



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

April 18, 2022

Marc S. Gerber
Skadden, Arps, Slate, Meagher & Flom LLP

Re: General Motors Company (the "Company")
Incoming letter dated February 3, 2022

Dear Mr. Gerber:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by the National Legal and Policy Center for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Proposal requests that, beginning in 2022, the Company report to shareholders on the extent to which its business plans with respect to electric vehicles may involve, rely or depend on child labor outside the United States.

We are unable to concur in your view that the Company may exclude the Proposal under Rule 14a-8(i)(10). Based on the information you have presented, it appears that the Company's public disclosures do not substantially implement the Proposal.

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2021-2022-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Paul Chesser
National Legal and Policy Center

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BY EMAIL (shareholderproposals@sec.gov)

February 3, 2022

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

RE: General Motors Company – 2022 Annual Meeting
Omission of Shareholder Proposal of the
National Legal and Policy Center

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we are writing on behalf of our client, General Motors Company, a Delaware corporation (“GM”), to request that the Staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) concur with GM’s view that, for the reasons stated below, it may exclude the shareholder proposal and supporting statement (the “Proposal”) submitted by the National Legal and Policy Center (the “Proponent”) from the proxy materials to be distributed by GM in connection with its 2022 annual meeting of shareholders (the “2022 proxy materials”).

In accordance with Section C of Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”), we are emailing this letter and its attachments to the Staff at shareholderproposals@sec.gov. In accordance with Rule 14a-8(j), we are

simultaneously sending a copy of this letter and its attachments to the Proponent as notice of GM's intent to omit the Proposal from the 2022 proxy materials.

Rule 14a-8(k) and Section E of SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponent that if the Proponent submits correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to GM.

I. The Proposal

The text of the resolution contained in the Proposal is set forth below:

RESOLVED:

Shareholders request that, beginning in 2022, General Motors Company report to shareholders on the extent to which its business plans with respect to electric vehicles may involve, rely or depend on child labor outside the United States.

II. Basis for Exclusion

We hereby respectfully request that the Staff concur in GM's view that it may exclude the Proposal from the 2022 proxy materials pursuant to Rule 14a-8(i)(10) because GM has substantially implemented the Proposal.

III. Background

GM received the Proposal on December 2, 2021, accompanied by a cover letter from the Proponent. On December 14, 2021, GM sent a letter to the Proponent requesting a written statement from the record owner of the Proponent's shares verifying that the Proponent had beneficially owned the requisite number of shares of GM's common stock continuously for at least the requisite period preceding and including the date of submission of the Proposal. On December 21, 2021, GM received a letter from Fidelity Investments verifying the Proponent's continuous ownership of at least the requisite amount of stock for at least the requisite period preceding and including the date of submission. Copies of the Proposal, cover letter and related correspondence are attached hereto as Exhibit A.

IV. The Proposal May be Excluded Pursuant to Rule 14a-8(i)(10) Because GM Has Substantially Implemented the Proposal.

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already substantially implemented the proposal. The Commission adopted the “substantially implemented” standard in 1983 after determining that the “previous formalistic application” of the rule defeated its purpose, which is to “avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” See Exchange Act Release No. 34-20091 (Aug. 16, 1983) (the “1983 Release”); Exchange Act Release No. 34-12598 (July 7, 1976). Accordingly, the actions requested by a proposal need not be “fully effected” provided that they have been “substantially implemented” by the company. See 1983 Release.

Applying this standard, the Staff consistently has permitted exclusion of a proposal under Rule 14a-8(i)(10) when it has determined that the company’s policies, practices and procedures or public disclosures compare favorably with the guidelines of the proposal. See, e.g., *JPMorgan Chase & Co.* (Mar. 9, 2021)*; *AbbVie Inc.* (Mar. 2, 2021)*; *Devon Energy Corp.* (Apr. 1, 2020)*; *Johnson & Johnson* (Jan. 31, 2020)*; *Pfizer Inc.* (Jan. 31, 2020)*; *The Allstate Corp.* (Mar. 15, 2019); *Johnson & Johnson* (Feb. 6, 2019); *United Cont’l Holdings, Inc.* (Apr. 13, 2018); *eBay Inc.* (Mar. 29, 2018); *Kewaunee Scientific Corp.* (May 31, 2017); *Wal-Mart Stores, Inc.* (Mar. 16, 2017); *Dominion Resources, Inc.* (Feb. 9, 2016); *Ryder System, Inc.* (Feb. 11, 2015).

