

VOLVO

AGENDA FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN AB VOLVO

WEDNESDAY APRIL 1 2009

1. Opening of the Meeting
Finn Johnsson, Chairman of the Board

2. Election of Chairman of the Meeting

3. Verification of the voting list

4. Approval of the agenda

5. Election of minutes-checkers and vote controllers

Proposal:

Minutes-checkers:
Jens Melander
Anders Oscarsson

Vote controllers:

Auth. Public Acct. Göran Tidström
Auth. Public Acct. Olov Karlsson
Auth. Public Acct. Karin Olsson
Auth. Public Acct. Johan Rippe

6. Determination of whether the Meeting has been duly convened

Notification was published on February 27 2009 in Göteborgs-Posten, Sydsvenska Dagbladet, Dagens Nyheter and Post- och Inrikes Tidningar.

7. Presentation of the work of the Board and Board committees

8. Presentation of the Annual Report and the Auditors' Report as well as the Consolidated Accounts and the Auditors' Report on the Consolidated Accounts. In connection therewith, the President's account of the operations

9. Adoption of the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet

10. The disposition to be made of the Company's profits

Proposal:

The Board of Directors and the President propose that the profits available to the Meeting be disposed of as follows:

To the shareholders, a dividend of SEK 2.00 per share in AB Volvo	SEK 4,054,854,050.00
To be carried forward	<u>SEK 23,623,400,336.26</u>
	SEK 27,678,254,386.26

It is proposed that the record date for determining who is entitled to receive cash dividends shall be April 6, 2009.

The Board of Directors' statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act (2005:551) is attached as Enclosure 1.

11. The discharge of the members of the Board and of the President from liability

12. Determination of the number of members and deputy members of the Board of Directors to be elected by the Meeting

Proposal by the Election Committee:

Nine members and no deputy members.

All proposals made by the Election Committee and the information concerning the proposed directors and the statement explaining the proposals regarding the Board of directors that according to the Swedish Code of Corporate Governance shall be available on the company's website and a presentation of the activities carried out by the Election Committee have been attached to the agenda as Enclosure 2.

13. Determination of the remuneration to be paid to the Board of Directors

Proposal by the Election Committee:

That the individual fees until the close of the next Annual General Meeting shall remain on the same level as 2008. The Election Committee accordingly proposes that the Chairman of the Board is awarded SEK 1,500,000 and each of the other members SEK 500,000 with the exception of the President. It is further proposed that the Chairman of the Audit Committee is awarded SEK 250,000 and the other two members of the Audit Committee SEK 125,000 each and the members of the Remuneration Committee SEK 75,000 each.

14. Election of the Board of Directors

Tom Hedelius and Philippe Klein do not stand for re-election.

Proposal by the Election Committee, members:

For the period until the close of the next Annual General Meeting:

re-election of:

Peter Bijur,
Leif Johansson,
Finn Johnsson,
Louis Schweitzer,
Ravi Venkatesan,
Lars Westerberg,
Ying Yeh, and

election for the first time of:

Jean-Baptiste Duzan, and
Anders Nyrén.

The Election Committee further proposes that Finn Johnsson be elected as Chairman.

The proposed persons have the assignments as shown in Enclosure 3.

The employee organizations have through separate elections designated the following

members:

Martin Linder (PTK)
Olle Ludvigsson (LO)
Johnny Rönnkvist (LO)

deputy members:

Berth Thulin (LO)
Margareta Öhlin (PTK)

15. Election of members of the Election Committee

Proposal by the Election Committee:

The Election Committee proposes that the Annual General Meeting elects the following persons to serve as members of the Election Committee and resolves that no fees shall be paid to the members of the Election Committee.

- The Chairman of the Board, Finn Johnsson
- Carl-Olof By, representing AB Industrivärden
- Lars Förberg, representing Violet Partners LP
- Lars Öhrstedt, representing AFA Försäkring
- Thierry Moulouguet, representing Renault s.a.s.

16. The Board of Directors' proposal for amendment of the Articles of Association

The proposal is attached hereto as Enclosure 4.

17. The Board of Directors' proposal for a decision on the adoption of a Remuneration Policy for senior executives

The proposal is attached hereto as Enclosure 5.

18. The Board of Directors' proposal for a decision on
- A. a share-based incentive program 2009/2010 for senior executives, and
 - B. the transfer of repurchased shares in the Company to the participants in the program

The proposal is attached hereto as Enclosure 6.

Translation from Swedish

The Board of Directors' statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act (2005:551).

