

**GENERAL MOTORS COMPANY
BOARD OF DIRECTORS
FINANCE COMMITTEE CHARTER**

Amended and Restated: August 14, 2018

Purpose

The purpose of the Finance Committee of the Board of Directors of General Motors Company is to assist the Board in its oversight of the Company's financial policies, strategies and capital structure and make such reports and recommendations to the Board as it deems advisable.

Membership

The Committee shall be composed of no fewer than three members of the Board, each of whom shall satisfy any membership criteria 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 Governance and Corporate Responsibility Committee. 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 the Lead Director, if elected, shall be invited to every meeting of the Committee and other directors who are not members of the Committee may attend meetings, but such non-Committee members shall have no voting rights. The 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 Chair shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The 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 Chair of the Committee 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 responsibilities of the Committee include:

Financial Oversight

The Committee will be responsible for reviewing and providing guidance to the full Board and management about such financial matters as may be referred to it by the Board. To execute these duties the Committee shall periodically review with management:

- Policies relating to the Company's cash management, including minimum cash requirements and liquidity targets;
- The Company's annual capital plan, including capital allocation, funding, and capital expenditures;
- General Motors Financial's annual funding plan;
- Changes to the Company's capital structure, including proposed capital and debt issuances and redemptions;
- Proposed Company credit facilities, letters of credit, borrowings and guarantees requiring Board approval;
- Any significant financial exposures and contingent liabilities of the Company, including foreign exchange, interest rate, and commodities exposures and the use of derivatives to hedge those exposures;
- At least annually, the financial aspects of the Company's corporate insurance programs;
- The financial aspects of significant proposed transactions requiring Board approval such as mergers, acquisitions, joint ventures, divestitures and strategic investments;
- The execution, financial results and impact of the Company's completed mergers, acquisitions, joint ventures, divestitures and strategic investments; and
- Any action regarding dividends, stock splits and stock repurchases, to be recommended to the full Board.

Review of Employee Benefit Matters

The Committee shall review annually, or more frequently if needed, the Company's U.S. employee defined benefit plans, including the administration, financing, investment performance, risk and liability profile, and funding of such plans, in each case including with respect to regulatory compliance; however, the Committee shall not undertake to exercise any duties or functions of a

fiduciary nature with respect to plans covered by the Employee Retirement Income Security Act of 1974 (ERISA).

Other Responsibilities and Charter Amendments

The Committee shall perform such other tasks 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.

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 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.

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.