Ally Risk and Compliance Committee Charter

June 22, 2012

Mission

The purpose of the Risk and Compliance Committee (RCC) is to assist the Board of Directors of Ally Financial Inc. (Board) in setting risk appetite and tolerances, as well as overseeing Ally Financial Inc. (Ally) management's responsibility to manage Ally's risk profile and implement Ally's risk program, with emphasis on credit, market, operational, reputational, interest rate, and liquidity risks from both an enterprise and a line of business perspective. Additionally, the Risk and Compliance Committee will oversee Ally management's responsibility to implement Ally's compliance program, with emphasis on Ally's compliance with legal and regulatory requirements.

Membership

The Risk and Compliance Committee is comprised of at least three non-management directors, as appointed by the Board of Directors of Ally Financial Inc. (Board).

Duties and Responsibilities

The Risk and Compliance Committee will carry out its oversight by:

- Setting the risk appetite framework, including risk tolerances and significant risk limits, and monitoring adherence through review of risk levels
- Reviewing and approving certain global policies as dictated by internal governance protocols
- Reviewing Ally's compliance with legal and regulatory requirements
- Seeking to understand the risks to which Ally is exposed
- Reviewing key reports and trends of Ally's credit, market, operational, reputational, compliance, interest rate, and liquidity risk management exposures and programs, including risk concentrations and risks inherent in products and businesses; reviewing reports from management on steps it has taken to monitor and control such exposure, including strategies and limits to ensure Ally operates within its risk appetite framework
- Reviewing reports and trends of Ally's liquidity planning and capital management processes, including the Contingency Funding Plan and stress test outcomes
- Reviewing special presentations of significant Risk and Compliance issues
- Reviewing the internal Risk and Compliance functions for independence and accountability

- Reviewing Ally's risk management framework deliverables under the Basel II Implementation Plan
- Reviewing key reports and trends on economic and market conditions that could impact Ally
- Reviewing reports and trends of Ally's model governance program, including a review of the model governance program for independence and accountability
- Approving Ally's annual loan review program and reviewing reports and trends of Ally's loan review program, which reports directly to the RCC and administratively to the General Auditor
- Meeting with the Audit Committee in joint session at least once per year to review Ally's compliance with legal and internal policy requirements, including its Code of Conduct and Ethics, and effectiveness of Ally's system for monitoring compliance with those requirements
- Reporting regularly to the Board

The Risk and Compliance Committee will review the performance of the Committee and the adequacy of its charter at least annually.

Outside Advisors

The Risk and Compliance Committee has the authority to retain, at Ally's expense, and terminate outside experts and advisors as it determines appropriate to assist in the full performance of its functions, including the authority to determine such experts' or advisors' fees and other retention terms.

Meeting Frequency

The Risk and Compliance Committee will meet at least six times per year. The Risk and Compliance Committee may elect to meet from time to time in executive session with anyone it deems appropriate. At least once per year the Risk and Compliance Committee will meet in joint session with the Audit Committee.

Quorum and Voting

A majority of the Risk and Compliance Committee members constitutes a quorum. All matters to be determined by the Risk and Compliance Committee must be determined by a majority vote of the members of the Risk and Compliance Committee present at a meeting at which a quorum is present.