Iveco Group N.V.
Corporate Seat: Amsterdam,
the Netherlands
Chamber of Commerce
Registration no.
83102701

Approval of the Issuer's position statement relating to the voluntary totalitarian tender offer promoted by TML CV Holdings B.V. for all issued common shares of Iveco Group N.V.

PRESS RELEASE

Turin, 4th September 2026. The Board of Directors of Iveco Group N.V. ("**IVG**" or the "**Issuer**") (EXM: IVG), which met today, approved the Issuer's position statement (the "**Issuer's Position Statement**") prepared pursuant to Article 103, paragraphs 3 and 3-*bis*, of Italian Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented (the "**CFA**"), and Article 39 of the regulation adopted by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented (the "**Issuers' Regulation**"), as well as Articles 2, paragraph 2, and 18, paragraph 2, and Annex G of the Dutch Decree on Takeover Bids (*Besluit openbare biedingen Wft*), relating to the voluntary totalitarian tender offer promoted by TML CV Holdings B.V. (the "**Offeror**") pursuant to Article 102 of the CFA for all issued common shares of IVG (the "**Offer**").

The Issuer's Position Statement contains, in particular, the Board of Directors' reasoned evaluation of the Offer and of the fairness of the relevant price, equal to Euro 14.10 (fourteen/10) (*cum dividend*) per Issuer's share tendered to the Offer (the "**Price**").

For the purposes of approving the Issuer's Position Statement, the Board of Directors examined, *inter alia*: *(i)* the Offer and its terms and conditions, as described in the offer document of the Offeror approved by CONSOB by Resolution No. 24119 of 3 September 2026 (the "**Offer Document**"); *(ii)* the fairness opinion issued by Goldman Sachs Bank Europe SE, Succursale Italia, in its capacity as the financial advisor appointed by the Board of Directors of the Issuer (the "**Fairness Opinion**"); and *(iii)* the assessment set out in the reasoned opinion issued by the Independent Board Members of IVG pursuant to Article 39-*bis* of the Issuers' Regulation, which includes the fairness opinion issued by Rothschild & Co Italia S.p.A., in its capacity as the financial advisor appointed by the Independent Board Members pursuant to Article 39-*bis*, paragraph 2, of the Issuers' Regulation (the "**Opinion of the Independent Board Members**"). In the Opinion of the Independent Board Members and in the fairness opinion issued by Rothschild & Co Italia S.p.A., the Price was deemed fair from a financial point of view.

The Board of Directors, taking into account the Fairness Opinion and the Opinion of the Independent Board Members, unanimously, with Suzanne Heywood and Alessandro Nasi not participating in light of the declarations made by them pursuant to Article 39, paragraph 1, letter b), of the Issuers' Regulation, and best practice provision 2.7.3 of the Dutch Corporate Governance Code, as described in Paragraph 2.4.1 of the Issuer's Position Statement deemed the Price of the Offer fair from a financial point of view.

For the details and considerations made by the Board of Directors, please refer to the Issuer's Position Statement, which you will find attached to the Offer Document, together with the Fairness Opinion[1] and the Opinion of the Independent Board Members, and is also published on IVG's website at www.ivecogroup.com.

For further information on the Offer, please refer to the Offer Document to be published by the Offeror within the terms and in accordance with the procedures prescribed by applicable laws.

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Iveco Group N.V. (EXM: IVG) *is a global player in the automotive industry, built on a strong Italian heritage and with a consolidated international reach. The Group channels decades of engineering excellence and innovation into sustainable mobility and customer driven technologies. Its five brands*

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[1] On 4 September 2026, Goldman Sachs Bank Europe SE, Succursale Italia delivered its opinion to the Board of Directors as to the fairness, from a financial point of view, (i) to the holders (other than the Offeror and any of its affiliates) of the IVG shares of the Price to be paid to such holders for each IVG share accepted in the Offer, and (ii) in connection with a Share Sale, to IVG of the Share Sale Purchase Price to be paid to IVG pursuant to the Merger Agreement and the Share Purchase Agreements, as of the date thereof and based upon and subject to the factors, assumptions, limitations and qualifications set forth therein. The opinion of Goldman Sachs Bank Europe SE, Succursale Italia, is provided to the Board of Directors and not to the holders of IVG shares. Accordingly, such opinion does not constitute a recommendation as to whether any such holder should tender its IVG shares in connection with the Offer or any other matter. All capitalized terms used but not defined herein shall have the meaning set forth in the abovementioned opinion.

play a leading role in their respective domains: IVECO, a pioneering commercial vehicles brand offering heavy, medium and light duty trucks; FPT, a global leader in advanced powertrain technologies in the agriculture, construction, marine, power generation and commercial vehicles sectors; IVECO BUS and HEULIEZ, renowned for their mass transit, premium bus and coach solutions; and IVECO CAPITAL, the Group's financing arm supporting them all. Iveco Group employs 33,000 people and operates 16 industrial sites and 22 R&D centres. Further information is available at www.ivecogroup.com.

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