

1644

## NOTICE OF MEETINGS

of the holders of

**General Motors Corporation**

*(incorporated with limited liability under the laws of the State of Delaware, United States of America)*

**EUR 1,000,000,000 7.25 per cent. Notes due 2013 (the "2013 Notes")**

*(ISIN: XS0171942757)*

**EUR 1,500,000,000 8.375 per cent. Notes due 2033 (the "2033 Notes")**

*(ISIN: XS0171943649)*

**(the "Euro Notes")**

and

**General Motors Nova Scotia Finance Company**

*(incorporated under the laws of Nova Scotia)*

**Guaranteed absolutely and unconditionally by**

**General Motors Corporation**

*(incorporated with limited liability under the laws of the State of Delaware, United States of America)*

**£350,000,000 8.375 per cent. Notes due 2015 (the "2015 Notes")**

*(ISIN: XS0171922643)*

**£250,000,000 8.875 per cent. Notes due 2023 (the "2023 Notes")**

*(ISIN: XS0171908063)*

**(the "Sterling Notes" and, together with the Euro Notes, the "Non-USD Old Notes"; each issue of Non-USD Old Notes, a "Series")**

to be convened by

**General Motors Corporation**

at

**1:00 p.m. (London time) on May 27, 2009**

at the offices of

**Weil, Gotshal & Manges**

One South Place

London EC2M 2WG

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*(incorporated under the laws of Nova Scotia)*

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(the “**Sterling Notes**” and, together with the Euro Notes, the “**Non-USD Old Notes**”; each issue of Non-USD Old Notes, a “**Series**”)

Upon the terms and subject to the conditions set forth in the prospectus dated April 27, 2009 (the “Prospectus”) and the electronic instruction notice (as defined in the Prospectus), General Motors Corporation (“**GM**”) is offering to exchange 225 shares of GM common stock (as defined in the Prospectus) for each 1,000 U.S. dollar equivalent of principal amount of Non-USD Old Notes.

In respect of the exchange offers for the Sterling Notes, General Motors Nova Scotia Finance Company (“**GM Nova Scotia**”), a wholly-owned subsidiary of General Motors Corporation, is jointly making the exchange offers with GM.

In addition, (a) GM will pay, in cash, accrued but unpaid interest on the Euro Notes called for redemption pursuant to the call option and (b) GM Nova Scotia will pay, in cash, accrued but unpaid interest on the Sterling Notes called for redemption pursuant to the call option, in each case, from and including the most recent interest payment date to, but not including, the redemption date.

In connection with the exchange offers, GM and, in the case of the Sterling Notes, GM Nova Scotia are also seeking to amend the Euro Note Fiscal and Paying Agency Agreement and the Sterling Note Fiscal and Paying Agency Agreement (each as defined below). The form of the Extraordinary Resolutions effecting such amendments are set out in the following notice of meeting.

NOTICE IS HEREBY GIVEN that, with respect to,

- (a) the 2013 Notes, pursuant to Condition 11 of the 2013 Notes and the provisions of Schedule 4 to the fiscal and paying agency agreement dated as of July 3, 2003 (as made among, *inter alia*, General Motors Corporation, Deutsche Bank AG London (the “**Euro Note Fiscal Agent**”) and Banque Générale du Luxembourg (the “**Euro Note Paying Agent**”) (the “**Euro Note Fiscal and Paying Agency Agreement**”)), a meeting (the “**2013 Meeting**”) of the holders of the 2013 Notes (the “**2013 Holders**”) convened by General Motors Corporation will be held at 1:00 p.m. (London time) on May 27, 2009 at the offices of Weil, Gotshal & Manges located at One South Place, London EC2M 2WG for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as Extraordinary Resolutions in accordance with the provisions of the Euro Note Fiscal and Paying Agency Agreement;