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 wishes 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 a of the Swedish Annual Accounts Act, the company's shareholders' equity would have been SEK 50,659,436.00 more.

Proposals by the Election Committee of AB Volvo to the Annual General Meeting 2009

The Election Committee's proposal as regards Chairman of the Annual General Meeting

The Election Committee proposes Sven Unger, attorney, to be the Chairman of the Meeting.

The Election Committee's proposal as regards the number of members and deputy members of the Board of Directors

The Election Committee proposes nine members and no deputy members.

The Election Committee's proposal as regards remuneration to be paid to the Board of Directors

The Election Committee proposes that the individual fees shall remain on the same level as 2008. The Election Committee accordingly proposes that the Chairman of the Board is awarded SEK 1,500,000 and each of the other members SEK 500,000 with the exception of the President. It is further proposed that the Chairman of the Audit Committee is awarded SEK 250,000 and the other two members of the Audit Committee SEK 125,000 each and the members of the Remuneration Committee SEK 75,000 each.

The Election Committee's proposal as regards Board members

The Election Committee proposes the re-election of Peter Bijur, Leif Johansson, Finn Johnsson as Chairman, Louis Schweitzer, Ravi Venkatesan, Lars Westerberg and Ying Yeh. The Election Committee further proposes the election, for the first time, of Jean-Baptiste Duzan and Anders Nyrén.

Information relating to the proposed Board members is set out below.

Peter Bijur

Born 1942, MBA Marketing, BA Political Science

Member of the Volvo Board since: 2006, member of the Audit Committee.

Board member: Gulfmark Offshore Inc.

Holdings in Volvo, own and related parties: 3,000 Series B shares

Principal work experience: Numerous positions with Texaco Inc, retired as Chairman and Chief Executive Officer in 2001.

Independence: Considering the demands laid down in the Rule Book for Issuers issued by the OMX Nordic Exchange Stockholm and the Swedish Code of Corporate Governance regarding the Board's independence, the Election Committee is of the opinion that Mr. Bijur is independent from the company, the company management and the company's major shareholders.

Leif Johansson

Born 1951, M. Sc. Engineering.

President of AB Volvo and Chief Executive Officer of the Volvo Group since 1997.

Member of the AB Volvo Board since: 1997.

Board member: Bristol-Myers Squibb Company, Svenska Cellulosa Aktiebolaget SCA, Confederation of Swedish Enterprise and The Association of Swedish Engineering Industries. Member of the Royal

Swedish Academy of Engineering Sciences.

Holdings in Volvo, own and related parties: 539,477 shares, including 347,690 Series B shares.

Principal work experience: Project consultant Indevo; Assistant to President Centro Maskin Morgårdshammar; President Husqvarna Motorcyklar; Division Manager Office Machines Facit Sweden; President Facit; Division Manager AB Electrolux Major Appliances; Division President AB Electrolux Major Appliances; Executive Vice President AB Electrolux; President AB Electrolux; CEO Electrolux Group.

Independence: Considering the demands laid down in the Rule Book for Issuers issued by the OMX Nordic Exchange Stockholm and the Swedish Code of Corporate Governance regarding the Board's independence and that Leif Johansson is Volvo's CEO, the Election Committee considers Mr. Johansson independent of the company's major shareholders but not of the company and company management.

Finn Johnsson

Born 1946, Master of Business Administration.

Member of the AB Volvo Board since: 1998. Chairman since February 2004, Chairman of the Remuneration Committee.

Board Chairman: West Sweden Chamber of Commerce and Industry, Luvata Oy, Thomas Concrete Group AB, KappAhl AB, City Airline and EFG European Furniture Group AB.

Board member: Skanska AB and AB Industrivärden.

Holdings in Volvo, own and related parties: 60,000 shares, whereof 40,000 Series B shares.

Principal work experience: Machine Division at Swedish Match; President Arenco Machine Co., USA; President Swedish Match Europe and Swedish Match Asia; President Tarkett AB; Executive Vice President Stora AB; President Industri AB Euroc; President United Destillers, UK; CEO of Mölnlycke Health Care AB.

Independence: Considering the demands laid down in the Rule Book for Issuers issued by the OMX Nordic Exchange Stockholm and the Swedish Code of Corporate Governance regarding the Board's independence, the Election Committee is of the opinion that Mr. Johnsson is independent from the company, the company management and the company's major shareholders.

Louis Schweitzer

Born 1942. Bachelor of Laws.

Member of the AB Volvo Board since: 2001, member of the Remuneration Committee.

