
Proposal and statement from the Nomination Committee of Volvo Car AB (publ) for the Annual General Meeting 2024

1 Background and reasons

The Nomination Committee prior to Volvo Car AB (publ)'s Annual General Meeting 2024 consist of five members representing the three largest shareholders in terms of voting rights as of August 31, 2023, and the chairman of the Board of Directors.

The purpose of the Nomination Committee is to make proposals to the Annual General Meeting in respect of the Chairperson at the General Meeting, elections of Board members, Chairperson of the Board, auditor, remuneration of each Board member (divided between the Chairperson of the Board, the Vice Chairperson and other Board members, and remuneration for committee work), remuneration to the auditor, and to the extent deemed necessary, proposals for amendments to the instruction for the Nomination Committee.

2 Proposals from the Nomination Committee

Proposal of election of chairman of the Annual General Meeting

The Nomination Committee proposes Eva Hägg, attorney, as chairman of the Annual General Meeting.

Proposal regarding the number of ordinary and deputy members of the Board of Directors to be elected by the Annual General Meeting

The Nomination Committee proposes that the Board of Directors shall consist of 9 ordinary Board members elected by the shareholders' meeting, without deputy Board members.

Proposal regarding remuneration to the members of the Board of Directors

Since the last AGM, the Board of Directors has established a new committee, the China Committee. The Nomination Committee proposes a slight adjustment of the base remuneration to the Board members and to the vice Chairperson. Given the added responsibilities and workload driven by the new sustainability reporting requirements the Nomination Committee suggests a substantial increase of the Audit Committee remuneration. Also, the People Committee fees are suggested to be increased to better reflect the workload and the responsibilities of that committee. Finally, the Nomination Committee proposes the members of the China Committee to be remunerated on par with the Audit Committee members.

The Nomination Committee thereby proposes that the following remuneration shall be applied until next year's AGM:

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 (1,155,000) to each of the Board members, other than the vice Chairperson who shall receive SEK 2,840,000 (2,730,000), (ii) SEK 145,000 (131,000) to each of the members and SEK 185,000 (168,000) to the Chairperson of the People Committee, (iii) SEK 220,000 (189,000) to each of the members and SEK 470,000 (410,000) to the Chairperson of the Audit Committee, and (iv) SEK 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). The Chairperson of the Board, 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 (331,700), whereof ordinary representatives each receive SEK 85,000 (81,700) and deputy representatives each receive SEK 45,050 (43,300).

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.

Proposal regarding election of members of the Board of Directors and chairperson of the Board

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

It is noted that Winfried Vahland decided to leave his assignment as member of the Board of Directors on January 12 and the Nomination Committee does not propose any replacement of Winfried Vahland.

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.

Information on the proposed Board members is presented below:

Eric Li (Li Shufu)

Chairperson and member of the Board since 2010.

Born 1963.

Education and professional experience: Bachelor's Degree in Management Engineering from the Harbin University of Science and Technology, China. Master's Degree in Mechanical Engineering from the Yanshan University, China. Former CEO of Zhejiang Geely Holding Group Co. Ltd.

Previously board member of Sanya Oriental Tourism Co. Ltd.

Principal activities outside of Volvo Car Group and current Board assignments and similar: Founder of Zhejiang Geely Holding Group Co. Ltd, Ecarx Holdings Inc and PSD Capital Limited (indirect shareholder in Polestar). Chairman of the Board of Zhejiang Geely Holding Group Co. Ltd, Geely Technology Group Co. Ltd, Geely Talents Development Group Co. Ltd, PSD Capital Limited and PSD Investment Limited, and smart Automobile Co. Ltd. Member of the Board of Geely Group Limited, and Geely Sweden Holdings AB and a number of other companies within his ownership.

Independence: Not independent in relation to the company and Executive Management Team nor the company's major shareholders.

Shareholding (own and/or held by related parties): 2 343 396 227 B shares

Lone Fønss Schrøder

Vice Chairperson of the Board since 2018 and Board member since 2010. Chairperson of the Audit Committee.

Born 1960.