- (b) the 2015 Notes, pursuant to Condition 12 of the 2015 Notes and the provisions of Schedule 4 to the fiscal and paying agency agreement dated as of July 10, 2003 (as made among, *inter alia*, General Motors Nova Scotia Finance Company, General Motors Corporation, Deutsche Bank Luxembourg S.A. (the “**Sterling Note Fiscal Agent**”) and Banque Générale du Luxembourg (the “**Sterling Note Paying Agent**”) (the “**Sterling Note Fiscal and Paying Agency Agreement**”)), a meeting (the “**2015 Meeting**”) of the holders of the 2015 Notes (the “**2015 Holders**”) convened by General Motors Nova Scotia Finance Company will be held at 1:30 p.m. (London time) on May 27, 2009 at the offices of Weil, Gotshal & Manges located at One South Place, London EC2M 2WG for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as Extraordinary Resolutions in accordance with the provisions of the Sterling Note Fiscal and Paying Agency Agreement;
- (c) the 2023 Notes, pursuant to Condition 12 of the 2023 Notes and the provisions of Schedule 4 to the Sterling Note Fiscal and Paying Agency Agreement, a meeting (the “**2023 Meeting**”) of the holders of the 2023 Notes (the “**2023 Holders**”) convened by General Motors Nova Scotia Finance Company will be held at 2:30 p.m. (London time) on May 27, 2009 at the offices of Weil, Gotshal & Manges located at One South Place, London EC2M 2WG for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as Extraordinary Resolutions in accordance with the provisions of the Sterling Note Fiscal and Paying Agency Agreement; and
- (d) the 2033 Notes, pursuant to Condition 11 of the 2033 Notes and the provisions of Schedule 4 to the Euro Note Fiscal and Paying Agency Agreement, a meeting (the “**2033 Meeting**”) of the holders of the 2033 Notes (the “**2033 Holders**”) convened by General Motors Corporation, will be held at 2:00 p.m. (London time) on May 27, 2009 at the offices of Weil, Gotshal & Manges located at One South Place, London EC2M 2WG for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as Extraordinary Resolutions in accordance with the provisions of the Euro Note Fiscal and Paying Agency Agreement.

The 2013 Meeting, the 2015 Meeting, the 2023 Meeting and the 2033 Meeting are referred to in this Notice of Meetings as the “**Meetings**” and each, a “**Meeting**”. The 2013 Holders, the 2015 Holders, the 2023 Holders and the 2033 Holders are referred to in this notice as the “**Holders**” and each, a “**Holder**”.

#### EXTRAORDINARY RESOLUTIONS TO BE CONSIDERED BY THE 2013 MEETING, THE 2015 MEETING, THE 2023 MEETING AND THE 2033 MEETING

Set out below in a combination form is the text of the Extraordinary Resolutions to be considered at the above-listed Meetings. For clarity, the opening text for the Extraordinary Resolutions in respect of each Series has been set out separately.

##### *For the 2013 Notes:*

“THAT THIS MEETING (the “**2013 Meeting**”) of the holders (the “**2013 Holders**”) of the EUR 1,000,000,000 7.25 per cent. Notes due 2013 issued on July 3, 2003 of General Motors Corporation (the “**Company**”) and benefiting from the provisions of the fiscal and paying agency agreement among General Motors Corporation, Deutsche Bank AG London (the “**Euro Note Fiscal Agent**”) and Banque Générale du Luxembourg (the “**Euro Note Paying Agent**”) dated as of July 3, 2003 (the “**Euro Note Fiscal and Paying Agency Agreement**”) by Extraordinary Resolutions (as defined in the Euro Note Fiscal and Paying Agency Agreement) (these “**Extraordinary Resolutions**”) HEREBY:”

##### *For the 2015 Notes:*

“THAT THIS MEETING (the “**2015 Meeting**”) of the holders (the “**2015 Holders**”) of the £350,000,000 8.375 per cent. Notes due 2015 issued on July 10, 2003 of General Motors Nova Scotia Finance Company (the “**Company**”) and benefiting from the provisions of the fiscal and paying agency agreement among General Motors Corporation, General Motors Nova Scotia Finance Company, Deutsche Bank Luxembourg S.A. (the “**Sterling Note Fiscal Agent**”) and Banque Générale du Luxembourg (the “**Sterling Note Paying Agent**”) dated as of July 10, 2003 (the “**Sterling Note Fiscal and Paying Agency**”)

**Agreement**”) by Extraordinary Resolutions (as defined in the Sterling Note Fiscal and Paying Agency Agreement) (these “**Extraordinary Resolutions**”) HEREBY:”

