

GENERAL MOTORS COMPANY DIRECTORS AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Directors and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of General Motors Company ("GM" or the "Company") is to: (1) identify individuals qualified to serve as members of the Board and, where appropriate, recommend individuals to be nominated by the Board for election by the stockholders or to be appointed by the Board to fill vacancies consistent with the criteria approved by the Board; (2) develop and periodically review and assess a set of corporate governance guidelines applicable to the Company and make appropriate recommendations to the Board for adoption and, where appropriate, modification of such principles; (3) oversee an annual evaluation of the performance of the Board; (4) recommend to the Board the compensation of directors; and (5) perform a leadership role in shaping the Company's corporate governance practices and provide oversight with respect to its corporate governance conduct.

Membership

The Committee shall be comprised of no fewer than three members, all of whom shall be "independent" in accordance with the New York Stock Exchange (the "NYSE") Listing Standards 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 Directors and Corporate Governance Committee.

Meetings

The Committee shall meet as often as may be deemed necessary or appropriate, but no fewer than three times annually. Directors who are not members of the Committee may attend meetings at the discretion of the Committee Chair. The Committee may ask members of management or others to attend meetings or to provide relevant information. The Committee shall periodically meet in executive session absent GM management.

The Committee shall maintain a high degree of independence both in establishing its agenda and directly accessing various members of management.

Responsibilities and Duties

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

1. From time to time, conduct studies of the size and composition of the Board and review with the Board the criteria for Board membership
2. Prior to recommending an incumbent, replacement or additional director, review his or her qualifications, including 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

3. Prior to each Annual Meeting of Stockholders, 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 stockholder recommended candidates for nomination to the Board
4. Oversee the orientation process for new directors and advise independent directors on suggestions for their continuing education
5. Conduct studies and make recommendations to the Board regarding compensation of non-employee directors
6. 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
7. Formally review each director's continuation on the Board every five years
8. After taking into consideration the preferences of individual directors and the needs of the Company, recommend to the Board the membership, including the chair, of each standing committee
9. In consultation with the Chairman, assure review at Board meetings of topics suggested by directors
10. Monitor the compliance with the Corporate Governance Guidelines
11. 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
12. Establish and administer an annual assessment process relating to the performance of the Board and review annually the overall effectiveness of the Board recommending improvements where warranted
13. Review annually Committee performance (including its effectiveness and compliance with the Charter) and the adequacy of this Charter, and make procedural changes as necessary
14. Regularly report on Committee activities and findings to the Board
15. Review and make recommendations regarding stockholder proposals pertaining to Board governance and directors
16. Review policy and requests to serve on outside for-profit boards for all executive officers
17. Review related party transactions with directors and similar issues

18. Review and approve revisions to the Board's Delegation of Authority. The Chair has the discretion to submit material revisions to the Board for approval
19. Periodically monitor the use of charter aircraft in accordance with GM's Expense Policy
20. Have and exercise such other powers, authority and responsibilities as may be determined by the Board

The responsibilities and duties set forth above are meant to serve as a guide, with the understanding that the Committee may diverge from the specific duties enumerated as necessary or appropriate given the circumstances.

Committee Authority

The Committee shall undertake any other action or exercise such other powers, authority and responsibilities as 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 NYSE or other applicable laws, rules or regulations, or as shall otherwise be determined by the Board.

In discharging its responsibilities and duties, the Committee is empowered to investigate any matter brought to its attention that it determines to be within the scope of its authority with full access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel or other consultants or experts for this purpose, or to advise the Committee, and shall receive funding from the Company to engage such advisors.

The Committee shall have the sole authority to retain (and terminate), set retention terms and approve the fees of any search firm used to identify director candidates or any outside counsel or advisor it seeks to provide such advice as the Committee shall deem necessary to the discharge of its responsibilities and duties.

The Committee may delegate authority to individuals or subcommittees when it deems appropriate. However, in delegating authority it shall not absolve itself from the responsibilities it bears under the terms of this Charter.