

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2023

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period _____ to _____

Commission file number 1-10667

General Motors Financial Company, Inc.

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction of
incorporation or organization)

75-2291093
(I.R.S. Employer
Identification No.)

801 Cherry Street, Suite 3500, Fort Worth, Texas 76102
(Address of principal executive offices, including Zip Code)

(817) 302-7000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
5.250% Senior Notes due 2026	GM/26	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of January 29, 2024, there were 5,050,000 shares of the registrant's common stock, par value \$0.0001 per share, outstanding. All of the registrant's common stock is owned by General Motors Holdings LLC, a wholly-owned subsidiary of General Motors Company.

DOCUMENTS INCORPORATED BY REFERENCE

NONE

The registrant is a wholly-owned subsidiary of General Motors Company and meets the conditions set forth in General Instructions (I)(1)(a) and (b) of Form 10-K and is therefore filing this Form 10-K with a reduced disclosure format as permitted by Instruction I(2).

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PART I

Item 1. Business

General General Motors Financial Company, Inc. (sometimes referred to as we, us, our, the Company, or GM Financial), the wholly-owned captive finance subsidiary of General Motors Company (GM), is a global provider of automobile finance solutions. We offer substantially similar products and services throughout many different regions, subject to local regulations and market conditions. We evaluate our business in two operating segments: North America (the North America Segment) and International (the International Segment).

North America Segment Our North America Segment includes operations in the U.S. and Canada. We have been operating in the automobile finance business in the U.S. since September 1992. Our retail automobile finance programs include full credit spectrum lending and leasing offered through GM-franchised dealers under the GM Financial brand. We also offer a sub-prime lending product through non-GM-franchised and select independent dealers under the AmeriCredit brand. Our commercial lending programs are focused on GM-franchised dealers and their affiliates. We also offer and finance vehicle-related service contracts and other products and services.

International Segment Our International Segment includes operations in Brazil, Chile, Colombia, Mexico and Peru, as well as our equity investments in joint ventures in China. The retail lending and leasing programs in our International Segment focus on financing new GM vehicles and select used vehicles. Our commercial lending programs are focused on GM-franchised dealers and their affiliates. We also offer and finance vehicle-related insurance and other products and services.

Retail Finance In our retail finance business the term "loan" refers to retail installment contracts we purchase from automobile dealers or other vehicle financing products. We also purchase lease agreements for new GM vehicles.

We are primarily an indirect auto finance provider, and we focus our marketing activities on automobile dealers. We pursue franchised dealerships; however, we also conduct business with a limited number of independent dealerships. We generally finance new GM vehicles and used vehicles.

We maintain non-exclusive relationships with the dealers, and the dealers retain discretion to obtain financing from us or from another source for a customer seeking to purchase a vehicle. We actively monitor and cultivate our dealer relationships to maximize the volume of applications they submit for retail financing that meet our underwriting standards and profitability objectives.

Our operating leases are closed-end leases; therefore, we assume the residual risk on the leased vehicle. The lessee may purchase the leased vehicle at the maturity of the lease by paying the purchase price stated in the lease agreement, which equals the contract residual value determined at origination of the lease, plus any fees and all other amounts owed under the lease. If the lessee decides not to purchase the leased vehicle, the lessee must return it to a dealer by the lease's scheduled maturity date.

We seek to maximize net sales proceeds on returned leased vehicles. Net sales proceeds equal gross proceeds less fees and costs for reconditioning and transporting the leased vehicles. We sell returned leased vehicles through either our exclusive online channel or our wholesale auction partners.

GM offers subvention programs, under which GM provides us cash payments in order for us to be able to provide for lower customer payments on loan and lease agreements originated through GM's dealership network, making credit more affordable to customers financing or leasing vehicles manufactured by GM. GM also supports our loan origination volume by offering other incentives to borrowers who finance their vehicles with us.

Our business strategy is to help GM sell vehicles while earning an appropriate risk-adjusted return. This strategy includes increasing new GM automobile sales by offering a full spectrum of competitive financing programs. Total retail loan and lease origination levels were as follows (in millions):

	Years Ended December 31,		
	2023	2022	2021
New GM vehicles	\$ 44,557	\$ 39,678	\$ 41,996
Other vehicles	8,533	9,509	8,893
Total	\$ 53,090	\$ 49,187	\$ 50,889

Underwriting We utilize proprietary credit scoring systems to support our credit approval process. The credit scoring systems were developed through statistical analysis of prior auto credit performance using credit bureau attributes and loan and

lease structure data and are tailored to each country where we conduct business. Credit scoring is used to differentiate credit applications and to statistically rank-order credit risk in terms of expected default rates, which enables us to evaluate credit applications for approval, contract pricing and structure.

In addition to our proprietary credit scoring systems, we utilize other underwriting guidelines. These underwriting guidelines are comprised of numerous evaluation criteria, including, but not limited to: (i) identification and assessment of the applicant's willingness and capacity to repay the loan or lease, including consideration of credit history and performance on past and existing obligations; (ii) credit bureau data; (iii) collateral identification and valuation; (iv) payment structure and debt ratios; (v) insurance information; (vi) employment, income and residency verifications, as considered appropriate; and (vii) in certain cases, the creditworthiness of a co-obligor. These underwriting guidelines and the minimum credit risk profiles of applicants we will approve, as rank-ordered by our credit scorecards, are subject to change from time to time based on economic, competitive and capital market conditions as well as our overall origination strategies.

Customer Experience and Servicing We strive to earn customers for life with an approach that builds, personalizes and continuously improves customer experiences to ensure customer satisfaction with every interaction. Our vision is to provide remarkable service through deep insights and orchestrate a seamless experience across servicing channels to maintain strong loyalty and retention rates. Our servicing activities include collecting and processing customer payments, responding to customer inquiries, initiating contact with customers who are delinquent, maintaining our security interest in financed vehicles, arranging for the repossession of financed vehicles, liquidation of collateral and pursuit of deficiency balances when appropriate.

Service Contracts We provide marketing, underwriting and claims administration for vehicle service and protection and other related contracts through GM Protections, LLC, a wholly-owned subsidiary, and its captive insurance subsidiary. Our vehicle service and protection products where we are the obligor include vehicle service (VSC), prepaid maintenance (PPM), guaranteed auto protection (GAP), and excess wear and use contracts (EWU). We also provide support on marketing, training, and sales strategies to our third-party administrators for additional products where they are the obligor.

Commercial Finance We provide commercial lending products to our dealer customers that include floorplan financing, also known as wholesale or inventory financing, which is lending to finance vehicle inventory. We also provide dealer loans, which are loans to finance improvements to dealership facilities, to provide working capital, or to purchase and/or finance dealership real estate. Additionally, we provide lending products to commercial vehicle upfitters and advances to certain GM subsidiaries.

We support the financing of new and used vehicle inventory primarily for our GM-franchised dealerships and their affiliates before sale or lease to the retail customer. Financing is provided through lines of credit extended to individual dealerships. In general, each floorplan line is secured by all financed vehicles and by other dealership assets and, when available, the continuing personal guarantee of the dealership's owners. Under certain circumstances, such as repossession of dealership inventory, GM and other manufacturers may be obligated by applicable law, or under agreements with us, to reassign or to repurchase new vehicle inventory within certain mileage and model year parameters, which minimizes our risk associated with new vehicle inventory advances. The amount we advance to a dealership for new vehicles purchased through the manufacturer is equal to 100% of the wholesale invoice price of new vehicles, which includes destination and other miscellaneous charges, and a price rebate from the manufacturer to the dealer in varying amounts stated as a percentage of the invoice price. We advance the loan proceeds directly to the manufacturer. To support a dealership's used vehicle inventory needs, we advance funds to the dealership or auction to purchase used vehicles for inventory based on the appropriate wholesale book value for the region in which the dealer is located or the auction purchase price.

Floorplan lending is typically structured to yield interest at a floating rate indexed to an appropriate benchmark rate. The rate for a particular dealership is based on, among other things, the dealership's creditworthiness, the amount of the credit line, the dealer's risk rating and whether or not the dealership is in default. Interest on floorplan loans is generally payable monthly. GM offers floorplan interest subvention in specific International Segment markets, under which GM makes payments to us to cover certain periods of interest on certain floorplan loans. Upon the sale or lease of a financed vehicle, the dealer must repay the advance on the vehicle according to the repayment terms. These repayment terms may vary based on the dealer's risk rating. As a result, funds advanced may be repaid in a short time period, depending on the length of time the dealer holds the vehicle until its sale.

We periodically inspect and verify the location of the financed vehicles that are available for sale. The timing of the verifications varies and no advance notice is given to the dealer. Among other things, verifications are intended to determine dealer compliance with its credit agreement as to repayment terms and to determine the status of our collateral.

As part of our floorplan lending agreement, we offer a cash management program. Under the program, subject to certain conditions, a dealer may choose to reduce the amount of interest on its floorplan line by making principal payments to us in

advance. This program allows for the dealer to manage its liquidity position and reduce its interest cost while maintaining the repayment terms on the advances made associated with new vehicles.

We also make loans to finance parts and accessories as well as improvements to dealership facilities, to provide working capital and to purchase and finance dealership real estate. These loans are typically secured by mortgages or deeds of trust on dealership land and buildings, security interests in other dealership assets and often the continuing personal guarantees from the owners of the dealerships and/or the real estate, as applicable. Dealer loans are structured to yield interest at fixed or floating rates, which are indexed to an appropriate benchmark rate. Interest on dealer loans is generally payable monthly.

Underwriting Each dealership is assigned a risk rating based on various factors, including, but not limited to, capital sufficiency, operating performance, financial outlook and credit and payment history, if available. The risk rating affects loan pricing and guides the management of the account. We monitor the level of borrowing under each dealership's account daily. When a dealer's outstanding balance exceeds the availability on any given credit line with that dealership, we may reallocate balances across existing lines, temporarily suspend the granting of additional credit, increase the dealer's credit line or take other actions following an evaluation and analysis of the dealer's financial condition and the cause of the excess or overline. Under the terms of the credit agreement with the dealership, we may call the floorplan loans due and payable.

Servicing Commercial lending servicing activities include dealership customer service, account maintenance, credit line monitoring and adjustment, exception processing and insurance monitoring. Our commercial lending servicing operations are centralized in each country.

Sources of Financing We primarily finance our loan, lease and commercial origination volume through the use of our secured and unsecured credit facilities, public and private securitization transactions and the issuance of unsecured debt in the capital markets. Generally, we seek to fund our operations through local sources of funding to minimize currency and country risk. However, we may issue debt globally in order to diversify funding sources, especially to support U.S. financing needs. The mix of funding sources varies from country to country based on the characteristics of our earning assets and the relative development of the capital markets in each country. We actively monitor the capital markets and seek to optimize our mix of funding sources to minimize our cost of funds. We or our affiliates may seek to retire or purchase our or our affiliates' outstanding debt through cash purchases and/or exchanges for debt or other securities, in open-market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will be upon such terms and at such prices as we may determine, and will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors.

Secured Credit Facilities Some loans and leases are funded using secured credit facilities with participating banks providing financing either directly or through institutionally managed conduits. Under these funding agreements, we transfer financial assets to special purpose finance subsidiaries. These subsidiaries, in turn, issue notes to the bank participants or agents, collateralized by such financial assets. The bank participants or agents provide funding under the notes to the subsidiaries pursuant to an advance formula, and the subsidiaries forward the funds to us in consideration for the transfer of financial assets. While these subsidiaries are included in our consolidated financial statements, these subsidiaries are separate legal entities and the assets held by these subsidiaries are legally owned by them and are not available to our creditors or creditors of our other subsidiaries. Advances under these secured credit facilities bear interest at benchmark rates plus a credit spread and specified fees, depending upon the source of funds provided by the bank participants or agents. In certain markets in the International Segment, we also finance loans through the sale of receivables to banks under a full recourse arrangement.

Unsecured Credit Facilities We utilize both committed and uncommitted unsecured credit facilities as an additional source of funding. The financial institutions providing the uncommitted facilities are not obligated to advance funds under them. GM also provides us with financial resources through a \$1.0 billion junior subordinated unsecured intercompany revolving credit facility (the Junior Subordinated Revolving Credit Facility) and exclusive access to a \$2.0 billion 364-day revolving credit facility (GM Revolving 364-Day Credit Facility).

Securitizations We also fund loans and leases through public and private securitization transactions. Proceeds from securitizations are used primarily to fund initial cash credit enhancement requirements in the securitization, pay down borrowings under our credit facilities, and support further originations.

In our securitizations, we transfer loans or lease-related assets to securitization trusts (Trusts), which issue one or more classes of asset-backed securities. The asset-backed securities are in turn sold to investors. While these Trusts are included in our consolidated financial statements, they are separate legal entities, and the assets held by these Trusts are legally owned by them and are not available to our creditors or creditors of our other Trusts. When we transfer securitized assets to a Trust, we make certain representations and warranties regarding the securitized assets. These representations and warranties pertain to specific aspects of the securitized assets, including the origination of the securitized assets, the obligors of the securitized assets, the accuracy and legality of the records, schedules containing information regarding the securitized assets, the financed vehicles

securing the securitized assets, the security interests in the securitized assets, specific characteristics of the securitized assets, and certain matters regarding our servicing of the securitized assets, but do not pertain to the underlying performance of the securitized assets. Upon the breach of one of these representations or warranties (subject to any applicable cure period) that materially and adversely affects the noteholders' interest in any securitized assets, we are obligated to repurchase the securitized assets from the Trust. Historically, repurchases due to a breach of a representation or warranty have been insignificant.

We utilize senior-subordinated securitization structures that involve the public and private sale of subordinated asset-backed securities to provide credit enhancement for the senior, or highest-rated, asset-backed securities. The level of credit enhancement in senior-subordinated securitizations depends, in part, on the net interest margin, collateral characteristics and credit performance trends of the assets transferred, as well as our credit trends and overall auto finance industry credit trends. Credit enhancement levels may also be impacted by our financial condition, the economic environment and our ability to sell lower-rated subordinated bonds at rates we consider acceptable.

The credit enhancement requirements in our securitization transactions may include restricted cash accounts that are generally established with an initial deposit and may subsequently be funded through excess cash flows from the securitized assets. An additional form of credit enhancement is provided in the form of overcollateralization, whereby the value of the securitized assets transferred to the Trusts is greater than the amount due on asset-backed securities issued by the Trusts.

Unsecured Debt We also access the capital markets through the issuance of unsecured notes and commercial paper.

Trade Names We and GM have obtained federal trademark protection for the AmeriCredit, GM Financial and GMAC names and the logos that incorporate those names. Certain other names, logos and phrases we use in our business operations have also been trademarked. The trademarks that we and GM hold are very important to our identity and recognition in the marketplace.

Regulation Our operations are subject to regulation, supervision and licensing by governmental authorities under various national, state and local laws and regulations.

North America Segment In the U.S., we are subject to extensive federal regulation, including the Truth in Lending Act, the Equal Credit Opportunity Act and the Fair Credit Reporting Act. Additionally, we are subject to the Gramm-Leach-Bliley Act, which requires us to maintain the privacy of certain consumer data in our possession and to periodically communicate with consumers on privacy matters, and the Servicemembers Civil Relief Act, which has limitations on the interest rate charged to customers who have subsequently entered military service and provides other protections, such as early lease termination and restrictions on repossession.

The primary federal agency responsible for ensuring compliance with these consumer protection laws is the Consumer Financial Protection Bureau (CFPB). The CFPB has broad rule-making, examination and enforcement authority over non-bank automobile finance companies like us. We are subject to supervision and examination by the CFPB as a "larger participant" in the automobile finance market.

In most states and other jurisdictions in which we operate, consumer credit regulatory agencies regulate and enforce laws relating to sales finance companies and consumer lenders or lessors like us. These laws and regulations generally provide for licensing as a sales finance company or consumer lender or lessor, limitations on the amount, duration and charges, including interest rates, requirements as to the form and content of finance contracts and other documentation, and restrictions on collection practices and creditors' rights. In certain jurisdictions, we are subject to periodic examination by regulatory authorities.

In Canada, we are subject to both federal and provincial laws and regulations, including the Interest Act, the Consumer Protection Acts and Cost of Credit Disclosure regulations. Additionally, we are subject to certain provincial Consumer Reporting Acts and the Personal Information Protection and Electronic Documents Act, as well as provincial counterparts, which regulates how we can collect, use, and/or disclose consumers' personal information.

International Segment In certain countries in the International Segment, we operate as either banks or regulated finance companies and are subject to legal and regulatory restrictions which vary by country and may change from time to time. The regulatory restrictions, among other things, may require that the regulated entities meet certain minimum capital requirements, may restrict dividend distributions and ownership of certain assets, and may require certain disclosures to prospective purchasers and lessees and restrict certain practices related to the servicing of consumer accounts.

Competition The automobile finance market is highly fragmented and is served by a variety of financial entities, including the captive finance affiliates of other major automotive manufacturers, banks, thrifts, credit unions, leasing companies and independent finance companies. Many of these competitors have substantial financial resources, highly competitive funding costs and significant scale and efficiency. Capital inflows from investors to support the growth of new entrants in the

automobile finance market, as well as growth initiatives from more established market participants, have resulted in increasingly competitive conditions. While we have a competitive advantage when GM-sponsored subvention or other support programs are offered exclusively through us to targeted GM dealers and their customers, when no subvention or other support programs are offered, our competitors can often provide financing on terms more favorable to customers or dealers than we may offer. Many of these competitors also have longstanding relationships with automobile dealerships and may offer the dealerships or their customers other products and services, which we may not currently provide.

Human Capital In order to achieve our objectives, we must continue to attract and retain the best talent. We aim to adhere to a responsible employer philosophy, which includes, among other things, commitments to create job opportunities, pay workers fairly, promote safety and well-being, and promote diversity, equity and inclusion. Our six core values are the foundation of our culture; how we behave encompasses key measures of our performance, including the visible ways we conduct ourselves as we work with one another:

- Integrity - We win with integrity by always doing the right thing.
- Customers for Life - We earn customers for life by putting them at the center of everything we do.
- Teamwork - We promote teamwork to achieve extraordinary results.
- Excellence - We strive for operational excellence.
- Team Members & Communities - We foster team member growth and invest in our communities.
- Inclusive - We are inclusive by valuing different backgrounds, opinions and ideas.

Diversity, Equity and Inclusion We are committed to fostering a culture of diversity, equity and inclusion. In every moment, we aim to decide what we can do - individually and collectively – to drive meaningful deliberate and long-lasting change. All areas of our business are supportive of a world-class inclusive, equitable and diverse organization. Our ability to meet the needs of a diverse and global customer base is tied closely to the behaviors of the people within the Company, which is why we are committed to fostering a culture that celebrates our differences.

Develop and Retain Talented People Today, we compete for talent against other finance companies and against businesses in other sectors, such as technology. To attract and retain top talent, we aim to provide a workplace culture that aligns employee behaviors with our values, fulfills their long-term individual aspirations and provides experiences that make individuals feel valued, included, and engaged. In furtherance of this goal, we invest significant resources to retain and develop our talent. In addition to mentoring and networking opportunities, we offer a vast array of career development resources to help develop, grow and enable our employees.

Safety and Well-being We empower employees to report safety concerns through various means and prohibit retaliation for reports made in good faith. The well-being of our employees is equally important to foster and stimulate creativity and innovation. In addition to traditional healthcare, paid time off, paid parental leave, wellness programs, flextime work arrangements and retirement benefits, including a 401(k) matching program, we offer a variety of benefits and resources to support employees' physical and mental health, including on-site health clinics and a telehealth option, which help us attract talent and cultivate a healthier workforce.

Employees At December 31, 2023, we employed approximately 9,000 people, excluding our joint venture employees.

Available Information We make available free of charge through our website, www.gmfinancial.com, our public securitization information and all materials that we file electronically with the SEC, including our reports on Form 10-K, Form 10-Q, Form 8-K, and amendments to those reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practical after filing or furnishing such material with or to the SEC. The SEC maintains a website at www.sec.gov that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. We encourage the public to visit our website, as we frequently update and post new information about the Company on our website, and it is possible that this information could be deemed to be material information. Our website and information included in or linked to our website are not part of this Annual Report on Form 10-K.

Except as otherwise specified, dollar amounts presented within tables are stated in millions. Certain columns and rows may not add due to rounding.

Item 1A. Risk Factors**Risks Related to our Business**

The profitability and financial condition of our operations are dependent upon the operations of our parent, GM.

A material portion of our retail finance business, and substantially all our commercial lending activities, consist of financing associated with the sale and lease of new GM vehicles and our relationships with GM-franchised dealerships. GM operates in a very competitive industry with market participants routinely introducing new and improved vehicle models and features, at decreasing price points, designed to meet rapidly evolving consumer expectations. The production and profitable sale of electric vehicles (EVs) is becoming more important to GM's long-term business, and is dependent on consumer adoption of EVs. If there were significant changes in GM's liquidity and capital position and access to the capital markets, the production or sales of GM vehicles to retail customers, the quality or resale value of GM vehicles, inflationary pressures or other factors impacting GM or its products, such changes could significantly affect our profitability, financial condition, and access to the capital markets. In addition, GM sponsors special-rate financing and other incentive programs available through us. Under these programs, GM makes interest supplements or other support payments to us and may offer various incentives to customers who finance their vehicles with us. These programs increase our financing volume and our share of financed GM vehicle sales. When GM adopts marketing strategies from time to time that de-emphasize such programs in favor of other types of incentives, our financing volume is generally impacted.

Also, government safety standards require manufacturers to remedy certain product safety defects through recall campaigns and vehicle repurchases. From time to time, GM may recall or suspend the production or sale of certain GM products to address performance, customer satisfaction, compliance or safety-related issues. Because our business is substantially dependent upon the sale of GM products, such actions could negatively impact our financing volume. Additionally, recalls may affect the demand for used recalled vehicles, or impact our timely disposal of repossessed and returned lease vehicles, which may affect the sales proceeds of those vehicles.

A work stoppage or other limitation on production could occur at GM's facilities, either temporarily or permanently for any number of reasons, including labor disruptions, supply chain disruptions, the occurrence of a contagious disease or illness or catastrophic weather events, whether or not as a result of climate change. GM's inability to manufacture at one or more affected facilities has resulted, and may in the future result, in harm to our reputation, lower revenues and the loss of customers. Any extended reduction or suspension of GM's production or sale of vehicles due to a decline in consumer demand, work stoppage, governmental action, negative publicity, or other events, or significant changes to marketing programs sponsored by GM could have an adverse effect on our business.

We operate in a highly competitive industry, and competitive pressures could have a significant negative effect on our pricing, market share and operating results.

The automotive finance industry is highly competitive, and we compete with a large number of banks, credit unions, independent finance companies and other captive automotive finance subsidiaries. Our ability to maintain and expand our market share is contingent upon us offering competitive pricing, developing and maintaining strong relationships with dealers and customers, making substantial investments in our technological infrastructure, and effectively responding to changes in the automotive and automotive finance industries. In addition, any expansion into new markets may require us to compete with more experienced and established market participants. Failure to effectively manage these challenges could adversely affect our market share, and pressure to provide competitive pricing could have a negative effect on our operating results.

Our profitability is dependent upon retail demand for automobiles and related automobile financing and the ability of customers to repay loans and leases, and our business may be negatively affected during times of low automobile sales, fluctuating wholesale prices and leased vehicle residual values, and other economic conditions.

General We are subject to changes in general economic conditions that are beyond our control. During periods of economic slowdown or recession, delinquencies, defaults, repossessions and losses generally increase. These periods also may be accompanied by increased unemployment rates, inflation, decreased demand for automobiles and declining values of automobiles securing outstanding loans and leases, which weakens collateral values and increases the amount of a loss in the event of default. Additionally, changing consumer preferences, government policy shifts, higher vehicle operating costs, declining stock market values, unstable real estate values, increasing unemployment levels, general availability of consumer credit, changes in vehicle ownership trends and other factors that impact consumer confidence or disposable income could increase loss frequency and decrease demand for automobiles as well as weaken collateral values on certain types of automobiles. In addition, during an economic slowdown or recession, our servicing costs may increase without a corresponding increase in our revenue. No assurance can be given that the underwriting criteria and collection methods we employ will afford adequate protection against these risks. Any sustained period of increased delinquencies, defaults, repossessions or losses or

increased servicing costs could adversely affect our financial position, liquidity, results of operations and our ability to enter into future financings.

Demand for automobiles may also be impacted by the entrance of non-traditional participants in the automotive industry, who are disrupting the industry's historic business model through the introduction of new products, services, and methods of travel and vehicle ownership.

Wholesale Auction Values We sell automobiles returned to us at the end of lease terms either through our exclusive online channel or our wholesale auction partners. We also sell repossessed automobiles at wholesale auction markets located throughout the countries where we have operations. Depressed wholesale prices for used automobiles may result in, or increase, losses upon our disposition of off-lease or repossessed vehicles and, in the case of repossessed vehicles we may be unable to collect the resulting deficiency balances. Depressed wholesale prices for used automobiles may result from manufacturer incentives or discounts on new vehicles, financial difficulties of new vehicle manufacturers, discontinuance of vehicle brands and models, increased used vehicle inventory resulting from significant liquidations of rental or fleet inventories and increased trade-ins due to promotional programs offered by new vehicle manufacturers. Additionally, higher gasoline prices may decrease the wholesale auction values of vehicles with internal combustion engines, while lower gasoline prices may decrease the wholesale auction values of EVs. Decreased auction proceeds resulting from the depressed prices at which used automobiles may be sold during periods of economic slowdown or low retail demand could result in higher losses for us. Further, we are dependent on the efficient operation of the wholesale auction markets. If the operations of the wholesale auction markets are disrupted, we may be unable to sell our used vehicles at sufficient volume and/or pricing.

Leased Vehicle Residual Values and Return Rates We project expected residual values and return volumes of the vehicles we lease. At lease inception, we determine the amount of lease payments we charge our lease customer based, in part, on our estimated residual value. Actual proceeds realized by us upon the sale of a returned leased vehicle at lease termination may be lower than the amount projected, which reduces the profitability of the lease transaction to us. Among the factors that can affect the value of returned lease vehicles are the industry volume of vehicles returned, economic conditions and the quality or perceived quality, safety or reliability of the vehicles. Actual return volumes may be higher than expected and can be influenced by contractual lease-end values relative to then-existing market values, marketing programs for new vehicles and general economic conditions. All of these, alone or in combination, may adversely affect the profitability of our lease program and financial results. Further, a material decrease in the value of a leased asset group could result in an impairment charge, which would adversely affect our financial results.

Labor Market Conditions Competition to hire and retain personnel possessing the skills and experience required by us could contribute to an increase in our employee turnover rate and/or our compensation expense. High turnover or an inability to attract and retain qualified personnel could have an adverse effect on our delinquency, default and net loss rates, our ability to grow and, ultimately, our financial condition, liquidity and results of operations.

