

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

## **Purpose**

The primary objective of the Executive Compensation Committee of the Board of Directors of General Motors Corporation is to ensure the Corporation's compensation policies and practices support the successful recruitment, development, and retention of executive talent in order to achieve the Corporation's business objectives and optimize long-term financial returns.

## **Membership**

The Committee shall be comprised of no fewer than three independent members, and the Committee's composition shall satisfy the proposed Listing Rules of the New York Stock Exchange relating to executive compensation committee membership, and such other requirements as shall be provided in the Corporation'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 Corporation's stockholders. Ordinarily, changes in Committee composition and leadership shall be considered at the annual organizational meeting of the Board. However, the Board reserves the authority to make changes to Committee composition and leadership at any time. Committee members and the Chair shall serve until they are replaced, they resign or their successors shall be duly elected and qualified.

## **Meetings**

The Committee shall meet as often as may be deemed necessary or appropriate, but no fewer than four times annually. 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 and the GM Global Compensation and Corporate Governance Staff.

## **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:

- 1) Provide direction to the Corporation in the area of executive compensation and benefits for the global executive team
- 2) Prepare an annual report on executive compensation for the proxy statement

- 3) 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 to review its determinations with the Board in executive session
- 4) Review the compensation structure and determine the compensation of (a) employees of the Corporation who are directors of the Corporation; and (b) after considering the recommendations of the Chairman and Chief Executive Officer of the Corporation, all other employees of the Corporation who are senior leaders of the Corporation or who occupy such other position as may be designated by the Committee
- 5) With the assistance of an outside consultant, conduct a thorough review of all executive incentive plans at least every five years and seek stockholder approval for proposed changes, as appropriate
- 6) Approve any benefit or compensation plan of the Corporation or its subsidiaries if the compensation of the employees who participate in such plans is determined or subject to review by the Committee
- 7) Make recommendations to the Board with respect to incentive compensation plans and equity-based plans for the company and subsidiaries
- 8) Assist the Board in developing and evaluating potential candidates for executive positions, including the Chief Executive Officer, and ensure the development of executive succession plans
- 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 target, threshold, and maximum awards
    - iii) Final award payouts and stock option grants for the Senior Leadership Group of the Corporation
    - iv) Maximum aggregate funding levels for employees who are not officers of the Corporation
  - c) With respect to salaries
    - i) Adjustments for officers and certain other individuals under the Committee's jurisdiction
  - d) Any benefit plans and perquisites limited to the executive population or a subset thereof
- 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.
- 11) Within the confines established under the various incentive plans, the Committee may delegate such powers and authority as it may determine appropriate
- 12) The Committee will make regular reports to the Board

- 13) Annually conduct a Committee 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.

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 Corporation's Bylaws, or otherwise required by the Listing Rules of the New York Stock Exchange 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 Corporation. The Committee has the power to retain outside counsel or other consultants or experts as the committee may deem appropriate in its sole discretion, and shall receive funding from the Corporation to engage such advisors, and have sole authority to approve related fees and retention terms.

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.