



General Motors Financial Company, Inc.

(a company incorporated in the State of Texas, United States of America)

General Motors Financial International B.V.

(a company incorporated with limited liability in The Netherlands)

€10,000,000,000

Euro Medium Term Note Programme

guaranteed by

AmeriCredit Financial Services, Inc.

and

General Motors Financial Company, Inc.

This Supplement No. 3 (this “**Supplement**”) is supplemental to, and must be read in conjunction with, the Base Prospectus dated 17 September 2014 (as supplemented by Supplement No. 1 dated 3 October 2014 and Supplement No. 2 dated 10 November 2014, the “**Base Prospectus**”) issued by General Motors Financial Company, Inc. (“**GMF**” and an “**Issuer**”) and General Motors Financial International B.V. (“**GMFI**”, an “**Issuer**” and, together with GMF, the “**Issuers**”) with respect to their €10,000,000,000 Euro Medium Term Note Programme (the “**Programme**”), and constitutes a supplement for the purposes of Article 16 of Directive 2003/71/EC, as amended (the “**Prospectus Directive**”). Terms used but not defined in this Supplement shall have the meaning ascribed thereto in the Base Prospectus.

This Supplement has been approved by the Central Bank of Ireland (the “**Central Bank**”) as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

The Issuers accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuers (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

New Information

As a result of the completion of a transaction under which GMF and GMAC UK plc acquired Ally Financial Inc.’s 40 per cent. equity interest in SAIC-GMAC Automotive Finance Company Limited (formerly known as GMAC-SAIC Automotive Finance Company Limited) (“**SAIC-GMAC**”):

- (i) the risk factor entitled “*The acquisition of the equity interest in GMAC-SAIC may not be completed within the expected timeframe, or at all*” in the section entitled “*Risk Factors – Additional Risks Related to the International Operations*” is deleted in its entirety.
- (ii) the risk factor entitled “*GMF will not control the operations of GMAC-SAIC and, upon the expected closing of the acquisition of the equity interest in GMAC-SAIC, GMF will be subject to the risks of operating in China*” in the section entitled “*Risk Factors – Additional Risks Related to the International Operations*” is replaced in its entirety by the following:

“GMF will not control the operations of SAIC-GMAC and GMF will be subject to the risks of operating in China.

GMF does not control the operations of SAIC-GMAC, as it is a joint venture, and GMF does not have a majority interest in the joint venture. In joint ventures, GMF shares ownership and management of a company with one or more parties who may not have the same goals, strategies, priorities, or resources as it does and may compete with it outside the joint venture. Joint ventures are intended to be operated for the equal benefit of all co-owners, rather than for GMF’s exclusive benefit. Operating a business as a joint venture often requires additional organisational formalities as well as time-consuming procedures for sharing information and making decisions. In joint ventures, GMF is required to pay more attention to its relationship with its co-owners as well as with the joint venture, and if a co-owner changes or relationships deteriorate, GMF’s success in the joint venture may be materially adversely affected. The benefits from a successful joint venture are shared among the co-owners, so that GMF does not receive all the benefits from its successful joint ventures. In addition, the Group is subject to the risks of operating in China. The automotive finance market in China is highly competitive. As the size of the Chinese market continues to increase, the Group anticipates that additional competitors, both international and domestic, will seek to enter the Chinese market and that existing market participants will act aggressively to increase their market share. Increased competition may result in reduced margins

and the Group's inability to gain or hold market share. In addition, business in China is sensitive to economic and market conditions that drive sales volume in China. If SAIC-GMAC is unable to maintain its position in the Chinese market or if vehicle sales in China decrease or do not continue to increase, the Group's business and financial results could be materially adversely affected."

- (iii) the last three sentences in the first paragraph in the section entitled "*General Motors Financial Company, Inc. – Overview – Acquisition of Ally Financial International Operations*" are replaced with the following:

"On 2 January 2015, GMF, GMAC UK plc ("**GMAC UK**"), an indirect, wholly-owned subsidiary of GMF, and Ally completed a transaction under which GMF and GMAC UK acquired Ally's 40 per cent. equity interest in SAIC-GMAC Automotive Finance Company Limited (formerly known as GMAC-SAIC Automotive Finance Company Limited) ("**SAIC-GMAC**"), a joint venture that conducts auto finance operations in China. GMF acquired a 5 per cent. equity interest and GMAC UK acquired a 35 per cent. equity interest in the joint venture. Also effective on 2 January 2015, GMF sold its 5 per cent. equity interest in SAIC-GMAC to Shanghai Automotive Group Finance Company Ltd. ("**SAIC FC**"), a current shareholder of SAIC-GMAC. As a result of these equity transfers, SAIC-GMAC is now jointly owned by SAIC FC (45 per cent.), GMAC UK (35 per cent.) and Shanghai General Motors Company Limited (20 per cent.)."

- (iv) the penultimate sentence in the first paragraph in the section entitled "*Description of the Business – General*" is replaced with the following:

"The Group has a global footprint that covers over 80 per cent. of GM's worldwide vehicle sales and includes both prime and subprime capabilities for consumer loans and leases and broad commercial lending capabilities for GM-franchised dealerships."

- (v) the last three sentences in the first paragraph in the section entitled "*Description of the Business – International Operations – General*" are replaced with the following:

"On 2 January 2015, GMF, GMAC UK and Ally completed a transaction under which GMF and GMAC UK acquired Ally's 40 per cent. equity interest in SAIC-GMAC, a joint venture that conducts auto finance operations in China. GMF acquired a 5 per cent. equity interest and GMAC UK acquired a 35 per cent. equity interest in the joint venture. Also effective on 2 January 2015, GMF sold its 5 per cent. equity interest in SAIC-GMAC to SAIC FC, a current shareholder of SAIC-GMAC. As a result of these equity transfers, SAIC-GMAC is now jointly owned by SAIC FC (45 per cent.), GMAC UK (35 per cent.) and Shanghai General Motors Company Limited (20 per cent.)."

General

To the extent that there is any inconsistency between any statement in this Supplement and any statement in or incorporated by reference into the Base Prospectus, the statement in this Supplement will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted since the publication of the Base Prospectus.

Copies of this Supplement will be published on the website of the Central Bank (www.centralbank.ie) and on the website of the Irish Stock Exchange (www.ise.ie).