LEADERSHIP MESSAGE

GM Team Members:

We all want to work for a company we can be proud of, a company that encourages and supports its employees to do the right thing. *Winning with Integrity*, GM's Code of Conduct, reinforces our commitment to a work environment founded on mutual respect, trust and accountability.

It's easy to say this is important, but what really matters are the decisions we make and how we behave each day. Building on our core value of excellence, we must always act with integrity, even when the right thing is hard to do.

As you read through this Code of Conduct, take time to review each section carefully and understand the policies and guidelines you are required to follow each day. Please measure your actions against it. You have the pledge of GM's leadership team to do the same.

GM offers various ways to let your voice be heard. If you see something, say something. Whether it's the AwareLine, Speak Up for Safety, or our open door policy, make your voice be heard.

GM is also cooperating with Bart M. Schwartz, the independent Monitor appointed as part of the Deferred Prosecution Agreement (DPA) we entered into last year as a result of GM's resolution of the U.S. Department of Justice ignition switch investigation. GM is committed to complying with the DPA and cooperating fully with the Monitor. To learn how to communicate with the Monitor, please visit the Independent Monitor Hotline.

Please make sure you take *Winning with Integrity* to heart and act accordingly. Our decisions and behaviors will help shape GM into the best company it can be.

*Mary Barra*

Chairman and Chief Executive Officer
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INTRODUCTION

Who Must Follow GM’s Code of Conduct, Winning with Integrity

Winning with Integrity applies to all staffs, divisions, and subsidiaries of GM (their salaried employees globally) in which GM, directly or indirectly, owns more than 50 percent of the equity interest or which GM otherwise controls. Where GM owns 50 percent or less and does NOT exercise management control, a case-by-case determination is made.

Third Party Representatives of GM
This Code applies to consultants, agents, sales representatives, distributors, independent contractors, and contract workers (collectively, “GM Representatives”) when they act on behalf of GM, to the extent sections of the Code are applicable to the services the GM Representatives provide. The GM employee(s) who engage the GM Representatives must assure the GM Representative(s) follow the applicable sections of the Code.
Personal Integrity

Nothing is more fundamental to Winning with Integrity than taking personal responsibility for our actions. It is imperative that we all comply with the legal obligations and policies described in GM’s Code of Conduct.

It is also important to voice concerns when we believe the law, or GM policies, are not being observed. General Motors is committed to maintaining a culture that promotes the prevention, detection and resolution of misconduct. Each employee has an obligation to report potential misconduct. Examples of misconduct may include fraud, theft, workplace violence, discrimination, harassment, misuse of company resources, conflicts of interest, information breaches, improper accounting controls or purchasing arrangements, and other unethical or unlawful behaviors. In cases where an individual is uncomfortable reporting through established internal channels, reports can be made using the Awareline or other appropriate channels, including GM’s Monitor. Due to the legal requirements in Europe, see the European Awareline webpage. If an employee is aware of any violation of any law or any unethical conduct that has not been reported to an appropriate federal, state or municipal agency, the employee is obligated to report such violation or conduct to GM’s compliance office in the United States (Global Ethics and Compliance Center “GECC”), or the Monitor.

Speak Up!, GM’s Non-Retaliation Policy, is intended to protect GM employees from retaliation as a result of raising concerns in good faith. If you believe that you have been retaliated against or witnesses retaliation against another in violation of this policy, you should immediately report such concerns to your supervisor, HR contact, Legal Staff contact, or local leadership.

Understanding the Rules

Because laws are complex and changing, good intentions are not always enough to assure compliance. Every employee whose work is directly affected by particular laws must understand the legal rules well enough to spot problems and know when to get advice. Contact GM Legal with any questions about legal obligations that may affect your role.

Acting With Integrity When the Rules Seem Unclear

Not all situations are clear-cut, so good judgment is essential. Be alert to warning signs: if a questionable proposal is defended as “doing whatever it takes” or because “our competition does it” or “no one will ever know,” chances are it needs to be reconsidered.

When in doubt about the right choice, ask yourself:
- Is it legal?
- Is it consistent with our values and policies?
- Would you be willing to be accountable for your actions?

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| - Take personal responsibility for performing assignments consistently with GM policies and all applicable laws and regulations.  
- Know the rules. Seek guidance from the Legal Staff or other subject matter experts about laws and regulations relating to your work.  
- Notify your leadership or the Legal Staff if you have any doubts about whether an action is legal or violates GM policies.  | - Assume it’s acceptable to follow instructions that violate the law or GM policy.  
- Assume someone else will correct a problem.  
- Assume a questionable practice is legal just because it has been done by someone else. |

Examples

January 2016
Integrity in the Workplace

Fair Treatment and Respect

We hire, promote, train, and pay based on merit, experience, or other work-related criteria. We value the wide range of backgrounds of our employees. Our diversity is a strength in the increasingly diverse marketplace. And we strive to create work environments that accept and tolerate differences while promoting productivity and teamwork. Each of us is responsible for creating and maintaining a productive work environment where the dignity of all employees is respected.

Examples

Equal Employment Opportunity

GM is committed to equal employment opportunity. GM extends employment opportunities to all qualified applicants and employees and strives to maintain workplace environments free of discrimination, hostility and physical or verbal harassment with respect to age, race, color, sex, religion, national origin, disability, sexual orientation, gender identity/expression, or being a disabled veteran, a veteran of the Vietnam Era, or other covered veterans.

GM employees are entitled to a work environment free from conduct that even appears disrespectful. Certain jokes, cartoons, pictures, language, gestures, and touching may offend people and may result in a hostile work environment, which GM does not tolerate.

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<td>• Always treat fellow employees with dignity and respect.</td>
<td>• Demean any person or group.</td>
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<tr>
<td>• Always observe safety protocols.</td>
<td>• Tolerate behavior that fails to meet GM standards of fairness or respect.</td>
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<td>• Base personnel decisions on merit.</td>
<td>• Take shortcuts that expose anyone to a risk of injury.</td>
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<tr>
<td>• If you must use a phone while driving, use hands free devices when driving.</td>
<td>• Assume someone else has responsibility to identify or correct problems.</td>
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Speak Up for Safety

At General Motors, we have an obligation to provide a safe work environment for every employee, contractor and visitor at every GM location. We live values that are designed to return people home safely -- every person, every site, every day. Each day thousands of men and women leave their families to do their best work for GM, and to create vehicles that people love.

Additionally, all over the world, millions of people drive or ride in our vehicles and they deserve the highest quality and safety when doing so.

No one function within GM owns safety -- rather, safety is the responsibility of every one of us.

Workplace Safety

Understanding how to identify potential workplace risks, correct them and share the lessons learned enables us to do the right thing for all who visit or work at our sites. This means following the appropriate safety and workplace regulatory requirements, as well as GM’s safety standards. It also means ensuring that each one of us is appropriately trained to perform our jobs. We are expected to engage our colleague if she or he is not working safely, and to accept feedback if our team members have similar feedback for us. Each one of us owns the safety of our workplace and colleagues . . . It’s personal!
Winning With Integrity

GM encourages employees to continue safe practices outside of the office – follow safe driving practices: wear seatbelts; avoid distractions (using cell phones and texting while driving); do not drive while impaired; and obey traffic laws and speed limits.

For more information on the GM Global Safety and Industrial Hygiene standards and requirements that will help us to achieve our vision please visit the Global Safety and Industrial Hygiene website.

**Vehicle Safety**

In addition to workplace safety, it is our job, every day, to produce high-quality, safe vehicles for our customers. We all must be personally responsible for safety and integrity in all that we do.

GM is rapidly strengthening its approach to vehicle safety, such as an increased focus on system interactions and improvements in our analysis and decision making processes. But process and analytics are not enough - producing the safest cars for our customers requires active dialogue within GM, with our suppliers, our dealers, our employees and management. Identification, communication and escalation of potential safety issues are required. Safety matters most. Always.

**Let Your Voice Be Heard**

It is GM’s expectation that you speak up when becoming aware of a workplace or vehicle safety concern, whether openly or anonymously. Ensuring we have a culture in which employees know they can bring safety issues and other ideas forward is an essential part of putting the safest vehicles on the road and creating a safe work environment for all.

Speak Up for Safety makes it easier for salaried and hourly employees, as well as contract workers and suppliers, to report potential vehicle or workplace safety issues, or suggest safety-related improvements. The program is designed to increase idea-sharing, but not intended to replace established processes for addressing workplace safety issues in our manufacturing sites, offices and other facilities. It is a resource in the event that you believe a safety concern is not being addressed through the established processes (for workplace safety issues, be sure to become familiar with the established process in your facility for reporting).

The **Speak Up for Safety** process is simple. If you have something to contribute, you can share it at any time through one of these channels:

- Web – For Employees Outside of Europe: www.speakupforsafety.gm.com
- Web – For Employees in Europe: www.eu.speakupforsafety.gm.com
- Phone: Click here for country-specific phone numbers
- Fax: (888) 597-6152
- Email: HotlineServices@usa.g4s.com
- Mail: Speak Up For Safety
  P.O. Box 33233
  Palm Beach Gardens, FL, 33410

You may report your idea or suggestion anonymously, but are encouraged to identify yourself to allow for more robust follow up and recognition, when appropriate. Once a submission is made, experts in Global Vehicle Safety and/or Global Safety and Industrial Hygiene will investigate and take the appropriate action.

GM’s **Non-Retaliation Policy**, is intended to protect GM employees from retaliation as a result of raising concerns – safety or otherwise – in good faith. If you believe that you have been retaliated against or witness retaliation against another in violation of this policy, you should immediately report such concerns to your supervisor, HR contact, Legal Staff contact, or local leadership.

Having more employees bring their concerns and ideas forward is a critical piece of building a stronger “safety first” culture. It reinforces our vision of delivering the highest levels of safety, quality and customer service, and cultivates a culture of unwavering commitment to vehicle and workplace safety.
Winning With Integrity

January 2016

DO

- Take safety concerns seriously and act upon them. Always observe safety protocols; always treat fellow employees with respect when voicing safety concerns.
- Help ensure there is no actual or perceived retaliation against employees who raise safety concerns in good faith.
- Value the safety of all coworkers and customers, as you would your own family. Make it personal.
- Live GM’s safety values outside of work. For example, if you must use a phone while driving, use hands-free devices.

DON’T

- Demean any person or group for raising safety concerns.
- Tolerate workplace behavior that fails to meet GM safety standards. For example, permit short cuts or override safety mechanisms.
- Assume someone else has responsibility to identify or report problems.
- Allow any safety concern to go unaddressed, even if it’s not a part of your “job.”

Conflicts of Interest

Sometimes our personal circumstances can inadvertently impact our objectivity in performing our duties and responsibilities to GM. Even the perception of a conflict could negatively affect you and your organization, causing severe reputational harm. It is necessary to disclose any potential conflicts to ensure transparency and to determine whether there is an actual conflict. Your disclosure of a potential conflict provides your management with information to clarify potential conflicts and resolve as appropriate.

Your Conflict of Interest Questionnaire should always reflect any current conflicts you may have. New conflicts or changes to existing conflicts must be reported within 30 calendar days of the new conflict or change.

Generally, a potential conflict falls into one of the following categories: financial (e.g., financial interest in a company that obtains a contract from GM), professional (e.g., endorsing a Family Member for employment or promotion at GM), personal (e.g., a personal relationship with a subordinate or employment outside of GM), or misuse of property or funds (e.g., using GM property for personal benefit). Even the perception of a conflict could negatively affect you and your organization, causing severe reputational harm.

For complete information on how to identify and handle a potential conflict, please visit the Conflict of Interest Policy.

DO

- Each year all employees should examine their personal circumstances as they relate to the Conflict of Interest questions to determine if they need to update their disclosure.
- Use the GM Conflict of Interest Questionnaire to notify leadership of any potential conflict - even if you think it probably isn’t a problem.
- Fully disclose any activity, investment, employment or relationship that could create even the appearance of a possible conflict.
- Consult the Conflict of Interest Policy for advice on how to answer each question.
- Keep a copy of the completed Conflict of Interest Questionnaire for your own files.
- Update your disclosure within 30 days, any time circumstances covered by the Questionnaire change.

