

**ORGANIZATION, MANAGEMENT AND CONTROL MODEL
pursuant to Italian Legislative Decree No. 231/01 of Iveco Group N.V.
for the Italian Secondary Establishment**

**(adopted on April 3, 2025, in execution of the resolution of the Board of Directors of Iveco
Group N.V. of December 19, 2023)**

CONTENTS

SECTION I	6
THE DECREE 231 AND THE MODEL 231	6
1. Decree 231 and relevant legislation	6
2. The update of the Model 231 pursuant to Decree 231 and its function	8
3. Reference guidelines.....	8
SECTION II	9
THE SUPERVISORY BOARD	9
SECTION III	17
THE SYSTEM OF SANCTIONS	17
SECTION IV	21
THE ORGANIZATION AND CONTROL SYSTEM	21
SECTION V	25
GENERAL PRINCIPLES OF BEHAVIOUR.....	25

DEFINITIONS

- “Risk Activities”: activities within the Sensitive Process with respect to which the risk of committing Crimes may occur;
- “Instrumental Activities”: Activities instrumental to committing Crimes (in particular, corruption crimes);
- “CCSL”: Specific Collective Labour Contract of first level currently in force and applied by the Secondary Establishment;
- “Code of Conduct”: “Code of Conduct”: Code of Conduct of Iveco Group N.V.;
- “The Board of Directors”: the Board of directors of Iveco Group N.V.;
- “Consultants”: those who act in the name and/or on behalf of the Company (for its operations in Italy) on the basis of a mandate or another consulting relationship;
- “Recipients”: Board of directors, Employees, Service Companies, Third Parties;
- “Employees”: all the Employees of the Secondary Establishment (including managers);
- “Decree 231”: legislative decree No. 231 of 8 June 2001 as amended;
- “Suppliers”: all the Suppliers of goods and services (including outsourcers, contractors and subcontractors);
- “Group”: Iveco Group N.V. and the companies it directly or indirectly controls;
- “Privileged Information”: privileged information is any information having a precise character, which has not been made public, concerning, directly or indirectly, one or more issuers of financial instruments or one or more financial instruments which, if made public, could have a significant effect on the prices of the financial instruments or on the prices of connected derivative financial instruments;
- “IVG” or “Company”: Iveco Group N.V., a company incorporated organized under the laws of the Netherlands, having its corporate seat in Amsterdam, the Netherlands, its principal office and business address in Turin (Italy), at Via Puglia n. 35 and registered with the trade register of the Dutch Chamber of Commerce under number 83102701 and with the Turin Company Register under number 12520180014 as Italian branch. It is tax resident in Italy;
- “231 Group Guidelines”: guidelines approved by IVG for the adoption and update of the Organization Management and Control Model pursuant to Decree 231 in the Group Companies;

- "Reference Guidelines": guidelines for creating the Organization, Management and Control Models pursuant to Decree 231 approved by the Italian employers' federation, *Confindustria*, and 231 Group Guidelines;
- "Model 231": the organization, management and control model adopted by the Company for the Secondary Establishment;
- "Supervisory Board" or "SB": body in charge of monitoring the operation of and compliance with the Model 231 and its updating;
- "Corporate Bodies"; IVG's Board of Directors and Shareholders' Meeting;
- "P.A.": Public Administration, including its officials and the subjects tasked with public service;
- "Partners": natural or legal entities (temporary company associations - ATI, joint ventures, consortia, etc.), with which the Company reaches any form of partnership regulated by agreements or the contractual counterpart/s of IVG that work continuously together with the Company within the framework of Sensitive Processes;
- "Representative in charge of": representative in charge of the Secondary Establishment;
- "Sensitive Processes": company processes within which there is a risk of committing Crimes;
- "Crimes": Predicate Crimes defined by Decree 231;
- "Secondary Establishment": Italian Secondary Establishment of IVG, Via Puglia 35 Turin;
- "Service Company": Group Companies that perform service activities to the benefit of other Group Companies. ;
- "Third Parties": all the private subjects with which the Company has relationships (with regard to the Secondary Establishment), such as: Suppliers, Consultants, Partners;
- "TUF": Legislative decree No. 58 of 24 February 1998 (Consolidated text of provisions regarding financial brokerage).

SECTION I

THE DECREE 231 AND THE MODEL 231

1. Decree 231 and relevant legislation

Implementing the delegated power pursuant to Article 11 of Law no. 300 of 29 September 2000, Decree 231 was issued on 8 June 2001, headed "*Regulation of the administrative responsibility of legal persons, of Companies and associations, also without legal personality*". The decree came into force on 4 July of the following year, and adjusted the domestic regulation about the responsibility of legal persons to some international conventions, which Italy has adhered to for some time.

Decree 231 introduced for the first time in Italy the criminal responsibility of entities for certain crimes committed or attempted for personal interest or benefit by members of the company top management (the so-called subjects "in a top position" or simply "top positions") and by those who are subject to the direction or supervision by them (Article 5, clause 1, of Decree 231).

The administrative responsibility of the companies is separate from and is alongside the criminal liability of the natural person who committed the crime.

