REMUNERATION POLICY

16 April 2025

Remuneration Policy

SUMMARY OF CHANGES

According to the Remuneration Policy, at least every four years, the Compensation Committee reviews the Remuneration Policy and make recommendations to the Board in respect of any proposed changes. The Policy was initially approved by the general meeting of shareholders of the Company in December 2021.

The Compensation Committee has reviewed the Remuneration Policy and proposes certain amendments on the basis of the stakeholder valuable feedback in 2024 gathered through a direct shareholder outreach in 2024 and developments within and outside of the Company that require amendment of the Remuneration Policy. Furthermore, the amended Remuneration Policy reflects changes necessary to further align the Remuneration Policy with the Dutch Corporate Governance Code as last updated in December 2022. We hereby share a compare of the 2021 Remuneration Policy with the proposed 2025 Remuneration Policy reflecting the amendments, as well as a summary of the most important changes and their rationale below.

The most important amendments made as included in the proposed version of the Remuneration Policy 2025 are:

i. the alignment of the Ambition & Approach section to the current context,
ii. the confirmation that individual performance does not play a role in determining variable pay for Executive Directors and that Retention Awards/RSUs do not apply to Executive Directors, taking into account stakeholders' feedback avoiding misinterpretation
iii. the introduction of an on-target bonus for the CEO of 110% of base salary, as well as an annual on-target LTI award for the Executive Directors for at maximum 300% of their base salary, aligned to the market and to the Company practice
iv. the introduction of a fee for the Lead Independent Director role
v. the removal of the references to the insider trading policy, that is made available in the ivecogroup.com website (https://www.ivecogroup.com/group/governance/policies_and_guidelines), and
vi. the improved alignment of the Derogation section to best practice. to provide for a clear framework for deviations of the Policy. The derogation section now also includes the possibility of (and conditions under which) adjustment of targeted and maximum short term and long term incentives, whereas under the 2021 Remuneration Policy these derogation options are included in different subsections.

We continuously take into account our shareholders' views, including on matters concerning executive and non-executive remuneration, and propose amendments where due and appropriate.

1. Introduction

This Remuneration Policy for Iveco Group N.V. ("Iveco Group" and the "Company") was developed by the Human Capital and Compensation Committee ("Compensation Committee") of the Board of Directors ("Board"). The Remuneration Policy provides the framework for the remuneration of our Board in line with the requirements contained in the Dutch Civil Code ("DCC") and the Dutch

Corporate Governance Code ("DCGC"). The Remuneration Policy was approved by the shareholders of Iveco Group on 16 April 2025.

The Remuneration Policy covers both executive directors ("Executive Directors") and non-executive directors ("Non-Executive Directors"). With respect to Executive Directors, the Remuneration Policy intends to provide a compensation structure that allows the Company to attract, develop and retain highly qualified senior executives in a large enterprise with diverse products and markets. With respect to Non-Executive Directors, the Remuneration Policy intends to provide market-competitive fixed compensation that is not dependent on the results of the Company, which enables the Company to acquire the depth and breadth of governance and leadership skills needed to help guide a complex organisation.

When determining the Remuneration Policy, the Compensation Committee took into account multiple scenario analyses, as well as the pay differentials within the Company. In addition, compensation levels offered in the market as well as shareholder and general societal views with respect to remuneration of the Board were considered. The Company follows a pay for performance compensation philosophy at all levels in the organisation, which is the essence of our Remuneration Policy. Within the Remuneration Policy, both external and internal pay comparisons are considered when setting the appropriate competitive pay levels and adopting competitive pay practices.

The Board is responsible for the implementation of this Remuneration Policy. The remuneration of the Executive and Non-Executive Directors is determined by the Board, at the recommendation of the Compensation Committee, within the scope of this Remuneration Policy, provided that the Executive Directors may not participate in the decision-making to determine the remuneration of the Executive Directors.

At least every four years, the Compensation Committee will review the Remuneration Policy and make recommendations to the Board in respect of any proposed changes. Deviations from policy in the case of exceptional circumstances are covered in *Section 11: Derogation.*

A copy of the Remuneration Policy is available on the Company's website, www.ivecogroup.com.