*For the 2023 Notes:*

“THAT THIS MEETING (the “**2023 Meeting**”) of the holders (the “**2023 Holders**”) of the £250,000,000 8.875 per cent. Notes due 2023 issued on July 10, 2003 of General Motors Nova Scotia Finance Company (the “**Company**”) and benefiting from the provisions of the fiscal and paying agency agreement among General Motors Corporation, General Motors Nova Scotia Finance Company, Deutsche Bank Luxembourg S.A. (the “**Sterling Note Fiscal Agent**”) and Banque Générale du Luxembourg (the “**Sterling Note Paying Agent**”) dated as of July 10, 2003 (the “**Sterling Note Fiscal and Paying Agency Agreement**”) by Extraordinary Resolutions (as defined in the Sterling Note Fiscal and Paying Agency Agreement) (these “**Extraordinary Resolutions**”) HEREBY:”

*For the 2033 Notes:*

“THAT THIS MEETING (the “**2033 Meeting**”) of the holders (the “**2033 Holders**”) of the EUR 1,500,000,000 8.375 per cent. Notes due 2033 issued on July 3, 2003 of General Motors Corporation (the “**Company**”) and benefiting from the provisions of the fiscal and paying agency agreement among General Motors Corporation, Deutsche Bank AG London (the “**Euro Note Fiscal Agent**”) and Banque Générale du Luxembourg (the “**Euro Note Paying Agent**”) dated as of July 3, 2003 (the “**Euro Note Fiscal and Paying Agency Agreement**”) by Extraordinary Resolution (as defined in the Euro Note Fiscal and Paying Agency Agreement) (these “**Extraordinary Resolutions**”) HEREBY:”

*For the 2013 and 2033 Notes (each series voting separately):*

**RESOLVES** by special quorum an Extraordinary Resolution in accordance with the proviso to paragraph 5 of Schedule 4 of the Euro Note Fiscal and Paying Agency Agreement to authorise and direct the following:

- (i) the addition of a new provision at the end of, and forming part of, Condition 5 as follows:

“(f) *Redemption at the option of the Company*

The Notes (excluding Notes accepted for exchange pursuant to the exchange offers (as such term is defined in prospectus dated April 27, 2009 (the “Prospectus”))) may be redeemed at the option of the Company (such option, the “call option”) in whole but not in part on any business day for the exchange consideration (as such term is defined in the Prospectus (*i.e.*, 225 shares of GM common stock per 1,000 U.S. dollar equivalent of principal amount of non-USD old notes)) effective immediately upon the Issuer giving notice to the Noteholders (which notice may be given on the business day prior to the effectiveness of this Condition) (notwithstanding Clause (d) of Condition 5). For the avoidance of doubt, for purposes of determining the consideration to be delivered pursuant to the call option, the U.S. dollar principal amount of the Notes called for redemption pursuant to the call option will be determined as set forth in the Prospectus based on the relevant exchange rate in effect on the business day prior to the expiration date of the exchange offers. In addition, the Company will pay, in cash, accrued but unpaid interest on the Notes called for redemption pursuant to the call option from and including the most recent interest payment date to, but not including, the redemption date. This Condition shall become effective on the settlement date (as such term is defined in the Prospectus). From and after the time this Condition becomes effective and the Company has provided notice to the Noteholders of its intent to redeem the Notes pursuant to this Condition, (1) the Notes will be deemed to be discharged, (2) the Notes will not be transferable and (3) no Noteholder shall have any right in respect of Notes to be redeemed other than the right to receive payment of exchange consideration and accrued but unpaid interest as aforesaid.”;

**RESOLVES** by ordinary quorum an Extraordinary Resolution in accordance with paragraph 5 of Schedule 4 of the Euro Note Fiscal and Paying Agency Agreement to authorise and direct the following:

- (i) the removal of Condition 7 with the addition of the words “Condition 7 [intentionally omitted]” in substitution therefor; and

- (ii) the removal of paragraphs (c), (d) and (e) in Condition 8 “Events of Default” and references thereto anywhere else in the Condition; and
- (iii) the removal of Condition 10 with the addition of the words “Condition 10 [intentionally omitted]” in substitution therefor.

*For the 2015 and 2023 Notes (each series voting separately)*

**RESOLVES** by special quorum an Extraordinary Resolution in accordance with the proviso to paragraph 5 of Schedule 4 of the Sterling Note Fiscal and Paying Agency Agreement to authorise and direct the following:

- (i) the addition of a new provision at the end of, and forming part of, Condition 6 as follows:

**“Redemption at the option of the Issuer**

The Notes (excluding Notes accepted for exchange pursuant to the exchange offers (as such term is defined in prospectus dated April 27, 2009 (the “Prospectus”))) may be redeemed at the option of the Company (such option, the “call option”) in whole but not in part on any business day for the exchange consideration (as such term is defined in the Prospectus (*i.e.*, 225 shares of GM common stock per 1,000 U.S. dollar equivalent of principal amount of non-USD old notes)) effective immediately upon the Company giving notice to the Noteholders (which notice may be given on the business day prior to the effectiveness of this Condition) (notwithstanding the first paragraph set forth under “Notice of Redemption” in Condition 6). For the avoidance of doubt, for purposes of determining the consideration to be delivered pursuant to the call option, the U.S. dollar principal amount of the Notes called for redemption pursuant to the call option will be determined as set forth in the Prospectus based on the relevant exchange rate in effect on the business day prior to the expiration date of the exchange offers. In addition, the Company will pay, in cash, accrued but unpaid interest on the Notes called for redemption pursuant to the call option from and including the most recent interest payment date to, but not including, the redemption date. This Condition shall become effective on the settlement date (as such term is defined in the Prospectus). From and after the time this Condition becomes effective and the Company has provided notice to the Noteholders of its intent to redeem the Notes pursuant to this Condition, (1) the Notes will be deemed to be discharged, (2) the Notes will not be transferable and (3) no Noteholder shall have any right in respect of Notes to be redeemed other than the right to receive payment of exchange consideration and accrued but unpaid interest as aforesaid.”;

**RESOLVES** by ordinary quorum an Extraordinary Resolution in accordance with paragraph 5 of Schedule 4 of the Sterling Note Fiscal and Paying Agency Agreement to authorise and direct the following:

- (i) the removal of Condition 8 with the addition of the words “Condition 8 [intentionally omitted]” in substitution therefor; and
- (ii) the removal of paragraphs (c), (d) and (e) in Condition 9 “Events of Default” and references thereto anywhere else in the Condition; and
- (iii) the removal of Condition 11 with the addition of the words “Condition 11 [intentionally omitted]” in substitution therefor.

*For the remainder of the text of the Extraordinary Resolutions, where there is a choice of years or names in square brackets, only the year or name applicable to a given series of Non-USD Old Notes will appear in the Extraordinary Resolutions for that series:*

- (a) assents to and approves and sanctions, upon exercise of the call option, (i) the delivery to the relevant holders of the exchange consideration and accrued but unpaid interest in respect of the [2013 Notes] [2015 Notes] [2023 Notes] [2033 Notes] subject to the call option, provided that such holders have confirmed their status as non-U.S. qualified offerees to the satisfaction of the Company or (ii) (A) the transfer of such exchange consideration and accrued but unpaid interest to the Settlement and Escrow Agent (as defined in the Prospectus) in the case of holders who have not confirmed their status as non-U.S. qualified offerees to the satisfaction of the Company and (B) the implementation of the Escrow Arrangement (if the Company by notice to the [2013 Notes]

[2015 Notes] [2023 Notes] [2033 Notes] Holders through Euroclear Bank S.A./N.V. or Clearstream Banking S.A. (together, the “**Clearing Systems**”) elects, to implement it), in the case of clauses (A) and (B), upon and subject to the terms and conditions set out in “*Proposed Amendments—Non-USD Old Notes—Escrow Arrangement*” of the Prospectus;

- (b) authorises, directs and empowers the [Sterling Note Fiscal Agent] [Euro Note Fiscal Agent] to concur in, approve, and execute, and do all such deeds, instruments, acts and things that may be necessary to carry out and give effect to these Extraordinary Resolutions;
- (c) sanctions, assents to and approves the form of Escrow Agreement produced to this Meeting and signed by the chairman of the Meeting for the purposes of identification to carry out and give effect to the potential Escrow Arrangement referred to in paragraph (a)(ii)(B) of these Extraordinary Resolutions if the Company elect to implement it;
- (d) sanctions, assents to and approves any necessary or consequential amendment to the [Sterling] [Euro] Fiscal and Paying Agency Agreement to effect these Extraordinary Resolutions; and
- (e) acknowledges that capitalised terms used in these Extraordinary Resolutions have the same meanings as those defined in the [Euro] [Sterling] Note Fiscal and Paying Agency Agreement or the Prospectus, as applicable.

