



**Ally Bank
Resolution Plan**

**Public Section
December 1, 2022**

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A. Names of Material Entities

Under regulations adopted by the Federal Deposit Insurance Corporation ("FDIC") to complement the Resolution Plan requirements of the Dodd–Frank Wall Street Reform and Consumer Protection Act ("IDI Rule"), a "Material Entity" is any company that is significant to the activities of a "Critical Service" or "Core Business Line." 12 C.F.R. § 360.10(b)(8). For these purposes, a Critical Service is a service or operation of Ally Bank, such as servicing, information technology support and operations, or human resources ("HR") and personnel, that is necessary to continue Ally Bank's day-to-day operations. See *id.* § 360.10(b)(5). Similarly, the FDIC's definition of the term "Core Business Line" for purposes of the IDI Rule is a business line, including associated operations, services, functions, and support, the failure of which, in Ally Bank's view, would result in a material loss of revenue, profit, or franchise value. See *id.* § 360.10(b)(3).

Based on the criteria set forth in the definitions of these terms, Ally Bank identified three Material Entities using a number of metrics, including assets, liabilities, and capital; revenues and expenses; organizational significance; and staffing levels. The following table lists Ally Bank's Material Entities.

Covered Company	Material Entities
Ally Bank	<p style="text-align: center;">Ally Financial Inc. (AFI)</p> <p style="text-align: center;">Ally Bank (FDIC-insured U.S. bank)</p> <p style="text-align: center;">Ally Servicing LLC (Accounts servicer)</p>

As used in this Resolution Plan, the term, "Ally" means AFI, together with its consolidated subsidiaries, including Ally Bank.

As part of Ally's ongoing resolution planning process, this list of Ally Bank's Material Entities is subject to ongoing evaluation and updates.

B. Description of Core Business Lines

Ally Bank, as a wholly-owned indirect subsidiary of Ally Financial Inc., is an award-winning digital direct bank that offers a variety of deposit and other banking products. Ally Bank has two businesses that meet the FDIC's definition of Core Business Lines: Automotive Finance and Direct Banking. Other Ally Bank business lines did not meet the criteria necessary to be classified as a Core Business Line. Each Core Business Line involves one or more of the Material Entities

identified in Section A of this Public Section. As part of Ally Bank's ongoing resolution planning process, this list of Ally Bank's Core Business Lines¹ will be subject to ongoing evaluation and updates.

Direct Banking

Ally Bank is a digital direct bank with no branch network that obtains retail deposits directly from customers. Ally Bank's Direct Banking Core Business Line has focused on growing and retaining a stable deposit base and deepening relationships with its customers by leveraging its compelling brand and strong value proposition.

Through its Direct Banking Core Business Line, Ally Bank offers consumers a full spectrum of retail deposit products including online savings accounts (OSA), money market demand accounts (MMDA), certificates of deposit (CDs), interest-bearing checking accounts, trust accounts, and individual retirement accounts (IRAs). Its deposit services include Zelle® person-to-person payment services, eCheck remote deposit capture, and mobile banking. Ally Bank's deposit products and services are designed to develop long-term customer relationships and capitalize on the shift in consumer preference for direct banking. Its deposits franchise is key to growing and building momentum across its suite of digital offerings consistent with its strategic objective to grow multi-product customers. In addition to providing consumers with valuable products and services, retail deposits are a key funding source for Ally and an efficient alternative to other rate-sensitive funding sources. Ally Bank has consistently increased its share of the direct bank deposit market and remains one of the largest banks in terms of retail deposit balances. In addition, brokered deposits are obtained through third-party intermediaries. As of December 31, 2021, Ally Bank had \$141.6 billion of deposits, including \$134.7 billion of retail deposits, and 2.5 million primary customers.

Automotive Finance

Ally's Automotive Finance operations provide U.S.-based automotive financing services to consumers, automotive dealers, other businesses, and municipalities. Its dealer-focused business model, value-added products and services, full-spectrum financing, and business expertise proven over many credit cycles make it a premier automotive finance company. As of December 31, 2021, Ally offers a broad range of financial products and services to approximately 21,100 automotive dealerships and provides consumer automotive loan financing for approximately 4.4 million new and used vehicle contracts.

The Automotive Finance Core Business Line, excluding insurance operations, operates predominantly within Ally Bank. A majority of the business generated by the Automotive Finance Core Business Line is conducted with, or through, franchised dealers, which are independently owned businesses. Automotive Finance's commercial operations primarily fund dealer inventory purchases of new and used vehicles, commonly referred to as wholesale floorplan financing.

¹Additional information related to Ally Bank's business can be found in AFI's Annual Report on Form 10-K and AFI's Quarterly Report on Form 10-Q, which is available at www.sec.gov and at www.ally.com/about/investor/sec-filings/.

