

Milano, 22 April 2016

The information contained herein is not for publication or distribution in the United States. These materials are not an offer of securities for sale in the United States. The securities may not be offered or sold in the United States absent registration with the U.S. Securities and Exchange Commission or an exemption from registration under the U.S. Securities Act of 1933, as amended. Any public offering of the company's securities to be made in the United States will be made by means of a prospectus that may be obtained from the company and that will contain detailed information about the company and its management, including financial statements.

GRUPPO MUTUI ONLINE S.P.A.:
SHAREHOLDERS APPROVE 2015 SEPARATE FINANCIAL STATEMENTS;
SHAREHOLDERS APPROVE DIVIDEND OF EURO 0.15 PER SHARE;
CHANGES TO THE BUY BACK PLAN;
AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL BY UP TO 10%.

The shareholders' meeting of Gruppo MutuiOnline S.p.A. approved today the separate financial statements for the financial year ended December 31, 2015.

<i>Separate - Euro '000</i>	2015	2014	Change %
Revenues	5,623	7,519	-25.2%
EBIT	2,196	4,902	-55.2%
Net income	2,090	5,069	-58.8%

<i>Consolidated - Euro '000</i>	2015	2014	Change %
Revenues	120,719	68,300	+ 76.7%
EBIT	32,048	14,476	+121.4%
Net income *	22,047	8,990	+145.2%

* Attributable to shareholders of the Issuer

Net income allocation and dividend distribution

The net income of the Company for the financial year ended December 31, 2015 was Euro 2,090,517. The shareholders' meeting resolved the following allocation of the net income for the year:

- Euro 1,861,030.75 for distribution of dividends to shareholders in the amount of Euro 0.05 per outstanding share, with ex-dividend date May 2, 2016, record date May 3, 2016 and payable date May 4, 2016;
- Euro 229,486.25 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 3,722,061.50 corresponding to Euro 0.10 per outstanding share, with ex dividend date May 2, 2016, record date May 3, 2016 and payable date May 4, 2016. Such dividend will be fully paid out from retained earnings, equal to Euro 7,012,058 as of December 31, 2015.

The total amount of the dividend, ordinary and extraordinary, will hence be Euro 5,583,092.25 corresponding to Euro 0.15 per outstanding share, payable, gross of any applicable withholding tax,

from May 4, 2016, with ex dividend date of Coupon n. 9 on May 2, 2016 and record date May 3, 2016.

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.

Changes to the buy back plan

The shareholders' meeting of Gruppo MutuiOnline S.p.A. resolved today to revoke the April 27, 2015 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 20% (twenty percent) and a maximum price equal to the closing price of the business day before the purchase/disposal date plus 20% (twenty 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 will be comprised between a minimum price equal to the option strike price, as defined by the stock option grant resolution, and a maximum price equal to such price plus 20% (twenty percent).

We remind that the Issuer and its subsidiaries hold a total of 2,379,077 own shares of the Issuer, of which 727,555 shares directly held by the Issuer, 1,500,00 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 6.021% of the ordinary share capital of the Issuer.

Power of attorney to the Board of Directors to increase the share capital by up to 10%

The extraordinary shareholders' meeting of Gruppo MutuiOnline S.p.A. resolved today to grant to the Board of Directors the power to increase, in payment, in one or more tranches, for a maximum period of five years starting from today, the share capital, with the exclusion of the pre-emptive rights, to be implemented, pursuant to article 2441, comma 8, of the civil code, by issuing, also in several tranches, ordinary shares without nominal value, up to 3,951,187 shares of the Issuer, as well as up to a nominal value equal to Euro 100,000.00, to be offered for subscription to employees of the Issuer or of its subsidiaries. These ordinary shares will have regular dividend and will be paid in cash.