In addition, the Staff consistently has permitted exclusion of a proposal under Rule 14a-8(i)(10) where a company already addressed the underlying concerns and satisfied the essential objectives of the proposal, even if the proposal had not been implemented exactly as proposed by the proponent. See, e.g., *The Wendy’s Co.* (Apr. 10, 2019) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting a report assessing human rights risks of the company’s operations, including the principles and methodology used to make the assessment, the frequency of assessment and how the company would use the assessment’s results, where the company had a code of ethics and a code of conduct for suppliers and disclosed on its website the frequency and methodology of its human rights risk assessments); *Oshkosh Corp.* (Nov. 4, 2016) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting six changes to the company’s proxy access bylaw, where the company amended its proxy access bylaw to implement three of six requested changes); *MGM Resorts International* (Feb. 28, 2012)

* Citations marked with an asterisk indicate Staff decisions issued without a letter.

(permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting a report on the company's sustainability policies and performance, including multiple objective statistical indicators, where the company published an annual sustainability report); *Exelon Corp.* (Feb. 26, 2010) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting a report disclosing policies and procedures for political contributions and monetary and non-monetary political contributions, where the company had adopted corporate political contributions guidelines).

In particular, the Staff has permitted exclusion of proposals under Rule 14a-8(i)(10) where a company satisfied the essential objective of a proposal seeking disclosure relating to the company's child labor practices even if the proposal had not been implemented exactly as proposed by the proponent. For example, in *Gap, Inc.* (Mar. 16, 2001), the Staff permitted exclusion under Rule 14a-8(i)(10) of a proposal requesting that the company prepare a report on the child labor practices of its suppliers. In arguing that the proposal had been substantially implemented, the company referred to its existing website disclosure, including a code of vendor conduct, which specifically forbid the use of child labor and required the company's suppliers to comply with all applicable child labor laws. Although the proposal appeared to contemplate that, in addition to disclosure of the child labor practices of the company's suppliers, the company also study the "steps required to implement programs to eliminate child labor, provide for schooling, and employ adult family members of underage workers at [company] vendors," the Staff concluded that the company had substantially implemented the proposal. Similarly, in *The Limited, Inc.* (Mar. 3, 1996), the Staff permitted exclusion under Rule 14a-8(i)(10) of a proposal requesting that the company prepare a report that describes the company's actions to ensure that it does not do business with foreign suppliers who manufacture items for sale in the United States using, among other things, child labor. In arguing that the proposal had been substantially implemented, the company referred to its global vendor compliance policy, which required that the company's suppliers agree to compliance standards that forbid child labor. Although the proposal appeared to contemplate disclosure of an explanation of how such matters are to be presented to or discussed by shareholders, the Staff concluded that the company had substantially implemented the proposal. *See also, e.g., Apple Inc.* (Dec. 17, 2020)* (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting that the board of directors report to shareholders on the company's management systems and processes for implementing human rights policy commitments regarding freedom of expression and access to information, where the company already disclosed the requested information in the company's human rights policy, business conduct policy, transparency report, legal process guidelines, supplier code of conduct, supplier responsibility standards and 2020 supplier responsibility progress report, among other disclosures); *PPG Industries Inc.* (Jan.

16, 2020)* (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting that the board of directors prepare a report on the company's processes for "implementing human rights commitments within company-owned operations and through business relationships," where the requested information already was disclosed in the company's global code of ethics, global supplier code of conduct, supplier sustainability policy and sustainability report, among other disclosures).

GM has substantially implemented the Proposal, the essential objective of which is to seek disclosure concerning the extent to which GM's business plans involve, rely or depend on child labor outside the United States. In particular, the Proposal's supporting statement notes that "[s]hareholders have the right to know the extent to which . . . [GM's] business plans rely on or involve the direct or indirect exploitation of child labor and/or the violation of the human rights of child workers outside the United States."