If the responsibility of the entity is confirmed, a financial penalty will always be imposed; for the most serious cases, also injunctions are possible, such as the suspension or annulment of licences and concessions, the prohibition on negotiating with the public administration, the prohibition on continuing the business, exclusion or revocation of loans and contributions, prohibition on advertising goods and services.

Decree 231 provides for a form of exemption from the administrative responsibility which comes into play if the entity proves that it adopted and effectively implemented, before the illegal act was committed, an appropriate organization and control Model 231 to prevent crimes of the kind that occurred, entrusting a body with independent powers of initiative and control (Supervisory Board) with the task of supervising the functioning of and compliance with the Model 231. In addition, the fact that the crime was committed by fraudulently circumventing the Model 231 and that there was no omitted or insufficient supervision by the Supervisory Board are also reasons for granting this exemption from responsibility.

At the date of approval of this Model 231, the following are the Predicate Crime categories:

- (i) crimes committed in relations with the Public Administration (Articles 24 and 25);
- (ii) computer crimes and the unlawful processing of data (Article 24-*bis*);
- (iii) organized crime offenses (Article 24-*ter*);
- (iv) crimes of forgery of money, legal tender, revenue stamps and identification instruments or marks (Article 25-*bis*);

- (v) crimes against industry and commerce (Article 25-*bis*.1);
- (vi) corporate crimes (Article 25-*ter*);
- (vii) crimes related to terrorism or subversion of the democracy order (Article 25-*quater*);
- (viii) practices of female genital mutilation (Article 25-*quater*.1);
- (ix) crimes against the individual (Article 25-*quinquies*);
- (x) market abuse crimes(Article 25-*sexies*);
- (xi) cross-border crimes (introduced by Law no. 146 of 16 March 2006)³;
- (xii) crimes of manslaughter and actual or grievous bodily harm through violating the rules on occupational health and safety protection (Article 25-*septies*);
- (xiii) crimes of receiving stolen goods, money laundering and the use of money, goods or assets of illegal origin, as well as self-laundering (Article 25-*octies*);
- (xiv) crimes regarding other means of payment than cash and fraudulent transfer of valuables (Article 25-*octies*.1);
- (xv) crimes related to copyright infringement (Article 25-*novies*);
- (xvi) crime of inducing to refrain from making statements or to make false statements to the judicial authority (Article 25-*decies*);
- (xvii) environmental crimes (Article 25-*undecies*);
- (xviii) crimes of employment of third-country nationals not legally resident (Article 25-*duodecies*);
- (xix) racism and xenophobia (Article 25-*terdecies*);
- (xx) fraud in sports events, illegal gaming or betting and gambling performed by means of prohibited equipment (Article 25-*quaterdecies*);
- (xxi) tax offences (Article 25-*quinquiesdecies*);
- (xxii) smuggling and excise offences (Article 25-*sexiesdecies*);

³ The “cross-border” requisite applies when the crime is punished with imprisonment of no less than a maximum of four years, if an organized criminal group is involved and: it is committed in more than one country; or it is committed in one country but a substantial part of its preparation, planning, direction or control takes place in another country; or it has been committed in one country, but an organized criminal group engaged in criminal activities in more than one country is implicated; or it has been committed in one country but has substantial effects in another country.

- (xxiii) crimes against the cultural heritage (Article 25-*septiesdecies*);
- (xxiv) recycling of cultural assets and devastation, plundering of cultural and landscape assets (Article 25-*duodevicies*).

For the description of the individual cases, reference is made to the more extensive description in **Annex B** to this Model 231.

2. The update of the Model 231 pursuant to Decree 231 and its function

IVG has its principal place of business at the Secondary Establishment which is IVG's Italian Branch carrying out holding activities with respect to the Group subsidiaries and also providing certain services.

The adoption of the Model 231, which took place by resolution of the Board of Directors, has been considered a significant opportunity to implement an "active" prevention of Crimes, by strengthening the internal control system, and the distribution of appropriate ethical/behavioural principles.

The Model 231 defines – consistent with the Code of Conduct– the rules and procedures that must be followed by all the Recipients, i.e. people who, like Employees, Board of Directors, Service Companies, Consultants and Partners, work on behalf of or to the benefit of IVG (with reference to the Secondary Establishment and operations in within the framework of the Sensitive Processes as regards the committing of Predicate Crimes under Decree 231.

3. Reference guidelines

The preparation and updating of this Model 231 drew inspiration from the Confindustria Guidelines and 231 Group Guidelines.

It remains understood that the Model 231, which must be drafted with reference to the actual situation of the Secondary Establishment, can deviate from 231 Group Guidelines, which, by their nature, are general.

SECTION II

THE SUPERVISORY BOARD

1. Identification of the Supervisory Board: appointment, term and revocation

According to Decree 231, the body to which the task is assigned to supervise the operation and compliance with the Model 231, as well as updating it, must be a body in the Company provided with autonomous powers of initiative and control (Article 6. 1, *b*) of Decree 231).

