

Informazione Regolamentata n. 0921-16-2021

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Informazione

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Diffusione presunta

Oggetto : General meeting: approval of 2020 financial

statements, dividend € 0.40 per share, appointed board of statutory auditors,

approval of all resolutions

Testo del comunicato

Vedi allegato.





Milano, 29 April 2021

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SHAREHOLDERS' MEETING OF GRUPPO MUTUIONLINE S.P.A.: APPROVAL OF 2020 FINANCIAL STATEMENTS AND DIVIDEND OF EURO 0.40 PER SHARE APPOINTED THE NEW BOARD OF STATUTORY AUDITORS APPROVAL OF ALL OTHER RESOLUTIONS

Approval of 2020 separate financial statements

The shareholders' meeting of Gruppo MutuiOnline S.p.A. approved today the separate financial statements for the financial year ended December 31, 2020.

Separate - Euro '000	2020	2019	Change %
Revenues	9,039	9,846	-8.20%
EBIT	187	2,619	-92.9%
Net income	1,030	2,016	-48.9%

We highlight that the results of the separate financial statements are influenced by the distribution of part of the distributable reserves of the subsidiaries. Consolidated figures are also provided for reference.

Consolidated - Euro '000	2020	2019	Change %
Revenues	259,386	219,935	+17.9%
EBIT	63,095	50,772	+24.3%
Net income*	130,682*	40,645	+221.5%

^{*}Inclusive of one-off impact of recognition of deferred tax asset for asset revaluation

Net income allocation and dividend distribution

The net income of the Issuer for the financial year ended December 31, 2020 is Euro 1,030,314.00.

Shareholders' meeting resolved the following allocation of the net income of the year of the Issuer:

- Euro 944,166.13 for the distribution of dividends equal to Euro 0.025 per outstanding share, with *ex-dividend* date May 17, 2021, record date May 18, 2021 and payable date May 19, 2021;
- for the remaining part, equal to Euro 86,147.88, to retained earnings.





Taking into consideration the available reserves and the financial condition of the Issuer, the shareholders' meeting also resolved the distribution of an extraordinary dividend of Euro 14,162,491.88, corresponding to Euro 0.375 per outstanding share, with *ex-dividend* date May 17, 2021, record date May 18, 2021 and payable date May 19, 2021.

The total amount of the dividends resolved is Euro 15,106,658.00, corresponding to Euro 0.40 per outstanding share, payable, gross of any applicable withholding tax, from May 19, 2021, with exdividend date on May 17, 2021 and record date May 18, 2021.

Appointment of the new board of statutory auditors

The shareholders' meeting appointed the following board of statutory auditors for the financial years 2021, 2022, 2023:

- Active statutory auditors
 - 1. Stefano Gnocchi
 - 2. Francesca Masotti
 - 3. Paolo Burlando
- Substitute statutory auditors
 - 1. Filippo Colonna
 - 2. Barbara Premoli

We point out that, according to article 144-novies of the Issuer Regulations, active statutory auditors Francesca Masotti and Paolo Burlando and substitute statutory auditor Filippo Colonna were appointed from the list presented by shareholder Alma Ventures S.A., which owns 12,841,070 shares, equal to 32.103% of the ordinary share capital of the Company, while active statutory auditor Stefano Gnocchi and substitute statutory auditor Barbara Premoli were appointed from the list presented by Studio Trevisan e Associati (avv. Dario Trevisan and avv. Andrea Ferrero), on behalf of different shareholders which own a stake equal to 1.977% of the ordinary share capital of the Company. Together with the lists, 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, professionalism and independence and of absence of incompatibility causes.

We also inform that, pursuant to article 26 of the articles of association, Stefano Gnocchi was appointed chairman of the board.

Changes to Board of Directors' remuneration

The Shareholders' Meeting resolved to determine the compensations of the Board of Directors as follows:

- Euro 800,000.00 in total for the two executive directors;
- Euro 240,000.00 in total for the non-executive directors;
- a total variable compensation of up to Euro 800,000 for the two executive directors, which will be allocated, for each financial year, on the basis of the determinations made by the





Board of Directors, upon proposal of the Remuneration Committee, according to the criteria defined in the Remuneration Policy of the Group.

