# REPORT ON REMUNERATION

*pursuant to art. 123-ter of the Consolidated Law on Finance and to art. 84-quater of the regulations adopted by CONSOB with resolution no. 11971 in 1999 (and subsequent amendments)*

Issuer: Gruppo MutuiOnline S.p.A.
Website: www.gruppomol.it

Financial year of reference: 2013
Date of approval of the report: March 13, 2014
Date of publication of the report: April 2, 2014

## INTRODUCTION

This report was prepared by Gruppo MutuiOnline S.p.A. ("the "**Company**" or the "**Issuer**") pursuant to art. 123-*ter* of Legislative Decree n. 58 of February 24, 1998 ("**Consolidated Law on Finance**" or "**TUF"**) and pursuant to art. 84-*quater* of the regulations adopted by CONSOB with resolution n. 11971 of 1999 ("**CONSOB Issuer Regulations**") and it is also prepared pursuant to Attachment 3A Schemes 7-*bis* e 7-*ter* of the same regulations.

The Report on Remuneration is divided into the following sections:

- Section I shows the remuneration policy of the Company for the members of the administrative body with reference to at least the following year and the procedures for the adoption and the implementation of such policy;
- Section II, individually for the members of the Board of Directors and of the Board of Statutory Auditors:
  - provides a proper representation of each component of remuneration, including the emoluments for termination of office or employment;
  - shows in detail the compensation attributed during the relevant financial year for any reason and in any form by the Company and by its subsidiaries and associated companies (together the "**Group**"), highlighting the possible elements of such remuneration that refers to activities performed during the past financial years.

## SECTION I

This section of the Report on Remuneration describes the essential guidelines of the remuneration policy adopted by the Company.

The remuneration policy provides the principles and the guidelines which the Company follows to establish the remuneration of directors and to monitor its implementation.

The remuneration policy of Gruppo MutuiOnline S.p.A. was prepared pursuant to the recommendations contained in the Code of Conduct for listed companies approved in December 2011 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A. ("**Code of Conduct**").

### 1. Bodies and people involved in the preparation and the approval of the remuneration policy

The Board of Directors pursuant to art. 2.2.3, comma 3, letter m) of the regulations of the markets organized and managed by the Italian Stock Exchange ("**Market Regulations**"), applicable to issuers with the STAR status and pursuant to the Code of Conduct, during the meeting held on May 12, 2011, appointed the independent directors Paolo Vagnone, Alessandro Garrone and Andrea Casalini as members of the remuneration and share incentive committee. Director Paolo Vagnone, chairman of such committee, resigned from the board of directors on July 25, 2012; subsequently, the Board of Directors, in the meeting held on August 9, 2012, appointed the independent director Matteo De Brabant, as new member of the remuneration and equity incentive and Andrea Casalini as new chairman of such committee.

The remuneration and share incentive committee has advisory duties particularly for the evaluation and the formulation of possible proposals to the Board of Directors (i) with reference to the remuneration policies proposed by the Company for the management, monitoring the implementation of the decisions adopted by the Board itself, (ii) with reference to the stock option plans and similar incentive and retention plans for directors, employees and other personnel of the Group, (iii) with reference to the remuneration for executive directors and managers with strategic responsibilities, as well as, upon the proposal of the Chairman and of the CEO, for the determination of the criteria for the remuneration of the Company's top management.

The remuneration and share incentive committee, periodically and at least once in a year, proposes to the Board of Directors the model for the calculation of the variable compensation, at a consolidated level, of the executive directors. The Board of Directors has the responsibility to approve the model for the variable compensation proposed by the committee, with the abstention of the directors involved. Morevoer, the remuneration and share incentive committee has the duty to determine the final compensation to be recognized to each executive director.

Finally, the Board of Directors has the duty, upon the proposal of the Board of the Statutory Auditors, to establish the compensation to be paid to the directors for their appointement as members of the internal committees of the Board.

People to whom the policies described in following paragraph are applied are the following:

- the executive directors of the Issuer, Marco Pescarmona and Alessandro Fracassi, who hold executive offices also in subsidiaries, as detailed in Table 1 in attachment;

- the non-executive directors of the Issuer: Fausto Boni, Andrea Casalini, Matteo De Brabant, Daniele Ferrero, Alessandro Garrone, Klaus Gummerer (chosen by the Board of Directors on November 13, 2012 and appointed by the shareholders' meeting on April 23, 2013), Marco Zampetti and Giuseppe Zocco;

- the members of the Board of the Statutory Auditors Fausto Provenzano, Francesca Masotti and Paolo Burlando.

As of the date of the present report there are no managers with strategic responsibilities except the members of the executive committee.

With reference to remuneration, the shareholders' meeting:

- establishes the compensation for the members of the Board of Directors pursuant to art. 2364, comma 1, n. 3) of the civil code, and also pursuant to art. 2389, comma 3, of the civil code and to art. 20 of the Articles of Association;

- expresses an advisory vote on Section I of the Remuneration Report prepared by the Board of Directors;

- resolves on the possible remuneration plans based on shares or other financial instruments for directors, employees and other personnel, included managers with strategic responsibilities, pursuant to art. 114-*bis* TUF.

## 2. Underlying purposes and principles of the remuneration policy

Whereas for non-executive directors and members of the supervisory body remuneration consists solely of fixed compensation, for the executive directors of the Issuer and of its subsidiaries also a variable component is provided.

