Form filed by One Reporting Person

1. Name and Address of Reporting Person

   Johnson Gerald

   (Last)  (First)  (Middle)
   300 RENAISSANCE CENTER
   M/C: 482-C24-A68
   DETROIT  MI  48265

2. Issuer Name and Ticker or Trading Symbol

   General Motors Co [ GM ]

3. Date of Earliest Transaction (Month/Day/Year)

   02/06/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

   Form filed by One Reporting Person

   Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock (1a)(1)</td>
<td>02/06/2024</td>
<td></td>
<td>A</td>
<td>36,731</td>
<td>$0</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. These Restricted Stock Units ("RSUs") are awarded pursuant to the Company's 2020 Long-Term Incentive Plan.
2. The RSUs do not have a conversion or exercise price. Upon vesting, they will be settled in shares of the Company's common stock on a one-for-basis.
3. Of these RSUs, one-third will vest on February 6, 2025, one-third will vest on February 6, 2026, and one-third will vest on February 6, 2027.
4. The RSUs do not have a date on which they will expire. They will be fully settled on February 6, 2027.

Remarks:

/s/ Tia Y. Turk, Attorney-in-Fact for Mr. Johnson

02/08/2024

** Signature of Reporting Person  
Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.