The today's shareholders' meeting also gave:

- (i) to the Board of Directors every power to establish the terms and conditions of the increase of the share capital, within the limits indicated above;
- (ii) to the Board of Directors, and, on its behalf, to the *pro tempore* Chairman, with the right to sub-delegate – acknowledging the collegial nature of the resolution or of the resolution to increase the share capital – every power necessary to execute the above resolution.

The power of attorney has the goal of providing the Board of Directors with a tool to be activated, with no particular complexity, for the increase of share capital, in the framework of the definition of incentive plans based on stock options for the benefit of employees of the Issuer or if its subsidiaries.

* * *

The Company quarterly report for the quarter ended 31 March, 2016 will be approved by the board of directors of Gruppo MutuiOnline S.p.A. to be held on May 13, 2016.

Attachments:

1. *Consolidated income statements for the years ended December 31, 2015 and 2014*
2. *Consolidated comprehensive income statement for the years ended December 31, 2015 and 2014*
3. *Consolidated balance sheets as of December 31, 2015 and 2014*
4. *Consolidated statement of cash flows for the years ended December 31, 2015 and 2014*
5. *Income statements of the Issuer for the years ended December 31, 2015 and 2014*
6. *Comprehensive income statement of the Issuer for the years ended December 31, 2015 and 2014*
7. *Balance sheets of the Issuer as of December 31, 2015 and 2014*
8. *Statement of cash flows of the Issuer for the years ended December 31, 2015 and 2014*
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:

POWER EMPRISE – www.poweremprise.com
Via B.Panizza,5 – 20144 Milano – Tel 02 39 400 100
Cosimo Pastore – cosimopastore@poweremprise.com – 335 213305
Jenny Giuliani – jennygiuliani@poweremprise.com - 349 2408123
Miriam Malerba - miriammalerba@poweremprise.com – 349 2408127
Enza Frontuto– enzafrontuto@poweremprise.com – 320 7799217

ATTACHMENT 1: CONSOLIDATED INCOME STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

<i>(euro thousand)</i>	Years ended	
	December 31, 2015	December 31, 2014
Revenues	120,719	68,300
Other income	2,281	2,062
Capitalization of internal costs	768	724
Services costs	(41,467)	(24,089)
Personnel costs	(40,799)	(28,647)
Other operating costs	(3,669)	(2,190)
Depreciation and amortization	(5,785)	(1,684)
Operating income	32,048	14,476
Financial income	195	134
Financial expenses	(1,021)	(386)
Income/(losses) from participation	2,592	-
Income from acquisition of control	219	-
Income/(losses) from financial assets/liabilities	(492)	69
Net income before income tax expense	33,541	14,293
Income tax expense	(10,061)	(4,400)
Net income	23,480	9,893
Attributable to:		
Shareholders of the Issuer	22,047	8,990
Minority interest	1,433	903
Earnings per share basic (Euro)	0.59	0.24
Earnings per share diluted (Euro)	0.55	0.24

ATTACHMENT 2: CONSOLIDATED COMPREHENSIVE INCOME STATEMENT FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

<i>(euro thousand)</i>	Years ended	
	December 31, 2015	December 31, 2014
Net income	23,480	9,893
Currency translation differences	(29)	(18)
Actuarial gain/(losses) on defined benefit program liability	1,182	(1,251)
Tax effect on actuarial gain/(losses)	(325)	346
Total other comprehensive income	828	(923)
Total comprehensive income for the period	24,308	8,970
Attributable to:		
Shareholders of the Issuer	22,875	8,067
Minority interest	1,433	903