Other commercial automotive lending products consist of automotive dealer revolving lines of credit, term loans, including those to finance dealership land and buildings, and dealer fleet financing. Automotive Finance's consumer operations provide automotive loan financing and leasing for new and used vehicles. Retail financing for the purchase of vehicles by individual consumers generally takes the form of installment sales financing. As of December 31, 2021, Ally Bank's Automotive Finance Core Business Line had \$102.8 billion of assets and generated \$5.7 of total net revenue in 2021.

In addition, Ally Servicing LLC ("Ally Servicing"), a subsidiary of Ally Bank, provides consumer asset servicing for Ally Bank's and AFI's retail automotive portfolios. The extensive infrastructure, technology, and analytics of servicing operations as well as the experience of Ally Bank's servicing personnel enhance Ally's ability to minimize loan losses and enables Ally Bank to deliver a favorable customer experience to both dealers and retail customers.

C. Consolidated Financial Information Regarding Assets, Liabilities, Capital and Liquidity

1. Consolidated Financial Information

Please refer to [Exhibit 1 - Ally Bank's Consolidated Balance Sheet](#) as of December 31, 2021.

2. Capital and Major Funding Sources

Please refer to [Exhibit 2 - Ally Bank's Regulatory Capital](#) and Other Regulatory Matters footnote disclosure as of December 31, 2021.

a. Capital

Ally Bank is subject to risk-based and leverage capital standards adopted by U.S. banking regulators that require Ally Bank to maintain minimum capital-to-asset ratios. As of December 31, 2021, Ally Bank exceeds required minimum regulatory capital ratios with a Common Equity Tier 1 ratio of 12.39%, Tier 1 Capital ratio of 12.39%, Total Capital ratio of 13.64%, and a Tier 1 Leverage ratio of 10.12%.

Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the consolidated financial statements or the results of operations and financial condition of Ally Bank. Under capital adequacy guidelines and the regulatory framework for prompt corrective action (PCA), Ally Bank must meet specific capital guidelines that involve quantitative measures of its assets and certain off-balance sheet items. Ally Bank's capital balances and classifications are also subject to qualitative judgments by the regulators about components, risk-weightings, and other factors.

b. Major Funding Sources

Ally Bank's funding strategy targets a stable retail deposit base, supplemented by brokered deposits, asset-backed securitizations, and FHLB funding. These funding sources are managed across products, markets, and investors to enhance funding flexibility and limit dependence on any one source, resulting in a more cost-effective long-term funding strategy.

Ally Bank raises deposits directly from customers through its Direct Banking Core Business Line via the internet, telephone, mobile devices, and mail channels. Retail deposits provide a low-cost source of funds that are less sensitive to interest rate changes, market volatility, or changes in our credit ratings than other funding sources. As of December 31, 2021, Ally Bank had \$141.6 billion of total deposits, including \$6.9 billion of brokered and other deposits and \$134.7 billion of retail deposits. Ally Bank also has auto asset backed securitizations totaling \$1.3 billion as of December 31, 2021.

Ally Bank also has access to funding through advances with the FHLB. These advances are primarily secured by consumer mortgage finance receivables and commercial real estate automotive finance receivables and loans. As of December 31, 2021, Ally Bank had \$6.3 billion of FHLB advances outstanding.

D. Description of Foreign Operations

Ally Bank, acting through its Ally Corporate Finance division, makes predominantly senior-secured leveraged cash flow and asset-based loans to primarily U.S. based middle market companies, together with a limited amount of Canadian-dollar-denominated loans to Canadian affiliates of its U.S. borrowers. Total assets for Ally Corporate Finance were \$8.0 billion as of December 31, 2021. Any non-US activities are immaterial.

E. Material Supervisory Authorities

Ally Bank and its parent, AFI, are subject to extensive regulation and supervision² under U.S. federal and state banking laws.

Ally Bank Supervision

Ally Bank is a commercial bank that is organized under the laws of the state of Utah, holds deposits that are insured by the Federal Deposit Insurance Corporation ("FDIC"), and is a member of the Federal Reserve System. Accordingly, Ally Bank is subject to regulation, supervision, and examination by the Board of Governors of the Federal Reserve System ("Federal Reserve") through the Federal Reserve Bank of Chicago, the Utah Department of Financial Institutions

²Additional information on Ally's supervision and regulation can be found in AFI's '34 Act Reports, including the sections on "Regulation and Supervision" and "Risks Related to Regulation and Supervision" on pages 6-14 and 20-23, respectively, of the 2021 Form 10-K.

("UDFI"), the FDIC and, for certain consumer protection purposes, the Consumer Financial Protection Bureau ("CFPB").

Holding Company Supervision

AFI, as Ally Bank's indirect parent, is a Delaware limited liability company, a bank holding company ("BHC") under the Bank Holding Act of 1956, as amended ("BHC Act"), and a financial holding company (FHC) under Gramm-Leach-Bliley Act of 1999, as amended ("GLB Act"). As a BHC and FHC, AFI is subject to regulation, supervision, and examination by the Federal Reserve. Under the system of "functional regulation" established by the BHC Act, the Federal Reserve serves as the primary regulator of the consolidated Ally organization, and coordinates with the primary regulators of Ally's U.S. non-bank subsidiaries with respect to the activities of those subsidiaries.