GM already provides extensive disclosure relating to its position on the use of child labor. In particular, GM has a zero tolerance policy regarding the use of child labor. As disclosed in GM's Human Rights Policy,¹ GM works "to protect the rights of everyone working for and with GM" and GM endeavors "to partner with companies that share [its] values and position on human rights." In this respect, GM complies with and expects its suppliers and other business partners to comply with "laws that promote safe working conditions and individual security; laws prohibiting forced labor; prohibitions on the employment of underage children; prohibitions on human trafficking; prohibitions on harassment and unlawful discrimination; and laws that ensure freedom of association and the right to engage in collective bargaining." The Human Rights Policy also notes that GM has "put in place several reporting mechanisms and [has] strong anti-retaliation policies" and that GM monitors "[its] operations, [its] partners and [its] suppliers for potential violations and take[s] action if violations occur, up to and including termination of employment or contract."

In addition, GM's Code of Conduct stresses that GM respects "the human rights and dignity of people throughout [its] operations and global supply chain" and that GM "compl[ies] and expect[s] [its] suppliers to comply with . . . laws prohibiting forced labor; the employment of underage children; [and] human trafficking."² GM's Supplier Code of Conduct also affirms that "[s]uppliers will not

¹ See *GM's Human Rights Policy*, available at <https://investor.gm.com/static-files/d57c0f45-7492-479c-802f-8b2d51873581> and attached hereto as Exhibit B.

² See *GM's Code of Conduct*, available at <https://investor.gm.com/static-files/265a1dc0-adc5-4d38-ab41-2c58e575692d> and relevant excerpts of which are attached hereto as Exhibit C.

use child labor” and that “GM has a zero tolerance policy regarding the employment of children where the age of employment is not in accordance with applicable laws.”³

Moreover, GM’s 2020 Sustainability Report notes that GM actively manages and monitors “[t]he upholding of ethical behavior by direct and indirect suppliers, especially around issues such as child labor, forced or slave labor, abusive treatment or corrupt business practices” and that GM’s terms and conditions for its suppliers “clearly state [GM’s] prohibition against any use of child labor or any other form of forced or involuntary labor, abusive treatment of employees or corrupt business practices in the supplying of goods and services to GM.”⁴ In furtherance of GM’s zero tolerance policy for child labor, in November 2021, GM announced that it joined the Initiative for Responsible Mining Assurance (the “IRMA”), which “advances responsible mining practice through a comprehensive set of standards covering the four principles of Business Integrity, Planning for Positive Legacies, Social Responsibility and Environmental Responsibility.”⁵ In particular, GM notes that it “is committed to the responsible sourcing of the mined materials needed for EV production” and that “GM recognizes the important role [it] play[s] within [its] supply chain” and is “committed to making sure it reflects [GM’s] dedication to social and environmental priorities.”

Given the extensive disclosure in GM’s Human Rights Policy, Code of Conduct, Supplier Code of Conduct and 2020 Sustainability Report, and announcement that GM has joined the IRMA, GM already has publicly disclosed the extent to which its business plans involve, rely or depend on child labor outside the United States. Therefore, GM has satisfied the Proposal’s essential objective and thus its public disclosures compare favorably with those requested by the Proposal.

Accordingly, the Proposal should be excluded from GM’s 2022 proxy materials pursuant to Rule 14a-8(i)(10) as substantially implemented.

³ See *GM’s Supplier Code of Conduct*, available at <https://investor.gm.com/static-files/03da1ba8-5cbc-4e6b-b242-79fd50691c5d> and attached hereto as Exhibit D.

⁴ See *GM’s 2020 Sustainability Report*, available at https://www.gmsustainability.com/_pdf/resources-and-downloads/GM_2020_SR.pdf and relevant excerpts of which are attached hereto as Exhibit E.

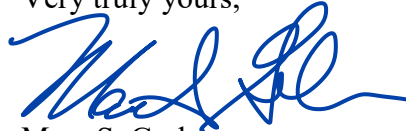
⁵ See *GM’s GM Joins Initiative to Certify Sustainability and Human Rights in EV Supply Chain*, available at <https://media.gm.com/media/us/en/gm/news.detail.html/content/Pages/news/us/en/2021/nov/1130-sustainability.html> and attached hereto as Exhibit F.