In general, the Company adopts a remuneration policy which, in addition to a fixed compensation, provides incentives linked to the performance of the Company, also by means of a dedicated corporate incentive schemes for the allocation of stock options. The objective of the remuneration policy is to improve the motivation and to strengthen the alignment of interests of the executive directors towards value creation for the Issuer and its shareholders over the medium-long term, by stimulating the achievement of strategic goals and contributing to the retention of the management.

## 3. The components of the remuneration for the directors of the Issuer

The remuneration of the directors of the Issuer is divided into:

- a fixed component, established by the shareholders' meeting upon the appointment of the Board of Directors, which remains unchanged until a different resolution of the general meeting; all the directors of the Issuer are entitled to such component, with different amounts according to the offices performed;

- a component proposed by the remuneration and share incentive committee and approved by the Board of Directors, composed of a fixed base, an annual variable bonus and a stock option grant, only due to the executive directors of the Issuer; the non-executive directors do not receive a compensation linked to the economic results achieved by the Issuer and are not beneficiaries of share-based incentive plans.

### 3.1. The fixed component established by the shareholders' meeting

Pursuant to art. 25 of the Article of Association, the directors of the Issuer are entitled to an annual compensation resolved by the shareholders' meeting upon their appointment, which unchanged until further resolutions of the general meeting. Moreover, the shareholders' meeting can resolve to set aside annual amounts to a special fund for directors' termination benefits. Directors' are also entitled to the reimbursement of the expenses sustained for their office. Alternatively, the shareholders' meeting can determine a total amount for the remuneration of the whole Board of Directors, including the directors in charge of specific offices, whose allotment is established by the Board of Directors.

**3.2. The component proposed by the remuneration and share incentive committee and approved by the Board of Directors**

The current remuneration model provides for a fixed base compensation, proposed yearly by the remuneration and share incentive committee and approved by the Board of Directors, and a variable compensation with a predetermined maximum individual amount (maximum payable bonus), to be paid on the basis of a success rate between 0% and 100% (actual bonus) equal for all the executive directors and calculated according to the results achieved with reference to the following three parameters that, in a standard corporate framework, are considered more relevant and linked to the value creation for shareholders over the medium-long term:

i. consolidated EBITDA;

ii. consolidated revenues;

iii. revenues for "new clients/new projects".

The success rate is calculated as the sum of the percentage of achievement of performance targets for the three parameters. Each parameter has a "weight" that defines the maximum contribution to the success rate.

| **Parameter** | **Weight** |
|---|---|
| EBITDA* | 50% |
| Total revenues | 25% |
| Revenues for "new clients/new projects" | 25% |

**calculated as net income before income tax expense, net financial income (expenses), and depreciation and amortization*

With this method, as soon as the final data are available, it is possible to calculate how much of the *maximum payable bonus* forms part of the *actual bonus* for the year, which is fully payable in cash.

The committee confirms that the method implemented until today keeps its significance and is to be maintained.

During 2013, the committee, keeping into account the current market situation for the group, considered it more motivating, for the executive directors, to assign a greater weight to new activities and to revenues than to the achievement of EBITDA performance targets, moreover in this year particularly influenced by the marketing expenses for the Segugio.it brand; therefore the "weight" assigned to each parameter was modified as follows:

| Parameter | Weight |
|---|---|
| EBITDA | 30% |
| Total revenues | 40% |
| Revenues for "new clients/new projects" | 30% |

Finally, it should be noted that the committee believes that the model currently used to determine the variable remuneration of executive directors should reasonably be applicable also in 2014, since it has proved over time to be an effective tool to support the decisions of the Board of Directors of the Issuer; considering the forthcoming expiration of the office of the Board of Directors (expected on April 23, when a new Board of Directors shall be appointed) and the subsequent formation of new committees, including also the remuneration and share incentive committee, it will be up to the new remuneration and share incentive committee to confirm or modify the existing measures.

**4. Policy for non-monetary benefits**

With regard to non-monetary benefits, the two executive directors are entitled to a corporate car for mixed use and an accident insurance policy (compulsory by law) as fringe benefits.

**5. Criteria used for evaluation of the performance targets at the base of the allocation of shares, options or other financial instruments and the characteristics of these assignments**

It is worth pointing out that a stock option plan for employees, directors and other personnel approved by the shareholders' meeting on November 9, 2010, is effective. Among the beneficiaries of this plan there are also persons who perform management offices specified in article 152-*sexies*, comma 1, letter c)-c.2 of Issuers' Regulation.

The implementation of the plan pursues the purpose of attracting, motivating and holding talented human resources and represents a valuable incentive tool in line with market practice. Through its implementation, the Company intends to align the intrestes of the beneficiaries to the value creation for the Issuer and its shareholders, stimulating the achievement of strategic targets and increasing the retention of human resources, encouraging people to remain in the Group.

The plan extends over a long and medium term period because such period was considered the most appropriate to achieve the incentive and retention targets that the plan pursues. The plan does not provide for a predetermined ratio between the number of options assigned to each participant and the total remuneration received.

In order to strengthen the targets of the plan, it provides that the Board of Directors, with the approval of the remuneration and share incentive committee, could subject, even partially, the vesting of the options to the achievement of predeterminated economic performance parameters by the companies of the Group, even at a consolidated level. In particular, for this purpose, may be considered the following performance indicators:

- consolidated revenues;
- consolidated operating income (EBIT).