Defaults and prepayments on loans and leases purchased or originated by us could adversely affect our operations.

Our financial condition, liquidity and results of operations depend, to a material extent, on the performance of loans and leases in our portfolio. Obligors under contracts acquired or originated by us, as well as dealer obligors in our commercial lending portfolio, may default during the term of their loan or lease. Generally, we bear the full risk of losses resulting from defaults. In the event of a default, the value of the financed vehicle or, in the case of a commercial obligor, the value of the inventory and other commercial assets we finance usually does not cover the outstanding amount due to us, including the costs of recovery and asset disposition.

The amounts owed to us by any given dealership or dealership group in our commercial lending portfolio can be significant. The amount of potential loss resulting from the default of a dealer in our commercial lending portfolio can, therefore, be material even after liquidating the dealer's inventory and other assets to offset the defaulted obligations. Additionally, because the receivables in our commercial lending portfolio may include complex arrangements including guarantees, inter-creditor agreements, mortgages and other liens, our ability to recover and dispose of the underlying inventory and other collateral may be time-consuming and expensive, thereby increasing our potential loss.

We maintain an allowance for loan losses on our finance receivables which reflects management's estimates of expected credit losses for these receivables, including assumptions about forecast recovery rates, based on wholesale used vehicle prices. Decreases in used vehicle prices could result in increased severity of credit losses. If the allowance is inadequate, we would recognize the losses in excess of that allowance as an expense and results of operations would be adversely affected. A material adjustment to our allowance for loan losses and the corresponding decrease in earnings could limit our ability to enter into future financings, thus impairing our ability to finance our business.

An increase in defaults would reduce the cash flows generated by us, and distributions of cash to us from our secured debt facilities would be delayed and the ultimate amount of cash available for distributions to us from such facilities would be less, which would have an adverse effect on our liquidity.

Customer prepayments and dealer repayments on commercial obligations, which are generally revolving in nature, affect the amount of finance charge income we receive over the life of the loans. If prepayment levels increase for any reason and we are not able to replace the prepaid receivables with newly originated loans, we will receive less finance charge income and our results of operations may be adversely affected.

A portion of our origination and servicing activities in the North America Segment has historically involved sub-prime automobile receivables. Sub-prime borrowers are associated with higher delinquency and default rates than prime borrowers. The actual rates of delinquencies, defaults, repossessions and losses with respect to those borrowers could also be more dramatically affected by a general economic downturn. No assurance can be given that our proprietary credit scoring system, risk-based pricing and other underwriting policies, and our servicing and collection methods will be effective in managing these risks. In the event that we underestimate the default risk or underprice contracts that we purchase, our financial position, liquidity and results of operations would be adversely affected.

Our operations are heavily reliant on automotive dealers, and our profitability could be adversely affected by a change in dealers' relationships with us or in their financial condition.

Substantially all of our revenue is generated from financial products offered to or through automotive dealers. Whether we are able to originate automotive loans and leases, as well as maintain and grow our commercial lending portfolio, is dependent upon dealers' effectiveness in marketing our financial products to their retail and lease customers and selecting our commercial lending products over those of our competitors. As a result, our ability to cultivate and maintain strong relationships with dealers, particularly GM-franchised dealers, is essential to our operations.

Given the reliance of our operations on GM-franchised dealers, we have significant exposure to their financial condition. Dealers operate in a highly competitive market, and GM-franchised dealers are vulnerable to both decreased demand for new GM vehicles and periods of economic slowdown or recession. Negative changes in the financial condition of GM-franchised dealers could result in decreased loan and lease originations, reduced demand for financing of dealer inventory, construction projects and working capital, and increased defaults and net loss rates in our commercial lending portfolio, which in turn could adversely impact our profitability and financial results.

Our ability to continue to fund our business and service our debt is dependent on a number of financing sources and requires a significant amount of cash.

We depend on various financing sources, including credit facilities, securitization programs and unsecured debt issuances, to finance our loan and lease originations and commercial lending business. Additionally, our ability to refinance or make payments on our indebtedness depends on our access to financing sources in the future and our ability to generate cash. Our access to financing sources depends upon our financial position, general market conditions, availability of bank liquidity, the bank regulatory environment, our compliance with covenants imposed under our financing agreements, the credit quality of the collateral we can pledge to support secured financings, and other factors. Changes in GM's and our credit ratings may also impact our access to and cost of financing. There can be no assurance that funding will be available to us through these financing sources or, if available, that the funding will be on acceptable terms. If these financing sources are not available to us on a regular basis for any reason, or we are not otherwise able to generate significant amounts of cash, then we would not have sufficient funds and would be required to revise the scale of the business, including the possible reduction of origination activities, which would have a material adverse effect on our financial position, liquidity and results of operations.

Our substantial indebtedness could adversely affect our financial health and prevent us from fulfilling our obligations under existing indebtedness.

We currently have a substantial amount of outstanding indebtedness. In addition, we have guaranteed a substantial amount of indebtedness incurred by several of our subsidiaries. We have also entered into intercompany loan agreements with several of our subsidiaries, providing these companies with access to our liquidity to support originations and other activities. Our ability to make payments of principal or interest on, or to refinance, our indebtedness will depend on our future operating performance, and our ability to enter into additional credit facilities and securitization transactions as well as other debt financings, which, to a certain extent, are subject to economic, financial, competitive, regulatory, capital markets and other factors beyond our control.

If we are unable to generate sufficient cash flows in the future to service our debt, we may be required to refinance all or a portion of our existing debt or to obtain additional financing. There can be no assurance that any refinancing will be possible or

that any additional financing could be obtained on acceptable terms. The inability to service or refinance our existing debt or to obtain additional financing would have a material adverse effect on our financial position, liquidity and results of operations.

The degree to which we are leveraged creates risks, including:

- we may be unable to satisfy our obligations under our outstanding indebtedness;
- we may find it more difficult to fund future credit enhancement requirements, operating costs, tax payments, capital expenditures or general corporate expenditures;
- we may have to dedicate a substantial portion of our cash resources to payments on our outstanding indebtedness, thereby reducing the funds available for operations and future business opportunities; and
- we may be vulnerable to adverse general economic, industry and capital markets conditions.

Our credit facilities may require us to comply with certain financial ratios and covenants, including minimum asset quality maintenance requirements. These restrictions may interfere with our ability to obtain financing or to engage in other necessary or desirable business activities. If we cannot comply with the requirements in our credit facilities, then the lenders may increase our borrowing costs, remove us as servicer of our assets or declare the outstanding debt immediately due and payable. If our debt payments were accelerated, any assets pledged to secure these facilities might not be sufficient to fully repay the debt. These lenders may foreclose upon their collateral, including the restricted cash in these credit facilities. These events may also result in a default under our unsecured debt indentures. We may not be able to obtain a waiver of these provisions or refinance our debt, if needed. In such case, our financial condition, liquidity and results of operations would materially suffer.

Our hedging strategies may not be successful in minimizing risks from unfavorable changes in interest rates and foreign currency exchange rates.

Unfavorable changes in interest rates and foreign currency exchange rates may adversely affect our financial condition, liquidity and results of operations. We utilize various hedging strategies to mitigate our exposure to rate fluctuations, including entering into derivative instruments with various major financial institutions that we believe are creditworthy. However, changes in interest rates and currency exchange rates cannot always be predicted or hedged, and there can be no assurance that our hedging strategies will be effective in minimizing interest rate and foreign currency risks. Our results of operations may be adversely impacted by volatility in the valuation of derivative instruments. Additionally, we may be unable to find creditworthy counterparties willing to enter derivative instruments on acceptable terms, and counterparties may be unable to meet their financial obligations under our derivative instruments.

Uncertainties associated with benchmark interest rates could adversely impact our business and results of operations.

We have certain floating-rate obligations, hedging transactions, and floating-rate commercial loans that determine their applicable interest rate or payment amount by reference to a benchmark rate, generally the Secured Overnight Financing Rate (SOFR), which is a broad measure of the cost of borrowing cash overnight collateralized by Treasury securities. Any uncertainties associated with these benchmark rates may impact our ability to manage interest rate risk effectively.

Our operations outside the U.S. expose us to additional risks.

Our operations outside the U.S. are subject to many of the same risks as our U.S. operations. In addition to those risks, our non-U.S. operations, including the operations of our joint ventures, are subject to certain additional risks, such as the following:

- economic downturns in foreign countries or geographic regions where we have significant operations, such as Canada, Brazil, Mexico and China;
- multiple foreign regulatory requirements and laws that are subject to change;
- difficulty in establishing, staffing and managing foreign operations;
- differing labor regulations;
- consequences from changes in tax laws;
- restrictions on the ability to repatriate profits or transfer cash into or out of foreign countries and the tax consequences of such repatriations and transfers;
- fluctuations in foreign currencies;
- political and economic instability, social unrest, natural disasters, public health crises, war, and terrorism; and
- compliance with laws and regulations applicable to international operations, including anti-corruption laws such as the U.S. Foreign Corrupt Practices Act and international trade and economic sanctions laws.

The effects of these risks may, individually or in the aggregate, adversely affect our business.

We do not control the operations of our investments in joint ventures, and we are subject to the risks of operating in China.

We do not control the operations of our joint ventures, and we do not have a majority interest in the joint ventures. In the joint ventures, we share ownership and management with other parties who may not have the same goals, strategies, priorities, or resources as we do and may compete with us outside the joint ventures. Joint ventures are intended to be operated for the benefit of all co-owners, rather than for our exclusive benefit. Operating a business as a joint venture often requires additional organizational formalities, as well as time-consuming procedures for sharing information and making decisions that must further take into consideration our co-owners' interest. In joint ventures, we are required to foster our relationship with our co-owners as well as promote the overall success of the joint ventures, and if a co-owner changes or relationships deteriorate, our success in the joint ventures may be materially adversely affected. The benefits from a successful joint venture are shared among the co-owners, and as such, we do not receive the full benefits from a successful joint venture. As a result of having limited control over the actions of the joint ventures, we may be unable to prevent misconduct or other violations of applicable laws. Moreover, the joint ventures may not follow the same requirements regarding internal controls and internal control over financial reporting that we follow. To the extent another party makes decisions that negatively impact the joint ventures or internal control issues arise within the joint ventures, we may have to take responsive or other actions, or we may be subject to penalties, fines or other related actions for these activities that could have a material adverse impact on our business, financial condition and results of operations.

In addition, we are subject to the risks of operating in China. The automotive finance market in China is highly competitive and subject to significant governmental regulation. Additional competitors may seek to enter the market and existing market participants may act aggressively to increase their market share. Increased competition, increased U.S.-China trade restrictions and economic conditions in China, among other things, may result in reduced profitability and margins, and challenges to gain or hold market share. In addition, business in China is sensitive to economic and market conditions that drive loan and lease origination volume in China. If our joint ventures are unable to maintain their position in the Chinese market or if vehicle sales in China decrease, our business and financial results could be materially adversely affected.

Pandemics, epidemics, disease outbreaks and other public health crises have disrupted our business and operations, and future public health crises could materially adversely impact our business, financial condition, liquidity and results of operations.

Pandemics, epidemics or disease outbreaks in the U.S. or globally have disrupted, and may in the future disrupt, our business, which could materially affect our results of operations, financial condition, liquidity and future expectations. The COVID-19 pandemic adversely affected businesses, economies and financial markets worldwide, placed constraints on the operations of businesses, decreased consumer mobility and activity, and caused significant economic volatility in the United States and international capital markets. Any such events may adversely impact our global operations, particularly in North America where our profits are most concentrated. We could experience among other things: lower demand for new and used vehicles resulting in lower loan and lease origination levels; increased customer defaults on automobile loans and leases; lower than expected pricing on used vehicles sold at auction; and an impaired ability to access credit and the capital markets. Any new pandemic or other public health crisis, or the reemergence of the COVID-19 pandemic, could have a material impact on our business, financial condition and results of operations going forward.

Risks Related to Cybersecurity, Information Technology and Data Management Practices***Security breaches, cyberattacks and other disruptions to information technology systems and networks owned or maintained by us, or third parties, such as vendors or suppliers, could interfere with our operations and could compromise the confidentiality of private customer data or our proprietary information.***

We rely upon hardware, software, and information technology systems and networks, some of which are managed by third parties, to process, transmit and store electronic information and to manage or support a variety of our internal and external-facing business processes, activities, products and services. Additionally, we collect and store sensitive data, including intellectual property and proprietary business information (including that of our vendors), as well as personally identifiable information of our customers and employees, in data centers and on information technology networks (including networks that may be controlled or maintained by third parties). The confidentiality, integrity and availability of these systems and networks, and the processing and maintenance of the information processed by these systems and networks, is critical to our business operations and strategy. We face numerous and evolving risks that threaten the confidentiality, integrity and availability of our systems, networks and information, as well as the risk of operational disruption, failure or capacity constraints of any of the third parties that facilitate our business activities, including vendors, service providers, suppliers, customers, counterparties or other financial intermediaries. Such parties could also be the source of a cyberattack on, or breach of, our operational systems, network, data or infrastructure. Our information technology systems and networks, as well as those of our service providers, are vulnerable to intrusion damage, disruptions or shutdowns caused by attacks by hackers, computer viruses or worms, malware

(including ransomware), social engineering attacks (such as phishing), denial of service attacks or breaches due to errors, negligence or malfeasance by employees, contractors and others who have access to or obtain unauthorized access to these systems and networks. Remote and hybrid working arrangements also increase cybersecurity risks due to the challenges associated with managing remote computing assets and security vulnerabilities that are present in many non-corporate and home networks. We are also vulnerable to malicious code that may be embedded in open-source software as well as “bugs,” misconfigurations and other vulnerabilities associated with commercial software that is integrated into our or our service providers’ systems, networks, products or services. Therefore, no assurance can be given that our cybersecurity risk management program and processes, including our policies, controls or procedures, will be fully implemented, complied with or effective in protecting our systems, networks and information.

The occurrence of a major cyberattack or other security incident could materially compromise the confidentiality, integrity and/or availability of critical systems and networks and data that resides within them. Similarly, such an occurrence could result in the compromise or loss of the information processed by these systems and networks. Such events could result in, among other things, the loss of proprietary data, interruptions or delays in our business operations and damage to our reputation. In addition, such events could increase the risk of claims by regulatory agencies or private parties (including class actions) alleging that we are non-compliant with applicable laws or regulations, subjecting us to potential liability or regulatory penalties and related costs under laws protecting the privacy of personal information and security of confidential data; increase our costs of compliance and remediation; require us to change aspects of our business, our systems or our service providers; disrupt our operations; harm our brand and reputation; and/or reduce the competitive advantage we hope to derive from our investment in advanced technologies. Although we maintain insurance coverage for various cybersecurity risks and liabilities, there can be no guarantee that any or all costs or losses incurred will be partially or fully insured or that applicable insurance in the future will be available on economically reasonable terms or at all.

We regularly experience and expect to continue to experience cybersecurity attacks and security incidents in varying degrees. Although the impacts of past events have been immaterial, the impacts of such events in the future may be material. Cybersecurity threats and threat actors are becoming more sophisticated. Such threats are unpredictable as to their timing, nature and scope. As a result, we may be unable to anticipate or prevent future attacks, particularly as the methodologies utilized by attackers change frequently or are not recognized until launched, and we may be unable to investigate or remediate incidents due to the increased use by threat actors of tools and techniques that are designed to circumvent controls (including through the use of artificial intelligence), to avoid detection, and to remove or obfuscate forensic evidence.

Our enterprise data practices, including the collection, use, sharing and security of the personal information of our customers, employees and vendors, are subject to increasingly complex and restrictive regulations in all key market regions.

Under these laws and regulations, which include the federal Gramm-Leach-Bliley Act, the California Consumer Privacy Act of 2018, as amended by the California Privacy Rights Act, and international data protection, privacy, data security, data localization and similar national, state, provincial, and local laws, the failure to maintain compliant data privacy and security practices could result in consumer complaints and regulatory inquiry, resulting in civil or criminal penalties, as well as have a negative impact on our brand or result in other harm to our business. Customers using our systems rely on the security of our infrastructure, including hardware and other elements provided by third parties, to ensure the protection of their data and to support their operations. In addition, increased consumer sensitivity to real or perceived failures in maintaining acceptable data practices could damage our reputation and deter current and potential customers from using our products and services. The cost of compliance with these laws and regulations will be high and is likely to increase in the future. The growing patchwork of state and country regulations imposes burdensome obligations on companies to quickly respond to consumer requests, such as requests to delete, disclose and stop selling or sharing personal information, with significant fines for noncompliance. Complying with these new laws has significantly increased, and may continue to increase, our operating costs and is driving increased complexity in our operations. In addition to direct liability that we may face in connection with these fast-evolving laws and regulations, both regulators and litigants are increasingly seeking to hold companies liable for their third-party service providers’ and vendors’ privacy and cybersecurity compliance, particularly in the context of cybersecurity attacks and data breaches.

Risks Related to Government Regulations and Litigation

Compliance with laws and regulations can significantly increase our costs and affect how we do business.

We are subject to a wide variety of laws and regulations in the jurisdictions where we operate, including supervision and licensing by numerous governmental entities. These laws and regulations, or changes thereof, can create significant constraints on our operations and result in significant costs related to compliance. Failure to comply with these laws and regulations could impair our ability to continue operating and result in substantial civil and criminal penalties, monetary damages, attorneys’ fees and costs, possible revocation of licenses, and damage to reputation, brand and valued customer relationships.

In the United States, the Dodd-Frank Act imposes significant regulatory oversight on the financial industry and grants the CFPB extensive rulemaking and enforcement authority, all of which may substantially impact our operations. As a “larger participant” in the automobile finance market, we are subject to comprehensive and rigorous on-site examinations by the CFPB. Any violations of law or unfair lending practices found during these examinations could result in enforcement actions, fines, and mandated process, procedure or product-related changes or consumer refunds.

We could be materially adversely affected by significant litigation, governmental investigations or other proceedings.

We are subject to legal proceedings in the U.S. and elsewhere involving various issues, including consumer protection lawsuits, class action litigation, employment litigation, and regulatory investigations. A negative outcome in one or more of these proceedings could result in the imposition of damages, including punitive damages, fines, reputational harm, civil lawsuits and criminal penalties, interruptions of business, modification of business practices, equitable remedies and other sanctions against us or our personnel as well as legal and other costs, all of which may be significant. For a further discussion of certain of these matters, refer to Note 10 to our consolidated financial statements.

Climate-related events and climate change legislation could adversely affect our operations.

The effects of climate change and the ongoing efforts to mitigate its impact, including through climate change-related legislation and regulation, could significantly affect our profitability, financial condition and access to the capital markets. Significant physical effects of climate change, such as extreme weather and natural disasters, may affect our customers. For example, customers living in areas affected by extreme weather and natural disasters may suffer financial harm, reducing their ability to make timely payments on their loans and leases. Dealerships and physical auctions that facilitate the disposition of repossessed and returned lease vehicles are also subject to disruption as a result of extreme weather and natural disasters, which could result in an inability to sell such repossessed and returned lease vehicles, or a temporary or permanent decline in the market value of those vehicles. In addition, extreme weather and natural disasters may have effects on the automobile finance industry or economy due to the interdependence of market factors. If such extreme weather or a natural disaster were to occur in a geographic region in which a large number of customers are located, these risks would be exacerbated. Further, changes to laws or regulations enacted to address the potential impacts of climate change (including laws which may adversely impact the automobile industry in particular as a result of efforts to mitigate the factors contributing to climate change, as well as constraints related to lending on greenhouse gas-emitting products) could have an adverse impact on our financial condition and results of operations.

Reporting expectations are also increasing, with a variety of capital providers, regulators, and other stakeholders seeking increased information on climate-related risks and impacts. For example, various policymakers, such as the SEC and the State of California, have adopted or are considering adopting, requirements for companies to provide significantly expanded climate-related disclosures, which may require us to incur significant additional costs and establish novel procedures for internal controls and oversight to comply.

We may incur additional tax expense or become subject to additional tax exposure.

We are subject to the tax laws and regulations of the U.S. and numerous other jurisdictions in which we do business. Many judgments are required in determining our worldwide provision for income taxes and other tax liabilities, and we are regularly under audit by the U.S. Internal Revenue Service and other tax authorities, which may not agree with our tax positions. In addition, our tax liabilities are subject to other significant risks and uncertainties, including those arising from potential changes in laws and regulations in the countries in which we do business (for example, the Organisation for Economic Co-Operation and Development proposals, including the introduction of global minimum tax standards), the possibility of tax controversy related to adverse determinations with respect to the application of existing laws (in particular with respect to full realization of the incentives contemplated by the Inflation Reduction Act of 2022), changes in our business or structure and changes in the valuation of our deferred tax assets and liabilities. Any unfavorable resolution of these and other uncertainties may have a significant adverse impact on our tax rate and results of operations. If our tax expense were to increase, or if the ultimate determination of our taxes owed is for an amount in excess of amounts previously accrued, our operating results, cash flows and financial condition could be adversely affected.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity***Cybersecurity Risk Management and Strategy***

We have developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity, and availability of our critical systems and information.

We design and assess our program based on the National Institute of Standards and Technology Cybersecurity Framework (NIST CSF). This does not imply that we meet any particular technical standards, specifications, or requirements, but rather that we use the NIST CSF as a guide to help us identify, assess, and manage cybersecurity risks relevant to our business.

Our cybersecurity risk management program is aligned to the Company's business strategy. It shares common methodologies, reporting channels and governance processes that apply to other areas of enterprise risk, including legal, compliance, strategic, operational, and financial risk. Key elements of our cybersecurity risk management program include:

- risk assessments designed to help identify material cybersecurity risks to our critical systems, information, products, services, and our broader enterprise information technology environment;
- a security team principally responsible for managing our cybersecurity risk assessment processes, our security controls, and our response to cybersecurity incidents;
- the use of external service providers, where appropriate, to assess, test or otherwise assist with aspects of our security controls;
- training and awareness programs for team members that include periodic and ongoing assessments to drive adoption and awareness of cybersecurity processes and controls;
- a cybersecurity incident response plan that includes procedures for responding to cybersecurity incidents; and
- a third-party risk management process for service providers, suppliers, and vendors.

In the last three fiscal years, the Company has not experienced any material cybersecurity incidents, and expenses incurred from cybersecurity incidents were immaterial. For a discussion of whether and how any risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, have materially affected or are reasonably likely to materially affect us, including our business strategy, results of operations or financial condition, refer to Item 1A. Risk Factors – "Risks Related to Cybersecurity, Information Technology and Data Management Practices," which is incorporated by reference into this Item 1C.

Cybersecurity Governance

The GM Board of Directors established its Risk and Cybersecurity Committee with specific responsibility for overseeing cybersecurity threats, among other things. Our Global Chief Information Security Officer provides the Risk and Cybersecurity Committee periodic reports on our cybersecurity risks and any material cybersecurity incidents. In addition, our cybersecurity team provides periodic reports to our Board of Directors.

Our team of cybersecurity professionals is led by our Global Chief Information Security Officer, who has over 20 years of experience in the cybersecurity space and has obtained professional security certifications and advanced training in the field of cybersecurity and technology. The cybersecurity team has primary responsibility for our overall cybersecurity risk management program and supervises both our internal cybersecurity personnel and our retained external cybersecurity consultants.

Our cybersecurity team also monitors the prevention, detection, mitigation, and remediation of cybersecurity risks and incidents through various means, which may include briefings with internal security personnel, threat intelligence and other information obtained from governmental, public or private sources, including external consultants engaged by us, and alerts and reports produced by security tools deployed in the information technology environment.

Item 2. Properties

Our executive offices are located in Fort Worth, Texas. We operate credit centers, collections and customer service centers and administrative offices, primarily in North America and Latin America.

Item 3. Legal Proceedings

Refer to [Note 10](#) to our consolidated financial statements for information relating to legal proceedings.

Item 4. Mine Safety Disclosures

Not applicable.

PART II**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

All of our common stock is owned by General Motors Holdings LLC, a wholly-owned subsidiary of GM; therefore, there is no public trading market for our common stock. Dividends are payable at the sole discretion of our Board of Directors and will depend on several factors, including, but not limited to, business and economic conditions, our financial condition, earnings, liquidity requirements and leverage ratio.

Item 6. [Reserved]**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

General We are a global provider of automobile finance solutions, and we operate in the auto finance market as the wholly-owned captive finance subsidiary of GM. We evaluate our business in two operating segments: the North America Segment, which includes our operations in the U.S. and Canada, and the International Segment, which includes operations in Brazil, Chile, Colombia, Mexico and Peru, as well as our equity investments in joint ventures in China.

Overview

We continue to monitor the current global economic environment, specifically inflationary pressures and related central bank responses, and any resulting impacts on our financial position and results of operations. Refer to Item 1A. Risk Factors for additional information.

On August 16, 2022, the Inflation Reduction Act of 2022 (the IRA) was enacted. The IRA modified climate and clean energy tax provisions, including the consumer credit for electric vehicle (EV) purchases, and added new corporate tax credits for commercial EV purchases. We expect to generate commercial EV tax credits that will impact net income and future cash payments for income taxes. We will continue to evaluate the impact of the IRA on our financial results as additional regulatory guidance is issued.

Critical Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities as of the date of the financial statements and the reported amount of revenue and expenses in the periods presented. Actual results could differ from those estimates, due to inherent uncertainties in making estimates, and those differences may be material. Refer to [Note 1](#) to our consolidated financial statements for our significant accounting policies related to our critical accounting estimates. The accounting estimates that we believe are the most critical to understanding and evaluating our reported financial results include the following:

Allowance for Loan Losses Our retail finance receivables portfolio consists of smaller-balance, homogeneous loans that are carried at amortized cost, net of allowance for loan losses. The allowance for loan losses on retail finance receivables reflects net credit losses expected to be incurred over the remaining life of the retail finance receivables, which have a weighted average remaining life of approximately two years. We forecast net credit losses based on relevant information about past events, current conditions and forecast economic performance. We believe that the allowance is adequate to cover expected credit losses on the retail finance receivables; however, because the allowance for loan losses is based on estimates, there can be no assurance that the ultimate charge-off amount will not exceed such estimates or that our credit loss assumptions will not increase.

We incorporate our outlook on forecast recovery rates and overall economic performance in our allowance estimate. Each 5% relative decrease/increase in our forecast recovery rates would increase/decrease our allowance for loan losses by \$102 million.

At December 31, 2023, the weightings we applied to the economic forecast scenarios considered resulted in an allowance for loan losses on our retail finance receivables portfolio of \$2.3 billion. If the forecast economic conditions were based entirely on the weakest scenario we considered, the allowance for loan losses would increase by \$76 million. Actual economic data and recovery rates that are worse/lower than those we forecast could result in an increase in the allowance for loan losses.

