

A decorative graphic in the background of the header section, featuring overlapping, semi-transparent shapes in shades of light blue and yellow, creating a sense of motion and depth.

# Ally Financial Inc. Digital Transformation Committee Charter

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July 31, 2017

## Purpose

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The Digital Transformation Committee (the **Committee**) is a committee of the Board of Directors (the **Board**) of Ally Financial Inc. (the **Company**). The purpose of the Committee is to assist the Board in overseeing strategies for maximizing customer and stockholder value by understanding and capitalizing on industry changes and customer channels created by digital technologies.

## Membership

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The Committee will be composed of a number of non-employee directors that is consistent with applicable listing standards of the New York Stock Exchange (the **NYSE**), rules and regulations of the U.S. Securities and Exchange Commission (the **SEC**), and other laws.

The Board, after considering the recommendation of the Compensation, Nominating and Governance Committee of the Board (the **CNGC**), will appoint members of the Committee and its Chair for definite or indefinite terms. The Board may add one or more members to the Committee at any time with or without cause and may remove any member of the Committee at any time with or without cause. Each member of the Committee, including the Chair, will serve until the earliest of the end of any applicable term or the member's removal, resignation, death, or disqualification.

The Chair (or in the Chair's absence, an alternate member designated by the Chair or, if the Chair has not made a designation, an alternate member designated by a majority of the members then present) will preside at meetings of the Committee. The Chair also will (1) serve as a liaison between the Committee and the Board, (2) provide for adequate deliberations on all agenda items and other matters properly brought before the Committee, and (3) perform other duties that are appropriate for a committee chair and that a majority of the members of the Committee may identify from time to time.

## Duties, Responsibilities, Powers, and Authorities

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The Committee will meet as often as it determines to be necessary or appropriate. A meeting of the Committee may be called by the Chair or a majority of the members of the Committee. The Chair, in consultation with the Chief Executive Officer, will determine the location of each meeting. Notice of each meeting will be given by or on behalf of the Secretary of the Company at a time and in a form that, in the Chair's judgment, are reasonable under the circumstances. Notice of a meeting may be waived, and attendance at a meeting—except for the express purpose of objecting to the lack of reasonable notice—constitutes waiver of notice. The Chair will approve an agenda for each meeting of the Committee. Members of the Committee may attend and participate in a meeting of the Committee by telephone, video conference, or similar communications equipment that allows all participating members to hear one another, and attendance of this kind constitutes attendance at the meeting and waiver of notice. A majority of the members of the Committee constitute a quorum. An action of a majority of the members of the Committee in attendance at a meeting where a quorum is present or an action of all members of the Committee by unanimous written consent will constitute an action of the Committee. No person other than a member of the Committee may vote on any matter before the Committee. The Committee will fully document and maintain records of its proceedings.

The Committee may request any officer or employee of the Company, any adviser to the Company or the Committee, or any other person to attend a meeting of the Committee or to meet with any members of or advisers to the Committee.

The Committee will receive appropriate levels of management information to enable the Committee to meet its oversight responsibilities. The Committee may meet periodically in separate executive sessions.

The Committee may retain outside legal or other advisers that, in the Committee's judgment, are necessary. The Company is responsible for providing appropriate funding, as determined by the Committee, for paying compensation to any advisers retained by the Committee and administrative expenses of the Committee in carrying out its duties.

At least annually, the Committee will conduct an evaluation of its performance, including whether changes to this charter are necessary or appropriate. Results of this evaluation will be reviewed by the CNGC, which is responsible for recommending any actions—including any changes to this charter—to the Board for its review and approval.

The Committee will report regularly to the Board.

The Committee will oversee any policy, practice, or other matter, whether or not referenced in this charter, that may be specifically assigned or delegated by the Board through its formal Delegation of Authority or otherwise.

The Committee may assign or delegate any of its duties, responsibilities, powers, or authorities to a subcommittee composed of one or more of the Committee's members to the extent consistent with applicable NYSE listing standards, SEC rules and regulations, and other laws. The Committee has the power and authority to take or cause to be taken all other actions that, in its judgment, are necessary or appropriate in connection with exercising any duty, responsibility, power, or authority described in this charter.

The Committee will:

- Review and report to the Board on significant technologically driven developments that may impact Ally and the industries it serves.
- Review and report to the Board on management's strategies for maximizing the value to stockholders that can be created by these developments.
- Review and report to the Board on management's strategies for capitalizing on alternative sources of revenues and profits generated through digital channels.