

<p><b>Company</b> Iveco Group</p>	<p><b>CONFLICTS OF INTEREST - COMPANY POLICY</b></p>		
<p><b>Function</b> Legal, Compliance and Corporate Governance</p>	<p><b>Version</b> 1.0</p>	<p><b>Effective Date</b> November 2024</p>	<p><b>Pages</b> 5</p>

**Key Points to Remember:**

- We must always act in the best interests of Iveco Group and our personal interests must not influence, or appear to influence, our judgment when we are engaged in Company activities.
- Conflicts of Interest arise and are not necessarily a problem.
- Transparency is critical and we must disclose Conflicts of Interest to the Company.
- Most Conflicts of Interest are easily managed, or their risks mitigated.
- The process for disclosing Conflicts of Interest is simple, confidential, and fair.

**Scope:** All directors, officers and employees (including temporary workers) of Iveco Group N.V. and its subsidiaries (“**Iveco Group**” or “**the Company**”) must follow this policy.

This policy also applies to all those engaged in activities on behalf of the Company (for example, contractors, consultants or agents).

If we engage a contractor, consultant, agent or other third party to engage in activities on behalf of or in the interest of the Company, we must make them aware of this Policy and of the Company’s expectations that they will comply with the principles set out in this Policy.

**Purpose:** This Policy:

- explains what we mean by a Conflict of Interest
- outlines why it is important to disclose Conflicts of Interest
- gives examples of Conflicts of Interest that typically arise
- provides guidance on how to disclose a Conflict of Interest

## **Why this Policy is important for the Company:**

***Living by Our Values*** - We make fair and objective decisions.

***Mitigating Risks*** - A Conflict of Interest can create an unconscious bias. Disclosing the situation and involving others is necessary to ensure fair and objective decisions are made, and to protect our, and the Company's, integrity and reputation.

***Preserving Our own Reputation*** - For individuals, undisclosed Conflicts of Interest can create misperceptions, misunderstandings and ultimately affect the trust of colleagues and third-parties.

***Preserving the Company's Reputation*** - For Iveco Group, Conflicts of Interest can lead to serious consequences: the objectivity of decisions, the quality of product and services, or even the integrity of the Company's governance, may all be questioned.

## **Definitions:**

### ***Close Personal Relationships***

Close Personal Relationships include business associates, close friends, domestic partners and close relatives, i.e. wife; husband; partner; your or their parents and stepparents; children and stepchildren; sisters and brothers, stepsisters and stepbrothers; nieces and nephews; aunts and uncles; grandparents; grandchildren; and in-laws.

### ***Company or Iveco Group***

Iveco Group N.V. and its direct and indirect subsidiaries.

### ***Conflict of Interest***

A situation in which a Personal Interest interferes with, or may appear to interfere with, the interests of Iveco Group.

### ***Personal Interest***

Any financial, family, or professional interest that influences a person, directly or indirectly.

## **Key Principles:**

### ***Conflicts of Interest***

You must disclose Conflicts of Interest to the Company.

Regularly consider whether you have a Conflict of Interest that you need to disclose. It is not possible to define all situations that may create a Conflict of Interest, so each situation must be evaluated individually. However, some of the more common conflicts include the following:

- A ***personal workplace relationship*** that could give rise to a Conflict of Interest, for example:
  - You are involved in a decision to hire someone in a Close Personal Relationship.
  - You are in a position to influence an employment decision relating to someone in a Close Personal Relationship (e.g. performance assessment, promotion, compensation, work allocation).
  - Someone in a Close Personal Relationship is employed by a supplier, customer, dealer, distributor, contracting party or competitor of the Company.
  - Someone in a Close Personal Relationship is involved in a tender bid where you have sensitive information about the tender.
  