The stock option plan provides that, at the assignment date, the Board of Directors of the Company will identify individual beneficiaries, the number of options to be assigned to each of them and any other conditions necessary for the assignment, the vesting and the exercise of options. The number of options to give each beneficiary will be determined by the Board of Directors, taking into account of specific elements such as, for example, experience, competence and position occupied in the organization.

Any decision relating to the allocation of options to the Chairman of the Board of Directors and/or to the CEO and/or to the members of the executive committee of the Issuer (like every other decision relating to the management and/or implementation of the plan applying to them) will be taken only by the Board of Directors. The remuneration and share incentive committee has advisory functions relating to the implementation of the plan, pursuant to the Code of Conduct.

The Board of Directors during the meeting held on November 22, 2010, relying on the opinion of the remuneration and share incentive committee which met on November 19, 2010, resolved on a scheme for the assignement of stock options to the executive directors.

The vesting of such options is subject to the performance of the Group measured by the evolution of the consolidated revenues and operating income (EBIT) between 2010 and 2013, in particular:

- vesting of 100% of the options assigned in case of increase of both revenues and EBIT during the relevant period (2013 vs 2010);

- vesting of 50% in case of increase of one of the two parameters;

- no vesting in case of decrease of both the reference parameters.

The Board of Directors has however the power to modify, with the favorable opinion of the remuneration and share incentive committee and pursuant to the purposes of the plan, the reference parameters and the calculation of the relevant performance conditions, in the presence of extraordinary corporate operations and/or events (by way of example only, acquisitions and/or sale of companies and/or businesses that provoke a considerable change in scope of consolidation) which could significantly affect on the above mentioned reference parameters. With regards to this, it should be noted that the Board of Directors on May 14, 2013, in the light of the real estate sector crisis, an exogenous element for the Group and out of the control of the executive directors, considered that such performance conditions were hardly achievable and, regarding the profitability parameter, particularly influenced by the heavy marketing investment for the Segugio.it brand; therefore, recognizing the extraordinariness of the current real estate market situation and the weakness of the credit market, caused by the contraction of gross new mortgage lending by the banks, the Board of Directors resolved to remove the condition that the vesting of the options of the current stock option plan be subjected to the performance of the Group measured by the evolution of the consolidated revenues and operating income (EBIT) between 2010 and 2013, subordinating the effectiveness of that resolution to the positive opinion of the remuneration and share incentive committee. The committee, on May 15, 2013, validated the decision of the Board of Directors.

The plan provides that the assigned options are personal, free of charge and cannot be tranfered, in any way, but *mortis causa*. The Board of Directors, during the meeting held on November 22, 2010, established the obligation to hold to the expiration of the office held at the time of exercise at least 25% of the shares subscribed and/or purchased following the exercise of the options (however within the limit of a third (1/3) of the capital gain at the exercise, before tax).

The plan provides that the options could be exercised, in one ore more tranches, during the thirty-six months following the vesting date (that is starting from the thirty-sixth month following the date of assignament), during the periods indicated in the plan. Under no circumstances the exercise of the options is possible after six year from the date of assignment.

The plan provides that the strike price will normally be set above the average price recorded by the Company's stock during the thirty trading days prior to the date of assignment, subject to compliance with any minimum price established by law and the implicit book value of the ordinary shares of the Company. Consequently, the length of the period considered for the calculation of the strike price is enough to prevent that the assignment could be significantly influenced by the possible diffusion of price sensitive information pursuant to art. 114, comma 1, of TUF.

For any other information about the plan, please refer to the disclosure documents prepared pursuant to article 84-*bis* of the Issuer Regulations deposited at the Company's registered address and available on the Company's Website in the "Governance" section, "Other Documents", "2011".

**6. Indemnity to directors in case of resignation, dismissal without just cause or termination of relationship as a consequence of a takeover bid.**

Executive directors are entitled to directors' termination benefits, settled pursuant to article 2120 of civil code and linked to annual compensation. Between the Issuer and its non-executive directors no agreements have been stipulated providing for indemnities in case of resignation or dismissal/revocation without just cause or if the employment relationship terminates as a consequence of a takeover bid.

For the effects of termination under the stock option plans, please refer to the disclosure documents prepared pursuant to article 84-*bis* of the Issuer Regulations deposited at the Company's registered address and available on the Company's Website in the "Governance" section, "Other Documents", "2011".

**7. Any insurance or social and retirement securities, other than mandatory**

There are no insurance, social security or pension coverages other than those required by law.

**8. Remuneration policy for non-executive directors, indipendent directors and members of the internal committees of the Board of Directors**

On April 21, 2011, the shareholders' meeting resolved the remuneration of the Board of Directors, excluding the compensation attributed for holding other offices within the Group and/or in committees appointed by the Board, for a total amount of Euro 200 thousand per year to be distributed among the members of the Board of Directors as follows:

- to the executive directors, in equal parts among them;
- to the non-executive directors, in equal parts among them;

providing that the compensation paid to the executive directors is equal to six times that of non-executive directors.

The compensation for members of the internal committees of the Board of Directors is determined by the Board itself, with the approval of the Board of the Staturory Auditors, upon the appointment of these committees; those directly involved abstain from voting on their own compensations.