Confindustria Guidelines suggest that this is a Company body different from the Board of Directors, characterized by autonomy, independence, professionalism and continuous action, as well as integrity and no conflicts of interest. It must also be endowed with powers of initiative and control over the Company's activities, without having managerial and/or administrative powers.

Therefore, IVG has appointed for its Secondary Establishment a Supervisory Board (SB), which has been tasked with supervising the operation, effectiveness of and compliance with the Model 231, and to report any updating opportunities.

The SB has various members.

Members of the SB are subjects who are deemed to be the most appropriate to take that role, according to the following requirements drafted in line with the provisions of Decree 231, the Guidelines and jurisprudence on this matter:

- **autonomy and independence.** The most appropriate solution to ensure the autonomy of control from any form of interference and/or influence by any element of the Company appears to be to include the Supervisory Board in the highest position possible in the hierarchy and to have it report solely to the top positions. It is also fundamental that the Supervisory Board does not carry out any operational tasks, i.e. is not directly involved in management activities which are the object of its control activity;
- **integrity.** In particular, the Supervisory Board members have not received any criminal judgement, even if not become final, of condemnation or plea agreement for crimes that result in the disqualification from holding public office or which are among those mentioned by Decree 231;
- proven **professionalism.** The Supervisory Board shall have specific abilities regarding inspection and consulting activities, and sufficient technical and professional skills to perform the functions of analysis of control systems and of legal and criminal type: taking into account that the regulation in this respect refers substantially to criminal matters and that the activity of the Supervisory Board aims at preventing the committing of crimes, it is essential that the individual cases are known, which can be assured to the Supervisory Board also by using company employees or external consultants. As to, for example, matters of occupational health and safety protection, the Supervisory Board shall make use of all the resources activated for the management of the relevant aspects (Manager of the prevention and protection service – RSPP; person in charge of the prevention and

protection service – ASPP; workers’ safety representative RLS; company doctor, etc.);

- **continuity of action;** The Supervisory Board continuously performs the necessary activities for the supervision of the Model 231 with the necessary commitment and powers of investigation; it is in charge of implementing the Model 231 and ensures that it is constantly updated; it does not carry out any operational task that may affect and undermine the general vision on the company activity that is required from it;
- **availability of organizational and financial means** necessary to perform its functions. The independence of the Supervisory Board is, moreover, ensured by an adequate allocation of financial resources so that it can dispose of them for any needs necessary for the proper performance of its duties (e.g. specialized consultancy).

The definition of the aspects regarding the continuous action of the Supervisory Board, such as scheduling activities, writing the minutes of the meetings and the regulation of information flows from the company structures, is up to the Supervisory Board, which can regulate its own internal operations by means of a specific regulation of its activities (determination of the time frequencies of controls, defining analysis criteria and procedures, etc.).

The appointment of the Supervisory Board and the revocation of its mandate fall under the competence of the Board of Directors, with the latter having the faculty to delegate the Company’s legal representatives to proceed with the necessary replacements in the event of the resignation of the Supervisory Body and/or organizational changes, reporting to the Board of Directors itself, which must ratify the possible new appointment.

The term of the SB has a duration of 2 years and the Board of Directors has the faculty to establish a shorter mandate. At the end of the term, the SB can continue to carry out its functions and to exercise its own powers, as better specified below, until its renewal by the Board of Directors.

The members of the SB can also be reappointed at the end of the term.

The members of the Supervisory Board must immediately inform the Board and the other members of the Supervisory Board in case of any events, which prevent them from performing their task.

The following are cases of automatic ineligibility: taking executive or delegated tasks in the Board of Directors or the charge of Representative; owning significant shareholdings (10% or more) in the IVG capital; the absence of the integrity requisites, any subsequent inability and death; without prejudice to the assumptions of automatic forfeiture, the members of the Supervisory Board cannot be revoked, except for just cause.

The following are assumptions of just cause for revocation:

- a) a conviction sentence of the Company pursuant to Decree 231 or a plea bargain sentence that has become final, where the omitted or insufficient supervision by the Supervisory Board, under Article 6, clause 1, lett. d) of Decree 231; as been entered into the case file documents;
- b) non fulfilment of confidentiality obligations of SB;
- c) failure to attend more than three consecutive meetings without a justified reason;
- d) gross negligence in the fulfilment of their tasks;
- e) in case of subjects inside the Company, their resignations or dismissals.

In addition, the ascertainment of the commission of conduct sanctioned pursuant to Article 21 of Legislative Decree 24/2023 by a member of the Supervisory Body may constitute grounds for the revocation of the mandate.

In case of resignations or automatic forfeiture of a member of the Supervisory Board, the member shall promptly inform the Representative in charge and the Board of Directors, which will take the necessary decisions without delay.

The Supervisory Board is considered lapsed if the majority of its members are missing owing to resignations or other causes. In such a case, the Board of Directors appoints new members informing the Representative in charge.

2. Functions and powers of the Supervisory Board

The Supervisory Board is given the task to supervise:

- compliance with the Model 231 by the Recipients;
- the effectiveness and adequacy of the Model 231 in relation to the Company structure and the actual ability to prevent crimes being committed;
- whether the Model 231 should be updated as a result of changes in the Company and/or the regulations.

