General Motors Co
Form DEFA14A
April 18, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to ss.240.14a-12

GENERAL MOTORS COMPANY

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

Important Notice Regarding the Availability of Proxy Materials for the

Shareholder Meeting to Be Held on June 4, 2019.

GENERAL MOTORS COMPANY

GENERAL MOTORS COMPANY

GENERAL MOTORS GLOBAL HEADQUARTERS

MAIL CODE 482-C24-A31

300 RENAISSANCE CENTER

DETROIT, MI 48265

Meeting Information

Meeting Type: Annual Meeting

For holders as of: April 8, 2019

Date: June 4, 2019 **Time:** 8:00 a.m. Eastern Time

Location: Meeting live via the internet only - please visit GM.onlineshareholdermeeting.com.

The company will be hosting the meeting live via the internet only this year. To attend the meeting via the internet, please visit GM.onlineshareholdermeeting.com and be sure to have the information that is printed in the box marked by the arrow
(located on page 3).

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the internet. You may view the proxy materials online at *www.proxyvote.com*, scan the QR Barcode on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Poxy Materials Available to VIEW or RECEIVE:
PROXY STATEMENT AND NOTICE OF 2019 ANNUAL MEETING OF SHAREHOLDERS AND 2018 ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: *www.proxyvote.com,* or scan the QR Barcode below.

How to Request and Receive a PAPER or E-MAIL Copy:
If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) *BY INTERNET*: www.proxyvote.com
2) *BY TELEPHONE*: 1-800-579-1639
3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 21, 2019, to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote By Internet:

Before The Meeting:

Go to *www.proxyvote.com* or from a smartphone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

During The Meeting:

Go to *GM.onlineshareholdermeeting.com* Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends a vote FOR ALL Board nominees listed in Item 1.

1. Election of Directors

Nominees:

1a. Mary T. Barra

1b. Wesley G. Bush

1c. Linda R. Gooden

1d. Joseph Jimenez

1e. Jane L. Mendillo

1f. Judith A. Miscik

1g. Patricia F. Russo

1h. Thomas M. Schoewe

1i. Theodore M. Solso

1j. Carol M. Stephenson

1k. Devin N. Wenig

The Board of Directors recommends a vote FOR Board Items 2 and 3.

2. Advisory Approval of the Company s Executive Compensation

3. Ratification of the Selection of Ernst & Young LLP as GM's Independent Registered Public Accounting Firm for 2019

The Board of Directors recommends a vote <u>AGAINST</u> shareholder Items 4 and 5.

4. Shareholder Proposal Regarding Independent Board Chairman

5. Shareholder Proposal Regarding Report on Lobbying Communications and Activities