Our commercial finance receivables portfolio consists of financing products for dealers and other businesses. We provide commercial lending products to our dealer customers that include floorplan financing, also known as wholesale or inventory financing, which is lending to finance vehicle inventory. We also provide dealer loans, which are loans to finance improvements to dealership facilities, to provide working capital, or to purchase and/or finance dealership real estate. Additionally, we provide lending products to commercial vehicle upfitters and advances to certain GM subsidiaries. The allowance for loan losses on commercial finance receivables is based on historical loss experience for the consolidated portfolio, in addition to forecasted auto industry conditions. There can be no assurance that the ultimate charge-off amount will not exceed such estimates or that our credit loss assumptions will not increase.

Residual Value of Leased Vehicles We have investments in leased vehicles recorded as operating leases. Each leased asset in our portfolio represents a vehicle that we own and have leased to a customer. At the inception of a lease, we establish an expected residual value for the vehicle at the end of the lease term, which typically ranges from two to five years. We estimate the expected residual value based on third-party data that considers various data points and assumptions, including, but not limited to, recent auction values, the expected future volume of returning leased vehicles, significant liquidation of rental or fleet inventory, used vehicle prices, manufacturer incentive programs and fuel prices. Depreciation reduces the carrying value of each leased asset in our leased vehicles portfolio over time from its original acquisition value to its expected residual value at the end of the lease term.

During the term of a lease, we periodically evaluate the estimated residual value and may adjust the value downward, which increases the prospective depreciation, or upward (limited to the contractual residual value), which decreases the prospective depreciation.

The customer is obligated to make payments during the lease term for the difference between the purchase price and the contract residual value plus a money factor. However, since the customer is not obligated to purchase the vehicle at the end of the contract, we are exposed to a risk of loss to the extent the customer returns the vehicle prior to or at the end of the lease term and the proceeds we receive on the disposition of the vehicle are lower than the residual value estimated at the inception of the lease. Realization of the residual values is dependent on our future ability to market the vehicles under prevailing market conditions.

At December 31, 2023, the estimated residual value of our leased vehicles was \$22.7 billion. If used vehicle prices weaken compared to our estimates, we would increase depreciation expense and/or record an impairment charge on our lease portfolio. If an impairment exists, we would determine any shortfall in recoverability of our leased vehicle asset groups by year, make and model. Recoverability is calculated as the excess of (1) the sum of remaining lease payments, plus estimated residual value, over (2) leased vehicles, net, less deferred income. Alternatively, if used vehicle prices outperform our latest estimates, we may record gains on sales of off-lease vehicles and/or decreased depreciation expense.

We reviewed our leased vehicles portfolio for indicators of impairment and determined that no impairment indicators were present at December 31, 2023 or 2022.

The following table illustrates the effect of a 1% relative change in the estimated residual values at December 31, 2023, which could increase or decrease depreciation expense over the remaining term of our leased vehicles portfolio, holding all other assumptions constant. Changes to residual values are rarely simultaneous across all maturities and segments, and also may impact return rates. If a decrease in residual values is concentrated among specific asset groups, the decrease could result in an immediate impairment charge.

	Years Ending December 31,				
	2024	2025	2026	2027 and Thereafter	Total
Impact to depreciation expense	\$ 158	\$ 53	\$ 15	\$ 1	\$ 227

Income Taxes We are subject to income tax in the U.S. and numerous other state and foreign jurisdictions. Refer to [Note 14](#) to our consolidated financial statements for more information relating to our tax sharing agreement with GM for our U.S. operations.

We account for income taxes on a separate return basis using an asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences attributable to differences between financial statements' carrying amounts of existing assets and liabilities and their respective tax basis, net operating loss and tax credit carryforwards. A valuation allowance is recognized if it is more likely than not that some portion or the entire deferred tax asset will not be realized.

In the ordinary course of business, there may be transactions, calculations, structures and filing positions where the ultimate tax outcome is uncertain. At any point in time, multiple tax years are subject to audit by various taxing jurisdictions, and we record liabilities for estimated tax results based on the requirements of the accounting for uncertainty in income taxes. We believe the estimates recorded are reasonable. However, due to expiring statutes of limitations, audits, settlements, changes in tax law or new authoritative rulings, no assurance can be given that the final outcome of these matters will be comparable to what was reflected in the historical income tax provisions and accruals. We may need to adjust our accrued tax assets or liabilities if actual results differ from estimated results or if we adjust the assumptions used in the computation of the estimated tax results in the future. These adjustments could materially impact the effective tax rate, earnings, accrued tax balances and cash.

The ability to realize deferred tax assets depends on the ability to generate sufficient taxable income within the carryback or carryforward periods provided for in the tax law for each applicable tax jurisdiction. The assessment regarding whether a valuation allowance is required or should be adjusted is based on an evaluation of possible sources of taxable income and also considers all available positive and negative evidence factors. Our accounting for deferred tax consequences represents our best estimate of future events. Changes in our current estimates, due to unanticipated market conditions or events, could have a material effect on our ability to utilize deferred tax assets.

Results of Operations

This section discusses our results of operations for the year ended December 31, 2023 as compared to the year ended December 31, 2022. For a discussion and analysis of the year ended December 31, 2022, compared to the same period in 2021, please refer to Management's Discussion and Analysis of Financial Condition and Results of Operations included in Part II, Item 7 of our [Annual Report on Form 10-K for the year ended December 31, 2022](#), filed with the SEC on January 31, 2023.

Key Drivers Income before income taxes for 2023 decreased to \$3.0 billion from \$4.1 billion for 2022. Key drivers of the change include the following:

- Finance charge income on retail finance receivables increased \$1.2 billion primarily due to an increase in the effective yield and growth in the size of the portfolio. The effective yield on our retail finance receivables increased primarily due to increased average interest rates on new loan originations.
- Finance charge income on commercial finance receivables increased \$502 million primarily due to an increase in the effective yield as a result of higher benchmark rates, as well as an increase in the size of the portfolio.
- Leased vehicle income decreased \$545 million primarily due to a decrease in the average balance of the leased vehicles portfolio.
- Other income increased \$320 million primarily due to higher investment income resulting from an increase in benchmark interest rates.
- Interest expense increased \$1.8 billion primarily due to an increase in the effective rate of interest on our debt, resulting from higher benchmark rates, as well as an increase in the average debt outstanding.
- Provision for loan losses increased \$172 million due to lower recovery rates in 2023, as well as moderating credit performance.
- Leased vehicle expenses increased \$379 million primarily due to a \$310 million decrease in lease termination gains due to higher leased portfolio net book values at termination and fewer terminated leases, and a \$65 million increase in depreciation on leased vehicles.

For the year ending December 31, 2024, we expect to recognize income before income taxes in the \$2.5 billion to \$3.0 billion range.

Non-GAAP Measure

Return on Average Common Equity Return on average common equity is a generally accepted accounting principle (GAAP) measure widely used to measure earnings in relation to invested capital. Our return on average common equity decreased to 15.8% in 2023 from 22.9% in 2022 primarily due to decreased earnings.

Return on Average Tangible Common Equity We use return on average tangible common equity, a non-GAAP measure, to measure our contribution to GM's enterprise profitability and cash flows. Our return on average tangible common equity decreased to 17.3% in 2023 from 25.1% in 2022 primarily due to decreased earnings.

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The following table presents our reconciliation of return on average tangible common equity to return on average common equity, the most directly comparable GAAP measure:

	Years Ended December 31,	
	2023	2022
Net income attributable to common shareholder	\$ 2,126	\$ 2,966
Average equity	\$ 15,436	\$ 14,943
Less: average preferred equity	(1,969)	(1,969)
Average common equity	13,467	12,974
Less: average goodwill and intangible assets	(1,180)	(1,171)
Average tangible common equity	\$ 12,287	\$ 11,803
Return on average common equity	15.8 %	22.9 %
Return on average tangible common equity	17.3 %	25.1 %

Our calculation of this non-GAAP measure may not be comparable to similarly titled measures of other companies due to potential differences between companies in the method of calculation. As a result, the use of this non-GAAP measure has limitations and should not be considered superior to, in isolation from, or as a substitute for, related U.S. GAAP measures. This non-GAAP measure allows investors the opportunity to measure and monitor our performance against our externally communicated targets and evaluate the investment decisions being made by management to improve our return on average tangible common equity. Management uses this measure in its financial, investment and operational decision-making processes, for internal reporting and as part of its forecasting and budgeting processes. For these reasons, we believe this non-GAAP measure is useful to our investors.

Average Earning Assets

	Years Ended December 31,		2023 vs. 2022	
	2023	2022	Amount	Percentage
Average retail finance receivables	\$ 69,678	\$ 61,650	\$ 8,028	13.0 %
Average commercial finance receivables	11,646	8,350	3,296	39.5 %
Average finance receivables	81,324	70,000	11,324	16.2 %
Average leased vehicles, net	31,521	35,271	(3,750)	(10.6)%
Average earning assets	\$ 112,845	\$ 105,271	\$ 7,574	7.2 %
Retail finance receivables purchased	\$ 35,977	\$ 34,760	\$ 1,217	3.5 %
Leased vehicles purchased	\$ 17,113	\$ 14,427	\$ 2,686	18.6 %

Average retail finance receivables increased primarily due to new loan originations in excess of principal collections and payoffs. Our penetration of GM's retail sales in the U.S. was 41.5% in 2023 and 43.2% in 2022. Penetration levels vary depending on incentive financing programs available and competing third-party financing products in the market.

Average commercial finance receivables increased primarily due to growth in the average amount financed per dealer, resulting from increased new vehicle inventory, as well as higher floorplan penetration.

Leased vehicles purchased increased primarily due to growth in GM sales, higher lease sales mix, and higher net capitalized cost.

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Revenue	Years Ended December 31,		2023 vs. 2022	
	2023	2022	Amount	Percentage
Finance charge income				
Retail finance receivables	\$ 5,255	\$ 4,074	\$ 1,181	29.0 %
Commercial finance receivables	\$ 949	\$ 447	\$ 502	112.3 %
Leased vehicle income	\$ 7,266	\$ 7,811	\$ (545)	(7.0)%
Other income	\$ 754	\$ 434	\$ 320	73.7 %
Equity income	\$ 138	\$ 173	\$ (35)	(20.2)%
Effective yield - retail finance receivables	7.5 %	6.6 %		
Effective yield - commercial finance receivables	8.1 %	5.4 %		

Finance Charge Income - Retail Finance Receivables Finance charge income on retail finance receivables increased primarily due to an increase in the effective yield and growth in the size of the portfolio. The effective yield on our retail finance receivables increased primarily due to increased average interest rates on new loan originations. The effective yield represents finance charges, rate subvention and fees recorded in earnings during the period as a percentage of average retail finance receivables.

Finance Charge Income - Commercial Finance Receivables Finance charge income on commercial finance receivables increased primarily due to an increase in the effective yield as a result of higher benchmark rates, as well as an increase in the size of the portfolio.

Leased Vehicle Income Leased vehicle income decreased primarily due to a decrease in the average balance of the leased vehicles portfolio.

Other Income Other income increased primarily due to higher investment income resulting from an increase in benchmark interest rates.

Equity Income Equity income decreased primarily due to lower asset levels resulting from decreased origination volumes, partially offset by decreased interest expense due to a decrease in the average debt outstanding.

Costs and Expenses	Years Ended December 31,		2023 vs. 2022	
	2023	2022	Amount	Percentage
Operating expenses	\$ 1,818	\$ 1,662	\$ 156	9.4 %
Leased vehicle expenses	\$ 4,047	\$ 3,668	\$ 379	10.3 %
Provision for loan losses	\$ 826	\$ 654	\$ 172	26.3 %
Interest expense	\$ 4,685	\$ 2,881	\$ 1,804	62.6 %
Average debt outstanding	\$ 100,409	\$ 93,764	\$ 6,645	7.1 %
Effective rate of interest on debt	4.7 %	3.1 %		

Operating Expenses Operating expenses as a percentage of average earning assets was 1.6% for both 2023 and 2022.

Leased Vehicle Expenses Leased vehicle expenses increased primarily due to a \$310 million decrease in lease termination gains due to higher leased portfolio net book values at termination and fewer terminated leases, and a \$65 million increase in depreciation on leased vehicles.

Provision for Loan Losses Provision for loan losses increased due to lower recovery rates in 2023, as well as moderating credit performance.

Interest Expense Interest expense increased primarily due to an increase in the effective rate of interest on our debt, resulting from higher benchmark rates, as well as an increase in the average debt outstanding.

Taxes Our consolidated effective income tax rate was 26.0% and 25.4% of income before income taxes and equity income for 2023 and 2022. Refer to [Note 14](#) to our consolidated financial statements for tax rate reconciliation.

Other Comprehensive Income (Loss)

Unrealized Gain (Loss) on Hedges Unrealized gain (loss) on hedges included in other comprehensive income (loss) were \$18 million and \$55 million for 2023 and 2022. The change in unrealized gain (loss) was primarily due to changes in the fair value of our foreign currency swap agreements.

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Unrealized gains and losses on cash flow hedges of our floating rate debt are reclassified into earnings in the same period during which the hedged transactions affect earnings via principal remeasurement or accrual of interest expense.

Foreign Currency Translation Adjustment Foreign currency translation adjustments included in other comprehensive income (loss) were \$147 million and \$(156) million for 2023 and 2022. Translation adjustments resulted from changes in the values of our international currency-denominated assets and liabilities as the value of the U.S. Dollar changed in relation to international currencies. The foreign currency translation gain for 2023 was primarily due to appreciating values of the Mexican Peso and Brazilian Real in relation to the U.S. Dollar. The foreign currency translation loss for 2022 was primarily due to depreciating values of the Chinese Yuan Renminbi and Canadian Dollar, partially offset by appreciating values of the Brazilian Real and Mexican Peso in relation to the U.S. Dollar.

Earning Assets Quality

Retail Finance Receivables Our retail finance receivables portfolio includes loans made to consumers and businesses to finance the purchase of vehicles for personal and commercial use. A summary of the credit risk profile by FICO score or its equivalent, determined at origination, of the retail finance receivables is as follows:

	December 31, 2023		December 31, 2022	
	Amount	Percent	Amount	Percent
Prime - FICO Score 680 and greater	\$ 54,882	75.5 %	\$ 47,543	72.8 %
Near-prime - FICO Score 620 to 679	8,647	11.9	8,392	12.8
Sub-prime - FICO Score less than 620	9,200	12.6	9,388	14.4
Retail finance receivables, net of fees	72,729	100.0 %	65,322	100.0 %
Less: allowance for loan losses	(2,308)		(2,062)	
Retail finance receivables, net	\$ 70,421		\$ 63,260	
Number of outstanding contracts	3,121,144		2,942,175	
Average amount of outstanding contracts (in dollars) ^(a)	\$ 23,302		\$ 22,202	
Allowance for loan losses as a percentage of retail finance receivables, net of fees	3.2 %		3.2 %	

(a) Average amount of outstanding contracts is calculated as retail finance receivables, net of fees, divided by number of outstanding contracts.

Delinquency The following is a consolidated summary of delinquent retail finance receivables:

	December 31, 2023		December 31, 2022	
	Amount	Percent	Amount	Percent
31 - 60 days	\$ 1,637	2.3 %	\$ 1,393	2.1 %
Greater than 60 days	559	0.8	465	0.7
Total finance receivables more than 30 days delinquent	2,196	3.0	1,857	2.8
In repossession	61	0.1	39	0.1
Total finance receivables more than 30 days delinquent or in repossession	\$ 2,257	3.1 %	\$ 1,896	2.9 %

At December 31, 2023, delinquency increased slightly from 2022 but continued to be lower than historical levels. We expect that delinquency will increase over time but may remain below our historical levels due to improvement in the credit mix of the portfolio.

Loan Modifications Loan modifications extended to the borrowers experiencing financial difficulty were insignificant for 2023. Refer to [Note 1](#) and [Note 3](#) to our consolidated financial statements for further information on loan modifications.

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Net Charge-offs The following table presents charge-off data with respect to our retail finance receivables portfolio:

	Years Ended December 31,	
	2023	2022
Charge-offs	\$ 1,423	\$ 1,138
Less: recoveries	(767)	(685)
Net charge-offs	<u>\$ 656</u>	<u>\$ 453</u>
Net charge-offs as a percentage of average retail finance receivables	<u>0.9 %</u>	<u>0.7 %</u>

Net charge-offs for 2023 increased compared to 2022 but continued to be lower than historical levels. We expect net charge-offs will increase over time but may remain below our historical levels due to improvement in the credit mix of the portfolio.

	December 31, 2023	December 31, 2022
Commercial Finance Receivables		
Commercial finance receivables, net of fees	\$ 14,251	\$ 11,288
Less: allowance for loan losses	(36)	(34)
Commercial finance receivables, net	<u>\$ 14,216</u>	<u>\$ 11,254</u>
Number of dealers	<u>2,512</u>	<u>2,431</u>
Average carrying amount per dealer	<u>\$ 6</u>	<u>\$ 5</u>
Allowance for loan losses as a percentage of commercial finance receivables, net of fees	<u>0.3 %</u>	<u>0.3 %</u>

No commercial loans were modified for 2023. Activity in the allowance for commercial loan losses was insignificant for 2023 and 2022, and substantially all of our commercial finance receivables were current with respect to payment status at December 31, 2023 and 2022.

Leased Vehicles The following table summarizes activity in our operating lease portfolio (in thousands, except where noted):

	Years Ended December 31,	
	2023	2022
Operating leases purchased	372	327
Operating leases terminated	505	569
Operating lease vehicles returned ^(a)	54	19
Percentage of lease vehicles returned ^(b)	11 %	3 %

(a) Represents the number of vehicles returned to us for remarketing.

(b) Calculated as the number of operating leased vehicles returned divided by the number of operating leases terminated.

The return rate is largely dependent on the level of used vehicle values at lease termination compared to contractual residual values at lease inception. Return rates have been significantly lower than historical levels as used vehicle prices have generally remained higher than contractual residual values. Gains on terminations of leased vehicles were \$878 million and \$1.2 billion for 2023 and 2022. The decrease in gains is primarily due to higher leased portfolio net book values at termination and fewer terminated leases in 2023 compared to 2022.

The following table summarizes the residual value based on our most recent estimates and the number of units included in leased vehicles, net by vehicle type (units in thousands):

	December 31, 2023			December 31, 2022		
	Residual Value	Units	Percentage of Units	Residual Value	Units	Percentage of Units
Crossovers	\$ 12,830	648	67.5 %	\$ 14,207	736	67.3 %
Trucks	6,793	210	21.9	6,961	228	20.9
SUVs	2,304	58	6.0	2,595	66	6.0
Cars	734	44	4.6	964	63	5.8
Total	<u>\$ 22,661</u>	<u>960</u>	<u>100.0 %</u>	<u>\$ 24,727</u>	<u>1,092</u>	<u>100.0 %</u>

At both December 31, 2023 and 2022, 99.4% of our operating leases were current with respect to payment status.

Liquidity and Capital Resources

General Our primary sources of cash are finance charge income, leasing income and proceeds from the sale of terminated leased vehicles, net proceeds from credit facilities, securitizations, secured and unsecured borrowings, and collections and recoveries on finance receivables. Our expected material uses of cash are purchases and funding of finance receivables and leased vehicles, repayment or repurchases of secured and unsecured debt, funding credit enhancement requirements in connection with securitizations and secured credit facilities, interest costs, operating expenses, income taxes and dividend payments.

Typically, our purchase and funding of retail and commercial finance receivables and leased vehicles are initially financed by utilizing cash and borrowings on our secured credit facilities. Subsequently, we typically obtain long-term financing for finance receivables and leased vehicles through securitization transactions and the issuance of unsecured debt. Refer to [Note 7](#) to our consolidated financial statements for information regarding our material cash requirements for debt contractual obligations.

The following table summarizes our available liquidity:

Liquidity	December 31, 2023	December 31, 2022
Cash and cash equivalents ^(a)	\$ 5,282	\$ 4,005
Borrowing capacity on unpledged eligible assets	21,946	22,041
Borrowing capacity on committed unsecured lines of credit	687	460
Borrowing capacity on the Junior Subordinated Revolving Credit Facility	1,000	1,000
Borrowing capacity on the GM Revolving 364-Day Credit Facility	2,000	2,000
Available liquidity	<u>\$ 30,915</u>	<u>\$ 29,506</u>

(a) Includes \$380 million and \$384 million in unrestricted cash outside of the U.S. at December 31, 2023 and 2022. This cash is considered to be indefinitely invested based on specific plans for reinvestment.

We generally target liquidity levels to support at least six months of our expected net cash outflows, including new originations, without access to new debt financing transactions or other capital markets activity. At December 31, 2023, available liquidity exceeded our liquidity targets.

Cash Flows

	Years Ended December 31,		2023 vs. 2022
	2023	2022	
Net cash provided by (used in) operating activities	\$ 6,662	\$ 5,476	\$ 1,186
Net cash provided by (used in) investing activities	\$ (10,882)	\$ (10,005)	\$ (877)
Net cash provided by (used in) financing activities	\$ 5,724	\$ 4,013	\$ 1,711

During 2023, net cash provided by operating activities increased primarily due to an increase in finance charge income of \$1.7 billion, a net increase in cash provided by counterparty derivative collateral posting activities of \$1.3 billion, and a decrease in taxes paid to GM of \$618 million, partially offset by an increase in interest paid of \$2.0 billion and a decrease in leased vehicle income of \$545 million.

During 2023, net cash used in investing activities increased, primarily due to an increase in purchases of leased vehicles of \$1.7 billion, a decrease in the proceeds from termination of leased vehicles of \$1.2 billion, and an increase in the purchases of consumer finance receivables of \$1.2 billion, partially offset by a net change in floorplan and other short-duration receivables of \$1.7 billion, and an increase in collections and recoveries on retail finance receivables of \$1.3 billion.

During 2023, net cash provided by financing activities increased, primarily due to a net increase in borrowings of \$6.9 billion, partially offset by an increase in debt repayments of \$5.1 billion and an increase in dividend payments of \$100 million.

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Credit Ratings We receive ratings from four independent credit rating agencies: DBRS Limited, Fitch Rating (Fitch), Moody's Investors Service (Moody's) and Standard & Poor's (S&P). The credit ratings assigned to us from all the credit rating agencies are closely associated with their opinions on GM. The following table summarizes our credit ratings at January 16, 2024:

	Company Rating	Bond Rating	Short Term Rating	Outlook
DBRS Limited	BBB (High)	BBB (High)	R-2 (High)	Stable
Fitch	BBB	BBB	F2	Stable
Moody's	Baa2	Baa2	P-2	Stable
S&P	BBB	BBB	A-2	Stable

Credit Facilities In the normal course of business, in addition to using our available cash, we fund our operations by borrowing under our credit facilities, which may be secured and/or structured as securitizations or may be unsecured. We repay these borrowings as appropriate under our liquidity management strategy.

At December 31, 2023, credit facilities consist of the following:

Facility Type	Facility Amount	Advances Outstanding
Revolving retail asset-secured facilities ^(a)	\$ 22,727	\$ 4,635
Revolving commercial asset-secured facilities ^(b)	4,229	325
Total secured	26,956	4,960
Unsecured committed facilities	753	66
Unsecured uncommitted facilities ^(c)	1,968	1,968
Total unsecured	2,721	2,034
Junior Subordinated Revolving Credit Facility	1,000	—
GM Revolving 364-Day Credit Facility	2,000	—
Total	\$ 32,677	\$ 6,993

(a) Includes committed and uncommitted revolving credit facilities backed by retail finance receivables and leases. The financial institutions providing the uncommitted facilities are not contractually obligated to advance funds under them. We had an insignificant amount in advances outstanding and \$651 million in unused borrowing capacity on these uncommitted facilities at December 31, 2023.

(b) Includes revolving credit facilities backed by loans to dealers for floorplan financing.

(c) The financial institutions providing the uncommitted facilities are not contractually obligated to advance funds under them. We had \$1.8 billion in unused borrowing capacity on these facilities at December 31, 2023.

Refer to [Note 7](#) to our consolidated financial statements for further discussion of the terms of our revolving credit facilities.

Securitization Notes Payable We periodically finance our retail and commercial finance receivables and leases through public and private term securitization transactions, where the securitization markets are sufficiently developed. A summary of securitization notes payable is as follows:

Year of Transaction	Maturity Date ^(a)	Original Note Issuance	Note Balance At December 31, 2023
2019	April 2024 - July 2027	\$ 3,250	\$ 863
2020	August 2025 - August 2028	11,206	2,164
2021	July 2025 - June 2034	16,776	4,865
2022	November 2024 - October 2035	23,711	12,180
2023	October 2023 - August 2036	\$ 23,577	20,268
Total active securitizations			\$ 40,340

(a) Maturity dates represent legal final maturity of issued notes. The notes are expected to be paid based on amortization of the finance receivables and leases pledged.

(b) At historical foreign currency exchange rates at the time of issuance.

Our securitizations utilize special purpose entities, which are also variable interest entities that meet the requirements to be consolidated in our financial statements. Refer to [Note 8](#) to our consolidated financial statements for further discussion.

Unsecured Debt We periodically access the unsecured debt capital markets through the issuance of senior unsecured notes. At December 31, 2023, the aggregate principal amount of our outstanding unsecured senior notes was \$51.2 billion.

We issue other unsecured debt through demand notes, commercial paper offerings and other bank and non-bank funding sources. At December 31, 2023, we had \$3.4 billion outstanding in demand notes and \$2.9 billion under the U.S. commercial paper program.

LIBOR Transition The International Swaps and Derivatives Association launched its Interbank Offered Rate (IBOR) Fallbacks Supplement and IBOR Fallbacks Protocol, which came into effect on January 25, 2021. The supplement incorporates fallbacks for new derivatives linked to LIBOR, and the protocol enables market participants to incorporate fallbacks for certain legacy derivatives linked to LIBOR. We adhered to the protocol prior to the June 30, 2023 cessation date and have transitioned all of our LIBOR-based derivative exposure. On March 15, 2022, Congress enacted the Adjustable Interest Rate (LIBOR) Act to address "tough legacy" contracts that lack adequate fallback provisions for determining a benchmark replacement to LIBOR. We expect to leverage the safe harbors and protections provided by the LIBOR Act and corresponding regulations to transition our limited LIBOR exposure remaining after the cessation date.

Support Agreement - Leverage Ratio Our earning assets leverage ratio calculated in accordance with the terms of the support agreement with GM (the Support Agreement) was 8.32x and 7.91x at December 31, 2023 and 2022, and the applicable leverage ratio threshold was 12.00x. In determining our earning assets leverage ratio (net earning assets divided by adjusted equity) under the Support Agreement, net earning assets means our finance receivables, net, plus leased vehicles, net, and adjusted equity means our equity, net of goodwill and inclusive of outstanding junior subordinated debt, as each may be adjusted for derivative accounting from time to time.