V. Conclusion

Based upon the foregoing analysis, GM respectfully requests that the Staff concur that it will take no action if GM excludes the Proposal from its 2022 proxy materials.

Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of GM's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Please do not hesitate to contact the undersigned at (202) 371-7233.

Very truly yours,



Marc S. Gerber

Enclosures

cc: John Kim
Assistant Corporate Secretary and Lead Counsel
General Motors Company

Paul Chesser
Director, Corporate Integrity Project
National Legal and Policy Center

EXHIBIT A

(see attached)

National Legal and Policy Center

"promoting ethics in public life"



December 2, 2021

Ms. Ann Cathcart Chaplin
Corporate Secretary
General Motors Company
300 Renaissance Center
Mail Code 482-C25-A36
Detroit, MI 48265

VIA UPS & EMAIL: [REDACTED]

Dear Ms. Chaplin/Corporate Secretary:

I hereby submit the enclosed shareholder proposal ("Proposal") for inclusion in General Motors Company's ("Company") proxy statement to be circulated to Company shareholders in conjunction with the next annual meeting of shareholders. The Proposal is submitted under Rule 14(a)-8 (Proposals of Security Holders) of the U.S. Securities and Exchange Commission's proxy regulations.

National Legal and Policy Center (NLPC) is the beneficial owner of 100 shares of the Company's common stock with a value exceeding \$2,000, which shares have been held continuously for more than a year prior to this date of submission. NLPC intends to hold the shares through the date of the Company's next annual meeting of shareholders. A proof of ownership letter is forthcoming and will be delivered to the Company.

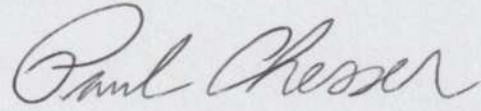
The Proposal is submitted in order to promote shareholder value by requesting the Board of Directors to adopt a policy for full disclosure of child labor and human rights in the Company's supply chain. Either an NLPC representative or I will present the Proposal for consideration at the annual meeting of shareholders.

I am able to meet with the Company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the proposal. I can be reached at [REDACTED] or at [REDACTED]. I am available Monday through Friday from 9am to 5pm, Eastern Time.

If you have any questions, please contact me at the above phone number. Copies of correspondence or a request for a "no-action" letter should be forwarded to me at [REDACTED]

[REDACTED]

Sincerely,

A handwritten signature in cursive script that reads "Paul Chesser". The signature is written in dark ink and is positioned below the word "Sincerely,".

Paul Chesser
Director
Corporate Integrity Project

Enclosure: "Request for Disclosure of Child Labor
and Human Rights" proposal

Request for Disclosure of Child Labor and Human Rights

RESOLVED:

Shareholders request that, beginning in 2022, General Motors Company report to shareholders on the extent to which its business plans with respect to electric vehicles may involve, rely or depend on child labor outside the United States.

Supporting Statement:

General Motors Company's business plans involve the promotion of electric vehicles. General Motors hopes to profit from the sales of such vehicles.

But according to Amnesty International and media reports:

- Cobalt is an expensive metal used in electric car batteries;
- 59% of the global cobalt supply comes from the Democratic Republic of the Congo;
- Cobalt mining in the Congo is often done by children — as many as 40,000 — working in brutal and unsafe conditions. A euphemism for these children is “informal” workers;
- Many of these children are injured and killed in these conditions;
- Such child labor is a gross violation of human rights.

More information on these human rights violations may be found at <https://bit.ly/31pxaCq> .

Shareholders have the right to know the extent to which, if any and intentionally or not, General Motors Company's business plans rely on or involve the direct or indirect exploitation of child labor and/or the violation of the human rights of child workers outside the United States.

EXHIBIT B

(see attached)

Human Rights Policy

Introduction

General Motors Company (GM) understands that long-term success starts with a company's value system and a principled approach to doing business. This policy strives to make clear and transparent how we define, approach, govern and support universal human rights and dignity of people throughout our operations, our communities in which we operate, and our global supply chain.

Guidance

This policy reinforces our values, principles, policies, and practices and is guided by the UN Global Compact which GM became a signatory to in December, 2015. This policy also acknowledges internationally recognized human rights principles and is informed by the United Nations Guiding Principles on Business and Human Rights and its foundational principles for business enterprises, including those expressed in the International Bill of Human Rights and the International Labour Organization's Declaration on Fundamental Principles and Rights at Work.