DON’T

- Become involved in any activity, investment, employment, or other relationship that could create a conflict with GM employment.
- Fail to notify leadership with full disclosure of any activities that could create a conflict or promptly update your questionnaire if your circumstances change.
- Send paper copies of the Conflict of Interest Questionnaire to your supervisor for resolution.

Examples
Protection and Use of GM Information and Resources

Introduction

Information about our company, our customers, our employees, our dealers and our suppliers is one of GM’s most valuable assets and must be used and protected in an appropriate manner. Similarly, the information resources we use every day to run payroll, design vehicle programs, control our plant equipment, and communicate with our customers, must also be used and protected appropriately. These GM resources are exposed to the risk of personal information breaches, intellectual property leaks, cyber espionage networks and other continuously evolving threats. We take these threats very seriously.

As a GM employee with access to such resources, you are responsible for knowing and complying with the privacy and information security policies of GM, which are documented in the Acceptable Use Guide for Protecting GM Information and Resources.

Protecting GM Information

Each employee has an obligation to protect GM information we may receive, acquire, develop or record in performing our jobs. This is not optional – it is absolutely critical that we diligently protect company information.

What does this mean?

- Only access information you need and are authorized to view.
- Communicate confidential information only to GM employees and authorized agents (such as attorneys, auditors, accountants) who have a legitimate business reason to know the information.
- Do not display, review or discuss GM information in public places, with third parties or in areas where others may hear you.
- Do not email GM information to your personal email account or otherwise remove information from GM, whether in hard copy or using any form of media device to record.

Examples of GM Information may include product plans, vehicle designs, spreadsheets containing Human Resource data, strategy documents, communications to and from GM management and the Board of Directors, prospective business opportunities, pricing information, financial or technical data or a planned meeting between a GM leader and an outside party.

All GM information belongs to GM, not to GM employees, regardless of the nature, medium or form of the information. Your ongoing obligation to protect GM information continues even if you leave GM.

You must return all information in your possession or control if you leave, and if requested, sign a statement confirming your compliance with respect to the information. Also, do not bring any confidential information from a previous employer to GM, unless there is an agreement otherwise executed by your previous employer and GM. The company will take whatever steps are necessary to ensure GM information is protected.

Accuracy of Business Records

Intentionally creating or inserting false or misleading information in any GM financial or other business record is strictly prohibited. Inaccurate information leads to bad decisions by GM. Our customers, suppliers, investors, business partners, communities and government officials rely on us for accurate information.

All business records must be maintained accurately. Whenever an inaccuracy finds its way into a record, whether it is a financial report, engineering document or expense report, it should be corrected, and where appropriate, the reasons for the correction should be noted.

Personal Information and Privacy Concerns

GM recognizes the importance of safeguarding personal information. Personal information must be treated in accordance with the Acceptable Use Guide for Protecting GM Information and Resources, privacy-related policies and other requirements found at the Global Privacy Office. When personal information security incidents (PISI) occur, they must be promptly reported through Global Reporting Incident Tracking (GRIT) or other procedures established in the PISI Process.
Information Lifecycle Management

We must also ensure that GM’s business records are available to meet the company’s business needs, including legal and tax requirements. That’s why we must comply with GM’s Information Lifecycle Management (ILM) policies in creating, managing, and disposing of all GM records. Be alert to and observe Litigation Holds. These are instructions from the Legal Staff requiring that certain documents and information be retained beyond normal retention periods for legal or compliance reasons. Failure to comply with Litigation Holds can result in serious harm to GM and its employees. **It is unlawful to destroy, conceal, alter, or falsify any GM business or other record, document, or object for the purpose of obstructing or influencing any lawsuit or other legal or governmental proceeding or investigation.**

Use of Social Media

You are the public face of the company, and what you publish reflects on GM and our brands. GM’s Social Media Policy sets forth requirements you must follow, whether you are interacting personally or as an authorized GM spokesperson. When using social media GM employees should follow GM’s Social Media Policy. Click here to view the policy in full.