Approval of the report on remuneration

The Shareholders' meeting resolved today to approve the policy on remuneration and on compensation paid pursuant to article 123-ter, comma 3-bis, of Legislative Decree n. 58/1998, in the "first section" of the report on the policy of remuneration and on compensation paid and to approve the content of the "second section" of the report on the policy of remuneration and on compensation paid, pursuant to article 123-ter, comma 6, of Legislative Decree n. 58/1998.

Changes to the buyback plan

The shareholders' meeting of Gruppo MutuiOnline S.p.A. resolved today to revoke the May 28, 2020 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 new authorization has the objective of providing the Company with own shares to be used:

- (a) to support market liquidity;
- (b) as consideration for extraordinary transactions, including trading of participation with other parties, with respect to operations in the Company's interest;
- (c) 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;
- (d) the execution of the contract signed between the Company and "Equita SIM S.p.A.", for its role as specialist on the stock market;
- (e) as an 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 current applicable law, 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 1,980,429 own shares of the Issuer, directly held by the Issuer, in total equal to around 4.951% of the ordinary share capital of the Issuer.



New stock option plan

The Shareholders' Meeting resolved to approve, pursuant to and for the purposes of Article 114-bis of Legislative Decree No. 58/1998, the establishment of a stock option plan called "Stock Option Plan for Employees, Directors and Collaborators" having the characteristics (including the conditions and assumptions of implementation) indicated in the information document prepared in accordance with Annex 3A, Schedule 7, entrusting the Board of Directors with the task of adopting the relevant regulations.

Proposal of amendment to the Articles of Association by amending Article 11-bis on "Increased voting rights"

The shareholders' meeting, in extraordinary session, resolved to modify the Article 11-bis "Increased voting" of the Articles of Association, for the purpose of introducing the automatic increase in the voting percentages as a result of the increased voting rights at the end of the twenty-four-month period, in compliance with the CONSOB Communication n. 0214548 of April 18, 2019, on the subject of "Effective date of the effects of the increased voting rights".

* * *

The Company quarterly report for the quarter ended March 31, 2021 will be approved by the board of directors of Gruppo MutuiOnline S.p.A. to be held on May 14, 2021.

Attachments:

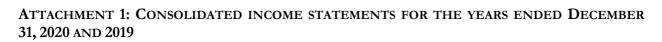
- 1. Consolidated income statements for the years ended December 31, 2020 and 2019
- 2. Consolidated comprehensive income statement for the years ended December 31, 2020 and 2019
- 3. Consolidated balance sheets as of December 31, 2020 and 2019
- 4. Consolidated statement of cash flows for the years ended December 31, 2020 and 2019
- 5. Income statements of the Issuer for the years ended December 31, 2020 and 2019
- 6. Comprehensive income statement of the Issuer for the years ended December 31, 2020 and 2019
- 7. Balance sheets of the Issuer as of December 31, 2020 and 2019
- 8. Statement of cash flows of the Issuer for the years ended December 31, 2020 and 2019
- 9. Declaration of the manager responsible for preparing the Company's financial reports

Gruppo MutuiOnline S.p.A., a company listed on the STAR segment of the Italian Stock Exchange, is the holding company of a group of firms operating in online broking of financial products with an aggregator model (main web sites: MutuiOnline.it and Segugio.it) and in the outsourcing of complex processes for the financial services industry in the Italian market.

Only for press information:

