

Company IVECO • GROUP	INSIDE INFORMATION PROCEDURE	
Functions LEGAL & COMPLIANCE COMMUNICATIONS	Effective Date 1.3.2022	Pages 8

INDEX

PART I: GENERAL PROVISIONS

1. *Scope and Legal Framework*
2. *Who this Procedure applies to*

PART II: INSIDE INFORMATION

3. *Provisions concerning inside information*
 - 3.1. *Definition of inside information*
 - 3.2. *Evaluation and Assessment of Inside Information*
 - 3.3. *Disclosure of Inside Information*
 4. *Delay in the communication of Inside Information*
 - 4.1. *Conditions and procedure for the delay*
 - 4.2. *Conduct of the Company during the Delay*
 - 4.3. *Notification of the Delay*
 5. *General principles for treatment and communication of Inside Information*

PART III: INSIDER LIST

6. *Duties related to Insider List*
 - 6.1 *Establishment of the Insider List*
 - 6.2 *Contents of the Insider List*
 - 6.3 *Communication of registration in the Insider List*
 - 6.4 *Keeping and Update of the Insider List*

PART IV: REVISION OF THE PROCEDURE

PART I: GENERAL PROVISIONS

1. SCOPE AND LEGAL FRAMEWORK

Iveco Group N.V. (the “**Company**”) is a Dutch public company with limited liability (*naamloze vennootschap*) and common shares listed on Euronext Milan, regulated market operated by Borsa Italiana S.p.A.

Sede principale:
 Via Puglia, 35 – 10156
 Torino - Italia
 Tel. +39 011 00.72.111

Capitale sociale
 Euro 250.000 i.v.
Reg. Impr. di Torino
Cod. Fiscale e P. IVA
 12520180014
Rea di Torino
 1296847

This Inside Information Procedure (the "**Procedure**") is adopted by the Company pursuant to art. 17 ("Public Disclosure of Inside Information") of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (hereinafter the "**MAR Regulation**" or "**MAR**") with the aim to further improve compliance with the obligations established by applicable regulations and this paragraph. For this reason it sets out provisions related to:

- the internal management and external communication of Inside Information (as better defined under paragraph 3.1 of this Procedure);
- the management of the list of persons who have or may have access to Inside Information ("**Insider List**"), as defined by paragraph 12 of the Insider Trading Policy adopted by the Company ("**Insider Trading Policy**").

This Procedure complements the Insider Trading Policy and the Communication Policy of Iveco Group ("**Communication Policy**").

This Procedure does not govern the management of advertising and commercial information, which are not Inside Information pursuant to the Procedure (and that, therefore, are disseminated in ways other than those covered by this Procedure).

For the purposes of this Procedure, the following legal framework has been considered:

- MAR Regulation and the related delegated and implementing regulations.
- Italian Legislative Decree No. 58 of February 24, 1998, and the related delegated and implementing regulations ("**Consolidated Financial Act**").
- Questions and Answers on the Market Abuse Regulation, drafted and updated by ESMA, in the latest version made available on its institutional website.
- "Guidelines related to the regulation on market abuse (MAR) - Delay in disclosing inside information to the public" published by ESMA (European Securities and Markets Authority) and implemented by Consob also available on its institutional website ("**ESMA Guidelines on Delay**").
- Guidelines no. 1/2017 on the "Management of Inside Information" adopted by Consob on 13 October 2017 (the "**Guidelines**").

The Company considers compliance with this Procedure to be of the utmost importance. Group personnel who violate this Procedure will be subject to disciplinary action, which may include but may not be limited to, dismissal, without prejudice for the criminal and civil penalties under the Market Abuse Regulation (as specified under paragraph 4 and paragraph 8 of the Insider Trading Policy).

Please direct your questions as to any of the matters discussed in this Procedure to the Board Secretary Office (the "**Appointed Subject**").

This Procedure, approved by the Board of Directors of the Company on March 1, 2022 is effective from the same date.

2. WHO THIS PROCEDURE APPLIES TO

The Procedure applies to the group of people listed below, having access for any reason to Inside Information, who are referred to in this Procedure as "**Insiders**":

1. directors and officers of the Company;
2. persons discharging managerial responsibilities (as defined under the Insider Trading Policy);
3. employees and officers of the Group;
4. collaborators and consultants of the Group.

The Procedure also applies to those who, by reason of their work, professional activity or for the functions performed on behalf of the Company or the Subsidiaries have access to Inside Information concerning the Company and the related Group.

