

V O L V O

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 and Employee Share Matching Plans adopted in 2022 and 2023 (item 17)

In 2022 and 2023, 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 Cars 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 Cars group, other than the participants of the PSP. For a description of the Performance Share Plans and Employee Share Matching Plans adopted in 2022 and 2023 (together the "Plans"), please refer to note 8 in Volvo Cars' annual report for 2022 and 2023, respectively.

The AGM in 2022 and 2023, 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 utilised the authorisation from the AGM in 2022 or 2023, and in order to secure Volvo Cars' obligations to deliver shares to the participants under the Plans, the Board of Directors therefore proposes that the AGM 2024 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 35,437,818 shares of series B in Volvo Cars may be acquired to secure delivery of shares to the participants under the Plans, of which 9,886,909 shares relate to each of PSP 2022 and PSP 2023, respectively, and 7,832,000 shares relate to each of ESMP 2022 and ESMP 2023, respectively.
- 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 2025.

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 2022 and 2023.

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 2024

Volvo Car AB (publ)

The Board of Directors