**9. The remuneration policy for the member of the Board of Statutory Auditors**

On April 26, 2012, the shareholders' meeting resolved to determine the remuneration of the statutory auditors as follows: Euro 22 thousand per year to the chairman of the Board of Statuatory Auditors and Euro 15 thousand per year for each Statuatory Auditor. It is worth pointing out that the composition of Board of Statutory Auditors is the same also for the other companies of the

Group that have a board of statutory auditors in their organization: MutuiOnline S.p.A., CreditOnline Mediazione Creditizia S.p.A., Money360.it S.p.A., Centro Istruttorie S.p.A., Centro Finanziamenti S.p.A. and Quinservizi S.p.A.. The shareholders' meetings of these companies resolved to determine the compensation keeping into account the respective professional fees, except for Money360.it S.p.A., which established on February 19, 2013 a remuneration of Euro 2 thousand per year to the chairman of the Board of Statuatory Auditors and Euro 1 thousand per year for each Statuatory Auditor.

## 10. Remuneration policy benchmark used to define the remuneration policy of the Company

In the definition of remuneration policy no compensation policies of other companies have been used as a benchmark.

## SECTION II

The present section, individually for the members of the Board of Directors and of the Board of Statutory Auditors:

- provides a proper representation of each component of remuneration, including the emoluments for termination of office or employment;
- shows in detail the compensation attributed during the relevant financial year (2013) for any reason and in any form by the Company and by its subsidiaries and associated companies, highlighting the possible elements of such remuneration that refer to activities performed during the past financial years.

It is worth pointing out that the Company adopted, in 2013, the same remuneration already policy adopted in previous years.

In the last paragraph of Section II, we also show, with the criteria set out in Annex 3A, Scheme 7-*ter* of Issuers' Regulations, the participations in the ordinary share capital of the Issuer held by the members of the governing and controlling bodies and by not legally separated spouses and by minor children, either directly or through subsidiaries, trust companies or nominees, resulting from the Share Register, the communications received and any other information acquired by the members of the governing and controlling bodies, by the general managers and by the managers with strategic responsibilities.

### 1. The components of the remuneration for the executive directors of the Issuer

The remuneration of the directors of the Issuer is divided into:

- a fixed component, established by the shareholders' meeting upon the appointment of the Board of Directors, which remains unchanged until a different resolution of the general meeting; all the directors of the Issuer are entitled to such component, with different amounts according to the offices performed;
- a component proposed by the remuneration and share incentive committee and approved by the Board of Directors, composed of a fixed base, an annual variable bonus and a stock option grant, only due to the executive directors of the Issuer; the non-executive directors do not receive a compensation linked to the economic results achieved by the Issuer and are not beneficiaries of share-based incentive plans.

### 1.1. The fixed component established by the Shareholders' meeting

The shareholders' meeting of April 21, 2011, resolved the remuneration of the Board of Directors, excluding the compensation received for holding other offices within the Group and/or in committees appointed by the Board, for a total amount of Euro 200 thousand per year to be distributed among the members of the Board of Directors as follows:

- to the executive directors, in equal parts among them;
- to the non-executive directors, in equal parts among them;

providing that the compensation paid to the executive directors is equal to six times that of non-executive directors.

Considering that, as of the date of approval of this report, the Board of Directors is composed of ten members, including two executive directors, the fixed annual compensation for each executive director amounts to Euro 60 thousand per year, while it is equal to Euro 10 thousand for every non-executive director.

### 1.2. The component proposed by the remuneration and share incentive committee and approved by the Board of Directors

The current remuneration model for the determination of compensation of executive directors was formulated by the remuneration and share committee on May 5, 2009, was approved by the Board of Directors on May 7, 2009, and is still in force.

The remuneration and share incentive committee and the Board of Directors have discussed about the application of such model to determine the 2013 compensation of the executive directors and possible improvements or integrations to the model itself, in the light with the following considerations:

- the remuneration model of the executive directors provides for fixed compensation lower than market standards;
- considering the current market context of the group, it is more motivating to assign a greater weight to new activities and to revenues than to the achievement of EBITDA performance targets, moreover in this year particularly influenced by the marketing investements for the Segugio.it brand.

While considering the model used until now reasonable and adequate as the remuneration policy of the Group, the Board of Directors, in light of the particularly critical market situation, on August 9, 2013, upon a proposal of the remuneration and share incentive commitee, with the favourable opinion of the Statutory Auditors, unanimously and with the abstention of both executive directors, decided for 2013 the following remuneration plan, for each executive director:

- a fixed base compensation equal to Euro 180 thousand;
- a variable compensation with a predetermined maximum individual amount (maximum payable bonus) equal to Euro 180 thousand, to be paid on the basis of a success rate between 0% and 100% (actual bonus) equal for all the executive directors and calculated according to the results achieved with reference to the following three parameters: (i) consolidated EBITDA; (ii) consolidated revenues; (iii) revenues for "new clients/new projects".

The success rate is calculated as the sum of the percentage of achievement of performance targets for the three parameters. Each parameter has a "weight" that defines the maximum contribution to the success rate:

| **Parameter** | **Weight** |
|---|---|
| EBITDA | 30% |
| Total revenues | 40% |
| Revenues for "new clients/new projects" | 30% |

The contribution to the success rate of the EBITDA component is determined on the basis of percentage variation of the actual value of the parameter compared to the target value, equal to the budget approved by the Board of Directors, according to the following table:

| **Percentage variation (δ)** | **Contribution to the success rate of the EBITDA component (30% of the target total bonus)** |
|---|---|
| δ < -20% | 0% |
| -20 < δ < 0% | linear interpolation between 0% and 100% |
| δ >= 0% | 100% |

For the financial year ended December 31, 2013, the contribution to the success rate relative to EBITDA is accrued in full.

