

IVECO GROUP N.V.
CHARTER OF THE ENVIRONMENTAL, SOCIAL, AND GOVERNANCE
COMMITTEE

(Adopted by the Board of Directors on 1 January 2022)

Article 14 of the Articles of Association of **Iveco Group N.V.** (the “Company”), as well as, for so long as the shares in the Company are listed on Euronext Milan (“Euronext”), the rules of Euronext and, for so long as shares of the Company are listed on any stock exchange, the Dutch Corporate Governance Code (“DCGC”), require the board of directors of the Company (the “Board of Directors”) to appoint an environmental, social and governance committee (the “ESG Committee”) having certain duties and responsibilities, including those that may be determined from time to time by the Board of Directors. Therefore, the Board of Directors has adopted this Charter of the ESG Committee.

1. OBJECTIVE

The function of the ESG Committee shall be to assist and advise the Board of Directors and act under authority delegated by the Board of Directors with respect to:

- (1) Overseeing the Company’s significant environmental, social, and governance risks, strategies, policies, programs, and practices to further its business purpose, strategy, culture, values, and reputation in the best interests of all of the Company’s stakeholders;
- (2) Overseeing the Company’s ongoing commitment to environmental stewardship and corporate social responsibility;
- (3) Overseeing and evaluating the policies, procedures, and practices related to the health and safety of Company employees;
- (4) Monitoring, evaluating and reporting on the sustainability strategy, governance, policies, procedures, practices, management standards, and performance globally of the Company and its subsidiaries
- (5) Drawing up the selection criteria and appointment procedures for directors of the Company (the “directors”, and each a “director”);
- (6) Periodic assessment of the size and composition of the Board of Directors and as appropriate making proposals for a composition profile of the Board of Directors;
- (7) Periodic assessment of the performance of individual directors and reporting on this to the Board of Directors;
- (8) Proposals to the non-executive members of the Board of Directors for the nomination and re-nomination of directors to be elected by the shareholders;
- (9) Supervision of the selection and appointment criteria for senior management and on succession planning;
- (10) Guidance on key global environmental matters;

- (11) Monitoring, evaluating and reporting on the sustainable policies and practices, management standards, strategy, performance and governance globally of the Company and its subsidiaries; and
- (12) Guidance on key ESG matters.

2. MEMBERSHIP, ORGANIZATION AND MEETINGS

The ESG Committee shall be composed of at least three directors, who must be non-executive directors; at least one of the members of the Committee will be independent under the DCGC. The Board of Directors shall also appoint one of the members as Chairperson of the ESG Committee (the “Chairperson”).

In the event that a member of the ESG Committee, who has been designated as independent under the DCGC, is or becomes aware of any circumstance, which may reasonably impair or be reasonably perceived to impair his or her independence, he or she shall inform the chairperson of the Board of Directors and the Chairperson of the Committee (or in the case of the Chairperson, the other members of the ESG Committee) thereof promptly. The ESG Committee shall consult with the Board of Directors in order to determine whether there is sufficient cause for such member’s resignation from, or termination of such member’s membership on, the ESG Committee.

The ESG Committee shall meet at such time and place as the Chairperson or a majority of the members of the ESG Committee may determine, but at least once every year.

A quorum of the ESG Committee shall consist of a majority of the members thereof (and if the ESG Committee consists of an even number of members, at least one-half) and if there is a tie in a vote, the Chairperson of the ESG Committee shall have a casting vote.

Minutes must be kept of the proceedings at ESG’s meetings. The minutes will state the time and place of the meeting, list the persons attending the meeting and summarize matters discussed. The minutes shall be confirmed by the Chairperson and the secretary (if any) of the meeting, signed by them and filed with the minutes of the proceedings of the ESG Committee.

The members of the ESG Committee may participate in a meeting of the ESG Committee by means of telephone or video conference or similar communications equipment provided all persons participating in the meeting can hear, and be heard by, each other.

The ESG Committee may invite members of management, employees, internal or external counsel, or others whose advice and counsel are relevant to the issues then being considered by the ESG Committee to attend any meetings and to provide any such pertinent information as the ESG Committee may request. The ESG Committee may delegate any of its responsibilities to one or more subcommittees as the ESG Committee may from time to time deem appropriate.

