

# General Motors Investment Management Corporation

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This Brochure provides information about the qualifications and business practices of General Motors Investment Management Corporation (“GMIMCo”). If you have any questions about the contents of this Brochure, please contact the Chief Compliance Officer (the “CCO”) at 212-418-6307 and/or david.hartman@gm.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

GMIMCo is a registered Investment Adviser. Registration of an Investment Adviser does not imply a certain level of skill or training.

Additional information about GMIMCo also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

GMIMCo holds a 49% ownership interest in Performance Equity Management, LLC (“PEM”), an SEC-registered investment adviser (SEC File No. 801-60051/CRD No. 110207), which ownership interest entitles GMIMCo, subject to Board approval, to receive distributions of net fee income, if any, along with the other owner of PEM. PEM entered into a subadvisory agreement (the “Subadvisory Agreement”) with GMIMCo pursuant to which PEM, as a subadvisor to GMIMCo, provides non-discretionary advisory services with respect to certain clients of GMIMCo, including the Plans. Effective January 1, 2017 GMIMCo no longer has an equity interest in PEM. PEM will continue to provide non-discretionary investment advisory services to GMIMCo, pursuant to a new Investment Management Agreement between GMIMCo and PEM dated January 1, 2017.

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#### Item 4 – Advisory Business

General Motors Investment Management Corporation ("GMIMCo") was formed as a Delaware corporation in 1990 and registered with the U.S. Securities and Exchange Commission (the "SEC") as an investment adviser in 1992. As of December 31, 2015, GMIMCo had a total of \$71,045,323,534 in assets under management, all of which was managed on a discretionary basis and none on a non-discretionary basis.

GMIMCo is a wholly-owned subsidiary of General Motors Asset Management Corporation ("GMAM"), a holding company that is wholly-owned by General Motors Holdings LLC ("GM Holdings") which, in turn, is a wholly-owned subsidiary of General Motors Company ("GM").

GMIMCo currently provides discretionary investment management services to clients across a diversified range of products and strategies, including investment in return seeking assets (e.g., equities, real estate, hedge funds and private equity) and hedging assets (e.g., physical high quality bonds and overlays to offset a pension plan's funded status volatility). See Item 5 (Fees and Compensation) and Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) for additional information.

Effective April 1, 2015, GMIMCo made a business decision to no longer manage and trade internal portfolios. GMIMCo's current trading activities are generally limited to Derivatives trading (mainly futures) for certain GMIMCo US clients. Distributed stock, if any, from private equity investments will be sold on behalf of GMIMCo clients by transition managers. As a result of the foregoing, GMIMCo generally engages external investment managers to implement the investment strategies for GMIMCo clients.

GMIMCo's clients largely consist of GM-affiliated pension plans (defined benefit and defined contribution employee benefit plans) in the United States and Canada, for which, in the case of U.S. plans, GMIMCo serves as named fiduciary for investment purposes; other clients include private investment funds and other entities. Prior to January 20, 2016, GMIMCo also managed one closed-end registered investment company, as further described below. See Item 7 (Types of Clients) for additional information.

In 2010, GMIMCo and its affiliates determined to exit the majority of their third-party business, resulting in the discontinuation of marketing efforts to unaffiliated clients and prospects and the termination of most unaffiliated client accounts. Currently, the nature of services provided by GMIMCo, is generally tailored to those of GMIMCo's affiliated clients, mainly the GM-affiliated pension plans, and certain other remaining affiliated and one non-affiliated client. GMIMCo continues to manage certain legacy long-term investments of an unaffiliated client such as direct real estate holdings, real estate funds, and private equity investments. GMIMCo does not receive any compensation or reimbursements with respect to services provided to its affiliated clients.

GMIMCo develops investment strategies in accordance with the investment guidelines and/or instructions of its clients. These strategies are designed with the goal of meeting the investment objectives of a client.

GMIMCo is affiliated with GM Investment Trustees Limited, a UK-based investment adviser that serves only UK-based clients and that is wholly owned by GMIMCo's parent GMAM.