State Supervision

A number of states require AFI and Ally Bank to hold sales finance company licenses in connection with AFI's and Ally Bank's purchase of retail installments sales contracts (RISCs). Accordingly, AFI and Ally Bank are subject to examination by the state banking department or other applicable regulatory authority in connection with the activities authorized by and conducted pursuant to such licenses.

F. Identities of Principal Officers

Jeffrey Brown, Chief Executive Officer

Jeffrey Brown was named Chief Executive Officer of Ally Financial Inc. in February 2015, and also serves on its Board of Directors. Mr. Brown, 49, is driving Ally's evolution as a leading digital financial services company. Under his leadership, Ally is building on its strengths in automotive financing, retail deposits, and corporate financing, as well as diversifying its offerings to include digital wealth management and online brokerage, mortgage products, consumer credit cards, and point-of-sale lending. Mr. Brown has deep financial services experience, previously serving in a variety of executive leadership positions at Ally and other leading financial institutions. Prior to being named CEO, Mr. Brown was President and CEO of Ally's Dealer Financial Services business where he oversaw the automotive finance, insurance, and automotive servicing operations. Mr. Brown joined Ally in March 2009 as Corporate Treasurer and, in 2011, was named Executive Vice President of Finance and Corporate Planning, leading finance, treasury, and corporate strategy initiatives.

Mr. Brown received a bachelor's degree in economics from Clemson University and an executive master's degree in business from Queens University in Charlotte. He serves on the board of the Clemson University Foundation and is Chairman of the Queens University of Charlotte Board of Trustees. Mr. Brown previously served as president of the Federal Advisory Council (FAC) for 2021. In 2018, he was appointed by the Board of Directors of the Federal Reserve Bank of Chicago as representative for the Seventh Federal Reserve District - he completed four years of service in 2021. Passionate about diversity and inclusion, he joined the first 150 members of the

CEO Action for Diversity & Inclusion pledge, advancing diversity and inclusion in the workplace as a competitive and societal issue. Mr. Brown was honored as CEO of the year by the Thurgood Marshall College Fund in 2019. He received a 2016 Father of the Year award by the Father's Day Council and benefiting the American Diabetes Association for his commitment to family, career and community. He is also a member of the Charlotte Executive Leadership Council, which focuses on improving economic mobility and education issues in Mecklenburg County, N.C. Mr. Brown joined the Charlotte Sports Foundation Board for 2022.

Bradley J. Brown, Corporate Treasurer and Interim Chief Financial Officer

Bradley (Brad) J. Brown was named interim CFO of Ally Financial Inc. in October 2022 and has served as Corporate Treasurer since November 2013. In the interim CFO role, Brown is responsible for oversight of Ally's finance, accounting, investor relations, supply chain, and modeling and analytics functions in addition to his corporate treasurer role where he oversees Ally's capital, liquidity, asset/liability and interest rate risk management, as well as Ally Bank's securities and derivatives portfolios. He joined Ally in June 2011, and previously served as structured funding executive with responsibility for the strategy, planning, and execution of securitizations and structured funding globally.

Prior to joining Ally, Brown spent 14 years at Bank of America, including three in Corporate Treasury where he was responsible for structured funding and capital strategies, and 11 years in investment banking at Bank of America Merrill Lynch. Brown joined Bank of America in 1997 from PricewaterhouseCoopers, where he served money center banking clients in New York City and Charlotte.

Brown earned bachelor's degrees in Business Administration and Accounting from Flagler College and a Master of Business Administration degree from the John H. Sykes College of Business at University of Tampa. Brown is a certified public accountant. He serves on the Board of Trustees for Flagler College and as a Director on the Board for Communities in Schools Charlotte-Mecklenburg.

Sathish Muthukrishnan, Chief Information, Data, and Digital Officer

Sathish Muthukrishnan was named Chief Information, Data and Digital Officer for Ally Financial Inc. in December 2019. In this role, Muthukrishnan is responsible for advancing Ally's technical and digital capabilities, including cyber security and infrastructure, and accelerating the company's growth and evolution as a leader in the digital financial services sector. He is based in Ally's Charlotte corporate center and reports to Ally CEO Jeffrey J. Brown.

Muthukrishnan has held a number of senior technology leadership roles with substantial scale and global reach, and previously served as the chief digital and information officer for Honeywell Aerospace, a nearly \$14 billion revenue business within Honeywell International. He brings to Ally

more than 20 years of technology leadership experience in complex businesses with high availability and reliability requirements on their technology, ten of which were spent in financial services with American Express prior to joining Honeywell.

Muthukrishnan graduated from University of Madras with a degree in engineering specializing in computer science. He is a member of the Advisory Board of WIT International and was recipient of the Chairman's Award for Innovation for several years at American Express. Muthukrishnan has over 25 filed patents in the manufacturing, payments and the digital technology space.

Diane Morais, President of Consumer & Commercial Banking

Diane Morais was named President, Consumer & Commercial Banking Products at Ally Bank in March 2017. Ms. Morais, 57, is responsible for driving the growth, profitability, and digital evolution of Ally's consumer and commercial banking division. She has oversight of the Deposits, Online Brokerage and Wealth Management, Mortgage, Ally Lending, and corporate-finance businesses. In addition, Ms. Morais oversees the company's digital and customer care channels, as well as the Community Reinvestment Act (CRA) program. Ms. Morais was instrumental in the creation and launch of the Ally brand in 2009. Under Ms. Morais' leadership, Ally Bank has achieved double-digit retail deposit growth each year, and now has over 2.5 million customers and over \$135 billion in retail deposits. Ally has received numerous third-party accolades, including being named "Best Online Bank" in America by Money® Magazine, as well as "Best Internet Bank" and "Best for Millennials" by Kiplinger's Personal Finance. Prior to holding key leadership positions of increasing responsibility at Ally, Ms. Morais achieved a number of significant professional accomplishments in the financial services sector. During a career spanning 12 years at Bank of America, she served in senior roles in deposit and debit products, national customer experience, card services marketing, and consumer mortgage vendor management. Ms. Morais also spent nine years at Citibank's credit card division in a variety of marketing, risk, and finance roles.

A native of Pittsburgh, PA, Ms. Morais holds a bachelor's degree from Pennsylvania State University. She is a member of the Board of Directors for Junior Achievement of Central Carolinas, Charlotte Center City Partners, and YMCA of Greater Charlotte. Ms. Morais has been named to American Banker Magazine's '25 Most Powerful Women in Banking' list for the sixth consecutive year. Ms. Morais was also named one of the top 25 outstanding business women in the Charlotte Business Journal's 2018 Women in Business Awards.

Kathleen (Kathie) Patterson, Chief Human Resources Officer

Kathleen (Kathie) L. Patterson was named Chief Human Resources Officer in August 2016. In this role, she's responsible for overseeing the company's human capital, talent management, compensation, benefits, well-being, internal communications and cultural efforts – ensuring they support the organization's overall strategic objectives and drive Ally's efforts to be a leading employer of choice.

Most recently, she served as the senior vice president of human resources for Ally's Auto Finance and Insurance lines of business. Patterson joined Ally in 2007 to lead change management as the company underwent a major functional reorganization in the wake of its spin-off as an independent financial services company.

Prior to joining Ally, Patterson was the managing director of human resources at DTE Energy, a Detroit-based diversified energy company. There, she managed the company's talent acquisition and development and consulting efforts including organizational and leadership development, employee engagement strategies, and diversity management. She also led DTE's efforts to grow young talent through a partnership with local schools, developing an age-appropriate, hands-on curriculum that developed energy-related trade skills.

Patterson earned a Bachelor of Arts degree from the University of Michigan and a Master of Arts degree from the University of Detroit Mercy in industrial/organizational psychology. She serves on the board for the Big Brothers Big Sisters national organization, which focuses on changing children's lives by matching them with caring adults to guide them on a path to success, as well as Cranbrook Institute of Science, which aims to build a scientifically literate public with a specific focus on transformational experiences in STEM education.

Born and raised in the city of Detroit, Patterson is active in several organizations aimed at helping the city's renaissance with a particular focus on mentorship and coaching young people in Metro Detroit. This includes 3 years as a mentor and executive guest lecturer in Wayne State University's mentorship program, which provides first generation college students with coaching to help them succeed in business. She's also an active member of Impact 100 Metro Detroit, a volunteer group of women whose purpose is to fuel transformation in the Detroit-area by uniting women in collective giving. Patterson was honored by the American Society of Employers as the Michigan HR Executive of the Year for 2019 and recognized as CHRO of the Year by HRO Today in 2021.

Andrea Brimmer, Chief Marketing and Public Relations Officer

Andrea Brimmer is the Chief Marketing and Public Relations Officer of Ally Financial Inc. She joined Ally in 2006, spearheading the creation of the Ally brand, developing everything from the brand pillars and cultural framework to the value proposition and delivery in the marketplace. Under her direction, Ally emerged with a strong reputation as a "different" kind of financial services company, dedicated to solving customer pain points that traditional institutions ignored.

Brimmer was named chief marketing officer in 2015. In 2016, she launched the company's first unified brand campaign, "Do It Right", highlighting Ally's unique focus on doing the right thing for customers. The campaign not only aligned the full scope of the company's product offerings under one mantra, but it also reflected the company's internal culture and core values. "Do It Right"

became a point of pride for Ally and resulted in the highest consumer brand sentiment and awareness in company history.

Brimmer is widely recognized as one of the country's most innovative and effective marketing leaders. Among her many honors and accolades include being named a winner of Adweek's 2020 Brand Genius awards for marketers who have skillfully led their brands' messaging to new heights. She has been named three times to Forbes' list of World's Most Influential CMOs and a two-time honoree of 100 Leading Women by Automotive News.