Board Chairman: Renault s.a.s. and AstraZeneca Plc. and chairman of the Supervisory Board of Le Monde

Board member: BNP-Paribas, Véolia and L'Oréal.

Holdings in Volvo, own and related parties: 10,000 Series B shares.

Principal work experience: Official at French Budget Department; Chief of Staff of Mr Laurent Fabius (Minister of Budget, then Minister for Industry and Research, and Prime Minister), Chairman, French Commission for Equality (since 2005); numerous positions with Renault s.a.s. (Chief Financial Officer and Executive Vice President Finance and Planning, President and Chief Operating Officer, Chairman and Chief Executive Officer).

Independence: Considering the demands laid down in the Rule Book for Issuers issued by the OMX Nordic Exchange Stockholm and the Swedish Code of Corporate Governance regarding the Board's independence, the election committee is of the opinion that Mr. Schweitzer is independent from the company and the company management. Louis Schweitzer is Chairman of Renault s.a.s. and represents Renault s.a.s. on the company's Board. Since Renault s.a.s. controls more than 10% of the shares and votes in Volvo, he may not in the Election Committee's opinion be considered as independent in relation to one of the company's major shareholders.

Ravi Venkatesan

Born 1963. MBA and a M. Sc. Industrial Engineering.

Board chairman of Microsoft Corporation (India) Pvt. Ltd, and responsible for the company's operational and business development in India.

Member of the Volvo Board since: 2008

Board Chairman: Junior Achievement India, Non profit organisation

Board member: Non Profit Advisory Board Harvard Business School, Advisory Board Indian Institute of Technology

Holdings in Volvo, own and related parties: None

Principal work experience: Before joining Microsoft, Ravi Venkatesan worked for over 17 years with Cummins, Inc, a US-based designer, manufacturer and distributor of engines and related technologies. He served in various leadership capacities at Cummins, including chairman of Cummins India Ltd and managing director of Tata Cummins Ltd, a joint venture between Cummins Inc and Tata Motors Ltd. Under his leadership, Cummins became the leading provider of power solutions and the largest manufacturer of automotive engines in the country.

Independence: Considering the demands laid down in the Rule Book for Issuers issued by the OMX Nordic Exchange Stockholm and in the Swedish Code of Corporate Governance regarding the Board's independence, the Election Committee is of the opinion that Mr. Venkatesan is independent from the company, the company management and the company's major shareholders.

Lars Westerberg

Born 1948, MSc Engineering, Bachelor Business Administration

Member of the AB Volvo Board since: 2007, Chairman of the Audit Committee.

Board Chairman: Autoliv Inc., Husqvarna AB and Vattenfall AB.

Board member: SSAB Svenskt Stål AB and Plastal AB.

Holdings in Volvo, own and related parties: 60,000 Series A shares

Principal work experience: President and CEO of Gränges AB, ESAB and Autoliv Inc.

Independence: Considering the demands laid down in the Rule Book for Issuers issued by the OMX Nordic Exchange Stockholm and in the Swedish Code of Corporate Governance regarding the Board's independence, the Election Committee is of the opinion that Mr. Westerberg is independent from the company, the company management and the company's major shareholders.

Ying Yeh

Born 1948, BA, Literature & International Relations.

President and Chairman of Eastman Kodak North Asia Region.

Member of the Volvo Board since: 2006, member of the Audit Committee.

Holdings in Volvo, own and related parties: None

Principal work experience: Journalist NBC, New York. Numerous positions with the U S Government Foreign Service in Burma, Hong Kong, Taiwan and Beijing. Various positions with Eastman Kodak in China.

Independence: Considering the demands laid down in the Rule Book for Issuers issued by the OMX Nordic Exchange Stockholm and in the Swedish Code of Corporate Governance regarding the Board's independence, the Election Committee is of the opinion that Ying Yeh is independent from the company, the company management and the company's major shareholders.

Jean-Baptiste Duzan

Born in 1946, Graduate at Ecole Polytechnique

Senior Vice President and Advisor to the CEO, Renault s.a.s.

Board Member: Renault Credit International

Holdings in Volvo, own and related parties: None

Principal work experience: Began his career at Citibank. Joined the Renault group in 1982 to take up a position as director of financial services at Renault V.I. He has been director of financial operations, project director for the car model Safrane, Senior Vice President, Purchasing, and joined the Renault Management Committee. He also was named Chairman and managing director, Renault Nissan Purchasing Organization.

