The matter went to trial in September 2019 and, on January 20, 2020, the Australian Federal Court issued a judgment finding that we had engaged in conduct in breach of the ACL. On March 4, 2020, we filed a notice of appeal at the Australian Federal Court appealing part of that judgment. On November 4, 2020, the Australian Federal Court dismissed trivago's appeal. On October 18 and 19, 2021, the Australian Federal Court heard submissions from the parties in relation to relief. On April 22, 2022, the Australian Federal Court issued a judgment ordering us to pay a penalty of €30.2 million (AUD44.7 million) and to cover the ACCC's costs arising from the proceeding. The court also enjoined us from engaging in misleading conduct of the type found by the Australian Federal Court to be in contravention of the ACL.

As of March 31, 2022, the penalty of €30.2 million (AUD44.7 million) and the estimated amounts to cover the ACCC's costs arising from the proceeding have been included in accrued expenses and other current liabilities in our unaudited condensed consolidated balance sheet.

Note 12: Related party transactions

Relationships with Expedia

We have commercial relationships with Expedia Group, Inc. and many of its affiliated brands, including Brand Expedia, Hotels.com, Orbitz, Travelocity, Hotwire, Wotif, Vrbo and ebookers. These are arrangements terminable at will or upon three to seven days prior notice by either party and on customary commercial terms that enable Expedia Group's brands to advertise on our platform, and we receive payment for users we refer to them. We are also party to a letter agreement pursuant to which Expedia Group refers traffic to us when a particular hotel or region is unavailable on the applicable Expedia Group website. Related-party revenue from Expedia Group primarily consists of click-through fees and other advertising services provided to Expedia Group and its affiliates.

Related-party revenue from Expedia Group and its affiliates was €33.9 million for the three months ended March 31, 2022, compared to €7.6 million in the same period in 2021. These amounts are recorded at contract value, which we believe is a reasonable reflection of the value of the services provided. Related-party revenue represented 33% of our total revenue for the three months ended March 31, 2022, compared to 20% in the same period in 2021.

For the three months ended March 31, 2021 and 2022, we did not incur significant operating expenses of related-party services and support agreements with Expedia Group.

The related party trade receivable balances with Expedia Group and its affiliates as of December 31, 2021 and March 31, 2022 was €16.4 million and €26.2 million.

Note 13: Segment information

Management has identified three reportable segments, which correspond to our three operating segments: the Americas, Developed Europe and Rest of World (RoW). Our Americas segment is comprised of Argentina, Brazil, Canada, Chile, Colombia, Ecuador, Mexico, Peru, the United States and Uruguay. Our Developed Europe segment is comprised of Austria, Belgium, Denmark, Finland, France, Germany, Ireland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland and the United Kingdom. Our Rest of World segment is comprised of all other countries where trivago operates.

We determined our operating segments based on how our chief operating decision makers manage our business, make operating decisions and evaluate operating performance. Our primary operating metric is Return on Advertising Spend, or ROAS, for each of our segments, which compares Referral Revenue to Advertising Spend. ROAS includes the allocation of revenue by segment which is based on the location of the website, or domain name, regardless of where the consumer resides. This is consistent with how management monitors and runs the business.

Corporate and Eliminations also includes all corporate functions and expenses except for direct advertising. In addition, we record amortization of intangible assets and any related impairment, share-based compensation expense, restructuring and related reorganization charges, legal reserves, occupancy tax and other taxes, and other items excluded from segment operating performance in Corporate and Eliminations. Such amounts are detailed in our segment reconciliations below. The following tables present our segment information for the three months ended March 31, 2022 and 2021. As a significant portion of our property and equipment is not allocated to our operating segments and depreciation is not included in our segment measure, we do not report the assets by segment as it would not be meaningful. We do not regularly provide such information to our chief operating decision makers.

(€ thousands)	Three months ended March 31, 2022									
	Developed Europe		Americas		Rest of World		Corporate & Eliminations		Total	
Referral Revenue	€	43,523	€	43,714	€	11,210	€	—	€	98,447
Subscription revenue		—		—		—		1,067		1,067
Other revenue		—		—		—		2,124		2,124
Total revenue	€	43,523	€	43,714	€	11,210	€	3,191	€	101,638
Advertising Spend		24,652		23,686		5,201		—		53,539
ROAS contribution	€	18,871	€	20,028	€	6,009	€	3,191	€	48,099
Costs and expenses:										
Cost of revenue, including related party, excluding amortization										2,979
Other selling and marketing, including related party (1)										5,784
Technology and content, including related party										13,574
General and administrative, including related party										30,571
Amortization of intangible assets										34
Operating loss									€	(4,843)
Other income/(expense)										
Interest expense										(15)
Other, net										232
Total other income/(expense), net									€	217
Loss before income taxes									€	(4,626)
Expense for income taxes										6,070
Net loss									**€**	**(10,696)**

(1) Represents all other sales and marketing, excluding Advertising Spend, as Advertising Spend is tracked by reporting segment.

	Three months ended March 31, 2021				
(€ thousands)	Developed Europe	Americas	Rest of World	Corporate & Eliminations	Total
Referral Revenue	€ 9,534	€ 18,289	€ 8,344	€ —	€ 36,167
Subscription revenue	—	—	—	1,349	1,349
Other revenue	—	—	—	710	710
Total revenue	€ 9,534	€ 18,289	€ 8,344	€ 2,059	€ 38,226
Advertising Spend	4,894	9,989	3,758	—	18,641
ROAS contribution	€ 4,640	€ 8,300	€ 4,586	€ 2,059	€ 19,585
Costs and expenses:					
Cost of revenue, including related party, excluding amortization					2,586
Other selling and marketing, including related party (1)					4,696
Technology and content, including related party					12,640
General and administrative, including related party					8,515
Operating loss					€ (8,852)
Other income/(expense)					
Interest expense					(56)
Other, net					906
Total other income/(expense), net					€ 850
Loss before income taxes					€ (8,002)
Expense/(benefit) for income taxes					(1,262)
Net Loss					**€ (6,740)**

(1) Represents all other sales and marketing, excluding Advertising Spend, as Advertising Spend is tracked by reporting segment.

Note 14: Subsequent events

After the date of the balance sheet through the date of issuance of these unaudited condensed consolidated financial statements, 74,316 Class A shares were issued as a result of options exercised and RSUs released.

On April 21, 2022, Mr. Vinnemeier converted 23,285,793 Class B shares into Class A shares with the resulting share premium recognized within reserves. Following the conversion, Class B shares are only held by Expedia Group and Rolf Schrömgens. Mr. Schrömgens held Class B shares of trivago N.V. with an ownership interest and voting interest of 7.9% and 11.4%, respectively.

On April 28, 2022, we entered into an investment for a 15.5% ownership interest in UBIO Limited for €5.9 million. UBIO Limited is a software company that develops robotic automation technology.