The contribution to the success rate of the total revenues component is determined on the basis of percentage variation of the actual value of the parameter compared to the target value, equal to the budget approved by the Board of Directors, according to the following table:

| **Percentage variation (δ)** | **Contribution to the success rate of the revenues component (40% of the total bonus target)** |
|---|---|
| δ < -10% | 0% |
| -10 < δ < 0% | linear interpolation between 0% and 100% |
| δ >= 0% | 100% |

For the year ended December 31, 2013, the contribution to the success rate relative to total revenues is accrued in full.

The component of variable compensation linked to revenues from new activities is usually determined in function of new initiatives started or implemented during the year, in particular, but not completely, with reference to:

- insurance broker activity development;
- Segugio.it development;
- new BPO activities.

Considering the growth of Segugio.it (as well as its high brand recognition), also confirmed by the excellent results of the insurance broking business line, and the new BPO initiatives, achieved by acquiring existing players, by developing new diversified activities and by improving and integrating in the Group the acquisitions made prior to 2013, the committee decided that the contribution to the success rate of the new clients/new projects component is equal to 100%.

In light of the above mentioned considerations, on March 11, 2014, the remuneration and share incentive committee, after being delegated by the Board of Directors, unanimously confirmed the maturation for each executive director for 2013 of the maximum variable compensation, equal to Euro 180 thousand each. It should be noted that the executive directors, in light of the still difficult market context, decided one-sidedly to waive, without any other offsetting reward, an amount of 33.3% of the accrued variable compensation (Euro 60 thousand each).

### 1.3. The policy for non-monetary benefits (excluding stock options)

With regard to non-monetary benefits, it is worth pointing out the assignation to the two executive directors of a corporate car for a mixed use and an accident insurance policy (compulsory by law) as fringe benefits.

### 1.4. Stock options assignment

As regards the stock options assignment, in 2013, no options were assigned to the executive directors.

It is worth pointing out that, on November 22, 2010, the Board of Directors approved an options assignment to the executive directors, to the following terms, which are, pursuant to the stock option plan, the contents of the Assignment Agreement:

- number of options offered: 800,000 (400,000 to Marco Pescarmona and 400,000 to Alessandro Fracassi);
- strike price: equal to the nominal value of the shares at the assignment date, pursuant to article 9 of TUIR;
- vesting period: three years and a subsequent exercise period of other three years;
- vesting condition: linked to the performance of the Group measured by the evolution of consolidated revenues and EBIT among 2010 and 2013:
    - growing of revenues and EBIT (2013 vs 2010): *vesting* 100%;
    - one of the two parameters in growth, the other down: *vesting* 50%;
    - both parameters down: *vesting* 0%.

  With regards to this, it should be noted that the Board of Directors on May 14, 2013, in the light of the real estate sector crisis, an exogenous element for the Group and out of the control of the executive directors, considered that such performance conditions were hardly achievable and, regarding the profitability parameter, particularly influenced by the heavy marketing investment for the Segugio.it brand; therefore, recognizing the extraordinariness of the current real estate market situation and the weakness of the credit market, caused by the contraction of gross new mortgage lending by the banks, the Board of Directors resolved to remove the condition that the vesting of the options of the current stock option plan be subjected to the performance of the Group measured by the evolution of the consolidated revenues and operating income (EBIT) between 2010 and 2013, subordinating the effectiveness of that resolution to the positive opinion of the remuneration and share incentive committee. The committee, on May 15, 2013, validated the decision of the Board of Directors.

- lock up: obligation to retain at least the 25% of the shares purchased upon exercise (however in the limits of one third of the capital gain obtained at the exercise moment, before taxes) until the termination of the office;

- individual performance conditions: none;

- other requirements: as defined in the stock option plan.

Finally, we highlight that, on June 25, 2007 (with effect from July 9, 2007) and on May 7, 2009, the Board of Directors approved an assignment respectively of 780,000 and of 100,000 to each executive director of the Issuer, relative to the stock option plan approved by the shareholders' meeting on February 9, 2007.

For any other information about the plan please refer to the disclosure documents prepared pursuant to article 84-*bis* of the Issuer Regulations deposited at the Company's registered address and available on the Company's Website in the "Governance" section, "Other Documents", "2011".

**1.5. Agreements providing for indemnities in case of early termination of office**

Excluding directors' termination benefits, settled pursuant to article 2120 civil code, referring to annual compensation, no agreements have been stipulated providing for indemnities in case of early termination of office.

For the effects of termination under the stock option plans, please refer to the disclosure documents prepared pursuant to article 84-*bis* of the Issuer Regulations deposited at the Company's registered address and available on the Company's Website in the "Governance" section, "Other Documents", "2011".

No executive directors ceased to hold office during 2013.

