

"Annual Meeting"). At the Annual Meeting, GM shareholders approved the adoption of the Company's amended and restated Certificate of Incorporation (the "Amended and Restated Certificate of Incorporation") to limit the liability of certain officers of the Company in specific circumstances as permitted under the Delaware General Corporation Law, remove inapplicable and obsolete provisions, and provide clarification in certain provisions, each as further described in the Company's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 22, 2025 (the "Proxy Statement"), which description is incorporated by reference herein.

On June 3, 2025, the Company filed the Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware in the form previously attached to, and as described in, the Proxy Statement.

The foregoing description of the Amended and Restated Certificate of Incorporation does not purport to be complete and is qualified in its entirety by reference to the Amended and Restated Certificate of Incorporation, which is filed as Exhibit 3.1 hereto and incorporated by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) The Company held its Annual Meeting on June 3, 2025.

(b) GM shareholders voted on the matters set forth below, with final voting results indicated. For the election of directors, each nominee who received a majority of votes cast (i.e., votes for exceeded votes against, with abstentions having no effect) was elected as a director. For the ratification of the independent registered public accounting firm, the advisory approval on named executive officer compensation and the shareholder proposal, each was approved if the number of shares voted for exceeded the number of shares voted against, with abstentions counted as votes against. The proposal to adopt the Amended and Restated Certificate of Incorporation was approved upon votes for by the majority of outstanding shares entitled to vote, with abstentions and broker non-votes counted as votes against. The proposals are further described in the Proxy Statement.

(1) Election of Directors. GM's shareholders elected the Board's nominees, each for a one-year term:

Director	Votes For	Votes Against	Abstentions	Broker Non-Votes
Mary T. Barra	678,951,287	54,790,467	678,102	81,910,448
Wesley G. Bush	727,145,939	6,848,202	425,715	81,910,448
Joanne C. Crevoiserat	727,097,772	6,472,031	850,053	81,910,448
Joseph Jimenez	725,546,947	8,414,730	458,179	81,910,448
Alfred F. Kelly, Jr.	732,198,828	1,754,073	466,955	81,910,448
Jonathan McNeill	726,479,715	7,482,665	457,476	81,910,448
Judith A. Miscik	730,204,642	3,806,652	408,562	81,910,448
Patricia F. Russo	674,252,700	59,744,198	422,958	81,910,448
Mark A. Tatum	723,140,143	10,391,830	887,883	81,910,448
Jan E. Tighe	732,090,155	1,889,666	440,035	81,910,448
Devin N. Wenig	707,871,649	26,115,674	432,533	81,910,448

(2) Board Proposal to Ratify the Selection of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for 2025. GM's shareholders ratified the appointment of Ernst & Young LLP as GM's independent registered public accounting firm for 2025.

Votes For	808,984,440
Votes Against	5,919,296
Abstentions	1,426,568
Broker Non-Votes	0

(3) Board Proposal to Approve, on an Advisory Basis, Named Executive Officer Compensation. GM's shareholders approved, by advisory vote, the compensation of GM's named executive officers.

Votes For	665,089,824
Votes Against	65,652,240
Abstentions	3,677,792
Broker Non-Votes	81,910,448

(4) Board Proposal to Approve the Adoption of the Amended and Restated Certificate of Incorporation. GM's shareholders approved the adoption of the Amended and Restated Certificate of Incorporation.

Votes For	646,939,260
Votes Against	86,576,916
Abstentions	903,680
Broker Non-Votes	81,910,448

(5) Shareholder Proposal Regarding a Report on Supply Chain GHG Emissions Reduction Strategies. GM's shareholders did not approve the shareholder proposal regarding a report on supply chain GHG emissions reduction strategies.

Votes For	101,338,542
Votes Against	625,743,283
Abstentions	7,338,031
Broker Non-Votes	81,910,448

Item 9.01. Financial Statements and Exhibits.

EXHIBIT

<u>Exhibit</u>	<u>Description</u>
Exhibit 3.1	Amended and Restated Certificate of Incorporation of General Motors Company
Exhibit 104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENERAL MOTORS COMPANY (Registrant)

By: /s/ JOHN S. KIM

Date: June 5, 2025

John S. Kim
Assistant Corporate Secretary

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

GENERAL MOTORS COMPANY

**Pursuant to Sections 242 and 245 of the General
Corporation Law of the State of Delaware**

General Motors Company, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is General Motors Company. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware under the name "General Motors Holding Company" was August 11, 2009.

2. This Amended and Restated Certificate of Incorporation (this "Certificate of Incorporation") restates and integrates and further amends the provisions of the certificate of incorporation of this corporation, as heretofore in effect. This Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

3. The text of the certificate of incorporation of this corporation, as heretofore in effect, is hereby amended and restated and integrated to read in its entirety as follows:

FIRST. The name of the Corporation is General Motors Company (the "Corporation").

SECOND. The address of the Corporation's registered office in the State of Delaware is 251 Little Falls Drive, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Service Company.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of capital stock which the Corporation shall have authority to issue is 7,000,000,000, consisting of 2,000,000,000 shares of Preferred Stock, par value \$0.01 per share (hereinafter referred to as "Preferred Stock"), and 5,000,000,000 shares of Common Stock, par value \$0.01 per share (hereinafter referred to as "Common Stock").

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to provide for the issuance of shares of Preferred Stock in one or more series and, by filing a certificate pursuant to the applicable law of the State of Delaware (hereinafter referred to as "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations and restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

- (a) The designation of the series, which may be by distinguishing number, letter or title.
- (b) The number of shares of the series, which number the Board of Directors may thereafter (except where otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares thereof then outstanding).
- (c) The amounts payable on, and the preferences, if any, of shares of the series in respect of dividends, and whether such dividends, if any, shall be cumulative or noncumulative.
- (d) Dates at which dividends, if any, shall be payable.
- (e) The redemption rights and price or prices, if any, for shares of the series.

(f) The terms and amount of any sinking fund provided for the purchase or redemption of shares of the series.

(g) The amounts payable on, and the preferences, if any, of shares of the series in the event

of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

(h) Whether the shares of the series shall be convertible into or exchangeable for shares of any other class or series, or any other security, of the Corporation or any other corporation and, if so, the specification of such other class or series or such other security, the conversion or exchange price or prices or rate or rates, any adjustments thereof, the date or dates at which such shares shall be convertible or exchangeable and all other terms and conditions upon which such conversion or exchange may be made.

(i) Restrictions on the issuance of shares of the same series or of any other class or series.

(j) The voting rights, if any, of the holders of shares of the series.

The Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof. Except as may otherwise be provided in this Certificate of Incorporation (which, for all purposes of this Certificate of Incorporation, includes the terms of any Preferred Stock Designation), the holders of shares of Common Stock shall be entitled to one vote for each such share upon each matter presented to the stockholders and the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, and holders of Preferred Stock shall not be entitled to vote at or receive notice of any meeting of stockholders; provided, however, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to this Certificate of Incorporation (including any Preferred Stock Designation) that relates solely to the terms, number of shares, powers, designations, preferences, or relative participating, optional or other special rights (including, without limitation, voting rights), or to qualifications, limitations or restrictions thereon, of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one more other such series, to vote thereon pursuant to this Certificate of Incorporation (including, without limitation, any Preferred Stock Designation relating to any series of Preferred Stock) or pursuant to the General Corporation Law of the State of Delaware.

The Corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

FIFTH. Unless and except to the extent that the bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot. The business and affairs of the Corporation shall be managed by, or under the direction of, the Board of Directors. The total number of directors constituting the entire Board of Directors shall be not more than 17, except as otherwise provided in a Preferred Stock Designation, with the then-authorized number of directors being fixed from time to time by resolution of the Board of Directors. Vacancies and newly created directorships shall be filled exclusively pursuant to a resolution adopted by the Board of Directors.

SIXTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the bylaws of the Corporation. The stockholders may also adopt, amend, or repeal the bylaws of the Corporation, whether adopted by them or otherwise, but only upon the affirmative vote of the holders of a majority of the voting power of the shares entitled to vote thereon.

SEVENTH. To the fullest extent permitted by the General Corporation Law of the State of Delaware, no director or officer shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, as applicable, except for liability of (i) a director or officer for any breach of the director's or officer's duty of loyalty to the Corporation or its stockholders, (ii) a director or officer for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) a director under Section 174, or any successor provision thereto, of the General Corporation Law of the State of Delaware, (iv) a director or officer for any transaction from which the director or officer derived an improper personal benefit, or (v) an officer in any action by or in the right of the Corporation. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director or officer of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

EIGHTH. The Corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences, and privileges of any nature conferred upon stockholders, directors, or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

NINTH. No action that is required or permitted to be taken by the stockholders of the Corporation at any annual or special meeting of stockholders may be effected by written consent of stockholders in lieu of a meeting of stockholders except where such consent is signed by the holders of all shares of stock of the Corporation then outstanding and entitled to vote thereon.

IN WITNESS WHEREOF, General Motors Company has caused this Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer on this 3rd day of June, 2025.

By: /s/ GRANT DIXTON

Name: Grant Dixon

Title: Executive Vice President, Chief Legal &
Public Policy Officer and Corporate Secretary