## **Background**

The Prospectus, a copy of which is available as indicated below, explains the background to and reasons for, gives full details of, and invites the holders to vote on (at their respective Meeting), the applicable Extraordinary Resolutions. In order to receive a copy of the Prospectus, each holder will be required to confirm via e-mail to the Company, the Tabulation Agent and the Dealer Managers that it is permitted by applicable law to receive it and is requested to contact the Tabulation Agent (whose contact details are set out at the end of this Notice of Meetings) as soon as possible to obtain further information concerning the relevant procedure.

## **Documents Available for Inspection or Collection**

Noteholders may, at any time during normal business hours on any weekday (Saturdays, Sundays and bank and other public holidays excepted) prior to the Meeting:

- (a) obtain an electronic copy of the Prospectus through the Exchange Agent, provided that such holder is permitted by applicable law to receive it and provides an e-mail certification to the effect to the Company, the Tabulation Agent and the Dealer Managers or inspect a copy of the Prospectus at the specified office of the Tabulation Agent or the registered office of the Company set out below; and/or
- (b) inspect copies of the following documents at the specified office of the [Euro] [Sterling] Note Fiscal Agent, as applicable, set out below and at the specified office of the [Euro] [Sterling] Note Paying Agent in Luxembourg being:
  - (i) in respect of the 2013 and 2033 Notes:
    - the Euro Note Fiscal and Paying Agency Agreement;
    - the Offering Circular dated July 1, 2003 relating to the issue of the 2013 and 2033 Notes;
  - (ii) in respect of the 2015 and 2023 Notes:
    - the Sterling Note Fiscal and Paying Agency Agreement;
    - the Offering Circular dated July 9, 2003 relating to the issue of the 2015 and 2025 Notes;

## **General**

**The attention of holders is particularly drawn to the quorum required for their respective Meeting and for an adjourned Meeting which is set out in “*Voting and Quorum*” below. Having regard to such requirements, holders are strongly urged either to attend their respective Meeting or to take steps to be represented at such Meeting, as referred to below, as soon as possible.**

None of Morgan Stanley & Co. Incorporated, Banc of America Securities LLC, Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities Inc., UBS Securities LLC or Wachovia Capital Markets, LLC (the “**Dealer Managers**”) nor GM or GM Nova Scotia expresses any view as to the merits of the exchange offers, the consent solicitations or the Extraordinary Resolutions. None of the [Euro] [Sterling] Note Fiscal Agent or any Dealer Manager has been involved in negotiating the Extraordinary Resolutions and none makes a representation that all relevant information has been disclosed to the holders in or pursuant to the Prospectus and this Notice of Meetings. Holders who are unsure of the impact of the exchange offers, the consent solicitations and/or the relevant Extraordinary Resolutions should seek their own independent financial and legal advice.

GM, GM Nova Scotia and the Dealer Managers will each bear certain customary legal, accounting and other professional fees and expenses associated with the exchange offers and the consent solicitations, as described in the Prospectus.

### **Voting and Quorum**

1. The provisions governing the convening and holding of the Meetings or any adjourned such Meetings are set out in respect of the 2013 Notes and 2033 Notes, in Schedule 4 to the Euro Note Fiscal and Paying Agency Agreement, and in respect of the 2015 Notes and 2023 Notes, in Schedule 4 to the Sterling Note Fiscal and Paying Agency Agreement, copies of which are available for inspection as referred to above.
2. Holders who have sent a valid Electronic Instruction Notice pursuant to the Prospectus at least one business day before the time appointed for the holding of their respective Meeting need take no further action in relation to voting at such Meeting. Such Electronic Instruction Notice contains an irrevocable instruction to the relevant Paying Agent to appoint persons nominated by the Tabulation Agent as their proxy in relation to such Meeting and instruct it to vote as directed in the Electronic Instruction Notice.