**2. The remuneration of the member of the Board of Statutory Auditors**

On April 26, 2012, the shareholders' meeting resolved to determine the remuneration of the statutory auditors as follows: Euro 22 thousand per year to the chairman of the Board of Statuatory Auditors and Euro 15 thousand per year for each Statuatory Auditor. It is worth pointing out that the composition of Board of Statutory Auditors is the same also for the other companies of the Group that have a board of statutory auditors in their organization: MutuiOnline S.p.A., CreditOnline Mediazione Creditizia S.p.A., Money360.it S.p.A., Centro Istruttorie S.p.A., Centro Finanziamenti S.p.A. and Quinservizi S.p.A.. The shareholders' meetings of these companies resolved to determine the compensations of the statutory auditors in accordance with the respective professional fees, except for Money360.it S.p.A., which established on February 19, 2013 a remuneration of Euro 2 thousand per year to the chairman of the Board of Statuatory Auditors and Euro 1 thousand per year for each Statuatory Auditor.

For 2013, the compensation assigned to the statutory auditors is as follows:

- for the chairman Fausto Provenzano, it is equal to Euro 22 thousand to the office held in the Issuer and Euro 16 thuosand for the offices held in the other companies of the Group;

- for active statutory auditor Francesca Masotti, it is equal to Euro 15 thousand to the office held in the Issuer and Euro 11 thuosand for the offices held in the other companies of the Group;

- for active statutory auditor Paolo Burlando, equal to Euro 15 thousand to the office held in the Issuer and Euro 11 thuosand for the offices held in the other companies of the Group.

## 3. Compensation paid to members of the governing and controlling bodies, general managers and managers with strategic responsabilities

The compensation paid in the year of reference is detailed in Table 2 in attachment:

*Fixed compensation*

Fixed compensation includes:

- the emoluments for financial year 2012 resolved by the shareholders' meeting hald on April 21, 2011, equal to Euro 60 thousand for the executives directors and Euro 10 thousand for the non-executive directors;

- the emoluments for the members of the Board of the Statutory Auditors, as detailed in the previous paragraph 3 of this section;

- the fixed salaries as employees acting as manager in the subsidiaries:

    - for Marco Pescarmona, equal to an individual amount of Euro 76 thousand per year;

    - for Alessandro Fracassi, equal to an individual amount of Euro 73 thousand per year;

- the emoluments paid by some subsidiaries of the Issuer for the offices as directors in such companies to:

    - Marco Pescarmona equal to an individual amount of Euro 44 thousand per year;

    - Alessandro Fracassi, equal to an individual amount of Euro 47 thousand per year.

*Compensations for members of the internal committees of the Board of Directors*

The fixed compensations, determined by the Board of Directors on May 12, 2011 and modified on November 13, 2012 by the Board itself, for members of the internal committees of the Board of Directors are detailed as follows:

- for Andrea Casalini:

    - a compensation equal to Euro 10 thousand per year as chairman of the remuneration and share incentive committee;

    - a compensation equal to Euro 5 thousand as member of the control and risk committee;

    - a compensation equal to Euro 2 thousand per year as chairman of the committee for transactions with related parties;

- for Matteo De Brabant:

    - a compensation equal to Euro 5 thousand per year as member of the remuneration and share incentive committee;

- a compensation equal to Euro 1 thousand per year as member of the committee for transactions with related parties;

- for Daniele Ferrero:

  - a compensation equal to Euro 10 thousand per year as chairman of the control and risk committee;

  - a compensation equal to Euro 1 thousand per year as member of the committee for transactions with related parties;

- for Alessandro Garrone a compensation equal to Euro 5 thousand per year as member of the remuneration and share incentive committee;

- for Marco Zampetti a compensation equal to Euro 5 thousand per year as member of the control and risk committee.

*Bonus and other incentives*

The compensation for bonus and other incentives for 2013 is equal to Euro 120 thousand for each executive director of the Issuer, as detailed in previous paragraph 1.2 of the present section.

*Profit sharing*

Profit sharing is not expected.

*Non-monetary benefits*

With regard to non-monetary benefits, it is worth pointing out the assignment to the two executive directors of a corporate car for a mixed use and an accident insurance policy (compulsory by law) as fringe benefits.

*Other compensations*

There are no other compensations for any services provided.

*Fair value of equity compensation*

As regards the fair value of equity compensation, we have taken account of remuneration for the year in respect of incentive plans based on financial instruments, estimated according to international accounting standards.

*Indemnities upon office termination or termination of employment*

Indemnities upon office termination or termination of employment are divided into:

- employee defined benefits program ("*Trattamento fine Rapporto*"): Euro 6 thousand for Marco Pescarmona and Euro 5 thousand for Alessandro Fracassi;

- directors' termination benefits: Euro 17 thousand for Marco Pescarmona and Euro 14 thousand for Alessandro Fracassi.

**4. Stock option assigned to members of the governing and controlling bodies, general managers and managers with strategic responsabilities**

Stock options assigned to the executive directors of the Issuer are detailed in Table 3 in attachment.

It is worth pointing out that each option corresponds to the subscription or the purchase of one share of the Issuer.

## 5. Monetary incentive plans for members of the governing and controlling bodies, general managers and managers with strategic responsabilities

The monetary incentive plans provided for the executive directors of the Issuer are detailed in Table 4 in attachment.

We report that the plan for the executive directors of the Issuer Marco Pescarmona and Alessandro Fracassi was formulated by the remuneration and share incentive committee on May 5, 2009, and was approved by the Board of Directors on May 7, 2009. This plan, already adopted for the years 2010, 2011 and 2012, has been implemented also for financial year 2013, but reviewing it with some observations and changes linked to the current market context of the Group, as already detailed in paragraph 3.2 of the section I and in paragraph 1.2 of the section II.