2. Ambitions and Approach

Iveco Group is the home of unique people and brands that power your business and mission to advance a more sustainable society. It is a leading global automotive Company engaged in the design, production, marketing, sale, servicing and financing of trucks, commercial vehicles, buses and specialty vehicles, as well as internal combustion engines, alternative propulsion systems, transmissions and axles for those vehicles, and engines and alternative propulsion systems for agricultural and construction equipment and for marine and power generation applications. Iveco Group employs more than 35,000 people around the world and has 19 industrial sites and 31 R&D centres (as of 31 December 2023).

The Group adheres to a resilient 'one team' approach across geographies and business units, which fosters growth and adaptation in the challenging and rapidly changing business environment it operates in. This unified approach enabled the Company to deliver what it laid out in its Strategic Business Plan to 2026, ahead of expectations: by year-end 2023, all the key 2026 targets were achieved, three years ahead of the original plan. Therefore, in March 2024 at its Capital Markets Day, the Company presented its new Strategic Business Plan to 2028 and its restructured reporting that offers additional clarity and visibility on the individual business activities.

Worldwide, the automotive industry faces many challenges to how it does business. The Company believes that challenges in business are inevitable, and it focuses on turning these challenges into opportunities. One of the major issues today is climate change and Iveco Group is tackling this head on with ever more ambitious sustainability targets. Through its work, the Group aims to inspire others to make sustainable choices such as natural gas, other alternative fuels and zero-emission vehicles. Geopolitics is another challenge that manifests itself in ongoing tensions and critical elections; the Group is building an increasingly resilient supply chain, managing its inventory and production capacity, and delivering on its promises to customers. On the macroeconomic front, continued financial uncertainty and volatility seen in fluctuating interest rates and the threat of credit deterioration fuel the Group's vigilance in maintaining a resilient balance sheet, diversifying funding sources and curbing the impact of interest rate changes. Lastly, the Group responds to new and proposed regulatory requirements put in place to improve safety, reduce emissions and transition to zero-emission vehicles by investing in products, connectivity and new energy solutions. This enables not only meeting the regulatory requirements, but also helps in the transition to a safer and more sustainable society.

In its first three years, the Company demonstrated its inherent agility and strength, whilst accelerating innovation and synergies inorganically, both within and outside the automotive industry. Technological innovation, financial discipline, strategic partnerships and an integrated sustainability journey are priorities that guide the growth ambitions of the five Business Units. **Truck** will continue leveraging its professional Light Commercial Vehicle leadership and improve its heavy-duty truck margins. **Bus** will strengthen its position to lead the mobility transition and further expand profitability. **Powertrain** will reach double-digit profitability and continue gaining adjusted EBIT margin year-on-year. **Defense** will accelerate innovation to stay on its solid growth path, building on its already robust order book. Finally, **Financial Services** will maintain current successes while pioneering new, sustainable mobility solutions.

Iveco Group's solid and unified team is confidently facing the challenges of today, turning them into powerful opportunities as it leads the energy transition with quality products and services that meet the changing needs of customers.

3. Compensation Philosophy

The quality of our leaders and their commitment to the Company are fundamental to our success. Our compensation philosophy supports our business strategy and growth objectives in a diverse and ever-evolving global market. The Remuneration Policy is designed to competitively reward the achievement of long-term performance goals and to attract, motivate and retain highly qualified senior executives who are committed to performing their roles in the long-term interests of the Company, its shareholders and other stakeholders in line with our missions and values. Our Remuneration Policy, which balances both European and Global pay practices, supports our need to compete internationally for top talent and leaders, given our extensive worldwide presence.

The Company has instilled a strong performance culture over the years largely through our long-standing pay-for-performance philosophy and rigorous performance management process that our leaders model, instruct and coach throughout the organization. A key element of our compensation philosophy is to use incentive pay to drive organization-wide alignment with shared company goals and values, and to reward achievement of those goals in a manner consistent with our purpose, vision, missions and values.

4. Remuneration Principles

The following principles guide our efforts to provide compensation to Directors, and other senior leaders, consistent with our business goals and core values:

Alignment with Iveco Group N.V.'s Strategy: Compensation is strongly linked to the achievement of targets aligned with the Company's publicly disclosed objectives.

Pay for Performance: Compensation must reinforce our performance-driven culture, based on merit. As such, the majority of pay is linked directly to the Company's performance through short-term and long-term variable pay instruments for Executive Directors and other senior leaders.

Competitiveness: Compensation will be competitive relative to the comparable market and at a level to attract, retain and motivate very effective leaders and highly qualified executives in a global company.

Long-Term Shareholder Value Creation: Targets triggering any variable compensation payment shall align with the interests of shareholders and other stakeholders, reflecting a clear link with performance to create sustainable long-term value for all stakeholders

Compliance: Our compensation policies and plans are designed to comply with applicable laws and corporate governance requirements.

Risk Prudence: The compensation structure will avoid incentives that encourage unnecessary or excessive risk taking that could adversely impact the Company.

What We Do

We have a simple and transparent remuneration structure at all levels of the organization.

We pay for performance and conduct scenario analyses to test the link between pay and performance.

We consider pay ratios within the Company in establishing Executive Directors' pay.

We use appropriate incentive pay programs to balance the short-term and long-term focus and drive the achievement of short-term and long-term goals.

We align goals and values organization-wide through incentive pay and rigorous performance management.

We set predetermined stretch goals for incentive pay programs.

We have robust stock ownership and share retention guidelines.

We have claw-back policies incorporated into our incentive plans.

We require a double trigger for change of control provisions, meaning both 1) a change of control and 2) an involuntary termination of employment without “Cause” (as defined in the Iveco Group N.V. Equity Incentive Plan) must apply.

What We Do Not Do

We do not offer Executive Director contracts that contain separation payments in excess of 12 months’ pay.

We do not offer remuneration that encourages our Executive or Non-Executive Directors to take any unnecessary or excessive risks or to act in their own interests.

We do not reward below threshold performance.

We do not grant loans or give guarantees to Executive or Non-Executive Directors.

5. Benchmarking Executive Compensation

The Company periodically benchmarks its executive compensation program and the compensation offered to Directors against peer companies and monitors compensation levels and trends in the market as well as against general, international standards regarding appropriate remuneration. The Compensation Committee seeks to have a compensation peer group that best reflects all aspects of Iveco Group N.V.'s businesses and considers public listing, industry practices, geographic reach and revenue proximity. Notwithstanding Iveco Group N.V. being a European headquartered company, evaluation against peer companies incorporated in exclusively the European geographic region is believed not to be fully accurate. Accordingly, the compensation peer group for the Executive Directors includes a majority of European industrial companies, targeting an overall median revenue size comparable to Iveco Group N.V. A blend of both European and international companies for the compensation peer group is deemed necessary for meaningful comparisons to the relevant talent market for our executives. The Company's compensation peer group, as well as any changes to its composition, will be disclosed in the annual Remuneration Report.

6. Internal Pay Ratios

When setting the Executive Directors' compensation, the Compensation Committee considers both appropriate external benchmarks as well as the internal pay ratios within the Company. Although the primary consideration is market competitiveness to attract and retain highly qualified senior executives in a large global complex organization, a baseline internal comparison is set, and trends are tracked. The trends in executive compensation are closely and carefully evaluated in relation to the trends in employee compensation.

In line with the guidance under the DCGC and the Dutch Civil Code, the actual internal pay ratio between the Chief Executive Officer ("CEO") and employees as well as its evolution over the years will be disclosed in the annual Remuneration Report.

7. Overview of Remuneration Elements

The remuneration structure for Executive Directors provides a fixed component and short-term and long-term variable components. In addition, market relevant post-employment benefits and other customary fringe benefits are provided. The Company believes that such a remuneration structure promotes the interests of the Company and its stakeholders in the short-term and long-term. In determining the level and structure of the compensation of Executive Directors, the Board will consider, among other things, the financial, operational as well as non-financial objectives of the Company.

Non-Executive Directors will receive fixed payments only and no variable compensation. Customary fringe benefits may apply.