For this purpose, the Supervisory Board is ensured free access – in all departments operating for the Secondary Establishment, without requiring prior consent – to any information, data or company document which is considered relevant for performing its tasks, and must be constantly informed by the management: a) on aspects of the company activity that may expose IVG (Secondary Establishment) to the risk of committing one of the Crimes; b) on relationships with Third Parties (for example, Service Companies, Consultants, Partners, etc.) which act in areas where Sensitive Processes are involved; c) on extraordinary transactions of the Company.

In particular, the Supervisory Board:

- investigates company operations for the purposes of updating the map of Sensitive Processes;

- checks compliance with the methods and procedures defined by the Model 231 and detects any behavioural deviations that may emerge from the analysis of information flows and from reports that the managers of the various departments are obliged to make;
- collects, processes and stores relevant information regarding compliance with the Model 231, and updates the list of information that must be sent or made available to it;
- coordinates with the corporate departments (also by means of specific meetings) for the best monitoring of the activities regarding the procedures defined in the Model 231 and to assess the adequacy and the needs to update the Model 231;
- monitors regulatory and case law innovations with respect to “231”;
- submits proposals to the management body for any changes and/or additions that may become necessary as a consequence of significant violations of the Model 231’s provisions, significant changes in the Secondary Establishment setup and/or of the methods of performing the business operations, as well as regulatory changes;
- periodically carries out targeted verifications on specific operations or specific deeds implemented by IVG (Secondary Establishment), especially with respect to Sensitive Processes, the results of which must be summarized in a specific report to be presented at the reporting stage to the Representative in charge;
- reports to the management body the ascertained Model 231 violations that may lead to liability for the Company and coordinates with the company management to evaluate applying disciplinary sanctions, without prejudice to the competence of the latter to impose the sanction and the relevant disciplinary measure;
- coordinates with the head of the department in charge of Human Resource management to define training programmes for personnel and the content of periodical communications to Employees and to the Corporate Bodies, aimed at providing them with the necessary awareness and basic knowledge of the regulations as per Decree 231;
- initiates and performs internal investigations, liaising when necessary with the organizational functions concerned, to acquire further investigation elements (e.g. with the Legal, Compliance & Corporate Governance department, with the Internal Audit department – IVG –, etc.);
- periodically checks, with the support of the other competent functions, the system of delegations and powers in force and their consistency with the entire organizational communication system (these are the Company’s internal documents with which proxies are granted) recommending any changes if the management power and/or qualification does not correspond to the representation powers given to the proxy-holder or in case of other anomalies;
- indicates to the management the appropriate additions to the management systems of incoming and outgoing financial resources, already present in the

Secondary Establishment, to introduce solutions able to detect the existence of any financial flows characterized by greater margins of discretion than would be normally expected.

3. Information flows from the Supervisory Board

The Supervisory Board reports on the implementation of the Model 231 and the emergence of any critical issues.

The Supervisory Board has two reporting lines:

- the first, to the Representative in charge (who in turn reports to the Board of Directors), reporting at least annually on the activities performed (checks carried out and their outcomes, specific verifications and their outcomes, etc.) and the activity plan for the following year;
- the second, where necessary, to the Board of Directors. With this reporting line, the Supervisory Board could, for example, give impetus to updating the 231 Guidelines.

The Representative in charge has the right to summon the Supervision Body at any time; the Supervision Body, in turn, has the right to request, through the relevant departments and subjects, summoning of the aforesaid bodies in case of urgency.

4. Information flows to the Supervisory Board

As is provided for by the Confindustria Guidelines and by best practices, information flows to the Supervisory Board refer to the following information categories:

- **specific information flows** regarding current or potential critical issues which should be immediately communicated to the SB (as described below);
- **periodical information** regarding many different aspects about which it is appropriate that the SB receives information with a defined frequency – usually annual, half-yearly or on occurrence of the event – to perform monitoring activities on compliance with the rules of behaviour included in the Model 231, (as better described in the “**Flow Tables**” regarding each Sensitive Process).

The SB can discuss and compare notes with the supervisory boards of the other Group Companies in order to encourage the best synergies among them by means of specific information flows and periodical meetings between them.

5. Specific information flows

Specific information flows towards the SB from the Recipients of the Model 231 or third parties deal with current or potential critical issues and may include the following:

a) news regarding occasional critical issues with respect to which immediate information to the Supervisory Board is appropriate. The information obligation includes:

- decisions and/or news coming from the Judicial Authority, or from any other Authority, from which it can be inferred that investigations/inspections concerning IVG (Secondary Establishment) are taking place, also against unknown persons, for administrative crimes or offences pursuant to Decree 231;
- requests for legal support by managers and/or Employees if court proceedings for crimes included in Decree 231 have been initiated;
- news regarding the actual implementation, at all company levels, of the disciplinary system included in the Model 231 with specific evidence of the disciplinary measures implemented and of any sanctions imposed, or the decisions to dismiss these proceedings with the relevant motivations, with exclusive reference to proceedings concerning a violation of the Model 231;
- reports and documents from which elements may emerge which are critical with respect to the compliance with the provisions of Decree 231;
- the possible existence of situations of conflict of interest between one of the Recipients and IVG (Secondary Establishment).

b) information from any source, regarding the possible committing of crimes or violations of the Model 231.