## 6. Shareholdings of the members of the governing and controlling bodies, general managers and managers with strategic responsabilities

Table 5 in attachment shows the participations in the ordinary share capital of the Issuer held by the members of the governing and controlling bodies, general managers and managers with strategic responsibilities in the year ended December 31, 2013.

Besides, it is worth pointing out that Marco Pescarmona holds a 50% indirect shareholding in Alma Ventures S.A. (through Guderian S.r.l.) and Alessandro Fracassi holds a 50% indirect shareholding in Alma Ventures S.A. (through Casper S.r.l.) and that Alma Venture S.A., as of December 31, 2013, holds 12,841,070 shares of the Issuer, equal to 32.5% of the ordinary share capital, none of which was purchased during the year ended December 31, 2013.

### Table 1: Offices held by the executive directors in subsidiaries and in associated companies

| Company | Alessandro Fracassi | Marco Pescarmona |
|---|---|---|
| Centro Finanziamenti S.p.A. | Chairman | Executive Director |
| Centro Istruttorie S.p.A. | Chairman | Executive Director |
| Centro Perizie S.r.l. | Executive Director | Chairman |
| Centro Processi Interconsult S.r.l. | Executive Director | Executive Director |
| CercAssicurazioni.it S.r.l. | Director | Chairman |
| CESAM S.r.l. | Chairman | Executive Director |
| CreditOnline Mediazione Creditizia S.p.A. | Executive Director | Chairman |
| Effelle Ricerche S.r.l. | Chairman | Executive Director |
| EuroServizi per i Notai S.r.l. | Director | Director |
| Finprom S.r.l. | - | - |
| IN.SE.CO. S.r.l. | Chairman | Executive Director |
| Money360.it S.p.A. | Executive Director | Executive Director |
| MutuiOnline S.p.A. | Executive Director | Chairman |
| PP&E S.r.l. | Executive Director | Chairman |
| Quinservizi S.p.A. | Chairman | Executive Director |
| Segugio.it S.r.l. | Executive Director | Chairman |

## Table 2: Compensation paid to members of the governing and controlling bodies, general managers and managers with strategic responsabilities

*euro thousand*

| Name | Office | Holding period of the office | | Term of the office | Fixed compensation | Compensation for members of internal committees | | | | Non-equity variable compensation | | Non-monetary benefits | Other | Total | Fair Value equity compensation | Benefits upon termination |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | from | to | | | E.C. | C.R.C. | R.C. | C.T.R.P. | Bonus and other incentives | Profit sharing | | | | | |
| Marco Pescarmona | Chairman | 01/01/13 | 12/31/13 | Approval of 2013 fin. stat. | 180 | - | - | - | - | 120 | - | 4 | - | **304** | 126 | 23 |
| Alessandro Fracassi | Executive director | 01/01/13 | 12/31/13 | Approval of 2013 fin. stat. | 180 | - | - | - | - | 120 | - | 2 | - | **302** | 126 | 23 |
| Fausto Boni | Non-executive director | 01/01/13 | 12/31/13 | Approval of 2013 fin. stat. | 10 | - | - | - | - | - | - | - | - | **10** | - | - |
| Andrea Casalini | Independent director | 01/01/13 | 12/31/13 | Approval of 2013 fin. stat. | 10 | - | 5 | 10 | 2 | - | - | - | - | **27** | - | - |
| Matteo De Brabant | Independent director | 01/01/13 | 12/31/13 | Approval of 2013 fin. stat. | 10 | - | - | 5 | 1 | - | - | - | - | **16** | - | - |
| Daniele Ferrero | Independent director | 01/01/13 | 12/31/13 | Approval of 2013 fin. stat. | 10 | - | 10 | - | 1 | - | - | - | - | **21** | - | - |
| Alessandro Garrone | Independent director | 01/01/13 | 12/31/13 | Approval of 2013 fin. stat. | 10 | - | - | 5 | - | - | - | - | - | **15** | - | - |
| Klaus Gummerer | Independent director | 01/01/13 | 12/31/13 | Approval of 2013 fin. stat. | 10 | - | - | - | - | - | - | - | - | **10** | - | - |
| Marco Zampetti | Non-executive director | 01/01/13 | 12/31/13 | Approval of 2013 fin. stat. | 10 | - | 5 | - | - | - | - | - | - | **15** | - | - |
| Giuseppe Zocco | Non-executive director | 01/01/13 | 12/31/13 | Approval of 2013 fin. stat. | 10 | - | - | - | - | - | - | - | - | **10** | - | - |
| Fausto Provenzano | Chairman of Stat. Aud. | 01/01/13 | 12/31/13 | Approval of 2014 fin. stat. | 38 | - | - | - | - | - | - | - | - | **38** | - | - |
| Paolo Burlando | Statutory auditor | 01/01/13 | 12/31/13 | Approval of 2014 fin. stat. | 26 | - | - | - | - | - | - | - | - | **26** | - | - |
| Francesca Masotti | Statutory auditor | 01/01/13 | 12/31/13 | Approval of 2014 fin. stat. | 26 | - | - | - | - | - | - | - | - | **26** | - | - |
| | | | | **Compensation from the Issuer** | 251 | - | 20 | 20 | 4 | - | - | - | - | **295** | 251 | 10 |
| | | | | **Compensation from subsidiaries and associated companies** | 278 | - | - | - | - | 240 | - | 6 | - | **525** | - | 36 |
| | | | | **Total** | **529** | **-** | **20** | **20** | **4** | **240** | **-** | **6** | **-** | **820** | **251** | **46** |