Independence: Considering the demands laid down in the Rule Book for Issuers issued by the OMX Nordic Exchange Stockholm and the Swedish Code of Corporate Governance regarding the Board's independence, the election committee is of the opinion that Mr. Duzan is independent from the

company and the company management. Jean-Baptiste Duzan is employed by Renault s.a.s. and represents Renault s.a.s. on the company's Board. Since Renault s.a.s. controls more than 10% of the shares and votes in Volvo, he may not in the Election Committee's opinion be considered as independent in relation to one of the company's major shareholders.

Anders Nyrén

Born 1954, Graduate of the Stockholm School of Economics and MBA at UCLA.

President and CEO of AB Industrivärden.

Board Chairman: The Association of Exchange-Listed Companies and the Association for Generally Accepted Principles in the Securities Market.

Board Member: Vice Chairman of Svenska Handelsbanken and Sandvik. Director of AB Industrivärden, Telefonaktiebolaget L M Ericsson, Svenska Cellulosa Aktiebolaget SCA, SSAB Svenskt Stål AB and Ernströmgruppen.

Holdings in Volvo, own and related parties: None

Principal work experience: AB Wilhelm Becker, STC: Controller, STC: Executive Vice President and CFO, STC Venture AB: President, OM International AB: President and CEO, Securum: Executive Vice President and CFO, Nordbanken: Director with executive responsibility for Markets and Corporate Finance and Skanska: Executive Vice President and CFO.

Independence: Considering the demands laid down in the Rule Book for Issuers issued by the OMX Nordic Exchange Stockholm and in the Swedish Code of Corporate Governance regarding the Board's independence, the Election Committee is of the opinion that Anders Nyrén is independent from the company, the company management and the company's major shareholders.

Statement explaining the proposals regarding the Board of directors

Based on the evaluation of the current Board of directors and its work the Election Committee has come to the conclusion that the current Board is well functioning and possesses valuable and broad experience and competence. By reason i.a of the fact that Tom Hedelius and Philippe Klein would not stand for re-election the Committee has however concluded that two new Board members should be considered. The Election Committee has retained the international recruitment consultant Egon Zehnder International (EZI) to assist in the review and evaluation of potential future candidates. The Election Committee has decided to propose Jean-Baptiste Duzan and Anders Nyrén as new Board members. The Election Committee considers that Jean-Baptiste Duzan and Anders Nyrén are very well suited as Board members of AB Volvo, given i.a. Jean-Baptiste Duzan's experience among others from the automotive industry and Anders Nyrén's experience from among others industrial holding companies, banking, finance and construction. In the Election Committee's opinion the Board as proposed by the Election Committee possesses broad, valuable and relevant qualifications and experiences in view of the Volvo Group's operations, strategies and future challenges.

The Election Committee's proposal as regards members of the Election Committee

The Election Committee proposes that the Annual General Meeting elects the following persons to serve as members of the Election Committee and resolves that no fees shall be paid to the members of the Election Committee, all in accordance with the instruction for the Election Committee.

Finn Johnsson, Chairman of the Board

Thierry Moulouguet, representing Renault s.a.s

Carl-Olof By, representing AB Industrivärden

Lars Förberg, representing Violet Partners LP

Lars Öhrstedt, representing AFA Försäkring

Presentation of the activities carried out by the Election Committee

At the 2008 Annual General Meeting of shareholders in AB Volvo, the following were appointed to the Election Committee.

Finn Johnsson, Chairman of the Board
Carl-Olof By, representing AB Industrivärden
Lars Förberg, representing Violet Partners LP
Anders Oscarsson, representing SEB Fonder / Trygg Försäkring
Thierry Moulonguet, representing Renault s.a.s.

The Election Committee held its first meeting on April 27, 2008, at which Thierry Moulonguet was appointed Chairman and it was decided to add two other members to the Election Committee. Following this decision, Håkan Sandberg, representing Svenska Handelsbanken, SHB Pension Fund, SHB Pensionskassa, SHB Employee Fund and Oktagonen and Christer Elmehagen representing AMF Pension, were appointed to the Election Committee. When Christer Elmehagen resigned from AMF Pension in December 2008 he also resigned from the Election Committee.

The Election Committee has held in total six meetings. These meetings have mainly been devoted to an evaluation of the performance of the current Board, discussions regarding the number of Board members, the need to undertake new recruitment, discussions relating to potential new Board members and discussions regarding the fees to be paid to the Board members.