Asset and Liability Maturity Profile We define our asset and liability maturity profile as the cumulative maturities of our finance receivables, investment in leased vehicles, net of accumulated depreciation, cash and cash equivalents and other assets less our cumulative debt maturities. We manage our balance sheet so that asset maturities will exceed debt maturities each year. The following chart presents our cumulative maturities for assets and debt at December 31, 2023:

	2024	2025	2026	2027 and Thereafter
Encumbered assets	\$ 31,798	\$ 48,907	\$ 58,059	\$ 65,207
Unencumbered assets	30,690	46,172	58,718	66,804
Total assets	62,488	95,079	116,777	132,011
Secured debt	22,091	33,977	40,334	45,301
Unsecured debt	16,546	27,632	36,323	61,289
Total debt^(a)	38,637	61,609	76,658	106,590
Net excess liquidity	\$ 23,851	\$ 33,470	\$ 40,119	\$ 25,421

(a) Excludes unamortized debt premium/(discount), unamortized debt issuance costs and fair value adjustments.

Forward-Looking Statements

This report contains several "forward-looking statements." Forward-looking statements are those that use words such as "believe," "expect," "intend," "plan," "may," "likely," "should," "estimate," "continue," "future" or "anticipate" and other comparable expressions. These words indicate future events and trends. Forward-looking statements are our current views with respect to future events and financial performance. These forward-looking statements are subject to many assumptions, risks and uncertainties that could cause actual results to differ significantly from historical results or from those anticipated by us. The most significant risks are detailed from time to time in our filings and reports with the Securities and Exchange Commission (SEC), including this Annual Report on Form 10-K for the year ended December 31, 2023. It is advisable not to place undue reliance on our forward-looking statements. We undertake no obligation to, and do not, publicly update or revise any forward-looking statements, except as required by federal securities laws, whether as a result of new information, future events or otherwise.

The following factors are among those that may cause actual results to differ materially from historical results or from the forward-looking statements:

- GM's ability to produce and sell new vehicles that we finance in the markets we serve;
- dealers' effectiveness in marketing our financial products to consumers;

- the viability of GM-franchised dealers that are commercial loan customers;
- the sufficiency, availability and cost of sources of financing, including credit facilities, securitization programs and secured and unsecured debt issuances;
- the adequacy of our underwriting criteria for loans and leases and the level of net charge-offs, delinquencies and prepayments on the loans and leases we purchase or originate;
- our ability to effectively manage capital or liquidity consistent with evolving business, operational or financing needs, risk management standards and regulatory or supervisory requirements;
- the adequacy of our allowance for loan losses on our finance receivables;
- our ability to maintain and expand our market share due to competition in the automotive finance industry from a large number of banks, credit unions, independent finance companies and other captive automotive finance subsidiaries;
- changes in the automotive industry that result in a change in demand for vehicles and related vehicle financing;
- the effect, interpretation or application of new or existing laws, regulations, court decisions, legal proceedings and accounting pronouncements;
- adverse determinations with respect to the application of existing laws, or the results of any audits from tax authorities, as well as changes in tax laws and regulations, supervision, enforcement and licensing across various jurisdictions;
- the prices at which used vehicles are sold in the wholesale auction markets;
- vehicle return rates, our ability to estimate residual value at lease inception and the residual value performance on vehicles we lease;
- interest rate fluctuations and certain related derivatives exposure, including risks from our hedging activities;
- our joint ventures in China, which we cannot operate solely for our benefit and over which we have limited control;
- uncertainties associated with benchmark interest rates;
- pandemics, epidemics, disease outbreaks and other public health crises;
- our ability to secure private data, proprietary information, manage risks related to security breaches, cyberattacks and other disruptions to networks and systems owned or maintained by us or third parties and comply with enterprise data regulations in all key market regions;
- foreign currency exchange rate fluctuations and other risks applicable to our operations outside of the U.S.;
- changes in local, regional, national or international economic, social or political conditions; and
- impact and uncertainties related to climate-related events and climate change legislation.

If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, our actual results may vary materially from those expected, estimated or projected. For a further discussion of these and other risks and uncertainties, refer to Part I, Item 1A. Risk Factors.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Overview We are exposed to a variety of risks in the normal course of our business. Our financial condition depends on the extent to which we effectively identify, assess, monitor and manage these risks. The principal types of risk to our business include:

- Market risk - the possibility that changes in interest and currency exchange rates will adversely affect our cash flows and economic value;
- Counterparty risk - the possibility that a counterparty may default on a derivative instrument or cash deposit or will fail to meet its lending commitments to us;
- Credit risk - the possibility of loss from a customer's failure to make payments according to contract terms;
- Residual risk - the possibility that the actual proceeds we receive at lease termination will be lower than our projections or return volumes will be higher than our projections;
- Liquidity risk - the possibility that we may be unable to meet all of our current and future obligations in a timely manner; and
- Operating risk - the possibility of errors relating to transaction processing and systems, actions that could result in compliance deficiencies with regulatory standards or contractual obligations and the possibility of fraud by our employees or outside persons.

We manage each of these types of risk in the context of its contribution to our overall global risks. We make business decisions on a risk-adjusted basis and price our services consistently with these risks. A discussion of market risk (including interest rate and foreign currency exchange rate risk), counterparty risk, and operating risk follows.

Market Risk We seek to minimize volatility in our earnings from changes in interest rates and foreign currency exchange rates. Our strategies to manage market risk are approved by our Global Asset Liability Committee (the ALCO). Our Corporate Treasury group is responsible for the development of our interest rate and liquidity management policies as presented to the ALCO.

Interest Rate Risk We depend on accessing the capital markets to fund asset originations. We are exposed to interest rate risks as our financial assets and liabilities have different characteristics that may impact our financial performance. These differences may include tenor, yield, repricing timing and prepayment expectations.

Our assets are primarily comprised of fixed-rate retail installment loans and operating lease agreements under which customers typically make equal monthly payments over the life of the contracts. Our commercial finance receivables primarily earn a floating rate of interest and are revolving in nature.

Our debt includes long-term unsecured debt and securitization notes payable. Our senior unsecured debt issuances have tenors of up to 10 years. Approximately 96% of these debt instruments are fixed-rate and pay equal interest payments over the life of the debt and a single principal payment at maturity. Our securitization notes payable are primarily fixed-rate and amortize as the underlying assets pay down.

Risk Management Our interest rate risk management objective is to reduce volatility in our cash flows and volatility in our economic value from changes in interest rates based on an established risk tolerance that may vary by market. We use economic value of equity sensitivity analysis and duration gap analysis to evaluate potential long-term effects of changes in interest rates. We then enter into interest rate derivatives to convert portions of our floating-rate assets and liabilities to fixed or our fixed-rate assets and liabilities to floating to ensure that our exposure falls within the tolerances established by the ALCO. We also use net interest income sensitivity analysis to monitor the level of near-term cash flow exposure. The net interest income sensitivity analysis measures the changes in expected cash flows associated with our interest-rate-sensitive assets, liabilities, and derivative financial instruments from hypothetical changes in interest rates over a 12-month period. The ALCO reviews these metrics and approves the derivative strategy required to maintain exposure within approved thresholds prior to execution. Management monitors our hedging activities to ensure that the value of derivative financial instruments, their correlation to the instruments being hedged and the amounts being hedged continue to provide effective protection against interest rate risk. However, there can be no assurance that our strategies will be effective in minimizing interest rate risk or that increases in interest rates will not have an adverse effect on our profitability. We do not engage in any speculative trading in derivatives.

Quantitative Disclosure We measure the sensitivity of our net interest income to changes in interest rates by using interest rate scenarios that assume a hypothetical, instantaneous parallel shift of 100 basis points in all interest rates across all maturities, as well as a base case that assumes that rates perform at the current market forward curve. However, interest rate changes are rarely instantaneous or parallel and rates could move more or less than the 100 basis points assumed in our analysis. Therefore, the actual impact to our net interest income could be higher or lower than the results detailed in the table below. These interest rate scenarios are purely hypothetical and do not represent our view of future interest rate movements. Hedging strategies approved by the ALCO are used to manage interest rate risk within policy guidelines.

Net Interest Income Sensitivity	December 31, 2023	December 31, 2022
100 basis points instantaneous <i>increase</i> in interest rates	\$ (7.7)	\$ (4.3)
100 basis points instantaneous <i>decrease</i> in interest rates ^(a)	\$ 7.7	\$ 4.3

(a) Net interest income sensitivity given a 100 basis points decrease in interest rates requires an assumption of negative interest rates in markets where existing interest rates are below one percent.

At December 31, 2023 and 2022, we were liability-sensitive, meaning that we expect more liabilities than assets to reprice within the next 12 months. During a period of rising interest rates, the interest paid on our liabilities would increase more than the interest earned on our assets, which would initially decrease our net interest income. During a period of falling interest rates, we would expect our net interest income to initially increase.

Additional Model Assumptions The sensitivity analysis presented is our best estimate of the effect of the hypothetical interest rate scenarios; however, our actual results could differ. Our estimates are also based on assumptions including the amortization and prepayment of the finance receivables portfolio, originations of finance receivables and leases, refinancing of maturing debt, replacement of maturing derivatives and exercise of options embedded in debt and derivatives. Our prepayment projections are based on historical experience. If interest rates or other factors change, our actual prepayment experience could be different than projected.

GENERAL MOTORS FINANCIAL COMPANY, INC.

Derivative Notional Values The following table presents the outstanding notional value of our derivative instruments (in billions):

	December 31, 2023	December 31, 2022
Interest rate contracts		
Pay-fixed, receive-floating interest rate swaps	\$ 50	\$ 44
Pay-floating, receive-fixed interest rate swaps	62	49
Long interest rate caps and floors	22	21
Short interest rate caps and floors	22	21
Total interest rate contracts	155	135
Foreign currency contracts	8	7
Total notional value	<u>\$ 163</u>	<u>\$ 142</u>

Derivative Fair Values The net fair value of our derivative financial instruments at December 31, 2023 was a liability of \$754 million, compared to a liability of \$1.1 billion at December 31, 2022. The net fair value of our interest rate contracts decreased \$83 million due to changes in the forward interest rate curve, and the net fair value of our cross-currency contracts increased \$420 million due to the weakening of the U.S. Dollar against other currencies. Refer to [Note 9](#) to our consolidated financial statements for more information.

Foreign Currency Exchange Rate Risk We primarily finance receivables and leased assets with debt in the same currency, minimizing exposure to exchange rate movements. When a different currency is used, we may use foreign currency derivatives to minimize any impact to earnings. As a result, we believe our market risk exposure relating to changes in currency exchange rates at December 31, 2023 was insignificant. Exchange rate movements can impact our net investment in foreign subsidiaries, which impacts our tangible equity through other comprehensive income (loss). The following table summarizes the amounts of foreign currency translation, transaction and remeasurement (gains) losses:

	Years Ended December 31,	
	2023	2022
Translation (gains) losses recorded in accumulated other comprehensive income (loss)	\$ (147)	\$ 156
(Gains) losses resulting from transactions and remeasurement recorded in earnings	\$ 267	\$ (639)
(Gains) losses resulting from foreign currency exchange contracts recorded in earnings	(262)	639
Net (gains) losses resulting from foreign currency exchange recorded in earnings	<u>\$ 5</u>	<u>\$ (1)</u>

Most of our international operations use functional currencies other than the U.S. Dollar. Translation adjustments result from changes in the values of our foreign currency-denominated assets and liabilities as the value of the U.S. Dollar changes in relation to foreign currencies. The foreign currency translation gain for 2023 was primarily due to appreciating values of the Mexican Peso and Brazilian Real in relation to the U.S. Dollar. The foreign currency translation loss for 2022 was primarily due to depreciating values of the Chinese Yuan Renminbi and Canadian Dollar, partially offset by appreciating values of the Brazilian Real and Mexican Peso in relation to the U.S. Dollar.

Counterparty Risk Counterparty risk relates to the financial loss we could incur if an obligor or counterparty to a transaction is unable to meet its financial obligations. Typical sources of exposure include balances maintained in bank accounts, investments, and derivative instruments. Investments are typically securities representing high quality monetary instruments that are easily accessible, and derivative instruments are used for managing interest rate and foreign currency exchange rate risk. We, together with GM, establish exposure limits for each counterparty to minimize risk and provide counterparty diversification.

We enter into arrangements with individual counterparties that we believe are creditworthy and generally settle on a net basis. In addition, the ALCO performs a quarterly assessment of our counterparty credit risk, including a review of credit ratings, credit default swap rates and potential nonperformance of the counterparty.

Operating Risk We operate in many locations and rely on the abilities of our employees and computer systems to process a large number of transactions. Improper employee actions, improper operation of systems, or unforeseen business interruptions could result in financial loss, regulatory action and damage to our reputation, and breach of contractual obligations. To address this risk, we maintain internal control processes that identify transaction authorization requirements, safeguard assets from misuse or theft, protect the reliability of financial and other data, and minimize the impact of a business interruption on our customers. We also maintain system controls to maintain the accuracy of information about our operations. These controls are designed to manage operating risk throughout our business.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PCAOB ID: 42)

To the Shareholders and the Board of Directors of General Motors Financial Company, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of General Motors Financial Company, Inc. (the Company) as of December 31, 2023 and 2022, the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2023, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Allowance for loan losses

Description of the matter

The Company's loan portfolio and the associated allowance for loan losses (ALL) were \$87.0 billion and \$2.3 billion as of December 31, 2023, respectively. As discussed in Note 1 to the consolidated financial statements, the ALL represents management's estimate of expected net credit losses over the remaining life of the receivables at the balance sheet date. Expected credit losses related to the retail finance receivables are estimated using a static pool modeling technique for pools of receivables with common risk characteristics such as internal credit score and monthly vintage. Management assesses recent internal operating and external environments and may qualitatively adjust certain assumptions. Forecasted economic conditions are considered over a reasonable and supportable period through the use of economic factors that are determined to have the largest impact on expected losses.

Auditing management's estimate of the North America retail ALL, which represents the largest component of the overall ALL, involved judgement due to the complexity of the model and management's adjustments to certain assumptions.

How we addressed the matter in our audit

We obtained an understanding of the Company's process for establishing the North America retail ALL, including the models used and the adjustments made to certain assumptions. We evaluated the design and tested the operating effectiveness of the controls and governance over the appropriateness of the model methodology, including the validation and monitoring procedures performed over the models, the identification and the assessment of the need for adjustments to certain assumptions, the reliability and accuracy of data used to estimate the various components, and management's review and approval of the ALL.

Related to the North America retail ALL, to test the model, we evaluated the conceptual soundness of the model, including management's selection of economic factors that were deemed to have the largest impact on expected credit losses, and reviewed management's weighting of historical loss experience to align the estimate with the current environment. Additionally, on a sample basis, we performed an independent recalculation of the Company's ALL. To test the adjustments to certain assumptions, we evaluated the identification and measurement, including the basis for concluding an adjustment was warranted when considering the construct of the current expected credit loss model. We tested the completeness and accuracy of data used by the Company to estimate the adjustments and recalculated the analyses used by management to measure the adjustment.

Valuation of Leased Vehicles

Description of the matter

The Company has recorded investments in vehicles leased to retail customers under operating leases. As discussed in Note 1 to the consolidated financial statements, at the beginning of the lease, management establishes an expected residual value for each vehicle at the end of the lease term. The Company's estimated residual value of leased vehicles at the end of lease term was \$22.7 billion as of December 31, 2023.

Auditing management's estimate of the residual value of leased vehicles involved a high degree of judgment. Management's estimate is based, in part, on third-party data which considers inputs including recent auction values and significant assumptions regarding the expected future volume of leased vehicles that will be returned to the Company, used car prices, manufacturer incentive programs and fuel prices. Realization of the residual values is dependent on the future ability to market the vehicles under future prevailing market conditions.

How we addressed the matter in our audit

We evaluated the design and tested the operating effectiveness of the Company's controls over the lease residual estimation process, including controls over management's review of residual value estimates obtained from the Company's third-party provider and other significant assumptions.

Our procedures also included, among others, independently recalculating depreciation related to operating leases and performing sensitivity analyses related to significant assumptions. We also performed hindsight analyses to assess the propriety of management's estimate of residual values, as well as tested the completeness and accuracy of data from underlying systems, data warehouses and third parties that are used in the estimation models.

/s/Ernst & Young LLP

We have served as the Company's auditor since 2017.

Fort Worth, Texas

January 30, 2024

Item 8. Financial Statements and Supplementary Data

CONSOLIDATED BALANCE SHEETS
(in millions, except per share amounts)

	December 31, 2023	December 31, 2022
ASSETS		
Cash and cash equivalents	\$ 5,282	\$ 4,005
Finance receivables, net of allowance for loan losses of \$2,344 and \$2,096 (Note 3 ; Note 8)	84,637	74,514
Leased vehicles, net (Note 4 ; Note 8)	30,582	32,701
Goodwill and intangible assets (Note 5)	1,184	1,171
Equity in net assets of nonconsolidated affiliates (Note 6)	1,670	1,665
Property and equipment, net of accumulated depreciation of \$432 and \$407	124	140
Deferred income taxes (Note 14)	292	251
Related party receivables (Note 2)	540	495
Other assets (Note 8)	7,699	7,604
Total assets	\$ 132,011	\$ 122,545
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Secured debt (Note 7 ; Note 8)	\$ 45,243	\$ 42,131
Unsecured debt (Note 7)	60,084	54,723
Accounts payable and accrued expenses	2,942	2,743
Deferred income	2,313	2,248
Deferred income taxes (Note 14)	2,025	1,836
Related party payables (Note 2)	445	115
Other liabilities	3,415	3,739
Total liabilities	116,468	107,535
Commitments and contingencies (Note 10)		
Shareholders' equity (Note 11)		
Common stock, \$0.0001 par value per share	—	—
Preferred stock, \$0.01 par value per share	—	—
Additional paid-in capital	8,783	8,742
Accumulated other comprehensive income (loss)	(1,208)	(1,373)
Retained earnings	7,967	7,641
Total shareholders' equity	15,542	15,010
Total liabilities and shareholders' equity	\$ 132,011	\$ 122,545

The accompanying notes are an integral part of these consolidated financial statements.

Amounts may not add due to rounding.

GENERAL MOTORS FINANCIAL COMPANY, INC.
CONSOLIDATED STATEMENTS OF INCOME
(in millions)

	Years Ended December 31,		
	2023	2022	2021
Revenue			
Finance charge income	\$ 6,204	\$ 4,521	\$ 4,103
Leased vehicle income	7,266	7,811	9,026
Other income	754	434	290
Total revenue	<u>14,224</u>	<u>12,766</u>	<u>13,419</u>
Costs and expenses			
Operating expenses	1,818	1,662	1,648
Leased vehicle expenses	4,047	3,668	4,142
Provision for loan losses (Note 3)	826	654	248
Interest expense	4,685	2,881	2,546
Total costs and expenses	<u>11,376</u>	<u>8,864</u>	<u>8,584</u>
Equity income (Note 6)	138	173	201
Income before income taxes	2,985	4,076	5,036
Income tax provision (Note 14)	741	992	1,247
Net income (loss)	<u>2,245</u>	<u>3,084</u>	<u>3,789</u>
Less: cumulative dividends on preferred stock	119	119	119
Net income (loss) attributable to common shareholder	<u>\$ 2,126</u>	<u>\$ 2,966</u>	<u>\$ 3,670</u>

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in millions)

	Years Ended December 31,		
	2023	2022	2021
Net income (loss)	\$ 2,245	\$ 3,084	\$ 3,789
Other comprehensive income (loss), net of tax (Note 11)			
Unrealized gain (loss) on hedges, net of income tax (expense) benefit of \$(5), \$(18) and \$(28)	18	55	80
Defined benefit plans	—	1	—
Foreign currency translation adjustment	147	(156)	(44)
Other comprehensive income (loss), net of tax	<u>165</u>	<u>(100)</u>	<u>36</u>
Comprehensive income (loss)	<u>\$ 2,410</u>	<u>\$ 2,983</u>	<u>\$ 3,825</u>

The accompanying notes are an integral part of these consolidated financial statements.

Amounts may not add due to rounding.

GENERAL MOTORS FINANCIAL COMPANY, INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
 (in millions)

	Common Stock	Preferred Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Equity
Balance at January 1, 2021	\$ —	\$ —	\$ 8,642	\$ (1,309)	\$ 6,265	\$ 13,598
Net income (loss)	—	—	—	—	3,789	3,789
Other comprehensive income (loss)	—	—	—	36	—	36
Stock-based compensation	—	—	50	—	—	50
Dividends paid (Note 11)	—	—	—	—	(3,620)	(3,620)
Dividends declared on preferred stock (Note 11)	—	—	—	—	(59)	(59)
Balance at December 31, 2021	—	—	8,692	(1,273)	6,375	13,794
Net income (loss)	—	—	—	—	3,084	3,084
Other comprehensive income (loss)	—	—	—	(100)	—	(100)
Stock-based compensation	—	—	49	—	—	49
Dividends paid (Note 11)	—	—	—	—	(1,759)	(1,759)
Dividends declared on preferred stock (Note 11)	—	—	—	—	(59)	(59)
Balance at December 31, 2022	—	—	8,742	(1,373)	7,641	15,010
Net income (loss)	—	—	—	—	2,245	2,245
Other comprehensive income (loss)	—	—	—	165	—	165
Stock-based compensation	—	—	41	—	—	41
Dividends paid (Note 11)	—	—	—	—	(1,859)	(1,859)
Dividends declared on preferred stock (Note 11)	—	—	—	—	(59)	(59)
Balance at December 31, 2023	\$ —	\$ —	\$ 8,783	\$ (1,208)	\$ 7,967	\$ 15,542

The accompanying notes are an integral part of these consolidated financial statements.

Amounts may not add due to rounding.

GENERAL MOTORS FINANCIAL COMPANY, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)

	Years Ended December 31,		
	2023	2022	2021
Cash flows from operating activities			
Net income (loss)	\$ 2,245	\$ 3,084	\$ 3,789
Depreciation and amortization	5,231	5,083	6,308
Accretion and amortization of loan and leasing fees	(1,354)	(1,266)	(1,442)
Undistributed earnings of nonconsolidated affiliates, net	(50)	(32)	(127)
Provision for loan losses	826	654	248
Deferred income taxes	165	484	209
Stock-based compensation expense	42	50	50
Gain on termination of leased vehicles	(878)	(1,188)	(1,954)
Loss on extinguishment of debt	—	—	105
Other operating activities	(408)	(131)	112
Changes in assets and liabilities:			
Other assets	(129)	(1,470)	135
Other liabilities	592	484	(177)
Related party payables	381	(277)	41
Net cash provided by (used in) operating activities	6,662	5,476	7,297
Cash flows from investing activities			
Purchases and funding of finance receivables	(35,961)	(34,768)	(33,013)
Principal collections and recoveries on finance receivables	28,343	27,017	25,456
Net change in floorplan and other short-duration receivables	(2,633)	(4,345)	2,263
Purchases of leased vehicles	(13,640)	(11,949)	(14,602)
Proceeds from termination of leased vehicles	13,033	14,234	14,393
Purchases of property and equipment	(24)	(44)	(26)
Capital contribution to nonconsolidated affiliates	—	(51)	—
Other investing activities	—	(99)	(14)
Net cash provided by (used in) investing activities	(10,882)	(10,005)	(5,543)
Cash flows from financing activities			
Net change in debt (original maturities of three months or less)	(150)	333	2,911
Borrowings and issuances of secured debt	32,646	30,764	28,776
Payments on secured debt	(29,684)	(28,060)	(29,374)
Borrowings and issuances of unsecured debt	18,294	12,794	16,157
Payments on unsecured debt	(13,317)	(9,865)	(15,728)
Extinguishment of debt	—	—	(1,605)
Debt issuance costs	(146)	(135)	(158)
Dividends paid	(1,919)	(1,819)	(3,620)
Net cash provided by (used in) financing activities	5,724	4,013	(2,641)
Net increase (decrease) in cash, cash equivalents and restricted cash	1,504	(516)	(887)
Effect of foreign exchange rate changes on cash, cash equivalents and restricted cash	69	9	(56)
Cash, cash equivalents and restricted cash at beginning of period	6,676	7,183	8,126
Cash, cash equivalents and restricted cash at end of period	\$ 8,249	\$ 6,676	\$ 7,183

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balance sheet:

	December 31, 2023	December 31, 2022
Cash and cash equivalents	\$ 5,282	\$ 4,005
Restricted cash included in other assets	2,967	2,671
Total	\$ 8,249	\$ 6,676

The accompanying notes are an integral part of these consolidated financial statements.

Amounts may not add due to rounding.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies

History and Operations We have been operating in the automobile finance business in the U.S. since September 1992 and have been a wholly-owned subsidiary of GM since October 2010.

Basis of Presentation The consolidated financial statements include our accounts and the accounts of our consolidated subsidiaries, including certain special purpose entities (SPEs) utilized in secured financing transactions, which are considered variable interest entities (VIEs). All intercompany transactions and accounts have been eliminated in consolidation. Except as otherwise specified, dollar amounts presented within tables are stated in millions. Certain columns and rows may not add due to rounding.

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities as of the date of the financial statements, as well as the amount of revenue and expenses during the reporting periods. Actual results could differ from those estimates, and those differences may be material.

Generally, the financial statements of entities that operate outside of the U.S. are measured using the local currency as the functional currency. All assets and liabilities of the foreign subsidiaries are translated into U.S. dollars at period-end exchange rates, and the results of operations and cash flows are determined using approximate weighted-average exchange rates for the period. Translation adjustments are related to the foreign subsidiaries using local currency as their functional currency and are reported as a separate component of accumulated other comprehensive income (loss). Foreign currency transaction gains or losses are recorded directly in the consolidated statements of income and comprehensive income, regardless of whether such amounts are realized or unrealized. We may enter into foreign currency derivatives to mitigate our exposure to changes in foreign currency exchange rates.

Cash Equivalents Cash equivalents are defined as short-term, highly liquid investments with original maturities of three months or less.

Net Presentation of Cash Flows on Commercial Finance Receivables and Related Debt Our commercial finance receivables are primarily comprised of floorplan financing, which are loans to dealers to finance vehicle inventory, also known as wholesale or inventory financing. In our experience, floorplan financing, as well as other short-duration receivables, are typically repaid within three months of when the credit is extended. Furthermore, we typically have the unilateral ability to call the floorplan loans and receive payment within 60 days of the call. Therefore, the presentation of the cash flows related to floorplan and other short-duration finance receivables is reflected on the consolidated statements of cash flows as "Net change in floorplan and other short-duration receivables."

