

GENERAL MOTORS

February 25, 2020

Vanessa A. Countryman
Secretary
U.S. Securities and Exchange Commission
100 F Street NE
Washington, DC 20549-1090

**Re: SEC File No. S7-22-19
Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice**

Dear Ms. Countryman,

General Motors Company (“GM,” “our” or “we”) appreciates the opportunity to provide comments to the U.S. Securities and Exchange Commission (the “Commission”) in response to the proposed Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice (the “Proposed Rule”).

GM designs, builds and sells trucks, crossovers, cars and automobile parts worldwide, is investing in and growing an autonomous vehicle business and provides automotive financing services. GM, its subsidiaries and joint ventures sell vehicles under the Buick, Cadillac, Chevrolet, GMC, Baojun, Holden and Wuling brands.

Summary

Effective and efficient proxy voting is critical to the health of our capital markets and important to the interests of our company, our shareholders and our other stakeholders. We recognize that proxy advisory firms play an important role in this process and provide a valued service to our shareholders and their asset managers, and we acknowledge and appreciate the efforts undertaken by these firms in recent years to improve the quality of their products and offerings.

We also acknowledge the dedicated investment professionals who, in exercising responsibilities on behalf of their clients, carefully consider and evaluate important information about our company when determining how to vote their GM shares and otherwise be faithful stewards of their clients’ assets. In our experience, we have found that many investors are conscientious in doing so.

However, we have also found that some investment professionals and investors rely almost exclusively on the data or advice provided by proxy advisors, sometimes with seemingly little consideration of the company’s proxy materials or point of view. This is why, for example, each year immediately following the release of proxy advisory reports, we see a substantial increase in the shares voted, and voted in a way that corresponds precisely with the proxy advisors’ recommendations. And, this is also why we and many other registrants take it for granted that a proxy advisor’s vote recommendation can swing a vote by as much as 20%. For these reasons, we

support the Commission’s efforts to continue to improve the quality of proxy voting advice, and we applaud the Proposed Rule insofar as it highlights the value of reliable, fact-based and conflict-free reports and voting recommendations that appropriately incorporate registrants’ intimate understanding of the relevant facts about their companies.

We are pleased to share our perspective on certain issues related to the Proposed Rule, particularly with regard to (i) the provisions related to registrant review and comment rights, (ii) clarifying the prohibition on false and misleading statements, (iii) disclosing when proxy advisors’ rules and standards differ materially from those of the Commission and the applicable stock exchanges and (iv) the question of whether registrants should be required to pay for draft reports.

Discussion

1. GM Supports Registrant Review and Comment Rights

We support the Proposed Rule’s attempt to institute a prescribed review and response period for registrants, which makes it more likely that both proxy voting advice and proxy votes themselves are based on the “most accurate information reasonably available.”¹ Specifically, we support (1) providing registrants the opportunity to review and provide feedback on proxy voting advice before it is issued to proxy voters and (2) including a hyperlink in the proxy voting report, at the registrant’s request, directing the recipient to a written statement that sets forth the registrant’s views on the proxy voting advice. If a material error were to be included in a proxy advisor’s report, it is in all parties’ interests that it is quickly identified and corrected, which is more likely to occur under the Proposed Rule than in current practice. In addition, we believe registrants should have at least a modest forum within the proxy advisor’s report to address the application of proxy advisor policies to the registrant.

Shareholders and asset managers are tasked with making voting decisions on matters that are often complex and company-specific. We understand the desire of voters to distill some of this complexity into a shorter, more standardized form, but this often leaves critical information out of the materials some investors rely upon – in some cases exclusively. Some of this information may already be in the proxy statement; other elements (such as an explanation of a disagreement with a proxy advisor’s methodology or the application of that rationale) are not appropriate for the proxy statement. Follow-on disclosure from a registrant after the release of a proxy advisor’s report may miss the essential window for some investors who wish to make voting decisions upon or shortly after the receipt of their proxy advisor materials. Providing this additional due process to registrants on the front end would help alleviate these issues by affording proxy voters with more complete information and improving the reliability of the proxy voting process. As a result, we also support the related right to request that proxy advisory firms provide a hyperlink to a company response, which is a convenient way to ensure proxy voters receive relevant information from proxy advisors and registrants simultaneously.