Education and professional experience: Master of Laws from the University of Copenhagen, Denmark. Master of Science in Economics and Business Administration from Copenhagen Business School, Denmark. Studies in Aviation and Insurance Law at the London Polytechnics (now University of Westminster), United Kingdom. Studies in Blockchain at MIT Sloan School of Management, United States. Studies in Management at IMD Business School, Switzerland. More than 20 years of experience from various senior positions at A.P. Møller Maersk A/S. Former President and CEO of Wallenius Lines. Previous experience as senior advisor at Credit Suisse and Board member and CEO of Concordium AG. Previously chairman of the board of Saxo Bank A/S and board member of Valmet Oyj, Bilfinger SE.

Principal activities outside of Volvo Car Group and current board assignments and similar: Vice Chairman of the Board and Chairman of the audit committee of Akastor ASA, Board member of Aker Solutions ASA, Aker Horizons ASA, and Geely Sweden Holdings AB. Member of the supervisory Board of INGKA Holding B.V. Member of the EMEA advisory Board of ServiceNow, Inc. Owner of Engelberg Zug Financial Group AG and Schroder Consult A/S.

Independence: Independent in relation to the company and Executive Management Team, but not in relation to the company's major shareholder.

Shareholding (own and/or held by related parties): 24 897 B shares

Daniel Li (Li Donghui)

Board member since 2012. Member of the Audit Committee and the China Committee.

Born 1970.

Education and professional experience: Bachelor of Philosophy from the Renmin University of China. Master of Management Engineering from the Beijing Institute of Machinery Industry, China. Master of Business Administration from the Kelly School of Business at Indiana University, United States. Previously VP and CFO of Zhejiang Geely Holding Group Co. Ltd. Previous experience from key accounting, financing and corporate

management positions, such as CFO and General Manager of several companies, including Guanxi Liugong Machinery Co. Ltd, China Academy of Post and Telecommunication, Cummins Inc., BMW Brilliance Automotive Ltd., ASIMCO Braking System (Guangzhou) Co. Ltd. and ASIMCO Braking System (Zhuhai) Co. Ltd. Previously independent Board member of China CYTS Tours Holding Co. Ltd.

Principal activities outside of Volvo Car Group and current board assignments and similar: CEO of Zhejiang Geely Holding Group Co. Ltd. Chairman of the Board of Lotus Group International Limited. Board member of Saxo Bank A/S, Proton Holdings Berhad, Polestar Automotive Holding UK Plc, Geely Sweden Holdings AB, Geely Automobile Holdings Limited and Aston Martin Lagonda Global Holdings. Independent Board member of YTO International Express and Supply Chain Technology Limited.

Independence: Independent in relation to the company and Executive Management Team, but not in relation to the company's major shareholders.

Shareholding (own and/or held by related parties): -

Diarmuid O'Connell

Board member since 2021. Member of the People Committee.

Born 1963.

Education and professional experience: Bachelor of Arts in History and Government from Dartmouth College, United States. Master of Arts in Foreign Policy and Political Economy from the University of Virginia, United States. MBA in Strategy and Finance from Kellogg Graduate School of Management, United States. Studies in marketing from McCann School of Business & Technology, United States. Previous experience from Accenture Consulting, Real Time Learning, Young & Rubicam and the U.S Department of State. Several executive roles at Tesla. Member of the Executive team of Fair Financial Corp. Energy/Mobility Consulting for Antin Infrastructure Partners.

Principal activities outside of Volvo Car Group and current board assignments and similar: Advisor to Form Energy and Carbon America. Chairman of the Board of Clarios. Member of the Supervisory Board of Albemarle Corp, Dana Inc., and Mobility House AG.

Independence: Independent in relation to the company and Executive Management Team as well as the company's major shareholders.

Shareholding (own and/or held by related parties): 1 197 B shares

Jonas Samuelsson

Board member since 2020. Chairperson of the People Committee.

Born 1968.

Education and professional experience: Master of Science in Economics and Business Administration from the School of Business, Economics and Law at the University of Gothenburg, Sweden. Previous experience from finance in various roles at Saab Automobile AB and General Motors Corporation. Former CFO at Munters AB and CFO, COO and CEO Major Appliances EMEA at AB Electrolux. Former board member in Polygon AB.

Principal activities outside of Volvo Car Group and current board assignments and similar: CEO at AB Electrolux. Board member of AB Electrolux, Axel Johnson AB, and Ideella Föreningen Teknikföretagen i Sverige.

Independence: Independent in relation to the company and Executive Management Team as well as the company's major shareholders.

Shareholding (own and/or held by related parties): 19 807 B shares

Lila Tretikov

Board member since 2021. Member of the Audit Committee.

Born 1978.

Education and professional experience: Studies in Computer Science at the University of California Berkeley, United States. Studies at SAAD School of Business, University of Oxford, United Kingdom. Previously CEO of Engie SA, Terrawatt Initiative and Wikimedia Foundation. Previous experience includes several senior

positions within SugarCRM Inc., Software General Manager of Evolving Systems Inc., Digital General Manager of Bank of America, founder of GrokDigital and founder and Board member of nam.R S.A.

Principal activities outside of Volvo Car Group and current board assignments and similar: Corporate VP and Deputy CTO of Microsoft. Board member of Xylem Inc., Onfido Limited, Affinifi and Cervest Limited and Sophia Genetics. Member of the Advisory Board of Capgemini SE.

Independence: Independent in relation to the company and Executive Management Team as well as the company's major shareholders.

Shareholding (own and/or held by related parties): 1 197 B shares

James (Jim) Rowan

Board member since 2022.

Born 1965.

Education and professional experience: HNC in Mechanical & Production Engineering from Glasgow Caledonian University and Master in Business (MSC) from Northumbria University. Previous experience as interim CEO of Ember Technologies, Chief Executive Officer and Chief Operating Officer of Dyson, Chief Operation Officer of BlackBerry, Executive Vice President, Global Operations of Celestica, Vice President European Operations of Flextronics, Senior advisor at KKR & Co Inc, Independent Board member Nanofilm Technologies International Ltd and PCH International Inc.

Principal activities outside of Volvo Car Group and current Board assignments and similar: Member of the shareholders' committee of Henkel AG. Member of the board of Polestar Automotive Holding UK PLC and Lynk & Co.

Independence: Independent in relation to the company's major shareholders but not in relation to the company and Executive Management Team.

Shareholding (own and/or held by related parties): 403 000 B shares

Anna Mossberg

Board member since 2022.

Born 1972

Education and professional experience: Executive MBA from Stanford University, USA, Executive MBA from IE University, Spain, Master of Engineering and Management from Luleå Technical University Sweden. Previous experience includes CEO of Silo AB, Business Area Manager at Google Sverige AB, Senior Vice President Strategy and Portfolio Management at Deutsche Telecom AG, CEO of Bahnhof AB and Vice President of Telia International Carrier AB. Previous board member and member of Audit Committee in Schibsted ASA and in Byggfakta AB.

Principal activities outside of Volvo Car Group and current Board assignments and similar: Board member and member of the Finance and Strategy Committee in Swisscom AG, Board member in Orkla ASA, Board member and member of the Remuneration and Sustainability Committee and Audit Committee in Swedbank AB, Board member and member of the Nomination and Compensation Committee in Ringier AG.

Independence: Independent in relation to the company and Executive Management Team as well as the company's major shareholders.

Shareholding (own and/or held by related parties): 2 116 shares

Ruby Lu

Board member since 2023. Member of the China Committee.

Born 1971

Education and professional experience: M.A. from Johns Hopkins University School of Advanced International Studies (SAIS) and a B.A. with honors from the University of Maryland. Ruby Lu is a venture capitalist investing in technology start-ups in the US and China. In 2019 she founded Atypical Ventures, an early-stage technology investment firm. In 2006, she co-founded DCM China, a venture capital firm. During her 12-year tenure at DCM, she invested in and served as board member for many leading technology companies. Prior to becoming a venture capitalist, Ruby Lu was a Vice President in Goldman Sachs' technology media and

telecommunication banking group in the US. Ruby Lu is former advisor to and a shareholder in EcarX Holdings, Inc (Nasdaq:ECX), and former member of the Nomination and Corporate Committee and the Compensation Committee of Unilever (NYSE: UL).

Principal activities outside of Volvo Car Group and current Board assignments and similar: Founder and managing partner of Atypical Ventures. Independent board member of Unilever (NYSE: UL) and an independent board member of YUM China (NYSE: YUMC) and Uxin Limited (Nasdaq: UXIN). Board member of private companies TrueSight Inc. and Orka Inc.