*E.C.: executive committee*
*C.R.C.: control and risk committee*
*R.C.: remuneration and share incentive committee*
*C.T.R.P.: committee for transactions with related parties*

# Table 3: Stock options assigned to members of the governing and controlling bodies, general managers and managers with strategic responsabilities

| Name | Office | Plan (shareholders' meeting resolution date) | Options held as of January 1, 2013 | | | | Options offered in 2013 | | | | | | Options exercised in 2013 | | | Options expired in 2013 | Options held as of Decembrer 31, 2013 | 2013 accrued fair value of options (euro thousand) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | N° of options | Strike price | Possible exercise period from | to | N° of options | Strike price | Possible exercise period from | to | Fair value at assignment date | Share price at the assignment date | N° of options | Strike price | Share price at the exercise date | | | |
| Marco Pescarmona | Chairman | 02/09/07 | 780,000 | 7.500 | 07/09/10 | 07/08/13 | - | - | - | - | - | - | - | - | - | 780,000 | - | - |
| | | 02/09/07 | 100,000 | 4.500 | 01/01/10 | 12/31/12 | - | - | - | - | - | - | - | - | - | 100,000 | - | - |
| | | 11/09/10 | 400,000 | 5.225 | 11/22/13 | 11/21/16 | - | - | - | - | - | - | - | - | - | - | 400,000 | 127 |
| Alessandro Fracassi | Executive director | 02/09/07 | 780,000 | 7.500 | 07/09/10 | 07/08/13 | - | - | - | - | - | - | - | - | - | 780,000 | - | - |
| | | 02/09/07 | 100,000 | 4.500 | 01/01/10 | 12/31/12 | - | - | - | - | - | - | - | - | - | 100,000 | - | - |
| | | 11/09/10 | 400,000 | 5.225 | 11/09/13 | 11/08/16 | - | - | - | - | - | - | - | - | - | - | 400,000 | 127 |
| Compensation from the Issuer | | 02/09/07 | 1,760,000 | | | | - | | | | - | | - | | | 1,760,000 | - | - |
| | | 11/09/10 | 800,000 | | | | - | | | | - | | - | | | - | 800,000 | 253 |
| Compensation from subsidiaries and associated companies | | 02/09/07 | - | | | | - | | | | - | | - | | | - | - | - |
| | | 11/09/10 | - | | | | - | | | | - | | - | | | - | - | - |
| **Total** | | | **2,560,000** | | | | **-** | | | | **-** | | **-** | | | **1,760,000** | **800,000** | **253** |

## Table 4: Monetary incentive plans for members of the governing and controlling bodies, general managers and managers with strategic responsabilities

*euro thousand*

| Name | Office | Plan's formulation date | Plan's resolution date | 2013 bonus | | | Previous year bonus | | | Other bonus |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Payable / Paid | Deferred | Deferment period | No longer payable | Payable / Paid | Still deferred | |
| Marco Pescarmona | Chairman | 05/05/09 | 05/07/09 | 120 | - | - | - | - | - | - |
| Alessandro Fracassi | Executive director | 05/05/09 | 05/07/09 | 120 | - | - | - | - | - | - |
| | **Compensation from the Issuer** | 05/05/09 | 05/07/09 | - | - | - | - | - | - | - |
| | **Compensation from subsidiaries and associated companies** | 05/05/09 | 05/07/09 | 240 | - | - | - | - | - | - |
| | **Total** | | | **240** | **-** | **-** | **-** | **-** | **-** | **-** |

## Table 5: Shareholdings of members of the governing and controlling bodies, general managers and managers with strategic responsabilities

| Name | Office | Share held as of December 31, 2012 | Shares purchased | Shares sold | Share held as of December 31, 2013 | Possession title | Way of possession |
|---|---|---|---|---|---|---|---|
| Marco Pescarmona | Chairman | - | - | - | - | - | - |
| Alessandro Fracassi | Executive director | - | - | - | - | - | - |
| Fausto Boni | Director | 133,952 | - | - | 133,952 | P | D |
| Andrea Casalini | Director | - | - | - | - | P | D |
| Matteo De Brabant | Director | - | - | - | - | - | - |
| Daniele Ferrero | Director | 21,592 | - | - | 21,592 | P | I |
| Alessandro Garrone | Director | - | - | - | - | - | - |
| Klaus Gummerer | Director | - | - | - | - | - | - |
| Marco Zampetti | Director | 15,000 | - | - | 15,000 | P | D |
| Giuseppe Zocco | Director | - | - | - | - | - | - |
| Fausto Provenzano | Chairman of the board of statutory auditors | 3,500 | - | - | 3,500 | P | D |
| Paolo Burlando | Statutory auditor | 7,000 | - | - | 7,000 | P | D |
| Francesca Masotti | Statutory auditor | 4,200 | - | - | 4,200 | - | - |

*Legend:*
*P: Property*
*D: Direct possession*
*I: Indirect possession*