

ADVERTISEMENT. This announcement is an advertisement for the purposes of Regulation (EU) 2017/1129, as amended (the "Prospectus Regulation") relating to the intention of Iveco Group N.V. ("IVG") to proceed with the proposed first admission to listing and trading of all of the common shares of IVG on the regulated market of Euronext Milan (the "Admission"). This announcement does not constitute or form part of a prospectus within the meaning of the Prospectus Regulation and has not been reviewed nor approved by any regulatory or supervisory authority in any jurisdiction, including any member state of the European Economic Area (each, an "EEA Member"), the United Kingdom and the United States. This announcement is for information purposes only and is not intended to constitute, and should not be construed as, an offer by or invitation by or on behalf of, IVG, CNH Industrial N.V ("CNH Industrial"), any of their advisors or any representative of IVG or CNH Industrial or any of their advisors, to purchase any securities or an offer to sell or issue, or the solicitation to buy securities by any person in any jurisdiction, including any EEA Member, the United Kingdom or the United States. The approval of the Prospectus (as defined below) by the Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten, the "AFM") should not be understood as an endorsement of the quality of the Shares (as defined below) and IVG. Potential investors should read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the Shares

Demerger of lveco Group and Directors Appointment approved by CNH Industrial shareholders: Demerger expected to be effective on January 1, 2022

London, December 23, 2021

CNH Industrial N.V. ("CNHI") (NYSE: CNH / MTA: CNH) announces that its shareholders' meeting, held today, approved the proposal to allow the demerger of Iveco Group business from CNH Industrial. This proposal was approved by an overwhelming majority (with more than 99% of the votes cast in favor of the transaction).

Following today's approval by shareholders and receipt of the final regulatory clearances over the course of the current month, CNH Industrial expects to complete the demerger on December 31, with the effective date on January 1, 2022.

Admission to listing and to trading of Iveco Group N.V. common shares on Euronext Milan will be subject to further announcements.

CNH Industrial N.V. 25 St. James's Street London, SW1A 1HA United Kingdom



CNH Industrial shareholders are entitled to receive one Iveco Group common share for every five CNH Industrial common shares held at close of business on the record date for allocation, January 4, 2022. The outstanding CNH Industrial common shares will be quoted ex-allocation from January 3, 2022 on both Euronext Milan and NYSE. Additional details regarding the settlement mechanics related to the allotment of the Iveco Group shares can be found at: www.cnhindustrial.com/en-us/investor_relations/Pages/demerger_documents.aspx

Today the shareholders of CNH Industrial also approved the appointment of two new nonexecutive directors, Ms. Catia Bastioli and Ms. Åsa Tamsons, who will replace Mr. Tufan Erginbilgic and Mr. Lorenzo Simonelli (who, in turn, will join Iveco Group N.V. board of directors upon consummation of the demerger). Details of all matters approved today by the Company's shareholders and voting results are available on the Company's website (www.cnhindustrial.com).

CNH Industrial N.V. (NYSE: CNHI / MI: CNHI) is a global leader in the capital goods sector with established industrial experience, a wide range of products and a worldwide presence. Each of the individual brands belonging to the Company is a major international force in its specific industrial sector: Case IH, New Holland Agriculture and Steyr for tractors and agricultural machinery; Case and New Holland Construction for earth moving equipment; Iveco for commercial vehicles; Iveco Bus and Heuliez Bus for buses and coaches; Iveco Astra for quarry and construction vehicles; Magirus for firefighting vehicles; Iveco Defence Vehicles for defence and civil protection; and FPT Industrial for engines and transmissions. More information can be found on the corporate website: <u>www.cnhindustrial.com</u>

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DISCLAIMER

This announcement does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended (the "Prospectus Regulation"), and shares in Iveco Group N.V. will be allotted in circumstances that do not constitute "an offer to the public" within the meaning of the Prospectus Regulation. This announcement is not intended for distribution in jurisdictions that require prior regulatory review and authorization to distribute an announcement of this nature.

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed, should inform themselves about, and observe, such restrictions.

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The securities referred to herein may not be offered or sold in the United States of America absent registration or an applicable exemption from registration under the U.S. Securities Act of 1933, as amended. The Company and CNH Industrial do not intend to register all or any portion of the offering of the securities in the United States of America or to conduct a public offering of the securities in the United States of America.

This announcement does not constitute an offer of securities to the public in the United Kingdom. This announcement is being distributed to and is directed only at (i) persons who are outside the United Kingdom or (ii) persons who are investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") and (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "Relevant Persons"). Any investment activity to which this announcement relates will only be available to and will only be engaged with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.

This announcement may include statements, including with respect to CNH Industrial's and the Company's financial condition, results of operations, business, strategy, plans and outlook, including the impact of certain transactions. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "plans", "targets", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements are made as of the date of this announcement. Although CNH Industrial and the Company believe that such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Such forward-looking statements are included for illustrative purposes only. Actual results may differ materially from the forward-looking statements as a result of a number of risks and uncertainties, many of which are outside CNH Industrial and the Company's control. CNH Industrial and the Company expressly disclaim any intention or obligation to provide, update or revise any forward-looking statements in this announcement to reflect any



change in expectations or any change in events, conditions or circumstances on which these forward-looking statements are based.

The price and value of securities may go up as well as down. Persons needing advice should contact a professional adviser. Information in this announcement or any of the documents relating to the Admission and the Demerger cannot be relied upon as a guide to future performance.

The Company may decide not to go ahead with the Admission and CNH Industrial may decide not to go ahead with the Demerger and there is therefore no guarantee that the Admission and the Demerger will occur. You should not base your financial decision on this announcement. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested.