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Identificativo : 88578

Informazione
Regolamentata

Nome utilizzatore : MUTUIONLINEN01 - PESCARMONA

Tipologia : IRCG 02; AVVI 16; IRAG 01; IRED 01

Data/Ora Ricezione : 27 Aprile 2017 18:31:44

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Diffusione presunta

Oggetto : Shareholders approve 2016 separate financial statements; approval of dividend of Euro 0.30 per share; appointment of the board of directors

Testo del comunicato

Vedi allegato.

Milano, 27 April 2017

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GRUPPO MUTUI ONLINE S.P.A.:
SHAREHOLDERS APPROVE 2016 SEPARATE FINANCIAL STATEMENTS;
SHAREHOLDERS APPROVE DIVIDEND OF EURO 0.30 PER SHARE;
APPOINTMENT OF THE BOARD OF DIRECTORS ;CHANGES TO THE BUY BACK PLAN;
APPROVAL OF NEW STOCK OPTION PLAN.

The shareholders' meeting of Gruppo MutuiOnline S.p.A. approved today the separate financial statements for the financial year ended December 31, 2016.

<i>Separate - Euro '000</i>	2016	2015	Change %
Revenues	13,573	5,623	+141.4%
EBIT	9,520	2,196	+333.5%
Net income	9,289	2,090	+344.4%

<i>Consolidated - Euro '000</i>	2016	2015	Change %
Revenues	138,069	120,719	+ 14.4%
EBIT	35,244	32,048	+10.0%
Net income *	21,591	22,047	-2.1%

* Attributable to shareholders of the Issuer

Net income allocation and dividend distribution

The net income of the Issuer for the financial year ended December 31, 2016 is Euro 9,289,082. The shareholders' meeting resolved the following allocation of the net income of the year:

- Euro 8,655,091.82 for the distribution of dividends to shareholders in the amount of Euro 0.23 per outstanding share, with *ex-dividend* date May 8, 2017, record date May 9, 2017 and payable date May 10, 2017;
- for the remaining part, equal to Euro 633,990.18, to retained earnings.

Taking into consideration the available reserves and the financial condition of the Issuer, the shareholders' meeting also resolved a distribution of an extraordinary dividend of Euro 2,634,158.38 corresponding to Euro 0.07 per outstanding share, with *ex-dividend* date May 8, 2017, record date May 9, 2017 and payable date May 10, 2017. Such dividend will be fully paid out from retained earnings, equal to Euro 3,535,052 as of December 31, 2016.

The total amount of the dividend, ordinary and extraordinary, is Euro 11,289,250.20, corresponding to Euro 0.30 per outstanding share, payable, gross of any applicable withholding tax, from May 10, 2017, with *ex-dividend* date of Coupon n. 10 on May 8, 2017 and record date May 9, 2017.

We clarify that this dividend is not extraordinary if referred to the dividend policy of the Company and it is to be considered coherent with the ordinary dividend distribution of the last years.

Appointment of the Board of Directors

The shareholders' meeting appointed the following board of directors for the years 2017, 2018, 2019:

1. Marco Pescarmona
2. Alessandro Fracassi
3. Marco Zampetti
4. Fausto Boni
5. Anna Maria Artoni – independent director
6. Chiara Burberi – independent director
7. Valeria Lattuada – independent director
8. Matteo De Brabant - independent director
9. Klaus Gummerer – independent director

We point out that, according to article 144-*novies* of the Issuer Regulations, the directors were appointed from the only list submitted, which was presented by shareholder Alma Ventures S.A., which own 12,841,070 shares, equal to 32.5% of the ordinary share capital of the Company.

Together with the list, the following declarations of the candidates' were also filed: declaration of acceptance of the candidacy and of the office in case of appointment; declaration of possession of the requirements of respectability and professionalism and of absence of incompatibility causes; and declaration of possession of the requirements of independence for the candidates to the independent directors' offices.

We also inform that, pursuant to article 20 of the article of association, Marco Pescarmona was appointed chairman of the board.