We Do What's Right

As a company, we work to protect the rights of everyone working for and with GM. We appreciate the contributions of every member of our team and maintain a workplace where employees are treated with dignity and respect and free from harassment and unlawful discrimination. We look to partner with companies that share our values and position on human rights. We support the communities in which we operate and are committed to engage with our stakeholders taking into account their views as we conduct our business.

We employ ethical recruitment practices and prohibit recruiters from charging recruitment fees to potential employees and from withholding identity documents. Where our employees have employment contracts, we provide access to those contracts. We pay fair wages.

We view diversity and inclusion as a strength. We respect what each individual brings to our team, including background, education, gender, race, ethnicity, working and thinking styles, sexual orientation, gender identity and/or expression, veteran status, religious background, age, generation, disability, cultural expertise, and technical skill.

We recognize that around the world women face discrimination, lack access to skills and training, and often lack protection of basic rights and laws. We support women's rights and economic inclusion, including support for equal pay.

We are committed to respecting the privacy of individuals, including employees and customers. We follow globally recognized privacy principles and strive to implement reasonable and appropriate practices in our collection, use, and sharing of personal information about individuals.

We comply and expect our suppliers and other business partners to comply with laws that promote safe working conditions and individual security; laws prohibiting forced labor; prohibitions on the employment of underage children; prohibitions on human trafficking; prohibitions on harassment and unlawful discrimination; and laws that ensure freedom of association and the right to engage in collective bargaining.

Monitoring & Reporting

We put in place several reporting mechanisms and have strong anti-retaliation policies. We monitor our operations, our partners and our suppliers for potential violations and take action if violations occur, up to and including termination of employment or contract. Employees, suppliers, contractors, or others can report any incidents or concerns using GM's [Awareline](#) 24 hours per day, 7 days per week by phone, Web, email, postal service or fax.

We report our actions and engagement on human rights in our annual sustainability report. We also make public on our website our values, principles, policies, and practices that this policy reinforces.

EXHIBIT C

(see attached)

GENERAL MOTORS



GM'S CODE OF CONDUCT

WINNING WITH INTEGRITY



HUMAN RIGHTS

We respect the human rights and dignity of people throughout our operations and global supply chain. We comply and expect our suppliers to comply with: laws that promote safe working conditions and individual security; laws prohibiting forced labor; prohibitions on the employment of underage children; prohibitions on human trafficking; and laws that ensure freedom of association and the right to engage in collective bargaining.

DIGNITY AND RESPECT

As a company, we work to protect the rights of everyone working for and with GM.

That's why we:

- Pay fair wages.
- Support the rights of all workers, including women, to work free from discrimination and unequal treatment.
- Value diversity and inclusion.
- Have meaningful grievance mechanisms in place.
- Have a strong anti-retaliation policy.

HOLDING THIRD PARTIES ACCOUNTABLE

We are careful to select third parties who are committed to treating all workers with dignity and respect. If your work involves selecting or managing third parties, practice due diligence. Make sure they comply with our Code and the law and that they honor our commitment to respecting fundamental rights. Be vigilant. Hold them accountable and monitor their activities. If you suspect behavior that fails to meet our Code, you should notify your supervisor or report it to the internal resources referenced in our Code. We respond appropriately when we become aware of violations, up to and including termination of contract.

If you witness or suspect a violation of human rights, [speak up](#).



WHICH WAY?

Q – I saw a news article that says a contractor my coworker is considering for an upcoming project has been known to use child labor. I'm not involved in the decision, so is it my place to say anything?

A – Yes. Selecting a partner that has a history of engaging in human rights abuses is against GM's values and could put our company at risk. You should tell your coworker or another appropriate internal resource what you know about the contractor to help inform GM's decision.

EXHIBIT D

(see attached)

SUPPLIER CODE OF CONDUCT

This Supplier Code of Conduct articulates General Motors Company's ("GM") expectations of the conduct of suppliers and business partners doing business with GM ("suppliers"). Suppliers are expected to understand and act consistent with GM's approach to integrity, responsible sourcing, and supply chain management. GM expects that its suppliers will cascade similar expectations through their own supply chains.