Prior to joining Ally in 2006, Brimmer spent 20 years on the agency side in Detroit, where she led the Chevrolet account and launched the iconic American Revolution campaign. She sits on the Professional Advisory Board of the College of Communication Arts and Sciences at Michigan State University and the Board of Directors for eHealth, Effie Worldwide and the Ad Council.

Brimmer holds a bachelor's degree from Michigan State University, where she also played varsity collegiate soccer for four years.

Douglas Timmerman, President of Dealer Financial Services

Douglas Timmerman was named President of Dealer Financial Services of Ally in August 2021. In this role, Mr. Timmerman, 59, is responsible for deepening Ally's relationships with more than 21,000 dealer customers and further optimizing the full spectrum of automotive finance and insurance services for dealer and consumer customers. Previously, he was president of Automotive Finance since 2018, and served as president of Ally's Insurance business since 2014. Mr. Timmerman's thirty-plus years at Ally, spanning leadership positions across the automotive finance and insurance business, make his understanding of this dynamic industry unparalleled. Prior to leading the insurance business, Mr. Timmerman was Vice President of Automotive Finance for the southeast region in Atlanta. In that capacity, he was responsible for sales, risk management, and portfolio management for more than 4,000 dealer relationships across 11 states. Since joining Ally in 1986, he has held a variety of leadership roles in different areas including commercial lending, consumer lending, collections, sales, and marketing. His experience also includes a broad geographical reach, holding assignments that have touched nearly every state.

The Nebraska native began his career with Ally shortly after earning his master's degree in business administration from the University of Nebraska. He also holds a bachelor's degree from the University of Nebraska. Mr. Timmerman supports several organizations and research efforts associated with finding a cure for Type 1 diabetes. He is an active volunteer and supporter of Children's Hospital of Atlanta and the Juvenile Diabetes Research Foundation.

Stephanie Richard, Chief Audit Executive

Stephanie Richard was named Chief Audit Executive of Ally Financial Inc. in 2018. In this role, she is responsible for the organization's internal audit function, as well as administrative oversight for Ally's loan review function. Internal audit and loan review are key functions to Ally, aimed at enhancing and protecting organizational value by identifying risks and ensuring the company's system of internal controls, risk management and governance is operating effectively. Since her appointment, Richard established a strategic focus on the transformation of the internal audit function, with efforts on cultivating innovation and expanding the use of technology and data analytics.

Prior to her current role, Richard served as the Deputy Chief Risk Officer for Ally Financial, where she was responsible for leading various key enterprise risk management programs, including designing the company's risk appetite framework and stress testing process. Richard joined Ally in 1997 and has served in a variety of roles with increasing levels of responsibility within the finance, treasury and risk management functions. Since Ally became a bank holding company in 2008, she has played an integral part in many of the company's transformation initiatives. Prior to joining Ally, Richard worked in audit services for Deloitte and Touche where she gained extensive accounting and auditing experience, as well as earned her CPA license.

Richard is a member of Women Executives of Charlotte and serves as president of Women Executives for Community Service (WECS), a non-profit organization whose mission is to provide financial, mentoring and other support to women (25 years or older) who are pursuing a degree at local universities through the WINGS scholarship program. Many recipients of the WINGS scholarship are first-generation college graduates, most are working mothers, and all are overcoming a variety of personal hardships. In 2022, Richard was an honoree for Charlotte Business Journal's Women in Business Achievement Awards. She holds a bachelor's degree in Accounting from Michigan State University and a Master's in Business Administration from Wayne State University.

Jason Schugel, Chief Risk Officer

Jason Schugel was named Chief Risk Officer of Ally in April 2018. In this role, Mr. Schugel, 49, has overall responsibility for execution of Ally's independent risk management. He has responsibility for the enterprise risk-management framework, establishment of risk-management processes, ensuring that Ally targets an appropriate balance between risk and return, mitigating unnecessary risk, and protecting the company's financial returns. Mr. Schugel was previously deputy chief risk officer for the company since 2017, leading various risk-management activities. Prior to that role, he was general auditor for Ally, responsible for the company's internal audit function as well as administrative oversight for Ally's loan review function. He joined Ally in 2009, overseeing the company's financial planning and analysis team, which is responsible for Ally's financial performance reporting, enterprise-wide forecasting, and planning. He also served as lead

finance executive for Ally's global functions. Before joining Ally, he was vice president of financial planning and analysis, and investor relations at LendingTree, LLC. Prior to that, he worked in investment banking for Wachovia and began his career at First Plus Financial, specializing in mergers and acquisitions.

He earned a bachelor's degree in business administration from Southern Methodist University in Dallas and a master's degree in business administration from the Babcock Graduate School of Management at Wake Forest University. Mr. Schugel is the Chairman of the board of the Allegro Foundation, an organization that is a champion for children with disabilities.