PART II: INSIDE INFORMATION

3. PROVISIONS CONCERNING INSIDE INFORMATION

3.1. Definition of Inside Information

Pursuant to art. 7 of the MAR Regulation the term “**Inside Information**” refers to information of a precise nature which has not been made public, relating, directly or indirectly, to the Company or to its financial instruments and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments (also known as “**Material Non-Public Information**”).

Information is “*of a precise nature*” if:

- it makes reference to a set of circumstances that exists or which may reasonably be expected to come into existence, or to an event which has occurred or which may reasonably be expected to occur;
- it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the prices of the financial instruments¹.

Information are material (“*would be likely to have a significant effect on the prices of those financial instruments*”) if a reasonable investor would be likely to use it as part of the basis of his or her investment decisions.

Examples of information that, whether relating to actual occurrences or to known plans or risks relating thereto, in most circumstances would be deemed “material” are in paragraph 3.2. of the Insider Trading Policy.

3.2. Evaluation and Assessment of Inside Information

The assessment of the inside nature of the information is carried out as soon as possible, taking into account the characteristics of Inside Information, in the manner indicated below.

The Corporate Functions, without delay, report to the Chief Executive Officer and the Appointed Subject all information that they believe may qualify as Inside Information, specifying the reasons for such qualification. The Chief Executive Officer (or, in the event of the latter's absence or impediment, the Chairperson of the Board of Directors), with the support of the Appointed Subject and the Legal & Compliance Function, on the basis of the report of Directors of the involved Corporate Function, shall promptly make a first assessment of the inside nature of the information.

The Chief Executive Officer has the right to refer the assessment to the collegial competence of the Board of Directors, that in this case must meet as soon as possible.

If, as a result of the aforementioned process, the inside nature of the information is assessed, the Appointed Subject takes steps to ensure that Inside Information is disclosed to the public in accordance with the

¹ In this respect, in the case of a protracted process that is intended to bring about, or that results in, particular circumstances or a particular event, those future circumstances or that future event, and also the intermediate steps of that process which are connected with bringing about or resulting in those future circumstances or that future event, may be deemed to be precise information.

provisions of paragraph 3.3 of the Procedure below, unless the conditions for activating the Delay procedure referred to in paragraph 4 below are met.

3.3. Disclosure of Inside Information

The Company discloses the Inside Information to the public as soon as possible and in accordance with the current legal framework. All Inside Information disclosed to the public are published and kept on the Company's website for a period of at least five years.

The Company ensures that the communication takes place (i) in a manner that allows rapid, free and non-discriminatory access, simultaneously throughout the European Union, as well as a complete, correct and timely assessment of Inside Information by the public itself (i.e. SDIR) and, in any case, (ii) in compliance with the provisions of Implementing Regulation (EU) 2016/1055 of the European Commission of 29 June 2016 ("ITS 1055").

The communication to the public of the Inside Information must take place as soon as possible, through the dissemination of a specific press release prepared by the Company.

The Communications Function is responsible for the draft of the press release, on the basis of the press release schemes contained in the Instructions to the Regulations of the Markets Organized and Managed by Borsa Italiana S.p.A.

The press release drafted is reviewed by the Legal & Compliance Function, when necessary, and later submitted to the senior management (including the Chief Financial Officer, the General Counsel, the Chief Executive Officer and the Chairperson of the Board of Directors).

The senior management, with the support of the Legal & Compliance Function and of any delegated person, approves the draft press release before dissemination to the public.

The Communication and Investor Relations Function proceeds with the dissemination to the public of the press release in the manner provided for by the applicable legislation from time to time.

Communication must take place within the time frame necessary for the preparation of the press release, in order to allow a complete and correct assessment of the Inside Information by the public, and for its subsequent publication; any internal organizational problems, such as the absence of substitutes for the persons who should take the decision or who should take care of the dissemination, cannot justify the extension of that period of time.

The Company warns the competent Authority (CONSOB) and the market management company (Borsa Italiana S.p.A.), even in a short form and with adequate advance, of the possibility that Inside Information of particular importance is disclosed to the public during trading hours.

Where the Company or a person acting on behalf of the Company discloses any Inside Information to any third party that is not bounded by duties of confidentiality in the normal course of the exercise of an employment, profession or duties, the Company or that person must make complete and effective public disclosure of that information, in accordance with the provisions of this paragraph 3.3.

4. DELAY IN THE COMMUNICATION OF INSIDE INFORMATION

4.1. Conditions and procedure for the Delay

The Company may, on own its responsibility, delay disclosure to the public of Inside Information (“**Delay**”), provided that all of the following conditions (“**Delay Conditions**”) are met²:

- a) immediate disclosure is likely to prejudice the legitimate interests of the Company;
- b) delay of disclosure is not likely to mislead the public; and
- c) the Company can ensure the confidentiality of that Inside Information.