Approval of a stock option plan for directors, employees and collaborators of the Group

The shareholders' meeting of Gruppo MutuiOnline S.p.A. resolved today to approve the stock option plan named "Piano di Stock Option per dipendenti, amministratori e collaboratori" with the features (included conditions and assumptions for implementations) described in the informative document compliant with Attachment 3A, Scheme 7, available in section "*Governance*", "Other documents", "2017" of the institutional website of the Issuer at the link http://www.gruppomol.it/eng/governance/other_documents.asp, delegating the Board of Directors to adopt the relevant regulations.

Changes to the buy back plan

The shareholders' meeting of Gruppo MutuiOnline S.p.A. resolved today to revoke the April 22, 2016 authorization for the purchase and sale of own shares to the extent still unused, and approved a new authorization for the purchase and disposal of own shares with the following terms.

The request of a new authorization has the objective of providing the Company with own shares to be used for:

- (i) the support of market liquidity;
- (ii) to use the shares as consideration for extraordinary transactions, including trading of participation with other parties, with respect to operations in the Company's interest;
- (iii) to allocate the purchased own shares to the service of the stock option plan for employees, directors and collaborators of the Company or its subsidiaries, as well as programs for the allocation of bonus shares to shareholders;
- (iv) the execution of the contract signed between the Company and "Equita SIM S.p.A.", for its role as specialist on the stock market;
- (v) efficient investment of the liquidity of the Group.

The shareholders' meeting also resolved to authorize the board of directors to purchase own shares up to the maximum limit provided by the applicable law *pro tempore*, taking also into account the shares currently held by the Company and potentially held by its subsidiaries.

The purchase authorization will last for 18 (eighteen) months counting from the day of the shareholders' meeting resolution, while the disposal authorization has unlimited duration.

Purchases and sales will be performed in compliance with applicable regulations.

The purchase price and/or the disposal value will be comprised between a minimum price equal to the closing price of the business day before the purchase/disposal date less 10% (ten percent) and a maximum price equal to the closing price of the business day before the purchase/disposal date plus 10% (ten percent).

Provided what above stated regarding the purchase price, if the transaction occurs with the objective of assigning shares to beneficiaries of the stock option plan, the sale price could be the price established by the competent bodies within those programs, taking into account market trend and regulations applicable.

We remind that the Issuer and its subsidiaries hold a total of 2,032,809 own shares of the Issuer, of which 381,287 shares directly held by the Issuer, 1,500,000 shares held by subsidiary MutuiOnline S.p.A. and 151,522 shares held by subsidiary Centro Istruttorie S.p.A., in total equal to around 5.145% of the ordinary share capital of the Issuer.

* * *

The Company quarterly report for the quarter ended 31 March, 2017 will be approved by the board of directors of Gruppo MutuiOnline S.p.A. to be held on May 11, 2017.

Attachments:

1. *Consolidated income statements for the years ended December 31, 2016 and 2015*
2. *Consolidated comprehensive income statement for the years ended December 31, 2016 and 2015*
3. *Consolidated balance sheets as of December 31, 2016 and 2015*
4. *Consolidated statement of cash flows for the years ended December 31, 2016 and 2015*
5. *Income statements of the Issuer for the years ended December 31, 2016 and 2015*
6. *Comprehensive income statement of the Issuer for the years ended December 31, 2016 and 2015*
7. *Balance sheets of the Issuer as of December 31, 2016 and 2015*
8. *Statement of cash flows of the Issuer for the years ended December 31, 2016 and 2015*
9. *Declaration of the manager responsible for preparing the Company's financial reports*

Gruppo MutuiOnline S.p.A. is the holding company of a group active in the Italian market for the online comparison, promotion and intermediation of products provided financial institutions and e-commerce operators, mainly through the Internet with websites www.mutuionline.it, www.prestitionline.it, www.segugio.it and www.trovaprezzi.it, and in the Italian market for the outsourcing of credit origination processes for banks and financial intermediaries.