Dan Soto, Chief Compliance Officer

Dan Soto was appointed Chief Compliance Officer of Ally Financial in October 2010. In this role, he is responsible for leading the company's compliance efforts in line with applicable laws, regulations and company policies. Soto joined the company as executive compliance director in September 2009.

Before joining Ally, Soto held a number of compliance leadership roles within the financial services industry - including positions at Wachovia Bank, Royal Bank of Canada, and Bank of America. Soto also served for over 15 years as a bank examiner with the Federal Deposit Insurance Corporation and the Board of Governors of the Federal Reserve System.

Soto has a bachelor's degree in Accounting from the University of Nebraska and attended the American Bankers Association's (ABA) Stonier Graduate School of Banking at the University of Delaware. Soto serves on the board of the North Carolina Council on Economic Education, an organization that aims to enhance and advance economic and financial education for K-12 educators and students of North Carolina. Soto also serves on the advisory boards of the Association for Certified Anti-Money Laundering Specialists (ACAMS) and the BSA (Bank Security Act) Coalition, and he serves on the faculty for the ABA's National Compliance School.

Scott Stengel, General Counsel

Scott Stengel was named General Counsel of Ally in May 2016. Mr. Stengel, 51, oversees all of Ally's legal affairs and is also responsible for Ally's corporate-secretarial and government-relations functions. He joined Ally from Kansas City, Mo.-based UMB Financial Corporation, where he served as executive vice president, general counsel, and corporate secretary. Before that, he was a partner at King & Spalding LLP and Orrick, Herrington & Sutcliffe LLP in Washington, DC, with a practice focused on banking, capital markets, and government relations. He began his career as a law clerk to the Honorable Douglas O. Tice, Jr. in Richmond, Va.

He received a bachelor's degree in economics, with highest honors, from the University of Notre Dame and a juris doctorate, magna cum laude, from the Notre Dame Law School. He sits on the

board of directors of MadaKids Inc. and actively supports and volunteers with Roof Above in Charlotte, NC.

Dinesh Chopra, Chief Strategy and Corporate Development Officer

Dinesh Chopra was named Chief Strategy and Corporate Development Officer of Ally Financial in 2017. In this role, Chopra leads Ally's Corporate Strategy team, responsible for developing and executing business strategies that foster product and enterprise growth, and further Ally's position as a leader in digital financial services. Chopra is also responsible for Ally's corporate development activities and Ally Ventures, which include identifying and executing acquisitions, strategic partnerships and investing in early stage fintechs that align with Ally's strategic plans.

Prior to joining Ally, Chopra served as global head of Strategy, Retail Bank, Mortgage, Fintech & Digital Payments at Citigroup, responsible for leading strategic planning and improving performance for the related lines of business. While at Citigroup, he oversaw many transformation efforts including driving client growth, accelerating digital agenda, and expanding profitability. Prior to Citigroup, he held several leadership positions in strategy and banking at Capital One and McKinsey & Company. He began his career in engineering at Micron Technology, Inc.

Chopra serves as chairman of the board for KIPP Charlotte, a member of KIPP (the Knowledge Is Power Program), a national network of free, open-enrollment, college-preparatory public schools that prepare students in under-served communities for success in college and in life.

Chopra holds an MBA from MIT's Sloan School of Management; a master's degree in Chemical Engineering from Clarkson University in Potsdam, NY; and a bachelor's degree from the National Institute of Technology in Trichy, India.

Alison Summerville, Business Administration Executive

Alison Summerville was named Business Administration Executive of Ally Financial Inc. in June 2015. In this role, she is responsible for liaising with business and functional leads on behalf of the CEO's office on enterprise-wide business initiatives. This includes managing and implementing executive leadership routines, and seeking organizational efficiencies that advance Ally's strategic objectives. Summerville also oversees the company's corporate workplace team, which manages Ally's facilities and related services. Additionally, Summerville leads Ally's corporate citizenship and community relations efforts, and serves as board chair for the Ally Charitable Foundation, which launched in 2020 to deploy grants that support economic mobility in the communities Ally serves.

Most recently, she served as executive director of CFO business support, overseeing governance routines, and budget and expense planning for the Finance and Treasury functions, as well as

acting as business lead for employee engagement initiatives. Summerville joined Ally in 2009, as Chief Administrative Officer for the company's Treasury function.

Prior to joining Ally, she spent nearly nine years at Bank of America, most recently as the company's Treasury business support executive. During her tenure at Bank of America, she also served in balance sheet management, compliance and corporate research roles.