GM expects to do business with suppliers that meet our standards and behave consistent with, and positively reflect, GM's values throughout the supply chain. GM chooses its suppliers carefully, and expects that they will satisfy contractual requirements, comply with laws, regulations, and act in a way consistent with the principles and values of our GM Code of Conduct, Winning with Integrity, and this Supplier Code of Conduct.

HUMAN RIGHTS

Forced Labor

Suppliers will not use slave, prisoner or any other form of forced or involuntary labor. Suppliers must take reasonable measures to ensure that all of their employees understand the terms of their employment.

Child Labor

Suppliers will not use child labor. GM has a zero tolerance policy regarding the employment of children where the age of employment is not in accordance with applicable laws.

Human Trafficking

Suppliers will not engage, directly or indirectly, in human trafficking. GM prohibits human trafficking abuses.

Conditions of Employment

Suppliers will comply with applicable laws regulating work hours, wages and benefits. Employees must be paid in a timely fashion that meets or exceeds legal minimum standards.

Labor Brokers

If necessary for a supplier to use a labor broker, the supplier will ensure the broker employs ethical recruitment practices, complies with applicable laws, and does not withhold identity documents.

Harassment & Discrimination

Suppliers will not discriminate on the basis of gender, color, race, national origin, religion, sexual orientation, age, veteran status, disability or gender identity. Harassment or discrimination of any kind will not be tolerated.

Freedom of Association and Collective Bargaining

Suppliers will comply with applicable laws that recognize and respect the rights of employees to freedom of association and collective bargaining.

HEALTH & SAFETY

Workplace

Suppliers will provide clean, healthy and safe environments for their employees that meet or exceed legal standards. Suppliers will have safety procedures for their employees and tracking tools that drive to a goal of zero workplace safety incidents. Supplier employees will have the right to refuse work and report any conditions that do not meet these criteria.

Vehicle

Suppliers and contractors will promptly communicate any safety concern related to GM vehicles. “Speak Up for Safety” is a program that suppliers and contractors working on behalf of GM can use to report vehicle safety concerns and make suggestions to improve safety. Safety concerns or suggestions can be made at any time by reporting them using one of several methods outlined in the link below.

ENVIRONMENT

Continuous Improvement

Suppliers will increase efficiency throughout their companies and take measures to reduce their carbon footprint, energy use, water use, wastes, and other emissions. Over time, GM expects suppliers will establish targets and be transparent in their progress toward their targets.

Responsible Stewardship

Suppliers will look to conserve resources and protect the communities and environment that surround them. GM encourages its suppliers to develop and diffuse environmentally friendly technologies and to increase the use of renewable energies.

BUSINESS INTEGRITY

Anti-Corruption/Anti-Bribery

Suppliers will not tolerate corruption, bribery, embezzlement or fraud in any form. This includes giving or receiving anything of value, including money, gifts or unlawful incentives to improperly influence negotiations or any other dealings with governments and government officials, customers, or any other third parties.

Ethical Behavior

Suppliers will avoid conflicts of interest and operate honestly and ethically throughout the supply chain and in accordance with applicable law, including those laws pertaining to: anti-competitive business practices, respect for and protection of intellectual property, company and personal data, export controls and economic sanctions.

Reporting and Non-Retaliation

Suppliers will provide an adequate mechanism for their employees to report integrity concerns, safety issues and misconduct without fear of retaliation. Suppliers will also appropriately investigate reports and take corrective action, if needed. Suppliers will prohibit retaliation.

Stakeholder Engagement

Suppliers will communicate these or substantially similar codes to their suppliers and subcontractors. Suppliers will continuously improve their sustainability and stakeholder engagement progress. GM also encourages suppliers to work closely with local communities to implement projects and strategies that improve the community and those who live there.

Suppliers will develop and implement appropriate internal business processes and policies to ensure compliance with applicable law and this Supplier Code of Conduct. Suppliers will be able to demonstrate compliance with this Code upon our request and will take any action to correct any non-compliance.

