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# The Audit Committee Charter



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The Audit Committee of the board of directors of General Electric Company shall consist of a minimum of three directors. Members of the committee shall be appointed by the board of directors upon the recommendation of the governance and public affairs committee and may be removed by the board of directors in its discretion. All members of the committee shall be independent directors under the New York Stock Exchange's (NYSE) listing requirements and GE's independence guidelines, and shall also satisfy the Securities and Exchange Commission's (SEC) more rigorous independence requirement for members of the audit committee. All members shall be financially literate, as determined by the board in its business judgment, and at least one member shall be a financial expert as defined under SEC rules.

The committee typically will meet at least six times a year. In view of the demands and responsibilities of the committee, members of the committee should not serve on more than two additional audit committees of other public companies, and the chair of the committee should not serve on more than one other audit committee of a public company.

The purpose of the committee shall be to assist the board in its oversight of the integrity of the financial statements of the Company, of the Company's compliance with legal and regulatory requirements, of the independence and qualifications of the independent auditor and of the performance of the Company's internal audit function and independent auditors. The committee's role shall include oversight as it relates to enterprise risk management and cybersecurity risk. The committee has an oversight role, and, in fulfilling that role, it relies on the reviews and reports noted below.

In furtherance of this purpose, the committee shall have the following authority and responsibilities:

1. To meet to review and discuss with management and the independent auditor the annual audited financial statements, Form 10-Ks, quarterly financial statements and Form 10-Qs, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and any other matters required to be reviewed under applicable legal, regulatory or NYSE requirements.
  - The committee will review the Company's Form 10-K with the chief executive officer (CEO), the chief financial officer (CFO) and the full board at its February board meeting.
  - The committee will meet to review the Company's Form 10-Qs with the CFO.
2. To discuss with management and the independent auditor, as appropriate, prior to their release to the public, earnings press releases and financial presentations provided to analysts and rating agencies. The CFO shall review earnings releases with the committee prior to their release to the public. Prior to the event, the CEO or the CFO shall also review with the committee, or the full board, the substance of any other presentations to investors, analysts or rating agencies which reflect a major shift in company strategy or outlook
3. To select the independent auditor to examine the Company's accounts, controls and financial statements. The committee shall have the sole authority and responsibility to select, evaluate, compensate and oversee the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (including resolution of disagreements between management and the auditor regarding financial reporting).
  - In selecting the Company's independent auditor for any fiscal year, the committee may consider, among other things: historical and recent performance of the current independent auditor and the independent auditor's lead engagement partner, an analysis of known legal risks and significant legal or regulatory proceedings related to the auditor, external data on audit quality and performance, including recent Public Company Accounting Oversight Board (PCAOB) reports, and the independence and tenure of the audit firm.



In order to assess auditor independence, the committee will review at least annually all relationships between the independent auditor and the Company.

- The committee reviews at least annually a formal written report from the independent auditor delineating: the auditing firm's internal quality-control procedures; the auditing firm's independence; and any material issues raised within the preceding five years by the auditing firm's internal quality-control reviews, by peer reviews of the firm, or by any governmental or other inquiry (including inspections by the PCAOB) or investigation relating to any audit conducted by the firm. The committee also reviews steps taken by the auditing firm to address findings in any of the foregoing reviews.
- The committee will ensure that the lead audit partners assigned by the Company's independent auditor to the Company, and, if applicable, to any of its subsidiaries that have securities registered with the SEC, as well as the audit partner responsible for reviewing the Company's audit, shall be changed at least every five years.
- Although the committee has the sole authority to appoint the independent auditor, the committee will recommend that the board ask the shareholders, at their annual meeting, to ratify the committee's selection of the independent auditor.

The independent auditor and each such registered public accounting firm will report directly to the committee.