The evaluation of the current Board has included i.a. a report from the Board Chairman Finn Johnsson to the Election Committee on the Board's recurring self-evaluation process. In addition the Election Committee has also studied the work procedures for the Board's activities.

Due to the fact that Tom Hedelius and Philippe Klein would not stand for re-election the Election Committee concluded that two new Board members should be considered. The Election Committee has further thoroughly discussed whether to propose to expand the Board, however reaching the conclusion that an expansion is not desirable at present in view of among others the need for continuity and work efficiency.

The Election Committee decided to engage the services of Egon Zehnder International (EZI), an international recruitment consultant to assist in the review and evaluation of potential future candidates.

The Election Committee has decided to propose the election of Jean-Baptiste Duzan, possessing among others valuable international knowledge and experience from the automotive industry and Anders Nyrén, possessing among others valuable knowledge from a broad set of industrial companies.

The Board fees have not been raised for a couple of years and although the Election Committee acknowledges the importance of competitive board fees the Election Committee has decided to propose that the fees to be paid to the Board members shall remain the same as the fees decided at the AGM of 2008 in view of the present difficult business climate.

At the Election Committee's meetings, the Committee also discussed and formulated proposals to the 2009 Annual General Meeting as regards the other Board members, including the Chairman, the Chairman of the Annual General Meeting and the members of the Election Committee 2009/2010, who are proposed as set forth in the instruction for the Election Committee.

The Election Committee has further evaluated the instructions and the work of the Election Committee and has come to the conclusion that the instructions provide transparent and predictable rules as to the composition of the Election Committee and also provide a suitable and effective work procedure for the Election Committee. Therefore no changes of the instructions are proposed.

The costs incurred in the Election Committee's discharge of its assignment amount to SEK 947,981.71 whereof SEK 931,140.74 for the services of EZI, SEK 13,073.57 for travelling expenses and SEK 3,767.40 for teleconference services.

February 2009

Election Committee for the 2009 Annual General Meeting of AB Volvo

Peter Bijur

Born 1942, MBA Marketing, BA Political Science

Member of the Volvo Board since: 2006, member of the Audit Committee.

Board member: Gulfmark Offshore Inc.

Principal work experience: Numerous positions with Texaco Inc, retired as Chairman and Chief Executive Officer in 2001.

Leif Johansson

Born 1951, M. Sc. Engineering.

President of AB Volvo and Chief Executive Officer of the Volvo Group since 1997.

Member of the AB Volvo Board since: 1997.

Board member: Bristol-Myers Squibb Company, Svenska Cellulosa Aktiebolaget SCA, Confederation of Swedish Enterprise and The Association of Swedish Engineering Industries. Member of the Royal Swedish Academy of Engineering Sciences.

Principal work experience: Project consultant Indevo; Assistant to President Centro Maskin Morgårdshammar; President Husqvarna Motorcyklar; Division Manager Office Machines Facit Sweden; President Facit; Division Manager AB Electrolux Major Appliances; Division President AB Electrolux Major Appliances; Executive Vice President AB Electrolux; President AB Electrolux; CEO Electrolux Group.

Finn Johnsson

Born 1946, Master of Business Administration.

Member of the AB Volvo Board since: 1998. Chairman since February 2004, Chairman of the Remuneration Committee.

Board Chairman: West Sweden Chamber of Commerce and Industry, Luvata Oy, Thomas Concrete Group AB, KappAhl AB, City Airline and EFG European Furniture Group AB.

Board member: Skanska AB and AB Industrivärden.

Principal work experience: Machine Division at Swedish Match; President Arenco Machine Co., USA; President Swedish Match Europe and Swedish Match Asia; President Tarkett AB; Executive Vice President Stora AB; President Industri AB Euroc; President United Distillers, UK; CEO of Mölnlycke Health Care AB.

Louis Schweitzer

Born 1942. Bachelor of Laws.

Member of the AB Volvo Board since: 2001, member of the Remuneration Committee.

Board Chairman: Renault s.a.s. and AstraZeneca Plc. and chairman of the Supervisory Board of Le Monde

Board member: BNP-Paribas, Véolia and L'Oréal.

Principal work experience: Official at French Budget Department; Chief of Staff of Mr Laurent Fabius (Minister of Budget, then Minister for Industry and Research, and Prime Minister), Chairman, French Commission for Equality (since 2005); numerous positions with Renault s.a.s. (Chief Financial Officer and Executive Vice President Finance and Planning, President and Chief Operating Officer, Chairman and Chief Executive Officer).

Ravi Venkatesan

Born 1963. MBA and a M. Sc. Industrial Engineering.