GMIMCo is also the investment adviser to and Manager of GMAM Absolute Return Strategies Fund, LLC, with respect to its series GMAM Absolute Return Strategy Fund I (the "GMAM ARS Fund I"), a privately-offered limited liability company that focuses primarily on investments in private funds, commonly known as hedge funds (this type of fund is commonly referred to as a "fund of hedge funds"), which invest or trade in a wide range of equity and debt securities, derivatives and currencies and which GMIMCo considers to be appropriate for an "absolute return" strategy. An "absolute return" strategy refers to a broad class of investment strategies that seek performance not correlated with the performance of major equity and debt market indices. The GMAM ARS Fund I, which was previously registered as a closed-end investment company under the Investment Company Act of 1940, as amended (the "1940 Act"), filed an application with the Securities and Exchange Commission on November 20, 2015 on Form N-8F seeking an order under section 8(f) of the 1940 Act for deregistration, and on January 20, 2016, the SEC issued an order granting such request. Therefore, the GMAM ARS Fund I is no longer registered under the 1940 Act, and operates as a private fund. The investors in the GMAM ARS Fund consist solely of GM-affiliated clients. GMIMCo does not manage any investment companies that are registered under the 1940 Act.

In certain instances GMIMCo may utilize a private investment fund structure for investments of its clients in certain sectors or asset classes. In such instances, GMIMCo or an affiliate may serve as the managing member or general partner of a fund and in such capacity may make a capital contribution. GMIMCo may also serve as the investment manager of any such fund. GMIMCo may invest assets on behalf of its clients in private investment funds or on a side-by-side basis with such funds.

If GMIMCo receives notice of a class action settlement, GMIMCo generally will direct the relevant Custodian/Trustee to determine if any accounts for which GMIMCo has management responsibility are eligible to participate in such settlement and, if so, to submit the necessary paper work to participate in such settlement.

GMIMCo does not participate in, or manage, any wrap fee programs or accounts.

## Item 5 – Fees and Compensation

GMIMCo currently does not receive any compensation for its services from GM-affiliated clients, and in the future, any compensation that GMIMCo may receive for its advisory services from GM-affiliated clients would be limited to reimbursement of expenses. GMIMCo's other clients (third-party or unaffiliated clients) are charged a set fee for

GMIMCo's investment management services, payable in arrears, which may vary depending upon the client and services provided. With respect to all clients, certain direct expenses, such as external manager fees, custodial fees and brokerage costs, are billed to clients as incurred. GMIMCo and/or its non-discretionary manager for private equity and debt investments, Performance Equity Management, LLC ("PEM") (or the general partner of a fund managed by PEM), may also receive fees or other compensation ("Portfolio Fees") directly or indirectly from companies whose securities are held directly or indirectly (e.g. via a fund) by GMIMCo clients and/or PEM discretionary fund (or the general partner of such a fund) (such companies, "Portfolio Companies"). Portfolio Fees include: (i) directors' fees received by GMIMCo and/or PEM (or a fund's general partner) or its employees; (ii) GMIMCo's and/or PEM's (or such fund's) pro rata portion of break-up fees received by GMIMCo and/or PEM (or such fund's general partner), or its employees; and (iii) consulting, commitment, advisory, monitoring and similar fees received by GMIMCo and/or PEM (or such fund's general partner) or its affiliates in respect of services provided to portfolio companies and investments made by GMIMCo and/or PEM (or the fund), in each case excluding any portion of those fees attributable to parallel and similar vehicles. Any such Portfolio Fees received by GMIMCo and/or PEM (or the general partner of a fund managed by PEM) will be used to offset the advisory fees payable by the applicable GMIMCo clients and/or PEM LLC discretionary fund and separate account clients, as applicable. For the avoidance of doubt, any such fees received from a co-investment sponsor in respect of a parallel vehicle, side-by-side investment or similar vehicle or investment, including any fees that may be payable to PEM (or the general partner of a fund managed by PEM) as a result of side-by-side investments by its clients, are not GMIMCo Portfolio Fees and will not be offset against GMIMCo's advisory fee. With respect to GMAM ARS Fund I, GMIMCo is currently waiving the contractual advisory fee in its entirety. In addition, investors in GMAM ARS Fund I indirectly bear their pro rata portion of the asset-based and performance-based management fees and other expenses incurred or charged by the underlying investment funds in which GMAM ARS Fund I invests.