**Paragraphs 3 to 6 below apply only to Holders who have not sent valid Electronic Instruction Notices at least one business day before the time appointed for their respective Meeting and who wish to vote at such Meeting.**

3. Holders wishing to attend and vote at their respective Meetings or any adjourned such Meeting in person (or appoint another person other than the Tabulation Agent’s nominee as provided above to do so on its behalf) must produce at such Meeting either the relevant Non-USD Old Notes, as applicable, or a valid voting certificate issued by the relevant Paying Agent relating to such Non-USD Old Notes, in respect of which it wishes to vote.
4. A holder not wishing to attend and vote at their respective Meeting in person (or appoint another person as aforesaid to do so on its behalf) may give a voting instruction as described in paragraph 5(b) below.
5. The Non-USD Old Notes, as applicable, may, not less than one business day before the time fixed for the relevant Meeting (or, if applicable, any adjourned such Meeting) and within the relevant time limit specified by the relevant Clearing System, be deposited with the relevant Paying Agent or (to its satisfaction) held to its order or under its control by the relevant Clearing System for the purpose of:
  - (a) obtaining a voting certificate from such Paying Agent; or
  - (b) such Paying Agent completing a block voting instruction in respect of such Non-USD Old Notes appointing a proxy to attend and vote at such Meeting (or, if applicable, any adjourned such Meeting) in accordance with the instructions (including an Electronic Instruction Notice) of the holder. A holder will need to give voting instructions (such voting instructions being neither revocable nor capable of alteration by the holder during the period commencing one business day prior to the time fixed for such Meeting (or, if applicable, any adjourned such Meeting) and within the relevant time limit specified by the relevant Clearing System) on a voting instruction form obtainable from the specified office of a relevant Paying Agent or in the form of an electronic voting instruction in accordance with the standard procedures of the relevant Clearing System (including in either case an Electronic Instruction Notice), to

a relevant Paying Agent, not less than one business day before the time fixed for such Meeting (or, if applicable, any adjourned such Meeting) to enable such Paying Agent to complete the block voting instruction.

6. Non-USD Old Notes so deposited or held will not be released:
  - (a) in the case of Non-USD Old Notes in respect of which a voting certificate has been issued, until the first to occur of:
    - (i) the conclusion of the Meeting specified in such certificate or, if later, of any adjourned such Meeting; and
    - (ii) the surrender of the certificate to the relevant Paying Agent who issued the same; and
  - (b) in the case of Non-USD Old Notes in respect of which a block voting instruction has been issued, until the first to occur of:
    - (i) the conclusion of the Meeting specified in such document or, if later, of any adjourned such Meeting; and
    - (ii) the surrender to the relevant Paying Agent not less than one business day before the time for which such Meeting or any adjourned Meeting is convened of the receipt issued by such Paying Agent in respect of each such deposited Non-USD Old Notes which is to be released or (as the case may require) the Non-USD Old Notes ceasing with the agreement of the Paying Agent to be held to its order or under its control and the giving of notice by the Paying Agent to the Issuer of the necessary amendment to the block voting instruction.
7. To be passed at the Meetings, the Extraordinary Resolutions (a) to amend Condition 5 of the 2013 and 2033 Notes and Condition 6 of the 2015 Notes and 2023 Notes, in each case, to add the call option requires the affirmative vote of one or more persons present holding Non-USD Old Notes of the applicable Series or voting certificates or being proxies and holding or representing in aggregate not less than 66 2/3 percent of the principal amount of the Non-USD Old Notes of the applicable Series for the time being outstanding (as defined in the Euro Note Fiscal and Paying Agency Agreement or the Sterling Note Fiscal and Paying Agency Agreement, as applicable) and (b) to amend Conditions 7, 8 and 10 of the 2013 and 2033 Notes and Condition 8, 9 and 11 of the 2015 and 2023 Notes, in each case, to remove certain covenants and events of default requires the affirmative vote of one or more persons present holding Non-USD Old Notes of the applicable Series or voting certificates or being proxies and holding or representing in aggregate not less than a clear majority of the principal amount of the Non-USD Old Notes of the relevant Series for the time being outstanding (as defined in the Euro Note Fiscal and Paying Agency Agreement or Sterling Note Fiscal and Paying Agency Agreement, as applicable).

If passed, the Extraordinary Resolutions shall be binding upon all the holders of the Non-USD Old Notes of the relevant Series, whether present or not present at the Meeting and whether or not voting, and upon all holders of interest coupons appertaining thereto.

