



Function: **Legal and Compliance**

Effective Date: **January 2025**

Pages: **8**

Conflicts of Interest Policy

Note: All compliance policies/supplements are approved by the CNH Global Compliance and Ethics Committee. They are subject to change without prior notification. Definitions for capitalized terms can be found on page 5. This policy supersedes the Compliance Helpline Policy and Anti-Retaliation Policy adopted in January 2020.

Scope: The purpose of this Conflicts of Interest Policy (the "**Policy**") is to provide the highest-level principles and expectations of CNH Industrial N.V. and its subsidiaries (collectively, "**CNH**" or the "**Company**") regarding the duties and obligations of all Company personnel to avoid situations that present, or create the appearance, of a potential conflict of interest. This Policy applies to the directors, officers and employees of CNH.

Policy Summary: Everyone working at CNH should always prioritize Company's best interests and not permit outside or personal interests to influence how you make decisions for the Company. A conflict of interest exists when personal or private interests, including personal, family, social or financial interests, interfere in any way with the performance of your responsibilities with respect to the Company.

A Conflict of Interest occurs when your outside interests (for example, financial or personal interests) interfere with CNH's interests or your duties. Even the appearance of a conflict of interest can damage your reputation and that of the Company. It is not possible to list every situation that may result in a conflict of interest. This Policy spells out the most common situations that create a conflict of interest or the appearance of one to help you make informed decisions. However, local customs and practices may give rise to unique situations that create a conflict of interest.

This policy helps ensure that we are always putting the Company first and avoiding conflicts that could harm CNH reputation or business. **Any conflict of interest must be disclosed in writing through the channels identified below.**

POLICY

1. What Specific Types of Conflicts of Interest Require Disclosure?

Personal Financial Interests: You should not have a Financial Interest in any entity with which the Company conduct's business, or that competes with the Company, unless disclosed and approved in accordance with this Policy. These entities include the Company's business partners, dealers, suppliers, customers, contracting parties or competitors. You must not receive fees, commissions, or other compensation from any entities described above.

Further, unless disclosed and approved in accordance with this Policy, you should not have a Financial Interest in any transaction if the Company is, or may be, interested in the transaction. This includes but is not limited to investments by you in entities that compete with the Company or are known to be acquisition candidates of the Company, or the retention or continued use of vendors, consultants, partners or third parties with whom you have a Financial Interest.



Real life example: An employee who works in procurement has invested in a company that is a supplier to CNH. This could influence their decision-making when selecting suppliers, as they may prioritize their personal financial gain over the company's best interests.

Outside Activities by Employees: Employees should not engage in any secondary employment or outside business activity that is competitive with any Company business or any outside activity that affects your ability to devote appropriate time and attention to your assigned job responsibilities at the Company. A second job, side project or affiliation with a customer, dealer, distributor, supplier, vendor or partner is strongly discouraged, but may be allowed in limited circumstances with approval from your manager and the Global Compliance team. Your manager, Human Resources and the Compliance team must approve in advance any service on external boards of directors. Employees must maintain the confidentiality of the Company's proprietary, confidential and competitively sensitive information in accordance with this Policy while participating in any outside business activity.

Real life examples: A CNH employee's family owns a manufacturing business that supplies components to companies in the same industry as CNH. Although the employee is not directly involved in the day-to-day operations, they hold a significant ownership stake in the family business and occasionally provide strategic advice.

A CNH employee serves on the advisory board of a tech start-up that is exploring partnerships with companies in the agriculture and construction equipment sectors, where CNH operates. Although the employee is not compensated, their advisory role gives them access to strategic information that may be valuable to CNH.

Family and Friends: You must not attempt to influence any Company-related decision (including concerning hiring) or business dealings (including those concerning current or potential suppliers, dealers, distributors, vendors, partners, competitors, collaborations or acquisitions) that may benefit or appear to benefit an Immediate Family Member or an entity in which an Immediate Family Member is involved or has a Financial Interest. Normal Company Human Resources and Purchasing processes must be followed to ensure that there is no appearance of special treatment for Immediate Family Members. You should also follow these processes in case a distant family member, family member of another employee, former employee or friend could influence your objectivity.