We have debt agreements to finance our commercial lending activities. The terms of these financing agreements require that a borrowing base of eligible floorplan receivables, within certain concentration limits, must be maintained in sufficient amounts to support advances. When a dealer repays a floorplan receivable to us, either the amount advanced against such receivables must be repaid by us or the equivalent amount in new receivables must be added to the borrowing base. The term for repayment of advances under these agreements is when we receive repayment from the dealers, which is typically within three months of when the credit is extended. Therefore, the cash flows related to these debt agreements are reflected on the consolidated statements of cash flows as "Net change in debt (original maturities of three months or less)."

Retail Finance Receivables and the Allowance for Loan Losses Our retail finance receivables portfolio consists of smaller-balance, homogeneous loans that are carried at amortized cost, net of allowance for loan losses. These loans are divided among pools based on common risk characteristics, such as internal credit score, origination period (vintage) and geography. An internal credit score, of which FICO is an input in North America, is created by using algorithms or statistical models contained in origination scorecards. The scorecards are used to evaluate a consumer's ability to pay based on statistical modeling of his or her prior credit usage, structure of the loan and other information. The output of the scorecards rank-orders consumers from those who are least likely to default to those who are most likely to default. By further dividing the portfolio into pools based on internal credit scores, we are better able to distinguish expected credit performance for different credit risks. The allowance is aggregated for each of the pools. Provisions for loan losses are charged to operations in amounts sufficient to maintain the allowance for loan losses at levels considered adequate to cover expected credit losses on our retail finance receivables portfolio.

We use static pool modeling techniques to determine the allowance for loan losses expected over the remaining life of the receivables, which is supplemented by management judgment. We assess the recent internal operating and external

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

environments and may qualitatively adjust certain assumptions to result in an allowance that is reflective of losses that are expected to occur in the forecasted environment.

Expected losses are estimated for groups of accounts aggregated by internal credit score and monthly vintage. Generally, the expected losses are projected based on historical loss experience over the last 10 years, more heavily weighted toward recent performance to result in an estimate that is more reflective of the current internal and external environments. We consider forecast economic conditions over a reasonable and supportable forecast period. We determine the expected remaining life of the finance receivables to be a reasonable and supportable forecast horizon, primarily due to the relatively short weighted average life of retail finance receivables. We determined the economic factors that have the largest impact on expected losses include unemployment rates, interest rate spreads, disposable personal income and growth rates in gross domestic products. We use forecasts for our chosen factors provided by a leading economic research firm. We compare the forecasts to consensus forecasts to assess for reasonableness and may use one or more forecast scenarios provided by the research firm.

We believe these factors are relevant in estimating expected losses and also consider an evaluation of overall portfolio credit quality based on indicators such as changes in our credit evaluation, underwriting and collection management policies, changes in the legal and regulatory environment, general economic conditions and business trends and uncertainties in forecasting and modeling techniques used in estimating our allowance. We update our retail loss forecast models and portfolio indicators on a quarterly basis to incorporate information reflective of the current and forecast economic environments.

Assumptions regarding credit losses are reviewed periodically and may be impacted by actual performance of finance receivables and changes in any of the factors discussed above. Should the credit loss assumptions increase, there would be an increase in the amount of allowance for loan losses required, which would decrease the net carrying value of finance receivables and increase the amount of provision for loan losses.

Commercial Finance Receivables and the Allowance for Loan Losses Our commercial lending offerings consist of financing products for dealers and other businesses. Dealer products include floorplan financing, as well as dealer loans, which are loans to finance improvements to dealership facilities, to provide working capital, or to purchase and/or finance dealership real estate. Other business products we provide include financing for commercial vehicle upfitters and advances to certain GM subsidiaries.

Commercial finance receivables are carried at amortized cost, net of allowance for loan losses and any amounts held under our dealer cash management program. Provisions for loan losses are charged to operations in amounts sufficient to maintain the allowance for loan losses at levels considered adequate to cover expected credit losses in the commercial finance receivables portfolio. We establish the allowance for loan losses based on historical loss experience, as well as forecasted auto industry conditions, which is the economic indicator that we believe has the largest impact on expected losses. The dealer finance receivables are aggregated into loan-risk pools, which are determined based on our internally developed risk rating system. Dealers' financial and operating metrics are regularly scored and further evaluated to derive a risk rating. Based on dealer risk ratings, we establish probability of default and loss given default, and also determine if any specific dealer loan requires additional reserves.

Charge-off Policy Retail finance receivables are generally charged off in the month in which the account becomes 120 days contractually delinquent if we have not yet recorded a repossession charge-off.

Commercial finance receivables are individually evaluated and, where collectability of the recorded balance is in doubt, are written down to the fair value of the collateral less costs to sell. Commercial finance receivables are charged off at the earlier of when they are deemed uncollectible or reach 360 days past due.

Loan Modifications Under certain circumstances, we may agree to modify the terms of an existing loan with a borrower for various reasons, including financial difficulties. For those borrowers experiencing financial difficulties, we may provide interest rate reductions, principal forgiveness, payment deferments, term extensions or a combination thereof. A loan that is deferred greater than six months in the preceding twelve months would be considered to be other-than-insignificantly delayed. In such circumstances, we must determine whether the modification should be accounted for as an extinguishment of the original loan and a creation of a new loan, or the continuation of the original loan with modifications.

The effect of these modifications is already included in the allowance for credit losses because our estimated allowance represents currently expected credit losses. A change to the allowance for credit losses is generally not recorded upon modification.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Leased Vehicles As lessor, we have investments in leased vehicles recorded as operating leases. Leased vehicles consist of automobiles leased to retail customers and are carried at amortized cost less unearned manufacturer subvention payments, which are received up front. Depreciation expense is recorded on a straight-line basis over the term of the lease agreement to the estimated residual value. Manufacturer subvention is earned on a straight-line basis as a reduction to depreciation expense.

Generally, the lessee may purchase the leased vehicle at the maturity of the lease by paying the purchase price stated in the lease agreement, which equals the contract residual value determined at origination of the lease, plus any fees and all other amounts owed under the lease. If the lessee decides not to purchase the leased vehicle, the lessee must return it to a dealer by the lease's scheduled maturity date. Since the lessee is not obligated to purchase the vehicle at the end of the contract, we are exposed to a risk of loss to the extent the customer returns the vehicle prior to or at the end of the lease term and the proceeds we receive on the disposition of the vehicle are lower than the residual value estimated at lease inception.

We estimate the expected residual value based on third-party data that considers various data points and assumptions, including, but not limited to, recent auction values, the expected future volume of returning leased vehicles, used vehicle prices, manufacturer incentive programs and fuel prices. Changes in the expected residual value result in increased or decreased depreciation of the leased asset over the remaining term of the lease. Upon disposition, a gain or loss is recorded for any difference between the carrying amount of the lease and the proceeds from the disposition of the asset, including any insurance proceeds. Under the accounting for impairment or disposal of long-lived assets, vehicles on operating leases are evaluated by asset group for impairment. We aggregate leased vehicles into asset groups based on make, year and model. When asset group indicators of impairment exist and aggregate future cash flows from the operating lease, including the expected realizable fair value of the leased assets at the end of the lease, are less than the carrying amount of the lease asset group, an immediate impairment write-down is recognized if the difference is deemed not recoverable.

Variable Interest Entities – Securitizations and Credit Facilities We finance a significant portion of our loan and lease origination volume through the use of our credit facilities and execution of securitization transactions, which both utilize SPEs. In our credit facilities, we transfer finance receivables and lease-related assets to SPEs. These subsidiaries, in turn, issue notes to the agents, collateralized by such assets and cash. The agents provide funding under the notes to the subsidiaries pursuant to an advance formula, and the subsidiaries forward the funds to us in consideration for the transfer of the assets.

In our securitizations, we transfer finance receivables and lease-related assets to SPEs structured as securitization trusts (Trusts), which issue one or more classes of asset-backed securities. The asset-backed securities are, in turn, sold to investors.

Our continuing involvement with the credit facilities and Trusts consists of servicing assets held by the SPEs and holding residual interests in the SPEs. These transactions are structured without recourse. The SPEs are considered VIEs under GAAP and are consolidated because we have: (i) power over the significant activities of the entities and (ii) an obligation to absorb losses and the right to receive benefits from the VIEs that could be significant to the VIEs. Accordingly, we are the primary beneficiary of the VIEs and the finance receivables, lease-related assets, borrowings under our credit facilities and, following a securitization, the related securitization notes payable remain on the consolidated balance sheets. Refer to [Note 3](#), [Note 7](#) and [Note 8](#) for further information.

We are not required, and do not currently intend, to provide any additional financial support to SPEs. While these subsidiaries are included in our consolidated financial statements, these subsidiaries are separate legal entities and the finance receivables, lease-related assets and cash held by these subsidiaries are legally owned by them and are not available to our creditors or creditors of our other subsidiaries.

We recognize finance charge, lease vehicle and fee income on the securitized assets and interest expense on the secured debt issued in securitization transactions and record a provision for loan losses to recognize loan losses expected over the remaining life of the securitized assets. Cash pledged to support securitization transactions is deposited in a restricted account and recorded on our consolidated balance sheets as restricted cash, which is invested in highly liquid securities with original maturities of 90 days or less.

Property and Equipment Property and equipment is carried at amortized cost. Depreciation is generally recorded on a straight-line basis over the estimated useful lives of the assets, which ranges from 1 to 30 years. The basis of assets sold or retired and the related accumulated depreciation are removed from the accounts at the time of disposition and any resulting gain or loss is included in operating expenses. Maintenance, repairs and minor replacements are charged to operations as incurred; major replacements and improvements are capitalized.

Goodwill Goodwill is not amortized but rather tested for impairment annually on October 1 or when events occur or circumstances change that trigger a review. The impairment test entails an assessment of qualitative factors to determine

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

whether it is more likely than not that an impairment exists. If it is more likely than not that an impairment exists, then a quantitative impairment test is performed. Impairment exists when the carrying amount of a reporting unit exceeds its fair value.

Derivative Financial Instruments We recognize all of our derivative financial instruments as either assets or liabilities on our consolidated balance sheets at fair value. We do not use derivative financial instruments for speculative trading purposes.

Derivative financial instruments are generally expressed in notional principal or contract amounts that are much larger than the amounts potentially at risk for nonpayment by counterparties. Therefore, in the event of nonperformance by the counterparties, our credit exposure is limited to the uncollected interest and the market value related to the instruments that have become favorable to us, to the extent that market values are not collateralized. We maintain a policy of requiring that all derivative instruments be governed by an International Swaps and Derivatives Association Master Agreement. We enter into derivative instruments and establish risk limits with counterparties that we believe are creditworthy and generally settle on a net basis. In addition, management performs a quarterly assessment of our counterparty credit risk, including a review of credit ratings, credit default swap rates and potential nonperformance of the counterparty.

Interest Rate Swap Agreements We utilize interest rate swap agreements to convert certain floating rate exposures to fixed rate or certain fixed-rate exposures to floating rate in order to manage our interest rate exposure. Cash flows from derivatives used to manage interest rate risk are classified as operating activities.

We designate certain pay-fixed, receive-floating interest rate swaps as cash flow hedges of variable rate debt. The risk being hedged is the risk of variability in interest payments attributable to changes in interest rates. If the hedge relationship is deemed to be highly effective, we record the changes in the fair value of the hedge in accumulated other comprehensive income (loss).

We designate certain receive-fixed, pay-floating interest rate swaps as fair value hedges of fixed-rate debt. The risk being hedged is the risk of changes in the fair value of the hedged debt attributable to changes in the benchmark interest rate. If the hedge relationship is deemed to be highly effective, we record the changes in the fair value of the hedged debt related to the risk being hedged in interest expense. The change in fair value of the related hedge is also recorded in interest expense.

Interest Rate Cap and Floor Agreements We may purchase interest rate cap and floor agreements to limit floating rate exposures in our credit facilities. As part of our interest rate risk management strategy and when economically feasible, we may simultaneously sell a corresponding interest rate cap or floor agreement in order to offset the premium paid to purchase the interest rate cap or floor agreement and thus retain the interest rate risk. Because the interest rate cap and floor agreements entered into by us or our SPEs do not qualify for hedge accounting, changes in the fair value of interest rate cap and floor agreements purchased by the SPEs and interest rate cap and floor agreements sold by us are recorded in interest expense.

Foreign Currency Swap Agreements Our policy is to minimize exposure to changes in currency exchange rates. To meet funding objectives, we borrow in a variety of currencies. We face exposure to currency exchange rates when the currency of our earning assets differs from the currency of the debt funding those assets. When possible, we fund earning assets with debt in the same currency, minimizing exposure to exchange rate movements. When a different currency is used, we may use foreign currency swaps to convert our debt obligations to the local currency of the earning assets being financed.

We designate certain pay-fixed, receive-fixed cross-currency swaps as cash flow hedges of foreign currency-denominated debt. The risk being hedged is the variability in the cash flows for the payments of both principal and interest attributable to changes in foreign currency exchange rates. If the hedge relationship is deemed to be highly effective, we record the effective portion of changes in the fair value of the swap in accumulated other comprehensive income (loss). When the hedged cash flows affect earnings via principal remeasurement or accrual of interest expense, we reclassify these amounts to operating expenses or interest expense. Any ineffective portion of a cash flow hedge is recorded to interest expense immediately.

We designate certain pay-float, receive-float cross-currency swaps as fair value hedges of foreign currency-denominated debt. The risk being hedged is the foreign exchange risk associated with the remeasurement of the foreign currency-denominated debt. We assess effectiveness of these hedge relationships based on changes in fair value attributable only to changes in spot exchange rates. If the hedge relationship is deemed to be highly effective, we record changes in the fair value of the swap attributable to changes in spot exchange rates to operating expenses and changes in the fair value of the swap attributable to components excluded from the assessment of hedge effectiveness in accumulated other comprehensive income (loss), and reclassify interest accrual components to interest expense.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Fair Value Financial instruments are considered Level 1 when quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Financial instruments are considered Level 2 when inputs other than quoted prices are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Financial instruments are considered Level 3 when their values are determined using price models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable. Level 3 financial instruments also include those for which the determination of fair value requires significant management judgment or estimation.

Income Taxes We account for income taxes on a separate return basis using an asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis, net operating loss and tax credit carryforwards. A valuation allowance is recognized if it is more likely than not that some portion of or the entire deferred tax asset will not be realized.

We record uncertain tax positions on the basis of a two-step process whereby: (i) we determine whether it is more likely than not that the tax positions will be sustained based on the technical merits of the position; and (ii) for those tax positions that meet the more likely than not recognition, we recognize the largest amount of tax benefit that is greater than 50% likely to be realized upon ultimate settlement with the related tax authority. We record interest and penalties on uncertain tax positions in income tax provision.

Revenue Recognition Finance charge income earned on finance receivables is recognized using the effective interest method. Fees and commissions received (including manufacturer subvention) and direct costs of originating loans are generally deferred and amortized over the term of the related finance receivables using the effective interest method and are removed from the consolidated balance sheets when the related finance receivables are fully charged off or paid in full.

Accrual of finance charge income on retail finance receivables is generally suspended on accounts that are more than 60 days delinquent, accounts in bankruptcy and accounts in repossession. Payments received on nonaccrual loans are first applied to any fees due, then to any interest due and then any remaining amounts are applied to principal. Interest accrual generally resumes once an account has received payments bringing the delinquency status to less than 60 days past due.

Accrual of finance charge income on commercial finance receivables is generally suspended on accounts that are more than 90 days delinquent, upon receipt of a bankruptcy notice from a borrower, or where reasonable doubt exists about the full collectability of contractually agreed upon principal and interest. Payments received on nonaccrual loans are first applied to principal. Interest accrual resumes once an account has received payments bringing the account fully current and collection of contractual principal and interest is reasonably assured (including amounts previously charged off).

Rental income earned on leased vehicles, which includes lease origination fees, net of lease origination costs, is recognized on a straight-line basis over the term of the lease agreement. Gains or losses realized upon disposition of off-lease vehicles, including any payments received from lessees upon lease termination, are included in leased vehicle expenses.

Parent Company Stock-Based Compensation We measure and record compensation expense for parent company stock-based compensation awards based on the award's estimated fair value. We record compensation expense over the applicable vesting period of an award. Refer to [Note 12](#) for further information.

Recently Adopted Accounting Standards In March 2022, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2022-02 "Financial Instruments - Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures" (ASU 2022-02), which eliminates the accounting guidance for troubled debt restructurings (TDRs) and enhances certain disclosure requirements related to loan modifications to borrowers experiencing difficulty. The ASU also requires including current period gross charge-offs by year of origination in the vintage disclosure. We adopted ASU 2022-02 on a modified retrospective basis on January 1, 2023 and applied the disclosure requirements prospectively. The impact of the adoption of ASU 2022-02 was insignificant. Refer to [Note 3](#) for additional information.

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Note 2. Related Party Transactions

We offer loan and lease finance products through GM-franchised dealers to customers purchasing new vehicles manufactured by GM and certain used vehicles and make commercial loans directly to GM-franchised dealers and their affiliates. We also offer commercial loans to dealers that are consolidated by GM and those balances are included in finance receivables, net.

Under subvention programs, GM makes cash payments to us for offering incentivized rates and structures on retail loan and lease finance products. In addition, GM makes cash payments to us to cover interest payments on certain commercial loans we make to GM-franchised dealers. We received subvention payments from GM of \$3.5 billion, \$2.4 billion and \$3.3 billion for 2023, 2022 and 2021. Subvention due from GM is recorded as a related party receivable.

Amounts due to GM for commercial finance receivables originated but not yet funded are recorded as a related party payable.

Cruise is the GM global segment responsible for the development and commercialization of autonomous vehicle technology. We have a multi-year credit agreement with Cruise whereby we may provide advances to Cruise, over time, through 2024, to fund the purchase of autonomous vehicles from GM. Advances under this credit agreement are guaranteed by GM Cruise Holdings LLC. At December 31, 2023 and December 31, 2022, Cruise had \$353 million and \$113 million of borrowings outstanding and access to an additional \$3.4 billion in advances under the agreement. Amounts due from Cruise are included in finance receivables, net.

We are included in GM's consolidated U.S. federal income tax returns and certain U.S. state returns, and we are obligated to pay GM for our share of tax liabilities. During 2023, 2022 and 2021, we made payments of \$72 million, \$690 million and \$824 million to GM for state and federal income taxes related to the tax years 2020 through 2023. Amounts owed to GM for income taxes are recorded as a related party payable.

The following tables present related party transactions:

Balance Sheet Data	December 31, 2023		December 31, 2022	
Commercial finance receivables, net due from dealers consolidated by GM	\$	164	\$	187
Cruise receivables	\$	353	\$	113
Subvention receivable	\$	508	\$	469
Commercial loan funding payable	\$	55	\$	105
Taxes payable	\$	384	\$	8

Income Statement Data	Years Ended December 31,		
	2023	2022	2021
Interest subvention earned on retail finance receivables ^(a)	\$ 1,126	\$ 921	\$ 792
Interest subvention earned on commercial finance receivables ^(a)	\$ 108	\$ 63	\$ 28
Leased vehicle subvention earned ^(b)	\$ 1,537	\$ 1,916	\$ 2,702

(a) Included in finance charge income.

(b) Included as a reduction to leased vehicle expenses.

Under the support agreement with GM (the Support Agreement), if our earning assets leverage ratio at the end of any calendar quarter exceeds the applicable threshold set in the Support Agreement, we may require GM to provide funding sufficient to bring our earning assets leverage ratio within the applicable threshold. In determining our earning assets leverage ratio (net earning assets divided by adjusted equity) under the Support Agreement, net earning assets means our finance receivables, net, plus leased vehicles, net, and adjusted equity means our equity, net of goodwill and inclusive of outstanding junior subordinated debt, as each may be adjusted for derivative accounting from time to time.

Additionally, the Support Agreement provides that GM will own all of our outstanding voting shares as long as we have any unsecured debt securities outstanding. GM also agrees to certain provisions in the Support Agreement intended to ensure we maintain adequate access to liquidity. Pursuant to these provisions, GM provides us with a \$1.0 billion junior subordinated unsecured intercompany revolving credit facility, and GM will use commercially reasonable efforts to ensure that we will continue to be designated as a subsidiary borrower under GM's corporate revolving credit facilities. We have access, subject to

GENERAL MOTORS FINANCIAL COMPANY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

available capacity, to \$14.1 billion of GM's unsecured revolving credit facilities consisting of a five-year, \$10.0 billion facility and a three-year, \$4.1 billion facility. We also have exclusive access to GM's \$2.0 billion 364-Day Revolving Credit Facility (GM Revolving 364-Day Credit Facility). We had no borrowings outstanding under any of the GM revolving credit facilities at December 31, 2023 or December 31, 2022.

In March 2023, GM renewed and reduced the total borrowing capacity of the five-year, \$11.2 billion facility to \$10.0 billion, which now matures on March 31, 2028. GM also renewed and reduced the total borrowing capacity of the three-year, \$4.3 billion facility to \$4.1 billion, which now matures on March 31, 2026, and renewed the GM Revolving 364-Day Credit Facility, which now matures on March 30, 2024.

Note 3. Finance Receivables

	December 31, 2023	December 31, 2022
Retail finance receivables		
Retail finance receivables, net of fees ^(a)	\$ 72,729	\$ 65,322
Less: allowance for loan losses	(2,308)	(2,062)
Total retail finance receivables, net	70,421	63,260
Commercial finance receivables		
Commercial finance receivables, net of fees ^{(a)(b)(c)}	14,251	11,288
Less: allowance for loan losses	(36)	(34)
Total commercial finance receivables, net	14,216	11,254
Total finance receivables, net	\$ 84,637	\$ 74,514
Fair value utilizing Level 2 inputs	\$ 14,216	\$ 11,254
Fair value utilizing Level 3 inputs	\$ 70,911	\$ 62,150

(a) Net of unearned income, unamortized premiums and discounts, and deferred fees and costs.

(b) Net of dealer cash management balances of \$2.6 billion and \$1.9 billion at December 31, 2023 and 2022.

(c) Includes dealer financing of \$13.4 billion and \$10.8 billion, and other financing of \$830 million and \$476 million at December 31, 2023 and 2022.

Rollforward of Allowance for Retail Loan Losses A summary of the activity in the allowance for retail loan losses is as follows:

	Years Ended December 31,		
	2023	2022	2021
Allowance for retail loan losses beginning balance	\$ 2,062	\$ 1,839	\$ 1,915
Provision for loan losses	826	668	267
Charge-offs	(1,423)	(1,138)	(897)
Recoveries	767	685	571
Foreign currency translation and other	76	9	(17)
Allowance for retail loan losses ending balance	\$ 2,308	\$ 2,062	\$ 1,839

The allowance for retail loan losses as of percentage of retail finance receivables, net of fees was 3.2% at both December 31, 2023 and 2022.

GENERAL MOTORS FINANCIAL COMPANY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Retail Credit Quality Our retail finance receivables portfolio includes loans made to consumers and businesses to finance the purchase of vehicles for personal and commercial use. The following tables are consolidated summaries of the amortized cost of the retail finance receivables by FICO score or its equivalent, determined at origination, for each vintage of the portfolio at December 31, 2023 and 2022:

	Year of Origination						December 31, 2023	
	2023	2022	2021	2020	2019	Prior	Total	Percent
Prime - FICO Score 680 and greater	\$ 23,940	\$ 15,581	\$ 9,039	\$ 4,926	\$ 1,076	\$ 320	\$ 54,882	75.5 %
Near-prime - FICO Score 620 to 679	3,234	2,281	1,746	906	350	129	8,647	11.9
Sub-prime - FICO Score less than 620	3,079	2,397	1,884	1,010	573	257	9,200	12.6
Retail finance receivables, net of fees	<u>\$ 30,253</u>	<u>\$ 20,259</u>	<u>\$ 12,670</u>	<u>\$ 6,842</u>	<u>\$ 2,000</u>	<u>\$ 707</u>	<u>\$ 72,729</u>	<u>100.0 %</u>

	Year of Origination						December 31, 2022	
	2022	2021	2020	2019	2018	Prior	Total	Percent
Prime - FICO Score 680 and greater	\$ 22,677	\$ 13,399	\$ 7,991	\$ 2,254	\$ 1,019	\$ 205	\$ 47,543	72.8 %
Near-prime - FICO Score 620 to 679	3,202	2,601	1,487	688	310	104	8,392	12.8
Sub-prime - FICO Score less than 620	3,211	2,746	1,604	1,051	496	280	9,388	14.4
Retail finance receivables, net of fees	<u>\$ 29,090</u>	<u>\$ 18,745</u>	<u>\$ 11,081</u>	<u>\$ 3,992</u>	<u>\$ 1,824</u>	<u>\$ 589</u>	<u>\$ 65,322</u>	<u>100.0 %</u>

We review the ongoing credit quality of our retail finance receivables based on customer payment activity. A retail account is considered delinquent if a substantial portion of a scheduled payment has not been received by the date the payment was contractually due. Retail finance receivables are collateralized by vehicle titles, and, subject to local laws, we generally have the right to repossess the vehicle in the event the customer defaults on the payment terms of the contract. The following tables are consolidated summaries of the amortized cost of retail finance receivables by delinquency status, for each vintage of the portfolio at December 31, 2023 and 2022. The first table also presents our charge-offs for 2023 by vintage:

	Year of Origination						December 31, 2023	
	2023	2022	2021	2020	2019	Prior	Total	Percent
0 - 30 days	\$ 29,816	\$ 19,602	\$ 12,098	\$ 6,533	\$ 1,825	\$ 599	\$ 70,472	96.9 %
31 - 60 days	318	470	415	227	130	78	1,637	2.3
Greater than 60 days	102	168	142	76	42	29	559	0.8
Finance receivables more than 30 days delinquent	421	637	557	302	172	107	2,196	3.0
In repossession	17	20	14	6	3	1	61	0.1
Finance receivables more than 30 days delinquent or in repossession	437	657	572	308	175	108	2,257	3.1
Retail finance receivables, net of fees	<u>\$ 30,253</u>	<u>\$ 20,259</u>	<u>\$ 12,670</u>	<u>\$ 6,842</u>	<u>\$ 2,000</u>	<u>\$ 707</u>	<u>\$ 72,729</u>	<u>100.0 %</u>
Charge-offs	<u>\$ 143</u>	<u>\$ 494</u>	<u>\$ 399</u>	<u>\$ 192</u>	<u>\$ 108</u>	<u>\$ 87</u>	<u>\$ 1,423</u>	

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	Year of Origination						December 31, 2022	
	2022	2021	2020	2019	2018	Prior	Total	Percent
0 - 30 days	\$ 28,676	\$ 18,128	\$ 10,702	\$ 3,743	\$ 1,685	\$ 493	\$ 63,426	97.1 %
31 - 60 days	310	452	275	184	103	69	1,393	2.1
Greater than 60 days	93	150	98	62	35	26	465	0.7
Finance receivables more than 30 days delinquent	403	603	373	246	138	95	1,857	2.8
In repossession	11	14	6	4	2	1	39	0.1
Finance receivables more than 30 days delinquent or in repossession	414	617	380	249	140	96	1,896	2.9
Retail finance receivables, net of fees	\$ 29,090	\$ 18,745	\$ 11,081	\$ 3,992	\$ 1,824	\$ 589	\$ 65,322	100.0 %

The accrual of finance charge income had been suspended on retail finance receivables with contractual amounts due of \$809 million and \$685 million at December 31, 2023 and 2022.

