

**GENERAL MOTORS COMPANY
BOARD OF DIRECTORS
GOVERNANCE AND CORPORATE RESPONSIBILITY COMMITTEE CHARTER**

Amended and Restated: August 14, 2018

Purpose

The purpose of the Governance and Corporate Responsibility Committee of the Board of Directors of General Motors Company is to assist the Board in its oversight of the Company's governance structures, programs and policies by:

- Identifying individuals qualified to serve as members of the Board and, where appropriate, recommend individuals to be nominated by the Board for election by the shareholders or to be appointed by the Board to fill vacancies consistent with the criteria approved by the Board;
- Developing and recommending to the Board a set of corporate governance guidelines and other corporate governance policies and otherwise performing a leadership role in shaping the Company's corporate governance;
- Overseeing an annual evaluation of the performance of the Board and its standing committees; recommending to the Board the compensation of directors;
- Overseeing the Company's policies and/or strategies related to corporate responsibility, sustainability and political contributions; and
- Performing such other duties and responsibilities requested by the Board or enumerated in and consistent with this Charter.

Membership

The Committee shall be composed of no fewer than three independent members, and the Committee's composition shall satisfy the Listing Standards of the New York Stock Exchange relating to nominating/corporate governance committee membership and such other requirements as shall be provided in the Company's Bylaws or as the Board shall otherwise determine.

The members of the Committee and the Committee Chair shall be appointed, and may be replaced, by the Board upon consideration of the recommendations of the Committee; provided, however, that all members of the Committee shall be independent directors. The Committee members and the Committee Chair shall serve until they are replaced, they resign or their successors are duly elected and qualified.

Meetings

The Committee shall meet as often as may be deemed necessary or appropriate. Attendance by one-third of the directors serving on the Committee, but not less than two members, shall constitute a quorum for the transaction of business. Except as otherwise desired by the Committee Chair, the Chairman of the Board and Lead Director, if elected, shall be invited to every meeting and other directors who are not members of the Committee may attend meetings, but such non-Committee members shall

have no voting rights. The Committee Chair may ask members of management or others to attend all or any portion of any meeting or to provide relevant information in written form. The Committee shall regularly meet in executive session absent GM management.

The Committee Chair shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Committee Chair shall preside at the meetings of the Committee. In the absence of the Committee Chair, the majority of the members of the Committee present at the meeting shall appoint a member to preside at the meeting.

The Committee Chair shall report to the full Board regularly following each meeting and make such recommendations to the Board as the Committee deems appropriate. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as is necessary or desirable and not inconsistent with the provisions of the Company's Bylaws or this Charter.

Responsibilities and Duties

The Committee shall be responsible for matters related to service on the GM Board and associated issues of governance and corporate responsibility. To fulfill its responsibilities, the Committee shall:

Board and Committee Composition

- From time to time, conduct studies of the size and composition of the Board and review with the Board the criteria for Board membership.
- Prior to recommending an incumbent, replacement or additional director, review his or her qualifications, including individual performance and contributions, capability, availability to serve, conflicts of interest, and other relevant factors. In fulfilling the Committee's responsibilities for recommending individuals for nomination for election to the Board, the Committee will apply the Board Membership Criteria outlined in the Board's Corporate Governance Guidelines and will review related party transactions and other matters that may have a bearing on the individual's independence or otherwise affect their suitability for membership on the Board.
- Prior to each Annual Meeting of Shareholders, recommend to the Board the individuals to constitute the nominees of the Board, for whom the Board will solicit proxies. In the interim between annual meetings, recommend to the Board candidates to be elected directors by the Board. Review and consider shareholder recommended candidates for nomination to the Board.
- Oversee the orientation process for new directors and advise non-employee directors on suggestions for their continuing education.
- Annually review and make recommendations to the Board as to the compensation of non-employee directors.

- Make recommendations annually to the Board as to the independence of directors as defined by GM's Bylaws and the requirements set forth by the Securities and Exchange Commission, the NYSE, and other applicable regulatory authorities.
- Annually review and after taking into consideration the preferences of individual directors and the needs of the Company, make recommendations to the Board as to the membership, including the Chair, of each standing committee.
- Annually review the qualifications of the independent members of the Board to serve as Lead Director and make a recommendation to the independent directors as to the election of the Lead Director, if the CEO also serves as Chairman.
- Consider and make recommendations to the Board with respect to any resignation tendered by a director pursuant to the Board's Corporate Governance Guidelines and GM's Bylaws.

Governance and Performance

- Periodically review and recommend to the Board revisions, as appropriate, to the Company's corporate governance framework, including its Certificate of Incorporation, Bylaws and Corporate Governance Guidelines.
- Monitor the Company's compliance with the Corporate Governance Guidelines.
- Establish and administer an annual assessment process relating to the performance of the Board and its committees and review annually the overall effectiveness of the Board recommending improvements where warranted.

Corporate Policies

- Review policy and requests to serve on outside for-profit boards for all GM employees designated by the Board as executive officers.
- Review transactions subject to the Company's Related Party Transactions Policy.
- Review and submit to the Board proposed revisions to the Board's Delegation of Authority.
- Review and approve revisions to executive officers' security and air travel policies. Annually review such officers' compliance with the Company's policies regarding private or charter aircraft usage.
- Oversee the Company's policies and strategies related to matters of sustainability and corporate responsibility.
- Review the Company's policies and practices related to political and campaign contributions, contributions to trade associations and other tax-exempt and similar organizations that may engage in political activity, and reports on the Company's political spending and related audits.

- Review the Company's policies and practices related to corporate philanthropy globally; specifically, the support of charitable, educational, and social organizations.

Other Matters

- Review director stock ownership and holding requirements.
- Review and provide guidance to the Board and management about the framework for the Board's oversight of and involvement in shareholder engagement.
- Review and make recommendations to the Board on shareholder proposals submitted for inclusion in the Company's proxy materials, which relate to governance, corporate responsibility, sustainability or political spending issues.
- Have and exercise such other powers, authority and responsibilities as may be determined by the Board.

Other Responsibilities and Charter Amendments

The Committee shall perform such other task or functions as may be delegated to or requested of the Committee by the Board.

The Committee shall review annually its performance (including its effectiveness and compliance with this Charter). Amendments to this Charter must be approved by the Board. a

Committee Authority

The Committee shall have the authority to undertake any other action or exercise such other powers, authority and responsibilities as the Committee determines necessary or appropriate to the discharge of the responsibilities and duties set forth in this Charter or the Company's Bylaws, or otherwise required by the Listing Standards of the New York Stock Exchange or other applicable laws, rules or regulations, or as shall otherwise be determined by the Board.

The Committee shall have full access to the books, records, facilities and personnel of the Company. The Committee may, at the Company's expense, obtain advice, assistance, and investigative support from outside advisors as it deems appropriate to perform its duties. The Committee shall have the sole authority to select, retain, compensate and terminate, set retention terms and approve the fees of any search firm used to identify director candidates or outside legal counsel or other advisors.

Subject to applicable laws, regulations or rules, or the Company's Bylaws, the Committee may delegate authority to members of management and also form and delegate authority to subcommittees consisting of one or more members, when it deems appropriate. In so delegating authority, the Committee shall not absolve itself from the responsibilities it bears under the terms of this Charter.