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COMMUNICATION PUBLISHED BY IVECO GROUP N.V. UPON REQUEST, IN THE NAME AND ON BEHALF OF TML CV HOLDINGS PTE. LTD.

## **VOLUNTARY TENDER OFFER FOR ALL OF THE COMMON SHARES OF IVECO GROUP N.V.**

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**Press release pursuant to Article 102, paragraph 3, of Legislative Decree no. 58 of 24 February 1998, as further amended and supplemented (the "Consolidated Financial Act" or "CFA") and Article 37-ter of the Regulation issued by Consob with Resolution no.11971 of 14 May 1999, as further amended and supplemented ("Issuers' Regulation").**

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### **OFFER DOCUMENT FILED WITH CONSOB**

*Singapore, 19 August 2025* - Pursuant to and for the purposes of Article 102, paragraph 3, of the CFA and Article 37-ter of the Issuers' Regulations, TML CV Holdings Pte. Ltd., a company incorporated under the laws of Singapore ("**TML CV HS**"), having its registered offices in Singapore (Singapore), whose share capital is entirely owned by Tata Motors Ltd., a company incorporated under the laws of India, having its registered offices in Mumbai (India) ("**Tata Motors**"), hereby announces that on the date hereof it has filed with the Commissione Nazionale per le Società e la Borsa ("**Consob**") the offer document (the "**Offer Document**"), intended for publication, related to the voluntary public tender offer under articles 102 *et seq.* of the CFA (the "**Offer**") launched by TML CV HS, through a wholly-owned corporate vehicle to be incorporated under the laws of the Netherlands (the "**Offeror**") on the common shares (the "**Common Shares**") of Iveco Group N.V. ("**IVG**" or the "**Issuer**"), a company incorporated under the laws of the Netherlands whose Common Shares are admitted to listing and trading exclusively on Euronext Milan, a regulated market, organised and managed by Borsa Italiana S.p.A. (ISIN code NL0015000LU4).

The filing of the Offer Document with Consob follows the communication of 30 July 2025, by which TML CV HS, pursuant to and for the purposes of Article 102, paragraph 1, of the CFA and Article 37 of the Issuers' Regulation, informed Consob and disclosed to the market and to the Issuer its decision to promote the Offer through the Offeror (the "**Offeror's Notice**").

As indicated in the Offeror's Notice, the Offer relates to no. 271,215,400 issued Common Shares of IVG, representing all the issued Common Shares of the Issuer as at the date of the Offeror's Communication, including any treasury Common Shares held by the Issuer (the "**Offer Shares**").

The Offeror shall pay a consideration equal to Euro 14.10 (fourteen/10) (*cum dividend*, excluding any distributions resulting from the proposed Defence Business Transaction) for each Offer Share with respect to which the Offer is accepted.

It should be noted that, pursuant to and for the purposes of Article 102, paragraph 4, of the CFA and Article 37-ter, paragraph 1, letter b) of the Issuers' Regulation, TML CV HS, prior to the publication of this press release, has submitted, or caused to be submitted, to the competent authorities the communications and/or applications for the obtaining of the authorisations required by the applicable regulations in relation to the Offer.

In this regard, it should also be noted that the launch of the Offer is subject to obtaining the Prior Authorisations<sup>1</sup> required by the applicable regulations and better described in the Offeror's Notice.

The Offer Document will be published by the Offeror upon conclusion of Consob's review carried out pursuant to Article 102, paragraph 4, of the CFA, after obtaining the Prior Authorisations.

The Offer is promoted in Italy and is extended in the United States of America in compliance with Section 14(e) and Regulation 14E of the U.S. Securities Exchange Act of 1934 (the "**U.S. Securities Exchange Act**"), subject to the applicable exemptions set forth in Rule 14d-1(d) of the U.S. Securities Exchange Act. The Offer has not been and will not be launched or promoted by the Offeror in Canada, Japan, Australia or in any other country other than Italy and the United States of America in which such Offer is not permitted in absence of the authorisation of the competent authorities or other obligations from the Offeror (such countries, including Canada, Japan and Australia, jointly, the "**Other Countries**"), nor by using instruments of communication or national or international commerce of the Other Countries (including but not limited to the postal network, fax, telex, email, telephone and internet), nor by way of any structure of any of the financial intermediaries of the Other Countries nor in any other way.

Pending publication of the Offer Document, unless otherwise specifically stated, please refer to the Offeror's Notice published, on behalf of TML CV HS, on the website of Tata Motors at ([www.tatamotors.com](http://www.tatamotors.com)) and on the website of the Issuer at ([www.ivecogroup.com](http://www.ivecogroup.com)), which indicates the legal basis, terms and key elements of the Offer.

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The voluntary tender offer referred to in this press release (the "**Offer**") is launched by TML CV Holdings Pte. Ltd. ("**TML CV HS**"), through a wholly-owned corporate vehicle to be incorporated under the laws of the Netherlands (the "**Offeror**") on all issued common shares (the "**Common Shares**") of Iveco Group N.V. ("**IVG**" or the "**Issuer**"). This press release does not constitute either a purchase offer or a solicitation to sell the Common Shares of IVG.

Prior to the beginning of the tender period of the Offer, the Offeror will publish an offer document (the "**Offer Document**"), which IVG's shareholders must carefully review. The Offer is addressed, on equal conditions, to all the holders of the Shares and will be launched in Italy and extended to the United States of America in compliance with Section 14(e) and Regulation 14E of the U.S. Securities Exchange Act of 1934 (the "**U.S. Securities Exchange Act**"), subject to the applicable exemptions set forth in Rule 14d-1(d) of the U.S. Securities Exchange Act. Except as indicated below, the Offer is subject to disclosure obligations and procedural requirements provided for by Italian law. US IVG shareholders should be aware that such requirements may differ materially from those applicable under US domestic tender offer law and practice.

In accordance with the laws of, and practice in, Italy and to the extent permitted by applicable law, including Rule 14e-5 under the U.S. Exchange Act, the Offeror, the Offeror's affiliates or any nominees or brokers of the foregoing (acting as agents, or in a similar capacity, for IVG or any of its affiliates, as applicable) may from time to time, and other than pursuant to the Offer, directly or indirectly, purchase, or arrange to purchase, outside of the United States of America, Common Shares in IVG or any securities that are convertible into, exchangeable for or exercisable for such Common Shares in IVG before or during the period in which the Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. To the extent information about such purchases or arrangements to purchase is made public in Italy, such information will be disclosed by means of a press release or other means reasonably calculated to inform US shareholders of IVG of such information. In addition, subject to the applicable laws of Italy and US securities laws, including Rule 14e-5 under the U.S. Exchange Act, the financial advisers to the Offeror or their respective affiliates may also engage in ordinary course trading activities in securities of IVG, which may include purchases or arrangements to purchase such securities.

In order to comply with the rules and exemptions provided by US law, an Offer Document translated into English is being made available to the holders of the Common Shares resident in the United States of America. The English version of the

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<sup>1</sup> Please note that IC Financial Services UK Limited is currently in the process of being authorised by the UK Financial Conduct Authority (the "**FCA**") to perform certain regulated activities. Subject to IC Financial Services UK Limited receiving the FCA's authorisation, the Offeror will file also a request to the FCA to obtain the authorisation for a change in control with respect to IC Financial Services UK Limited, in accordance with section 178 of the Financial Services and Markets Act 2000 and the Financial Services and Markets Act 2000 (Controllers) (Exemption) Order 2009, as subsequently amended and supplemented.

Offer Document is merely a courtesy translation and the Italian version of the Offer Document will be the only document submitted to Consob for its approval.

It may not be possible for US shareholders to effect service of process within the United States of America upon IVG, the Offeror or any of their respective affiliates, or their respective officers or directors, some or all of which may reside outside the United States of America, or to enforce against any of them judgments of the United States of America courts predicated upon the civil liability provisions of the federal securities laws of the United States of America or other US law. It may not be possible to bring an action against IVG, the Offeror and/or their respective officers or directors (as applicable) in a non-US court for violations of US laws. Further, it may not be possible to compel the Offeror or IVG or their respective affiliates, as applicable, to subject themselves to the judgment of a US court. In addition, it may be difficult to enforce outside the United States of America original actions, or actions for the enforcement of judgments of US courts, based on the civil liability provisions of the US federal securities laws.

The Offer, if completed, may have consequences under US federal income tax and under applicable U.S. state and local, as well as non-U.S., tax laws. Each shareholder of IVG is urged to consult its independent professional adviser immediately regarding the tax consequences of the Offer.

NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION NOR ANY SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY IN ANY STATE OF THE U.S. HAS APPROVED OR DECLINED TO APPROVE THE OFFER OR THIS ANNOUNCEMENT, PASSED UPON THE FAIRNESS OR MERITS OF THE OFFER OR PROVIDED AN OPINION AS TO THE ACCURACY OR COMPLETENESS OF THIS ANNOUNCEMENT OR ANY OFFER DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES

The Offer has not been and will not be launched or promoted by the Offeror in Canada, Japan, Australia or in any other country other than Italy and the United States of America in which such Offer is not permitted in absence of the authorisation of the competent authorities or other obligations from the Offeror (such countries, including Canada, Japan and Australia, jointly, the **"Other Countries"**), nor by using instruments of communication or national or international commerce of the Other Countries (including but not limited to the postal network, fax, telex, email, telephone and internet), nor by way of any structure of any of the financial intermediaries of the Other Countries nor in any other way.

Copy of this press release, or portions of the same, as also copy of any subsequent document which will be issued in connection with the Offer, are not and must not be sent, nor in any way transmitted or distributed, directly or indirectly in the Other Countries. Any party who receives the abovementioned documents must not distribute, send or transmit them (either by post nor by any other method or instrument of communication or commerce) in the Other Countries.

This press release, as well as any other document that has or will be issued in connection with the Offer does not constitute and cannot be interpreted as an offer to purchase or solicitation of an offer to sell financial instruments to parties resident in Other Countries. No instrument may be offered or sold in the Other Countries in the absence of specific authorisation in compliance with the applicable provisions of the local law of those countries or in derogation of those provisions. Tenders in the Offer by parties resident in countries other than Italy and the United States of America may be subject to specific obligations or restrictions provided by law or regulatory provisions. Parties who wish to take part in the Offer bear the exclusive responsibility to comply with those laws and therefore prior to tendering their Shares in the Offer, those parties are required to verify their possible existence and applicability, consulting their own advisors.

This press release contains forward-looking information and statements. Forward-looking statements are statements that are not historical facts. These statements include financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, products and services, and statements regarding future performance. Forward-looking statements are generally identified by the words "expects," "anticipates," "believes," "intends," "estimates" and similar expressions. Investors and holders of IVG shares are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of the Offeror and IVG, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include those discussed or identified in the public documents sent by the Offeror to Consob. Except as required by applicable law, the Offeror and IVG do not undertake any obligation to update any forward-looking information or statements.