Loan Modifications The amortized cost at December 31, 2023 of the loans modified during 2023 was insignificant. The unpaid principal balances, net of recoveries, of loans charged off during the reporting period that were modified within 12 months preceding default were insignificant for 2023. Refer to [Note 1](#) for additional information.

Commercial Credit Quality Our commercial finance receivables consist of dealer financing, primarily for dealer inventory purchases, and other financing, which includes loans to commercial vehicle upfitters, as well as advances to certain GM subsidiaries.

For our dealer financing, we use proprietary models to assign a risk rating to each dealer and perform periodic credit reviews of each dealership. We adjust the dealership's risk rating, if necessary. There is limited credit risk associated with other financing due to the structure of the business relationships.

Our dealer risk model and risk rating categories are as follows:

Dealer Risk Rating	Description
I	Performing accounts with strong to acceptable financial metrics with at least satisfactory capacity to meet financial commitments.
II	Performing accounts experiencing potential weakness in financial metrics and repayment prospects resulting in increased monitoring.
III	Non-Performing accounts with inadequate paying capacity for current obligations and that have the distinct possibility of creating a loss if deficiencies are not corrected.
IV	Non-Performing accounts with inadequate paying capacity for current obligations and inherent weaknesses that make collection or liquidation in full highly questionable or improbable.

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Dealers with III and IV risk ratings are subject to additional monitoring and restrictions on funding, including suspension of lines of credit and liquidation of assets. The following tables summarize the dealer credit risk profile by dealer risk rating at December 31, 2023 and 2022:

Dealer Risk Rating	Year of Origination							December 31, 2023	
	Revolving	2023	2022	2021	2020	2019	Prior	Total	Percent
I	\$ 11,638	\$ 295	\$ 417	\$ 297	\$ 301	\$ 85	\$ 11	\$ 13,043	97.2 %
II	182	—	2	2	—	—	—	187	1.4
III	152	1	15	12	—	11	—	192	1.4
IV	—	—	—	—	—	—	—	—	—
Balance at end of period	\$ 11,971	\$ 296	\$ 435	\$ 311	\$ 301	\$ 96	\$ 11	\$ 13,422	100.0 %

Dealer Risk Rating	Year of Origination							December 31, 2022	
	Revolving	2022	2021	2020	2019	2018	Prior	Total	Percent
I	\$ 9,261	\$ 452	\$ 361	\$ 372	\$ 102	\$ 45	\$ 24	\$ 10,618	98.2 %
II	89	—	1	—	—	—	—	91	0.8
III	78	15	—	—	10	—	—	104	1.0
IV	—	—	—	—	—	—	—	—	—
Balance at end of period	\$ 9,428	\$ 468	\$ 363	\$ 372	\$ 112	\$ 45	\$ 25	\$ 10,812	100.0 %

Floorplan advances comprise 99.7% and 99.0% of the total revolving balances at December 31, 2023 and 2022. Dealer term loans are presented by year of origination.

At December 31, 2023 and 2022, substantially all of our commercial finance receivables were current with respect to payment status, and activity in the allowance for commercial loan losses was insignificant for 2023, 2022 and 2021. There were no commercial finance receivables on nonaccrual status at December 31, 2023 and 2022.

During 2023, there were insignificant charge-offs and no loan modifications extended to borrowers experiencing financial difficulty.

Note 4. Leased Vehicles

	December 31, 2023	December 31, 2022
Leased vehicles	\$ 42,343	\$ 46,069
Manufacturer subvention	(4,422)	(5,150)
Net capitalized cost	37,921	40,919
Less: accumulated depreciation	(7,338)	(8,218)
Leased vehicles, net	\$ 30,582	\$ 32,701

Depreciation expense related to leased vehicles, net was \$4.9 billion, \$4.8 billion and \$6.1 billion in 2023, 2022 and 2021.

The following table summarizes minimum rental payments due to us as lessor under operating leases at December 31, 2023:

	Years Ending December 31,						Total
	2024	2025	2026	2027	2028	Thereafter	
Lease payments under operating leases	\$ 4,817	\$ 3,117	\$ 1,265	\$ 132	\$ 3	\$ —	\$ 9,334

GENERAL MOTORS FINANCIAL COMPANY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
Note 5. Goodwill and Intangible Assets

The following table summarizes the changes in the carrying amounts of goodwill by segment:

	Years Ended December 31,								
	2023			2022			2021		
	North America	International	Total	North America	International	Total	North America	International	Total
Beginning balance	\$ 1,105	\$ 66	\$ 1,171	\$ 1,105	\$ 64	\$ 1,169	\$ 1,105	\$ 68	\$ 1,173
Foreign currency translation	—	7	7	(1)	3	2	—	(4)	(4)
Ending balance	\$ 1,105	\$ 73	\$ 1,178	\$ 1,105	\$ 66	\$ 1,171	\$ 1,105	\$ 64	\$ 1,169

As of December 31, 2023, intangible assets were insignificant. We had no intangible assets as of December 31, 2022.

Note 6. Equity in Net Assets of Nonconsolidated Affiliates

We use the equity method to account for our equity interest in joint ventures. Revenue and expenses of our joint ventures are not consolidated into our financial statements; rather, our proportionate share of the earnings of each joint venture is reflected as equity income.

The following tables present certain aggregated financial data of our joint ventures:

Summarized Balance Sheet Data	December 31, 2023	December 31, 2022
Finance receivables, net	\$ 18,142	\$ 22,011
Total assets	\$ 19,629	\$ 23,558
Debt	\$ 13,692	\$ 17,952
Total liabilities	\$ 15,751	\$ 19,713

Summarized Operating Data	Years Ended December 31,		
	2023	2022	2021
Finance charge income	\$ 1,373	\$ 1,636	\$ 1,668
Provision for loan losses	\$ 182	\$ 172	\$ 32
Income before income taxes	\$ 525	\$ 661	\$ 774
Net income	\$ 393	\$ 494	\$ 582

The following table summarizes our direct ownership interests in China joint ventures:

Joint Ventures	December 31, 2023	December 31, 2022
SAIC-GMAC Automotive Finance Company Limited	35 %	35 %
SAIC-GMF Leasing Co. Ltd.	35 %	35 %

In 2023, 2022 and 2021, SAIC-GMAC Automotive Finance Company Limited paid \$273 million, \$342 million and \$309 million of cash dividends, of which our share was \$96 million, \$120 million and \$108 million. At December 31, 2023 and 2022, we had undistributed earnings of \$837 million and \$795 million related to our nonconsolidated affiliates.

GENERAL MOTORS FINANCIAL COMPANY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
Note 7. Debt

	December 31, 2023		December 31, 2022	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Secured debt				
Revolving credit facilities	\$ 4,960	\$ 4,960	\$ 3,931	\$ 3,931
Securitization notes payable	40,284	40,012	38,200	37,537
Total secured debt	45,243	44,971	42,131	41,467
Unsecured debt				
Senior notes	49,990	49,537	46,111	43,676
Credit facilities	2,034	2,026	1,473	1,448
Other unsecured debt	8,060	8,088	7,139	7,146
Total unsecured debt	60,084	59,651	54,723	52,270
Total secured and unsecured debt	\$ 105,327	\$ 104,622	\$ 96,854	\$ 93,738
Fair value utilizing Level 2 inputs		\$ 102,262		\$ 91,545
Fair value utilizing Level 3 inputs		\$ 2,360		\$ 2,192

Secured Debt Most of the secured debt was issued by VIEs and is repayable only from proceeds related to the underlying pledged assets. Refer to [Note 8](#) for further information.

The weighted average interest rate on secured debt was 5.32% at December 31, 2023. Issuance costs on secured debt of \$82 million as of December 31, 2023 and \$84 million as of December 31, 2022 are amortized to interest expense over the expected term of the secured debt.

The terms of our revolving credit facilities provide for a revolving period and subsequent amortization period, and borrowings are expected to be repaid over periods ranging up to six years. During 2023, we renewed credit facilities with a total borrowing capacity of \$20.8 billion.

Securitization notes payable at December 31, 2023 are due beginning in 2024 and lasting through 2036. During 2023, we issued \$23.6 billion in aggregate principal amount of securitization notes payable with an initial weighted average interest rate of 5.60% and maturity dates ranging from 2023 to 2036.

Unsecured Debt

Senior Notes At December 31, 2023, we had \$51.2 billion aggregate principal amount outstanding in senior notes that mature from 2024 through 2034 and have a weighted average interest rate of 3.82%. Issuance costs on senior notes of \$125 million as of December 31, 2023 and \$113 million as of December 31, 2022 are amortized to interest expense over the term of the notes.

During 2023, we issued \$11.4 billion in aggregate principal amount of senior notes with an initial weighted average interest rate of 5.70% and maturity dates ranging from 2026 to 2034.

General Motors Financial Company, Inc. is the sole guarantor of its subsidiaries' unsecured debt obligations for which a guarantee is provided.

Credit Facilities and Other Unsecured Debt We use unsecured credit facilities with banks as well as non-bank instruments as funding sources. Our credit facilities and other unsecured debt have maturities of up to five years. The weighted average interest rate on these credit facilities and other unsecured debt was 7.82% at December 31, 2023.

GENERAL MOTORS FINANCIAL COMPANY, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Contractual Debt Obligations The following table presents the expected scheduled principal and interest payments under our contractual debt obligations:

	Years Ending December 31,						Total
	2024	2025	2026	2027	2028	Thereafter	
Secured debt	\$ 22,091	\$ 11,886	\$ 6,358	\$ 1,630	\$ 1,162	\$ 2,176	\$ 45,301
Unsecured debt	16,546	11,086	8,691	7,140	6,002	11,823	61,289
Interest payments	3,916	2,356	1,470	921	602	847	10,113
	<u>\$ 42,554</u>	<u>\$ 25,327</u>	<u>\$ 16,519</u>	<u>\$ 9,691</u>	<u>\$ 7,766</u>	<u>\$ 14,846</u>	<u>\$ 116,703</u>

Compliance with Debt Covenants Several of our revolving credit facilities require compliance with certain financial and operational covenants as well as regular reporting to lenders, including providing certain subsidiary financial statements. Certain of our secured debt agreements also contain various covenants, including maintaining portfolio performance ratios as well as limits on deferment levels. Our unsecured debt obligations contain covenants including limitations on our ability to incur certain liens. At December 31, 2023, we were in compliance with these debt covenants.

Note 8. Variable Interest Entities

Securizations and Credit Facilities The following table summarizes the assets and liabilities related to our consolidated VIEs:

	December 31, 2023	December 31, 2022
Restricted cash ^(a)	\$ 2,765	\$ 2,535
Finance receivables, net of fees	\$ 46,648	\$ 38,774
Lease related assets	\$ 15,794	\$ 18,456
Secured debt	\$ 45,299	\$ 42,188

^(a) Included in other assets.

Note 9. Derivative Financial Instruments and Hedging Activities

We are exposed to certain risks arising from both our business operations and economic conditions. We manage economic risks, including interest rate risk, primarily by managing the amount, sources, and duration of our assets and liabilities and by using derivative financial instruments. Specifically, we enter into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. Our derivative financial instruments are used to manage differences in the amount, timing, and duration of our known or expected cash receipts and our known or expected cash payments principally related to our borrowings.

Certain of our foreign operations expose us to fluctuations of foreign interest rates and exchange rates. We primarily finance our earning assets with debt in the same currency to minimize the impact to earnings from our exposure to fluctuations in exchange rates. When we use a different currency, these fluctuations may impact the value of our cash receipts and payments in terms of our functional currency. We enter into derivative financial instruments to protect the value or fix the amount of certain assets and liabilities in terms of the relevant functional currency.

GENERAL MOTORS FINANCIAL COMPANY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The table below presents the gross fair value amounts of our derivative financial instruments and the associated notional amounts:

	December 31, 2023			December 31, 2022		
	Notional	Fair Value of Assets	Fair Value of Liabilities	Notional	Fair Value of Assets	Fair Value of Liabilities
Derivatives designated as hedges						
Fair value hedges						
Interest rate swaps	\$ 18,379	\$ 75	\$ 238	\$ 19,950	\$ —	\$ 821
Cash flow hedges						
Interest rate swaps	2,381	17	16	1,434	34	1
Foreign currency swaps	8,003	144	311	6,852	—	586
Derivatives not designated as hedges						
Interest rate contracts	134,683	1,573	1,997	113,975	2,268	1,984
Total	\$ 163,446	\$ 1,809	\$ 2,563	\$ 142,212	\$ 2,302	\$ 3,392

The gross amounts of the fair value of our derivative instruments that are classified as assets or liabilities are included in other assets or other liabilities, respectively. Amounts accrued for interest payments in a net receivable position are included in other assets. Amounts accrued for interest payments in a net payable position are included in other liabilities. All our derivatives are categorized within Level 2 of the fair value hierarchy. The fair value for Level 2 instruments was derived using the market approach based on observable market inputs including quoted prices of similar instruments and foreign exchange and interest rate forward curves.

We primarily enter into derivative instruments through AmeriCredit Financial Services, Inc. (AFSI); however, our SPEs may also be parties to derivative instruments. Agreements between AFSI and its derivative counterparties include rights of setoff for positions with offsetting values or for collateral held or posted. At December 31, 2023 and 2022, the fair value of derivative instruments that are classified as assets or liabilities available for offset was \$1.2 billion and \$1.3 billion. At December 31, 2023 and 2022, we held \$457 million and \$553 million of collateral from counterparties that was available for netting against our asset positions. At December 31, 2023 and 2022, we had \$1.2 billion and \$1.5 billion of collateral posted to counterparties that was available for netting against our liability positions.

The following amounts were recorded in the consolidated balance sheet related to items designated and qualifying as hedged items in fair value hedging relationships:

	Carrying Amount of Hedged Items		Cumulative Amount of Fair Value Hedging Adjustments ^(a)	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Unsecured debt	\$ 33,551	\$ 28,319	\$ 1,029	\$ 781

(a) Includes \$872 million and \$86 million of unamortized losses remaining on hedged items for which hedge accounting has been discontinued at December 31, 2023 and 2022.

GENERAL MOTORS FINANCIAL COMPANY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The table below presents the effect of our derivative financial instruments in the consolidated statements of income:

	Years Ended December 31,					
	2023		2022		2021	
	Interest Expense ^(a)	Operating Expenses ^(b)	Interest Expense ^(a)	Operating Expenses ^(b)	Interest Expense ^(a)	Operating Expenses ^(b)
Fair value hedges						
Hedged items - interest rate swaps	\$ 248	\$ —	\$ 1,003	\$ —	\$ 371	\$ —
Interest rate swaps	(279)	—	(957)	—	(362)	—
Hedged items - foreign currency swaps ^(c)	—	—	—	23	—	61
Foreign currency swaps	—	—	(2)	(24)	(13)	(56)
Cash flow hedges						
Interest rate swaps	37	—	15	—	(13)	—
Hedged items - foreign currency swaps ^(c)	—	(263)	—	611	—	415
Foreign currency swaps	(145)	263	(156)	(611)	(128)	(415)
Derivatives not designated as hedges						
Interest rate contracts	218	—	130	—	150	—
Foreign currency contracts	—	(1)	—	(4)	—	(3)
Total income (loss) recognized	<u>\$ 79</u>	<u>\$ (1)</u>	<u>\$ 33</u>	<u>\$ (4)</u>	<u>\$ 5</u>	<u>\$ 2</u>

(a) Total interest expense was \$4.7 billion, \$2.9 billion and \$2.5 billion for 2023, 2022 and 2021.

(b) Total operating expenses were \$1.8 billion, \$1.7 billion and \$1.6 billion for 2023, 2022 and 2021.

(c) Transaction activity related to foreign currency-denominated debt.

The tables below present the effect of our derivative financial instruments in the consolidated statements of comprehensive income:

	Gains (Losses) Recognized In Accumulated Other Comprehensive Income (Loss)		
	Years Ended December 31,		
	2023	2022	2021
Fair value hedges			
Foreign currency swaps	\$ —	\$ (2)	\$ (6)
Cash flow hedges			
Interest rate swaps	(1)	17	14
Foreign currency swaps	139	(529)	(352)
Total	<u>\$ 138</u>	<u>\$ (514)</u>	<u>\$ (344)</u>

	(Gains) Losses Reclassified From Accumulated Other Comprehensive Income (Loss) Into Income (Loss)		
	Years Ended December 31,		
	2023	2022	2021
Fair value hedges			
Foreign currency swaps	\$ —	\$ 2	\$ 6
Cash flow hedges			
Interest rate swaps	(28)	(11)	9
Foreign currency swaps	(92)	578	409
Total	<u>\$ (120)</u>	<u>\$ 569</u>	<u>\$ 424</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

All amounts reclassified from accumulated other comprehensive income (loss) were recorded to interest expense. During the next 12 months, we estimate \$5 million in losses will be reclassified into pre-tax earnings from derivatives designated for hedge accounting.

Note 10. Commitments and Contingencies

Operating Leases Our lease obligations consist primarily of real estate office space. Certain leases contain escalation clauses and renewal options, and generally our leases have no residual value guarantees or material covenants. We exclude from our balance sheet leases with a term equal to one year or less, and do not separate non-lease components from our real estate leases.

Rent expense under operating leases was \$37 million, \$39 million and \$37 million in 2023, 2022 and 2021. Variable lease costs were insignificant for 2023, 2022 and 2021. At December 31, 2023 and 2022, operating lease right-of-use assets, included in other assets, were \$100 million and \$117 million and operating lease liabilities, included in other liabilities, were \$116 million and \$138 million. Operating lease right-of-use assets obtained in exchange for lease obligations were an insignificant amount, \$17 million, and an insignificant amount in 2023, 2022 and 2021. At December 31, 2023, our undiscounted future lease obligations related to operating leases having initial terms in excess of one year were \$27 million, \$24 million, \$25 million, \$20 million, \$17 million, and \$17 million for 2024, 2025, 2026, 2027, 2028 and thereafter, with imputed interest of \$13 million at December 31, 2023. The weighted average discount rate was 4.3% and 4.2%, and the weighted average remaining lease term was 5.3 years and 6.0 years at December 31, 2023 and 2022. Payments for operating leases included in net cash provided by operating activities were \$49 million in 2023 and \$45 million in both 2022 and 2021. We have no lease agreements that have not yet commenced at December 31, 2023.

Concentrations of Credit Risk Financial instruments that potentially subject us to concentrations of credit risk are primarily cash equivalents, restricted cash, derivative financial instruments and retail finance receivables. Our cash equivalents and restricted cash represent investments in highly rated securities placed through various major financial institutions. The counterparties to our derivative financial instruments are various major financial institutions.

Borrowers located in Texas accounted for 12.8% of the retail finance receivables portfolio at December 31, 2023. No other state or country accounted for more than 10% of the retail finance receivables portfolio.

At December 31, 2023, substantially all of our commercial finance receivables represent loans to GM-franchised dealers and their affiliates.

Legal Proceedings We are subject to various pending and potential legal and regulatory proceedings in the ordinary course of business, including litigation, arbitration, claims, investigations, examinations, subpoenas and enforcement proceedings. Some litigation against us could take the form of class actions. The outcome of these proceedings is inherently uncertain, and thus we cannot confidently predict how or when proceedings will be resolved. An adverse outcome in one or more of these proceedings could result in substantial damages, settlements, fines, penalties, diminished income or reputational harm.

In accordance with the current accounting standards for loss contingencies, we establish reserves for legal matters when it is probable that a loss associated with the matter has been incurred and the amount of the loss can be reasonably estimated. The actual costs of resolving legal matters may be higher or lower than any amounts reserved for these matters. At December 31, 2023, we estimated our reasonably possible legal exposure for unfavorable outcomes is approximately \$148 million, and we have accrued \$135 million.

Other Administrative Tax Matters We accrue non-income tax liabilities for contingencies when management believes that a loss is probable and the amounts can be reasonably estimated, while contingent gains are recognized only when realized. In the event any losses are sustained in excess of accruals, they will be charged against income at that time.

In evaluating indirect tax matters, we take into consideration factors such as our historical experience with matters of similar nature, specific facts and circumstances, and the likelihood of prevailing. We reevaluate and update our accruals as matters progress over time, where there is a reasonable possibility that losses exceeding amounts already recognized may be incurred. Our estimate of the additional range of loss is up to \$184 million at December 31, 2023.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Note 11. Shareholders' Equity

	December 31, 2023	December 31, 2022
Common Stock		
Number of shares authorized	10,000,000	10,000,000
Number of shares issued and outstanding	5,050,000	5,050,000

In 2023, 2022 and 2021, our Board of Directors declared and paid dividends of \$1.8 billion, \$1.7 billion and \$3.5 billion on our common stock to General Motors Holdings LLC.

	December 31, 2023	December 31, 2022
Preferred Stock		
Number of shares authorized	250,000,000	250,000,000
Number of shares issued and outstanding ^(a)		
Series A	1,000,000	1,000,000
Series B	500,000	500,000
Series C	500,000	500,000

(a) Issued at a liquidation preference of \$1,000 per share.

During both 2023 and 2022, we paid dividends of \$58 million to holders of record of our Series A Preferred Stock, \$32 million to holders of record of our Series B Preferred Stock, and \$29 million to holders of record of our Series C Preferred Stock. During 2021, we paid dividends of \$58 million to holders of record of our Series A Preferred Stock, \$32 million to holders of record of our Series B Preferred Stock, and \$30 million to holders of record to our Series C Preferred Stock.

In November 2023, our Board of Directors declared a dividend of \$28.75 per share, \$29 million in the aggregate, on our Series A Preferred Stock, a dividend of \$32.50 per share, \$16 million in the aggregate, on our Series B Preferred Stock, and a dividend of \$28.50 per share, \$14 million in the aggregate, on our Series C Preferred Stock, payable on March 30, 2024 to holders of record at March 15, 2024. Accordingly, \$59 million has been set aside for the payment of these dividends.

The following table summarizes the significant components of accumulated other comprehensive income (loss):

	Years Ended December 31,		
	2023	2022	2021
Unrealized gain (loss) on hedges			
Beginning balance	\$ (21)	\$ (77)	\$ (157)
Change in value of hedges, net of tax	18	55	80
Ending balance	(3)	(21)	(77)
Defined benefit plans			
Beginning balance	1	1	1
Unrealized gain (loss) on subsidiary pension, net of tax	—	1	—
Ending balance	1	1	1
Foreign currency translation adjustment			
Beginning balance	(1,352)	(1,197)	(1,153)
Translation gain (loss), net of tax	147	(156)	(44)
Ending balance	(1,206)	(1,352)	(1,197)
Total accumulated other comprehensive income (loss)	\$ (1,208)	\$ (1,373)	\$ (1,273)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Note 12. Parent Company Stock-Based Compensation

GM grants to certain employees and key executive officers Restricted Stock Units (RSUs), Performance-based Share Units (PSUs) and stock options. Shares awarded under the plans are subject to forfeiture if the participant leaves the company for reasons other than those permitted under the plans, such as retirement, death or disability.

RSU awards granted either cliff vest or ratably vest generally over a three-year service period, as defined in the terms of each award. PSU awards vest at the end of a three-year performance period based on performance criteria determined by the Executive Compensation Committee of the GM Board of Directors at the time of award. The number of shares earned may equal, exceed or be less than the targeted number of shares depending on whether the performance criteria are met, surpassed or not met. Stock options expire 10 years from the grant date. GM's performance-based stock options vest ratably over 55 months based on the performance of its common stock relative to that of a specified peer group. GM's service-based stock options vest ratably over three years.

The following table summarizes information about RSUs, PSUs and stock options granted to our employees and key executive officers under GM's stock-based compensation programs (shares in thousands):

	Year Ended December 31, 2023		
	Shares	Weighted-Average Grant Date Fair Value	Weighted-Average Remaining Contractual Term in Years
Outstanding at January 1, 2023	2,710	\$ 39.72	1.3
Granted	1,174	\$ 40.01	
Settled	(781)	\$ 41.75	
Forfeited or expired	(86)	\$ 50.20	
Outstanding at December 31, 2023 ^(a)	3,017	\$ 38.96	1.3
Unvested at December 31, 2023	1,505	\$ 45.89	1.3
Vested and payable at December 31, 2023	1,421	\$ 31.63	

(a) Includes the target amount of PSUs.

The assumptions used to estimate the fair value of the stock options are a dividend yield of 1.90%, 1.60% and 1.67%, expected volatility of 34.0%, 41.0% and 47.9%, a risk-free interest rate of 3.70%, 1.88% and 0.76%, and an expected option life of 6.0 years for options issued during 2023, 2022 and 2021. The expected volatility is based on the average of the implied volatility of publicly traded options for GM's common stock.

Total compensation expense related to the above awards was \$42 million in 2023 and \$50 million in both 2022 and 2021.

At December 31, 2023, total unrecognized compensation expense for nonvested equity awards granted was \$36 million. This expense is expected to be recorded over a weighted-average period of 1.3 years. The total fair value of RSUs and PSUs vested was \$45 million, \$31 million and \$20 million at December 31, 2023, 2022 and 2021.

Note 13. Employee Benefit Plans

We have defined contribution retirement plans covering the majority of our employees. We recognized compensation expense related to these plans of \$35 million, \$29 million and \$24 million in 2023, 2022 and 2021. Contributions to the plans were made in cash.

GENERAL MOTORS FINANCIAL COMPANY, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Note 14. Income Taxes

The following table summarizes income before income taxes and equity income:

	Years Ended December 31,		
	2023	2022	2021
U.S. income	\$ 2,417	\$ 3,499	\$ 4,263
Non-U.S. income	430	404	572
Income before income taxes and equity income	\$ 2,847	\$ 3,903	\$ 4,835

Income Tax Expense

	Years Ended December 31,		
	2023	2022	2021
Current income tax expense			
U.S. federal	\$ 341	\$ 342	\$ 669
U.S. state and local	144	85	233
Non-U.S.	91	80	136
Total current	576	507	1,038
Deferred income tax expense			
U.S. federal	112	322	136
U.S. state and local	24	85	7
Non-U.S.	28	77	66
Total deferred	165	484	209
Total income tax provision	\$ 741	\$ 992	\$ 1,247

We have foreign subsidiaries with cumulative undistributed earnings that are indefinitely reinvested. Accordingly, no provision for U.S. income tax has been provided, and the unrecognized deferred tax liability is insignificant. An estimate of the undistributed earnings is \$454 million and \$390 million at December 31, 2023 and 2022.