The information obligation includes:

- the committing of Crimes or performing acts enabling them to happen;
- the committing of administrative offences;
- behaviours not in line with the Model 231 and/or Code of Conduct and their protocols;
- changes or gaps in the procedures in the context of Sensitive Processes;
- non-compliance with company procedures with respect to Sensitive Processes;
- changes or failings in the company structure;
- transactions which show risk profiles for committing Crimes.

The SB assesses the reports received and determines any measures, possibly listening to the author of the report and/or the person responsible for the alleged violation and/or any other subject it may deem useful, motivating each conclusion reached in writing.

In order to facilitate the flow of reports and information to the SB, a Supervisory Board email box is created, specifically communicated to all Recipients.

6. Information collection and storage

Information, notifications and reports provided for by this Model 231 are kept by the Supervisory Board in a specific database (IT or paper) for a period of 10 years, in compliance with confidentiality and the privacy regulation.

For the collection and storage of information related to a report transmitted in compliance with Legislative Decree 24/2023 (as indicated in the following paragraph 7), the rules established by said decree must be observed, which provide for storage for no longer than five years.

7. System for reporting violations (whistleblowing)

The Group, in compliance with Legislative Decree No. 24 of March 10, 2023, has updated its communication channels, previously established, by means of which Employees, Board of directors, Service Companies, Consultants and Partners, as well as any other subject operating within the corporate context, can report any violations of the Law, the Model 231, Code of Conduct or IVG policies, of which they have become aware within the context of their current or past work.

In particular, anyone who intends to report a violation (or alleged violation) of the Model 231, in line with that established by the Code of Conduct, can refer to the “*Corporate Policy on Free Expression and Management of Reports*”, available on the company intranet site and on the Group Internet site.

According to the policy adopted by the Group, reports can be submitted, also anonymously, through *Compliance Helpline* service, accessing the following link www.ivecogroupcompliancehelpline.com

Therefore, in order for the report to be managed in accordance with the Whistleblowing Decree, the whistleblower must submit it in compliance with and as indicated in the Corporate Policy on Free Expression and Management of Reports. Otherwise, the whistleblower’s communication will be handled as an “ordinary report”/information flow.

Whistle-blowers in good faith as well as any possible facilitators are guaranteed against any form of retaliation, discrimination or penalty and against any conduct aimed at violating the protective measures established in their favour, as is defined in the Code of Conduct in the “Anti-retaliation policy” adopted by the Group and, in any case, the confidentiality of the whistle-blower’s identity and the information provided are guaranteed, without prejudice to legal obligations and the protection of the rights of the IVG or of persons accused in bad faith.

Anyone who intentionally or with gross negligence makes a false or unfounded report and anyone who attempts retaliation against the person who reported a violation or who violates the protection measures implemented to the whistle-blower’s benefit will be subject to disciplinary measures, in line with that established in Section II of this Model 231, as well as administrative sanctions by ANAC in compliance with the provisions of Legislative Decree 24/2023.

The Supervisory Board will be notified, in compliance with the confidentiality obligations provided for by the Whistleblowing Decree, by the Legal, Compliance & Corporate Governance department about the outcomes of the investigations carried out on reports of violations of the Model 231 and/or of the Code of Conduct, which have proved to be founded, and/or the measures taken.

SECTION III

THE SYSTEM OF SANCTIONS

1. Function of the sanctioning system

The definition of a disciplinary system and sanctions (commensurate to the violation and acting as deterrence), applicable in the case of violating the rules according to this Model 231, represents, pursuant to Article 6, clause 1, of Decree 231, an essential requirement of the Model 231.

The behaviours of the Company's personnel and Third Parties that do not comply with the principles and rules of conduct prescribed in this Model 231 – including the Group Code of Conduct, the Group Anti-Corruption Policy, and the internal procedures and regulations adopted by the Company, which are an integral part of the Model 231 – constitute a contractual violation. On this basis, the Company will adopt, towards:

- Any employees hired by the Company under a contract governed by Italian law and the relevant national collective agreements, the sanctioning system established by the Company's Disciplinary Code and the applicable laws and contractual regulations;
- Employees of other Group companies who, under a secondment arrangement, carry out their professional activity at the Company, the appropriate measures to ensure that the competent structures of their home companies apply the sanctioning system established by their respective Disciplinary Codes and the applicable laws and contractual regulations;
- Third Parties, the sanctioning system established by the contractual provisions in force between the Company and the same Third Parties, as well as the legal provisions governing the matter.

Sanctioning measures against employees seconded from other Group companies are the responsibility of their home company.

The type and extent of each of the established sanctions will be applied, in accordance with the referenced regulations, taking into account the degree of recklessness, incompetence, negligence, fault, or intentionality of the conduct related to the action/omission, as well as any recurrence, the work activity carried out by the individual concerned, and their functional position, along with all other specific circumstances that may have characterized the event.