We also support the Proposed Rule’s standardization of the proxy advisor report review process. GM is currently able to review some proxy advisory information from one advisor prior

¹ SEC Release No. 34-87457; Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice; November 5, 2019, 10.

to publication, but the short review window (i.e., approximately 48 hours) puts stress on our processes and people, making it less likely that we will be able to clearly and completely respond to any issues. A standardized process (i.e., with specifics around when materials will be made available for registrants and how much time registrants will have to review) that applies to all registrants and all proxy advisors will enable GM and others to plan ahead, leading to better disclosure and informed voting. We would also encourage the Commission and proxy advisors to consider a suggestion from BlackRock, Inc. in its November 2018 SEC Proxy Roundtable Submission² that technology solutions, such as a digital portal that would facilitate registrant review and submission of registrant response, could help improve the overall proxy advice process under the Proposed Rule.

In sum, we support the Proposed Rule's registrant review and comment rights because they should lead to better-informed voters and better-informed votes.

2. GM Supports Clarifying the Prohibition on False and Misleading Statements

We agree with the Commission's guidance that "any person engaged in a solicitation through proxy voting advice must not make materially false or misleading statements or omit material facts, such as information underlying the basis of its advice or which would affect its analysis and judgments, that would be required to make the advice not misleading."³ We therefore support the Proposed Rule's clarifying amendments to the list of examples of what may be misleading under the rules, specifically the proxy advisor's methodology, sources of information and conflicts of interest.

3. GM Supports Disclosure of Proxy Advisors' Rules and Standards that Differ Materially from Those of the Commission and the Applicable Stock Exchanges

We also support the disclosure by proxy advisors of the use of standards that differ materially from the relevant standards that the Commission or applicable listing exchange sets or approves. Proxy advisors often apply standards to their voting recommendations that do not reflect the standards required of registrants under existing law, including with respect to important issues such as director independence, executive compensation, say-on-pay voting results and shareholder vote counting methodology. In turn, negative voting recommendations from a proxy advisor may not align with the Commission's requirements, which can mislead or cause confusion among proxy voters. We therefore believe that proxy voters should have the benefit of this additional context to ensure they are fully informed and understand the standards employed by a proxy advisor when reviewing their voting recommendations. Ensuring that investors have the relevant information they need to understand whether a recommendation reflects registrant compliance with regulatory requirements instead of a proxy advisor's policy judgment will ensure that votes cast in accordance with the recommendations actually reflect an investor's informed evaluation of the proxy advisor's opinion.

² Available at: www.blackrock.com/corporate/literature/publication/sec-roundtable-proxy-process-111618.pdf

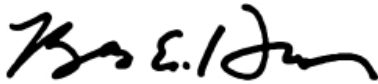
³ SEC Release No. 34-8672; Commission Interpretation and Guidance Regarding the Applicability of the Proxy Rules to Proxy Voting Advice; August 21, 2019, 12.

4. GM Supports Providing Draft Reports to Registrants for Free

In response to Question 31 of the release, we do not believe that registrants should be required to pay for draft reports. Registrants bear the cost and expense of preparing the materials that are the source of proxy advisory information and recommendations, as well as the cost of evaluating proxy advisory reports for accuracy. Requiring registrants to pay for the privilege of preventing the dissemination of false or misleading material about them is inconsistent with basic fairness.

We thank the Commission for its careful attention to these important issues and for providing us this opportunity to comment on the Proposed Rule.

Sincerely,

A handwritten signature in black ink, appearing to read "Rick E. Hansen". The signature is fluid and cursive, with the first name "Rick" being the most prominent.

Rick E. Hansen
Assistant General Counsel and Corporate Secretary
General Motors Company