Real life example: A CNH employee's spouse works for a company that is bidding on a contract with CNH. The employee is part of the team evaluating the bids and may favor their spouse's company, even if unintentionally.

Corporate Opportunities: You may not use opportunities that are discovered through the use of CNH's property or information, or through your position at CNH, either for yourself or a related party. It is also a Conflict of Interest to use CNH property, information, or your position for personal gain or the benefit of a related party.

Real life example: During a business trip, a CNH employee learns about a lucrative business opportunity in a new market. The employee uses this information to start their own side business in that market, taking advantage of the opportunity before CNH can act on it.



Gifts, Travel and Entertainment: Conflicts of Interest may also arise when receiving gifts, entertainment, and travel from third parties and may require approval. For guidance, please refer to the “**Gifts, Entertainment & Travel Compliance Policy**”.

***Real life example:** A CNH employee responsible for vendor selection is offered an expensive all-expenses-paid trip by a potential vendor during the procurement process. The vendor hopes this will sway the employee’s decision in their favor.*

2. How Can I Identify a Conflict of Interest?

Reviewing a situation to understand if it is a Conflict of Interest involves examining your personal interests and activities to determine if there are any situations where they could potentially conflict with your professional responsibilities or duties. Asking the right questions and using common sense are usually the easiest way to avoid Conflicts of Interest occurring.

Examples of questions to ask yourself:

- *Do my outside interests influence or appear to influence my ability to make sound business decisions?*
- *Do I stand to benefit (financially and non-financially) from my involvement in this situation? Does a friend or relative of mine stand to benefit?*
- *Is this situation causing me to put my own interests ahead of CNH’s interests?*
- *If I do not inform my manager or the Company of this situation, am I in breach of my duty of loyalty? Could my professionalism or ethics be questioned?*
- *If the situation became public knowledge, would I be embarrassed? Would CNH’s reputation be affected?*

We have included Conflicts of Interest categories and a list of examples in the **Appendix I**.

If you are unsure whether something is a Conflict of Interest, regardless of whether it is explicitly addressed in this policy, please consult your manager, HR representative, or Compliance representative for clarification.

3. What are My Responsibilities When a Conflict of Interest Arises?

Whenever a Conflict of Interest arises or may arise, we expect you to exercise good judgment and comply with this Policy. Your responsibilities are to:

- Identify Conflicts of Interest.
- Disclose them promptly through the channels identified below.
- Wait for the Company’s decision before proceeding with or engaging in the disclosed activity.
- Follow the Company’s decision and guidelines. You should ask for these decisions and/or guidelines in writing.

To disclose a Conflict of Interest, the Company provides the following channels through which your Conflict of Interest will be reviewed and managed appropriately by the Company:

Employees and Executive Officers: You can let us know using the following channels before engaging in the activity:



You should use our [online Conflict of Interest Disclosure Form](#). It is a self-disclosure form available on our Compliance Reporting page in CNH's Intranet.



If you are not able to access to the online form, please make disclosures to your manager, Human Resources and Compliance representative.



If you notice a potential conflict involving someone else, other than yourself and your Close Personal Friend, Immediate Family Member and Relative, please report it through our CNH Compliance Helpline: www.cnhcompliancehelpline.com.

Do not hesitate to disclose a possible Conflict of Interest, even when you are not sure if it truly is a Conflict of Interest. We are here to help you assess your situation. Any request for an exception or waiver of any actual or potential conflict of interest will be reviewed and, where appropriate, granted by your manager and the Global Compliance team. Please remember that after disclosing a Conflict of Interest, you must wait for the outcome of the decision process described in **Appendix II** before proceeding with or engaging in the activity in question.