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Revenues (of which) with related parties Other income (of which) with related parties Capitalization of internal costs Services costs (of which) with related parties Personnel costs Other operating costs Depreciation and amortization Operating income Financial income Financial expenses Income/(losses) from participations Income/(losses) from financial assets/liabilities	259,386 158 4,156	219,935 39 4,210
Revenues (of which) with related parties Other income (of which) with related parties Capitalization of internal costs Services costs (of which) with related parties Personnel costs Other operating costs Depreciation and amortization Operating income Financial income Financial expenses Income/(losses) from participations	259,386 <i>158</i> 4,156	219,935 <i>39</i>
Other income (of which) with related parties Capitalization of internal costs Services costs (of which) with related parties Personnel costs Other operating costs Depreciation and amortization Operating income Financial income Financial expenses Income/(losses) from participations	<i>158</i> 4,156	39
Other income (of which) with related parties Capitalization of internal costs Services costs (of which) with related parties Personnel costs Other operating costs Depreciation and amortization Operating income Financial income Financial expenses Income/(losses) from participations	4,156	
Capitalization of internal costs Services costs (of which) with related parties Personnel costs Other operating costs Depreciation and amortization Operating income Financial income Financial expenses Income/(losses) from participations	,	4,210
Capitalization of internal costs Services costs (of which) with related parties Personnel costs Other operating costs Depreciation and amortization Operating income Financial income Financial expenses Income/(losses) from participations	39	, -
Services costs (of which) with related parties Personnel costs Other operating costs Depreciation and amortization Operating income Financial income Financial expenses Income/(losses) from participations		54
(of which) with related parties Personnel costs Other operating costs Depreciation and amortization Operating income Financial income Financial expenses Income/(losses) from participations	3,619	2,217
Personnel costs Other operating costs Depreciation and amortization Operating income Financial income Financial expenses Income/(losses) from participations	(104,771)	(85,939)
Other operating costs Depreciation and amortization Operating income Financial income Financial expenses Income/(losses) from participations	(2,241)	(2,082)
Depreciation and amortization Operating income Financial income Financial expenses Income/(losses) from participations	(76,258)	(68,654)
Operating income Financial income Financial expenses Income/(losses) from participations	(9,564)	(7,753)
Financial income Financial expenses Income/(losses) from participations	(13,473)	(13,244)
Financial expenses Income/(losses) from participations	63,095	50,772
Financial expenses Income/(losses) from participations		
Income/(losses) from participations	358	2,099
	(2,855)	(1,313)
Income/(losses) from financial assets/liabilities	435	106
	(1,437)	509
Net income before income tax expense	59,596	52,173
Income tax expense	71,086	(11,528)
Net income	130,682	40,645
Attributable to:		
Shareholders of the Issuer	128,454	40,313
Minority interest	2,228	332
Earnings per share basic (Euro)	3.42	1.07
Earnings per share diluited (Euro)	3.28	1.02





Attachment 2: Consolidated comprehensive income statement for the years ended December 31, 2020 and 2019

Years	ended
December 31, 2020	December 31, 2019
130,682	40,645
(45)	(8)
(1,752)	7,099
34	(302)
(9)	72
(1,772)	6,861
128,910	47,506
126,682	47,174
2,228	332
	(45) (1,752) 34 (9) (1,772) 128,910





ATTACHMENT 3: CONSOLIDATED BALANCE SHEETS AS OF DECEMBER 31, 2020 AND 2019

	As of	
(euro thousand)	December 31, 2020	December 31, 2019
ASSETS		
Intangible assets	196,217	107,282
Property, plant and equipment	27,841	25,512
Participation measured with equity method	2,320	1,786
Financial assets at fair value	60,503	54,354
Deferred tax assets	99,130	137
Other non-current assets	719	602
(of which) with related parties	190	190
Total non-current assets	386,730	189,673
Cash and cash equivalents	122,371	34,654
Trade receivables	105,532	95,370
(of which) with related parties	170	34
Tax receivables	2,759	4,313
Assets held for sale	364	-,010
Other current assets	7,834	4,796
(of which) with related parties	356	4,790
Total current assets	238,860	139,133
TOTAL ASSETS	625,590	328,806
LIABILITIES AND SHAREHOLDERS' EQUITY		
Share capital	954	950
Other reserves	103,850	71,308
Net income	128,454	40,313
Total group shareholders' equity	233,258	112,571
Minority interests	3,575	1,627
Total shareholders' equity	236,833	114,198
Long-term debts and other financial liabilities	120,417	108,650
Provisions for risks and charges	1,850	1,840
Defined benefit program liabilities	16,579	14,098
Non-current portion of tax liabilities	7,281	-
Other non current liabilities	5,067	4,387
Total non-current liabilities	151,194	128,975
Short-term debts and other financial liabilities	79,322	29,167
Trade and other payables	44,501	28,113
(of which) with related parties	25	358
Tax payables	10,545	4,099
Liabilities held for sale	486	-
Other current liabilities	102,709	24,254
Total current liabilities	237,563	85,633
TOTAL LIABILITIES	388,757	214,608
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	625,590	328,806





ATTACHMENT 4: CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

	Years ended	
(euro thousand)	December 31, 2020	December 31, 2019
Net income	130,682	40,645
Amortization and depreciation	13,473	13,244
Stock option expenses	1,259	1,155
Capitalization of internal costs	(3,619)	(2,217)
Interest cashed	131	231
Losses from financial assets/liabilities	1,191	(778)
Impairment of financial assets	246	269
Changes of value of the participations evaluated with the equity method	(435)	(106)
Income tax paid	(7,513)	(10,274)
Changes in trade receivables/payables	10,906	(15,145)
(of which) with related parties	(469)	(348)
Changes in other assets/liabilities	(40,977)	13,057
(of which) with related parties	562	461
Changes in defined benefit program liability	1,633	1,467
Changes in provisions for risks and charges	10	43
Net cash generated/(absorbed) by operating activities	106,987	41,592
Investments:		
- Increase of intangible assets	(1,932)	(208)
- Increase of property, plant and equipment	(1,405)	(2,831)
- Incrementi attività finanziarie valutate al <i>fair value</i>	(8,508)	(38,116)
- Acquisition of subsidiaries	(24,411)	(14,259)
- Increase of participations evaluated with the equity method	(21,111)	(320)
Disposals:		(020)
- Reimbursement/sale of financial assets	591	946
Net cash generated/(absorbed) by investing activities	(35,665)	(54,788)
Increase of financial liabilities	50,000	12,000
Interest paid	(963)	(810)
Decrease of financial liabilities		, ,
	(23,384)	(14,508)
Sale/(purchase) of own shares	(2,871)	(5,192)
Dividends paid to minorities Dividends paid	(1,800) (4,510)	(1,000) (11,292)
Net cash generated/(absorbed) by financing activities	16,472	(20,802)
	,	· · · · · ·
Net increase/(decrease) in cash and cash equivalents	87,794	(33,998)
Net cash and cash equivalent at the beginning of the period	33,065	67,063
Net cash and cash equivalents at the end of the period	120,859	33,065
Cash and cash equivalents at the beginning of the year	34,654	67,876
Current account overdraft at the beginning of the year	(1,589)	(813)
Net cash and cash equivalents at the beginning of the year	33,065	67,063
Cash and cash equivalents at the end of the year	122,371	34,654
Current account overdraft at the end of the year	(1,512)	(1,589)
Net cash and cash equivalents at the end of the year	120,859	33,065





ATTACHMENT 5: INCOME STATEMENTS OF THE ISSUER FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

	Years ended	
_(euro thousand)	December 31, 2020	December 31, 2019
Revenues	9,039	9,846
(of which) with related parties	8,874	7,925
Other income	209	219
(of which) with related parties	133	157
Services costs	(4,123)	(3,156)
(of which) with related parties	(473)	(385)
Personnel costs	(4,431)	(3,965)
Other operating costs	(228)	(48)
Depreciation and amortization	(279)	(277)
Operating income	187	2,619
Financial income	72	97
Losses from participations	(185)	(1,195)
Financial expenses	(862)	(819)
Losses from financial liabilities	253	(206)
Net income before income tax expense	(535)	496
Income tax expense	1,565	1,520
Net income	1,030	2,016





Attachment 6: Consolidated comprehensive income statement for the years ended December 31, 2020 and 2019

	Years ended	
(euro thousand)	December 31, 2020	December 31, 2019
Net income	1,030	2,016
Fair value of financial assets	(5,520)	7,099
Actuarial gain/(losses) on defined benefit program liability	(22)	(16)
Tax effect on actuarial gain/(losses)	2	(4)
Total comprehensive income for the period	(4,510)	9,095





Attachment 7: Balance sheets of the Issuer as of December 31, 2020 and 2019

	As of	
(euro thousand)	December 31, D 2020	ecember 31, 2019
ASSETS		
	91	81
Intangible assets	388	506
Plant and equipment		
Investments in associated companies	157,851	88,046 742
Participation in associated companies and joint ventures	682	
Financial assets at fair value	36,611	52,170
Deferred tax assets	9	46
Other non-current assets (with related parties)	36,690	42,690
Total non-current assets	232,322	184,281
Cash and cash equivalents	63,155	24,303
(of which) with related parties	9,046	6,422
Trade receivables	2,602	1,372
(of which) with related parties	2,479	1,242
Tax receivables	251	3,530
Other current assets	20,717	17,202
(of which) with related parties	18,194	14,041
Total current assets	86,725	46,407
TOTAL ASSETS	319,047	230,688
Share capital	954 202	950 202
Legal reserve	_	-
Other reserves	(33,513)	(26,377
Retaind earnings	62,688	65,208
Net income	1,030	2,016
Total shareholders' equity	31,361	41,999
Long-term borrowings	71,083	66,510
Provisions for risks and charges	170	-
Defined benefit program liabilities	599	837
Deferred tax liabilities	60	86
Other non current liabilities	4,000	-
Total non-current liabilities	75,912	67,433
Short-term borrowings	173,852	116,638
(of which) with related parties	138,515	98,992
Trade and other payables	1,667	911
(of which) with related parties	307	52
Tax payables	2,984	1
Other current liabilities	33,271	3,706
(of which) with related parties	1,028	2,559
Total current liabilities	211,774	121,256
TOTAL LIABILITIES	287,686	188,689



Attachment 8: Statements of cash flows of the Issuer for the years ended December 31, 2020 and 2019

	Years ended	
(euro thousand)	December 31, D 2020	ecember 31, 2019
Net income	1,030	2,016
	,	,-
Amortization and depreciation	279	277
Stock option expenses	1,259	1,155
Costs from participations	185	
Interest cashed	52	97
Income tax paid	-	(2,922)
Income from disposal of participations	-	(70)
Changes in trade receivables/payables	(474)	(1,154)
(of which) with related parties	(982)	(393)
Changes in other assets/liabilities	5,257	(4,220)
(of which) with related parties	(316)	16,395
Payments on defined benefit program	(238)	140
Payments on provisions for risks and charges	170	(650)
Net cash generated/(absorbed) by operating activities	7,520	(5,331)
Investments:		
- Increase of intangible assets	(95)	(48
- Increase of intangible assets - Increase of property, plant and equipment	(82)	(40)
	` '	(1 0 4 0
- Increase of participations	(37,541)	(1,848
- Capital contribution	10.045	(1,200
- Increase of financial assets at fair value	10,045	(38,116)
Disposals: - Decrease of participations	-	9,271
Net cash generated/(absorbed) by investment activity	(27,673)	(31,941)
g	(=:,:::)	(0.,0)
Increase of financial liabilities	40,000	12,000
Decrease of financial liabilities	(22,269)	(12,035)
Increase of financial assets	-	(11,500)
Decrease of financial assets	4,000	2,000
Interest paid	(862)	(819)
Purchase/sale of own shares	(2,871)	(5,192)
Dividends paid	(4,510)	(11,292)
Net cash generated/(absorbed) by financing activities	13,488	(26,838)
Net increase/(decrease) in cash and cash equivalents	(6,665)	(64,110)
Net cash and cash equivalent at the beginning of the period	(68,695)	(4,585)
Net cash and cash equivalents at the end of the period	(75,360)	(68,695
Net increase/(decrease) in cash and cash equivalents	(6,665)	(64,110)
Cash and cash equivalents at the beginning of the year	24,303	47,037
(of which) with related parties	6,422	12,782
Scoperti di conto corrente a inizio esercizio (verso parti correlate)	(92,998)	(51,622)
Net cash and cash equivalents at the beginning of the year	(68,695)	(4,585
Cash and cash equivalents at the end of the year	63,155	24,303
(of which) with related parties	9,046	6,422
Current account overdraft at the end of the year	(138,515)	(92,998)
Net cash and cash equivalents at the end of the year	(75,360)	(68,695





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 2020 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.

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