

GENERAL MOTORS

2020 Annual Meeting of Shareholders

Tuesday, June 16, 2020

8:00 a.m. Eastern Time

AGENDA

1. Video
2. Call to Order, Safety Message, and Introductions
3. Legal Requirements and Rules of Conduct
4. Agenda Items*

| Proposals Submitted by the Board of Directors |
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| 1. Election of Directors |
| 2. Advisory Approval of Company's Named Executive Officer Compensation |
| 3. Advisory Approval of the Frequency of Future Advisory Votes on Named Executive Officer Compensation |
| 4. Ratification of the Selection of Ernst & Young LLP as GM's Independent Registered Public Accounting Firm for 2020 |
| 5. Approval of the General Motors Company 2020 Long-Term Incentive Plan |
| Proposals Submitted by Shareholders |
| 6. Shareholder Written Consent |
| 7. Proxy Access Amendment Regarding Shareholder Aggregation Limit |
| 8. Human Right Policy Implementation |
| 9. Lobbying Communications and Activities |

5. Preliminary Voting Results
6. Adjournment of Official Portion of Meeting
7. Business Remarks/Videos
8. Question and Answer Session
9. Adjournment

**** Votes will be accepted until the polls are closed***

***If you want to vote on any of these items during the meeting,
please click the Vote Here button on your screen.***

GENERAL MOTORS

RULES OF CONDUCT

Welcome to the Annual Meeting of Shareholders of General Motors Company. We are committed to holding an Annual Meeting that allows a respectful exchange of information. You can help us achieve that goal by observing the following guidelines:

1. Matters will be considered in the sequence indicated in the Agenda.
2. We welcome questions and comments from our shareholders. If you are interested in asking a question you may do so by typing it into the Ask a Question field on your screen and clicking submit. Alternatively, when we announce that the question and answer session has commenced, you can call 1-877-328-2502 (toll free in the U.S.) or 1-412-317-5419 (international) to ask a question. You must press *1 to be placed into the queue. You must have a valid control number to ask a question.
3. If you address the meeting, please direct your questions or comments to the Chairman and CEO, be as brief and to the point as possible, and be considerate of others.
4. Please limit your remarks to no more than **two minutes** so that all shareholders who want to participate can have an opportunity to do so. **When it is your turn to speak, begin by stating your full name and the name of the city and state or province where you live.**
5. Personal matters, such as individual employee relations issues or personal product matters, are not appropriate topics for general discussion.
6. Shareholders must give advance notice if they wish to make a nomination or bring other matters before the Annual Meeting. Accordingly, only matters for which we have received proper notice may be brought before the meeting. For information about how you can give us notice for next year's Annual Meeting, see page 102 of this year's Proxy Statement.

We appreciate your cooperation in keeping this year's Annual Meeting productive for all participants.

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IMPORTANT INFORMATION RELEVANT TO THIS MEETING

Cautionary Note on Forward-Looking Statements: The presentations and discussions at the Annual Meeting may include “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. We caution readers not to place undue reliance on forward-looking statements. Statements including words such as “anticipate,” “appears,” “approximately,” “believe,” “continue,” “could,” “designed,” “effect,” “estimate,” “evaluate,” “expect,” “forecast,” “goal,” “initiative,” “intend,” “may,” “objective,” “outlook,” “plan,” “potential,” “priorities,” “project,” “pursue,” “seek,” “should,” “target,” “when,” “will,” “would,” or the negative of any of those words or similar expressions to identify forward-looking statements represent our current judgment about possible future events. In making these statements we rely upon assumptions and analysis based on our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we consider appropriate under the circumstances. These statements are not guarantees of future performance; they involve risks and uncertainties and actual events or results may differ materially from these statements. Factors that might cause such differences include, but are not limited to, a variety of economic, competitive and regulatory factors, many of which are beyond our control and are described in our Annual Report on Form 10-K for the year ended December 31, 2019, our Quarterly Report on Form 10-Q for the three months ended March 31, 2020, as well as additional factors we may describe from time to time in other filings with the U.S. Securities and Exchange Commission. We undertake no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, future events or other factors that affect the subject of these statements, except where we are expressly required to do so by law.

Non-GAAP Financial Measures: To the extent we discuss Non-GAAP financial measures in today’s presentations, a reconciliation to the most directly comparable GAAP measure is provided in our SEC filings, which are available on our website at gm.com. Our calculation of non-GAAP measures may not be comparable to similarly titled measures of other companies due to potential differences between companies in the method of calculation. As a result, the use of non-GAAP measures has limitations and should not be considered superior to, in isolation from, or as a substitute for, related U.S. GAAP measures.