

**GENERAL MOTORS COMPANY
EXECUTIVE COMMITTEE CHARTER**

Most Recently Amended: December 14, 2016

Purpose

The purpose of the Executive Committee of the Board of Directors of General Motors Company is to act with the full authority of the Board, in between sessions of the Board, except to the extent such authority has been limited below in this Charter.

Membership

Except as otherwise provided by the Board, the members of the Committee shall be the Chairman of the Board, who shall act as Chair of the Committee, the CEO (if different from the Chairman of the Board), the Lead Director (if elected), and the chairs of the other standing committees of the Board. The Committee members 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 by the Committee Chair, in consultation with the CEO. Attendance by a majority of the Committee members at a meeting constitutes a quorum for the transaction of business. Directors who are not members of the Committee may attend meetings at the discretion of the Committee Chair, 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 Chair shall preside at the meetings of the Committee. In the absence of the Chair, the majority of the members of the Committee present at the meeting shall appoint a member to preside at the meeting. The Committee shall act by majority vote of its members present at the meeting or without a meeting by unanimous written consent. The Chair shall report to the full Board with respect to actions taken by the Committee following each meeting and after taking action by written consent. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings or by written consent as is necessary or desirable and which are not inconsistent with the provisions of the Company's Bylaws or this Charter.

Whenever at any meeting of the Executive Committee a majority of the Committee members expresses the judgment that any matter under consideration should be referred to the Board for consideration, it shall be so referred.

Responsibilities and Duties

Subject to limitations imposed by applicable legal or regulatory requirements, the Committee shall be delegated all of the authority of the Board between meetings of the Board, in accordance with the then-current Board Delegation of Authority, other than (i) the filling of vacancies on the Board, (ii) those matters that are specifically delegated to other Committees of the Board or that are under active review by the Board or a Committee, unless the Board specifically determines otherwise; and (iii) matters with respect to which the Board or another Board Committee has previously acted, if such action remains in effect. The Committee may also be delegated specific actions and authority from time to time by the Board.

Committee Authority

The Committee may obtain advice, assistance, and investigative support from legal, accounting, and other advisors, internal and/or external, as it deems appropriate to perform its duties.