Summerville holds a bachelor's degree in Business Administration from the University of North Carolina at Chapel Hill. Her extensive community involvement includes serving as board chair for Habitat for Humanity Charlotte Region and on the Investment Advisory Committee for the Charlotte Housing Opportunity Investment Fund. She is also chairman emeritus for the Charlotte Wine and Food Weekend, which contributes to charitable organizations that benefit children and their families in the Charlotte community. Additionally, she serves on the board of trustees for the Charlotte Regional Business Alliance, which pursues business growth in the Charlotte region, and on the board of advisors for Sharon Towers, a continuing care retirement community. In 2021, she was recognized with the Charlotte Business Journal's Women in Business Achievement Award for making a mark in her career and her community. She's also been named one of the Most Influential Women in Mecklenburg County and is a recipient of Career Mastered magazine's Leadership in Action Award.

David DeBrunner, Chief Accounting Officer and Controller

David DeBrunner was named Vice President, Controller, and Chief Accounting Officer of Ally in September 2007. In this role, Mr. DeBrunner, 56, is responsible for all accounting, tax, financial reporting, financial controls, and strategic sourcing and supply chain. Prior to joining Ally, Mr. DeBrunner spent 15 years at Fifth Third Bancorp, where he most recently held the title of senior vice president, chief accounting officer, and controller. His responsibilities included accounting, financial controls and systems, financial reporting, and finance shared services. Prior to serving as the chief accounting officer, he served as the chief financial officer of their commercial division and held various finance and operational leadership positions throughout the company beginning in 1992. Prior to joining Fifth Third, he worked in audit services for Deloitte and Touche in their Chicago and Cincinnati offices.

Mr. DeBrunner earned a bachelor's degree in accounting from the Kelley School of Business at Indiana University. He is a member of the American Institute of Certified Public Accountants and the Ohio Society of Public Accountants. He is a board member and past Chairman of the Board of Directors for the Detroit Institute for Children, which provides services for Michigan's children with special needs and their families. He also serves on the Family Leadership Council of the Indiana University Kelley School of Business.

G. Description of the Corporate Governance Structure and Processes Related to Resolution Planning

Corporate Governance and Oversight

Corporate governance and management oversight are fundamental to Ally Bank's resolution planning process and are conducted through a combination of the Ally Bank Board of Directors, Risk Committee, ERMC (as defined below), business line management and key enterprise functions. Governance and oversight begin with the Ally Bank Board of Directors, which ultimately oversees the resolution planning process and provides final approval of the Ally Bank Plan.

The management committees and councils involved in the governance, oversight, and development of the Ally Bank Plan include the following at Ally Bank:

- **Enterprise Risk Management Committee ("ERMC")** - Established by the Ally Chief Risk Officer (CRO), the ERMC is responsible for oversight of senior management's responsibility to maintain and implement an effective risk-management framework and to oversee the appropriate management of risk consistent with Ally's strategy and Risk Appetite as established by the Risk Committee of the Board. The ERMC is responsible for the governance oversight of the Ally Bank Resolution Plan ("Ally Bank Plan") and processes, including development and approval of the Ally Bank Plan.
- **Resolution Planning Work Group ("RP Work Group")** - The RP Work Group, which is managed by the Stress Testing and Scenario Analysis Team (STSA Team) and led by the Senior Risk Director, STSA, is composed of subject matter experts representing Business Lines (BLs), Independent Risk Management (IRM), and enterprise functions within AFI and Ally Bank.
- **Stress Testing and Scenario Analysis Team ("STSA Team")** - The Enterprise Risk Management team responsible for the development and maintenance of resolution plans, as necessary, to address the regulatory requirements set forth in the IDI Rule and the Supervisory Guidance (as defined below).

Resolution Planning Process

The STSA Team actively works to develop and maintain the Ally Bank Plan to confirm it contains the information required by the IDI Rule, additional guidance issued by the FDIC in its *Statement on Resolution Plan for Insured Depository Institutions* on June 25, 2021 and other materials and feedback provided by the FDIC. The STSA Team defines projects, including responses to information requests as well as resolution plan drafting, and coordinates various workstreams in Ally legal entities, BLs, IRM, and enterprise functions in the development and maintenance of the Ally Bank Plan. In carrying out its duties, the STSA Team has the authority to assign tasks, and impose deadlines and processes for responses throughout Ally.

The Ally Bank Plan was presented for review and approval to the subject matter experts in the Ally Bank business lines and enterprise functions who provided plan content. Following these reviews, the Ally Bank Plan was presented for review and approval to the ERM and to the Ally Bank Board of Directors.

Board Approval and Submission

As required by the IDI Rule, the Ally Bank Board of Directors approved the Ally Bank Plan on November 28, 2022. Ally Bank submitted the Ally Bank Plan to the FDIC on December 1, 2022.

H. Description of Material Management Information Systems

Ally Bank's material Management Information Systems (MIS) are composed of internally developed applications and vendor software packages, some of which are externally hosted, that interface with strategic data provisioning systems for each major business line and enterprise function. Ally Bank's material MIS are used to support critical business operations and to provide reporting and analytics for risk, capital, liquidity, and financial management activities. The same MIS are also used to support regulatory reporting and ad-hoc information requests.