ATTACHMENT 3: CONSOLIDATED BALANCE SHEETS AS OF DECEMBER 31, 2015 AND 2014

<i>(euro thousand)</i>	As of	
	December 31, 2015	December 31, 2014
ASSETS		
Intangible assets	57,932	10,688
Property, plant and equipment	11,485	5,012
Participation measured with equity method	2,642	50
Deferred tax assets	-	3,529
Other non-current assets	61	45
Total non-current assets	72,120	19,324
Cash and cash equivalents	32,451	23,730
Financial assets held to maturity	817	-
Trade receivables	39,156	22,318
Contract work in progress	243	263
Tax receivables	183	263
Other current assets	3,241	2,501
Total current assets	76,091	49,075
TOTAL ASSETS	148,211	68,399
LIABILITIES AND SHAREHOLDERS' EQUITY		
Share capital	947	935
Other reserves	29,435	24,767
Net income	22,047	8,990
Total group shareholders' equity	52,429	34,692
Minority interests	5,655	1,383
Total shareholders' equity	58,084	36,075
Long-term borrowings	37,119	8,082
Provisions for risks and charges	375	57
Defined benefit program liabilities	8,148	6,660
Deferred tax liabilities	126	-
Other non current liabilities	6,171	136
Total non-current liabilities	51,939	14,935
Short-term borrowings	5,388	1,005
Trade and other payables	12,904	7,106
Tax payables	6,523	460
Other current liabilities	13,373	8,818
Total current liabilities	38,188	17,389
TOTAL LIABILITIES	90,127	32,324
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	148,211	68,399

ATTACHMENT 4: CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

<i>(euro thousand)</i>	Years ended	
	December 31, 2015	December 31, 2014
Net income	23,480	9,893
Amortization and depreciation	5,785	1,684
Stock option expenses	550	144
Capitalization of internal costs	(768)	(724)
Interest cashed	62	83
Changes of the value of the participation evaluated with the equity method	(219)	-
Income from acquisition of control	(2,592)	-
Income tax paid	(3,134)	(1,925)
Changes in contract work in progress	20	(25)
Changes in trade receivables/payables	(9,671)	(1,830)
Changes in other assets/liabilities	12,322	4,482
Changes in defined benefit program liability	583	1,796
Changes in provisions for risks and charges	79	(68)
Net cash provided by operating activities	26,497	13,510
Investments:		
- Increase of intangible assets	(678)	(204)
- Increase of property, plant and equipment	(1,835)	(713)
- Acquisition of subsidiaries	(44,676)	150
- Acquisition of minorities in subsidiaries	(1,326)	(2,286)
- Increase of participations evaluated with the equity method	(38)	(12)
Disposals:		
- Decrease of property, plant and equipment	5	48
- Decrease of financial assets held to maturity	952	415
Net cash used in investing activities	(47,596)	(2,602)
Increase of financial liabilities	34,398	5,000
Interest paid	(747)	(213)
Decrease of financial liabilities	(984)	(984)
Sale/(purchase) of own shares	1,585	(1,025)
Dividends paid	(4,429)	(4,455)
Net cash used in financing activities	29,823	(1,677)
Net increase/(decrease) in cash and cash equivalents	8,724	9,231
Net cash and cash equivalent at the beginning of the period	23,718	14,487
Net cash and cash equivalents at the end of the period	32,442	23,718
Cash and cash equivalents at the beginning of the year	23,730	14,487
Current account overdraft at the beginning of the year	(12)	-
Net cash and cash equivalents at the beginning of the year	23,718	14,487
Cash and cash equivalents at the end of the year	32,451	23,730
Current account overdraft at the end of the year	(9)	(12)
Net cash and cash equivalents at the end of the year	32,442	23,718

ATTACHMENT 5: INCOME STATEMENTS OF THE ISSUER FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

<i>(euro thousand)</i>	Years ended	
	December 31, 2015	December 31, 2014
Revenues	5,623	7,519
Other income	51	40
Services costs	(1,632)	(1,278)
Personnel costs	(1,491)	(1,099)
Other operating costs	(189)	(109)
Depreciation and amortization	(166)	(171)
Operating income	2,196	4,902
Financial income	42	82
Financial expenses	(456)	(367)
Losses from financial liabilities	(492)	(103)
Net income before income tax expense	1,290	4,514
Income tax expense	800	555
Net income	2,090	5,069

