

**GENERAL MOTORS COMPANY
BOARD OF DIRECTORS
RISK COMMITTEE CHARTER**

Amended and Restated: August 14, 2018

Purpose

The purpose of the Risk Committee is to assist the Board of Directors of General Motors Company in its oversight of GM's risk management framework and the practices management uses to identify, assess and manage key strategic and operational risks facing the business.

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 one-third of the directors serving on the Committee, but not less than two members, shall constitute 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 of the Committee and other directors who are not members of the Committee may attend meetings, 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. An executive designated by the Chief Executive Officer ("CEO") to lead the risk management program (the "Designated Executive") shall have direct access to the Committee Chair when he or she deems it necessary. The Committee shall meet periodically in executive session absent GM management.

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

Risk identification, risk assessment and risk management are the responsibility of the Company's management. The Committee has an independent oversight role and, in fulfilling that role, relies on reviews and reports, as described below.

The Designated Executive will coordinate and enable the Company's processes of identifying, assessing, managing and mitigating the risks undertaken or otherwise likely to be encountered by the Company. The Designated Executive will at least annually provide a report to the Committee on the Company's key strategic, operating, compliance and financial risks. The Committee will retain oversight responsibility on the key strategic and operating risks, while the Finance and Audit Committees will retain oversight responsibilities for key financial and compliance risks and the Cybersecurity Committee will retain oversight of key cybersecurity risks. Included within the scope of the Committee's oversight responsibility will be management's programs, policies, practices, performance and metrics with respect to vehicle safety and workplace safety. The Committee will assist the Board in its oversight of the Company's risk management framework and the Board's periodic review of the key strategic and operating risks facing the Company, including but not limited to vehicle and workplace safety, and management's response to managing and mitigating such risks to an appropriate level.

In performing its oversight and review 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:

Risk Management and Framework

- The Company's strategic risk management program, risk governance structure and risk framework;
- The tone and culture within the Company regarding risk, including open risk discussions, and integration of risk management into the Company's behaviors, decision making, and processes;
- The evaluation by management of strategic and operating risks the Company faces including any risk concentrations, the likelihood of occurrence, the potential impact of those risks, risk tolerances, mitigating measures, and the types and levels of risk which are acceptable in the pursuit and protection of value;
- The impact of the Company's programs, policies, practices, performance and metrics with respect to vehicle safety and workplace safety;
- The strategic and operating risks identified by management, as well as other inputs, such as economic and political conditions, and business model changes that could affect the

Company's financial position, and the results of other operating and strategic risk analysis, designating at least annually some or all of the identified risks to be subject to the Committee's oversight and reviewing them for such period of time determined by the Committee, and informing the Designated Executive of such designations;

- The Company's processes and procedures established to address the strategic and operating risks as requested by, or recommended by management to, the Committee from time to time for oversight and review, which may include, without limitation, operating aspects related to vehicle development and safety, evaluating and improving product quality, employee and other persons' health and safety at all facilities, protecting the environment, protecting the Company's access to and right to use key intellectual property, managing the supply chain, logistics and country level operating risks, managing supplier and labor relations, crisis preparedness and disaster recovery capability, and responding to any other strategic and operating risks that have been identified;
- Risks relating to the Company's public policy positions advocated in connection with legislation, trade, regulation, and social or political issues significant to the Company's operations, both within the United States and internationally;
- Management's implementation of risk policies and procedures reviewed with management to assess their effectiveness;
- Reports and presentations received from management, including as appropriate the Designated Executive and other members of senior management or any other officers or other employees of the Company, independent auditors, internal auditors, legal counsel and other outside experts regarding risks the Company faces and the Company's risk assessment and management; and
- Other matters as the Committee Chair or other members of the Committee determine relevant to the Committee's oversight of strategic and operating risk assessment and management.

Other Responsibilities and Charter Amendments

The Committee shall perform such other task or functions as may be delegated to or requested of the Committee by the Board.

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 level committees in their review of the Company's risks that have been delegated to these committees to assist them in coordination of the relationship between risk management policies and practices, company strategy, and executive compensation.

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 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.

Subject to applicable laws, regulations or rules, or the Company's Bylaws, the Committee may delegate authority to members of management and also form and delegate authority to subcommittees consisting of one or more members, when it deems appropriate. In so delegating authority, the Committee shall not absolve itself from the responsibilities it bears under the terms of this Charter.