GMIMCo provides separate account real estate investment management services to one unaffiliated client. As used herein, a "separate account" refers to both a separate account as well as a single-investor fund established for any particular client. GMIMCo's separate account real estate investment management services in the areas described below are provided under the following fee schedule (for clients using two or more of these services a blended rate may apply), depending on the type of investment management services selected:

#### Core Plus Real Estate Investment Management Services

Core Plus Real Estate investment management services clients are generally charged advisory fees consisting of a management fee and an acquisition fee. The management fee (generally payable quarterly in arrears) equals: (i) for direct investments, 0.65% per annum of the average value of such investments (adjusted for acquisitions and dispositions in the period), including debt, if any, and (ii) for

indirect investments, 1.0% per annum of the average equity value of such investments (inclusive of temporary equity), in both cases payable quarterly. The acquisition fee equals: (i) for a direct investment, 1.0% of the acquisition cost, including debt, if any, and amounts attributable to capital improvements for, the investment, and (ii) for an indirect investment, 0.5% of the equity invested in such investment.

### Opportunistic Real Estate Investment Management Services

Opportunistic Real Estate investment management services focus on investments in real estate investment funds that employ one or more opportunistic strategies. Direct investments may also comprise part of this strategy. Opportunistic Real Estate investment management services clients are generally charged advisory fees consisting of a management fee and an acquisition fee. The management fee (generally payable quarterly in arrears) equals 1.0% per annum on the average equity value of investments (inclusive of temporary equity), payable quarterly. The acquisition fee equals 0.6% of the equity invested in each investment.

The minimum account size for these real estate investment management services was \$25 million, subject to decrease by GMIMCo in its discretion, and the fee schedules set forth above for services were subject to increase for clients that did not meet the minimum account size. Advisory fees for real estate investment management services are negotiable by the client and may be different from those indicated above. Fees may vary depending on the particular investment objective and size of the separate account, among other factors. Cash balances in real estate investment management separate accounts may be invested in short-term investment vehicles sponsored by GMIMCo to the extent permitted by law.

### Item 6 – Performance-Based Fees and Side-By-Side Management

GMIMCo does not charge any performance-based fees.

### Item 7 – Types of Clients

GMIMCo provides discretionary and could provide non-discretionary investment management services to:

- 1) defined benefit and defined contribution employee benefit plans, including plans subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA");
- 2) a charitable organization;
- 3) private investment funds; and
- 4) certain other governmental and financial entities.

Certain clients are affiliated with GMIMCo. GMIMCo does not provide investment advice to individuals.

As previously stated, in 2010 GMIMCo changed its business model. GMIMCo is primarily focused on managing assets of GM-affiliated clients and does not actively market its services to unaffiliated entities, but continues to manage investments for certain unaffiliated clients, including long-term legacy real estate and private equity investments.

#### Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

GMIMCo's principal clients are various GM-affiliated pension plans (the "Plans"). The investment functions that GMIMCo performs on behalf of the Plans include collaborating with the clients (including Plan fiduciaries) and the Plan actuaries in setting investment policies, and implementing the selected policies. The Plans' investment policies are formulated to meet the plan sponsors' objectives, consistent with the Plan fiduciaries' fiduciary duty to participants, and they are approved by such fiduciaries. In conjunction with the Plans' actuaries, GMIMCo prepares and provides analyses, including sensitivity analyses and risks associated with alternative portfolios, and recommendations to facilitate the development of appropriate investment policies. GMIMCo is responsible for implementing the selected investment policies across a diversified range of products and strategies, as appropriate, including investments in return-seeking assets (e.g., equities, real estate, hedge funds and private equity) and hedging assets (e.g., physical high quality bonds and overlays to offset a Plan's funded status volatility). Different types of securities feature different return expectations and, accordingly, present different degrees of investment risk (i.e., risk of loss), which the Plan fiduciaries may bear in the pursuit of the Plans' investment objectives. By virtue of GMIMCo's business decision to cease internally managing and trading securities portfolios, GMIMCo generally engages external investment managers to implement the investment strategies for GMIMCo clients, including the Plans; certain internal GMIMCo portfolio managers, aside from oversight responsibilities for the external investment managers, as applicable, will also be responsible for the limited internal trading to be effected on behalf of certain GMIMCo clients.

