

## 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**”) is convened at 12:00 p.m. (noontime) CEST on Wednesday, April 16, 2025, at the offices of Freshfields Bruckhaus Deringer LLP at Strawinskylaan 10, 1077 XZ in Amsterdam, the Netherlands. The language of the meeting shall be English. The meeting will be broadcasted via a live webcast that will be available on the [Company's website](#).

The AGM is convened to discuss and decide on the following.

### **AGENDA**

#### **1. OPENING**

#### **2. 2024 ANNUAL REPORT**

- a. Report by the Board of Directors (discussion only item)
- b. 2024 Annual Financial Statements (voting item)
- c. Policy on additions to reserves and on dividends (discussion only item)
- d. Distribution of dividend (voting item)
- e. Remuneration Report for the financial year 2024 (advisory voting item)

#### **3. DISCHARGE OF DIRECTORS FOR THE PERFORMANCE OF THEIR DUTIES IN 2024**

- a. Release from liability of the Executive Directors (voting item)
- b. Release from liability of the Non-Executive Directors (voting item)

#### **4. (RE)APPOINTMENT OF THE EXECUTIVE AND NON-EXECUTIVE DIRECTORS**

- a. Re-appointment of Suzanne Heywood as an Executive Director (voting item)
- b. Appointment of Olof Persson as an Executive Director (voting item)
- c. Re-appointment of Judy Curran as a Non-Executive Director (voting item)
- d. Re-appointment of Tufan Erginbilgic as a Non-Executive Director (voting item)
- e. Appointment of Clara Fain as a Non-Executive Director (voting item)
- f. Re-appointment of Essimari Kairisto as a Non-Executive Director (voting item)
- g. Re-appointment of Linda Knoll as a Non-Executive Director (voting item)
- h. Re-appointment of Alessandro Nasi as a Non-Executive Director (voting item)
- i. Re-appointment of Lorenzo Simonelli as a Non-Executive Director (voting item)

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

#### **6. AMENDMENT TO THE REMUNERATION POLICY (voting item)**

#### **7. AUTHORIZATION TO THE BOARD FOR THE COMPANY TO ASSIGN EQUITY AWARDS TO EXECUTIVE DIRECTORS (voting item)**

#### **8. AUTHORIZATION TO THE BOARD FOR THE COMPANY TO ACQUIRE COMMON SHARES IN ITS OWN SHARE CAPITAL (voting item)**

#### **9. CLOSE OF MEETING**

## AGM DOCUMENTATION

The AGM documentation:

- the explanatory notes to the items included in the Agenda,
- the Annual Report for the year 2024 (including the Board Report, the Financial Statements and the Independent Auditor's Report),
- the proposed amended Remuneration Policy

and other information relevant for the AGM are posted on the [Company's website](#) and available, free of charge, at the Company's principal office and business address at Via Puglia 35, 10156 Turin (Italy).

## RECORD DATE AND REGISTRATION DATE

Under Dutch law and the Company's Articles of Association, the persons entitled to attend and vote at the AGM are those who

- hold the corresponding rights and are registered in one of the registers designated thereto by the Board of Directors (each an "AGM Register") as of **March 19, 2025** (the "Record Date"), after reflecting all debit and credit entries as of that date, and
- request registration by **April 9, 2025** (the "Registration Date") in the manner specified below.

For shareholders holding common shares in securities accounts with intermediaries participating in the Monte Titoli system (or pledgees or usufructuaries on the shares so held), the administration of the relevant intermediary qualifies as the relevant AGM Register (the "MT Shareholders"). Those of such shareholders who wish to exercise their rights at the AGM shall request their intermediary (i) to issue a statement confirming their shareholding at the Record Date and (ii) to submit this statement to the Company's Agent (Computershare S.p.A.: contact details below) no later than **5:00 p.m. CEST on the Registration Date**. In case they intend to attend in person or grant a power of attorney to a proxy other than the Company's Agent, they shall state this intention to their intermediary.

For shareholders either holding common shares electing to receive special voting shares upon completion of the required holding period or holding special voting shares and common shares registered in the Loyalty Register of the Company (maintained on behalf of the Company in the records of the Company's Agent), the Loyalty Register qualifies as the relevant AGM Register (the "Loyalty Shareholders"). Those of such shareholders who are registered in the Loyalty Register at the Record Date will receive from the Company's Agent a notice with the instructions to follow in order to exercise their rights at the AGM, either directly or by proxy, at their addresses as they appear from the records maintained by the Company's Agent.

## VOTING AND ATTENDANCE

Persons holding voting rights on shares entitled to attend the AGM, duly recorded and registered according to the provisions under the Record Date and Registration Date section of this notice, may

- cast their vote in advance of the AGM via the web procedure which will be available on the [Company's website](#) up until 5:00 p.m. CEST on the Registration Date; or
- grant the Company's Agent a proxy according to the ad-hoc proxy form available on the [Company's website](#) (such form, duly completed and signed, to be received by the Company's Agent by 5:00 p.m. CEST on the Registration Date, either in hard copy or electronically).

As an alternative, to the extent they have duly and timely stated their intention to attend in person or grant a power of attorney to a proxy other than the Company's Agent, as above, persons holding voting rights on shares entitled to attend the AGM, duly recorded and registered according to the provisions under the Record Date and Registration section of this notice, will receive either through their intermediaries (in case of MT Shareholders) or from the Company's Agent (in case of Loyalty Shareholders) an attendance card issued by the Company's Agent in their name (the "Attendance Card"). This will serve as admission certificate to the AGM. The Attendance Card contains a proxy form section, which allows these persons to authorize third parties of their choice to attend and vote the corresponding shares on their behalf at the AGM. In order to be admitted to the AGM, the Attendance Card and a copy of the written power of attorney (if applicable) must be presented at the registration desk. Persons so entitled to attend the AGM will be required to show a valid identity document prior to admission.

Access registration to the venue where the AGM is held will not begin until 11:30 a.m. CEST on Wednesday, April 16, 2025. Shareholders are urged not to arrive earlier.

## **ADVANCE QUESTIONS**

Starting from the Record Date and **no later than 5:00 p.m. CEST on the Registration Date**, persons holding voting rights on shares entitled to attend the AGM can submit questions regarding the agenda items by email to [ivg-agm@ivecogroup.com](mailto:ivg-agm@ivecogroup.com), declaring the item(s) to which their questions refer. A copy of the statement by the relevant intermediary, that confirms their shareholding at the Record Date, shall be attached to the email.

The Company intends to address the questions during the AGM, to the extent appropriate and with a view to the orderly conduct of the meeting.

## **ISSUED SHARE CAPITAL AND VOTING RIGHTS**

As of the date of this notice, the Company:

- has an issued share capital of € 3,454,589.70 consisting of 271,215,400 common shares and 74,243,570 special voting shares, each with a nominal value of € 0.01 and carrying – in principle – the right to cast one vote;
- holds 4,868,597 common shares and 71,180 special voting shares in treasury, with no voting rights.

Consequently, the total number of voting rights amounts to 340,519,193.

## **DETAILS OF THE COMPANY'S AGENT**

Computershare S.p.A.  
Via Nizza 262/73, 10126 Torino (Italy)  
[ivecogroup@computershare.it](mailto:ivecogroup@computershare.it)

Iveco Group N.V., March 5, 2025

## **Iveco Group N.V.**

Corporate Seat: Amsterdam, the Netherlands  
Principal Office and Business Address: Via Puglia n. 35, Turin, Italy  
Share Capital: €3,454,589.70 (as of December 31, 2024)  
Chamber of Commerce of the Netherlands: reg. no. 83102701