

# NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders (the “**AGM**”) of Iveco Group N.V. (the “**Company**” or “**Iveco Group**”) will be virtually held at 09:00 a.m. CEST on Wednesday, April 13, 2022.

Pursuant to the temporary legislative measures from the Dutch government aimed at protecting all participants, shareholders will not be allowed to attend the AGM in person. The meeting can be followed via a live webcast that will be available on the Company's website ([www.ivecogroup.com](http://www.ivecogroup.com))<sup>1</sup>.

Votes can only be cast in advance of the AGM as further set out in this convocation notice. The language of the meeting shall be English. The AGM is convened to discuss and decide on the agenda reflected below.

## **AGENDA**

### **1. OPENING**

### **2. 2021 COMPANY FINANCIAL STATEMENTS**

- a. Adoption of the 2021 Company Financial Statements (voting item)
- b. Release from liability of the members of the Board (voting item)

### **3. 2021 REMUNERATION REPORT**

Application of the remuneration policy in 2021 (advisory voting item)

### **4. APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

Appointment of Benoît Ribadeau-Dumas (voting item)

### **5. (RE-) APPOINTMENT OF INDEPENDENT AUDITOR(S)**

- a. Proposal to re-appoint Ernst & Young Accountants LLP as the independent auditor of the Company for the 2022 financial year (voting item)
- b. Proposal to appoint Deloitte Accountants B.V. as the independent auditor of the Company for the 2023 financial year (voting item)

### **6. PROPOSAL TO APPROVE THE PLAN TO AWARD (RIGHTS TO SUBSCRIBE FOR) COMMON SHARES IN THE CAPITAL OF THE COMPANY TO EXECUTIVE DIRECTORS IN ACCORDANCE WITH ARTICLE 12.6 OF THE COMPANY'S ARTICLES OF ASSOCIATION (VOTING ITEM)**

### **7. CLOSE OF MEETING**

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<sup>1</sup> If applicable Dutch law will change not allowing any longer virtual meetings, then the AGM will be held in person at the offices of Freshfields Bruckhaus Deringer LLP at Strawinskylaan 10, 1077 XZ Amsterdam, the Netherlands.

## **AGM documentation**

The AGM documentation:

- Iveco Group 2021 Company Financial Statements,
- the explanatory notes to the Agenda with proposed resolutions and information about member of the Board of Directors whose appointment has been proposed,
- statement of the issued share capital and voting rights at the date of this notice, and
- voting instructions and voting proxy forms for the AGM

and other relevant AGM documents are available on the Company's website ([https://www.ivecogroup.com/investors/shareholder\\_meetings](https://www.ivecogroup.com/investors/shareholder_meetings)). This documentation is also available at the Company's principal office and business address at Via Puglia 35, 10156 Turin (Italy) for shareholders, who will receive a copy free of charge upon request.

## **Shareholders**

Shareholders can hold Company shares as follows:

- shareholders holding special voting shares and common shares or shareholders holding common shares electing to receive special voting shares upon completion of the required holding period (the "Loyalty Shareholders") registered in the loyalty register of the Company (the "Loyalty Register"). The Loyalty Register is maintained on behalf of the Company in the records of the Company's agent: Computershare S.p.A. (the "Agent");
- shareholders holding common shares in securities account with banks or other account holders (each an "Intermediary") participating in the Monte Titoli system (the "Monte Titoli Participant Account").

## **Record date**

Under Dutch law and the Company's Articles of Association, in order to be entitled to vote in relation to the voting items on the agenda for the AGM, shareholders must (i) be registered as of **March 16, 2022** (the "**Record Date**") in the register established for that purpose by the Board of Directors (the "**AGM Register**") after reflecting all debit and credit entries as of the Record Date, regardless of whether the shares are still held by such holders at the date of the AGM and (ii) request registration in the manner mentioned below. The AGM Register established by the Board of Directors is: (i) in respect of Loyalty Shareholders, the Loyalty Register, (ii) in respect of shareholders holding common shares in a Monte Titoli Participant Account, the administration of the relevant Intermediary.

## **Voting online or by proxy**

### **Loyalty Shareholders**

Loyalty Shareholders registered at the Record date will be entitled to cast their vote online or submit their proxy for the AGM by **5:00 p.m. CEST on April 6, 2022**.

The Agent will send to Loyalty Shareholders the information that allows them to cast their votes online via the web procedure made available to them or, if necessary, to grant the Agent a proxy with the relative voting instructions.

### **Shareholders holding common shares in a Monte Titoli Participant Account**

Shareholders holding common shares in a Monte Titoli Participant Account who wish to submit voting instructions or a voting proxy for the AGM should request their Intermediary the issue of a statement confirming their shareholding at the Record Date ("**Notification of Participation**"). Intermediaries must submit the Notification of Participation no later than **5:00 p.m. CEST on April 6, 2022** to the Agent.

The above-mentioned shareholders may cast their vote in advance of the AGM, but no later than **5:00 p.m. CEST on April 6, 2022** via the web procedure made available on the Company's website or by the proxy form that will also be available on the Company's website ([https://www.ivecogroup.com/investors/shareholder\\_meetings](https://www.ivecogroup.com/investors/shareholder_meetings)). The duly completed and signed proxy, voting instructions included, will be received by the Agent (contact details below) by **5:00 p.m. CEST on April 6, 2022** in writing or electronically pursuant to instructions contained in the proxy forms.

## **Questions by Shareholders**

Shareholders can submit questions regarding the agenda items of the AGM by email to [IVG-AGM2022@ivecogroup.com](mailto:IVG-AGM2022@ivecogroup.com) until April 10, 2022 at 09:00 a.m. CEST. The email has to include the AGM agenda item to which the question refers and a copy of the Notification of Participation issued by the Intermediary. Iveco Group intends to address the questions during the meeting, to the extent appropriate with a view to the orderly conduct of the meeting. Shareholders who have submitted questions before the deadline mentioned above may ask follow-up questions during the AGM in accordance with the instructions given at the AGM, and only insofar as the order of the meeting allows.

### **Address details of the Agent:**

Computershare S.p.A.

Via Nizza 262/73, 10126 Torino (Italy)

[ivecogroup@computershare.it](mailto:ivecogroup@computershare.it)

Iveco Group N.V., March 1, 2022