The application of the sanctioning system is independent of the conduct and outcome of any criminal proceedings, as the principles and rules of conduct imposed by the Model 231 are adopted by the Company in full autonomy and independently of any potential crimes that certain behaviours may constitute, which fall under the jurisdiction of the Judicial Authority.

Pursuant to the regulations on whistleblowing and with reference to any Recipient of the Model 231, it is specified that, among the punishable behaviours, violations of the

protective measures for whistleblowers, the intentional or grossly negligent submission of reports that prove to be unfounded, as well as other behaviours specified in Legislative Decree 24/2023, must also be considered.

2. Violations of the Model 231 and related sanctions

The following behaviours are violations of the Model 231 and are punishable:

- adoption, in carrying out Risk/Instrumental Activities, of behaviours clearly in violation of the provisions of this Model 231, such to determine the concrete application against IVG (Secondary Establishment) of the sanctions defined by Decree 231;
- violation of internal procedures defined by this Model 231 or adoption, in carrying out Risk/Instrumental Activities, of behaviours not compliant with the provisions of the Model 231;
- the violation of measures to protect the whistle-blower, or presenting, maliciously or with gross negligence, reports that prove to be unfounded, as well as any other violation of the rules and provisions set forth in the procedure on Whistleblowing;
- continuing, also by negligence, imprudence or inexperience, behaviours in violation of the Model 231.

Sanctions and any request for damages shall be commensurate to the level of responsibility and autonomy of the employee and the manager, the existence of previous disciplinary actions against the employee / executive, the intentionality of the conduct and its seriousness, meaning the level of risk to which the Company (Secondary Establishment) can reasonably consider to be exposed – pursuant to and for the purposes of Decree 231 – following the censured conduct.

It is emphasized that the failure to comply strictly with the rules contained in the Model 231 constitutes a factor in professional evaluation that may have an impact on career progression or compensation (with particular regard, for example, to any variable/incentive-based component of remuneration) concerning all Employees (including executives).

The system of sanctions is subject to constant verification and assessment by the Supervisory Board and the Head of the department in charge of managing Human Resources, and the latter remains responsible for the concrete application of the disciplinary measures defined herein following a report by the Supervisory Board and after hearing the hierarchical superior of the author of the censured conduct.

3. Measures against Employees

Behaviours in violation of this Model 231 by Employees subject to the Labour specific collective contract are a disciplinary offence.

Workers can be subject to the measures – in compliance with the procedures defined by Article 7 of Law no. 300 of 20 May 1970 (Workers' Statute) and any special

applicable regulations – defined by the sanctioning system of the Collective contract above, and precisely:

- oral reprimand;
- written reprimand;
- a fine not higher than three hours of hourly remuneration calculated on the basic pay;
- suspension from work without pay up to maximum three days;
- dismissal.

All the provisions of the Collective Contract, referred to below, remain unchanged:

- the obligation – with respect to the application of any disciplinary measure – to first notify the employee of the charge and listening to their defence;
- the obligation – except for the oral reprimand – that the notification is made in writing and that the decision is issued only after 5 days from the notification of the allegation (during which the employee can present their justifications);
- the obligation to give reasons to the employee and communicate in writing the imposition of the measure.

As to the detection of infringements, disciplinary measures and the imposition of sanctions, the powers already granted to the company management, within the limits of the relevant competence, remain unchanged.

4. Measures against managers

When violations of the Model 231 (indicated in paragraph 2) are committed by Managers, the relationship of trust may end, with application of the most appropriate sanctions, in compliance with that provided for by Article 2119 of the Italian Civil Code and by the Labour Collective Contract for managers applied.

5. Measures against Directors and Representative in charge

In case of violations of the Model 231 (indicated in paragraph 2) by the Representative in charge of by one or more members of the Board of Directors, the Supervisory Board informs the Board of Directors, and they will take the most appropriate measures.

6. Measures against Third parties

Violations of the Model 231 (as indicated in paragraph 2) by Third Parties, which may entail the risk of committing one of the offenses for which the Decree is applicable, will result, in accordance with the specific contractual clauses included in engagement

letters or convention agreements, in the early termination of the contractual relationship. This is without prejudice to the further right to compensation should such behaviours cause concrete damage to the Company, such as in the case of the application of the sanctions provided for by the Decree by the Judicial Authority.

7. Measures against the Supervisory Board and other subjects

In case of violations of the Model 231 (indicated in paragraph 2) by one or more members of the Supervisory Board, the other SB members (in case of collegial body) shall immediately inform the Representative in charge and, if need be the Board of Directors through the Representative in charge. The Board of Directors will then take appropriate measures, among which, for example, the revocation of the appointment to the SB members who have violated the Model 231 and the subsequent appointment of new members replacing them or revoking the office to the entire board and the subsequent appointment of a new SB

SECTION IV

THE ORGANIZATION AND CONTROL SYSTEM

A. The organization and control system

The organization system of IVG (Secondary Establishment) must fulfil the fundamental requirements of formalization and clarity, communication and separation of roles, in particular with respect to assigning responsibilities, representation, and definition of the hierarchical lines and of the operational activities.