4. The committee shall have the sole authority to approve all audit engagement fees and terms, and the committee (or the chair of the committee) must pre-approve any audit or non-audit service provided to the Company by the Company's independent auditor. To minimize relationships which could appear to impair the objectivity of the independent auditor, the committee will typically restrict the non-audit services that may be provided to the Company by the Company's independent auditor primarily to tax services, merger and acquisition due diligence and integration services. The Company will obtain such limited non-audit services from the Company's independent auditor only when the services offered by the auditor's firm are more effective or economical than services available from other providers, and, to the extent possible, only following competitive bidding for such services.
  - The committee shall annually pre-approve the use of the Company's independent auditor for specific types of services within the following categories of non-audit services: merger and acquisition due diligence and audit services; internal control reviews; tax compliance services; tax consulting services; employee benefit plan audits; and reviews and procedures that the Company requests the independent auditor to undertake to provide assurances on matters not required by laws or regulations, such as agreed upon procedures letters. For these non-audit services, (i) the committee shall also set an annual limit on the amount of such services which the Company may obtain from the Company's independent auditor, and (ii) the committee (or the chair of the committee) must pre-approve any single engagement over \$1,000,000.
  - Notwithstanding the foregoing, any engagement of the independent auditor to provide internal control-related services, including internal control-related non-audit services, must be specifically pre-approved by the committee (or chair of the committee).
  - When chair of the committee pre-approves any audit or non-audit service on behalf of the committee, such decisions will be presented to the full committee at its next regularly scheduled meeting.
5. To discuss with management and the independent auditor, as appropriate, any audit problems or difficulties and management's response.
6. As required by NYSE listing requirements, to discuss with management the Company's risk assessment and risk management policies and processes, including the risk policies and processes relating to financial statements,



financial systems, financial reporting processes, regulatory, compliance and litigation risks and auditing.

7. To oversee the Company's financial reporting activities, including our annual report, and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the Company's financial statements, including alternatives to, and the rationale for, the decisions made.
8. To review the internal corporate audit staff function, including: (i) purpose, authority and organizational reporting lines; (ii) annual audit plan, budget and staffing; and (iii) concurrence in the appointment, performance and rotation of the vice president-corporate audit staff.
9. To review, with the CFO, the chief accounting officer, the vice president-corporate audit staff or such others as the committee deems appropriate, the Company's internal system of audit and financial controls and the results of internal audits.
  - The committee will periodically review the process for the CEO and CFO quarterly certifications required by the SEC with respect to the financial statements and the Company's disclosure controls and procedures and internal control over financial reporting, including any material weaknesses or significant deficiencies in such internal control.
  - The committee shall receive a report at least annually from and meet periodically with representatives of the corporate disclosure committee, including the chair of the committee.
10. To prepare and publish an annual committee report in the Company's proxy statement.
11. To set policies for the hiring of employees or former employees of the Company's independent auditor, as set forth in the Company's Governance Principles.
12. To review and investigate any matters pertaining to the integrity of management or adherence to standards of business conduct as required in Company policies. This should include regular reviews of compliance processes and programs in general and the corporate ombudsman process in particular. In connection with these reviews, the committee will meet, as deemed appropriate, with the general counsel and other Company officers or employees.
13. To establish and oversee the procedures set forth in the Company's Governance Principles for the receipt, retention and treatment of complaints on accounting, internal accounting controls, auditing or federal securities laws matters, as well as for confidential, anonymous submissions by Company employees of concerns.
14. The committee shall meet separately, periodically, with management, the vice president-corporate audit staff and the Company's independent auditors.

The committee shall have the authority to delegate any of its responsibilities to subcommittees as the committee may deem appropriate so long as at least one member of the subcommittee shall be a financial expert.

The committee shall have authority to retain such outside counsel, experts and other advisors as the committee may deem appropriate in its sole discretion. The committee shall have sole authority to approve related fees and retention terms.

The committee shall report its actions and any recommendations to the board after each committee meeting and shall conduct an annual performance evaluation of the committee. The committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the board for approval.