Typically, an important concern for a pension plan's fiduciaries is to protect the funded status (i.e., market value of assets relative to present value of estimated liabilities) of a pension plan. GMIMCo, on behalf of the Plans, seeks to broadly diversify the asset mix to the extent practicable with the goal of mitigating funded status volatility. Risk mitigation and hedging strategies used in this regard may include use of derivatives, both listed and over-the-counter. Risk mitigation has become an increasingly important consideration for certain of GMIMCo's Plan clients, particularly since 2003. Significant modifications in the Plans' investment policies during recent years, in addition to certain corporate initiatives aimed at decreasing the liabilities of certain GMIMCo Plan clients, have reduced the expected likelihood of a material drop in funded status or a high degree of volatility in the funded status of such Plans (to varying degrees for different Plans). The availability and costs of certain of the hedging strategies described above could be impacted by the various regulatory initiatives related to the Dodd-Frank Wall Street Reform and Consumer Protection Act.



GMIMCo also serves as named fiduciary for investment purposes with respect to GM-affiliated U.S. Defined Contribution plans, and provides discretionary and could provide non-discretionary advice to certain other affiliated and non-affiliated clients. All clients are advised of the risks associated with the different types of securities in which they may be invested.

### Specific Product Offerings

GMIMCo also maintains specific investments for a limited number of unaffiliated clients (as well as for the GM-affiliated clients) in the Core Plus/Opportunistic real estate strategies and private equity. An investment in one of these products could be considered speculative, entailing substantial risk and not suitable for all investors, and should be viewed as part of an overall investment strategy. Further, these investments should only be made by investors who understand the nature of the investments, do not require more than limited liquidity in the investment, and can bear the economic risk of the investment. Investors in a private fund or privately held company may have no right to or a limited right to redeem or transfer their interests. See the discussion below for additional information.

Real Estate. Core Plus investments generally are direct investments in income-producing, real estate assets located across the U.S. Such investments may be leveraged, generally at debt levels of about 50-60%. GMIMCo believes that they offer a low to moderate risk profile, although there is always the possibility that significant losses will occur. Opportunistic investments are either direct or fund investments generally have lower current income and involve non-stable, value added, or development investments or investments in select non-U.S. markets. They are usually leveraged at a higher level than Core Plus investments and would typically have a higher risk profile. GMIMCo believes that the risks posed by both of these products can be mitigated by diversification (both within the strategy and among other strategies).

GMAM ARS Fund I. As mentioned earlier, GMAM ARS Fund I, which is a limited liability company and is operated as a private fund in reliance on exemptions from the 1940 Act, is what is commonly known as a "fund of hedge funds," designed to produce returns that are less correlated over time to the performance of traditional asset classes like equities and fixed income. GMAM ARS Fund I's investors consist solely of GM-affiliated clients. The confidential offering memorandum for GMAM ARS Fund I, pursuant to which its interests may be offered, sets forth in detail the risks associated with an investment in GMAM ARS Fund I and the underlying hedge funds' styles of investing.

Private Equity. Through a non-discretionary investment management agreement with GMIMCo, PEM provides non-discretionary private equity and debt advisory services for GMIMCo clients through direct and partnership investments in buyouts, venture capital, distressed and mezzanine transactions. In addition, PEM manages private investment funds and separate accounts for third party clients. Please refer to PEM's Form ADV for more information.

## Item 9 – Disciplinary Information

GMIMCo is not aware of any legal or disciplinary events to report that would be material to your evaluation of GMIMCo's advisory business or the integrity of GMIMCo's management.

## Item 10 – Other Financial Industry Activities and Affiliations

GMIMCo previously held a 49% ownership interest in PEM, a SEC-registered investment adviser (SEC File No. 801-60051/CRD No. 110207).

