

GENERAL MOTORS COMPANY RELATED PARTY TRANSACTIONS POLICY

The Board of Directors (the "Board") of General Motors Company (the "Company" or "GM"), acting upon the recommendation of its Directors and Corporate Governance Committee (the "Committee"), has adopted the following policy and procedures with regard to Related Party Transactions as defined below. The Committee will review and may amend this policy from time to time.

Purpose

A conflict of interest arises when an individual's personal interests, or those of an Immediate Family Member (defined below), improperly interfere, or appear to interfere, with the interests of the Company. Our code of ethics and business conduct, "Winning With Integrity: Our Values and Guidelines for Employee Conduct" (the "Code"), which applies to all employees and directors when engaged in the Company's business, provides that all conflicts of interest should be avoided. Pursuant to the regulations of the Securities and Exchange Commission (the "SEC"), we must disclose certain transactions between the Company and related persons in our filings with the SEC, as well as our policies concerning Related Party Transactions. Under Section 144 of the Delaware General Corporation Law, certain transactions between the Company and our directors and officers must be approved by our Board or a duly authorized committee of the Board. The Committee is responsible for annually reviewing the independence of each director and the appropriateness of any potential Related Party Transactions.

Definitions

- "5% Stockholder" means an entity or person known by the Company to be the beneficial owner of more than 5% of any class of the Company's voting securities.
- "Immediate Family Member" means a child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of a director, executive officer, nominee for director or beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee for director or beneficial owner.
- "Related Party" means any person:
 - who is or at any time since the beginning of the Company's last fiscal year was, a director or executive officer of GM or a nominee to become a director of GM;
 - who is a 5% Stockholder; or
 - who is an Immediate Family Member of any of the foregoing persons.
- "Related Party Transaction" means:
 - any transaction directly or indirectly involving any Related Party that would need to be disclosed under Item 404(a) of Regulation S-K. Under Item 404(a), the Company is required to disclose any transaction occurring since the beginning of the registrant's last fiscal year, or any currently proposed transaction, involving the Company where the amount involved exceeds \$120,000, and in which any related person had or will have a direct or indirect material interest; and
 - any material amendment or modification to an existing Related Party Transaction regardless of whether such transaction has previously been approved in accordance with this policy.

Notwithstanding the foregoing, the following shall not be deemed Related Party Transactions:

- Any transaction that involves the providing of compensation to a director or executive officer in connection with his or her duties to GM or any of its subsidiaries or affiliates, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course.
- Indemnification and advancement of expenses made pursuant to the Company's Certificate of Incorporation or Bylaws or pursuant to any agreement or instrument.
- Contributions to a charitable organization, foundation, or university at which a Related Party is a trustee, director, or employee other than an executive officer, provided that the contribution does not exceed the lesser of \$1 million or 2 percent of the organization's annual total revenues including contributions.
- Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party.

Policy

It is the Company's policy that all Related Party Transactions will be approved or ratified in accordance with this policy by the Committee or by the Chief Executive Officer (the "CEO") and the Senior Vice President and General Counsel (the "General Counsel"). Executive officers and directors of the Company must seek approval in accordance with the procedures set forth below prior to entering into any transaction or establishing any relationship that they reasonably believe may possibly constitute a Related Party Transaction.

Any Related Party Transaction for which approval has not been obtained or for which approval has been denied may be voided, terminated or amended, or such other actions shall be taken, in each case as determined by the Committee or by the CEO and General Counsel, as applicable, as necessary to avoid or otherwise address any resulting conflict of interest.

Identification of Potential Related Party Transactions

Related Party Transactions will be brought to the attention of management and the Committee in a number of ways. As a general matter, pursuant to the Code, any employee, including all executive officers, who is aware of a potential conflict of interest is instructed to discuss the matter promptly with, among others, a supervisor or manager, GM Audit Services or Legal Staff. In addition, on an annual basis, each of our directors and executive officers complete a questionnaire that is designed to elicit information about any potential Related Party Transactions and are instructed and periodically reminded of their obligation to inform the Office of the Secretary of every proposed transaction or relationship that they reasonably believe may possibly constitute a Related Party Transaction. Any member of the Committee who has a potential interest in any Related Party Transaction will recuse himself and abstain from voting on the approval of the Related Party Transaction, but may, if so requested by the Chair of the Committee, participate in some or all of the Committee's discussions of the Related Party Transaction.

Any potential Related Party Transactions that are brought to our attention are reviewed by the Office of the Secretary, in consultation with management and with outside counsel, as

appropriate, to determine whether the transaction or relationship does, in fact, constitute a Related Party Transaction requiring compliance with this policy.

Review and Approval of Related Party Transactions

Related Party Transactions involving executive officers other than the CEO or the General Counsel and/or their Immediate Family Members will be referred to the CEO and the General Counsel for approval. Related Party Transactions involving the General Counsel and/or his immediate family members will be referred to the CEO for approval. Related Party Transactions involving 5% Stockholders, directors, director nominees or the CEO and/or their Immediate Family Members will be referred to the Committee for review. All determinations by the CEO and the General Counsel under this policy shall be reported to the Committee at its next regularly scheduled meeting.

In reviewing Related Party Transactions, the Committee or the CEO and the General Counsel will be provided with full details of the Related Party Transaction, including the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters. In determining whether to approve a Related Party Transaction, the Committee or the CEO and the General Counsel will consider the following factors, among others, to the extent relevant to the Related Party Transaction:

- whether the terms of the Related Party Transaction are fair to the Company and would apply on the same basis if the other party to the transaction did not involve a Related Party;
- whether there are any compelling business reasons for the Company to enter into the Related Party Transaction;
- whether the Related Party Transaction would impair the independence of an otherwise independent director; and
- whether the Related Party Transaction would present an improper conflict of interest for any director or executive officer of the Company, taking into account the size of the transaction, the overall financial position of the director, executive officer or Related Party, the direct or indirect nature of the director's, executive officer's or Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Committee deems relevant.

Any Related Party Transaction that is not reviewed in accordance with this Policy may be voided, terminated or amended, or such other actions may be taken, in each case as determined by the Committee or the CEO and the General Counsel, to avoid or otherwise address any resulting conflict of interest.

If the Committee or its Chair determines that a Related Party Transaction should be brought before the Board, or if the Board in any case elects to review any such matter, then the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.