

The Board of Director's of AB Volvo proposal to the 2009 Annual General Meeting on the disposition to be made of the Company's profits, including the Board's statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act (point 10 on the proposed agenda).

AB Volvo	
Retained earnings	10,853,376,436.99
Net income 2008	16,824,877,949.27
Total	27,678,254,386.26

The Board of Directors and the President propose that the above sum be disposed of as follows:

To the shareholders, a dividend of SEK 2.00 per share	4,054,854,050.00
To be carried forward	23,623,400,336.26
Total	27,678,254,386.26

The record date for determining who is entitled to receive dividends is proposed to be Monday, April 6, 2009.

In view of the Board of Directors' proposal to the Annual General Meeting to be held April 1, 2009 to decide on the distribution of a dividend of SEK 2.00 per share, the Board hereby makes the following statement in accordance with Chapter 18, Section 4 of the Swedish Companies Act.

The Board concludes that the Company's restricted equity is fully covered after the proposed dividend. The Board further concludes that the proposed dividend is justifiable in view of the parameters set out in Chapter 17, Section 3, second and third paragraphs of the Swedish Companies Act. In connection herewith, the Board wish to point out the following.

The proposed dividend reduces the Company's solvency from 63.8 per cent to 61.1 per cent and the Group's solvency from 22.7 per cent to 21.9 per cent, calculated as per year end 2008. The Board of Directors considers this solvency to be satisfactory with regard to the business in which the Group is active.

According to the Board of Directors' opinion, the proposed dividend will not affect the Company's or the Group's ability to fulfil their payment obligations and the Company and the Group are well prepared to handle both changes in the liquidity and unexpected events.

The Board of Directors is of the opinion that the Company and the Group have capacity to assume future business risks as well as to bear contingent losses. The proposed dividend is not expected to adversely affect the Company's and the Group's ability to make further commercially justified investments in accordance with the Board of Directors' plans.

In addition to what has been stated above, the Board of Directors has considered other known circumstances which may be of importance for the Company's and the Group's financial position. These circumstances include the prevailing financial crisis and the expected future weaker earnings trend.

If the Annual General Meeting resolves in accordance with the Board of Directors' proposal, SEK 23,623 M will remain of the Company's non-restricted equity, calculated as per year end 2008.

The Board of Directors has the view that the Company's and the Group's shareholders' equity will, after the proposed dividend, be sufficient in relation to the nature, scope and risks of the business.

Had the assets and liabilities not been estimated at their market value pursuant to Chapter 4, Section 14 of the Swedish Annual Accounts Act, the company's shareholders' equity would have been SEK 50,659,436.00 more.