The internal control system is a set of rules, procedures and organizational structures whose purpose is to monitor compliance with strategies and to achieve the following purposes:

- effectiveness and efficiency of company processes and transactions (administrative, commercial, etc.);
- quality and reliability of economic and financial information;
- compliance with laws and regulations, company rules and procedures;
- protecting the value of company assets and the company's heritage and protection from losses.

Consistently with the adoption of its own system of administration and control, the main subjects currently in charge of processes of control, monitoring and supervision in IVG (Secondary Establishment) are:

- Board of Directors of IVG;
- Representative in charge
- Supervisory Board;
- Internal Audit of IVG;
- Legal, Compliance & Corporate Governance of IVG;

IVG procedures are characterized by the following elements:

- separation, within each process, between the subject who initiates it (decision-maker), the subject that performs and concludes it and the subject who controls it;
- written tracking of each relevant step in court;
- adequacy of the formalization level.

Intragroup relationships for providing or receiving services in the Group are regulated by specific service contracts. These contracts include roles, responsibilities, times and essential features of the services and the criteria according to which the entities

that perform them charge the costs and burdens incurred for their performance. Lastly, these contracts include a commitment to comply with the principles of organization, management and control able to prevent the commission of the offences pursuant to Legislative Decree no. 231/01, by the contracting Company.

B. Integrated compliance

IVG adopted a set of organisational governance and control tools to support the integrated compliance, which it has implemented and that can be summarized as follows:

Code of Conduct

The Code of Conduct expresses the ethical principles that the Group – and, as a consequence, IVG and the Secondary Establishment – acknowledges as its own and to which it calls for compliance by all those who work to achieve the objectives of the Group Companies.

System of procedures

The system of procedures includes the set of rules (Guidelines and procedures), including those of the Group, that regulate responsibilities and methods of performing the activities and the stages that make up company processes.

Sustainability Disclosure

Annually, a disclosure on the Group's sustainability aspects is published, prepared in accordance with the main international sustainability reporting standards (e.g., GRI Standards, SASB, ESRS).

In the relevant section of the Annual Report, various environmental, social, and governance aspects are presented.

Anticorruption policy

IVG adopts a Group Anticorruption Policy, which calls on the Recipients to fully comply with national and international regulations on the prevention and fight against corruption.

When conducting its business, every Company of the Group must take an approach of prevention and repression of any corruption event (whether or not it is relevant to Legislative Decree 231/2001).

Therefore, anyone who works at the Secondary Establishment, or in its name and on behalf of IVG, with reference to the Secondary Establishment operations, must carry out their activity responsibly, avoiding any improper use of the instruments, resources and economic means assigned to them in an attempt to pursue their own or the company's interest by resorting to corrupt practices.

Risk Management System (RMS)

The RMS enables to map, assess and direct actions to mitigate and control internal and external risks in line with the company's risk appetite in pursuing its business objectives.

Tax risk control system (Tax Control Framework)

The Group operates by means of a system that enables it to assess and mitigate the "tax risk" (construed as the risk of operating in violation of tax rules or in contrast with the principles or purposes of tax law) and strengthen such monitoring.

The principles underlying the Company's tax conduct are established by the Group's Tax Strategy, which defines the guidelines to be referred to in order to ensure the integrity and reputation of the Group, as well as to guarantee a consistent approach in conducting business and managing tax risks.

The implementation of the Tax Control Framework precedes the adherence to the cooperative compliance regime, regulated by Legislative Decree 128/2015, to which the Company was admitted on December 4, 2023, with effect from the 2022 tax period. Admission to this regime allows for initiating proactive dialogue with the Revenue Agency on uncertain and controversial tax positions, aiming to reach a common assessment of the business choices underlying tax uncertainty, anticipating and resolving tax authority inspections.

Rules, procedures and principles included in the above-mentioned instruments – even where not detailed in this Model 231 – are part of the broader organization and control system that it intends to supplement and are suitable to apply also as Crime prevention measures and as control instruments about the Sensitive Processes defined in this Model 231.

C. The system of delegations of powers and proxies

In principle, the system of delegations of powers and proxies must be characterized by "security" elements for the prevention of Crimes while, at the same time, enabling the effective management of the company's business.

"Delegation" is construed as an internal deed to assign functions and tasks, reflected in the system of organizational communications.

"Proxy" is construed as the unilateral legal deed with which the Company assigns representation powers with respect to third parties.

Those in a company department who need representation powers to perform their tasks, receive a "proxy" of appropriate extension and in line with the management powers and functions assigned to the holder by means of a "delegation".

The system of delegations of powers and proxies is governed by a specific document ("Iveco - Delegation of Authority") which in particular deals with:

- levels of approval to authorize expenses (i.e. financial delegation);

- the assignment of decision-making authority for relevant processes (decision-making process) to define organizational activities within the different company areas.