Directors: Directors who are not Executive Officers must disclose, in writing, detail regarding any actual or potential conflict of interest to the Company's Corporate Secretary. A request for approval or waiver of a potential conflict of interest will be reviewed and, where appropriate, granted by the majority of disinterested members of the Audit Committee. Audit Committee members with the actual or perceived Conflict of Interest shall not participate in the Audit Committee's consideration of the matter. In the event that the Chair of the Audit Committee has the actual or perceived Conflict of Interest, the remaining disinterested members of the Audit Committee shall designate a member of the Audit Committee to lead the Audit Committee's consideration of the matter.

4. When Do I Need to Disclose a Conflict of Interest?

Having a Conflict of Interest is not necessarily wrong. However, it can become a problem if you try to influence the outcome of business dealings for direct or indirect personal benefit. This is why it is important to be transparent and disclose any Conflicts of Interest at the time that you identify a Conflict of Interest.

When circumstances change, existing disclosures may no longer be accurate or complete. You must ensure that any disclosures made are periodically updated to reflect the current status.

Whenever required by the Company, you are responsible to provide an attestation in the Conflict of Interest Disclosure that you have disclosed all Conflicts of Interest or that you do not have any Conflict of Interest.

5. What Happens If You Violate this Policy:

As an employee of CNH, you have an obligation of loyalty to CNH.

All violations of this Policy may result in disciplinary action up to and including (without limitation) termination of employment.

As a reminder, CNH prohibits any form of discipline, reprisal, intimidation, or retaliation for reporting a potential conflict of interest or violation of this policy or cooperating in related investigations.



Definitions:

- **Close Personal Friend:** Someone you have a close personal relationship with.
- **Directors:** Members of CNH's Board of Directors.
- **Financial Interest:** Includes, without limitation, CNH employees or any of their Immediate Family Members, holding a direct or indirect financial interest in a transaction or relationship, or holding an investment in any company or a share in any firm which is an actual or potential competitor, supplier, customer, distributor, vendor, joint venture or other alliance of the Company; provided that ownership of up to 1% of such an entity with publicly traded securities shall not ordinarily constitute a financial interest for purposes of this Policy.
- **Immediate Family Member:** Your spouse, domestic partner, children, stepchildren, parents, stepparents, siblings, mother-in-law, father-in-law, daughter-in-law, brother-in-law, or sister-in-law, or other familial relationships, or anyone who resides in the same household.
- **Officer:** Any person who has been designated as an "executive officer" of the Company by the Company's Board of Directors.
- **Relative:** Legal guardians, grandparents, spouse's grandparents, grandchildren, great-grandparents, great- grandchildren, stepbrothers, stepsisters, half-brothers, half-sisters, uncles, aunts, nephews, nieces, and cousins.

Referred Policies:

Gifts, Entertainment & Travel Compliance Policy

Speak-Up and Non-Retaliation Policy

Contact information:

If you have any questions relating to this Policy, please contact your Regional Compliance Manager or email to: complianceandethics@cnh.com



APPENDIX I

CONFLICT OF INTEREST CATEGORIES AND SAMPLE SITUATIONS

We differentiate three categories of Conflict of Interest:

1. Actual Conflict of Interest: This occurs when your personal interests or activities **actually interfere** with your ability to impartially fulfill your responsibilities or duties. In other words, there is a clear conflict between your personal interests and your professional obligations.

For example: A procurement officer awards a contract to a supplier in which they have a financial interest.

A manager seeks to hire a family member or friend for a position in direct reporting line. These situations represent actual Conflicts of Interest.

2. Potential Conflict of Interest: This refers to situations where there is a **possibility or risk** that your personal interests could conflict with your professional duties in the future. Even though there may not be any current conflict, the potential exists for one to arise.

For example: An employee has a family member working for a competitor. This relationship could potentially influence the employee's decision-making, even if no conflict has occurred yet.

An employee holds stocks in a company that could become a supplier to our organization, there's a potential Conflict of Interest, even if they haven't engaged in any dealings with that supplier yet.