- A ***financial interest*** that could give rise to a Conflict of Interest, for example:
  - You, or someone in a Close Personal Relationship, owns a significant stake in a supplier, customer, contracting party or competitor.
  - You, or someone in a Close Personal Relationship, has a significant investment in a Company supplier, customer, contracting party or competitor.
  - You have a financial involvement with an employee or representative of, or someone having a significant investment/stake in, a Company supplier, vendor, customer, contracting party, partner, subcontractor, or competitor with whom you regularly come in contact while performing Company business.
  - You, or someone in a Close Relationship, have a significant involvement in an association, foundation or sports club requesting sponsorship or philanthropy from the Company.
  
- An ***outside position*** that could give rise to a Conflict of Interest, for example:
  - You have a secondary role that could interfere with your role at Iveco Group, or involves a Company supplier, customer, contracting party or competitor.
  - You hold an advisor or consultant role that could interfere with your role at Iveco Group, or involves a Company supplier, customer, contracting party or competitor.
  - You have been asked to sit on the Board of a supplier, customer, contracting party or competitor.

Note that receiving or granting gifts, entertainment and travel from third parties may require approval. For guidance, please refer to the [“Gifts, Entertainment & Travel Compliance Policy”](#).

## ***When should we Disclose Conflicts of Interests***

You should disclose a Conflict of Interest as soon as you are aware of it.

Try to anticipate Conflicts of Interest before they arise.

Use good judgment – you are best placed to know if someone is in a Close Personal Relationship with you.

Remember, it's never too late to disclose a Conflict of Interest, and the fact that everybody knows about the situation doesn't fulfil your obligation to formally disclose it.

## ***How should we Disclose Conflicts of Interests***

Conflict of Interest of Members of the Board are regulated by the Regulation of the Board and Dutch Corporate Governance Code.

Executive Officers should make disclosures to the Chief Compliance Officer of Iveco Group N.v. who will refer to an internal committee composed by the Chief Human Resources Officer and Chief Risk and Internal Audit Officer of Iveco Group N.V.

All others should make disclosures by using the online Conflict of Interest disclosure form at:

<https://ivecogroup.speakup.report/it/conflictinterestdisclosureform/home>

If you are not able to access to the online form, please make your disclosure to your Human Resources representative.

The appropriate HR representative will work with you, your Supervisor and Compliance to understand the risks for the Company. If possible, the Company will avoid the conflict, for example by implementing *ad hoc* re-organisation of the specific activity. If it's not possible to avoid the conflict, we will mitigate risks with appropriate safeguards. Most conflicts receive clearance, with appropriate conditions for those involved.

Only those people who need to know will review your Conflict of Interest disclosure.

If you wish to report a potential Conflict of Interest that you become aware of with respect to another individual, please use the Iveco Group Compliance Helpline at:

<http://www.ivecogroupcompliancehelpline.com/>

## **Guidance**

Regularly ask yourself two questions, in particular when changing roles or taking on a new project:

### **1. Do I have a Personal Interest that is or may be connected to my job?**

Examples include:

- someone in a Close Personal Relationship applying for a job, working for the Company, a supplier, distributor, vendor or competitor;
- you have a financial stake in a supplier, dealer, or competitor;
- you have a secondary job or board membership with an organisation that has a business connection, or competes, with the Company.

### **2. Could my Personal Interest affect, or even appear to affect, my ability to act objectively and impartially?**

Examples include:

- you are the hiring manager for a position that your nephew or niece applied for;
- you have budget information about a request for tender that your spouse's employer is bidding for;
- you have been asked to sit on the board of a distributor.

If the answer to the questions is "yes", report as a Conflict of Interest. If you are unsure, seek guidance from a member of the Compliance Department prior to making a decision.

## **Disciplinary Measures**

Violations of this policy may result in disciplinary action up to and including (without limitation) termination of employment.

## **Exceptions**

There are no exceptions to this policy.

## **Ask Questions and Give Feedback**

If you have any questions regarding the content or the interpretation of this policy, please contact the Chief Compliance Officer of Iveco Group N.V.