PEM serves as the sole manager of limited liability companies ("LLCs") formed to serve as the general partner of limited partnerships and/or as a member of limited liability companies (collectively, "PEM Funds") that invest in (i) equity, equity-related and distressed debt securities in operating or financial companies through privately negotiated transactions; and (ii) private investment funds or separate accounts that invest in equity and debt securities, including buy-out, venture capital and distressed debt investment funds. GMIMCo owns an interest in certain of these LLCs that varies based on the particular PEM Fund. Certain former employees of GMIMCo and its affiliates may participate along with GMIMCo in the carried interest paid by such PEM Funds.

From time to time, GMIMCo personnel may serve on a portfolio company's board of directors or otherwise act to influence management of portfolio companies, although no GMIMCo personnel do so at this time. GMIMCo personnel may also serve on advisory boards of private funds in which clients have invested. Purchases of securities by GMIMCo personnel in such portfolio companies or private funds are subject to the GMIMCo Code of Ethics discussed below.

Certain issuers of securities and certain GMIMCo clients may be suppliers to GM or its affiliates or purchasers of products of GM or its affiliates. GMIMCo, as a subsidiary of GM, may have a conflict when determining whether to invest in or hold the securities of any such suppliers to GM or its affiliates, or purchasers of GM or its affiliates' products.

General Motors Financial Company, Inc. (formerly, AmeriCredit Corp.) ("GM Financial"), an auto finance company that is wholly-owned by GM Holdings, and certain other related financial services subsidiaries or entities with which it or GM may be associated, may issue various types of securities from time to time. Subject to applicable laws, GMIMCo and managers hired by GMIMCo may purchase or sell such securities. Any such purchase or sale may present a conflict for GMIMCo and/or any unaffiliated investment managers hired by GMIMCo as GM-affiliated entities may benefit therefrom. GM previously had an ownership interest in Ally Financial Inc. GM Financial has acquired the international operations of Ally Financial Inc. in Europe, China and Latin America.

As noted in the response to Items 4 and 10, above, GMIMCo or a related person may serve as a general partner, managing member or investment manager for the partnerships or pooled

vehicles mentioned therein. GMIMCo and its affiliates may have a conflict regarding any investment decision to invest in or withdraw client assets from a partnership or pooled vehicle managed by them.

#### Item 11 – Code of Ethics

GMIMCo has adopted a Code of Ethics (the “GMIMCo Code of Ethics”) describing its standards of business conduct and fiduciary duty to clients that applies to GMIMCo employees and certain other persons subject to the GMIMCo Code of Ethics (“Covered Persons”). The Code of Ethics includes provisions relating to the confidentiality of client information, conflicts of interest, political contributions, service on outside boards, misuse of material nonpublic information and personal securities trading procedures, among other things. GMIMCo also maintains a separate Gifts and Entertainment Policy with respect to ERISA clients (the “G&E Policy”) which, in addition to applicable policies of GM, pertains to acceptance and reporting of certain gifts, meals and business entertainment items and attendance at seminars. All Covered Persons must acknowledge the terms of the Code of Ethics and the G&E Policy annually, in addition to certain other policies, and acknowledge material amendments to the Code of Ethics.

The GMIMCo Code of Ethics includes provisions regarding transactions in certain securities, contracts and other investments (“Reportable Securities”). The GMIMCo Code of Ethics, among other things, restricts the purchase and sale by Covered Persons for their own accounts of Reportable Securities that, to the knowledge of such Covered Person, have been or are in the process of being purchased or sold for client accounts. Covered Persons are required to pre-clear personal transactions in certain Reportable Securities and to provide initial and annual reports of holdings of Reportable Securities and quarterly reports of transactions involving Reportable Securities. GMIMCo will provide a copy of the GMIMCo Code of Ethics to any client or prospective client upon request.

GMIMCo and its Covered Persons may come into possession from time to time of material nonpublic or other confidential information about companies which, if disclosed, might affect an investor's decision to buy, sell, or hold a security. GMIMCo and its Covered Persons are prohibited from improperly disclosing or using this information for their personal benefit or for the benefit of any person, regardless of whether the person is a client of GMIMCo, and will comply with all applicable legal and regulatory requirements in this respect.