Executive Directors' remuneration consists of the following primary elements:

Remuneration Element	Description	Purpose
Base Salary	Fixed cash compensation targeted at median base salary of appropriate peer group and position.	Attracts and rewards well-qualified senior executives
Short-Term Variable	At risk Cash Compensation, subject to the achievement of annually pre-established, challenging financial and other quantifiable performance objectives, tied to the annual operating plan goals The annual on-target bonus for the CEO will be equal to 110% of the base salary. Threshold, target and maximum incentives set competitively versus peer pay practices, with maximum payout capped at 200% of target. No guaranteed minimum bonus Scenario analyses performed to align short-term variable pay to the actual annual operating performance	Focuses on and drive the business priorities company-wide for the current or next year Motivates executives to achieve performance objectives that are critical to the Company's annual operating and strategic plans
Long-Term Variable	At risk pay, subject to the achievement of predetermined challenging financial and other objectives, covering at least a three-year performance period and linked to the strategic business plan long-term goals, consisting of Company performance-based awards (Performance Share Units or PSUs) Threshold, target and maximum incentives set competitively versus peer pay practice The annual on-target LTI award for the Executive Directors will be not higher than 300% of their base salary. PSUs' must meet threshold performance and maximum payout is capped at 200% of target. Five-year holding period from grant for equity awards	Encourages executives to achieve long-term strategic objectives Motivates executives to deliver sustained long-term growth Aligns executives to shareholders' interests, through long-term value creation
Pension and benefits	The Executive Directors participate in retirement plans in accordance with Company's policy and local regulations. Common and customary benefits are provided in line with market practices.	

Base Salary

As described above, base salary takes into consideration the Executive Director's skills, experience, scope of responsibilities, and the competitive market. The Company's policy is to periodically benchmark comparable salaries paid to other Executive Directors in its compensation peer group. Base salary increases are not guaranteed for Executive Directors and their agreements do not contemplate automatic base salary increases. Salary increases will be made taking into account several factors, such as those awarded to the Company's wider employee population.

Variable Components

Executive Directors are eligible to receive variable compensation contingent on the achievement of pre-established, challenging financial and other designated performance objectives that are approved by the Company's Non-Executive Directors. The variable components of the Executive Directors' remuneration demonstrate the Company's commitment to shareholders and long-term value creation by using metrics that align with the Company's strategy of delivering operating performance and shareholder returns.

Scenario analyses are carried out annually to examine the relationship between the performance criteria chosen and the possible outcomes of the Executive Directors' variable remuneration. Such analyses help ensure a strong link between remuneration and performance and serve as a check on whether chosen performance criteria effectively support the Company's strategic objectives and are appropriate under both the short-term and long-term incentive components of total remuneration.

In case an Executive Director is hired from outside the Iveco Group, Iveco Group may, where necessary, compensate forfeiture of incentive awards upon leaving existing employment. Iveco Group will aim to do so on a like-for-like basis based on value, form and structure.

(a) *Short-Term Variable Incentives*

The primary objective of short-term variable incentives is to focus on the business priorities for the current year. The CEO is eligible for participation in the annual incentive plan. The Chairperson is not eligible for participation.

The CEO's short-term variable incentive compensation is based on achieving short-term (annual) financial and other designated goals proposed by the Compensation Committee and approved by the Board of Directors each year.

For the CEO, the annual on-target bonus will be equal to 110% of the base salary with a payout ranging from zero to 200% of target according to goals achievement.

The Methodology for Determining Company Bonus Plan Awards

(a) *Short-Term Variable Incentives*

The bonus elements and calculations for the CEO follow the same Achieve and Earn philosophy for all Company Bonus Plan eligible employees, except for the individual performance factor that applies to other bonus eligible employees. As a result, there is no subjective discretion by the Board in determining the outcome of the CEO's bonus, in line with the DCGC.

When determining the CEO's annual incentive compensation, the Compensation Committee and the Non-Executive Directors:

- select the particular objectives and the relative weighting of such objectives;
- set the stretch objectives;
- review the actual performance to determine the overall achievement of the objectives;
- review and approve the final bonus calculation.

The Compensation Committee, in its sole discretion, pre-establishes performance criteria based on one or more goals including, but not limited to, financial and non-financial goals or market goals, and can choose trends, ratios, absolute or relative goals. The measurement may also include or exclude unusual and extraordinary items. Potential financial metrics include revenue, revenue growth, operating margin, EBITDA, EBIT, EBIT Margin %, net income, cash flow, cash conversion ratio, net debt, EPS, Return on Assets, Return on Invested Capital, Return on Equity, reduction in inventory, and improved working capital among other things.