Board chairman of Microsoft Corporation (India) Pvt. Ltd, and responsible for the company's operational and business development in India.

Member of the Volvo Board since: 2008

Board Chairman: Junior Achievement India, Non profit organisation

Board member: Non Profit Advisory Board Harvard Business School, Advisory Board Indian Institute of Technology

Principal work experience: Before joining Microsoft, Ravi Venkatesan worked for over 17 years with Cummins, Inc, a US-based designer, manufacturer and distributor of engines and related technologies. He served in various leadership capacities at Cummins, including chairman of Cummins India Ltd and managing director of Tata Cummins Ltd, a joint venture between Cummins Inc and Tata Motors Ltd. Under his leadership, Cummins became the leading provider of power solutions and the largest manufacturer of automotive engines in the country.

Lars Westerberg

Born 1948, MSc Engineering, Bachelor Business Administration

Member of the AB Volvo Board since: 2007, Chairman of the Audit Committee.

Board Chairman: Autoliv Inc., Husqvarna AB and Vattenfall AB.

Board member: SSAB Svenskt Stål AB and Plastal AB.

Principal work experience: President and CEO of Gränges AB, ESAB and Autoliv Inc.

Ying Yeh

Born 1948, BA, Literature & International Relations.

President and Chairman of Eastman Kodak North Asia Region.

Member of the Volvo Board since: 2006, member of the Audit Committee.

Principal work experience: Journalist NBC, New York. Numerous positions with the U S

Government Foreign Service in Burma, Hong Kong, Taiwan and Beijing. Various positions with Eastman Kodak in China.

Jean-Baptiste Duzan

Born in 1946, Graduate at Ecole Polytechnique
Senior Vice President and Advisor to the CEO, Renault s.a.s.

Board Member: Renault Credit International

Principal work experience: Began his career at Citibank. Joined the Renault group in 1982 to take up a position as director of financial services at Renault V.I. He has been director of financial operations, project director for the car model Safrane, Senior Vice President, Purchasing, and joined the Renault Management Committee. He also was named Chairman and managing director, Renault Nissan Purchasing Organization.

Anders Nyrén

Born 1954, Graduate of the Stockholm School of Economics and MBA at UCLA.
President and CEO of AB Industrivärden.

Board Chairman: The Association of Exchange-Listed Companies and the Association for Generally Accepted Principles in the Securities Market.

Board Member: Vice Chairman of Svenska Handelsbanken and Sandvik. Director of AB Industrivärden, Telefonaktiebolaget L M Ericsson, Svenska Cellulosa Aktiebolaget SCA, SSAB Svenskt Stål AB and Ernströmgruppen.

Principal work experience: AB Wilhelm Becker, STC: Controller, STC: Executive Vice President and CFO, STC Venture AB: President, OM International AB: President and CEO, Securum: Executive Vice President and CFO, Nordbanken: Director with executive responsibility for Markets and Corporate Finance and Skanska: Executive Vice President and CFO.

Translation from Swedish

The Board of Directors' of AB Volvo proposal to the Annual General Meeting 2009 concerning the amendment of the Articles of Association. (Point 16 on the proposed agenda)

The Board of Directors of AB Volvo proposes that the Annual General Meeting decides that article 7 in the Articles of Association for AB Volvo is amended as outlined below:

Existing wording	Proposed wording
§ 7 Notice to attend a General Meeting shall be issued in the form of announcements in Post- och Inrikes Tidningar and Dagens Nyheter. In addition, announcements shall be made in a daily newspaper in Gothenburg and a daily newspaper in Malmö.	§ 7 Notice to attend a General Meeting shall be issued in the form of announcements in Post- och Inrikes Tidningar and on the Company's website. The fact that notice has been issued shall be announced in Dagens Nyheter and Göteborgs-Posten.

The Board furthermore proposes that the decision of the Annual General Meeting regarding the amendment of the Articles of Association shall be made conditional upon that amended provisions in the Swedish Companies Act (SFS 2005:551) regarding how to issue notice to attend General Meetings has entered into force, resulting in that the proposed wording of article 7 above is consistent with the Swedish Companies Act.

Translation from Swedish

The Board of Director's proposal for a decision under point 17 on the proposed agenda in the notice to attend the Annual General Meeting 2009 have been adjusted according to the below through a decision of the Board on March 4, 2009.