GMIMCo may recommend the purchase or sale of securities for client accounts in which one or more of its officers, directors or employees (and members of their families) (“affiliated persons”), directly or indirectly, has a position or interest, or which an affiliated person buys or sells for himself or herself. These transactions also may include trading in securities in a manner that differs from or is inconsistent with the advice given to GMIMCo's clients. As a multinational corporation, GM, including its affiliates such as GMIMCo, engage in a broad range of activities, including private market investments for their own account, and provide

a broad range of services to customers and clients, some of which may result in conflicts of interest between a GMIMCo client, on the one hand, and GM, its affiliates and customers, on the other hand. For example, GMIMCo personnel involved in real estate investments may provide investment management services to GM-affiliated clients as well as other GMIMCo clients. In certain instances, and subject to applicable legal requirements, an investment in which GMIMCo or a related person has an interest may be sold to or purchased by a GMIMCo client.

Various clients of GMIMCo or its affiliates, including GM-affiliated clients, may invest on a side-by-side basis with private investment funds or other accounts, such as real estate or private equity accounts, managed by GMIMCo or its affiliates. In making allocation decisions, GMIMCo seeks to allocate investments among GMIMCo's and its affiliates' clients, including GM-affiliated clients, and the private investment funds or other clients, on a fair and equitable basis, including pursuant to such procedures as are detailed in private offering materials for a private investment fund and, with respect to real estate or certain private equity accounts, taking into account an account's guidelines established by the client. However, potential and actual conflicts of interest may arise when a client of GMIMCo or an affiliate has different investment characteristics, considerations (including regulatory or contractual restrictions) or guidelines than other clients or when deal allocation is limited. GMIMCo's policy is to allocate opportunities for its clients on a fair and equitable basis.

GMIMCo or an affiliate may serve as the managing member or general partner of private investment funds. In such capacity, GMIMCo or an affiliate may make a capital contribution to the funds and thereby participate in the funds' underlying investments.

GMIMCo's compensation from GM-affiliated clients is typically limited to reimbursement of expenses. In addition, various fee-paying clients may pay GMIMCo different fees for GMIMCo's investment management services. While different client compensation arrangements could provide an incentive to allocate certain favorable securities investments to higher fee paying clients to the disadvantage of lower fee or solely expense reimbursement clients, GMIMCo's business model helps to obviate such a risk. GMIMCo has separate client mandates; accordingly, with respect to the limited internal trading performed by GMIMCo, GMIMCo designates the accounts that will receive the traded securities, and in which amounts, on the account's trade ticket. GMIMCo does not otherwise engage in trade aggregation and allocation, other than with respect to partial fills, which are allocated among clients pursuant to GMIMCo's Trading Policy.

From time to time, subject to any applicable legal and regulatory requirements, the Real Estate and Alternative Investments Group of GMIMCo may refer operating companies in which client assets are invested to GM or a GM affiliate in appropriate cases. Such operating companies may establish contractual or other relationships with GM or a GM affiliate.

## Item 12 – Brokerage Practices

Effective April 1, 2015, GMIMCo made a business decision to no longer manage and trade internal portfolios. GMIMCo's current activities are generally limited to Derivatives trading (mainly futures) for certain GMIMCo U.S. clients. Distributed stock, if any, from private equity investments will be sold on behalf of GMIMCo clients by transition managers. As a result of the foregoing, GMIMCo generally engages external investment managers to implement the investment strategies for GMIMCo clients. External investment managers engaged by GMIMCo effect trading pursuant to such manager's trading policy; GMIMCo has retained the services of an unaffiliated third party service provider to assist it in analyzing and documenting its efforts to review best execution for externally-managed accounts as applicable, including those for equity securities.

Within the confines of the limited internal trading activity noted above, GMIMCo is responsible for directing orders to broker-dealers to effect securities transactions for those accounts of its clients that are directly managed by GMIMCo, including GM-affiliated clients. In selecting a broker to execute client transactions, GMIMCo may consider a variety of factors, including: (i) prompt execution of orders, (ii) the reliability, integrity, financial condition and/or execution capability of the firm being considered for effecting transactions in light of the size and difficulty of executing the order, (iii) the price and (iv) the capabilities of firms to supply research services.

GMIMCo has no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular client transaction or to select any broker on the basis of its purported or "posted" commission rate. Although GMIMCo generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

Broker selection for trade execution will not be influenced by the perceived value of proprietary research furnished by them, and GMIMCo does not utilize soft dollars to pay for third-party research provided by the broker.

GMIMCo has an Operations and Risk Committee (the "ORC") that meets quarterly and is responsible for the oversight of matters relating to the execution of investment transactions effected on behalf of GMIMCo client accounts, whether managed internally by GMIMCo or externally by investment managers appointed by GMIMCo. The ORC reviews include, among other things, trade execution, commission recapture programs, broker commissions and trade errors.

GMIMCo participates on behalf of certain GMIMCo clients in a commission recapture arrangement whereby external investment advisers who manage the assets of these client accounts, to the extent consistent with their obligation to seek to obtain best execution for

such clients, have the option to designate certain orders for effecting securities transactions for such accounts to a broker-dealer that participates in the commission recapture arrangement (or to such broker-dealer's correspondent brokers). For such designated transactions, the broker rebates a portion of the brokerage fees generated from the orders in the form of a cash payment that is rebated directly to the GMIMCo client accounts for which the orders are executed.

As noted above, GMIMCo has separate client mandates; accordingly, with respect to the limited internal trading performed by GMIMCo, GMIMCo designates the accounts that will receive the traded securities, and in which amounts, on the account's trade ticket. GMIMCo does not otherwise engage in trade aggregation and allocation other than with respect to partial fills, which are allocated among client accounts pursuant to GMIMCo's Trading Policy.

To address potential trade errors in Derivatives trading for internally-managed accounts, it is GMIMCo's policy to address trade errors as soon as practicable upon discovery, following the notification, investigation and resolution procedures set forth in its Trade Error Correction Policy and Procedure (the "Trade Error Policy"). If the resolution of the trade error results in a gain in the client's account, the gain will be retained by the client's account. GMIMCo will reimburse the client account for losses attributable to the trade error, pursuant to the methodology set forth in the Trade Error Policy. In that regard, GMIMCo may ask a broker/dealer to share in the loss associated with any trade error to the extent the loss is attributable, in whole or in part, as applicable, to the actions of such broker/dealer. It is expected that an external manager to a GMIMCo client account will follow such external manager's policy for the treatment of trade errors.

## Item 13 – Review of Accounts

### Account Review and Reviewers

GMIMCo has divided its investment management personnel into the following investment-related groups:

- 1) The Public Markets Group is responsible for oversight of equity, fixed income, broadscope, and certain derivatives-based overlay mandates managed by external Investment Managers; and
- 2) The Alternative Investments Group, which is responsible for making investment decisions related to absolute return strategies, real estate, and certain alternative investments as well as overseeing private equity and debt investments.

Another GMIMCo group is the Investment Strategy Group. The Investment Strategy Group is responsible for Asset Allocation and Liability Hedging for US and Canadian DB Plans. The Investment Strategy Group also monitors the investment options offered by General Motors, LLC as plan sponsor to the GM US DC plans. In addition, the Group provides informal

assistance to GM personnel on questions and matters related to other GM non-US pension plans.

Client accounts are reviewed on a periodic basis (generally semi-annually for most client accounts, depending on the type of assets and the frequency of portfolio activity) by the head of the appropriate group and/or a portfolio manager within such group. The review focuses on the performance of the accounts and, when appropriate, the performance of the accounts relative to predetermined market indices.

Recommendations pertaining to changes in investment policies may result from these periodic reviews, although the ultimate decision belongs to the plan fiduciaries. Special reviews, not conforming to the periods described above, can be triggered by significant changes in the market for particular securities or overall market conditions. Investments made by private investment funds are generally long-term in nature and illiquid. Accordingly, the review process is not directed toward short-term purchase or sell decisions.

#### Nature and Frequency of Regular Reports to Clients

GMIMCo generally prepares written investment performance reports for its clients on a quarterly basis, unless otherwise requested by a client. Additional information with respect to client accounts is made available pursuant to agreements with the client or upon request from the client. Private investment funds distribute reports to investors as provided in the governing documents. Such reports generally consist of quarterly unaudited, and annually audited, information.

#### Item 14 – Client Referrals and Other Compensation

GMIMCo does not compensate any person for client referrals. As noted in Item 5, GMIMCo and/or its non-discretionary manager for private equity and debt investments, PEM, may also receive fees or other compensation directly or indirectly from companies whose securities are held directly or indirectly (e.g. via a fund) by GMIMCo clients and/or PEM discretionary fund and separate account clients. Any such fees or compensation received by GMIMCo will be used to offset the advisory fees and/or expense reimbursements payable by the applicable GMIMCo clients. Similarly, any such fees or compensation received by PEM will be used to offset the advisory fees and/or expense reimbursements payable by the applicable PEM discretionary fund and separate account clients.

#### Item 15 – Custody

GMIMCo has established custody guidelines intended to satisfy the requirements of Rule 206(4)-2 (the “Rule”) under the Investment Advisers Act of 1940, as amended (the “Advisers Act”) with respect to clients for which GMIMCo is deemed to have custody of client funds and/or securities. Such funds and securities are maintained at unaffiliated qualified custodians that meet the requirements of the Rule. Clients receive (generally electronically with protected website access or via e-mail) statements from the custodians at least

quarterly. These statements should be reviewed carefully. In the case of pooled investment vehicles or private investment funds, GMIMCo may arrange for audited financial statements to be distributed to clients in lieu of quarterly reports from a custodian.

#### Item 16 – Investment Discretion

GMIMCo accepts discretionary investment authority from some of its clients. Certain of GMIMCo's investment management arrangements involve situations where a client's existing investments are managed (and may be sold) by GMIMCo, but no new investment purchases are permitted. In these cases, GMIMCo's investment discretion is therefore limited. Certain other client mandates may require client approval of certain investments, and in any such cases GMIMCo's investment discretion is also therefore limited. In all cases, including these, the extent of GMIMCo's discretionary investment authority is as set forth in negotiated investment management agreements between GMIMCo and the respective client. In addition, in certain cases where GMIMCo is granted fiduciary investment authority within an employee benefit plan or trust document, certain parameters of GMIMCo's investment authority may be set forth therein.

#### Item 17 – Voting Client Securities

GMIMCo has adopted a Proxy Voting Policy pursuant to the Advisers Act. The Policy is summarized below, but such summary is qualified by reference to the full text of the Policy which is available upon written request to General Motors Investment Management Corporation, Attention: Compliance, 1345 Avenue of the Americas, New York, New York 10105 or by contacting the CCO at the phone number or e-mail address indicated in Item 1 of this brochure. GMIMCo clients may obtain information regarding how their proxies were voted by contacting the CCO. Clients may not direct votes.

The Policy provides for a Proxy Voting Committee (the "PVC") that is responsible for the oversight and administration of proxy voting on behalf of GMIMCo's clients. The PVC has developed a set of criteria and general voting guidelines (collectively, the "Guidelines") for evaluating proxy issues.

GMIMCo may have a conflict of interest in voting a particular proxy. A conflict of interest could arise, for example, as a result of a business relationship with a company, or a direct or indirect business interest in the matter being voted upon, or as a result of a personal relationship with corporate directors or candidates for directorships. Whether a relationship creates a material conflict of interest will depend upon the facts and circumstances. The Board of Directors of GMIMCo has established a Conflicts Committee. The Conflicts Committee is comprised of the Chairman of the PVC and the Vice President – Operations (or, in either of their absence, the Chief Investment Officer), and the Committee may consult with the General Counsel of GMIMCo (or his or her designee) and one or more members of senior management as deemed necessary. If the Conflicts Committee determines that a conflict is not present, or that a conflict is not material, GMIMCo may vote



the proxy in accordance with the recommendation of the PVC member. In the event the Conflicts Committee determines that GMIMCo has a material conflict of interest with respect to a proxy proposal, the Conflicts Committee will make a recommendation with respect to how to vote on such proposal. GMIMCo will be required to vote on the proposal in accordance with the recommendation of the Conflicts Committee.

#### Item 18 – Financial Information

Not required.

#### Item 19 – Requirements for State-Registered Advisers

N/A