

## **GENERAL MOTORS COMPANY EXECUTIVE COMPENSATION COMMITTEE CHARTER**

### **Purpose**

The purpose of the Executive Compensation Committee of the Board of Directors of General Motors Company is to ensure the Company's compensation policies and practices support the successful recruitment, development, and retention of executive talent in order to achieve the Company's business objectives and optimize long-term financial returns, carry out the Board's responsibilities relating to the compensation of executive officers. The Committee will also oversee management in ensuring that the Company's executive compensation practices satisfy the United States Department of the Treasury (UST) TARP Standards for Compensation and Corporate Governance (31 CFR Part 30), requirements and covenants of the Secured Credit Agreement between General Motors Company and the UST dated July 10, 2009, and the Listing Rules of the New York Stock Exchange relating to executive compensation, as applicable, and any other applicable legal or contractual limitations on compensation.

### **Membership**

The Committee shall be comprised of no fewer than three independent members, and the Committee's composition shall satisfy the Listing Rules of the New York Stock Exchange relating to executive compensation 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; provided, however, that all members of the Committee are determined to be independent directors and so disclosed to the Company's stockholders.

### **Meetings**

The Committee shall meet as often as may be deemed necessary or appropriate, but no fewer than four times annually. Directors who are not members of the Committee may attend meetings at the discretion of the Chairman. 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, outside advisors, and the GM Global Compensation Staff.

The Chair of the Committee shall report to the full Board regularly following each meeting and shall make such recommendations to the Board as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report. Minutes shall be maintained of each Committee meeting. The Chair of the Committee shall review and the Committee shall approve the minutes and they shall be filed with the Secretary of the Committee for retention with the records of the Company.

## Responsibilities and Duties

The Committee shall be responsible for matters related to executive compensation and development, and all other equity-based incentive compensation plans. To fulfill its responsibilities, the Committee shall undertake the following actions consistent with the restrictions on executive privileges and compensation and the certification and disclosure requirements set forth in 31 CFR Part 30 or any other guidance or regulations promulgated under the Emergency Economic Stabilization Act of 2008 (EESA), and the terms of the Secured Credit Agreement dated July 10, 2009:

### Executive Compensation and Benefits

1. Review executive officer compensation for compliance with Section 16 of the Securities and Exchange Act and Section 162(m) of the Internal Revenue Code, as each may be amended from time to time, and other applicable laws, rules, and regulations
2. Set the CEO's compensation level based on the Committee's evaluation of the CEO's performance versus goals and objectives set by the Board and review its determinations with the Board in executive session
  - a. At least annually, the Committee and the Board shall review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and determine and approve the Chief Executive Officer's compensation based on this evaluation
  - b. In addition, the Committee shall oversee the evaluation of management and review at least annually with the Chief Executive Officer his recommendations for the compensation of other employees, as appropriate
3. Succession Planning. The Committee shall develop, in consultation with the Chief Executive Officer, a senior executive succession plan to be discussed at least annually with the Board
  - a. Assist the Board in developing and evaluating potential candidates for executive positions, including the chief executive officer
  - b. In the event of a vacancy in the position of Chief Executive Officer, the Committee shall make a recommendation to the Board
4. Review the compensation structure and determine the compensation of (a) employees of the Company who are directors of the Company; and (b) after considering the recommendations of the Chief Executive Officer of the Company, all other employees of the Company who are senior leaders of the Company or who occupy such other positions as may be designated by the Committee
5. Approve any benefit or compensation plan of the Company or its subsidiaries, or any special or supplemental benefits, if the compensation of the employees who participate in such plans is determined or subject to review by the Committee
6. With respect to individual compensation arrangements
  - a. Review and approve salary adjustments for executive officers and Executive Committee (EC) members under the Committee's jurisdiction
  - b. Review and approve final award payouts and stock option and phantom/restricted stock grants for executive officers and EC members
  - c. Review and approve any employment agreements, consulting arrangements, severance or retirement arrangements and/or change in control agreements or provisions covering any current or former executive officer or EC member, including, without limitation, the approval of all contracts of the Company with any executive officer or EC member for remuneration to be paid from the general funds of the Company after the termination of regular employment of such individual
    - i. Ensure that such arrangements are compliant with the relevant provisions of the Secured Loan Agreement and EESA section 111(b) in prohibiting any severance

or “golden parachute” payments to Senior Executive Officers (SEOs) and 5 next most highly compensated officers