The Chief Executive Officer, with the support of the Appointed Subject and the Legal & Compliance Function, assesses the right to delay the communication of Inside Information and verifies the existence of the Conditions for Delay. The Legal & Compliance Function subsequently draws up a form concerning this decision (the “**Delay Form** ”), prepared in accordance with the art. 4(1) of ITS 1055.

During the Delay, the Chief Executive Officer (or, in case of his absence or impediment, the Chairperson of the Board of Directors), with the support of the Appointed Subject and Legal & Compliance Function, also adopts any measure that he considers appropriate, in the specific case and considering the type of Inside Information as well as the electronic and / or paper format of the document in which it is contained, to ensure the secrecy of the delayed Inside Information and the maintenance of its confidentiality.

4.2. Conduct of the Company during the Delay

Once the disclosure to the public of Inside Information has been delayed pursuant to paragraph 4.1 above, the Chief Executive Officer (or, in case of his absence or impediment, the Chairperson of the Board of Directors), with the support of the Appointed Subject and the Legal & Compliance Function, shall ensure the ongoing monitoring of the conditions for the delay and the confidentiality of the delayed information.

In this regard, the Company prepares in advance a draft communication to the public to be disseminated in the event that the monitoring reveals the disappearance of one of the Conditions for Delay. If it is ascertained that even one of the Conditions for Delay has ceased to exist:

- the Company shall disclose that Inside Information to the public as soon as possible pursuant to paragraph 3.3 of this Procedure; and
- immediately after the communication to the public, the Company must make the notification referred to in paragraph 4.3 below.

In the event that a rumor is detected that explicitly refers to the Inside Information subject to Delay and if this rumor is sufficiently accurate to be deemed that the confidentiality of such information is no longer guaranteed, the Company shall disclose the information to the public as soon as possible.

4.3. Notification of the Delay

Where the disclosure of Inside Information has been delayed pursuant to this paragraph 4 the Chief Executive Officer (or, in case of his absence or impediment, the Chairperson of the Board of Directors), immediately after the Inside Information has been disclosed to the public, shall notify the CONSOB of that Delay, in the manner determined by the CONSOB.

Notification shall not be due if, after the decision to delay publication, the information is not communicated to the public because it has lost its inside nature.

² Even in the case of a protracted process that occurs in stages and that is intended to bring about, or that results in, a particular circumstance or a particular event, the Company may on its own responsibility delay the public disclosure of inside information relating to this process, subject to the conditions under points (a), (b) and (c).

5. GENERAL PRINCIPLES FOR TREATMENT AND COMMUNICATION OF INSIDE INFORMATION

Without prejudice to the provisions of the Insider Trading Policy, as well as the provisions of the Communication Policy, the Company limits and controls access to Inside Information ensuring the organizational, physical and logical security of the same, also through structuring on different levels of access, the protection of the related IT media (keyword, encryption, etc.) and the imposition of limits on the circulation of data and documents.

If it is necessary to communicate the aforementioned information to third parties, the Company ensures that those Insiders (as defined under paragraph 2 of this Procedure) undertake the contractual obligation to comply with the provisions of this Procedure and are registered in the appropriate section of the Insider List, as provided for in the following Part III of this Procedure.

PART III: INSIDER LIST

6. DUTIES RELATED TO THE INSIDER LIST

6.1. Establishment of the Insider List

In accordance with the provisions of art. 18, paragraph 1, MAR and of the Insider Trading Policy (Paragraph 12), the Company:

- draws up a list (the Insider List) of all persons who have access to Inside Information and who are working for them under a contract of employment, or otherwise performing tasks through which they have access to Inside Information, such as advisers, accountants or credit rating agencies;
- promptly update the Insider List in accordance with paragraph 6.4 of this Procedure;
- provides the Insider List to the competent authority as soon as possible upon its request.

The Insider List is established in electronic form on IT support with access controlled by user code and password.

The maintenance and updating of the Insider List are handled by the Appointed Subject. Where in the maintenance and updating of the Insider List, the Appointed Subject is assisted by a third party with respect to the Company, it remains fully responsible for the obligations set out in this Procedure.

6.2. Contents of the Insider List

The Insider List contains the data of all those who have access to Inside Information and with whom there is a professional collaboration relationship, whether it is an employment work contract or other, and who, in carrying out certain tasks, have access to Inside Information, such as, for example, consultants and external professionals, accountants or credit rating agencies.

Without prejudice to the provisions of paragraph 12 of the Insider Trading Policy, the Insider List consists of separate sections (“**Deal Specific/Event Driven Section**”), one for each Inside Information, that contains the list of all the persons who have access to the same Inside Information specifically indicated (the “**Deal Specific/Event Driven Insiders**”).

The subjects to be registered in the Deal Specific/Event Driven Section of the Insider List, or to be removed from it, are identified by the Appointed Subject, having consulted the Directors of the involved Corporate Functions and the Chief Executive Officer (or, in case of his absence or impediment, the Chairperson of the Board of Directors). The Appointed Subject proceeds to the timely registration, or removal, of the same in

the Deal Specific/Event Driven Section of the Insider List according to ordinary diligence (as better explained under paragraph 6.3 below).

A specific supplementary section is managed by the Appointed Subject, pursuant to paragraph 12 of the Insider Trading Policy, and includes the list of persons who, by function or position, always have access to all the Inside Information directly and indirectly concerning the Company ("**Permanent Section**").

The subjects registered in the Permanent Section (the "**Permanent Insiders**" and, together with the "**Deal Specific/Event Driven Insiders**", the "**Registered Subjects**"), or removed from it, are identified by the Appointed Subject, having consulted the Chief Executive Officer (or, in case of his absence or impediment the Chairperson of the Board of Directors), also on the basis of the reports received by the Competent Functions. The Appointed Subject proceeds to the timely registration, or removal, of the Permanent Insiders in the Permanent Section according to ordinary diligence.

The Deal Specific/Event Driven Section and the Permanent Section are drafted and updated in accordance with Implementing Regulation (EU) 2016/347 of the European Commission of 10 March 2016 ("**ITS 347**").

6.3. Communication of registration in the Insider List

The Appointed Subject submits as soon as possible to the Registered Subjects – which promptly confirm that they have received the receipt – written communication of registration in the Insider List, of cancellation from it and of any updates of the information contained therein, and communicates the legislative and regulatory requirements deriving from having access to Inside Information and the sanctions in the event of insider dealing and market manipulation or in the case of unauthorized disclosure of Inside Information.

The Registered Subjects – which remain responsible for the quality of the following information – will promptly communicate to the Appointed Subject (i) the persons belonging to its organization or function who have access to Inside Information and data for registration in the Insider List; (ii) third parties who have a collaboration with the Company (i.e. auditing firm, legal or tax advisors, etc.) that have access to Inside Information and which, therefore, must be registered in the Insider List.; (iii) all the necessary updates in order to guarantee the correct keeping of the Insider List.

6.4. Keeping and Update of the Insider List

As already provided for in paragraph 12 of the Insider Trading Policy, the Appointed Subject promptly update the Insider List where there is a change in the reason for including a person already in the Insider List, where there is a new person who has access to Inside Information, or where a person no longer has access to Inside Information.

Persons who have had access to Inside Information in the period between the time when the information was qualified as insider and the moment in which it was published will be registered in the Deal Specific/Event Driven Section, even though the conditions for activating the Delay procedure referred to in paragraph 4 of the Procedure are not met.

Cancellation of Registered Subjects takes place as soon as the Inside Information has been disclosed to the market or if, for any other reason, registration no longer has reason to exist (i.e. if the information have lost its inside nature).

Each update of the Insider List shall specify the date and time when the change triggering the update occurred.

The Insider List is retained for a period of at least five years after it is drawn up or updated. The personal data contained in the Insider List is acquired and processed in compliance with current privacy regulations.

A person on the Insider List may request the Appointed Subject to inspect his or her personal data included on the Insider List. Personal data from the Insider List can be provided to the AFM, CONSOB or other competent authorities upon request if: (i) it is necessary to comply with applicable law; or (ii) it is in the interest of the Company.

PART IV: REVISION OF THE PROCEDURE

The provisions of this Procedure will be updated and/or supplemented by the Board of Directors of the Company, considering in any case the applicable legal framework, as well as the application experience and market practice that will mature in this regard.

If it is necessary to update and/or supplement individual provisions of the Procedure as a result of amendments to the applicable legal framework, or under specific requests by competent Authorities, as well as in cases of proven urgency, this Procedure may be modified and/or supplemented by the Chairperson of the Board of Directors or by the Chief Executive Officer, with subsequent ratification of the amendments and/or additions by the Board of Directors at the first subsequent meeting.

Any subsequent amendment and / or addition to the Procedure enter into force on the day of publication of the Procedure on the Company's website, or on the day otherwise provided for by law or regulation or by resolution of the Board of Directors, or, in case of urgency, by the Chairperson of the Board of Directors or by the Chief Executive Officer.