Company Vehicles

Employees may use GM-owned vehicles only as authorized by management. Employees must operate GM-owned vehicles lawfully and must comply with GM policies applicable to company vehicles in the location where the vehicle is operated.

Litigation and Investigations

Requests for documents in various forms (hard copy, e-mail, etc.) related to litigation and other legal proceedings normally flow through channels set up for that purpose, but there may be times when employees receive such requests directly. Consult immediately with the Legal Staff if, as a representative of GM, you receive any summons, subpoena, inquiry, or other communication from a court, marshal, sheriff, government agent, or from any lawyer. Before submitting to an interview, answering any questions, producing any documents, or even responding to any questions about litigation or an investigation, consult with the Legal Staff. This applies to matters in which GM is involved directly, like an investigation or lawsuit involving a GM product or a GM facility. It also applies to matters in which GM is involved indirectly, including investigations of suppliers, dealers or competitors.

You are also expected to cooperate in any internal investigations that may be necessary.

Communicating with the Media

The GM Communications staff is responsible for all communications with the press or the media related to GM business by GM and by all GM employees, globally. The rule to follow here is simple. Unless approved by an appropriate member of GM Communications, you are not authorized to speak with any representative of the press or media regarding GM business. If a media representative contacts you, do not answer any questions or make any statements. You should direct them to GM Communications, and immediately notify your leader and your business unit’s communications representative of the contact. Failure to follow this simple rule can result in disciplinary action up to and including discharge.
### Winning With Integrity

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<td>• Know and comply with the Acceptable Use Guide for Protecting GM Information and Resources.</td>
<td>• Ignore security policy or procedures to save time.</td>
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<td>• Treat all GM information and Information resources as valuable business assets that must be protected.</td>
<td>• Give access to GM information to anyone not authorized to have it.</td>
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<tr>
<td>• Make sure communications are appropriate – whether internal or external.</td>
<td>• Use GM information resources to create, access, transmit, or store any material that is in bad taste, offensive, disrespectful of others, or otherwise inappropriate.</td>
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<td>• Report information security incidents as soon as you become aware of them.</td>
<td>• Do anything that would disrupt or compromise the confidentiality, integrity or availability of GM information or information resources.</td>
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### Integrity in the Marketplace

**Giving To and Receiving From Third Parties (including Government Officials)**

Gifts, gratuities, and entertainment are courtesies often designed to build relationships. In a business setting, however, ethical problems can arise when these items compromise, or appear to compromise our ability to make impartial, objective and fair business decisions. GM’s Global Integrity Policy helps employees to avoid even the appearance of improper conduct by explaining what is permitted and not permitted when giving or accepting things of value. The following is a brief summary intended to help guide your judgment when confronted with opportunities to accept or give certain gifts, gratuities or entertainment from, or to Third Parties. Please consult the policy for the complete details. [Read the policy in full here](#).

#### Conduct covered by the Global Integrity Policy

All interactions with third parties (including Government Officials) that involve giving or receiving anything of value are covered by this Policy. “Anything of value” is very broad, and includes items that are valuable to the giver or receiver even if they are not valuable to someone else. Anything of value includes, but is not limited to, meals, concert tickets, vehicle discounts, personal favors, gifts, cash or cash equivalent, and travel.

**Accepting gifts, entertainment or other things of value from Third Parties (other than government officials)**

The Policy provides guidance on what you may and may not accept gifts, entertainment, travel expenses or other things of value from third parties such as vendors, customers, dealers and other business partners. You may not accept anything of value unless you meet the specific requirements in this section of the Policy.

**Providing gifts, entertainment or other things of value to Third Parties (other than government officials)**

The Policy provides specific rules and guidance for determining whether it is permissible to provide gifts, entertainment, travel expenses and other things of value to third parties, including customers, suppliers, dealers, and vendors. You may not provide anything of value to third parties unless you meet the specific requirements in this section of the Policy. Special rules apply to providing things of value to U.S. government officials and to non-U.S. government officials.

**Providing gifts, entertainment, or other things of value to government officials in the United States**

Certain U.S. federal, state and local government officials are prohibited from accepting gifts or other benefits. Offering gifts, meals, entertainment, or other things of value to government officials in the U.S. or their family members may violate the law and subject you or GM to civil or criminal penalties. The Policy defines a U.S. government official and summarizes GM’s United States Lobbying Policy, which governs the provision of benefits to U.S. government officials.
Providing gifts, entertainment or other things of value to government officials outside of the United States

The rules relating to interactions with government officials outside of the United States are particularly complex. Note that the term “non-U.S. government official” is intended to be very broad. It includes any employee or officer of any non-U.S. government or government-controlled entity or company (including any department, division, or agency of government), from the local level to the national level.

To ensure compliance with these rules, you may not give anything at all to a non-U.S. government official without prior written approval from the Global Ethics and Compliance Center (“GECC”) or your Regional General Counsel unless all of the following conditions are satisfied:

1. The item is worth less than USD $25 (local currency equivalent)
2. It is permissible under local law
3. It is done infrequently
4. It is not given for an improper purpose

Giving to Union Representatives

Never provide gifts, entertainment, or other gratuities to a union representative without first consulting with the Legal Staff.

Examples

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| Consult with the Legal Staff to understand GM’s anti-corruption requirements.  
Contact management or Legal Staff if a government official solicits something of value.  
Make sure, before hiring a representative to arrange business for GM, that the representative is informed about U.S. law and GM policy restrictions on payments to foreign officials.  
See Integrity Policy, Annexes A and B for a detailed description of the required due diligence process and anti-corruption contractual language when engaging a third party who may interact with non-U.S. government officials on GM’s behalf.  | Give or promise anything of value to a government official for an improper purpose (e.g., to inappropriately influence an action taken by that individual’s employer or other third party with respect to GM).  
Assume a practice is acceptable because another large company reportedly has done it.  
Assume a potential representative or agent will know the law or GM expectations in this area – discuss it before entering a relationship.  |

Fair Competition

General

GM is committed to competing within the law. This section discusses the laws that protect or regulate the competitive process. Those laws can be complicated, and they vary from country to country. So, when in doubt, consult the Legal Staff.

Relations With Competitors

One rule is crystal-clear: Never agree with a competitor on any element of price (including, for example, discounts, rebates, or incentives) or on what products to develop or to whom we sell. And “agree” doesn’t necessarily mean having a written
courts. Courts sometimes find an illegal agreement based on a conversation, even if the conversation occurred on the
golf course.

- Benchmarking with a competitor may be risky, so get legal and business approval before doing it.
- Competitive analysis is vital to GM, but don’t exchange competitive information directly with competitors. 
  Customers, suppliers, or experts may be able to provide marketplace intelligence.
- Avoid discussing sensitive topics like price, costs, or marketing plans at trade association meetings.

For more information on GM policy relating to communicating with competitors, please refer to the Competition 

Relations With Dealers, Distributors, and Resellers

It is against GM policy, and illegal in most countries, to force any dealer, distributor, or retailer to sell at a particular
price. We can set a suggested retail price, but each dealer must remain free to set the sale price with customers. Consult the Legal
Staff if you have questions about a non-price restriction.

International Consideration

U.S. antitrust laws apply to activity that hurts the competitive process in the U.S. So actions by GM subsidiaries around th
world could be challenged by U.S. authorities. Most countries around the world also have their own competition laws.

Examples

Insider Trading

In the course of our work, we may acquire important information about GM or other companies, which has not yet become
publicly available. Never trade in GM securities or those of any other company while in possession of material, nonpublic
information. Material information is any information that an investor would reasonably consider important in making
investment decisions. Examples include knowledge of acquisitions or divestitures, new product launches, financial
information, production schedules, or management changes.

If you learn something that could reasonably be expected to affect the price of GM stock (or the stock of another company),
do not buy or sell the stock – or disclose the information to others – until the information has been released to the public.

For any questions on GM’s Insider Trading policy, contact the Legal Staff.

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<td>Consider whether you have material nonpublic information about GM or any other company before trading in its securities.</td>
<td>Share material nonpublic information about any company with anyone who might trade that company’s securities.</td>
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<td></td>
<td>Assume insider trading rules only apply to trading in GM stock.</td>
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Examples
Winning With Integrity

Export Compliance

General

U.S. export control laws and regulations govern how we transact with non-U.S. countries, entities and individuals. These laws and regulations apply to U.S. companies and their subsidiaries, as well as U.S. persons, wherever located, and products manufactured around the world using U.S.-origin parts or technology. GM must also comply with all applicable laws of countries in which it does business. For specific guidance, please contact your local legal counsel. Penalties for violations of these laws can include significant fines, denial of export privileges, negative publicity for GM, and even prison sentences.

If you have knowledge, or even suspicion, that a transaction or potential transaction may involve a violation of export controls, immediately report it to the GM Office of Export Compliance (OEC), Legal Staff, your Export Compliance Officer (ECO) or via the GM Awareline.

Export Controls

GM must obtain export licenses before exporting certain types of products, software or data from the U.S., and sometimes when exporting from one non-U.S. country to another. An “export” can occur when a physical item is shipped to another country, and can also occur when data is transmitted or transferred via email or fax; accessed via a server, shared drive or intranet posting; discussed during phone conversations; shown on virtual meeting sites; or carried on a memory stick or laptop by an employee traveling to another country. In the U.S. and a few other countries, an export can even occur by allowing foreign nationals to access controlled technology or technical information, even if the technology or information never actually leaves the country. Some examples of products and technology within GM that may require export licenses are computer numerically controlled (CNC) machines, infrared cameras, coordinate measurement machines (CMM), multi-processor computers, products designed or modified for military use, and certain types of software and related technical data. Encryption-related goods, software and technology are also subject to strict controls in the U.S. and other countries.

Embargoed and Sanctioned Countries

Governments impose trade sanctions or embargoes on certain countries and regions as a matter of foreign policy. As a U.S. company and in compliance with U.S. law, it is GM’s policy not to conduct any business with Cuba, Iran, North Korea, Sudan, Syria, or the Crimea region of the Ukraine, unless the transactions are permissible under the laws and regulations of the U.S. and other applicable jurisdictions. However, in certain non-U.S. countries in which GM does business, sanction, embargo and other applicable laws may differ from those in the United States. Since it is GM’s policy to comply with the laws of all countries in which it does business, please contact your local legal counsel for guidance.

Be aware that embargoed and sanctioned countries continue to change. To ensure you have the latest information, please review the list of U.S. embargoed and sanctioned countries and entities on the OEC web site under “Embargoed and Sanctioned Countries” and check with local Legal Staff.

Restricted Parties

In addition to sanctioned and embargoed countries, the U.S. and other countries’ governments have developed “bad guy” lists of individuals and entities with which not to do business. These “Restricted Party Lists” include individuals and entities that the U.S. and other governments have identified as being involved in terrorist activities, unlawful exports, nuclear proliferation, international narcotics trafficking, cybersecurity violations, and other criminal actions. To ensure that GM does not do business with any restricted parties, it is critical to screen all counterparties before engaging in a transaction using the GM-approved screening tool.

Antiboycott Regulations

The U.S. Antiboycott Regulations prohibit participation in foreign boycotts not supported by the United States, such as the Arab League Boycott of Israel. These regulations apply to U.S. companies, their domestic and foreign controlled subsidiaries, and U.S. persons, wherever located. Prohibited acts include refusing to do business with a boycotted country or with a company in a boycotted country, or requiring anyone else to refuse to do business at the request of a boycotting country. Even responding to a request to certify the origin of goods could implicate the Antiboycott Regulations. The regulations also prohibit supplying information about the religion, sex, or nationality of an employee or supplier.
Winning With Integrity

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Additional information is available on the OEC web site under “Antiboycott Regulations.”