A reconciliation between the U.S. federal statutory tax rate and the effective tax rate is as follows:

	Years Ended December 31,		
	2023	2022	2021
U.S. federal statutory tax rate	21.0 %	21.0 %	21.0 %
Non-U.S. income taxed at other than the U.S. federal statutory rate	1.1	0.9	1.1
State and local income taxes	3.6	3.2	3.7
U.S. tax on non-U.S. earnings	3.8	0.3	(0.3)
Valuation allowance	(2.9)	0.3	0.4
Other	(0.6)	(0.3)	(0.1)
Effective tax rate	26.0 %	25.4 %	25.8 %

GENERAL MOTORS FINANCIAL COMPANY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Deferred Income Tax Assets and Liabilities Deferred income tax assets and liabilities at December 31, 2023 and 2022 reflect the effect of temporary differences between amounts of assets, liabilities and equity for financial reporting purposes and the basis of such assets, liabilities and equity as measured by tax laws, as well as tax loss and tax credit carryforwards. The following table summarizes the components of temporary differences and carryforwards that give rise to deferred tax assets and liabilities:

	December 31, 2023	December 31, 2022
Deferred tax assets		
Net operating loss carryforward - U.S. ^(a)	\$ 2	\$ 2
Net operating loss carryforward - non-U.S. ^(b)	115	128
Market value difference of loan portfolio	322	—
Accruals	186	147
Tax credits ^(c)	352	383
Other	164	171
Total deferred tax assets before valuation allowance	1,141	830
Less: valuation allowance	(236)	(318)
Total deferred tax assets	905	513
Deferred tax liabilities		
Depreciable assets	2,354	1,827
Deferred acquisition costs	159	97
Market value difference of loan portfolio	—	32
Other	125	141
Total deferred tax liabilities	2,638	2,098
Net deferred tax liability	\$ (1,733)	\$ (1,585)

(a) At December 31, 2023, U.S. operating loss deferred tax assets were \$2 million, expiring through 2037, if not utilized.

(b) At December 31, 2023, non-U.S. operating loss deferred tax assets were \$115 million, of which \$28 million can be carried forward indefinitely and \$87 million will expire by 2043, if not utilized.

(c) At December 31, 2023, U.S. tax credit carryforwards were \$352 million, expiring through 2043, if not utilized.

As of December 31, 2023, we have \$236 million in valuation allowances against deferred tax assets in U.S. jurisdictions. The decrease in valuation allowance of \$82 million is primarily due to foreign tax credit expiration of \$42 million and federal capital loss expiration of \$37 million.

Unrecognized Tax Benefits

	Years Ended December 31,		
	2023	2022	2021
Beginning balance	\$ 63	\$ 70	\$ 62
Additions to prior years' tax positions	22	—	2
Reductions to prior years' tax positions	—	(6)	—
Additions to current year tax positions	9	—	12
Changes in tax positions due to lapse of statutory limitations	(8)	(2)	(6)
Foreign currency translation	—	1	—
Ending balance	\$ 86	\$ 63	\$ 70

At December 31, 2023, 2022 and 2021, there were \$67 million, \$51 million and \$49 million of net unrecognized tax benefits that, if recognized, would favorably affect the effective tax rate.

We recognize accrued interest and penalties associated with uncertain tax positions as a component of the income tax provision. Accrued interest and penalties are included within other liabilities on the consolidated balance sheets.

At December 31, 2023 and 2022, we had liabilities of \$62 million and \$58 million for income tax-related interest and penalties.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

At December 31, 2023, it is not possible to reasonably estimate the expected change to the total amount of unrecognized tax benefits in the next twelve months.

Other Matters We are included in GM's consolidated U.S. federal income tax returns and certain U.S. state returns, and we are obligated to pay GM for our share of these tax liabilities. Amounts owed to GM for income taxes are recorded as a related party payable. At December 31, 2023 and 2022, we had \$384 million and \$8 million in related party taxes payable for federal and state tax liabilities.

Income tax returns are filed in multiple jurisdictions and are subject to examination by taxing authorities throughout the world. We have open tax years from 2010 to 2023 with various tax jurisdictions. These open years contain matters that could be subject to differing interpretations of applicable tax laws and regulations as they relate to the amount, character, timing or inclusion of revenue and/or recognition of expenses, or the sustainability of income tax credits. Certain of our state and foreign tax returns are currently under examination in various jurisdictions.

Note 15. Supplemental Information for the Consolidated Statements of Cash Flows

Cash payments for interest costs and income taxes consist of the following:

	Years Ended December 31,		
	2023	2022	2021
Interest costs (none capitalized)	\$ 4,652	\$ 2,673	\$ 2,519
Income taxes	\$ 182	\$ 824	\$ 962

Non-cash investing items consist of the following:

	Years Ended December 31,		
	2023	2022	2021
Subvention receivable from GM ^(a)	\$ 508	\$ 469	\$ 282
Commercial loan funding payable to GM ^(a)	\$ 55	\$ 105	\$ 26

^(a) Refer to [Note 2](#) for further information.

Note 16. Segment Reporting and Geographic Information

Our chief operating decision maker evaluates the operating results and performance of our business based on our North America and International segments. The management of each segment is responsible for executing our strategies. Key operating data for our operating segments were as follows:

	Year Ended December 31, 2023		
	North America	International	Total
Total revenue	\$ 12,879	\$ 1,345	\$ 14,224
Operating expenses	1,450	368	1,818
Leased vehicle expenses	3,972	76	4,047
Provision for loan losses	682	144	826
Interest expense	4,109	576	4,685
Equity income	—	138	138
Income before income taxes	\$ 2,666	\$ 320	\$ 2,985

GENERAL MOTORS FINANCIAL COMPANY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

	Year Ended December 31, 2022		
	North America	International	Total
Total revenue	\$ 11,777	\$ 989	\$ 12,766
Operating expenses	1,330	332	1,662
Leased vehicle expenses	3,613	54	3,668
Provision for loan losses	537	116	654
Interest expense	2,526	355	2,881
Equity income	—	173	173
Income before income taxes	\$ 3,771	\$ 305	\$ 4,076

	Year Ended December 31, 2021		
	North America	International	Total
Total revenue	\$ 12,503	\$ 916	\$ 13,419
Operating expenses	1,328	320	1,648
Leased vehicle expenses	4,093	49	4,142
Provision for loan losses	164	84	248
Interest expense	2,309	237	2,546
Equity income	—	201	201
Income before income taxes	\$ 4,609	\$ 427	\$ 5,036

	December 31, 2023			December 31, 2022		
	North America	International	Total	North America	International	Total
Finance receivables, net	\$ 78,148	\$ 6,489	\$ 84,637	\$ 69,705	\$ 4,809	\$ 74,514
Leased vehicles, net	\$ 30,227	\$ 356	\$ 30,582	\$ 32,454	\$ 247	\$ 32,701
Total assets	\$ 122,128	\$ 9,883	\$ 132,011	\$ 114,612	\$ 7,934	\$ 122,545

The following table summarizes information concerning principal geographic areas:

	At and For the Years Ended December 31,					
	2023		2022		2021	
	Revenue	Long-Lived Assets ^(a)	Revenue	Long-Lived Assets ^(a)	Revenue	Long-Lived Assets ^(a)
U.S.	\$ 12,168	\$ 27,397	\$ 11,037	\$ 29,411	\$ 11,718	\$ 34,452
Non-U.S. ^(b)	2,056	3,309	1,729	3,431	1,701	3,629
Total consolidated	\$ 14,224	\$ 30,707	\$ 12,766	\$ 32,842	\$ 13,419	\$ 38,081

(a) Long-lived assets include \$30.6 billion, \$32.7 billion, and \$37.9 billion of vehicles on operating leases at December 31, 2023, 2022 and 2021.

(b) No individual country represents more than 10% of our total revenue or long-lived assets.

Note 17. Regulatory Capital and Other Regulatory Matters

We are required to comply with a wide variety of laws and regulations. Certain of our entities operate in international markets as either banks or regulated finance companies that are subject to regulatory restrictions. These regulatory restrictions, among other things, require that certain of these entities meet minimum capital requirements and may restrict dividend distributions and ownership of certain assets. We were in compliance with all regulatory capital requirements as most recently reported. Our most significant regulated international bank, located in Brazil, had a most recently reported capital ratio of 29.1%, and the minimum capital requirement was 10.5%. Total assets of our regulated international banks and finance companies were approximately \$7.7 billion and \$5.8 billion at December 31, 2023 and 2022.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures We maintain disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended (Exchange Act), is recorded, processed, summarized and reported within the specified time periods and accumulated and communicated to our management, including our principal executive officer (CEO) and principal financial officer (CFO), as appropriate, to allow timely decisions regarding required disclosure.

Our management, with the participation of our CEO and CFO, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) promulgated under the Exchange Act) as of December 31, 2023, as required by paragraph (b) of Rules 13a-15 or 15d-15. Based on this evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of December 31, 2023.

Management's Report on Internal Control over Financial Reporting Our management is responsible for establishing and maintaining effective internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. This system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with U.S. GAAP. Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, misstatements due to error or fraud may not be prevented or detected on a timely basis.

Our management performed an assessment of the effectiveness of our internal control over financial reporting at December 31, 2023, utilizing the criteria discussed in the "Internal Control - Integrated Framework (2013)" issued by the Committee of Sponsoring Organizations of the Treadway Commission. The objective of this assessment was to determine whether our internal control over financial reporting was effective at December 31, 2023. Based on management's assessment, we have concluded that our internal control over financial reporting was effective at December 31, 2023.

Changes in Internal Control over Financial Reporting There have not been any changes in our internal control over financial reporting during the three months ended December 31, 2023, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. For additional information refer to Item 1A. Risk Factors.

Item 9B. Other Information

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III**Items 10, 11, 12 and 13**

Omitted in accordance with General Instruction I to Form 10-K.

Item 14. Principal Accountant Fees and Services

	Years Ended December 31,	
	2023	2022
Audit fees ^(a)	\$ 6	\$ 5
Audit-related fees ^(b)	3	2
Tax fees ^(c)	—	—
All other fees	—	—
Total fees	\$ 9	\$ 7

(a) Audit fees include the annual financial statement audit (including quarterly reviews, subsidiary audits and other procedures required to be performed by the independent registered public accounting firm to be able to form an opinion on our consolidated financial statements).

(b) Audit-related fees are assurance and related services that are reasonably related to the performance of the audit or review of our financial statements or that are traditionally performed by the independent registered public accounting firm. Audit-related fees include, among other things, agreed-upon procedures and other services pertaining to our securitization program and other warehouse credit facility reviews; the attestations required by the requirements of Regulation AB; and accounting consultations related to accounting, financial reporting or disclosure matters not classified as "Audit fees."

(c) Tax fees include tax compliance and related advice.

As a wholly-owned subsidiary of General Motors Company, audit and non-audit services provided by our independent auditor are subject to General Motors Company's Audit Committee pre-approval policies and procedures. The Audit Committee pre-approved all services provided by, and all fees of, our independent auditor.

PART IV**Item 15. Exhibit and Financial Statement Schedules**

(1) The following Consolidated Financial Statements as set forth in Item 8 of this report are filed herein.

Consolidated Financial Statements

Consolidated Balance Sheets as of December 31, 2023 and 2022.

Consolidated Statements of Income and Comprehensive Income for the years ended December 31, 2023, 2022 and 2021.

Consolidated Statements of Shareholders' Equity for the years ended December 31, 2023, 2022 and 2021.

Consolidated Statements of Cash Flows for the years ended December 31, 2023, 2022 and 2021.

Notes to Consolidated Financial Statements

(2) All other schedules for which provision is made in the applicable accounting regulation of the SEC are either not required under the related instructions, are inapplicable, or the required information is included elsewhere in the Consolidated Financial Statements or notes thereto and incorporated herein by reference.

(3) The exhibits filed in response to Item 601 of Regulation S-K are listed in the Index to Exhibits.

Item 16. Form 10-K Summary

None.

INDEX TO EXHIBITS

The following documents are filed as a part of this report. Those exhibits previously filed and incorporated herein by reference are identified by the exhibit numbers used in the report with which they were filed.

<u>Exhibit No.</u>	<u>Description</u>	
2.1	Agreement and Plan of Merger, dated July 21, 2010, among General Motors Holdings LLC, Goalie Texas Holdco Inc. and AmeriCredit Corp., incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K, filed on July 26, 2010.	Incorporated by Reference
2.2	Master Agreement, dated March 5, 2017, between General Motors Holdings LLC and Peugeot S.A., incorporated herein by reference to Exhibit 2.1 to the Quarterly Report on Form 10-Q, filed on April 28, 2017.	Incorporated by Reference
2.2.1	Amendment No. 3, dated October 30, 2017, to the Master Agreement, dated March 5, 2017, between General Motors Holdings LLC and Peugeot S.A., incorporated herein by reference to Exhibit 2.1.1 to the Current Report on Form 8-K, filed on November 1, 2017.	Incorporated by Reference
3.1	Second Amended and Restated Certificate of Formation of General Motors Financial Company, Inc., incorporated herein by reference to Exhibit 3.1 to the Annual Report on Form 10-K filed on February 10, 2021.	Incorporated by Reference
3.2	Third Amended and Restated Bylaws of General Motors Financial Company, Inc., incorporated herein by reference to Exhibit 3.2 to the Annual Report on Form 10-K filed on February 10, 2021.	Incorporated by Reference
3.3	Statement of Resolution Establishing the Designation of Fixed-to-Floating Rate Cumulative Perpetual Preferred Stock, Series A of General Motors Financial Company, Inc., incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed on September 20, 2017.	Incorporated by Reference
3.4	Statement of Resolution Establishing the Designation of Fixed-to-Floating Rate Cumulative Perpetual Preferred Stock, Series B of General Motors Financial Company, Inc., incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed on September 24, 2018.	Incorporated by Reference
3.5	Statement of Resolution Establishing the Designation of Fixed-Rate Reset Cumulative Perpetual Preferred Stock, Series C of General Motors Financial Company, Inc., incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed on September 16, 2020.	Incorporated by Reference
4.1	Certificate of Merger merging Goalie Texas Holdco Inc. with and into AmeriCredit Corp., incorporated herein by reference to Exhibit 4.3 to the Current Report on Form 8-K, filed on October 1, 2010.	Incorporated by Reference
4.2	Indenture, dated January 12, 2015, by and among General Motors Financial Company, Inc., AmeriCredit Financial Services, Inc., as guarantor, and Wells Fargo Bank, National Association, as trustee, incorporated herein by reference to Exhibit 4.1 to the Current Report on Form 8-K, filed on January 13, 2015.	Incorporated by Reference
4.2.1	Third Supplemental Indenture, dated January 12, 2015, by and among General Motors Financial Company, Inc., AmeriCredit Financial Services, Inc., as guarantor, and Wells Fargo Bank, National Association, as trustee, with respect to the 4.000% Senior Notes due 2025, incorporated herein by reference to Exhibit 4.4 to the Current Report on Form 8-K, filed on January 13, 2015.	Incorporated by Reference
4.2.2	Eighth Supplemental Indenture, dated July 13, 2015, by and among General Motors Financial Company, Inc., AmeriCredit Financial Services, Inc., as guarantor, and Wells Fargo Bank, National Association, as trustee, with respect to the 4.300% Senior Notes due 2025, incorporated herein by reference to Exhibit 4.3 to the Current Report on Form 8-K, filed on July 13, 2015.	Incorporated by Reference

GENERAL MOTORS FINANCIAL COMPANY, INC.

Exhibit No.	Description	
4.3	Indenture, dated October 13, 2015, by and among General Motors Financial Company, Inc., AmeriCredit Financial Services, Inc., as guarantor, and Wells Fargo Bank, National Association, as trustee, incorporated herein by reference to Exhibit 4.1 to the Current Report on Form 8-K, filed on October 13, 2015.	Incorporated by Reference
4.3.1	Fifth Supplemental Indenture, dated March 1, 2016, by and among General Motors Financial Company, Inc., AmeriCredit Financial Services, Inc., as guarantor, and Wells Fargo Bank, National Association, as trustee, with respect to the 5.250% Senior Notes due 2026, incorporated herein by reference to Exhibit 4.3 to the Current Report on Form 8-K, filed on March 1, 2016.	Incorporated by Reference
4.3.2	Twelfth Supplemental Indenture, dated October 6, 2016, by and among General Motors Financial Company, Inc., AmeriCredit Financial Services, Inc., as guarantor, and Wells Fargo Bank, National Association, as trustee, with respect to the 4.000% Senior Notes due 2026, incorporated herein by reference to Exhibit 4.4 to the Current Report on Form 8-K, filed on October 6, 2016.	Incorporated by Reference
4.3.3	Fifteenth Supplemental Indenture, dated January 17, 2017, by and among General Motors Financial Company, Inc., AmeriCredit Financial Services, Inc., as guarantor, and Wells Fargo Bank, National Association, as trustee, with respect to the 4.350% Senior Notes due 2027, incorporated herein by reference to Exhibit 4.4 to the Current Report on Form 8-K, filed on January 17, 2017.	Incorporated by Reference
4.3.4	Eighteenth Supplemental Indenture, dated April 13, 2017, by and among General Motors Financial Company, Inc., AmeriCredit Financial Services, Inc., as guarantor, and Wells Fargo Bank, National Association, as trustee, with respect to the 3.950% Senior Notes due 2024, incorporated herein by reference to Exhibit 4.4 to the Current Report on Form 8-K, filed on April 13, 2017.	Incorporated by Reference
4.3.5	Twenty-Second Supplemental Indenture, dated June 30, 2017, by and among General Motors Financial Company, Inc., AmeriCredit Financial Services, Inc., as guarantor, and Wells Fargo Bank, National Association, as trustee, with respect to the 4.350% Senior Notes due 2027, incorporated herein by reference to Exhibit 4.4 to the Current Report on Form 8-K, filed on June 30, 2017.	Incorporated by Reference
4.3.6	Twenty-Fifth Supplemental Indenture, dated November 7, 2017, by and among General Motors Financial Company, Inc., AmeriCredit Financial Services, Inc., as guarantor, and Wells Fargo Bank, National Association, as trustee, with respect to the 3.500% Senior Notes due 2024, incorporated herein by reference to Exhibit 4.4 to the Current Report on Form 8-K, filed on November 7, 2017.	Incorporated by Reference
4.3.7	Twenty-Eighth Supplemental Indenture, dated January 5, 2018, by and among General Motors Financial Company, Inc., AmeriCredit Financial Services, Inc., as guarantor, and Wells Fargo Bank, National Association, as trustee, with respect to the 3.850% Senior Notes due 2028, incorporated herein by reference to Exhibit 4.4 to the Current Report on Form 8-K, filed on January 5, 2018.	Incorporated by Reference
4.3.8	Thirty-First Supplemental Indenture, dated April 10, 2018, by and among General Motors Financial Company, Inc., AmeriCredit Financial Services, Inc., as guarantor, and Wells Fargo Bank, National Association, as trustee, with respect to the 4.350% Senior Notes due 2025, incorporated herein by reference to Exhibit 4.4 to the Current Report on Form 8-K, filed on April 10, 2018.	Incorporated by Reference
4.3.9	Thirty-Fourth Supplemental Indenture, dated January 17, 2019, between General Motors Financial Company, Inc. and Wells Fargo Bank, National Association, as trustee, with respect to General Motors Financial Company, Inc.'s 5.100% Senior Notes due 2024 and 5.650% Senior Notes due 2029, incorporated herein by reference to Exhibit 4.3 to the Current Report on Form 8-K, filed on January 17, 2019.	Incorporated by Reference
4.3.10	Thirty-Sixth Supplemental Indenture, dated January 9, 2020, between General Motors Financial Company, Inc. and Wells Fargo Bank, National Association, as trustee, with respect to General Motors Financial Company, Inc.'s 2.900% Senior Notes due 2025, incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K, filed on January 9, 2020.	Incorporated by Reference

GENERAL MOTORS FINANCIAL COMPANY, INC.

Exhibit No.	Description	
4.3.11	Thirty-Eighth Supplemental Indenture, dated June 22, 2020, between General Motors Financial Company, Inc. and Wells Fargo Bank, National Association, as trustee, with respect to General Motors Financial Company, Inc.'s 2.750% Senior Notes due 2025 and 3.600% Senior Notes due 2030, incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K, filed on June 22, 2020.	Incorporated by Reference
4.3.12	Thirty-Ninth Supplemental Indenture, dated August 20, 2020, between General Motors Financial Company, Inc. and Wells Fargo Bank, National Association, as trustee, with respect to General Motors Financial Company, Inc.'s 1.700% Senior Notes due 2023 and 2.700% Senior Notes due 2027, incorporated herein by reference to Exhibit 4.3 to the Current Report on Form 8-K, filed on August 20, 2020.	Incorporated by Reference
4.3.13	Forty-First Supplemental Indenture, dated January 8, 2021, between General Motors Financial Company, Inc. and Wells Fargo Bank, National Association, as trustee, with respect to General Motors Financial Company, Inc.'s 1.250% Senior Notes due 2026 and 2.350% Senior Notes due 2031, incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K, filed on January 8, 2021.	Incorporated by Reference
4.3.14	Forty-Second Supplemental Indenture, dated April 9, 2021, between General Motors Financial Company, Inc. and Wells Fargo Bank, National Association, as trustee, with respect to General Motors Financial Company, Inc.'s Floating Rate Senior Notes due 2024, 1.050% Senior Notes due 2024 and 2.400% Senior Notes due 2028, incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K, filed on April 9, 2021.	Incorporated by Reference
4.3.15	Forty-Third Supplemental Indenture, dated June 10, 2021, between General Motors Financial Company, Inc. and Wells Fargo Bank, National Association, as trustee, with respect to General Motors Financial Company, Inc.'s 1.500% Senior Notes due 2026 and 2.700% Senior Notes due 2031, incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K, filed on June 10, 2021.	Incorporated by Reference
4.3.16	Forty-Fourth Supplemental Indenture, dated October 15, 2021, between General Motors Financial Company, Inc. and Wells Fargo Bank, National Association, as trustee, with respect to General Motors Financial Company, Inc.'s Floating Rate Senior Notes due 2024, 1.200% Senior Notes due 2024 and 2.400% Senior Notes due 2028, incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K, filed on October 18, 2021.	Incorporated by Reference
4.3.17	Forty-Fifth Supplemental Indenture, dated January 11, 2022, between General Motors Financial Company, Inc. and Computershare Trust Company, N.A., as trustee, with respect to General Motors Financial Company, Inc.'s Floating Rate Senior Notes due 2027, 2.350% Senior Notes due 2027 and 3.100% Senior Notes due 2032, incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K, filed on January 11, 2022.	Incorporated by Reference
4.3.18	Forty-Sixth Supplemental Indenture, dated April 7, 2022, between General Motors Financial Company, Inc. and Computershare Trust Company, N.A., as trustee, with respect to General Motors Financial Company, Inc.'s Floating Rate Senior Notes due 2025, 3.800% Senior Notes due 2025 and 4.300% Senior Notes due 2029, incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K, filed on April 7, 2022.	Incorporated by Reference
4.3.19	Forty-Seventh Supplemental Indenture, dated June 9, 2022, between General Motors Financial Company, Inc. and Computershare Trust Company, N.A., as trustee, with respect to General Motors Financial Company, Inc.'s 5.000% Senior Notes due 2027, incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K, filed on June 9, 2022.	Incorporated by Reference
4.3.20	Forty-Eighth Supplemental Indenture, dated October 12, 2022, between General Motors Financial Company, Inc. and Computershare Trust Company, N.A., as trustee, with respect to General Motors Financial Company, Inc.'s 6.050% Senior Notes due 2025, incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K, filed on October 12, 2022.	Incorporated by Reference
4.3.21	Forty-Ninth Supplemental Indenture, dated January 9, 2023, between General Motors Financial Company, Inc. and Computershare Trust Company, N.A., as trustee, with respect to General Motors Financial Company, Inc.'s 6.000% Senior Notes due 2028 and 6.400% Senior Notes due 2033, incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K, filed on January 9, 2023.	Incorporated by Reference
4.3.22	Fiftieth Supplemental Indenture, dated April 6, 2023, between General Motors Financial Company, Inc. and Computershare Trust Company, N.A., as trustee, with respect to General Motors Financial Company, Inc.'s 5.400% Senior Notes due 2026 and 5.850% Senior Notes due 2030, incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K, filed on April 6, 2023.	Incorporated by Reference

GENERAL MOTORS FINANCIAL COMPANY, INC.