Independence: Independent in relation to the company and Executive Management as well as the company's major shareholders.

Shareholding (own and/or held by related parties): 65 000 B shares

Proposal regarding amendments to the instruction for the Nomination Committee

The Nomination Committee proposes no changes to the instructions for the Nomination Committee as adopted by the Extra General Meeting on October 17, 2021.

Proposal regarding election of auditor and remuneration for the auditor

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 2025 and that remuneration to the auditor shall be paid according to separate invoicing.

3 Statement by the Nomination Committee of its work before the AGM 2024

The Nomination Committee has held 3 meetings and the members of the Committee has had an ongoing dialogue in between the meetings. At its first meeting, the Nomination Committee appointed Tom Johnstone as chairman of the Nomination Committee which is compliant with the Nomination Committee instruction adopted by the general meeting and the Swedish Code of Corporate Governance (the "Code").

The Nomination Committee has i.e. taken into consideration relevant parts of the evaluation of the work of the Board during 2023 when evaluating the Board work. In addition, the Nomination Committee has reviewed the Board members competences and experiences, including the Board members competence in relation to sustainability matters, to determine how the current Board composition complies with the requirements on the Board and which additional competences that potentially should be added to the Board. The Nomination Committee has not received any proposals from shareholders.

As a base for the proposal to appoint Deloitte AB as the Company's auditor for the period until the close of the Annual General Meeting 2025, the Nomination Committee has been provided with the Audit Committee's recommendation thereof.

The Nomination Committee has made the assessment that no amendments are needed in the instruction for the Nomination Committee.

The principles applied by the Nomination Committee regarding the Boards' composition have been reflected below in the motivated statement.

On the basis of the above, the Nomination Committee has addressed all matters that the Nomination Committee shall address according to the Code and the instruction for the Nomination Committee.

No remuneration has been paid to the members of the Nomination Committee.

4 Motivated statement by the Nomination Committee to the Board of Directors, auditor and fees to the Board of Directors

When preparing its proposal regarding the Board of Directors, the Nomination Committee has taken part in the Board's evaluation of its work and taken into account the requirements on board composition in the Swedish Companies Act and the requirements of the Code on the size and composition of the Board. The Nomination Committee has also considered the following:

The composition of the Volvo Cars Board shall be diverse in terms of gender, nationality, professional background and other competences to ensure that the Volvo Cars Board has the appropriate balance of expert knowledge, which matches the scale and complexity of Volvo Cars, supports a sustainable development and meets the independency requirements of the Code. It is Volvo Cars' goal to have a balanced composition when it comes to gender, and it is the ambition that each gender shall have a share of at least some 40% of the board members elected by the Shareholders' meeting. The unions represented in the Volvo

Car Board shall be encouraged to apply the corresponding goal when appointing their representatives.

If the Annual General Meeting would decide in accordance with the proposals from the Nomination Committee, 44% of the board members will be women and 50% if the CEO is not included in the counting.

Prior to the Nomination Committee proposing candidates for election and/or re-election to the Board of Directors the Nomination Committee ensures that the candidates have sufficient time available for the Volvo Cars assignment and that the candidates hold a reasonable number of other mandates and directorship in other companies. When proposing re-election of Board members, the Nomination Committee have also considered the Board members attendance at ordinary Board meetings during the previous year. Although all board members are elected or re-elected on a yearly basis the goal is to have a healthy rotation of the board members. The objective is to have a mix of board members who have served the company several years and newly appointed board members.

The Nomination Committee has further taken into consideration the Board members independence of both the company, management and the largest shareholders.

The Nomination Committee judges that the Board of Directors with the proposed composition accords well with the above diversity policy and the requirements of the Code and complies with the independence requirements stipulated in the Code.

When preparing its proposal regarding remuneration to the Board members, the Nomination Committee has considered that members of the Volvo Cars Board who are employed by Volvo Cars or Geely Holding Group shall not be entitled to any remuneration for the Board work. The other Board members elected by the shareholders shall be entitled to a competitive and marketable remuneration. It is noted that the intention of the Nomination Committee is that going forward the Board remuneration shall be reviewed bi-annually, meaning that the Nomination Committee does not intend to propose any remuneration changes at next year's Annual General Meeting.

The Nomination Committee of Volvo Car AB (publ)