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# The Governance and Public Affairs Committee Charter



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## The Governance and Public Affairs Committee Charter

The Governance and Public Affairs Committee of the board of directors of General Electric Company shall consist of a minimum of four directors. These should include the chairs of the Audit and the Management Development and Compensation committees. Members of the committee shall be appointed and may be removed by the board of directors. All members of the committee shall be independent directors, and shall satisfy GE's independence guidelines for members of the Governance and Public Affairs Committee.

The purpose of the committee shall be to assist the board in identifying qualified individuals to become board members, in determining the composition of the board of directors and its committees, in monitoring a process to assess board effectiveness, in developing and implementing the Company's corporate governance principles and practices, in overseeing risks related to the Company's governance structure and processes and risks arising from related party transactions, and in overseeing the Company's positions on corporate social responsibilities and public issues of significance which affect investors and other key stakeholders.

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

1. To lead the search for individuals qualified to become members of the board of directors and to select director nominees to be presented for shareowner approval at the annual meeting.
2. To develop, and to recommend to the board of directors for its approval, qualifications for director candidates, and to review these qualifications with the board periodically.
3. To review the board of directors' committee structure and to recommend to the board for its approval directors to serve as members of each committee, and, in consultation with the lead director, as committee chairs. The committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
4. To develop and recommend to the board of directors for its approval a set of corporate governance principles. The committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
5. To develop and recommend to the board of directors for its approval an annual self-evaluation process of the board and its committees. The committee shall oversee the annual self-evaluations.
6. To review on an annual basis director compensation and benefits and recommend changes to the board as necessary.
7. To review and approve or ratify any transaction between the Company and a related person, which is required to be disclosed under the rules of the Securities and Exchange Commission. For purposes of this requirement, the terms "transaction" and "related person" have the meaning contained in Item 404 of Regulation S-K.
8. To resolve any conflicts of interest involving a director, the CEO, a vice chairman, or a senior vice president.
9. To review the Company's actions in furtherance of its corporate social responsibility, including considering the impact of Company procedures and processes on employees, citizens and communities.



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10. To review key trends in legislation, regulation, litigation and public debate around the world in order to determine whether the Company should consider additional corporate social responsibility actions.

11. To identify and discuss with management the risks, if any, relating to the Company's public policy initiatives and corporate governance structure and practices.

12. To consider the manner in which the Company conducts its public policy and government relations activities, including policies and guidelines regarding political contributions by the Company and lobbying activities.

13. To review, at least annually, the Company's policies and practices related to political and campaign contributions, and contributions to trade associations and other tax-exempt and similar organizations that may engage in political activity; and review, on a semi-annual basis, reports on the Company's political spending and lobbying activities. The committee shall review and approve the Company's annual budget for political activities and review the spending pursuant to such budget. The committee shall also issue an annual report on the Company's political spending.

14. To review the Company's support of charitable, educational and business organizations.

15. To monitor the Company's environmental, health and safety compliance and related risks, including through an annual review of the Company's operations and facility safety matters.

The committee shall have the authority to delegate any of its responsibilities to subcommittees as the committee may deem appropriate in its sole discretion.

The committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any 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.