Examples

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<th><strong>DO</strong></th>
<th><strong>DON’T</strong></th>
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<tr>
<td>• Classify your products, technology, technical data, software, and services before you export – you may need a license.</td>
<td>• Don’t transact, directly or indirectly, with sanctioned countries or regions (currently Cuba, Iran, Syria, North Korea, Sudan, and the Crimea region of Ukraine). GM must also comply with all applicable laws of countries in which it does business. For specific guidance, please contact your local legal counsel.</td>
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<tr>
<td>• Screen all external parties to a transaction to ensure they do not appear on any government Restricted Party List.</td>
<td>• Don’t forget that an export is not just a physical shipment across international borders. An export can also occur via: email, fax, meetings, conversations, Internet/ intranet postings and postings to a shared database.</td>
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<td>• Resolve any warning signs prior to moving forward with a transaction – you are responsible for what you know or have reason to know.</td>
<td>• Don’t assume that a “warning sign” has been cleared previously.</td>
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<td>• Report any potential export violations to the GM Office of Export Compliance (OEC), GM Legal Staff, your Export Compliance Officer (ECO), your leadership, or via the GM Awareline.</td>
<td>• Don’t forget that additional contract terms may be necessary to ensure GM’s compliance when negotiating agreements that could involve controlled technology. Work with your ECO, the OEC, and GM Legal Staff.</td>
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Integrity Toward the Environment

GM Environmental Principles

As a responsible corporate citizen, General Motors is dedicated to protecting human health, natural resources, and the global environment. First and foremost, GM operating units are responsible for understanding and complying with applicable environmental laws, regulations, and GM policies and standards. This dedication reaches further than compliance with the law to encompass the integration of sound environmental practices into our business decisions.

The following GM Environmental Principles provide guidance to General Motors personnel worldwide:

1. We are committed to actions to restore and preserve the environment.
2. We are committed to reducing waste and pollutants, conserving resources, and recycling materials at every stage of the product life cycle.
3. We will continue to participate actively in educating the public regarding environmental conservation.
4. We will continue to pursue vigorously the development and implementation of technologies for minimizing pollutant emissions.
5. We will continue to work with all governmental entities for the development of technically sound and financially responsible environmental laws and regulations.
6. We will continuously assess the impact of our plants and products on the environment and the communities in which we live and operate with a goal of continuous improvement.

Dangerous Goods in Transportation

All business units globally, including GM employees and contractors, must at all times, be in full compliance with all applicable dangerous goods (“DG”) transportation laws, regulations, and company policies governing the shipping,
receiving and handling of GM products and materials, by air, land or sea. GM products and materials include direct parts, equipment, machinery, vehicles, components, hardware items, advanced technology / prototypes, and indirect materials, such as chemicals.

Common materials you come in contact with every day can be subject to regulation whether taken across the street, shipped across the ocean or sent by airmail or air freight. Since the definition of “dangerous goods” varies by country and regulations vary by mode of transportation, it is critical we know and follow all applicable requirements.

For more information about the GM dangerous goods program, policies, and a list of contacts, please visit the GM Global Dangerous Goods share point site.

Compliance With the Law

For more information about GM policies relating to environmental matters, see the GM Environmental and Energy Policy located at the Global Policy Manual website.

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<td>• Become familiar with GM’s Environmental Principles.</td>
<td>• Assume environmental issues are the concern only of the experts.</td>
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<td>• Report to leadership any incident or practice inconsistent with our Environmental Principles.</td>
<td>• Ignore any practice you see that violates the law or GM policies.</td>
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<tr>
<td>• Seek out your on-site DG professional before you ship any products or materials.</td>
<td>• Fail to address with appropriate leadership any inaccurate report on an environmental or DG issue.</td>
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Examples

Conclusion

We strive to act with personal and institutional integrity in the workplace, the marketplace, and the communities where we live. We must all understand and apply our values and policies to ensure that we compete – and win – with integrity. Winning with Integrity poses a challenge to each of us. It requires strength of character to act when the easier course would be to ignore the problem. We can all fulfill our responsibilities by:

- Following Winning With Integrity, GM’s Code of Conduct;
- Raising potential instances of misconduct to leadership;
- Giving feedback on problem areas and suggesting improvements to leadership;
- Listening to the concerns of customers, co-workers, dealers, and suppliers – and making sure this information gets proper attention; and
- Conducting ourselves with the highest ethical standards.

Employees who violate these requirements are subject to disciplinary action that, in the judgment of management, is appropriate to the nature of the violation, which may include termination of employment. Employees may also be subject to civil and criminal penalties if the law has been violated.