For non-financial goals, the Compensation Committee may consider, but is not limited to, operational performance metrics that will aim to be as quantifiable to the extent possible, such as market share or quality improvement or sustainability metrics tied to improvements in the areas of Environmental, Social or Governance concerns, such as CO_2-emissions reductions, accident frequency reduction, increase in electricity consumption from renewable energy sources, or increases in diversity and inclusion, and most notably those committed to in the strategic plan.

Each year, the Compensation Committee establishes challenging goals in line with the annual operating plan approved by the Board. There is no minimum bonus payout. If none of the threshold objectives are achieved, the CEO receives no annual incentive compensation.

(b) *Long-Term Variable Incentives*

The Executive Directors may be eligible to be granted annual Long-Term Incentive awards under the Company's equity incentive plan in the form of performance stock units ("PSU") covering at least a three-year performance cycle. Such awards will be determined by the Compensation Committee and approved by the Non-Executive Directors.

Long-term incentive compensation is a critical component of the Executive Directors' compensation structure and is designed to:

- align the interests of the Executive Directors and other key contributors with the interests of the Company's shareholders and other stakeholders;

- motivate the attainment of the Company's financial and other performance goals and reward sustainable long-term value creation; and

- serve as an important attraction and long-term retention tool that the Compensation Committee uses to strengthen loyalty to the Company.

All employee equity awards, including those of the Executive Directors, are governed by the Iveco Group N.V. Equity Incentive Plan ("EIP") as in place from time to time. The EIP is an umbrella plan, specifying the general terms and conditions applicable to all long-term incentive equity awards. The EIP is available on the Company's website, www.ivecogroup.com. Referenced in the EIP is an inexhaustive list of metrics that may be considered to link long-term incentives to performance, including various growth and earnings metrics (e.g. revenue, market share, net income, earnings per share, EBIT), return metrics (e.g. Return on Invested Capital and Return on Assets), ESG metrics, operational metrics (e.g. quality improvements and improved credit rating), and market metrics (e.g. Relative Total Shareholder Return).

When determining the Executive Directors' long-term incentives, the Compensation Committee and the Non-Executive Directors, within the scope of the EIP:

- will select the particular objectives and the relative weighting of such objectives;

- will set the stretch objectives;

- will review the actual performance to determine the appropriate overall achievement of the objectives;

- will review and approve the final equity award determination.

The targeted long-term incentive award for the Executive Directors consists of performance stock units ("PSU"), linked to the Company's long-term strategic business plan goals.

The annual on-target LTI award for the Executive Directors will be not higher than 300% of the base salary. The maximum payout of the long-term incentive plan is 200% of target.

Executive Directors' equity awards are long-term investments in the Company and fully align with the shared interests of shareholders. Further linkage to long-term value creation is supported by a requirement that Executive Directors hold their equity awards for a minimum of five years from date of grant, consisting of a three-year performance period and an additional two-years' holding period.

Other benefits

Pension and Retirement Savings

The Executive Directors may be entitled to receive employer pension contributions in compliance with local requirements and Company's policies.

To the extent any new Executive Directors join the Board in the future, their pension contribution rate will be in line with local requirements and Company's policies.

Severance Benefits

In the event of an involuntary termination of employment other than for cause, the CEO may receive up to a maximum of twelve months' base salary, in accordance with the DCGC. Payment of severance benefit is contingent upon the CEO complying with restrictive covenants, such as non-competition and non-solicitation, for a period of two years. Separation provisions for the Executive Directors may also include pro-rated vesting of equity awards in the event of death, disability or termination by the Company, unless for cause.

Fringe Benefits

Customary perquisites and fringe benefits, such as a company car, limited personal usage of aircraft, medical insurance, life and accident insurance, tax preparation assistance, relocation and retiree healthcare benefits, may be offered to Executive Directors in line with competitive offering for executives in the country where employed. The costs and the main terms of these will be kept as reasonable as possible and will be reported in the remuneration report.

Tax Equalization

If, as a result of the Executive Directors' global roles in the Company, employment income arises in multiple countries, the Executive Directors may participate in the Company's tax equalization policy for globally mobile employees, which provides tax equalization to the country where employed.

