

**General Motors Company****GM NYSE****Auto / Truck Manufacturers**

Market Capitalization USD:

\$30,282.11 mm**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Daniel F. Akerson**Age: 63****CEO Since: 2010**

	2009	2010	2011
Base Salary		\$1,133,333	\$1,700,000
Discretionary Bonus		\$0	\$0
Annual Cash Incentive		\$0	\$0
Benefits and Perquisites		\$336,417	\$55,514
TOTAL ANNUAL COMPENSATION		\$1,469,750	\$1,755,514
Increase in Post-Retirement Benefits		\$0	\$0
Stock Option Awards		\$0	\$0
Stock Awards		\$3,533,330	\$5,947,229
TOTAL COMPENSATION		\$5,003,080	\$7,702,743
Median of Other Named Executive Officers Total Compensation		\$4,674,722	\$4,542,088
Value Realized on Exercise of Stock Option		\$0	\$0
Value Realized on Vesting of Stock		\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION		\$0	\$0

Proxy Date: 26 Apr 2012

Annual Meeting Date: 12 Jun 2012

Equity Reserves: 5.05%

Stock Option Run Rate:

General Motors Company

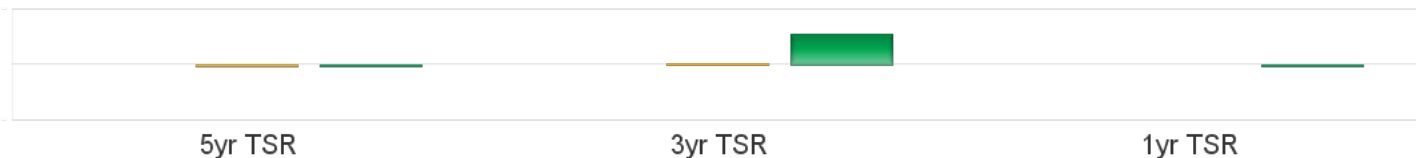
GM NYSE

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Performance Comparison

■ S&P500 ■ Industry ■ GM



Peer Comparisons (TRBC) = Cyclical Consumer Goods / Services

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
GM	General Motors Company		\$5,003,080	\$7,702,743	\$30,282,107,939
NKE	NIKE, Inc.	\$7,306,694	\$13,118,834		\$39,930,776,062
OMC	Omnicom Group Inc.	\$7,884,598	\$10,768,846	\$15,420,537	\$10,295,785,320
DTV	DIRECTV	\$6,070,610	\$32,932,618	\$5,937,078	\$31,207,384,346
RL	Ralph Lauren Corporation	\$20,303,522	\$27,700,007		\$11,992,907,903
SBUX	Starbucks Corporation	\$12,109,792	\$21,733,013	\$16,079,480	\$27,822,069,000
LVS	Las Vegas Sands Corp.	\$5,575,149	\$11,356,866	\$13,845,056	\$27,994,897,767

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Ford Motor Company, Johnson Controls Inc., Dell Inc., Hewlett-Packard Company, International Business Machines Corporation, The Boeing Company, Caterpillar Inc., General Electric Company, Honeywell International Inc., Lockheed Martin Corporation, United Technologies Corporation, Archer Daniels Midland Company, PepsiCo, Inc., The Procter & Gamble Company, Chevron Corporation, ConocoPhillips, Exxon Mobil Corporation, Abbott Laboratories, Johnson & Johnson, Pfizer Inc., Alcoa, Inc., E.I. du Pont de Nemours and Company, The Dow Chemical Company.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
E. Neville Isdell	Chairman	68	Male	3	Outside
Carol M. Stephenson	Member	61	Female	3	Outside
David Bonderman	Member	69	Male	3	Outside
Patricia F. Russo	Member	59	Female	3	Outside

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