3. Perceived Conflict of Interest: This occurs when there is a **perception or suspicion**, whether accurate or not, that your personal interests may influence your professional actions or decisions. It doesn't necessarily mean there is an actual conflict, but the appearance of one can still damage trust and credibility.

For example: An employee has a close family member working in a different department within CNH. Even if the employee doesn't interact with that department, the mere presence of a familial relationship may lead others to perceive a Conflict of Interest, especially in matters related to promotion or resource allocation.

A manager's spouse works for a vendor, even if the manager has taken steps to ensure fairness, others may perceive a Conflict of Interest simply because of the relationship.

In addition, below sample situations illustrate various scenarios where Conflicts of Interest may arise in the workplace. These are not exhaustive, and you should consult the Policy document, your manager, HR representative, or Compliance representative for guidance on specific situations. You are encouraged to remain cautious and disclose any potential conflicts to the appropriate channels described in the Policy for determination.

Financial Conflict of Interest:

- **Business involvement with Company's partners:** having any financial involvement with an employee or representative of a CNH supplier, vendor, customer, contracting party, partner, subcontractor, or competitor.
- **Gifts from vendors:** accepting expensive gifts, meals, entertainments or favors from a vendor doing business with CNH.



- **Family business dealings:** conducting personal business directly with CNH or a company that CNH contracts with.
- **Outside employment:** taking on a second job with a competitor or a vendor without disclosing it to the Company.
- **Investment in competitor:** having a significant financial stake (e.g., owns stock) in a company that competes with CNH.
- **Contracting with Company:** selling, leasing, or providing goods or services to CNH.

Non-Financial Conflict of Interest:

- **Work related relationships:** dealing directly, in the course of performing CNH responsibilities, with a spouse or family member or close friend who is employed by a CNH supplier, vendor, customer, contracting party or competitor.
- **Personal relationships** being tasked with evaluating or supervising a close friend or family member.
- **Sharing confidential information:** sharing confidential company information with a friend or family member who works for a competitor.
- **Board memberships:** serving on the board of a non-profit organization that lobbies for legislation that could impact CNH's business.
- **Disclosure of confidential information:** being in a position to influence a decision that could benefit a friend or family member, even if they don't disclose confidential information.



APPENDIX II

HOW DOES THE COMPANY MANAGE A CONFLICT OF INTEREST DISCLOSURE?

The Company will fairly and independently review and manage your Conflict of Interest disclosure as follows:

1) Assessment: Once we receive all the relevant information about a Conflict of Interest, the Compliance representative will partner with other relevant functions to carefully assess the details, situation, and determine the extent to which a Conflict of Interest must be addressed or mitigated on a case-by-case basis.

We ensure confidentiality in our review process. This means that any information or personal data you provide through all channels described in this Policy will only be shared with a limited number of people on a strict need-to-know basis. Information will only be disclosed outside of this small group of people if we are required to do so by law or an important public interest is at stake.

If you raise a concern about a Conflict of Interest involving someone else, other than yourself and your Close Friends, Family Members and Relatives, the Company will investigate the matter as per the **"Speak-Up and Non-Retaliation Policy"**.

2) Decision: After reviewing, the Compliance, together with other assigned functions representatives, will communicate the decision to you, together with appropriate guidance on how to move forward or steps to be taken, which will vary depending upon the particular facts, to ensure CNH's best interests with minimized risks while your personal interests are also protected as far as possible.

Possible outcomes are:

- **Approved:** Where there is no Conflict of Interest, no further action to be taken.
- **Approved with procedural requirements:** Where a Conflict of Interest can be appropriately managed with the imposition of additional controls.
- **Not approved:** Where a Conflict of Interest cannot be properly managed.

3) How Long Does a Decision Last: The decision about a Conflict of Interest stays in place until one of the following situations happens:

- You no longer work for the Company.
- A subsequent Conflict of Interest decision is made upon changes in work responsibility, personal status, or interest. It's your responsibility to communicate any changes that could affect the decision on your Conflict of Interest.

For example, if your job or outside activities in conflict are no longer active. Or your spouse no longer works for a CNH competitor.