8. Recoupment of Incentive Compensation (*Clawback Policy*)

The Board is dedicated to maintaining and enhancing a culture focused on integrity and accountability. The Recoupment Policy that is in the EIP and in the Company Bonus Plan (the "CBP"), which defines the short-term incentive program, as well as in the executive employment agreements, authorizes the Company to recover, or "clawback," incentive compensation with the ability to retroactively make adjustments if any cash or equity incentive award is predicated upon achieving results and the results are substantially subject to a restatement, regardless of fraud or misconduct.

The Company will recover from any current or former executive officer of the Company who received incentive-based compensation (including equity awarded as compensation) during the three-year period preceding the date on which the Company is required to prepare a restatement, the excess of the amount of such incentive-based compensation received based on the erroneous data over what would have been paid to the executive officer under the restatement.

9. Terms of Engagement

Executive Directors

Executive Directors are appointed by the General Meeting, they are engaged for an indefinite period of time and are employed at will, meaning either party can terminate the relationship at any time. The CEO's agreement furthermore provides for other usual and customary terms and conditions for similar agreements relating to executive officers, including confidentiality obligations, non-solicitation and non-compete covenants during the effectiveness of the employment agreement and for a period of two years after the termination of the agreement.

Non-Executive Directors

The remuneration of Non-Executive Directors is governed by the Remuneration Policy and is periodically reviewed by the Compensation Committee.

The fee structure for Non-Executive Directors has been designed to ensure that the Company attracts, retains and appropriately compensates a diverse and internationally experienced board of Non-Executive Directors. On and from Admission, each independent Non-Executive Director shall be entitled to a fee per annum of:

Retainer fee as Non-Executive Director	€ 110,000
Additional retainer for Audit Committee member	€ 22,000
Additional retainer for Audit Committee Chair	€ 30,000
Additional retainer for member of other Board committees	€ 18,000
Additional retainer for Chair of other Board committees	€ 22,000
Additional retainer for Leading Independent Director	€ 25,000

Remuneration is not linked to the price of the Common Shares or the Company’s performance.

Each Non-Executive Director is also entitled to reimbursement of reasonable business expenses (such as travel and accommodation) incurred in connection with their role.

The Non-Executive Directors are not entitled to receive any compensation on termination of their appointment and are not entitled to participate in the Company’s bonus or pension schemes.

The Non-Executive Directors are subject to confidentiality undertakings without limitation in time. They are not subject to non-compete restrictive covenants.

The Non-Executive Directors will receive their annual retainer fee, committee membership, and committee chair fee payments only in cash. Remuneration of Non-Executive Directors is fixed and not dependent on the Company’s financial results and as such they are not eligible for variable compensation and will not participate in any Company incentive plans.

The Non-Executive Directors will not receive benefits upon termination of their service as directors.

Non-Executive Directors are subject to share ownership guidelines and are expected to hold such shares as a long-term investment.

No other arrangements are in place for the Non-Executive Directors.

10. Stock-Related Provisions

Stock Ownership

Our Board recognizes the critical role that executive stock ownership has in aligning the interests of management with those of shareholders. The Executive Directors are subject to share ownership guidelines, which require that they own Company shares with an aggregate value of not less than five (5) times base salary within five (5) years from the start of their respective assignments.

Non-Executive Directors are subject to share ownership guidelines which state that directors are expected to acquire, within 24 months of the date of their appointment, Company stock in an amount not less than one time their annual retainer fee. Non-Executive Directors are expected to hold such shares as a long-term investment and as such are expected to hold such shares for the duration of their time on the Board and for an additional three months after their Board service terminates.

11. Derogation

In the event of exceptional circumstances, the Board may at its own discretion, upon recommendation of the Compensation Committee, decide to temporarily derogate from the Remuneration Policy. A derogation for exceptional circumstances only covers situations in which the derogation from this Remuneration Policy is necessary to serve the long-term interests and sustainability of the Company as a whole. Such exceptional circumstances include, but are not limited to, situations such as the urgently required appointment of an Executive Director or the buyout of remuneration forfeited on joining the Company to facilitate recruitment of new Executive Directors, comprising cash or equity incentives. Derogation may relate to the following aspects of this Remuneration Policy (including the subsections thereof): Fixed annual base fee, Benefits, Pension, Short-term incentive (STI), Long-term incentive (LTI), and Shareholding guidelines and any such deviations shall be made by the Board following a proposal from the Compensation Committee. Any deviation will be reported in the subsequent Remuneration Report.