If, within fifteen minutes after the time appointed for the relevant Meeting, a quorum is not present, the Meeting shall stand adjourned for such period, being not less than 14 days nor more than 42 days, and at such place as may be appointed by the chairman of the relevant Meeting (the “**Chairman**”) and approved by the relevant Fiscal Agent. To be passed at an adjourned Meeting, the Extraordinary Resolutions require the affirmative vote of one or more persons present holding Non-USD Old Notes of the applicable Series or voting certificates or being proxies and holding or representing in the aggregate not less than a clear majority of the principal amount of Non-USD Old Notes of the applicable series for the time being outstanding.
8. Notice of any adjourned Meeting shall be given in the same manner as notice of the original Meeting by 10 days’ notice, in each case containing the information required for the notice of the original Meeting and such notice stating the relevant quorum.
9. Every question submitted to the relevant Meeting shall be decided in the first instance by a show of hands and in case of equality of votes, the Chairman shall both on a show of hands and on a poll



have a casting vote in addition to the vote or votes (if any) to which he may be entitled as a holder or as a holder of a voting certificate or as a proxy. A poll may be demanded by the Chairman (before or on the declaration of the result of the show of hands), GM or GM Nova Scotia, as applicable, or two or more persons present holding Non-USD Old Notes of the relevant Series, as applicable, or voting certificates or being proxies and holding or representing not less than one fiftieth of the principal amount of such Non-USD Old Notes. On a show of hands every person who is present in person and produces a Non-USD Old Note of the relevant series, as applicable, or a voting certificate or is a proxy shall have one vote. On a poll every person who is so present shall have one vote in respect of each minimum integral amount of the relevant Series, in each case so produced or represented by the voting certificate so produced or for which he is a proxy.

10. This Notice of Meetings is governed by, and shall be construed in accordance with, New York law.
11. The Non-USD Old Notes are listed on the Luxembourg Stock Exchange.
12. The Sterling Note Fiscal Agent and Sterling Note Paying Agent in respect of the 2015 and 2023 Notes are:

**Sterling Note Fiscal Agent and Paying Agent**

Deutsche Bank Luxembourg S.A.  
2, Bld Konrad Adenauer  
L-1115 Luxembourg

**Sterling Note Paying Agent**

Banque Générale du Luxembourg  
50 Avenue J.F. Kennedy  
L-2951 Luxembourg

13. The Euro Note Fiscal Agent and Euro Note Paying Agent in respect of the 2013 and 2033 Notes are:

**Euro Note Fiscal Agent and Paying Agent**

Deutsche Bank AG London  
Winchester House  
1 Great Winchester Street  
London EC2N 2DB

**Euro Note Paying Agent**

Banque Générale du Luxembourg  
50 Avenue J.F. Kennedy  
L-2951 Luxembourg

14. The Tabulation Agent with respect to the consent solicitations is:

D.F. King (Europe) Limited  
One Ropemaker Street  
London EC2Y 9HT

This Notice of Meetings is given by:

**General Motors Corporation and General Motors Nova Scotia Finance Company**

April 27, 2009

This Notice of Meetings does not contain or constitute an offer of, or the solicitation of an offer to buy or subscribe for, securities to any person in any jurisdiction in which such offer or solicitation is unlawful. The offer and sale of the securities referred to herein has not been and will not be registered under the applicable securities laws of Hong Kong or Japan.

Noteholders subject to the jurisdiction of the United States, United Kingdom or Canada and who attend the meeting pursuant to this Notice of Meetings or who provide an electronic instruction notice through Euroclear or Clearstream will be deemed to have acknowledged receiving the U.S. prospectus as filed with the U.S. Securities and Exchange Commission, a separate EU compliant prospectus dated on or about April 27, 2009 as approved by the United Kingdom Listing Authority or a separate Canadian offering memorandum dated April 27, 2009, as applicable. Requests for any prospectus or the Canadian offering memorandum should be directed to D.F. King & Co., Inc. at the postal address noted above or by telephone at +44 20 7920 9700 (banks and brokers only) or in London at 00 800 5464 5464 (all other persons).

A registration statement relating to the securities offered has been filed with the U.S. Securities and Exchange Commission but has not yet become effective. The securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective.