

**Minutes of the Annual General Meeting
(the “AGM”) of Volvo Car AB (publ),
Reg. No. 556810-8988, 3 April 2025 in
Gothenburg, Sweden**

1. § Opening of the meeting

The chairperson of the Board of Directors gave an introductory welcome speech.

The AGM was opened by attorney Patrik Marcelius on behalf of the Board of Directors.

2. § Election of chairperson of the meeting

In accordance with the Nomination Committee’s proposal, it was resolved to appoint Patrik Marcelius as chairperson of the meeting. It was recorded that Helen Hu, General Counsel and Chief Legal Officer, had been assigned to keep the minutes of the meeting.

It was noted that the shareholders had been able to exercise their voting rights by postal voting prior to the meeting.

It was resolved that guests could attend the meeting.

The notice to the AGM and the postal voting form were attached to the minutes, Appendix 1 and Appendix 2.

3. § Preparation and approval of the voting register

A list of the shareholders, representatives and assistants present at the meeting was drawn up by Euroclear Sweden AB on behalf of the company, based on the AGM’s register of shareholders, shareholders having given notice of participation and being present at the meeting venue, and postal votes received, Appendix 3. The list was approved as the voting list for the meeting.

4. § Approval of the agenda

It was resolved to approve the proposed agenda in accordance with Appendix 4.

5. § Election of persons to approve the minutes

Emilie Westholm, representative for Folksam, and Carina Silberg, representative for Alecta, were appointed to approve the minutes together with the chairperson of the meeting.

6. § Determination of whether the meeting has been duly convened

It was noted that the notice to the AGM had been published in the Official Swedish Gazette (Sw. *Post- och Inrikes Tidningar*) on 4 March 2025, and that the notice had been available on Volvo Cars' website since 28 February 2025. Also, an announcement stating that the notice had been made was published in *Dagens industri* on 4 March 2025.

The AGM was declared duly convened.

7. § Presentation by the CEO

The CEO Håkan Samuelsson gave a speech.

8. § Presentation of a) the annual report and the audit report as well as the consolidated financial statements and auditor's report for the group, and b) the auditor's statement regarding compliance with the guidelines for remuneration to members of the executive management

The annual report and the audit report, as well as the consolidated financial statements and the auditor's report for the group for the financial year 2024 were presented. Further, the auditor's statement regarding whether the guidelines for remuneration to senior executives have been complied with, as well as the Board of Directors' report on remuneration paid and outstanding to senior executives, were presented.

The Board's proposals for resolutions under items 16–18 in the agenda and the reasoned statement by the Board of Directors pursuant to Chapter 19, Section 22 of the Swedish Companies Act were also presented, Appendix 5.

The vice chairperson of the Board of Directors gave a speech on the Board's work.

The authorised public accountant Fredrik Jonsson gave an account of the audit process during 2024 and presented the conclusions in the auditor's report for the financial year 2024.

Hereafter, questions from the shareholders were answered.

9 a. § Resolution regarding adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet

The AGM resolved to adopt the income statement and balance sheet and the consolidated income statement and consolidated balance sheet for the financial year 2024.

9 b. § Resolution regarding allocation of the company's profit or loss in accordance with the adopted balance sheet

The AGM resolved, in accordance with the Board of Directors' proposal, that there shall be no dividend for the financial year 2024 and that the company's available funds shall be carried forward to the new accounts.

9 c. § Resolution regarding discharge from liability of the members of the Board of Directors and the CEO

The AGM resolved to discharge the members of the Board of Directors and the CEO from liability in respect of their management of the company's business during the financial year 2024.

It was noted that each person concerned, if registered in the voting list, did not participate in the resolution regarding themselves.

10. § Determination of a) the number of Board members and b) the number of auditors

Anders Oscarsson, member of the Nomination Committee, gave an account of the Nomination Committee's work and presented the Nomination Committee's proposals.

It was resolved that the number of Board members shall be nine (9) without deputies.

It was resolved that the number of auditors shall be one (1) without deputies.

11. § Determination of a) fees to the Board members and b) fees to the auditors

It was resolved that Board fees shall be paid in the amount of SEK 1,200,000 to each Board member elected by the general meeting and not employed or otherwise remunerated by Volvo Car Group or the Geely Holding Group, other than the vice chairperson who shall receive SEK 2,840,000.

It was resolved that compensation for work in the People Committee shall be SEK 185,000 to the chairperson and SEK 145,000 to each of the other members of the People Committee, compensation for work in the Audit Committee shall be SEK 470,000 to the chairperson and SEK 220,000 to each of the other Audit Committee members, and compensation for work in the China Committee shall be 220,000 to each of the members.

It was resolved that all remunerated Board members elected by the AGM shall be entitled to a company car in accordance with the company's applicable car policy (corresponding to an average yearly benefit of approximately SEK 120,000 per entitled Board member).

It was resolved that compensation for reading time for the employee representatives shall be paid with in total SEK 345,100, whereof SEK 85,000 to each of the ordinary representatives and SEK 45,050 to each of the deputy representatives.

It was resolved that auditor fees shall be paid according to approved invoice.

12. § Election of the Board of Directors and the Chairperson and Vice Chairperson of the Board

It was recorded that details of other assignments of the proposed Board members had been available on the company's website and included in the AGM material.

It was resolved to re-elect the Board members Eric Li (Li Shufu), Lone Fønss Schrøder, Daniel Li (Li Donghui), Anna Mossberg, Diarmuid O'Connell, Jonas Samuelson, Lila Tretikov and Ruby Lu, and to elect Håkan Samuelsson as new Board member.

Eric Li (Li Shufu) was re-elected as chairperson of the Board. Lone Fønss Schrøder was re-elected as vice chairperson of the Board.

It was recorded that employee representatives on the company's Board are, for IF Metall, Adrian Avdullahu and Zara Biske with Marie Stenqvist as deputy, for Unionen, Jörgen Olsson and for Akademikerna, Anna Margitin as deputy.

13. § Election of auditors

In accordance with the Nomination Committee's proposal, the auditing firm Deloitte AB was elected as auditor for a period until the close of the AGM 2026.

14. § Resolution on approval of remuneration report

It was resolved, in accordance with the Board's proposal, to approve the remuneration report for the financial year 2024.

15. § Resolution regarding guidelines for executive remuneration

It was resolved, in accordance with the Board's proposal, to adopt the guidelines for executive remuneration, included in its entirety in the notice to attend the AGM.

16. § Resolution on the implementation of a Performance Share Plan and delivery arrangements in respect thereof

It was resolved on implementation of a Performance Share Plan in accordance with A.2 in the Board's proposal, included in its entirety in the notice to attend the AGM. It was further resolved, with the support of shareholders representing at least nine-tenths of the votes cast and the shares represented at the meeting, on delivery arrangements in respect

of the plan in accordance with item B.1 in the Board's proposal, included in its entirety in the notice to attend the AGM.

17. § Resolution on authorisation for the Board of Directors to resolve on acquisition of own shares for delivery to participants under the Performance Share Plans adopted in 2023 and 2024 and the Employee Share Matching Plan adopted in 2024

It was resolved, with the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the meeting, to authorise the Board of Directors to resolve on acquisition of own shares of series B on Nasdaq Stockholm, for delivery to participants under the Performance Share Plans adopted in 2023 and 2024 and the Employee Share Matching Plan adopted in 2024, in accordance with the Board's proposal, included in its entirety in the notice to attend the AGM.

18. § Resolution regarding authorisation for the Board of Directors to resolve on new issues

It was resolved, with the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the meeting, to authorise the Board of Directors to resolve on new issues of shares of series B and/or subscription warrants and/or convertible bonds in accordance with the Board's proposal, included in its entirety in the notice to attend the AGM.

19. § Closing of the meeting

The AGM was declared closed.

Minutes kept by:

Helen Hu

Approved:

Patrik Marcelius

Emilie Westholm

Carina Silberg



Notice of Annual General Meeting in Volvo Car AB (publ)

The shareholders of Volvo Car AB (publ), Reg. No. 556810-8988, ("**Volvo Cars**") are invited to participate in the Annual General Meeting (the "**AGM**") to be held on 3 April 2025, at 13.00 CEST at Volvohallen, Gunnar Engellaus väg 2, SE-418 78 Gothenburg, Sweden. Admission and registration to the AGM will begin at 12.00 CEST.

The Board of Directors has resolved, in accordance with the provisions of Volvo Cars' Articles of Association, that shareholders may also exercise their voting rights in advance by so-called postal voting.

The AGM will be conducted in Swedish and simultaneously translated into English.

Bus to Volvohallen

A bus to the AGM departs from Drottningtorget (outside Clarion Hotel Post) at 11.50 CEST. In addition, the bus will stop at Hjalmar Brantningsplatsen (busstop A1) at 12.00 CEST. After the meeting is ended, there is a bus back to Drottningtorget, with a stop at Hjalmar Brantningsplatsen. No sign-up is required. The bus transport is free of charge.

Right to participate and notification

A) Participation at the meeting venue

A person who wishes to attend the meeting venue in person or by proxy must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on 26 March 2025; *and*
- give notice of its participation no later than on 28 March 2025 by mail to Volvo Car AB (publ), c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden, by phone +46(0)8-402 90 64, or through the company's website, <https://investors.volvocars.com/en/AGM25>. Upon the notification of participation, the shareholder must state name/business name, personal or corporate identity number, address, telephone number and number of any assistants (not more than two).

For shareholders who wish to be represented by proxy, a written and dated power of attorney signed by the shareholder must be issued for the representative. If the shareholder is a legal entity, a copy of certificate of incorporation, or corresponding authorisation document for the legal entity, must be attached. Form of proxy is available on Volvo Cars' website <https://investors.volvocars.com/en/AGM25>. In order to facilitate the registration at the AGM, the power of attorney together with any registration certificate or other authorisation documents should be received by the company at the address set out above in connection with the notice of participation.

B) Participation by postal voting

A person who wishes to participate in the AGM by postal voting must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on 26 March 2025; *and*
- give notice of its participation no later than on 28 March 2025, by submitting its postal vote in accordance with the instructions below, so that the postal vote is received by Euroclear Sweden AB no later than that day.

A shareholder who wishes to attend the meeting venue in person or by proxy, must give notice of this in accordance with the instructions stated under A) above. Hence, a notice of participation only through postal voting is not sufficient for a person who wishes to attend the meeting venue.

