



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. 2 (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, 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.

Documents Incorporated by Reference

The information set out in the cross reference list below that is contained in GMF’s Quarterly Report on Form 10-Q for the quarter ended 30 September 2014, which includes the unaudited condensed consolidated financial statements of GMF as of and for the quarter ended 30 September 2014 which has previously been published and has been filed with the Central Bank, shall be incorporated in, and form part of, the Base Prospectus.

Any information contained in the foregoing document, but not included in the cross reference list below, is considered to be additional information to be disclosed to investors rather than information required by the Prospectus Directive. Any non-incorporated parts of the foregoing document are either deemed not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus.

Copies of the documents incorporated by reference in the Base Prospectus can be obtained from the registered office of the relevant Issuer and from the specified office of the Paying Agent for the time being in London and will be published on the Irish Stock Exchange’s website at http://www.ise.ie/debt_documents/10-Q%20Form_2a3b69ed-6e43-4a53-8f68-7fd0d65e26a3.PDF?v=3192014.

Cross Reference List

GMF’s Quarterly Report on Form 10-Q for the quarter ended 30 September 2014	Page Number
Condensed Consolidated Balance Sheet.....	Page 1
Condensed Consolidated Statements of Income and Comprehensive Income	Page 2
Condensed Consolidated Statements of Cash Flows.....	Page 3
Notes to Condensed Consolidated Financial Statements.....	Pages 4 to 29

New Information

As a result of certain new developments in regulation and supervision of, and legal proceedings involving, the Group’s operations:

- (i) the risk factor entitled “*GMF was served a subpoena by the U.S. Department of Justice relating to an investigation of subprime automobile loans since 2007 in connection with potential violations of Financial Institutions Reform, Recovery, and Enforcement Act of 1989*” in the section entitled “*Risk Factors – Factors that may affect the Obligors’ ability to fulfil their respective obligations in respect of the Notes issued under the Programme*” is deleted in its entirety.

- (ii) the following sentences are added after the second sentence in the fourth paragraph in the risk factor entitled “*The Group’s operations are subject to regulation, supervision and licensing under various statutes, ordinances and regulations*” in the section entitled “*Risk Factors – The Group’s ability to continue to fund its businesses is dependent on a number of financing sources*”:

“In September 2014, the CFPB proposed supervising the largest nonbank auto lenders such as GMF, which is the initial step that is expected to lead to examinations of such nonbank auto lenders as early as 2015. Gaining supervisory power over nonbank lenders such as GMF will allow the agency to conduct comprehensive and rigorous on-site examinations that could result in enforcement actions, fines and mandated process, procedure or product-related changes or consumer refunds if violations of law or unfair lending practices are found.”

- (iii) the following paragraph (a) is added to the end of the risk factor entitled “*The Group’s operations are subject to regulation, supervision and licensing under various statutes, ordinances and regulations*” in the section entitled “*Risk Factors – The Group’s ability to continue to fund its businesses is dependent on a number of financing sources*” and (b) replaces the last paragraph in the section entitled “*Description of the Business – Legal Proceedings*” in its entirety:

“In July 2014, in connection with an investigation by the U.S. Department of Justice in contemplation of a civil proceeding for potential violations of the Financial Institutions Reform, Recovery, and Enforcement Act of 1989, GMF was served with a subpoena by the U.S. Department of Justice directing GMF to produce certain documents relating to GMF and its subsidiaries’ and affiliates’ origination and securitization of subprime automobile loans since 2007. Among other matters, the subpoena requests information relating to the underwriting criteria used to originate these automobile loans and the representations and warranties relating to those underwriting criteria that were made in connection with the securitization of the automobile loans. GMF was subsequently served with additional investigative subpoenas to produce documents from state attorneys general and other governmental offices relating to its subprime auto finance business and securitization of subprime auto loans. In addition, GMF received a document request from the Securities and Exchange Commission in connection with its investigation into certain practices in subprime auto loan securitization. GMF is investigating these matters internally and believes it is cooperating with all requests. Such investigations could in the future result in the imposition of damages, fines or civil or criminal claims and/or penalties. No assurance can be given that the ultimate outcome of the investigations or any resulting proceedings would not materially and adversely affect GMF or any of its subsidiaries and affiliates.”

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).

The date of this Supplement is 10 November 2014.