ATTACHMENT 6: CONSOLIDATED COMPREHENSIVE INCOME STATEMENT FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

<i>(euro thousand)</i>	Years ended	
	December 31, 2015	December 31, 2014
Net income	2,090	5,069
Actuarial gain/(losses) on defined benefit program liability	35	(39)
Tax effect on actuarial gain/(losses)	(11)	11
Total comprehensive income for the period	2,114	5,041

ATTACHMENT 7: BALANCE SHEETS OF THE ISSUER AS OF DECEMBER 31, 2015 AND 2014

<i>(euro thousand)</i>	As of	
	December 31, 2015	December 31, 2014
ASSETS		
Intangible assets	59	126
Plant and equipment	163	171
Investments in associated companies	66,356	32,222
Participation in associated companies and joint ventures	50	50
Other non-current assets	3,346	-
Total non-current assets	69,974	32,569
Cash and cash equivalents	31,518	30,505
Trade receivables	424	134
<i>Tax receivables</i>	-	186
Other current assets	9,359	11,495
Total current assets	41,301	42,320
TOTAL ASSETS	111,275	74,889
LIABILITIES AND SHAREHOLDERS' EQUITY		
Share capital	989	977
Legal reserve	200	200
Other reserves	2,785	662
Retained earnings	7,012	6,348
Net income	2,090	5,069
Total shareholders' equity	13,076	13,256
Long-term borrowings	21,420	8,082
Defined benefit program liabilities	294	274
Deferred tax liabilities	46	75
Other non current liabilities	5,290	136
Total non-current liabilities	27,050	8,567
Short-term borrowings	65,951	50,740
Trade and other payables	434	448
Tax payables	2,612	1
Other current liabilities	2,152	1,877
Total current liabilities	71,149	53,066
TOTAL LIABILITIES	98,199	61,633
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	111,275	74,889

ATTACHMENT 8: STATEMENTS OF CASH FLOWS OF THE ISSUER FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

<i>(euro thousand)</i>	Years ended	
	December 31, 2015	December 31, 2014
Net income	2,090	5,069
Amortization and depreciation	166	171
Stock option expenses	257	64
Interest cashed	4	44
Income tax paid	(533)	-
Changes in trade receivables/payables	(304)	164
Changes in other assets/liabilities	2,693	(1,254)
Payments on defined benefit program	20	72
Net cash provided by operating activities	4,393	4,330
Investments:		
- Increase of intangible assets	(46)	(86)
- Increase of plant and machinery	(45)	(80)
- Purchase of participation	(26,551)	(2,015)
- Capital contribution	(2,000)	(3,500)
Disposals:		
- Decrease of financial assets held to maturity	-	395
Net cash used in investing activities	(28,642)	(5,286)
Increase of financial liabilities	14,759	5,000
Decrease of financial liabilities	(984)	(935)
Interest paid	(423)	(217)
Purchase/Sale of own shares	1,585	(1,025)
Dividends paid	(4,429)	(4,455)
Net cash used in financing activities	10,508	(1,632)
Net increase/(decrease) in cash and cash equivalents	(13,741)	(2,588)
Net cash and cash equivalent at the beginning of the period	(19,242)	(16,654)
Net cash and cash equivalents at the end of the period	(32,983)	(19,242)
Net increase/(decrease) in cash and cash equivalents	(13,741)	(2,588)
Cash and cash equivalents at the beginning of the year	30,505	20,590
Current account overdraft at the beginning of the year (with related parties)	(49,747)	(37,244)
Net cash and cash equivalents at the beginning of the year	(19,242)	(16,654)
Net cash and cash equivalents at the end of the year	31,518	30,505
Current account overdraft at the end of the year (with related parties)	(64,501)	(49,747)
Cash and cash equivalents at the end of the year	(32,983)	(19,242)

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 2015 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.