Reporting Integrity Concerns to GM

Subject to any restriction posed by law, suppliers will promptly inform GM of any concern related to issues governed by this Supplier Code of Conduct. GM policy prohibits retaliation against any person reporting such a concern. To report a concern, suppliers can always speak directly to their GM Global Purchasing and Supply Chain representative. In addition, the GM Awareline allows employees, contractors, suppliers and others to report concerns of misconduct affecting GM. Individuals can file a report 24 hours a day, 7 days a week by phone, web, or email. Individuals filing reports on the GM Awareline can remain anonymous, as permitted by law. The regional link to access information for GM's Awareline is located [here](#).

GM POLICIES

This Supplier Code of Conduct draws upon several of GM's policies, principles and practices. We encourage individuals to directly access and familiarize themselves with the following GM policies:

GM's Code of Conduct, [Winning with Integrity](#)

GM's [Human Rights Policy](#)

GM's [Conflict Minerals Policy](#)

GM's [Speak Up for Safety](#)

EXHIBIT E

(see attached)



2020 SUSTAINABILITY REPORT

DRIVING SUSTAINABLE VALUE



TOPICS FOR ACTIVE MANAGEMENT AND MONITORING (cont.)		
Job Stability & Security	Long-term employment that can withstand economic challenges, and in which workers receive adequate support in the event of displacement.	
Process & Business Innovation	Forward-looking improvements made to GM's manufacturing operations and the development of new business services, models and markets.	
Renewable Energy	The use of clean and renewable energy sources to reduce the emissions of GM operations.	
Responsible Raw Material Sourcing	The practice of procuring raw materials in a way that respects human rights, supports local economies, preserves finite resources and protects human and environmental health.	
Responsible Sourcing and Supply Chain Management	Ensuring that policies and procedures are in place that hold suppliers accountable to GM's own standards of conduct.	
STEM Education	Initiatives and partnerships promoting Science, Technology, Engineering and Math (STEM) education to address the impending talent gap as the demand for technological innovation increases.	
Supplier Diversity	The sourcing of products and services from a diverse set of suppliers, especially small businesses and certified diverse owned enterprises.	
Supply Chain Environmental Impacts	Working with suppliers and holding suppliers accountable to reduce their environmental impacts, such as energy and water use, carbon emissions and waste.	
Supply Chain Human Rights	The upholding of ethical behavior by direct and indirect suppliers, especially around issues such as child labor, forced or slave labor, abusive treatment or corrupt business practices.	
Talent Recruitment & Retention	Attracting and keeping the best talent in order to stay competitive and relevant as a company.	
Waste Reduction/ Management	Eliminating waste in GM operations; minimizing the amount of waste sent to landfill through reuse and recycling initiatives; and responsibly managing the use and disposal of hazardous materials.	
Water Management	Reducing the use of water in GM's operations and disposing of it responsibly, with a focus on conservation and reuse, particularly in water-stressed regions.	



SUPPORTING SUPPLIER RESPONSIBILITY

Supply Chain Compliance



We place high expectations of excellence and ethical conduct on our suppliers, who are expected to act in a way that is consistent with our principles and values.

2,000+

suppliers participated in supplier compliance surveys in 2020.

Likewise, GM employees must hold suppliers they work with accountable for acting in a manner that is consistent with our Code of Conduct, Winning with Integrity.

Our Supplier Code of Conduct and purchase contract Terms and

Conditions set forth expectations for ethical social, business and environmentally responsible practices. By choosing to do business with GM, our suppliers accept our purchase contract Terms and Conditions. Our Terms and Conditions clearly state our prohibition against any use of child labor or any other form of forced or involuntary labor, abusive treatment of employees or corrupt business practices in the supplying of goods and services to GM.

Furthermore, our contracts lay out expectations for lawful compliance with data protection and privacy, wages, hours and conditions of employment, subcontractor selection, antidiscrimination, and occupational health and safety. GM also expects suppliers to cascade a Code of Conduct in their own value chain.

When we become aware of violations or alleged violations to our Code of Conduct, we are committed to responding swiftly and appropriately, up to and including the termination of business relationships. Suppliers must attest to compliance with our Terms and Conditions, Supplier Code of Conduct and all applicable laws and regulations. GM conducts annual verification surveys to validate adherence to these obligations, and noncompliance is addressed directly with suppliers through its Supplier Champion process. In 2019, just under 600 suppliers were included in the survey. In 2020, participation increased, and survey responses were collected from over 3,000 suppliers, including all of our suppliers for production, logistics, and customer care



EXHIBIT F

(see attached)



GM Joins Initiative to Certify Sustainability and Human Rights in EV Supply Chain

2021-11-30

DETROIT – Today, General Motors announced it has joined the Initiative for Responsible Mining Assurance (IRMA), adding another element to company programs that support the sustainability and human rights of the EV supply chain.

IRMA advances responsible mining practice through a comprehensive set of standards covering the four principles of Business Integrity, Planning for Positive Legacies, Social Responsibility and Environmental Responsibility.

As automotive battery demand expands globally, access to battery materials is of increasing importance. Given the critical role of EVs in reducing the carbon footprint of the transportation sector, GM is committed to the responsible sourcing of the mined materials needed for EV production.

“GM recognizes the important role we play within our supply chain, and we’re committed to making sure it reflects our dedication to social and environmental priorities,” said Shilpan Amin, GM vice president, Global Purchasing and Supply Chain. “Joining IRMA will help us conduct business with suppliers and partners whose standards and actions align with our approach to integrity, responsible sourcing and supply chain management. As we shift to an all-electric future, we look forward to helping advance the establishment of a responsible mining industry alongside other IRMA members.”

GM already requires suppliers to meet its standards and adhere to company values throughout the supply chain. The IRMA certification builds on this requirement as it encourages comprehensive, third-party assessments of mining practices while advancing a range of issues including health and safety, waste management, and compliance with local and international laws. GM’s work with the initiative will also foster collaboration with other companies to share best practices and drive transformation of the mining industry toward more responsible operations.

“With GM’s engagement in IRMA membership, a strong signal is being sent that the company’s commitment to safety, inclusivity and climate response reaches all the way up their supply chains to the lands and communities where raw materials are sourced,” said Aimee Boulanger, executive director of IRMA. “This powerful message has the opportunity to forward value for greater environmental and social responsibility around the world. We are thrilled to work together for a shared purpose.”

Membership in the initiative is the latest development in GM’s commitment to promote the sustainability of an all-electric future. In recent months, GM has announced:

- The company will reduce the use of cobalt, one of the mined materials essential to battery manufacturing. GM’s Ultium battery system requires 70 percent less cobalt.
- A commercial collaboration with Controlled Thermal Resources (CTR), allowing GM to extract local, low-cost lithium using a closed-loop, direct extraction process with no production tailing and lower carbon dioxide emissions when compared with traditional processes.
- A collaboration between Ultium Cells LLC and Li-Cycle to recycle up to 100 percent of the material scrap from battery cell manufacturing. The new recycling process will allow Ultium Cells to recycle battery materials, including cobalt, nickel, lithium, graphite, copper, manganese and aluminum. Ninety-five percent of these materials can be used in the production of new batteries or for adjacent industries.
- A strategic supplier agreement with Wolfspeed, Inc. (NYSE: WOLF) related to silicon carbide power device solutions that will enable GM to install more efficient EV propulsion that can result in longer EV range while lowering weight and

conserving space.

- An MOU with GE Renewable Energy (NYSE: GE) to evaluate opportunities to improve supplies of heavy and light rare earth materials and magnets, copper and electrical steel used for manufacturing of electric vehicles and renewable energy equipment. Together, the companies will seek policies that are supportive of the establishment of secure, North American and European based supply chains for rare earth, copper and electrical steel materials needed to support EV and renewable power generation growth.

As it scales up EV production, GM plans to continue advancing sustainability within the EV life cycle through investment and innovation.

General Motors (NYSE:GM) is a global company focused on advancing an all-electric future that is inclusive and accessible to all. At the heart of this strategy is the Ultium battery platform, which will power everything from mass-market to high-performance vehicles. General Motors, its subsidiaries and its joint venture entities sell vehicles under the [Chevrolet](#), [Buick](#), [GMC](#), [Cadillac](#), [Baojun](#) and [Wuling](#) brands. More information on the company and its subsidiaries, including [OnStar](#), a global leader in vehicle safety and security services, can be found at <https://www.gm.com>.



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