A special form shall be used for postal voting. The form is available on the company's website <https://investors.volvocars.com/en/AGM25>. The completed and signed form may be sent by post to Volvo Car AB (publ), c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden, or by email to GeneralMeetingService@euroclear.com. Shareholders may also submit their postal votes electronically by verification with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy/>. The completed and signed form must be received by Euroclear Sweden AB no later than on 28 March 2025.

Shareholders may not provide special instructions or conditions in the voting form. If so, the vote (in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

If a shareholder submits its postal vote by proxy, a written and dated power of attorney signed by the shareholder must be enclosed with the postal voting form. If the shareholder is a legal entity, a copy of certificate of incorporation, or corresponding authorisation document for the legal entity, must be enclosed with the form. Form of proxy is available on the company's website, <https://investors.volvocars.com/en/AGM25>.

Nominee-registered shares

In order to be entitled to participate in the AGM, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of its participation in the AGM, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of 26 March 2025. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such a time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than 28 March 2025, will be taken into account in the presentation of the share register.

Agenda

1. Opening of the meeting
2. Election of Chairperson of the meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of persons to approve the minutes

6. Determination of whether the meeting has been duly convened
7. Presentation by the CEO
8. Presentation of
 - a) the annual report and the audit report as well as the consolidated financial statements and the auditor's report for the group
 - b) the auditor's statement regarding the company's compliance with the guidelines for remuneration to members of the executive management
9. Resolutions regarding
 - a) adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet
 - b) allocation of the company's profit or loss in accordance with the adopted balance sheet
 - c) discharge from liability of the members of the Board of Directors and the CEO
10. Determination of
 - a) the number of Board members
 - b) the number of auditors
11. Determination of
 - a) fees to the Board members
 - b) fees to the auditors
12. Election of the Board of Directors and the Chairperson and Vice Chairperson of the Board
 - a) Eric Li (Li Shufu) (re-election)
 - b) Lone Fønss Schrøder (re-election)
 - c) Daniel Li (Li Donghui) (re-election)
 - d) Anna Mossberg (re-election)
 - e) Diarmuid O'Connell (re-election)
 - f) Jim Rowan (re-election)
 - g) Jonas Samuelson (re-election)
 - h) Lila Tretikov (re-election)
 - i) Ruby Lu (re-election)
 - j) Eric Li (Li Shufu) as Chairperson of the Board (re-election)
 - k) Lone Fønss Schrøder as Vice Chairperson of the Board (re-election)
13. Election of auditors
14. Resolution on approval of the remuneration report
15. Resolution regarding guidelines for executive remuneration
16. Resolution on the implementation of a Performance Share Plan in accordance with A.2, and delivery arrangements in respect thereof in accordance with B.1 or B.2
17. Resolution on authorisation for the Board of Directors to resolve on acquisition of own shares for delivery to participants under the Performance Share Plans adopted in 2023 and 2024 and Employee Share Matching Plan adopted in 2024
18. Resolution regarding authorisation of the Board of Directors to resolve on new issues
19. Closing of the meeting

Proposals

Election of Chairperson of the meeting (item 2)

The Nomination Committee prior to the AGM 2025 has consisted of Tom Johnstone (appointed by Geely Sweden Holdings AB), Yimin Chen (appointed by Geely Sweden Holdings AB), Anders Oscarsson (appointed by AMF), Emilie Westholm (appointed by Folksam) and Eric Li (Li Shufu) as the Chairperson of the Board of Directors. Tom Johnstone has been the Chairperson of the Nomination Committee.

The Nomination Committee proposes that the attorney Patrik Marcellius is elected as Chairperson of the AGM.

Preparation and approval of the voting register (item 3)

The voting list proposed for approval is the voting list drawn up by Euroclear Sweden AB on behalf of the company, based on the AGM's register of shareholders, shareholders having given notice of participation and being present at the meeting venue, and postal votes received.

The Board's proposal on allocation of the company's profit or loss in accordance with the adopted balance sheet (item 9 b)

The Board of Directors proposes that no dividend is distributed and that the retained profits shall be carried forward to the new accounts.

Determination of the number of Board members and the number of auditors (item 10)

The Nomination Committee proposes that the Board of Directors shall consist of nine ordinary Board members elected by the shareholders' meeting, without deputy Board members, and that the number of auditors shall be one without deputies.

Determination of fees to the Board members and fees to the auditors (item 11)

The Nomination Committee prior to Volvo Cars Annual General Meeting 2024, noted that the intention of the Nomination Committee was that the Board remuneration should be reviewed bi-annually, meaning that the Nomination Committee did not intend to propose any remuneration changes at the Annual General Meeting 2025. In line with the above, the Nomination Committee proposes to leave the Board's remuneration unchanged meaning that the following remuneration shall be applied until next year's Annual General Meeting:

The compensation to the Board members that are not employed or otherwise remunerated by Volvo Car Group or the Geely Holding Group shall be the following; (i) SEK 1,200,000 (1,200,000) to each of the Board members, other than the vice Chairperson who shall receive SEK 2,840,000 (2,840,000), (ii) SEK 145,000 (145,000) to each of the members and SEK 185,000 (185,000) to the Chairperson of the People Committee, (iii) SEK 220,000 (220,000) to each of the members and SEK 470,000 (470,000) to the Chairperson of the Audit Committee, and (iv) SEK 220,000 (220,000) to each of the members of the China Committee. All remunerated Board members elected by the general meeting are also entitled to a company car in accordance with the Company's applicable car policy (corresponding to an average yearly benefit of approximately SEK 120,000 per entitled Board member). Eric Li (Li Shufu), the CEO as well as Daniel Li (Li Donghui) shall not be remunerated. In addition, the Nomination Committee proposes a symbolic compensation for reading time for the union representatives with in total SEK 345,100 (345,100), whereof ordinary representatives each receive SEK 85,000 (85,000) and deputy representatives each receive SEK 45,050 (45,050).

The Nomination Committee supports the policy of share ownership for the members of the Board adopted by the Board. Under the policy, it is recommended that the members of the Board, who are appointed by the General Meeting and who do not already have such holding, over a five year period from the date of listing of Volvo Cars on Nasdaq Stockholm or for new members from the date of appointment, shall acquire an ownership in shares with a market value corresponding to at least one year of Board remuneration, before taxes, excluding remuneration for committee work. Upon reaching the recommended share ownership level, it is expected that the members of the Board maintain shares of such value for the duration of their appointments as members of the Board.

The Nomination Committee proposes and that remuneration to the auditor shall be paid according to separate invoicing.

Election of the Board of Directors and the Chairperson and Vice Chairperson of the Board (item 12)

The Nomination Committee proposes re-election of Eric Li (Li Shufu), Daniel Li (Li Donghui), Lone Fønss Schrøder, Jonas Samuelson, Diarmuid O'Connell, Lila Tretikov, Jim Rowan, Anna Mossberg and Ruby Lu (Rong Lu).

The Nomination Committee further proposes re-election of Eric Li (Li Shufu) as the chairperson of the Board of Directors and Lone Fønss Schrøder as vice chairperson of the Board of Directors.

Further information about all Board members proposed for re-election is included in the Nomination Committee's proposal and reasoned statement available on the company's website <https://investors.volvocars.com/en/AGM25>.

Election of auditors (item 13)

The Nomination Committee proposes, in accordance with the recommendation from the company's Audit Committee, re-election of Deloitte AB as the company's auditor for the period until the close of the Annual General Meeting 2026.

The Board's proposal on guidelines for executive remuneration (item 15)

The Board of Directors proposes that the AGM resolve on the following guidelines for remuneration to the Executive Management Team (including the CEO and any deputy CEO) ("EMT"). The guidelines replace the guidelines adopted by the annual general meeting 2023. In relation to the current guidelines, the proposal includes changes (other than editorial changes) in the form of added clarifications to the share ownership guidelines for members of the EMT and amended principles to determine the performance criteria for awarding variable remuneration. The Board of Directors has not received any comments from the shareholders on the existing guidelines for executive remuneration.

1. Introduction and objective

These guidelines shall be applicable to remuneration to the EMT of Volvo Cars. These guidelines are applicable to remuneration agreed, and amendments to remuneration already agreed, after its adoption by the annual general meeting on 3 April 2025. These guidelines do not apply to any remuneration decided or approved by the general meeting.

1.1 The guidelines' promotion of the company's business strategy, long-term interests and sustainability:

The company purpose is to provide "Freedom to Move" in a personal, sustainable and safe way. The business strategy focuses on maintaining a stable and strong platform for continued profitable and

sustainable growth through increased engaging relationships with consumers, sustainable products and business, safe mobility with leading technology and a purpose-driven organisation. For more information regarding the company's business strategy, please see the strategic direction section of the annual report.

A prerequisite for the successful implementation of the company's strategy and safeguarding of its long-term interests, including its sustainability, is the company's ability to recruit and retain qualified personnel. To this end, it is necessary that the company offers total competitive remuneration.

These guidelines enable the company to offer the EMT a competitive total remuneration.

Variable remuneration covered by these guidelines shall aim at promoting the company's business strategy and long-term interest, including its sustainability.

2. Types of remuneration

The total remuneration package for the EMT may consist of the following components:

- Fixed remuneration.
- Variable remuneration.
- Pension benefits.
- Other benefits.

The components of remuneration shall be in accordance with local market practice.

Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration. Please refer to Share-based or share price-related incentive programmes below.

2.1 Variable remuneration

The satisfaction of criteria for awarding short-term variable cash remuneration shall be measured over a period of one year, whereas the satisfaction of criteria for awarding long-term variable remuneration shall be measured over a period of three years.

For the CEO, the short-term variable cash remuneration may not amount to more than 200 per cent of the annual fixed base salary on December 31 at the end of each performance year, and the long-term variable remuneration may not amount to more than 150 per cent of the annual fixed base salary the year the programme was implemented. For the other EMT members, the short-term variable cash remuneration may vary but not amount to more than 140 per cent of the annual fixed base salary on December 31 at the end of each performance year, and the long-term variable remuneration may vary but not amount to more than 120 per cent of the annual fixed base salary the year the programme was implemented. For information on the criteria for awarding short- and long-term variable remuneration, please refer to *Criteria for awarding variable remuneration below*.

2.1.1 Extraordinary arrangements

Further variable remuneration may also be paid out in extraordinary circumstances, provided that such arrangement is of a one-time nature and is agreed on an individual basis for management recruitment or retention purposes or as compensation for extraordinary efforts beyond the individual's ordinary assignment. Such remuneration shall be in line with market practice and may for example include a one-time cash payment, retention bonus or severance payment in case of a change of control, or similar. The remuneration may not amount to more than the annual fixed base salary for 1 year and shall not be paid more than once a year per individual. Resolutions on such

compensation shall be made by the People Committee based on a proposal from the CEO if an EMT member (other than the CEO) is concerned and by the People Committee and the Chairperson of the Board of Directors, or the Vice Chairperson as delegated, if it relates to the CEO.

2.1.2 Share-based or share price-related incentive programmes

The Board of Directors may, irrespective of these guidelines, propose the general meetings to resolve on long-term share-based or share price-related incentive programmes. During the previous annual general meetings held from 2022 and onwards, the Board of Directors proposed, and the annual general meetings approved long-term share-based incentive programmes comprising, amongst others, the EMT. The Board of Directors intends to propose forthcoming annual general meetings to approve similar incentive programmes. No new long-term variable cash programmes will therefore be offered to the EMT as long as there is a long-term share-based program in place.

2.1.3 Criteria for awarding variable remuneration

The variable short-term cash remuneration shall be linked to predetermined and measurable criteria which can be financial or non-financial. The criteria for the variable short-term remuneration shall be determined yearly by the People Committee.

Variable long-term remuneration, which is not approved by the annual general meeting, if any, shall be linked to the satisfaction of certain financial performance conditions determined by the People Committee and measured over the term of the programme.

For both short-term and long-term variable remuneration, the criteria may also be individualized, quantitative or qualitative objectives. The criteria shall be designed to contribute to the company's business strategy and long-term interests, including its sustainability.

To which extent the criteria for awarding variable remuneration have been satisfied shall be evaluated when the measurement period has ended. The People Committee is responsible for the evaluation. For financial objectives, the evaluation shall be based on the latest financial information made public by the company.

2.2 Pension benefits

For the CEO, pension benefits shall be a defined contribution scheme, and the pension premiums may amount to not more than 50 per cent of the annual fixed base salary. Variable remuneration shall not qualify for pension benefits.

For other EMT members, pension benefits shall be a defined contribution scheme, and the pension premiums may amount to not more than 30 per cent of the annual fixed base salary. No current EMT members have a defined benefit pension. However, defined benefit pension can be offered to future EMT members as part of a pre-existing agreement. To the extent that variable remuneration qualifies for pension benefits under the applicable collective bargaining agreement, the pension benefits shall be deducted from the payment and paid as pension.

2.3 Other benefits

Other benefits may include, for example, medical insurance, annual health check-up and company cars. Such benefits may amount to not more than 20 per cent of the annual fixed base salary.

For employments governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

EMT members who are expatriates (i.e., are sent on an international assignment and are not on a local employment contract) may receive additional remuneration and other benefits determined in line with the company's International Assignment Instruction which may include (but are not limited to) relocation cost, cost of living allowance, housing, schooling, home travel allowance and tax assistance. Such benefits may amount to no more than 160 per cent of the annual fixed base salary.

2.4 Clawback

The Board of Directors shall have the possibility, in accordance with applicable law or contractual provisions, to in whole or in part reclaim variable remuneration paid on incorrect grounds.

3. Termination of employment

Upon termination of an employment, the notice period may not exceed twelve (12) months. Fixed base salary during the notice period and severance pay may together not exceed an amount corresponding to the individual's fixed base salary for two (2) years, subject to applicable law.

When termination is made by the EMT member, the notice period may not exceed twelve (12) months, without any right to severance pay.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income and shall only be paid in so far as the previously employed executive is not entitled to severance pay. The remuneration may amount to not more than 60 per cent of the monthly fixed base salary at the time of termination of employment and be paid during the time the non-compete undertaking applies, however not for more than twelve (12) months following the termination of employment.

4. Salary and employment conditions for employees

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the People Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

5. Share ownership guidelines for members of the EMT

Since the Board of Directors believes that long-term share ownership is an important way to create alignment between the EMT members and Volvo Cars' shareholders, it has implemented the following policy of share ownership for members of the EMT.

As per the policy, the Board of Directors expects the CEO and other members of the EMT to accumulate personal holdings in shares with a market value corresponding to the value of 100 per cent of the EMT member's gross annual fixed base salary. When calculating the value of the personal holdings, the market value of the shares at each investment instance shall be used. It is expected that the personal holding of shares be established within five years from the listing of the company and, for new hires, within five years from commencement of employment with the group as CEO or as a member of the EMT. The CEO and other members of the EMT shall retain shares allotted (net after taxes payable) under future incentive programmes to achieve the expected share ownership. Further, upon reaching the recommended share ownership level, it is expected that the CEO and the other members of the EMT maintain shares of such value for the duration of their appointment as CEO or the other member of the EMT.

6. Remuneration guidelines governance

The Board of Directors has established the People Committee, whose tasks include preparing the Board of Directors' decision to propose guidelines for EMT remuneration. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting.

The People Committee shall also monitor and evaluate variable pay programmes, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company.

The members of the People Committee are independent of the company and its executive management. Neither the CEO nor any other EMT member participate in the Board of Directors' decision-making process on any resolutions regarding remuneration-related matters so far as that could potentially affect their own remuneration.

7. Deviation from the guidelines

The Board of Directors may temporarily resolve to deviate from the guidelines, in whole or in part, if in a specific case there is special cause for the deviation and a deviation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. The People Committee's tasks shall include preparation of any resolutions to deviate from the guidelines.

The Board's proposal on the implementation of a Performance Share Plan in accordance with A.2, and delivery arrangements in respect thereof in accordance with B.1 or B.2 (item 16)

The Board of Directors proposes that the AGM resolve on the implementation of a Performance Share Plan (the "**PSP**"), which is a shared-based plan directed to the CEO, other members of the Executive Management Team ("**EMT**"), the Group Management Team ("**GMT**"), and certain other senior leaders and key individuals.

To secure the obligations of Volvo Cars to deliver shares to participants under the PSP, the Board of Directors further proposes that the Annual General Meeting resolves on delivery arrangements. The Board of Directors' proposal for the PSP is set out in A. below and the delivery arrangements in B. below.

A Proposal for the implementation of the PSP

1. Background and reasons

The overall purpose of the PSP is to strengthen the alignment of interests of the plan participants, who are key stakeholders in Volvo Cars, with those of the shareholders, and thus encourage long-term commitment to Volvo Cars' success and strategic objectives. The purpose of PSP is further to create a long-term focus amongst the participants on reaching Volvo Cars' long-term ambitions, as well as to facilitate recruitment and retention of employees with key competencies.

Since the Board of Directors believes that long-term share ownership is an important way to create alignment between the EMT and Volvo Cars' shareholders, it has implemented a policy setting out recommendations for certain levels of share ownership for members of the EMT. The PSP offers an opportunity for such members to increase their holdings to achieve the recommended share ownership.

The Board of Directors' proposal for the PSP 2025 corresponds in essence with the structure of the Performance Share Plans previously approved by the Annual General Meetings.

2. Terms and conditions for the PSP

- i. It is proposed that the PSP shall comprise approximately 220 employees, whereof approximately 150 senior leaders, 50 key individuals, 12 members of the GMT, and 8 members of the EMT, including the CEO of the Volvo Car Group (jointly, the **"PSP Participants"**).
- ii. The PSP shall comprise a maximum of 14,436,511 series B shares in Volvo Cars, all of which can be allocated to PSP Participants (the **"Performance Shares"**).
- iii. Subject to satisfaction of the conditions set out below, the PSP Participants will be entitled to allocation of Performance Shares free of charge, from Volvo Cars or from a designated third party, after the expiration of a three-year vesting period (subject to certain exemptions), starting on the date Volvo Cars grants the PSP Awards (as defined below) to the PSP Participants (the **"Vesting Period"**).
- iv. The number of Performance Shares that may be allocated to the PSP Participants after expiration of the Vesting Period will be established according to the following. Each PSP Participant will at commencement of the PSP free of charge receive a conditional award of Performance Shares (a **"PSP Award"**). The PSP Award will amount to the number of Performance Shares the value of which corresponds to the following percentages of each PSP Participant's gross annual base salary in 2025: (i) 75% for the CEO, (ii) 40% for members of the EMT, (iii) 30% for the GMT and other senior leaders, and (iv) 15% for other key individuals (each a **"PSP Award Value"**). The share price used to calculate the PSP Award Value and number of underlying Performance Shares subject to the PSP Award shall be the volume-weighted average price paid for the Volvo Cars series B share on Nasdaq Stockholm during a period of 30 trading days in connection with the commencement of the Vesting Period. When calculating the number of Performance Shares, rounding off shall be made to the closest whole number of Performance Shares.
- v. Dependent on satisfaction of the performance conditions in 2.vi. below, the number of Performance Shares allocated to the PSP Participants after expiration of the Vesting Period may amount to between 0% and 200% of the PSP Award. However, the total value of the Performance Shares at the end of the Vesting Period may not exceed 400% of the PSP Award Value, and the number of Performance Shares allotted may be reduced accordingly. Further, should there be a decline in the price of the Volvo Cars series B share such that the number of Performance Shares subject to the PSP Award, as calculated based on the volume-weighted average price paid for the Volvo Cars series B share on Nasdaq Stockholm during a period of 30 trading days in connection with the commencement of the Vesting Period (as set out in 2.iv. above) exceeds the maximum number of Performance Shares set out in 2. ii. above, the number of Performance Shares allocated to the PSP Participants will be reduced proportionately.
- vi. The allocation of Performance Shares is subject to satisfaction of performance conditions relating to (a) Volvo Cars' average EBIT excl. income from JV's & affiliates during the financial years 2025–2027 (the **"Performance Period"**) which is weighted 40%, (b) Volvo Cars' accumulated free cashflow during the Performance Period which is weighted 30%, (c) percentage of reduction of CO₂ emissions per Volvo car manufactured, where the average CO₂ emissions per car manufactured in 2018 is compared to the average CO₂ emissions per car manufactured in 2027, which is weighted 20%, and (d) gender diversity, calculated as the share of females within senior leaders' population as of 31 December 2027, which is weighted 10% ((a) through (d) jointly, the **"Performance Conditions"**).

The Performance Conditions include a minimum level which must be exceeded in order for any Performance Shares at all to be allocated, as well as a maximum level in excess of which no additional Performance Shares will be allocated. Should the minimum level be exceeded but the maximum level not reached, a proportionate number of Performance Shares will be allocated.

The minimum and maximum levels for (a) and (b) above will be set by the Board of Directors prior to commencement of the PSP. The minimum level for (c) is 30% and the maximum level for (c) is 40%. The minimum level for (d) is 30% and the maximum level for (d) is 34%.