The ESG Committee shall review and reassess periodically the adequacy of the ESG Committee Charter and recommend to the Board of Directors any

improvements to the Charter that the ESG Committee considers necessary or appropriate.

3. DUTIES AND RESPONSIBILITIES

Until further action is taken by the Board of Directors and consistent with the primary function of the ESG Committee, the ESG Committee shall, subject to the requirements of the laws of the Netherlands, have the following duties and responsibilities:

- (i) Recommend to the Board of Directors the criteria, professional and personal qualifications for candidates to serve as directors;
- (ii) Recommend to the Board of Directors appropriate prospective candidates for nomination to the Board of Directors, taking into account the profile of non-executive directors;
- (iii) Establish and review appointment procedures for prospective directors;
- (iv) Review each director's continuation on the Board of Directors at appropriate regular intervals as determined by the ESG Committee;
- (v) Consult as appropriate with shareholders of the Company as to their views on appropriate qualifications for, and identity of candidates to serve as directors;
- (vi) Review annually the Board of Directors' performance collectively, the performance of its Committees, and the performance of the individual directors;
- (vii) Review, assess, and make recommendations to the Board of Directors regarding the size and composition of the Board of Directors;
- (viii) Review periodically and make recommendations to the Board of Directors regarding the composition, size, purpose, structure, operations and charter of each of the committees of the Board of Directors, including the creation of additional committees or the elimination of existing committees;
- (ix) Review periodically and make recommendations to the Board of Directors regarding the composition, size, purpose, structure, operations and charter of each of the committees, including the creation of additional committees or the elimination of existing committees;
- (x) Review, assess, and make recommendations to the Board of Directors regarding the Company's environmental, social, and sustainability strategy, policies, procedures, practices, management standards, and performance;
- (xi) Oversee the integration of sustainability aspects into the Company business model, including the relevant key environmental, social, and governance performance indicators or metrics

- (xii) Review the general approach and examine the structure of the non-financial content in the Company's annual reports and of the sustainability report as well as the consistency with the principles of the adopted reporting standards
- (xiii) Review the Company's Materiality Matrix and Sustainability Plan, periodically assessing the achievement of the targets included in the Plan
- (xiv) Oversee the Company's inclusion in the main sustainability indexes and the evaluation of the Company by sustainability rating organizations, and
- (xv) Coordinate with the other Board Committees for specific sustainability aspects (e.g., reporting of risks together with the Audit Committee, sustainability targets in the Company Bonus Plan together with the Compensation Committee).

4. AUTHORITY AND RESOURCES

The ESG Committee shall have and may exercise all the powers and authority of the Board of Directors in connection with the review, approval, and implementation of the procedures hereinabove contemplated.

The ESG Committee shall report regularly to the Board of Directors regarding its actions and make recommendations to the Board of Directors as it considers appropriate. The ESG Committee reports annually to the Board of Directors how the duties of the ESG Committee were carried out in the financial year. In this report, the composition of the ESG Committee, the number of meetings of the ESG Committee and the main items discussed at such meetings are mentioned.

In performing its duties and exercising its authority, the ESG Committee may utilize the services of the appropriate personnel of the Company and its subsidiaries.

The ESG Committee shall have the resources, funding and authority, in its sole discretion and without the necessity of approval of the Board of Directors, to select, retain, and obtain the advice of external advisors, including a Governance consultant, outside legal counsel, or other advisors (each, an "Adviser"), through the Company's compliance officer or corporate secretary, as necessary or appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The ESG Committee shall be directly responsible for the appointment, nomination and oversight of the work of any Adviser it retains. ESG Committee should generally take into consideration the Adviser's independence in connection with the selection or advice of an Adviser.

The Company shall provide for appropriate funding, as determined by the ESG Committee, in its capacity as a committee of the Board of Directors, for payment of:

- (i) compensation to any Adviser engaged by ESG Committee; and
- (ii) ordinary administrative expenses of the ESG Committee that are necessary or appropriate in carrying out its duties.

The ESG Committee may form and delegate authority to subcommittees as and when the Committee considers appropriate.