SECTION V

GENERAL PRINCIPLES OF BEHAVIOUR

1. Relations with Third Parties

Relations with Third Parties with respect to Sensitive Processes and/or Instrumental and Risk Activities must be characterized by maximum correctness and transparency, compliance with legal regulations, with the Code of Conduct, with this Model 231 and with internal procedures, as well as with specific ethical principles on which the Secondary Establishment business is founded.

The selection of Third Parties and the management of their relations are regulated by specific company procedures, in compliance with the following general principles of behaviour:

- verify the commercial and professional reliability (for example by means of ordinary certifications at the Chamber of Commerce to ascertain the consistency of the business carried out with the services required by the Secondary Establishment, self-certification pursuant to Presidential Decree 445/00 regarding any pending charges or sentences issued to them);
- select on the basis of the ability to offer quality, innovation, costs and sustainability standards, with particular reference to respect for human rights and workers' rights, the environment, principles of legality, transparency and correctness in business (also by acquiring its specific certifications on quality);
- avoid any commercial and/or financial transaction, directly or by means of a third party, with either natural or legal persons whose names are involved in investigations by judicial authorities for Crimes and/or have been reported by European and international organizations/authorities in charge of their prevention of terrorism, money laundering and organized crime;
- avoid contractual relationships with subjects – natural or legal persons – with registered office or residence or who have any connection with Countries (so-called “black list”) considered as non-cooperative as they do not comply with the standards of international law and the recommendations expressed by FATF-GAFI (Financial Action Group against money laundering) and by other international organizations (e.g. EU);
- only pay remunerations on being provided with appropriate justification within the context of the established contractual relationship or with respect to the type of task to be carried out and the practices in force locally;
- no payment can be made in cash and, in case of an exception, payments must be properly authorized. In any case, payments must be made as part of specific administrative procedures, documenting their references and traceability of the expense;
- with reference to financial management, the Secondary Establishment performs specific procedural checks and follows with particular care flows that

do not fall within the typical processes of the company and are therefore managed in a spontaneous and discretionary manner. These checks (e.g. the frequent reconciliation of accounting data, supervision, separation of tasks, especially between procurement and financial activities, an effective documentation system for the decision-making process, etc.) aim at preventing the creation of hidden reserves.

Furthermore, relationships between the Secondary Establishment and Third Parties must be defined in writing in all their terms and the relevant contracts must include standard clauses (so-called “**231 Clauses**”) with which:

- the Third Parties state that they know the Model 231 and the Code of Conduct adopted by the Secondary Establishment, undertake to comply with them to the extent applicable to them, possibly that they too have adopted a similar code of conduct or organizational Model 231 and that they have never been involved in judicial cases regarding the crimes included in the Model 231 and in Legislative Decree no. 231/01 (or if they have been, they must in any case declare it for the purpose of greater attention by the Secondary Establishment in case a relationship is established);
- the Third Parties state they have never received convictions or sentences imposing the penalty requested by the parties pursuant to Article 444 of the Italian criminal code, for one of the Crimes and undertake, in case a criminal proceeding is started against them for relevant events pursuant to Decree 231, to promptly inform the Secondary Establishment;
- the consequences of the violation of the rules referred to in the Model 231 and the Code of Conduct are regulated (i.e. express termination clauses, penalties, etc.).

2. The management of financial resources

Article 6, clause 2, lett. c) of Decree 231 provides that models include “*methods for managing financial resources suitable to prevent committing crimes*”.

The process of managing financial resources relates to incoming and outgoing monetary and financial flows that can be included in the following groups:

- **ordinary flows**, connected to activities/operations such as purchases of goods and services, sale of products or other company assets, purchases of licences, financial, tax and social security charges, payment of wages, etc.;
- **extraordinary flows**, connected to financial transactions such as purchasing and selling shares, bonds and financial instruments representing them.

In particular, in compliance with the principles of transparency, verification and reference to company operations, the process of managing financial resources must include:

- planning, by the individual departments, the financial requirement for the period, also taking into account investments regarding hygiene and safety, the

environment and IT security. In any case, planning must include all the investments and expenses necessary to ensure full compliance with applicable regulatory standards and internal procedures;

- verifying the correspondence between the amount indicated in the order/contract and the actual amount of the payment made.

Confindustria Guidelines recommend the adoption of mechanisms to define procedures for the decisions that enable documenting and checking the various stages of the decision-making process and preventing the inappropriate management of the organisation's financial resources.

In particular, the control system regarding the process of managing financial resources must be based on the principles described below:

- separation of the roles of the subjects active in the various stages/activities of the process;
- request of the payment order to fulfil the obligation duly formalized;
- check that the payment has been made;
- final reconciliations;
- existence of authorization levels for the payment request and for the relevant order, articulated according to the nature of the transaction (ordinary/extraordinary) and the amount;
- existence of a systematic information flow that ensures the constant alignment between proxies, operational delegations and authorization profiles included in the IT systems.

Following the above-mentioned criteria, Secondary Establishment has adopted specific regulation procedures for administrative processes.

Also, with reference to some Sensitive Processes defined in Section VI of this Model 231, Secondary Establishment has specific principles of behaviour and information flows to the SB that also deal with methods to manage financial resources.