Esclusivamente per informazioni stampa:

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ATTACHMENT 1: CONSOLIDATED INCOME STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

<i>(euro thousand)</i>	Years ended	
	December 31, 2016	December 31, 2015
Revenues	138,069	120,719
<i>(of which) with related parties</i>	123	137
Other income	2,339	2,281
<i>(of which) with related parties</i>	1	7
Capitalization of internal costs	939	768
Services costs	(50,702)	(41,467)
<i>(of which) with related parties</i>	(110)	-
Personnel costs	(43,829)	(40,799)
Other operating costs	(4,295)	(3,669)
Depreciation and amortization	(7,277)	(5,785)
Operating income	35,244	32,048
Financial income	99	195
Financial expenses	(1,033)	(1,021)
Income/(losses) from participation	19	2,592
Income from acquisition of control	-	219
Income/(losses) from financial assets/liabilities	(96)	(492)
Net income before income tax expense	34,233	33,541
Income tax expense	(9,418)	(10,061)
Net income	24,815	23,480
Attributable to:		
Shareholders of the Issuer	21,591	22,047
Minority interest	3,224	1,433
Earnings per share basic (Euro)	0.58	0.59
Earnings per share diluted (Euro)	0.54	0.55

ATTACHMENT 2: CONSOLIDATED COMPREHENSIVE INCOME STATEMENT FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

<i>(euro thousand)</i>	Years ended	
	December 31, 2016	December 31, 2015
Net income	24,815	23,480
Currency translation differences	(18)	(29)
Actuarial gain/(losses) on defined benefit program liability	(354)	1,182
Tax effect on actuarial gain/(losses)	68	(325)
Total other comprehensive income	(304)	828
Total comprehensive income for the period	24,511	24,308
Attributable to:		
Shareholders of the Issuer	21,287	22,875
Minority interest	3,224	1,433

ATTACHMENT 3: CONSOLIDATED BALANCE SHEETS AS OF DECEMBER 31, 2016 AND 2015

<i>(euro thousand)</i>	As of	
	December 31, 2016	December 31, 2015
ASSETS		
Intangible assets	53,874	57,932
Property, plant and equipment	13,412	11,485
Participation measured with equity method	1,224	2,642
Deferred tax assets	1,402	-
Other non-current assets	804	61
Total non-current assets	70,716	72,120
Cash and cash equivalents	42,231	32,451
Financial assets held to maturity	677	817
Trade receivables	40,334	39,156
<i>(of which) with related parties</i>	26	97
Contract work in progress	318	243
Tax receivables	2,678	183
Other current assets	2,967	3,241
Total current assets	89,205	76,091
TOTAL ASSETS	159,921	148,211
LIABILITIES AND SHAREHOLDERS' EQUITY		
Share capital	953	947
Other reserves	44,190	29,435
Net income	21,591	22,047
Total group shareholders' equity	66,734	52,429
Minority interests	7,874	5,655
Total shareholders' equity	74,608	58,084
Long-term borrowings	30,179	37,119
Provisions for risks and charges	385	375
Defined benefit program liabilities	9,812	8,148
Deferred tax liabilities	-	126
Other non current liabilities	7,642	6,171
Total non-current liabilities	48,018	51,939
Short-term borrowings	4,870	5,388
Trade and other payables	16,407	12,904
<i>(of which) with related parties</i>	35	-
Tax payables	1,417	6,523
Other current liabilities	14,601	13,373
Total current liabilities	37,295	38,188
TOTAL LIABILITIES	85,313	90,127
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	159,921	148,211

ATTACHMENT 4: CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

<i>(euro thousand)</i>	Years ended	
	December 31, 2016	December 31, 2015
Net income	24,815	23,480
Amortization and depreciation	7,277	5,785
Stock option expenses	550	550
Capitalization of internal costs	(939)	(768)
Interest cashed	36	62
Income from acquisition of control	-	(219)
Losses from financial assets/liabilities	96	-
Changes of the value of the participation evaluated with the equity method	(19)	(2,592)
Income tax paid	(15,727)	(3,134)
Changes in contract work in progress	(75)	20
Changes in trade receivables/payables	2,325	(9,671)
Changes in other assets/liabilities	7,750	12,322
Changes in defined benefit program liability	1,664	583
Changes in provisions for risks and charges	10	79
Net cash provided by operating activities	27,763	25,486
Investments:		
- Increase of intangible assets	(919)	(678)
- Increase of property, plant and equipment	(3,297)	(1,835)
- Acquisition of subsidiaries	-	(44,676)
- Acquisition of minorities in subsidiaries	-	(1,326)
- Increase of participations evaluated with the equity method	(813)	(38)
Disposals:		
- Decrease of property, plant and equipment	9	5
- Decrease of financial assets held to maturity	140	952
- Dividends from joint venture	2,250	-
Net cash used in investing activities	(2,630)	(47,596)
Increase of financial liabilities	-	34,398
Interest paid	(720)	(747)
Decrease of financial liabilities	(7,557)	(984)
Sale/(purchase) of own shares	(498)	1,585
Dividends paid to minorities	(1,005)	-
Dividends paid	(5,568)	(4,429)
Net cash used in financing activities	(15,348)	29,823
Net increase/(decrease) in cash and cash equivalents	9,785	8,724
Net cash and cash equivalent at the beginning of the period	32,442	23,718
Net cash and cash equivalents at the end of the period	42,227	32,442
Cash and cash equivalents at the beginning of the year	32,451	23,730
Current account overdraft at the beginning of the year	(9)	(12)
Net cash and cash equivalents at the beginning of the year	32,442	23,718
Cash and cash equivalents at the end of the year	42,231	32,451
Current account overdraft at the end of the year	(4)	(9)
Net cash and cash equivalents at the end of the year	42,227	32,442

ATTACHMENT 5: INCOME STATEMENTS OF THE ISSUER FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

<i>(euro thousand)</i>	Years ended	
	December 31, 2016	December 31, 2015
Revenues	13,573	5,623
<i>(of which) with related parties</i>	<i>13,438</i>	<i>5,350</i>
Other income	108	51
<i>(of which) with related parties</i>	<i>52</i>	-
Services costs	(1,992)	(1,632)
<i>(of which) with related parties</i>	<i>(348)</i>	<i>(518)</i>
Personnel costs	(1,804)	(1,491)
Other operating costs	(129)	(189)
Depreciation and amortization	(236)	(166)
Operating income	9,520	2,196
Financial income	5	42
<i>(of which) with related parties</i>	<i>1</i>	<i>11</i>
Losses from participations	(621)	-
Financial expenses	(398)	(456)
<i>(of which) with related parties</i>	<i>(12)</i>	<i>(37)</i>
Losses from financial liabilities	(96)	(492)
Net income before income tax expense	8,410	1,290
Income tax expense	879	800
Net income	9,289	2,090

ATTACHMENT 6: CONSOLIDATED COMPREHENSIVE INCOME STATEMENT FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

<i>(euro thousand)</i>	Years ended	
	December 31, 2016	December 31, 2015
Net income	9,289	2,090
Actuarial gain/(losses) on defined benefit program liability	2	35
Tax effect on actuarial gain/(losses)	(1)	(11)
Total comprehensive income for the period	9,290	2,114

ATTACHMENT 7: BALANCE SHEETS OF THE ISSUER AS OF DECEMBER 31, 2016 AND 2015

<i>(euro thousand)</i>	As of	
	December 31, 2016	December 31, 2015
ASSETS		
Intangible assets	272	59
Plant and equipment	225	163
Investments in associated companies	69,888	66,356
Participation in associated companies and joint ventures	292	50
Other non-current assets (with related parties)	3,346	3,346
Total non-current assets	74,023	69,974
Cash and cash equivalents	39,776	31,518
<i>(of which) with related parties</i>	<i>2,896</i>	<i>3,701</i>
Trade receivables	464	424
<i>(of which) with related parties</i>	<i>457</i>	<i>366</i>
Tax receivables	338	-
Other current assets	15,559	9,359
<i>(of which) with related parties</i>	<i>14,989</i>	<i>8,789</i>
Total current assets	56,137	41,301
TOTAL ASSETS	130,160	111,275
LIABILITIES AND SHAREHOLDERS' EQUITY		
Share capital	995	989
Legal reserve	200	200
Other reserves	2,829	2,785
Retained earnings	3,535	7,012
Net income	9,289	2,090
Total shareholders' equity	16,848	13,076
Long-term borrowings	18,409	21,420
Defined benefit program liabilities	378	294
Deferred tax liabilities	99	46
Other non current liabilities	5,290	5,290
Total non-current liabilities	24,176	27,050
Short-term borrowings	86,722	65,951
<i>(of which) with related parties</i>	<i>85,786</i>	<i>64,501</i>
Trade and other payables	458	434
<i>(of which) with related parties</i>	<i>49</i>	<i>51</i>
Tax payables	2	2,612
Other current liabilities	1,954	2,152
<i>(of which) with related parties</i>	<i>1,419</i>	<i>1,046</i>
Total current liabilities	89,136	71,149
TOTAL LIABILITIES	113,312	98,199
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	130,160	111,275

ATTACHMENT 8: STATEMENTS OF CASH FLOWS OF THE ISSUER FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

<i>(euro thousand)</i>	Years ended	
	December 31, 2016	December 31, 2015
Net income	9,289	2,090
Amortization and depreciation	236	166
Stock option expenses	257	257
Interest cashed	4	4
Income tax paid	(5,855)	(533)
Changes in trade receivables/payables	(16)	(304)
<i>(of which) with related parties</i>	89	135
Changes in other assets/liabilities	(2,403)	2,693
<i>(of which) with related parties</i>	6,573	407
Payments on defined benefit program	84	20
Net cash provided by operating activities	1,596	4,393
Investments:		
- Increase of intangible assets	(379)	(46)
- Increase of plant and machinery	(132)	(45)
- Purchase of participation	(242)	(26,551)
- Capital contribution	(3,860)	(2,000)
Net cash used in investing activities	(4,613)	(28,642)
Increase of financial liabilities	-	14,759
Decrease of financial liabilities	(3,559)	(984)
Interest paid	(385)	(423)
Purchase/Sale of own shares	(498)	1,585
Dividends paid	(5,568)	(4,429)
Net cash used in financing activities	(10,010)	10,508
Net increase/(decrease) in cash and cash equivalents	(13,027)	(13,741)
Net cash and cash equivalent at the beginning of the period	(32,983)	(19,242)
Net cash and cash equivalents at the end of the period	(46,010)	(32,983)
Net increase/(decrease) in cash and cash equivalents	(13,027)	(13,741)
Cash and cash equivalents at the beginning of the year	31,518	30,505
<i>(of which) with related parties</i>	3,701	7,658
Current account overdraft at the beginning of the year (with related parties)	(64,501)	(49,747)
Net cash and cash equivalents at the beginning of the year	(32,983)	(19,242)
Net cash and cash equivalents at the end of the year	39,776	31,518
<i>(of which) with related parties</i>	2,896	3,701
Current account overdraft at the end of the year (with related parties)	(85,786)	(64,501)
Cash and cash equivalents at the end of the year	(46,010)	(32,983)

ATTACHMENT 9: DECLARATION OF THE MANAGER RESPONSIBLE FOR PREPARING THE COMPANY'S FINANCIAL REPORTS

Declaration Pursuant to Art. 154/bis, Paragraph 2 – Part IV, Title III, Chapter II, Section V-bis, of Italian Legislative Decree No. 58 of 24 February 1998: “Consolidation Act on Financial Brokerage Pursuant to Articles 8 and 21 of Italian Law No. 52 of 6 February 1996”

Re: Press release – Shareholders approve 2016 separate financial statements

I, the undersigned, Francesco Masciandaro, the manager responsible for preparing the financial reports of Gruppo MutuiOnline S.p.A.

DECLARE

pursuant to paragraph 2 of Article 154-*bis* of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the document results, books and accounting records.

Francesco Masciandaro

Gruppo MutuiOnline S.p.A.

Fine Comunicato n.0921-35

Numero di Pagine: 15