

**GENERAL MOTORS COMPANY  
CYBERSECURITY COMMITTEE CHARTER**

**Adopted: December 13, 2017**

**Purpose**

The purpose of the Cybersecurity Committee of the Board of Directors of General Motors Company is to assist the Board in fulfilling its oversight responsibilities with regard to the Company's cybersecurity programs and risks, including:

- The practices, procedures and controls management uses to identify, assess and manage its key cybersecurity programs and risks;
- The protection of the confidentiality, integrity and availability of GM electronic information, intellectual property, and data; and
- The protection of the safety and privacy of GM customers, as it relates to connected GM products and the connected ecosystem.

**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 a majority of the Committee members at a meeting constitutes 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 and other directors who are not members of the Committee may attend meetings. 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. An executive(s) designated by the Chief Executive Officer to lead the cybersecurity management program(s) (a "Designated Executive(s)") shall have direct access to the Committee Chair. The Committee shall regularly meet in executive session absent GM management, generally at the end of each meeting.

The Committee Chair shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Committee 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 Committee Chair 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 management of the Company's cybersecurity programs and risks is the responsibility of the Company's management. The Committee has an oversight role, and in fulfilling that role, may rely on reviews and reports provided by management and the Committee's advisors. In performing its oversight responsibilities, the Committee may, as and to the extent that it determines appropriate, review with management and the Board, and actively advise them regarding, the following matters:

- The effectiveness of the Company's cybersecurity programs and its practices for identifying, assessing and mitigating cybersecurity risks across all business functions that handle GM electronic information, intellectual property, data, and across connected products and the connected ecosystem, including third parties, joint ventures and dealers;
- The Company's controls to prevent, detect and respond to cyber-attacks or information or data breaches involving GM electronic information, intellectual property, data, connected products and the connected ecosystem;
- Management's implementation of cybersecurity programs and risk policies and procedures and management's actions to safeguard their effectiveness and the integrity of GM electronic systems and facilities;
- Cyber crisis preparedness, incident response plans, and disaster recovery capabilities;
- Reports and presentations received from management and the Committee's advisors, including as appropriate the Designated Executive(s) and other employees of the Company, independent auditors, internal auditors, legal counsel and other outside experts regarding the management of cybersecurity programs and risks; and
- Other matters as the Committee Chair or other members of the Committee determine relevant to the Committee's oversight of cybersecurity programs and risk assessment and management.

### **Other Responsibilities**

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.

The Committee Chair shall coordinate with the Chairs of other Board committees in their review of the Company's cybersecurity programs and risks to assist them in coordination of the relationship between cybersecurity programs and risk management policies and practices and Company strategy.

## **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, through the Committee Chair, 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 support from outside advisors as it deems appropriate to perform its duties.

The Committee may form and delegate authority to subcommittees consisting of one or more members, when it deems appropriate. In delegating authority, the Committee shall not absolve itself from the responsibilities it bears under the terms of this Charter.