POLICY ON REMUNERATION TO SENIOR EXECUTIVES, proposed by the Board of Directors of AB Volvo to be adopted by the Annual General Meeting 2009. (Point 17 on the proposed agenda)

This Policy concerns the remuneration and other terms of employment for the Group Executive Committee of the Volvo Group. The members of the Group Executive Committee, including the President and any possible Executive Vice President, are in the following referred to as the "Executives".

This Policy will be valid for employment agreements entered into after the approval of the Policy by the Annual General Meeting and for changes made to existing employment agreements thereafter.

1 Guiding principles for remuneration and other terms of employment

The guiding principle is that the remuneration and the other terms of employment for the Executives shall be competitive in order to ensure that the Volvo Group can attract and retain competent Executives.

The annual report 2008 sets out details on the total remuneration and benefits awarded to the Executives during 2008.

2 The principles for fixed salaries

The Executive's fixed salary shall be competitive and based on the individual Executive's responsibilities and performance.

3 The principal terms of variable salary and incentive schemes, including the relation between fixed and variable components of the remuneration and the linkage between performance and remuneration

The Executives may receive variable salaries in addition to fixed salaries. The variable salary may, as regards the President, amount to a maximum of 65% of the fixed annual salary and, as regards the other Executives, a maximum of 50% of the fixed annual salary.

The variable salary may be based on i.a. the performance of the entire Volvo Group or the performance of the Business Area or Business Unit where the Executive is employed. The performance will be related to the fulfilment of

various improvement targets or the attainment of certain financial objectives. Such targets will be set by the Board and may relate to i.a. operating income or cash flow.

The Board will, for each financial year, evaluate whether a share or share-price related incentive program comprising the year in question will be proposed to the Annual General Meeting or not. The Annual General Meeting decides upon such programs. The Board of Directors has decided to propose that the Annual General Meeting 2009 approves the adoption of a share-based incentive program relating to the financial year 2009.

The Executives are also participating in Volvo's Profit Sharing Program (VPS), which applies to the majority of the Volvo Group's employees and which can give a maximum individual result of SEK 8,500 per year, provided AB Volvo's return on equity (ROE) amounts to 20% or more. Results under VPS are principally placed in Volvo shares and they can be disposed of on the individual level after three years, at the earliest.

4 The principal terms of non-monetary benefits, pension, notice of termination and severance pay

4.1 Non-monetary benefits

The Executives will be entitled to customary non-monetary benefits such as company cars and company health care. In addition thereto in individual cases company housing and other benefits may also be offered.

4.2 Pension

In addition to pension benefits which the Executives are entitled to according to law and collective bargaining agreements, Executives resident in Sweden may be offered defined-contribution plans with annual premiums amounting to SEK 30,000 plus 20% of the pensionable salary over 30 income base amounts. In the defined-contribution plan, the pension earned will correspond to the sum of paid-in premiums and possible return without any guaranteed level of pension received by the employee. In the defined-contribution plan, no definite retirement date is set.

Some of the Executives have earlier been entitled to defined-benefit pension plans, but the majority of the Executives have re-negotiated these to the new system of defined-contribution plans. In connection therewith, agreements have in some cases been reached on individual adjusting premiums in accordance with actuarial calculations.

Previous pension agreements for certain Executives stipulated that early retirement could be obtained from the age of 60. Such agreements are no longer signed and the majority of the Executives that earlier were entitled to such defined-benefits pension plans have agreed to exchange these for defined-contribution plans without any defined point of time for retirement. The pre-

mium amounts to 10% of the pensionable salary plus individual adjusting premiums based on actuarial calculations in some cases.

Executives resident outside Sweden or resident in Sweden but having a material connection to or having been resident in a country other than Sweden may be offered pension benefits that are competitive in the country where the Executives are or have been resident or to which the Executives have a material connection, preferably defined-contribution plans.

4.3 Notice of termination and severance pay

For Executives resident in Sweden, the termination period from the Company will be 12 months and 6 months from the Executive. In addition thereto, the Executive, provided that termination has been made by the Company, will be entitled to 12 months severance pay.

Executives resident outside Sweden or resident in Sweden but having a material connection to or having been resident in a country other than Sweden may be offered notice periods for termination and severance payment that are competitive in the country where the Executives are or have been resident or to which the Executives have a material connection, preferably solutions comparable to the solutions applied to Executives resident in Sweden.

5. The Board's preparation and decision-making on issues concerning remuneration and other terms of employment for the Group Executive Committee

The Remuneration Committee recommends and the Board decides, on the remuneration and other terms of employment for the President and any possible Executive Vice President. The Remuneration Committee decides on the remuneration and other terms of employment for the other members of the Group Executive Committee, in accordance with the principles decided by the Board.

The Remuneration Committee is further responsible for the review and recommendation to the Board of share and share-price related incentive programs to be decided upon by the Annual General Meeting.

6. Deviations from this Policy

The Board of Directors may deviate from this Policy, except as regards section 3, third paragraph, if there are specific reasons to do so in an individual case.

7. Information on earlier decisions on remuneration that has not become due for payment at the time of the Annual General Meeting's consideration of this Policy

The decisions already taken on remuneration to the Executives fall within the frames of this policy, except that some of the Executives have a right to receive 24 months severance pay provided they are above 50 years of age.

Translation from Swedish

The Board of Director's proposal for a decision under point 18 on the proposed agenda in the notice to attend the Annual General Meeting 2009 have been adjusted according to the below through a decision of the Board on March 4, 2009.

The Board of Directors' of AB Volvo proposal to the Annual General Meeting 2009 concerning a share-based incentive program comprising the year 2009 and the transfer of shares in the company held by the company itself to the participants in the program. (Point 18 on the proposed agenda)

- A. The Board proposes, after preparation of the proposal by the Remuneration Committee, that the Annual General Meeting 2009 should approve to implement a share-based incentive program during the second financial quarter 2009 comprising the year 2009 (below referred to as the "Program") for senior executives within the Volvo Group. The reason for the proposal is that the Board considers it to be in the interest of the company that the senior executives are given personal incentives that are linked to the financial performance of the Volvo Group. The conditions for the Program are as follows.
1. Under the Program a maximum 2,950,000 of Series B Volvo shares can be allotted to a maximum of 275 senior executives, including the members of the Group Executive Committee and other executives nominated by the Board (the "Participants"), during the first six months 2010. Shares will be allotted provided the Volvo Group's Return On Equity (ROE), (net income / shareholders' equity), calculated on the basis of the Volvo Group's annual report 2009, is higher than 12 per cent. Maximum allotment will be effected if ROE reaches 15 per cent and shares will be allotted proportionally within the interval in accordance with the Board's instructions.
 2. Preferential rights to acquire shares shall accrue to the Participants. Over-subscription is not permitted. The President and CEO may receive a maximum of 40,000 shares while the other Participants 2009 may receive a maximum of 10,000 – 20,000 shares each.
 3. Participants not resident in Sweden at the time of allotment may, to the extent AB Volvo considers it favourable from a cost or administrative perspective, instead of shares, receive an amount in cash corresponding to the market value of the shares at the time of allotment.
 4. The Participants shall not pay anything for their rights under the Program.
 5. The shares to be allotted under the Program shall be existing shares. The company may fulfil its obligations to deliver shares under the Program either through a third party, which would acquire and transfer the shares in its own name, or, subject to the approval by the Annual General Meeting in accordance with item B. below, by transferring shares held by AB Volvo in the company.

6. A Participant may receive shares or cash only if he/she remains employed within the Volvo Group at the time of allotment. However, if the Participant retires with pension before allotment, he or she may be entitled to receive a proportional amount of shares or cash notwithstanding such retirement.
 7. Shares may be transferred on one or more occasions.
 8. The chairman of the Board is authorized to decide on minor changes of the Program, to the extent such are required in order to satisfy legal requirements governing the implementation of the Program.
 9. Assuming that the maximum amount of shares (2,950,000) will be allotted, the company's cost for the Program will amount to a maximum of 123 million SEK including social fees, calculated on an assumed share price at implementation of the Program of 35.50 SEK.
- B. The Board further proposes that the Annual General Meeting 2009 should approve the transfer of shares in the company held by the company itself at any time to the participants under the Program in order to fulfil the company's undertakings in accordance with the Program on the following terms.
1. No more than 2,950,000 Series B shares may be transferred.
 2. Preferential rights to acquire shares shall accrue to the Participants who are entitled to acquire shares in accordance with the terms and conditions of the Program.
 3. The preferential rights of Participants to acquire shares are to be exercised during the first six months 2010.
 4. The Participants shall not pay anything for the shares acquired under the Program.
 5. Shares may be transferred on one or more occasions.

The reason for deviation from shareholders' preferential rights is to minimize the cash flow effects of fulfilling the commitments under the Program.

If a decision by the General Meeting regarding the Board's proposal under item B is to be valid, the decision must be supported by shareholders with at least nine-tenths of both the votes cast and the shares represented at the General Meeting.