#### Compensation Plans

7. With the assistance of an outside consultant, conduct a thorough review of all executive incentive plans at least every three years and seek stockholder approval for proposed changes, as appropriate
  - a. Review and consider stockholder recommendations received to “Say-on-Pay” and “Say-When-on-Pay” proposals
  - b. Review and consider stockholder recommendations received to any “Golden Parachute” proposals, as appropriate
8. Make recommendations to the Board with respect to incentive compensation plans and equity based plans for the company and subsidiaries
9. In the exercise of its responsibilities, the Committee shall approve
  - a. The desired mix of compensation elements, eligibility, aggregate levels of equity compensation, annual run rates, and dilution philosophy
  - b. With respect to the various incentive plans
    - i. Performance measures and related targets
    - ii. Applicable threshold, target, and maximum award payout levels
    - iii. Maximum aggregate funding levels for employees who are not officers of the Company
  - c. Any benefit plans and perquisites limited to the executive population or a subset thereof
  - d. Any executive severance policy, benefit, or arrangement
10. Consistent with statutory provisions and the principles of responsible oversight, and depending upon the unique facts and circumstances of each situation, the Executive Compensation Committee will review performance-based compensation where a restatement of financial results for a prior performance period could affect the factors determining payment of an incentive award
  - a. If the Committee determines that any bonus, retention award, or incentive compensation has been paid to any SEO or any of the next 20 most highly compensated employees based on materially inaccurate misstatement of earnings, revenues, gains, or other criteria, the Committee shall recommend to the Board of Directors that it take, in its discretion, such action as it deems necessary or appropriate to recover the compensation paid, remedy the misconduct and prevent its recurrence
11. Ensure that such compensation plans are compliant with the relevant provisions of the Secured Loan Agreement and EESA section 111(b) in prohibiting excessive compensation to SEOs and the next 20 most highly compensated officers
12. To ensure that compensation plans do not contribute to the promotion of excessive risk, the Committee will discuss, evaluate and review at least every six months with the Company’s senior risk officer (who may be the Chief Financial Officer of the Company):
  - a. The compensation plans for the senior executive officers (the “SEOs”) to:
    - i. Ensure that such plans do not encourage the SEOs to take unnecessary and excessive risks, and
    - ii. Identify and limit any features in such plans that pose risk to the Company; and
  - b. Employee compensation plans to identify and limit:
    - i. Risks posed to the Company by such plans, and
    - ii. Any features in such plans that could encourage manipulation of reported earnings to enhance any employee’s compensation
13. Within the confines established under the various incentive plans, the Committee may delegate to the appropriate executive officer of the Company such powers and authority as it may determine appropriate

### SEC Report

14. Prepare an annual report on executive compensation for the proxy statement. Annually review and discuss the Compensation Discussion and Analysis (the "CD&A") with management, and, if appropriate, recommend to the Board that the CD&A be included in the filing of the Company's proxy statement

### Committee Evaluation

15. The Committee annually will conduct a self-evaluation that would review Committee performance (including its effectiveness and compliance with the Charter) and the adequacy of the Charter, and recommend any proposed changes to the Board for approval

### Retention of Consultants and Advisors

16. In carrying out its duties and responsibilities, the Committee shall have authority to retain, compensate, and terminate outside counsel, compensation consultants, or other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall receive funding from the Company to engage such advisors, and have sole authority to approve related fees and retention terms

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 Rules of the New York Stock Exchange, the restrictions on executive privileges and compensation and the certification and disclosure requirements set forth in 31 CFR Part 30 or any other guidance or regulations promulgated under the Emergency Economic Stabilization Act of 2008 (EESA), and the terms of the Secured Credit Agreement dated July 10, 2009, 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 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.