Exhibit No.	Description	
4.3.23	Fifty-First Supplemental Indenture, dated June 23, 2023, between General Motors Financial Company, Inc. and Computershare Trust Company, N.A., as trustee, with respect to General Motors Financial Company, Inc.'s 5.800% Senior Notes due 2028, incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K, filed on June 23, 2023.	Incorporated by Reference
4.3.24	Fifty-Second Supplemental Indenture, dated December 7, 2023, between General Motors Financial Company, Inc. and Computershare Trust Company, N.A., as trustee, with respect to General Motors Financial Company, Inc.'s 5.800% Senior Notes due 2029 and 6.100% Senior Notes due 2034, incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K, filed on December 7, 2023.	Incorporated by Reference
4.4	Indenture, dated June 21, 2017, by and among General Motors Financial Company, Inc., AmeriCredit Financial Services, Inc., as guarantor, and U.S. Bank National Association, as trustee, incorporated herein by reference to Exhibit 4.3 to the Registration Statement on Form S-3, filed on June 21, 2017.	Incorporated by Reference
4.5	Description of Securities, incorporated by reference to Exhibit 4.6 to the Annual Report on Form 10-K, filed on February 5, 2020.	Incorporated by Reference
10.1	Sale and Servicing Agreement, dated as of February 26, 2010, by and among AmeriCredit Syndicated Warehouse Trust, AmeriCredit Funding Corp. XI, AmeriCredit Financial Services, Inc., Deutsche Bank AG New York Branch and Wells Fargo Bank, NA, incorporated herein by reference to Exhibit 99.1 to the Current Report on Form 8-K, filed on March 2, 2010.	Incorporated by Reference
10.1.1	Indenture, dated February 26, 2010, by and among AmeriCredit Syndicated Warehouse Trust, Deutsche Bank AG New York Branch and Wells Fargo Bank, NA, incorporated herein by reference to Exhibit 99.2 to the Current Report on Form 8-K, filed on March 2, 2010.	Incorporated by Reference
10.1.2	Note Purchase Agreement, dated February 26, 2010, by and among AmeriCredit Syndicated Warehouse Trust, AmeriCredit Funding Corp. XI, AmeriCredit Financial Services, Inc., Deutsche Bank AG New York Branch and Wells Fargo Bank, NA, incorporated herein by reference to Exhibit 99.3 to the Current Report on Form 8-K, filed on March 2, 2010.	Incorporated by Reference
10.1.3	First Supplemental Indenture, dated August 20, 2010, between AmeriCredit Syndicated Warehouse Trust and Wells Fargo Bank, N A, incorporated herein by reference to Exhibit 10.11.3 to the Annual Report on Form 10-K, filed on August 27, 2010.	Incorporated by Reference
10.1.4	Amendment No. 1, dated August 20, 2010, to Sale and Servicing Agreement, dated February 26, 2010, by and among AmeriCredit Syndicated Warehouse Trust, AmeriCredit Funding Corp. XI, AmeriCredit Financial Services, Inc., Deutsche Bank AG New York Branch and Wells Fargo Bank, NA, incorporated herein by reference to Exhibit 10.11.4 to the Annual Report on Form 10-K, filed on August 27, 2010.	Incorporated by Reference
10.1.5	Omnibus Amendment to the Sale and Servicing Agreement, the Indenture and Note Purchase Agreement, dated February 17, 2011, by and among AmeriCredit Syndicated Warehouse Trust, AmeriCredit Funding Corp. XI, AmeriCredit Financial Services, Inc., Deutsche Bank AG, New York Branch, and Wells Fargo Bank, National Association, incorporated herein by reference to Exhibit 99.1 to the Current Report on Form 8-K, filed on February 22, 2011.	Incorporated by Reference
10.1.6	Fourth Omnibus Amendment to the Sale and Servicing Agreement, the Indenture, the Custodian Agreement and the Note Purchase Agreement, dated May 10, 2012, by and among AmeriCredit Syndicated Warehouse Trust, as Issuer, AmeriCredit Funding Corp. XI, as a Seller, AmeriCredit Financial Services, Inc., as a Seller and as Servicer, Deutsche Bank AG, New York Branch, as Administrative Agent, Wells Fargo Bank, National Association, as Trustee, Backup Servicer and Trust Collateral Agent, the Purchasers that are party to the Note Purchase Agreement and the Agents that are party to the Note Purchase Agreement, incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K, filed on May 11, 2012.	Incorporated by Reference
10.2	2011-A Servicing Supplement, dated January 31, 2011, by and among ACAR Leasing Ltd., AmeriCredit Financial Services, Inc., APGO Trust and Wells Fargo Bank, National Association, incorporated herein by reference to Exhibit 99.1 to the Current Report on Form 8-K, filed on February 4, 2011.	Incorporated by Reference

GENERAL MOTORS FINANCIAL COMPANY, INC.

Exhibit No.	Description	
10.2.1	Indenture, dated January 31, 2011, by and among GMF Leasing Warehouse Trust, Wells Fargo Bank, National Association, AmeriCredit Financial Services, Inc., Deutsche Bank AG, New York Branch, and JPMorgan Chase Bank, N.A., incorporated herein by reference to Exhibit 99.2 to the Current Report on Form 8-K, filed on February 4, 2011.	Incorporated by Reference
10.2.2	Second Omnibus Amendment to the Credit and Security Agreement, the 2011-A Exchange Note Supplement, the Indenture, the Note Purchase Agreement, the Amended and Restated Servicing Agreement and the 2011-A Servicing Supplement, dated January 30, 2012, by and among GMF Leasing Warehouse Trust, as Issuer, AmeriCredit Financial Services, Inc., ACAR Leasing Ltd., as Titling Trust, GMF Leasing LLC, as Seller, APGO Trust, as Settlor, Deutsche Bank AG, New York Branch, as an Administrative Agent (under the Note Purchase Agreement) and as Agent for the DB Purchaser Group, JPMorgan Chase Bank, N.A., as an Administrative Agent (under the Note Purchase Agreement) and as Agent for the JPM Purchaser Group, and Wells Fargo Bank, National Association, as Administrative Agent (under the 2011-A Exchange Note Supplement and the Credit and Security Agreement), Collateral Agent, Indenture Trustee and 2011-A Exchange Noteholder, incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K, filed on February 2, 2012.	Incorporated by Reference
10.2.3	Third Omnibus Amendment to the Credit and Security Agreement, the 2011-A Exchange Note Supplement, the Indenture, the Note Purchase Agreement and the 2011-A Servicing Supplement, dated January 25, 2013, by and among GMF Leasing Warehouse Trust, as Issuer, AmeriCredit Financial Services, Inc., ACAR Leasing Ltd., as Titling Trust, GMF Leasing LLC, as Seller, APGO Trust, as Settlor, Deutsche Bank AG, New York Branch, as an Administrative Agent (under the Note Purchase Agreement) and as Agent for the DB Purchaser Group, JPMorgan Chase Bank, N.A., as an Administrative Agent (under the Note Purchase Agreement) and as Agent for the JPM Purchaser Group, and Wells Fargo Bank, National Association, as Administrative Agent (under the 2011-A Exchange Note Supplement), Collateral Agent, Indenture Trustee and 2011-A Exchange Noteholder, incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K, filed on January 31, 2013.	Incorporated by Reference
10.3	2011-A Servicing Supplement, dated July 15, 2011, by and among GM Financial Canada Leasing Ltd., Financialinx Corporation, GMF Canada Leasing Trust, Deutsche Bank AG, Canada Branch, and BMO Nesbitt Burns Inc., incorporated herein by reference to Exhibit 99.1 to the Current Report on Form 8-K, filed on July 21, 2011.	Incorporated by Reference
10.3.1	Series 2011-A Indenture Supplement, dated July 15, 2011, by and among Computershare Trust Company of Canada, BNY Trust Company of Canada, Deutsche Bank AG, Canada Branch and BMO Nesbitt Burns Inc., incorporated herein by reference to Exhibit 99.2 to the Current Report on Form 8-K, filed on July 21, 2011.	Incorporated by Reference
10.3.2	Note Purchase Agreement, dated July 15, 2011, by and among GMF Canada Leasing Trust, Financialinx Corporation, GM Financial Canada Leasing Ltd., Deutsche Bank AG, Canada Branch, BMO Nesbitt Burns Inc. and BNY Trust Company of Canada, incorporated herein by reference to Exhibit 99.3 to the Current Report on Form 8-K, filed on July 21, 2011.	Incorporated by Reference
10.3.3	First Omnibus Amendment to the 2011-A Borrower Note Supplement, the Note Purchase Agreement, the Servicing Agreement and the 2011-A Servicing Supplement, dated as of July 13, 2012, by and among Computershare Trust Company of Canada in its capacity as trustee of GMF Canada Leasing Trust, as Issuer, GM Financial Canada Leasing Ltd., as Borrower, Financialinx Corporation, individually and in its capacity as Servicer, Deutsche Bank AG, Canada Branch, as an Administrative Agent, BMO Nesbitt Burns Inc., as an Administrative Agent, BNY Trust Company of Canada, as Indenture Trustee, the Purchasers identified on the signature pages thereto, AmeriCredit Financial Services, Inc., as Performance Guarantor, and the Agents identified on the signature pages thereto, incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K, filed on July 19, 2012.	Incorporated by Reference
10.4	Purchase and Sale Agreement, dated as of November 21, 2012, by and among Ally Financial Inc., General Motors Financial Company, Inc. and General Motors Company, incorporated herein by reference to Exhibit 10.10 to the Annual Report on Form 10-K, filed on February 15, 2013.	Incorporated by Reference
10.5	Share Transfer Agreement, dated as of November 21, 2012, between Ally Financial Inc. and General Motors Financial Company, Inc., incorporated herein by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q, filed on May 2, 2013.	Incorporated by Reference

GENERAL MOTORS FINANCIAL COMPANY, INC.

Exhibit No.	Description	
10.6*	Fourth Amended and Restated 5-Year Revolving Credit Agreement, dated as of March 31, 2023, among General Motors Company, General Motors Financial Company, Inc., the subsidiary borrowers from time to time parties thereto, the several lenders from time to time parties thereto, JPMorgan Chase Bank, N.A., as administrative agent, and Citibank, N.A., as syndication agent, incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K, filed on March 31, 2023.	Incorporated by Reference
10.7*	Fifth Amended and Restated 3-Year Revolving Credit Agreement, dated as of March 31, 2023, among General Motors Company, General Motors Financial Company, Inc., the subsidiary borrowers from time to time parties thereto, the several lenders from time to time parties thereto, JPMorgan Chase Bank, N.A., as administrative agent, and Citibank, N.A., as syndication agent, incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K, filed on March 31, 2023.	Incorporated by Reference
10.8*	Fifth Amended and Restated 364-Day Revolving Credit Agreement, dated as of March 31, 2023, among General Motors Company, General Motors Financial Company, Inc., the subsidiary borrowers from time to time parties thereto, the several lenders from time to time parties thereto, JPMorgan Chase Bank, N.A., as administrative agent, and Citibank, N.A., as syndication agent, incorporated herein by reference to Exhibit 10.3 to the Current Report on Form 8-K, filed on March 31, 2023.	Incorporated by Reference
10.9	Amended and Restated Support Agreement, dated as of April 18, 2018, between General Motors Company and General Motors Financial Company, Inc., incorporated herein by reference to Exhibit 10.4 to the Current Report on Form 8-K, filed on April 20, 2018.	Incorporated by Reference
23.1	Consent of Independent Registered Public Accounting Firm - Ernst & Young LLP.	Filed Herewith
31.1	Section 302 Certification of the Chief Executive Officer.	Filed Herewith
31.2	Section 302 Certification of the Chief Financial Officer.	Filed Herewith
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished Herewith
97.1	General Motors Financial Company, Inc. Policy on Recoupment of Incentive Compensation, dated as of October 20, 2023.	Filed Herewith
101	The following financial information from the Company's Annual Report on Form 10-K for the year ended December 31, 2023, formatted in Inline Extensible Business Reporting Language (iXBRL) includes: (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Shareholders' Equity, (v) the Consolidated Statements of Cash Flows, and (vi) Notes to the Consolidated Financial Statements	Filed Herewith
104	The cover page from the Company's Annual Report on Form 10-K for the year ended December 31, 2023, formatted as iXBRL and contained in Exhibit 101	Filed Herewith

* Portions of this exhibit have been omitted pursuant to Rule 601(b)(10) of Regulation S-K.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-3 No. 333-260818) pertaining to the registration of variable denomination floating rate demand notes of General Motors Financial Company, Inc.; and
- (2) Registration Statement (Form S-3 No. 333-268704) pertaining to the registration of debt securities and preferred stock of General Motors Financial Company, Inc.

of our report dated January 30, 2024, with respect to the consolidated financial statements of General Motors Financial Company, Inc. included in this Annual Report (Form 10-K) of General Motors Financial Company, Inc. for the year ended December 31, 2023.

/s/ Ernst & Young LLP

Fort Worth, Texas
January 30, 2024

GENERAL MOTORS FINANCIAL COMPANY, INC.

CERTIFICATIONS

I, Daniel E. Berce, certify that:

1. I have reviewed this Annual Report on Form 10-K of General Motors Financial Company, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 30, 2024

/s/ Daniel E. Berce

Daniel E. Berce

President and Chief Executive Officer

GENERAL MOTORS FINANCIAL COMPANY, INC.

CERTIFICATIONS

I, Susan B. Sheffield, certify that:

1. I have reviewed this Annual Report on Form 10-K of General Motors Financial Company, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 30, 2024

/s/ Susan B. Sheffield

Susan B. Sheffield

Executive Vice President and Chief Financial Officer

GENERAL MOTORS FINANCIAL COMPANY, INC.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of General Motors Financial Company, Inc. (the "Company") on Form 10-K for the period ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of such officer's knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: January 30, 2024

/s/ Daniel E. Berce

Daniel E. Berce
President and Chief Executive Officer

/s/ Susan B. Sheffield

Susan B. Sheffield
Executive Vice President and Chief Financial Officer

GENERAL MOTORS FINANCIAL COMPANY, INC.
POLICY ON RECOUPMENT OF INCENTIVE COMPENSATION

October 20, 2023

The Board of Directors (“Board”) of General Motors Financial Company, Inc. (“Company”) has adopted this Policy on Recoupment of Incentive Compensation (“Policy”) in furtherance of its belief that it is in the best interests of the Company and its stakeholders to create and maintain a culture that emphasizes integrity and accountability and reinforces the Company's pay-for-performance compensation philosophy. This Policy has been adopted pursuant to the listing rules of the New York Stock Exchange (“NYSE”), which listing rules generally require the Company to recover certain compensation in the event of an accounting restatement resulting from material noncompliance with any financial reporting requirements under the securities laws. This Policy also applies to other detrimental conduct that has caused or is likely to cause material financial, operational or reputational harm to the Company.

1. Persons Subject to this Policy. This Policy is applicable to all executive officers, as defined in Rule 10D-1(d) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), of the Company at any time during the applicable Clawback Period and such other Company employees under the purview of the Executive Compensation Committee of the Board of Directors of General Motors Company (the “Committee”). This Policy will also apply to such other employees, or classes of employees, of the Company as may be determined from time to time by the Committee. Each person to whom this Policy applies is referred to herein as a “Covered Person.” Each Covered Person shall be required to sign an Acknowledgement pursuant to which such Covered Person will agree to be bound by the terms and comply with this Policy.

2. Administration. Except as the Board may otherwise determine, the Committee shall administer this Policy. Any determinations made by the Board or the Committee shall be final and binding on all persons. The Committee may delegate ministerial administrative duties with respect to this Policy to one or more directors or employees of the Company or General Motors Company (“GM”), as permitted under applicable law.

3. Effective Date. This Policy is effective as of October 2, 2023 (the “Effective Date”). This Policy shall apply to Incentive-Based Compensation received by any current and former Covered Persons on or after the Effective Date.

4. Definitions.

(a) “Accounting Restatement” means an accounting restatement to correct the Company’s material noncompliance with any financial reporting requirement under securities laws, including restatements that (a) correct an error in previously issued financial statements that is material to the previously issued financial statements or (b) would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period only. Restatements that do not meet the definition of an Accounting Restatement are not subject to Section 5 of this Policy.

(b) “Clawback Period” means, with respect to any Accounting Restatement, the three completed fiscal years of the Company immediately preceding the Restatement Date and any transition period (that results from a change in the Company’s fiscal year) of less than nine months within or immediately following those three completed fiscal years.

(c) “Excess Awarded Compensation” means the excess of (x) the amount of Incentive-Based Compensation received based on the achievement of a Financial Reporting Measure that was subsequently revised due to an Accounting Restatement, over (y) the amount of Incentive-Based Compensation that would have been received based on the restated Financial Reporting Measure, as determined on a pre-tax basis. To determine the amount of Incentive-Based Compensation that would have been received based on the restated Financial Reporting Measure, the following shall be applied and considered:

- i. for cash awards, Excess Awarded Compensation is the difference between the amount of the cash award (whether payable as a lump sum or over time) that was received and the amount that should have been received applying the restated Financial Reporting Measure;
- ii. for cash awards paid from bonus pools, Excess Awarded Compensation is the pro rata portion of any deficiency that results from the aggregate bonus pool that is reduced based on applying the restated Financial Reporting Measure;
- iii. for equity awards still held at the time of recovery or recoupment, Excess Awarded Compensation is the number of the securities received in excess of the number that should have been received applying the restated Financial Reporting Measure (or the value of such excess number);
- iv. for shares already issued upon exercise or settlement of equity awards where the underlying shares remain unsold, Excess Awarded Compensation is the number of shares underlying the excess equity awards (or the value of such excess awards); and
- v. for Incentive-Based Compensation based on total stockholder return or stock price where the amount of Excess Awarded Compensation is not subject to mathematical recalculation directly from the information in the Accounting Restatement, Excess Awarded Compensation is the Committee’s reasonable estimate of the effect of the Accounting Restatement on the total stockholder return or stock price on which the Incentive-Based Compensation was received, with documentation of the determination of such reasonable estimate provided to the NYSE.

(d) “Financial Reporting Measure” means any measure determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements and any measures derived wholly or in part from such financial statements, including both United States generally accepted accounting principles (“GAAP”) and non-GAAP financial measures, as well as stock price and total stockholder return.

(e) “Impracticable” means (i) the direct costs paid to third parties to assist in enforcing recovery would exceed the Excess Awarded Compensation; provided the Company has (A) made reasonable attempts to recover the Excess Awarded Compensation, (B) documented such attempts and (C) provided such documentation to the NYSE; (ii) the recovery would violate the Company’s home country laws, as in effect prior to November 28, 2022, pursuant to an opinion of home country counsel; or (iii) the recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

(f) “Incentive-Based Compensation” means any cash or non-cash incentive compensation awards that are granted, earned or vested based wholly or in part upon the attainment of any Financial Reporting Measures and received by a Covered Person and, with

respect to Sections 5 and 6 only, received during the applicable Clawback Period, and, for purposes of this Policy:

- i. such compensation shall be deemed to have been received when the Financial Reporting Measure is attained or satisfied, without regard to (a) whether the grant, vesting or payment of the Incentive-Based Compensation occurs after the end of the Clawback Period or (b) ministerial acts or other conditions necessary to effect issuance or payment, such as calculating the amount earned or obtaining Committee approval of payment;
- ii. an award granted based wholly or partly on the satisfaction of a Financial Reporting Measure performance goal would be deemed wholly or partly received in the fiscal period when the measure was satisfied, even if the award is contingent upon the occurrence of other events or satisfaction of additional conditions, such as continued service with the Company;
- iii. an equity award that vests wholly or partly upon satisfaction of a Financial Reporting Measure performance condition would be deemed to have been wholly or partly received in the fiscal period when it vests;
- iv. a non-equity incentive plan award would be deemed received in the fiscal year that the Covered Person earns the award based on satisfaction of the relevant Financial Reporting Measure performance goal, and not on the subsequent date on which the award is paid;
- v. a cash award earned upon satisfaction of a Financial Reporting Measure performance goal would be deemed to have been received in the fiscal period when that measure is satisfied; and
- vi. no award granted, earned or vested without regard to the satisfaction of a Financial Reporting Measure performance goal, such as awards that vest solely based on continued employment with the Company (“Non Performance Based Awards”), shall be treated as Incentive-Based Compensation for purposes of applying Section 5 of this Policy, provided, however, that Non Performance Based Awards shall be considered Incentive-Based Compensation for purposes of applying Sections 6, 7 and 8 of this Policy.

(g) “Misconduct” means (i) intentional and reckless conduct; (ii) intentional or reckless violation of any Company written policy applicable to the Covered Person (including, but not limited to, the Code of Business Conduct and Ethics) or any applicable legal or regulatory requirements in the course of the Covered Person’s employment by the Company; or (iii) fraud in the course of the Covered Person’s employment by the Company. For this purpose, “intentional and reckless conduct” means any highly unreasonable act or omission, involving not merely simple, or even inexcusable negligence, but an extreme departure from the standards of ordinary care, and that either is known to the Covered Person or is so obvious that a reasonable person in the Covered Person’s position would have been aware of it. It does not mean negligent conduct or grossly negligent conduct. Further, “Misconduct” shall not include conduct in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Company.

(h) “Reputational Damage” means, as the Committee shall determine, in its sole discretion, an event or series of events resulting in (i) a demonstrable and broadly reported negative affect on the Company’s good name, public image, or standing with its stakeholders (including, but not limited to its investors, customers, employees, partners, regulators, or the

public) caused by the Company's or an employee's behavior or performance and (ii) a decline in GM's common stock price of 20% or more for at least 30 consecutive trading days, which decline is attributed to such event(s). In making a determination whether such an event or series of events has occurred or exists, the Committee may rely upon, among other things, management, media reports, customer sentiment, analyst reports, stakeholder feedback, and outside advisors.

(i) "Restatement Date" means the earlier to occur of (i) the date the Board, a committee of the Board or the officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the issuer is required to prepare an Accounting Restatement, or (ii) the date of court, regulator or other legally authorized body directs the issuer to prepare an Accounting Restatement.

5. Recovery of Excess Awarded Compensation Following an Accounting Restatement. Without regard to a current or former Covered Person's Misconduct under Sections 6 or 7 below, in the event the Company is required to prepare an Accounting Restatement, the Committee shall recover promptly from any current or former Covered Person (without regard to any taxes paid thereon by the Covered Person) the portion of any Incentive-Based Compensation that is Excess Awarded Compensation received by such Covered Person, unless Impracticable, regardless of whether the Covered Person's acts or omissions contributed to the circumstances requiring the Accounting Restatement.

6. Recovery of Additional Amounts Upon an Accounting Restatement. In addition to (and without limiting) the provisions of Section 5 above, in the event that the Committee, in its sole discretion, determines that a current or former Covered Person's acts or omissions that contributed to the circumstances requiring an Accounting Restatement involved Misconduct, then in each such case, the Company will (as determined by the Board in its sole discretion and as appropriate based on the conduct involved) use reasonable efforts to recover from such Covered Person up to 100% of the Incentive-Based Compensation (without regard to any taxes paid thereon by the Covered Person), and not just the Excess Awarded Compensation.

7. Recovery Relating to Misconduct That Causes Specified Financial or Reputational Damage. In the event that the Committee, in its sole discretion, determines that (i) a current or former Covered Person engaged in Misconduct, and (ii) such Misconduct resulted in Reputational Damage, or, in the sole discretion of the Committee, in a material adverse effect on the financial or business reputation of the Company (regardless of whether the Company was required to prepare an Accounting Restatement on account of such Misconduct), then in each such case, the Company will (as determined by the Committee in its sole discretion and as appropriate based on the conduct involved) use reasonable efforts to recover from such Covered Person up to 100% of such Covered Person's Incentive-Based Compensation (without regard to any taxes paid thereon by the Covered Person) from the Company during the three-year period preceding the date of discovery of the Misconduct.

8. Inaccurate Performance Calculation. Without regard to a current or former Covered Person's Misconduct under Sections 6 or 7 above, and without regard to an Accounting Restatement under Section 5, if the Committee determines, in its sole discretion, that Incentive-Based Compensation was based on performance that was calculated by the Company in an inaccurate manner, the Committee shall determine, in its sole discretion, the amount, if any, to seek to recover from any current or former Covered Person (without regard to any taxes paid thereon by the Covered Person) who received Incentive-Based Compensation from the Company, based on the inaccurate performance calculation, during the three completed fiscal years immediately preceding the date of the discovery of the inaccurate performance calculation. Any amount sought to be recovered shall in no event be greater than the difference between the amount that was received and the amount that would have been received based on the accurate

performance calculation. If the Committee cannot determine the amount of excess Incentive-Based Compensation received by the Covered Person directly from the accurate performance calculation, then it will make its determination based on a reasonable estimate of the effect of the accurate performance calculation.

9. Method of Recoupment and/or Forfeiture. The Committee shall determine, in its sole discretion, the appropriate method for recouping or cancelling, as the case may be, Excess Awarded Compensation or Incentive-Based Compensation hereunder based on all applicable facts and circumstances and taking into account the time value of money and the cost to shareholders of delaying recovery, which, to the extent permitted by applicable law, may include, without limitation, any one or more of the following:

- (a) requiring reimbursement of cash Incentive-Based Compensation previously paid;
- (b) seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards;
- (c) cancelling or rescinding some or all outstanding vested or unvested equity-based awards;
- (d) adjusting or withholding from unpaid compensation or other set-off;
- (e) cancelling or setting-off against planned future grants of equity-based awards; and/or
- (f) any other method permitted by applicable law or contract.

To the extent that a current or former Covered Person fails to repay Excess Awarded Compensation or Incentive-Based Compensation to the Company required pursuant to this Policy, the Company shall take all actions reasonable and appropriate to recover such Excess Awarded Compensation or Incentive-Based Compensation from the applicable Covered Person. The applicable Covered Person shall be required to reimburse the Company for any and all expenses reasonably incurred (including legal fees) by the Company in recovering such Excess Awarded Compensation or Incentive-Based Compensation in accordance with the immediately preceding sentence. Notwithstanding anything herein to the contrary, the Company shall not be required to take the actions contemplated by Section 5 above if Impracticable.

10. Interpretation of Policy. The Committee has the sole power and authority to interpret, construe, and administer this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. To the extent applicable, this Policy will be interpreted in a manner that is consistent with any applicable rules or regulations adopted by the U.S. Securities and Exchange Commission or NYSE pursuant to Section 10D of the Exchange Act (the "Applicable Rules"), Rule 10D-1 promulgated thereunder and any other applicable law and will otherwise be interpreted (including in the determination of amounts recoverable) in the business judgment of the Committee, and to the extent this Policy is inconsistent with such requirements, rules or other guidance, it shall be deemed amended to the minimum extent necessary to ensure compliance therewith. To the extent the Applicable Rules require recovery of incentive-based compensation in additional circumstances besides those specified above, nothing in this Policy will be deemed to limit or restrict the right or obligation of the Company to recover incentive-based compensation to the fullest extent required by the Applicable Rules. Moreover, nothing in this Policy shall be deemed to limit the Company's right to terminate employment of any Covered Person, to seek recovery of other compensation paid to a Covered Person, or to pursue other rights or remedies available to the Company under applicable law.

11. Not Exclusive. Any recoupment, forfeiture, or cancellation under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, incentive or equity compensation plan or award or other agreement and any other legal rights or remedies that may be available to the Company or any affiliate of the Company.

12. Reporting and Disclosure. The Company shall file all disclosures with respect to this Policy in accordance with the requirement of the federal securities laws, including the disclosure required by the applicable U.S. Securities and Exchange Commission filings.

13. No Indemnification. The Company shall not indemnify or insure or agree to indemnify or insure any Covered Person against the loss of erroneously awarded compensation subject to this Policy, nor shall the Company pay or agree to purchase or reimburse any insurance premium to cover the loss of erroneously awarded compensation or any claims relating to the Company's enforcement of this Policy. None of the Company, any affiliate of the Company, any member of the Board or any member of the Committee shall have any liability to a Covered Person with respect to any actions taken under this Policy.

14. Amendment; Termination. The Board may amend, modify, suspend or terminate this Policy in whole or in part at any time in its sole discretion and may adopt such rules and procedures that it deems necessary, appropriate or advisable to implement this Policy or to comply with applicable laws and regulations. This Policy will terminate automatically when the Company does not have a class of securities listed on a national securities exchange or association. Incentive-Based Compensation shall not be deemed earned, solely for purposes of state wage laws, until the last date on which such Incentive-Based Compensation is not subject to potential recoupment pursuant to this Policy.

15. Successors. This Policy shall be binding and enforceable against all Covered Persons and their beneficiaries, heirs, executors, administrators or other legal representatives.

16. Severability. The provisions in this Policy are intended to be applied to the fullest extent of the law; provided, however, to the extent that any provision of this Policy is found to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted, and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.