Ally Bank's material MIS are governed by architecture standards, supported by applicable technology policies and standards, to drive consistency, facilitate efficiency, and enforce appropriate controls regarding the flow of critical data. Changes to MIS are governed under a documented change methodology and process.

To confirm the quality of the data in its material MIS, Ally Bank maintains an Enterprise Data Governance Policy supported by approved Standards for managing critical data elements. An Enterprise Data Governance Council is chaired by Ally's Data Governance Executive and composed of key representatives who oversee Ally Bank's data governance activities and champion continuous improvement initiatives. The Data Stewardship Working Group is a cross-functional group comprised largely of Data Governance Business Leads, Data Governance Technical Leads, and other data subject matter experts established to improve control, consistency, and alignment of data management practices, as well as provide a forum for sharing and discussing data related topics including changes, or anticipated changes, to critical data elements.

Ally Bank has a robust business continuity program that is designed to prepare the organization for a broad array of events. Ally Bank utilizes multiple data centers to provide failovers to key systems, high frequency back-ups for individual workstations, and mobile command and operations centers to provide temporary workspace. Ally Bank also has a high capacity virtual private network to allow for home-based access should the need arise. Ally Bank regularly tests and updates its Business Continuity Plan.

Ally Bank has implemented an Identity and Access Management system to provide and remove access to key systems. Privileged access is reviewed quarterly by hiring managers and audited to ensure proper access.

Information Security policies and standards, adhering to regulatory requirements and expectations for the financial services sector, have been established and deployed throughout the company to ensure systems and desktops are maintained and assessed utilizing a risk-based approach.

**Public Exhibit 1 -Condensed Consolidated Balance Sheet of Ally Bank
(unaudited)**

Source: Information from 12/31/2021 call report as filed
Exhibit 1

as of December 31, 2021 (\$ in thousands) ¹

Call Report Line		2017
Assets	Assets:	
RC-1.a	Noninterest-bearing balances	\$ 260,800
RC-1.b	Interest-bearing balances	4,403,273
RC-2.a	Securities held-to-maturity	1,170,144
RC-2.b	Available for sale securities	29,621,113
RC-2.c	Equity securities with readily determinable fair values	26,602
RC-3.a	Federal funds sold	-
RC-3.b	Sec. purch. under agree to resell	-
RC-4.a	Loans & leases, held for sale	548,554
RC-4.b	Loans & Leases, held for investment	121,853,363
RC-4.c	LESS: Allowance for loan and lease losses	3,293,330
RC-4.d	Loans & leases, net	118,560,033
RC-5	Total trading assets	-
RC-6	Premises and fixed assets	921,427
RC-7	Other real estate owned	621
RC-8	Investmtns in unconsold subs - total	368,966
RC-9	Direct and indirect investments in real estate ventures	1,378,278
RC-10	Intangible assets	734,604
RC-11	Other assets	14,825,233
RC-12	Total Assets	\$ 172,819,646
	Liabilities:	
RC-13.a	Deposits - domestic	\$ 145,764,507
RC-13.a.1	Domestic deposits - noninterest-bearing	262,337
RC-13.a.2	Domestic deposits - interest-bearing	145,502,170
RC-14.a	Federal funds purchased	-
RC-14.b	Securities (Repo)	-
RC-15	Total trading liabilities	-
RC-16	Other borrowed money	7,658,962
RC-19	Subordinated notes and debentures	-
RC-20	Other liabilities	2,669,542
RC-21	Total Liabilities	156,093,011
RC-23	Perpetual preferred stock & surplus	-
RC-24	Common stock	1,000
RC-25	Surplus-exclude surplus rel pref stck	14,978,688
RC-26.a	Retained earnings	1,830,621
RC-26.b	Accumulated other comprehensive Inc	(83,674)
RC-26.c	Other equity capital components	-
RC-27.a	Total equity/capital	16,726,636
RC-27.b	Minority interest in subsidiaries	-
RC-28	Total Equity	16,726,636
RC-29	Total Liabilities and Equity Capital	\$ 172,819,646

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Note ¹: For additional detail see Ally Bank, 12/31/2021 Call Report.

**Public Exhibit 2 - Liabilities and Capital of Ally
Bank (unaudited)**

as of December 31, 2021, (\$ in thousands) ¹

2021

Liabilities:

Deposits	\$ 145,764,507
Repurchase contracts	-
Other borrowed money	7,658,962
Other liabilities	2,669,542
Total Liabilities	\$ 156,093,011

Equity Capital:

Common stock	\$ 1,000
Surplus	14,978,688
Retained earnings	1,830,621
Accumulated other comprehensive income	(83,674)
Total Equity Capital	\$ 16,726,636

Tier 1 Capital	17,253,000
Tier 2 Capital	18,995,000
Tier 1 Leverage Ratio	10.12%
Tier 1 Risk Based Capital Ratio	12.39%
Total Risk-Based Capital Ratio	13.64%

Note ¹: For additional detail see Ally Bank, 12/31/2021 Call Report.

Source: Information from 12/31/2021 call report as filed