Information about the minimum and maximum levels for (a) and (b) above, as well as the outcome of each of the Performance Conditions above, will be provided in the annual report for the financial year 2027.

- vii. Allocation of Performance Shares is, subject to the below, conditional upon the PSP Participant retaining the employment within the Volvo Car Group over the entire Vesting Period. For so-called good leaver PSP Participants during the Vesting Period, allocation of Performance Shares is subject to satisfaction of the Performance Conditions and the number of Performance Shares allocated (after expiration of the Vesting Period, unless compassionate circumstances apply) will be proportionately reduced for time served during the Vesting Period.
- viii. The number of Performance Shares shall be subject to recalculation in the event of any intervening bonus issue, split, rights issue and/or other similar corporate actions.
- ix. The Board of Directors shall be entitled to reduce the number of Performance Shares subject to allocation or, wholly or partially, terminate the PSP in advance if significant changes in the Volvo Car Group or in the market occur, which in the opinion of the Board of Directors, would result in a situation where the conditions for allocation of Performance Shares become unreasonable. In the event that the allocation of Performance Shares has been made based on misstated information, or if actions have been taken by a PSP Participant which could result in material damage to the Volvo Car Group's reputation, the Board of Directors may decide to reclaim whole or a part of the allocated Performance Shares for such PSP Participant.
- x. The Board of Directors shall be entitled to make such local adjustments of the PSP that may be necessary or appropriate to implement it with reasonable administrative costs and efforts in the concerned jurisdictions, including, among other things, to offer cash settlement.
- xi. The Board of Directors shall be responsible for the further design and administration of the PSP within the framework of the above stated main terms and conditions.

3. Delivery activities

The Board of Directors has considered different methods for delivery of shares to the PSP Participants. For this purpose, the Board of Directors proposes that the Annual General Meeting resolve on (i) an authorisation for the Board of Directors to resolve on the repurchase of shares of series B on Nasdaq Stockholm; and (ii) transfer of own series B shares free of charge to the PSP Participants. Should the majority required for these resolutions not be reached, the Board of Directors proposes that Volvo Cars shall be able to enter into an equity swap agreement with a third party.

The detailed conditions for the Board of Directors' proposal are set out in item B below.

4. Dilution

Neither of the delivery arrangements referred to in item A.3 above would give rise to an increased number of shares in Volvo Cars and, accordingly, no dilutive effect in terms of shares issued will occur for existing shareholders.

5. Estimated costs and effects on key ratios

The cost for the PSP, which will impact the income statement, are calculated according to the accounting standard IFRS 2 and distributed over the Vesting Period. The total effect of the PSP on the income statement, including social security contributions, is estimated to range between SEK 0-1,013 million, depending on satisfaction of the Performance Conditions and the share price at allotment of Performance Shares, distributed over the years 2025-2027. Total value for the PSP Participants at allotment of Performance Shares plus the social security contributions is capped at SEK 1,013 million. The cap will come into play in case of a total increase of PSP Award Value of 400% or more during the term of the PSP.

The estimated aggregated annual costs of between SEK 0-338 million correspond to approximately 0.0-0.8% of the Volvo Car Group's total employee costs for the financial year 2024. Thus, the cost for the PSP is expected to have a marginal effect on Volvo Car Group's key ratios.

6. Preparation of the proposal

The PSP has been initiated by the Board of Directors and prepared taking into account market practice for multinational companies headquartered in Sweden and the rest of Europe along with corporate governance best practice requirements. The PSP has been processed in the Board's People Committee and discussed at Board meetings in 2025.

B Delivery arrangements

1. Authorisation for the Board of Directors to resolve on acquisition of shares of series B and resolution on transfer of own series B shares to the PSP Participants

The Board of Directors proposes that the Annual General Meeting, as a main alternative, (a) authorise the Board of Directors to resolve on acquisition of own shares of series B on Nasdaq Stockholm and (b) resolve that own series B shares may be transferred to the PSP Participants.

(a) Acquisition of own shares of series B may be made on the following terms:

- i. Acquisitions of shares of series B in Volvo Cars may only be effected on Nasdaq Stockholm.
- ii. A maximum of 14,436,511 shares of series B in Volvo Cars may be acquired to secure delivery of shares to the PSP Participants.
- iii. Acquisitions of shares of series B in Volvo Cars on Nasdaq Stockholm may only be made at a price within the price range (spread) on Nasdaq Stockholm applicable from time to time, meaning the spread between the highest purchase price and the lowest selling price prevailing and disseminated by Nasdaq Stockholm from time to time.
- iv. The authorisation may be utilised on one or several occasions, however, only until the Annual General Meeting 2026.

(b) Transfers of Volvo Cars' own series B shares to the PSP Participants may be made on the following terms.

- i. A maximum of 14,436,511 series B shares in Volvo Cars may be transferred free of charge to the PSP Participants.

- ii. Right to purchase series B shares in Volvo Cars free of charge shall – with deviation from the shareholders’ preferential right – be granted to each such person within the Volvo Car Group who is a PSP Participant.
- iii. Transfers of series B shares in Volvo Cars shall be made free of charge at the time and on the other terms that the PSP Participants, as relevant, are entitled to be allocated shares.
- iv. The number of series B shares in Volvo Cars that may be transferred under the PSP shall be subject to recalculation in the event of any intervening bonus issue, split, rights issue and/or other similar corporate actions.

2. Equity swap agreement with a third party

The Board of Directors proposes that the Annual General Meeting, should the majority required under item B.1 above not be reached, resolve that the expected financial exposure resulting from the PSP may be hedged by Volvo Cars being able to enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party, against a fee and in its own name, shall be entitled to acquire and transfer series B shares in Volvo Cars to the PSP Participants in accordance with the terms and conditions of the PSP.

C Majority requirements, etc.

The Annual General Meeting’s resolution on the implementation of the PSP according to item A.2 above is conditional on the Annual General Meeting either resolving in accordance with the Board of Directors’ proposal under item B.1 or B.2 above.

The Annual General Meeting’s resolution according to item A.2 above requires a simple majority of the votes cast. A valid resolution under item B.1 above requires that shareholders representing not less than nine-tenths of the votes cast as well as the shares represented at the Annual General Meeting approve the resolution. A valid resolution under item B.2 above requires a simple majority of the votes cast.

D Other

The repurchase and transfer of shares in Volvo Cars are integral parts of the proposed PSP. Therefore, and in light of the above, the Board of Directors considers it to be advantageous for Volvo Cars and the shareholders that the PSP Participants are invited to become shareholders in Volvo Cars.

For a description of Volvo Cars’ other on-going long-term incentive plans, reference is made to Volvo Cars’ annual report for 2024, note 8 and 9. No other long-term incentive plans than those described herein or in the annual report for 2024, note 8 and 9, have been implemented in Volvo Cars.

The Board’s proposal on authorisation for the Board of Directors to resolve on acquisition of own shares for delivery to participants under the Performance Share Plans adopted in 2023 and 2024 and Employee Share Matching Plan adopted in 2024 (item 17)

In 2022, 2023 and 2024, respectively, AGMs resolved on the implementation of share based plans, giving all permanent employees of the Volvo Car Group the opportunity of becoming shareholders in Volvo Cars, with a division into two parts: a Performance Share Plan (the “PSP”) directed to the CEO, other members of the Executive Management Team and certain other senior executives, and an Employee Share Matching Plan (the “ESMP”) directed to all permanent employees of the Volvo Car Group, other than the participants of the PSP. For a description of the Performance Share Plans and

Employee Share Matching Plans adopted in 2022, 2023 and 2024 (together the “Plans”), please refer to note 9 in Volvo Cars’ annual report for 2022, 2023 and 2024, respectively.

The AGM in 2022, 2023 and 2024, respectively, also resolved on delivery arrangements in respect of the Plans by way of (i) an authorisation for the Board of Directors to resolve on the repurchase of shares of series B on Nasdaq Stockholm on one or several occasions until the next AGM; and (ii) transfer of own series B shares free of charge to the participants under the Plans. As the Board of Directors has not fully utilised the previous authorisations, and in order to secure Volvo Cars’ obligations to deliver shares to the participants under the Plans, the Board of Directors proposes that the AGM 2025 authorise the Board of Directors to resolve on acquisition of own shares of series B on Nasdaq Stockholm.

Acquisition of own shares of series B may be made on the following terms:

- i. Acquisitions of shares of series B in Volvo Cars may only be effected on Nasdaq Stockholm.
- ii. A maximum of 39,004,984 shares of series B in Volvo Cars may be acquired to secure delivery of shares to the participants under the Performance Share Plans adopted in 2023 and 2024 and the Employee Share Matching Plan adopted in 2024. 9,886,909 shares relate to PSP 2023, 12,539,648 shares relate to PSP 2024, and 16,578,427 shares relate to ESMP 2024.
- iii. Acquisitions of shares of series B in Volvo Cars on Nasdaq Stockholm may only be made at a price within the price range (spread) on Nasdaq Stockholm applicable from time to time, meaning the spread between the highest purchase price and the lowest selling price prevailing and disseminated by Nasdaq Stockholm from time to time.
- iv. The authorisation may be utilised on one or several occasions, however, only until the AGM 2026.

Volvo Cars’ own series B shares, acquired pursuant to the proposed authorisation, may be transferred to the participants under the Plans in accordance with and on the terms as resolved by the respective AGMs in 2023 and 2024.

In order for the AGM’s resolution in accordance with the Board of Directors’ proposal as set out above to be valid, the resolution requires approval of at least two thirds of the votes cast and the shares represented at the AGM.

[The Board’s proposal for authorisation of the Board of Directors to resolve on new issues \(item 18\)](#)

The Board of Directors proposes that the AGM authorises the Board of Directors to, on one or several occasions up to the next AGM, with or without deviation from the shareholders’ preferential right, resolve on new issues of shares of series B and/or subscription warrants and/or convertible bonds. The total number of shares that may be issued, by way of a new share issue, exercise of subscription warrants or conversion of convertible bonds, by virtue of the authorisation shall be within the limits of the Articles of Association and not exceed ten (10) per cent of the total number of shares in Volvo Cars at the time of the Board of Directors’ resolution. The authorisation includes a right to resolve on new issues for cash consideration, by contribution in kind or payment by set-off. The issue price shall, in the case of deviation from the shareholders’ preferential right, be determined in accordance with market practice. The Board of Directors shall be entitled to determine other terms of the issue.

The purpose of the authorisation, and the reason for any deviation from the shareholders’ preferential right, is to increase the financial flexibility of the company to enable the company to

finance the operations in a fast and efficient way, acquire companies, businesses or parts thereof and/or to enable a broadening of the ownership of the company.

The Board of Directors, the CEO or a person appointed by one of them shall be entitled to make any minor adjustments to the above decision that might be required in connection with registration with the Swedish Companies Registration Office.

In order for the AGM's resolution in accordance with the Board of Directors' proposal as set out above to be valid, the resolution requires approval of at least two thirds of the votes cast and the shares represented at the AGM.

Shares and votes

The total number of shares in the company is 2,979,524,179 shares of series B, each with one vote per share, corresponding to a total of 2,979,524,179 votes. There are no outstanding shares of series A. As per the date of this notice, Volvo Cars holds 4,451,093 treasury shares of series B.

Shareholders' right to receive information at the AGM

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information at the AGM regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the Group. Shareholders who wish to submit questions in advance may do so by mail to Volvo Car AB (publ), "AGM 2025", Gunnar Engellaus väg 8, SE-418 78 Gothenburg, Sweden or by email to investors@volvocars.com.

Available documentation

The financial statements, the auditor's report, the auditor's statement regarding guidelines for executive remuneration and the Board of Directors' remuneration report for the financial year 2024 will be available at the company and on the company's website in connection with the publication of the company's annual report on 12 March 2025.

The Board of Directors' complete proposals for resolutions under items 15-18 and the Board of Directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act are available at the company and on the company's website. In other respects, the complete proposals are set out under each respective item in the notice.

Information about all Board members proposed for election and the Nomination Committee's reasoned statement etc. are available on the company's website.

The documents will be sent free of charge to shareholders who so request and state their address.

Processing of personal data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

If you have questions regarding our processing of your personal data, you can contact Volvo Cars Data Protection Officer via email: globdpo@volvocars.com or via regular mail: Volvo Car Corporation,

Attention: Data Protection Officer, dept. 50092, VAK, SE-405 31 Gothenburg, Sweden. Volvo Car AB has company registration number 556810-8988 – and the Board’s registered office is in Gothenburg.

Gothenburg in February 2025

Volvo Car AB (publ)

The Board of Directors



Notification of participation and form for postal voting

in accordance with § 12 in Volvo Car AB (publ)'s articles of association

To be received by Volvo Car AB (publ) c/o Euroclear Sweden AB no later than 28 March 2025.

The shareholder set out below hereby notifies the company of its participation and exercises its voting right for all of the shareholder's shares in Volvo Car AB (publ), Reg. No. 556810-8988, at the Annual General Meeting on 3 April 2025. The voting right is exercised in accordance with the voting options marked below.

Shareholder	Personal identity number/registration number

Assurance (if the undersigned is a legal representative of a shareholder who is a legal entity): I, the undersigned, am a board member, the CEO or a signatory of the shareholder and solemnly declare that I am authorised to submit this postal vote on behalf of the shareholder and that the contents of the postal vote correspond to the shareholder's decisions

Assurance (if the undersigned represents the shareholder by proxy): I, the undersigned, solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked

Place and date	
Signature	
Clarification of signature	
Telephone number	Email

Instructions:

- Complete the information above.
- Select the preferred voting options below.
- Print, sign and send the form to Volvo Car AB (publ), c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden, or by email to GeneralMeetingService@euroclear.com. Shareholders may also cast their votes electronically through verification with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy/>.
- If the shareholder is a natural person who is personally voting by post, it is the shareholder who should sign under *Signature* above. If the postal vote is submitted by a proxy of the shareholder, it is the proxy who should sign. If the postal vote is submitted by a legal representative of a legal entity, it is the representative who should sign.
- A power of attorney shall be enclosed if the shareholder votes by post by proxy. If the shareholder is a legal entity, a registration certificate or a corresponding document for the legal entity shall be enclosed with the form.

Please note that a shareholder whose shares are registered in the name of a bank or securities institute must register its shares in its own name in order to vote. Instructions regarding this are included in the notice convening the Annual General Meeting.

A shareholder cannot give any other instructions than selecting one of the options specified at each item in the form. If a shareholder wishes to abstain from voting in relation to a matter, kindly refrain from selecting an option. A vote (i.e. the postal voting in its entirety) is invalid if the shareholder has provided the form with specific instructions or conditions or if pre-printed text is amended or supplemented.

The form, together with any enclosed authorisation documentation, shall be received by Euroclear Sweden AB no later than 28 March 2025. A postal vote can be withdrawn up to and including 28 March 2025, by contacting Euroclear Sweden AB by email to GeneralMeetingService@euroclear.com. Shareholders who have cast their votes electronically can also withdraw the postal vote electronically through verification with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy/>.

One form per shareholder will be considered. If more than one form is submitted, the form with the latest date will be considered. The form latest received by the company will be considered if two forms are dated at the same date. An incomplete or wrongfully completed form may be discarded without being considered. A shareholder who has voted by means of postal voting may also attend the meeting venue in person, provided that a notification has been given in accordance with the instructions in the notice convening the Annual General Meeting. If a shareholder has voted by means of postal voting and thereafter attends the meeting venue in person or by proxy, the postal vote is still valid, unless the shareholder participates in a vote during the Annual General Meeting or otherwise withdraws the submitted postal vote. If a shareholder chooses to participate in a vote during the course of the Annual General Meeting, the vote cast will replace the submitted postal vote for the relevant item(s).

Please note that the postal vote is not a notice to attend the meeting venue in person or by proxy.

Instructions for shareholders who wish to attend the meeting venue in person or by proxy are included in the notice convening the Annual General Meeting.

For complete proposals regarding the items on the agenda, kindly refer to the notice convening the meeting and the company's website, <https://investors.volvocars.com/en/AGM25>.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear Sweden AB's website <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Annual General Meeting in Volvo Car AB (publ) on 3 April 2025

The voting options below comprise the proposals which are included in the notice convening the Annual General Meeting and are available on the company's website.

2. Election of Chairperson of the meeting
Yes <input type="checkbox"/> No <input type="checkbox"/>
3. Preparation and approval of the voting register
Yes <input type="checkbox"/> No <input type="checkbox"/>
4. Approval of the agenda
Yes <input type="checkbox"/> No <input type="checkbox"/>
6. Determination of whether the meeting has been duly convened
Yes <input type="checkbox"/> No <input type="checkbox"/>
9a. Resolution regarding adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet
Yes <input type="checkbox"/> No <input type="checkbox"/>
9b. Resolution regarding allocation of the company's profit or loss in accordance with the adopted balance sheet
Yes <input type="checkbox"/> No <input type="checkbox"/>
9c. Resolution regarding discharge from liability of the members of the Board of Directors and the CEO
9c. 1. Eric Li (Li Shufu) (<i>Chairperson of the Board</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
9c. 2. Lone Fønss Schrøder (<i>Vice Chairperson of the Board</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
9c. 3. Daniel Li (Li Donghui) (<i>Board member</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
9c. 4. Anna Mossberg (<i>Board member</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
9c. 5. Diarmuid O'Connell (<i>Board member</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
9c. 6. Jim Rowan (<i>Board member</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
9c. 7. Jonas Samuelson (<i>Board member</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>

9c. 8. Lila Tretikov (<i>Board member</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
9c. 9. Winfried Vahland (<i>Board member until 12 January 2024</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
9c. 10. Ruby Lu (<i>Board member</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
9c. 11. Adrian Avdullahu (<i>Board member, employee representative</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
9c. 12. Björn Olsson (<i>Board member, employee representative, until 2 September 2024</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
9c. 13. Jörgen Olsson (<i>Board member, employee representative</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
9c. 14. Zara Biske (<i>Board member, employee representative, from 2 September 2024</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
9c. 15. Anna Margitin (<i>Deputy Board member, employee representative</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
9c. 16. Marie Stenqvist (<i>Deputy Board member, employee representative</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
9c. 17. Jim Rowan (<i>CEO</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
10a. Determination of the number of Board members
Yes <input type="checkbox"/> No <input type="checkbox"/>
10b. Determination of the number of auditors
Yes <input type="checkbox"/> No <input type="checkbox"/>
11a. Determination of fees to the Board members
Yes <input type="checkbox"/> No <input type="checkbox"/>
11b. Determination of fees to the auditors
Yes <input type="checkbox"/> No <input type="checkbox"/>
12. Election of the Board of Directors and the Chairperson and Vice Chairperson of the Board
12a. Eric Li (Li Shufu) (<i>re-election</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>

12b. Lone Fønss Schrøder (<i>re-election</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
12c. Daniel Li (Li Donghui) (<i>re-election</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
12d. Anna Mossberg (<i>re-election</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
12e. Diarmuid O'Connell (<i>re-election</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
12f. Jim Rowan (<i>re-election</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
12g. Jonas Samuelson (<i>re-election</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
12h. Lila Tretikov (<i>re-election</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
12i. Ruby Lu (<i>re-election</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
12j. Eric Li (Li Shufu) as Chairperson of the Board (<i>re-election</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
12k. Lone Fønss Schrøder as Vice Chairperson of the Board (<i>re-election</i>)
Yes <input type="checkbox"/> No <input type="checkbox"/>
13. Election of auditors
Yes <input type="checkbox"/> No <input type="checkbox"/>
14. Resolution on approval of the remuneration report
Yes <input type="checkbox"/> No <input type="checkbox"/>
15. Resolution regarding guidelines for executive remuneration
Yes <input type="checkbox"/> No <input type="checkbox"/>
16. Resolution on the implementation of a Performance Share Plan in accordance with A.2, and delivery arrangements in respect thereof in accordance with B.1 or B.2
16.A.2 Resolution on the implementation of a Performance Share Plan
Yes <input type="checkbox"/> No <input type="checkbox"/>
16.B.1 Resolution on authorisation for the Board of Directors to resolve on acquisition of shares of series B and resolution on transfer of own series B shares to the PSP Participants
Yes <input type="checkbox"/> No <input type="checkbox"/>

16.B.2 Should the majority required under item 16.B.1 not be reached, resolution regarding equity swap agreement with a third party

Yes ☐

No ☐

17. Resolution on authorisation for the Board of Directors to resolve on acquisition of own shares for delivery to participants under the Performance Share Plans adopted in 2023 and 2024 and Employee Share Matching Plan adopted in 2024

Yes ☐

No ☐

18. Resolution regarding authorisation of the Board of Directors to resolve on new issues

Yes ☐

No ☐

Annual General Meeting in Volvo Car AB (publ.)

Agenda

- 1. Opening of the meeting**
- 2. Election of Chairperson of the meeting**
- 3. Preparation and approval of the voting register**
- 4. Approval of the agenda**
- 5. Election of persons to approve the minutes**
- 6. Determination of whether the meeting has been duly convened**
- 7. Presentation by the CEO**
- 8. Presentation of**
 - a) the annual report and the audit report as well as the consolidated financial statements and the auditor's report for the group
 - b) the auditor's statement regarding the company's compliance with the guidelines for remuneration to members of the executive management
- 9. Resolutions regarding**
 - a) adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet
 - b) allocation of the company's profit or loss in accordance with the adopted balance sheet
 - c) discharge from liability of the members of the Board of Directors and the CEO
- 10. Determination of**
 - a) the number of Board members
 - b) the number of auditors
- 11. Determination of**
 - a) fees to the Board members
 - b) fees to the auditors
- 12. Election of the Board of Directors and the Chairperson of the Board and Vice Chairperson of the Board**
 - a) Eric Li (Li Shufu) (re-election)
 - b) Lone Fønss Schrøder (re-election)
 - c) Daniel Li (Li Donghui) (re-election)
 - d) Anna Mossberg (re-election)
 - e) Diarmuid O'Connell (re-election)
 - f) Håkan Samuelsson (new election)
 - g) Jonas Samuelson (re-election)
 - h) Lila Tretikov (re-election)
 - i) Ruby Lu (re-election)
 - j) Eric Li (Li Shufu) as Chairperson of the Board (re-election)
 - k) Lone Fønss Schrøder as Vice Chairperson of the Board (re-election)
- 13. Election of auditors**
- 14. Resolution on approval of the remuneration report**
- 15. Resolution regarding guidelines for executive remuneration**
- 16. Resolution on the implementation of a Performance Share Plan in accordance with A.2, and delivery arrangements in respect thereof in accordance with B.1 or B.2**
- 17. Resolution on authorisation for the Board of Directors to resolve on acquisition of own shares for delivery to participants under the Performance Share Plans adopted in 2023 and 2024 and Employee Share Matching Plan adopted in 2024**
- 18. Resolution regarding authorisation of the Board of Directors to resolve on new share issues**
- 19. Closing of the meeting**

Guidelines for executive remuneration

THE BOARD OF DIRECTORS' PROPOSAL ON THE GUIDELINES FOR EXECUTIVE REMUNERATION

The Board of Directors of Volvo Car AB ("Volvo Cars") proposes that the 2025 annual general meeting resolve on the following guidelines for remuneration to the Executive Management Team (including the CEO and any deputy CEO) ("EMT"). The guidelines replace the guidelines adopted by the annual general meeting 2023. In relation to the current guidelines, the proposal includes changes (other than editorial changes) in the form of added clarifications to the share ownership guidelines for members of the EMT and amended principles to determine the performance criteria for awarding variable remuneration. The Board of Directors has not received any comments from the shareholders on the existing guidelines for executive remuneration.

1. Introduction and objective

These guidelines shall be applicable to remuneration to the EMT of Volvo Cars. These guidelines are applicable to remuneration agreed, and amendments to remuneration already agreed, after its adoption by the annual general meeting on 3 April 2025. These guidelines do not apply to any remuneration decided or approved by the general meeting.

1.1 The guidelines' promotion of the company's business strategy, long-term interests and sustainability:

The company purpose is to provide "Freedom to Move" in a personal, sustainable and safe way. The business strategy focuses on maintaining a stable and strong platform for continued profitable and sustainable growth through increased engaging relationships with consumers, sustainable products and business, safe mobility with leading technology and a purpose-driven organisation. For more information regarding the company's business strategy, please see the strategic direction section of the annual report.

A prerequisite for the successful implementation of the company's strategy and safeguarding of its long-term interests, including its sustainability, is the company's ability to recruit and retain qualified personnel. To this end, it is necessary that the company offers total competitive remuneration.

These guidelines enable the company to offer the EMT a competitive total remuneration.

Variable remuneration covered by these guidelines shall aim at promoting the company's business strategy and long-term interest, including its sustainability.

2. Types of remuneration

The total remuneration package for the EMT may consist of the following components:

- Fixed remuneration
- Variable remuneration
- Pension benefits
- Other benefits

The components of remuneration shall be in accordance with local market practice.

Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration. Please refer to Share-based or share price-related incentive programmes below.

2.1 Variable remuneration

The satisfaction of criteria for awarding short-term variable cash remuneration shall be measured over a period of one year, whereas the satisfaction of criteria for awarding long-term variable remuneration shall be measured over a period of three years.

For the CEO, the short-term variable cash remuneration may not amount to more than 200 per cent of the annual fixed base salary on December 31 at the end of each performance year, and the long-term variable remuneration may not amount to more than 150 per cent of the annual fixed base salary the year the programme was implemented. For the other EMT members, the short-term variable cash remuneration may vary but not amount to more than 140 per cent of the annual fixed base salary on December 31 at the end of each performance year, and the long-term variable remuneration may vary but not amount to more than 120 per cent of the annual fixed base salary the year the programme was implemented. For information on the criteria for awarding short- and long-term variable remuneration, please refer to *Criteria for awarding variable remuneration below*.

2.1.1 Extraordinary arrangements

Further variable remuneration may also be paid out in extraordinary circumstances, provided that such arrangement is of a one-time nature and is agreed on an individual basis for management recruitment or retention purposes or as compensation for extraordinary efforts beyond the individual's ordinary assignment. Such remuneration shall be in line with market practice and may for example include a one-time cash payment, retention bonus or severance payment in case of a change of control, or similar. The remuneration may not amount to more than the annual fixed base salary for 1 year and shall not be paid more than once a year per individual. Resolutions on such compensation shall be made by the People Committee based on

a proposal from the CEO if an EMT member (other than the CEO) is concerned and by the People Committee and the Chairperson of the Board of Directors, or the Vice Chairperson as delegated, if it relates to the CEO.

2.1.2 Share-based or share price-related incentive programmes

The Board of Directors may, irrespective of these guidelines, propose the general meetings to resolve on long-term share-based or share price-related incentive programmes. During the previous annual general meetings held from 2022 and onwards, the Board of Directors proposed, and the annual general meetings approved long-term share-based incentive programmes comprising, amongst others, the EMT. The Board of Directors intends to propose forthcoming annual general meetings to approve similar incentive programmes. No new long-term variable cash programmes will therefore be offered to the EMT as long as there is a long-term share-based program in place.

2.1.3 Criteria for awarding variable remuneration

The variable short-term cash remuneration shall be linked to predetermined and measurable criteria which can be financial or non-financial. The criteria for the variable short-term remuneration shall be determined yearly by the People Committee.

Variable long-term remuneration, which is not approved by the annual general meeting, if any, shall be linked to the satisfaction of certain financial performance conditions determined by the People Committee and measured over the term of the programme.

For both short-term and long-term variable remuneration, the criteria may also be individualized, quantitative or qualitative objectives. The criteria shall be designed to contribute to the company's business strategy and long-term interests, including its sustainability.

To which extent the criteria for awarding variable remuneration have been satisfied shall be evaluated when the measurement period has ended. The People Committee is responsible for the evaluation. For financial objectives, the evaluation shall be based on the latest financial information made public by the company.

2.2 Pension benefits

For the CEO, pension benefits shall be a defined contribution scheme, and the pension premiums may amount to not more than 50 per cent of the annual fixed base salary. Variable remuneration shall not qualify for pension benefits.

For other EMT members, pension benefits shall be a defined contribution scheme, and the pension premiums may amount to not more than 30 per cent of the annual fixed base salary. No current EMT members have a defined benefit pension. However, defined benefit pension

can be offered to future EMT members as part of a pre-existing agreement. To the extent that variable remuneration qualifies for pension benefits under the applicable collective bargaining agreement, the pension benefits shall be deducted from the payment and paid as pension.

2.3 Other benefits

Other benefits may include, for example, medical insurance, annual health check-up and company cars. Such benefits may amount to not more than 20 per cent of the annual fixed base salary.

For employments governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

EMT members who are expatriates (i.e., are sent on an international assignment and are not on a local employment contract) may receive additional remuneration and other benefits determined in line with the company's International Assignment Instruction which may include (but are not limited to) relocation cost, cost of living allowance, housing, schooling, home travel allowance and tax assistance. Such benefits may amount to no more than 160 per cent of the annual fixed base salary.

2.4 Clawback

The Board of Directors shall have the possibility, in accordance with applicable law or contractual provisions, to in whole or in part reclaim variable remuneration paid on incorrect grounds.

3. Termination of employment

Upon termination of an employment, the notice period may not exceed twelve (12) months. Fixed base salary during the notice period and severance pay may together not exceed an amount corresponding to the individual's fixed base salary for two (2) years, subject to applicable law.

When termination is made by the EMT member, the notice period may not exceed twelve (12) months, without any right to severance pay.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income and shall only be paid in so far as the previously employed executive is not entitled to severance pay. The remuneration may amount to not more than 60 per cent of the monthly fixed base salary at the time of termination of employment and be paid during the time the non-compete undertaking applies, however not for more than twelve (12) months following the termination of employment.

4. Salary and employment conditions for employees

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the People Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

5. Share ownership guidelines for members of the EMT

Since the Board of Directors believes that long-term share ownership is an important way to create alignment between the EMT members and Volvo Cars' shareholders, it has implemented the following policy of share ownership for members of the EMT.

As per the policy, the Board of Directors expects the CEO and other members of the EMT to accumulate personal holdings in shares with a market value corresponding to the value of 100 per cent of the EMT member's gross annual fixed base salary. When calculating the value of the personal holdings, the market value of the shares at each investment instance shall be used. It is expected that the personal holding of shares be established within five years from the listing of the company and, for new hires, within five years from commencement of employment with the group as CEO or as a member of the EMT. The CEO and other members of the EMT shall retain shares allotted (net after taxes payable) under future incentive programmes to achieve the expected share ownership. Further, upon reaching the recommended share ownership level, it is expected that the CEO and the other members of the EMT maintain shares of such value for the duration of their appointment as CEO or the other member of the EMT.

6. Remuneration guidelines governance

The Board of Directors has established the People Committee, whose tasks include preparing the Board of Directors' decision to propose guidelines for EMT remuneration. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting.

The People Committee shall also monitor and evaluate variable pay programmes, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company.

The members of the People Committee are independent of the company and its executive management. Neither the CEO nor any other EMT member participate in the Board of Directors'

decision-making process on any resolutions regarding remuneration-related matters so far as that could potentially affect their own remuneration.

7. Deviation from the guidelines

The Board of Directors may temporarily resolve to deviate from the guidelines, in whole or in part, if in a specific case there is special cause for the deviation and a deviation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. The People Committee's tasks shall include preparation of any resolutions to deviate from the guidelines.



The Board's proposal on the implementation of a Performance Share Plan in accordance with A.2, and delivery arrangements in respect thereof in accordance with B.1 or B.2 (item 16)

The Board of Directors of Volvo Car AB (publ) ("**Volvo Cars**") proposes that the Annual General Meeting 2025 resolve on the implementation of a Performance Share Plan (the "**PSP**"), which is a shared-based plan directed to the CEO, other members of the Executive Management Team ("**EMT**"), the Group Management Team ("**GMT**"), certain other senior leaders and key individuals.

To secure the obligations of Volvo Cars to deliver shares to participants under the PSP, the Board of Directors further proposes that the Annual General Meeting resolves on delivery arrangements. The Board of Directors' proposal for the PSP is set out in A. below and the delivery arrangements in B. below.

Volvo Cars together with its wholly-owned subsidiary Volvo Car Corporation and its subsidiaries are hereinafter jointly referred to as the Volvo Car Group.

A [Proposal for the implementation of the PSP](#)

1. Background and reasons

The overall purpose of the PSP is to strengthen the alignment of interests of the plan participants, who are key stakeholders in Volvo Cars, with those of the shareholders, and thus encourage long-term commitment to Volvo Cars' success and strategic objectives. The purpose of PSP is further to create a long-term focus amongst the participants on reaching Volvo Cars' long-term ambitions, as well as to facilitate recruitment and retention of employees with key competencies.

Since the Board of Directors believes that long-term share ownership is an important way to create alignment between the EMT and Volvo Cars' shareholders, it has implemented a policy setting out recommendations for certain levels of share ownership for members of the EMT. The PSP offers an opportunity for such members to increase their holdings to achieve the recommended share ownership.

The Board of Directors' proposal for the PSP 2025 corresponds in essence with the structure of the Performance Share Plans previously approved by the Annual General Meetings.

2. Terms and conditions for the PSP

- i. It is proposed that the PSP shall comprise approximately 220 employees, whereof approximately 150 senior leaders, 50 key individuals, 12 members of the GMT, and 8 members of the EMT, including the CEO of the Volvo Car Group (jointly, the "**PSP Participants**").
- ii. The PSP shall comprise a maximum of 14,436,511 series B shares in Volvo Cars, all of which can be allocated to PSP Participants (the "**Performance Shares**").

- iii. Subject to satisfaction of the conditions set out below, the PSP Participants will be entitled to allocation of Performance Shares free of charge, from Volvo Cars or from a designated third party, after the expiration of a three-year vesting period (subject to certain exemptions), starting on the date Volvo Cars grants the PSP Awards (as defined below) to the PSP Participants (the “**Vesting Period**”).
- iv. The number of Performance Shares that may be allocated to the PSP Participants after expiration of the Vesting Period will be established according to the following. Each PSP Participant will at commencement of the PSP free of charge receive a conditional award of Performance Shares (a “**PSP Award**”). The PSP Award will amount to the number of Performance Shares the value of which corresponds to the following percentages of each PSP Participant’s gross annual base salary in 2025: (i) 75% for the CEO, (ii) 40% for members of the EMT, (iii) 30% for the GMT and other senior leaders, and (iv) 15% for other key individuals (each a “**PSP Award Value**”). The share price used to calculate the PSP Award Value and number of underlying Performance Shares subject to the PSP Award shall be the volume-weighted average price paid for the Volvo Cars series B share on Nasdaq Stockholm during a period of 30 trading days in connection with the commencement of the Vesting Period. When calculating the number of Performance Shares, rounding off shall be made to the closest whole number of Performance Shares.
- v. Dependent on satisfaction of the performance conditions in 2.vi. below, the number of Performance Shares allocated to the PSP Participants after expiration of the Vesting Period may amount to between 0% and 200% of the PSP Award. However, the total value of the Performance Shares at the end of the Vesting Period may not exceed 400% of the PSP Award Value, and the number of Performance Shares allotted may be reduced accordingly. Further, should there be a decline in the price of the Volvo Cars series B share such that the number of Performance Shares subject to the PSP Award, as calculated based on the volume-weighted average price paid for the Volvo Cars series B share on Nasdaq Stockholm during a period of 30 trading days in connection with the commencement of the Vesting Period (as set out in 2.iv. above) exceeds the maximum number of Performance Shares set out in 2. ii. above, the number of Performance Shares allocated to the PSP Participants will be reduced proportionately.
- vi. The allocation of Performance Shares is subject to satisfaction of performance conditions relating to (a) Volvo Cars’ average EBIT excl. income from JV’s & affiliates during the financial years 2025–2027 (the “**Performance Period**”) which is weighted 40%, (b) Volvo Cars’ accumulated free cashflow during the Performance Period which is weighted 30%, (c) percentage of reduction of CO₂ emissions per Volvo car manufactured, where the average CO₂ emissions per car manufactured in 2018 is compared to the average CO₂ emissions per car manufactured in 2027, which is weighted 20%, and (d) gender diversity, calculated as the share of females within senior leaders’ population as of 31 December 2027, which is weighted 10% ((a) through (d) jointly, the “**Performance Conditions**”).

The Performance Conditions include a minimum level which must be exceeded in order for any Performance Shares at all to be allocated, as well as a maximum level in excess of which no additional Performance Shares will be allocated. Should the minimum level be exceeded but the maximum level not reached, a proportionate number of Performance Shares will be allocated.

The minimum and maximum levels for (a) and (b) above will be set by the Board of Directors prior to commencement of the PSP. The minimum level for (c) is 30% and the maximum level for (c) is 40%. The minimum level for (d) is 30% and the maximum level for (d) is 34%.

Information about the minimum and maximum levels for (a) and (b) above, as well as the outcome of each of the Performance Conditions above, will be provided in the annual report for the financial year 2027.

- vii. Allocation of Performance Shares is, subject to the below, conditional upon the PSP Participant retaining the employment within the Volvo Car Group over the entire Vesting Period. For so-called good leaver PSP Participants during the Vesting Period, allocation of Performance Shares is subject to satisfaction of the Performance Conditions and the number of Performance Shares allocated (after expiration of the Vesting Period, unless compassionate circumstances apply) will be proportionately reduced for time served during the Vesting Period.
- viii. The number of Performance Shares shall be subject to recalculation in the event of any intervening bonus issue, split, rights issue and/or other similar corporate actions.
- ix. The Board of Directors shall be entitled to reduce the number of Performance Shares subject to allocation or, wholly or partially, terminate the PSP in advance if significant changes in the Volvo Car Group or in the market occur which, in the opinion of the Board of Directors, would result in a situation where the conditions for allocation of Performance Shares become unreasonable. In the event that the allocation of Performance Shares has been made based on misstated information, or if actions have been taken by a PSP Participant which could result in material damage to the Volvo Car Group's reputation, the Board of Directors may decide to reclaim whole or a part of the allocated Performance Shares for such PSP Participant.
- x. The Board of Directors shall be entitled to make such local adjustments of the PSP that may be necessary or appropriate to implement it with reasonable administrative costs and efforts in the concerned jurisdictions, including, among other things, to offer cash settlement.
- xi. The Board of Directors shall be responsible for the further design and administration of the PSP within the framework of the above stated main terms and conditions.

3. Delivery activities

The Board of Directors has considered different methods for delivery of shares to the PSP Participants. For this purpose, the Board of Directors proposes that the Annual General Meeting resolve on (i) an authorisation for the Board of Directors to resolve on the repurchase of shares of series B on Nasdaq Stockholm; and (ii) transfer of own series B shares free of charge to the PSP Participants. Should the majority required for these resolutions not be reached, the Board of Directors proposes that Volvo Cars shall be able to enter into an equity swap agreement with a third party.

The detailed conditions for the Board of Directors' proposal are set out in item B below.

4. Dilution

Neither of the delivery arrangements referred to in item A.3 above would give rise to an increased number of shares in Volvo Cars and, accordingly, no dilutive effect in terms of shares issued will occur for existing shareholders.

5. Estimated costs and effects on key ratios

The cost for the PSP, which will impact the income statement, are calculated according to the accounting standard IFRS 2 and distributed over the Vesting Period. The total effect of the PSP on the income statement, including social security contributions, is estimated to range between SEK 0-1,013 million, depending on satisfaction of the Performance Conditions and the share price at allotment of Performance Shares, distributed over the years 2025-2027. Total value for the PSP Participants at allotment of Performance Shares plus the social security contributions is capped at SEK 1,013 million. The cap will come into play in case of a total increase of PSP Award Value of 400% or more during the term of the PSP.

The estimated aggregated annual costs of between SEK 0-338 million correspond to approximately 0.0-0.8% of the Volvo Car Group's total employee costs for the financial year 2024. Thus, the cost for the PSP is expected to have a marginal effect on Volvo Car Group's key ratios.

6. Preparation of the proposal

The PSP has been initiated by the Board of Directors and prepared taking into account market practice for multinational companies headquartered in Sweden and the rest of Europe along with corporate governance best practice requirements. The PSP has been processed in the Board's People Committee and discussed at Board meetings in 2025.

B Delivery arrangements

1. Authorisation for the Board of Directors to resolve on acquisition of shares of series B and resolution on transfer of own series B shares to the PSP Participants

The Board of Directors proposes that the Annual General Meeting, as a main alternative, (a) authorise the Board of Directors to resolve on acquisition of own shares of series B on Nasdaq Stockholm and (b) resolve that own series B shares may be transferred to the PSP Participants.

(a) Acquisition of own shares of series B may be made on the following terms:

- i. Acquisitions of shares of series B in Volvo Cars may only be effected on Nasdaq Stockholm.
- ii. A maximum of 14,436,511 shares of series B in Volvo Cars may be acquired to secure delivery of shares to the PSP Participants.
- iii. Acquisitions of shares of series B in Volvo Cars on Nasdaq Stockholm may only be made at a price within the price range (spread) on Nasdaq Stockholm applicable from time to time, meaning the spread between the highest purchase price and the lowest selling price prevailing and disseminated by Nasdaq Stockholm from time to time.
- iv. The authorisation may be utilised on one or several occasions, however, only until the Annual General Meeting 2026.

(b) Transfers of Volvo Cars' own series B shares to the PSP Participants may be made on the following terms.

- i. A maximum of 14,436,511 series B shares in Volvo Cars may be transferred free of charge to the PSP Participants.
- ii. Right to purchase series B shares in Volvo Cars free of charge shall – with deviation from the shareholders' preferential right – be granted to each such person within the Volvo Car Group who is a PSP Participant.
- iii. Transfers of series B shares in Volvo Cars shall be made free of charge at the time and on the other terms that the PSP Participants, as relevant, are entitled to be allocated shares.
- iv. The number of series B shares in Volvo Cars that may be transferred under the PSP shall be subject to recalculation in the event of any intervening bonus issue, split, rights issue and/or other similar corporate actions.

2. Equity swap agreement with a third party

The Board of Directors proposes that the Annual General Meeting, should the majority required under item B.1 above not be reached, resolve that the expected financial exposure resulting from the PSP may be hedged by Volvo Cars being able to enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party, against a fee and in its own name, shall be entitled to acquire and transfer series B shares in Volvo Cars to the PSP Participants in accordance with the terms and conditions of the PSP.

C Majority requirements, etc.

The Annual General Meeting's resolution on the implementation of the PSP according to item A.2 above is conditional on the Annual General Meeting either resolving in accordance with the Board of Directors' proposal under item B.1 or B.2 above.

The Annual General Meeting's resolution according to item A.2 above requires a simple majority of the votes cast. A valid resolution under item B.1 above requires that shareholders representing not less than nine-tenths of the votes cast as well as the shares represented at the Annual General Meeting approve the resolution. A valid resolution under item B.2 above requires a simple majority of the votes cast.

D Other

The repurchase and transfer of shares in Volvo Cars are integral parts of the proposed PSP. Therefore, and in light of the above, the Board of Directors considers it to be advantageous for Volvo Cars and the shareholders that the PSP Participants are invited to become shareholders in Volvo Cars.

For a description of Volvo Cars' other on-going long-term incentive plans, reference is made to Volvo Cars' annual report for 2024, note 8 and 9. No other long-term incentive plans than those described herein or in the annual report for 2024, note 8 and 9, have been implemented in Volvo Cars.

The reasoned statement of the Board of Directors pursuant to Chapter 19, Section 22 of the Swedish Companies Act is attached as Appendix A.

Gothenburg in February 2025

Volvo Car AB (publ)

The Board of Directors



The Board's proposal on authorisation for the Board of Directors to resolve on acquisition of own shares for delivery to participants under the Performance Share Plans adopted in 2023 and 2024 and Employee Share Matching Plan adopted in 2024 (item 17)

In 2022, 2023 and 2024, respectively, the Annual General Meeting ("**AGM**") of Volvo Car AB (publ) ("**Volvo Cars**") resolved on the implementation of share based plans, giving all permanent employees of the Volvo Car Group the opportunity of becoming shareholders in Volvo Cars, with a division into two parts: a Performance Share Plan (the "**PSP**") directed to the CEO, other members of the Executive Management Team and certain other senior executives, and an Employee Share Matching Plan (the "**ESMP**") directed to all permanent employees of the Volvo Car Group, other than the participants of the PSP. For a description of the Performance Share Plans and Employee Share Matching Plans adopted in 2022, 2023 and 2024 (together the "**Plans**"), please refer to note 9 in Volvo Cars' annual report for 2022, 2023 and 2024, respectively.

The AGM in 2022, 2023 and 2024, respectively, also resolved on delivery arrangements in respect of the Plans by way of (i) an authorisation for the Board of Directors to resolve on the repurchase of shares of series B on Nasdaq Stockholm on one or several occasions until the next AGM; and (ii) transfer of own series B shares free of charge to the participants under the Plans. As the Board of Directors has not fully utilised the previous authorisations, and in order to secure Volvo Cars' obligations to deliver shares to the participants under the Plans, the Board of Directors proposes that the AGM 2025 authorise the Board of Directors to resolve on acquisition of own shares of series B on Nasdaq Stockholm.

Acquisition of own shares of series B may be made on the following terms:

- i. Acquisitions of shares of series B in Volvo Cars may only be effected on Nasdaq Stockholm.
- ii. A maximum of 39,004,984 shares of series B in Volvo Cars may be acquired to secure delivery of shares to the participants under the Performance Share Plans adopted in 2023 and 2024 and the Employee Share Matching Plan adopted in 2024. 9,886,909 shares relate to PSP 2023, 12,539,648 shares relate to PSP 2024, and 16,578,427 shares relate to ESMP 2024.
- iii. Acquisitions of shares of series B in Volvo Cars on Nasdaq Stockholm may only be made at a price within the price range (spread) on Nasdaq Stockholm applicable from time to time, meaning the spread between the highest purchase price and the lowest selling price prevailing and disseminated by Nasdaq Stockholm from time to time.
- iv. The authorisation may be utilised on one or several occasions, however, only until the AGM 2026.

Volvo Cars' own series B shares, acquired pursuant to the proposed authorisation, may be transferred to the participants under the Plans in accordance with and on the terms as resolved by the respective AGMs in 2023 and 2024.

Majority requirements, etc.

In order for the AGM's resolution in accordance with the Board of Directors' proposal as set out above to be valid, the resolution requires approval of at least two thirds of the votes cast and the shares represented at the AGM.

The reasoned statement of the Board of Directors pursuant to Chapter 19, Section 22 of the Swedish Companies Act is attached as Appendix A.

Gothenburg in February 2025

Volvo Car AB (publ)

The Board of Directors



The Board's proposal for authorisation of the Board of Directors to resolve on new issues (item 18)

The Board of Directors of Volvo Car AB (publ) ("**Volvo Cars**") proposes that the 2025 Annual General Meeting (the "**AGM**") authorises the Board of Directors to, on one or several occasions up to the next AGM, with or without deviation from the shareholders' preferential right, resolve on new issues of shares of series B and/or subscription warrants and/or convertible bonds. The total number of shares that may be issued, by way of a new share issue, exercise of subscription warrants or conversion of convertible bonds, by virtue of the authorisation shall be within the limits of the Articles of Association and not exceed ten (10) per cent of the total number of shares in Volvo Cars at the time of the Board of Directors' resolution. The authorisation includes a right to resolve on new issues for cash consideration, by contribution in kind or payment by set-off. The issue price shall, in the case of deviation from the shareholders' preferential right, be determined in accordance with market practice. The Board of Directors shall be entitled to determine other terms of the issue.

The purpose of the authorisation, and the reason for any deviation from the shareholders' preferential right, is to increase the financial flexibility of the company to enable the company to finance the operations in a fast and efficient way, acquire companies, businesses or parts thereof and/or to enable a broadening of the ownership of the company.

The Board of Directors, the CEO or a person appointed by one of them shall be entitled to make any minor adjustments to the above decision that might be required in connection with registration with the Swedish Companies Registration Office.

Majority requirements

In order for the AGM's resolution in accordance with the Board of Directors' proposal as set out above to be valid, the resolution requires approval of at least two thirds of the votes cast and the shares represented at the AGM.

Gothenburg in February 2025

Volvo Car AB (publ)

The Board of Directors



Statement by the Board of Directors pursuant to Chapter 19, Section 22 of the Swedish Companies Act

The Board of Directors of Volvo Car AB (publ) ("**Volvo Cars**") hereby gives the following statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act.

The Board of Directors has decided to propose that the Annual General Meeting ("**AGM**") 2025 resolve on the implementation of a Performance Share Plan (the "**Proposed Plan**"), and delivery arrangements in respect thereof. The delivery arrangements include, among other things, a proposal to authorise the Board of Directors to resolve on the repurchase of shares of series B on Nasdaq Stockholm. The AGM in 2023 and 2024, respectively, resolved on corresponding delivery measures for the Performance Share Plans ("**PSP**") and Employee Share Matching Plans ("**ESMP**") adopted in 2023 and 2024. The Board of Directors has not fully utilised the previous authorisations in respect of the PSPs adopted in 2023 and 2024, respectively, and the ESMP adopted in 2024 (the "**Existing Plans**", and jointly with the Proposed Plan, the "**Plans**"). In order to secure Volvo Cars' obligations to deliver shares to the participants under the Existing Plans, the Board of Directors has also decided to propose that the AGM 2025 resolves on an authorisation for the Board of Directors to resolve on acquisition of own shares for delivery to the participants under the Existing Plans.

The Board of Directors is convinced that the Existing Plans are, and the implementation of the Proposed Plan will be, beneficial to both the company and its shareholders. The repurchase of the series B shares is an integral step in the implementation of the Plans and the purpose is to secure the obligations of Volvo Cars to deliver shares to participants under the Plans. The intention is that the repurchased series B shares shall be transferred to the participants in the Plans free of charge.

As of 31 December 2024, Volvo Cars' equity amounted to SEK 36,945 million, of which SEK 36,884 million consisted of non-restricted equity. The group's total equity amounted to SEK 142,199 million as of 31 December 2024. In accordance with IFRS, there is no division between restricted and non-restricted equity in the group.

As of 31 December 2024, no financial assets or liabilities measured at fair value in accordance with Chapter 4, Section 14 a of the Annual Accounts Act were held by Volvo Cars. However, as of this day, the Volvo Car Group held certain financial assets and liabilities valued at fair value. If financial assets and liabilities in the Volvo Car Group had not been valued at fair value in accordance with Chapter 4, Section 14 a of the Annual Accounts Act, the Volvo Car Group's total equity would increase by approximately SEK 2,212 million. The valuation of these instruments does not affect Volvo Cars' unrestricted equity.

In view of the above, it is the opinion of the Board of Directors that the proposals regarding authorisations to repurchase own shares are justifiable with reference to the demands that the nature, scope and risks of the operations place on Volvo Cars' and the group's equity as well as Volvo Cars' and the group's consolidation needs, liquidity and overall position. The Board of Directors has hereby considered, among other things, Volvo Cars' and the group's historical development, the budgeted development and the state of the market.

The Board of Directors is of the opinion that, after use of the proposed authorisations to repurchase own shares, the financial strength of Volvo Cars and the group is assessed to continue to be good in relation to the industry in which the group is operating. The authorisations to repurchase own shares will not affect the ability of Volvo Cars or the group to comply with its payment obligations. The Board of Directors finds that Volvo Cars and the group are well prepared to handle any changes in respect of liquidity as well as unexpected events. The Board of Directors is of the opinion that Volvo Cars and the group have the ability to take future business risks and also cope with potential losses. The proposed authorisations to repurchase own shares will not negatively affect Volvo Cars' and the group's ability to make further commercially motivated investments in accordance with the strategy of the Board of Directors.

Gothenburg in February 2025

Volvo Car AB (publ)

The Board of Directors