

GENERAL ELECTRIC CO  
Form PRE 14A  
March 08, 2019  
Table of Contents

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

CHECK THE APPROPRIATE BOX:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

**General Electric Company**

(Name of Registrant as Specified In Its Charter)  
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

PAYMENT OF FILING FEE (CHECK THE APPROPRIATE BOX):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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  - 3) Filing Party:
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-

**Table of Contents**

---

**Table of Contents**

## Guide to GE's Proxy Statement

**Significant Information in this Section**

<b>3</b>	<b><u>PROXY OVERVIEW</u></b>			
<b>12</b>	<b><u>GOVERNANCE</u></b>			
<b>12</b>	<b><u>Election of Directors</u></b>	<b>19</b>	<b><u>Board Leadership</u></b>	<b>25</b> <b>Overboarding</b>
<b>16</b>	<b><u>Board Composition</u></b>	<b>25</b>	<b><u>Board Meeting Attendance</u></b>	<b>25</b> <b>Political Spending Oversight</b>
<b>19</b>	<b><u>Board Leadership Structure</u></b>	<b>12</b>	<b><u>Director Biographies</u></b>	<b>26</b> <b>Related Person Transactions</b>
<b>20</b>	<b><u>Board Operations</u></b>	<b>18</b>	<b><u>Director Independence</u></b>	<b>23</b> <b>Risk Oversight</b>
<b>22</b>	<b><u>Board Governance Practices</u></b>	<b>17</b>	<b><u>Director Qualifications</u></b>	<b>27</b> <b>Share Ownership for</b>
<b>23</b>	<b><u>Key Board Responsibilities</u></b>	<b>16</b>	<b><u>Director Term Limits</u></b>	<b>Executives &amp; Directors</b>
<b>24</b>	<b><u>How We Get Feedback from Investors</u></b>	<b>24</b>	<b><u>Investor Outreach</u></b>	
<b>25</b>	<b><u>Other Governance Policies &amp; Practices</u></b>			
<b>26</b>	<b><u>Stock Ownership Information</u></b>			
<b>28</b>	<b><u>Environment, Social and Governance (ESG)</u></b>			
<b>30</b>	<b><u>COMPENSATION</u></b>			
<b>30</b>	<b><u>Management Proposal No. 1 — Advisory Approval of Our Named Executives' Pay</u></b>	<b>53</b>	<b><u>CEO Pay Ratio</u></b>	<b>51</b> <b>Pay For Performance</b>
<b>30</b>	<b><u>Overview of Our Executive Compensation Program</u></b>	<b>35</b>	<b><u>CEO Performance</u></b>	<b>51</b> <b>Peer Group Comparisons</b>
<b>32</b>	<b><u>How Our Incentive Compensation Plans Paid Out for 2018</u></b>	<b>51</b>	<b><u>Evaluation</u></b>	<b>52</b> <b>Pledging Policy</b>
		<b>49</b>	<b><u>Compensation Consultants</u></b>	<b>48</b> <b>Severance Benefits</b>
			<b><u>Death Benefits</u></b>	<b>Share Ownership</b>
<b>35</b>	<b><u>Compensation Actions for 2018</u></b>	<b>52</b>	<b><u>Dividend Equivalents Policy</u></b>	<b>51</b> <b>Requirements</b>
<b>38</b>	<b><u>Summary Compensation</u></b>	<b>52</b>	<b><u>Hedging Policy</u></b>	<b>51</b> <b>Succession Planning</b>
<b>40</b>	<b><u>Long-Term Incentive Compensation</u></b>		<b><u>Long-Term Performance</u></b>	
<b>44</b>	<b><u>Deferred Compensation</u></b>	<b>40</b>	<b><u>Award Program</u></b>	
<b>45</b>	<b><u>Pension Benefits</u></b>			
<b>47</b>	<b><u>Potential Termination Payments</u></b>			
<b>51</b>	<b><u>Other Executive Compensation Practices &amp; Policies</u></b>			
<b>52</b>	<b><u>Explanation of Non-GAAP Financial Measures and Performance Metrics</u></b>			
<b>53</b>	<b><u>CEO Pay Ratio</u></b>			
<b>54</b>	<b><u>Director Compensation</u></b>			
<b>56</b>	<b><u>REDUCTION OF MINIMUM NUMBER OF DIRECTORS</u></b>			
<b>56</b>	<b><u>Management Proposal No. 2 — Approval of Reduction of Minimum Number of Directors</u></b>			
<b>57</b>	<b><u>AUDIT</u></b>			
<b>57</b>	<b><u>Management Proposal No. 3 — Ratification of KPMG as Independent Auditor for 2019</u></b>	<b>58</b>	<b><u>Auditor Fees</u></b>	
<b>57</b>	<b><u>Independent Auditor Engagement</u></b>	<b>58</b>	<b><u>Auditor Tenure</u></b>	
<b>58</b>	<b><u>Independent Auditor Information</u></b>			
<b>59</b>	<b><u>Audit Committee Report</u></b>			
<b>60</b>	<b><u>SHAREOWNER PROPOSALS</u></b>			
<b>60</b>	<b><u>Shareowner Proposal No. 1 — Independent Chairman</u></b>	<b>63</b>	<b><u>Deadlines for 2020</u></b>	
<b>62</b>	<b><u>Shareowner Proposal No. 2 — Cumulative Voting</u></b>	<b>63</b>	<b><u>Proxy Access</u></b>	
<b>63</b>	<b><u>Submitting 2020 Proposals</u></b>			
<b>64</b>	<b><u>VOTING AND MEETING INFORMATION</u></b>			
<b>64</b>	<b><u>Proxy Solicitation &amp; Document Request Information</u></b>			
<b>64</b>	<b><u>Voting Information</u></b>			
<b>66</b>	<b><u>Attending the Meeting</u></b>			
<b>67</b>	<b><u>Helpful Resources</u></b>			

Also see "Acronyms Used" on page 67 for a guide to the acronyms used throughout this proxy statement.

**Why are we sending you these materials?**

On behalf of our Board of Directors, we are making these materials available to you (beginning on or about March 20, 2019) in connection with GE's solicitation of proxies for our 2019 annual meeting of shareowners.

**What do we need from you?**

Please read these materials and submit your vote and proxy by telephone, mobile device, the Internet, or, if you received your materials by mail, you can also complete and return your proxy card or voting instruction form.

**Where can you find more information?**

Check out our annual report, and be sure not to miss the important supplemental information posted on our proxy website.

[www.ge.com/proxy](http://www.ge.com/proxy)  
[www.ge.com/annualreport](http://www.ge.com/annualreport)

**GENERAL ELECTRIC COMPANY EXECUTIVE OFFICES**

41 Farnsworth Street Boston, MA 02210

[2](#) GE 2019 Proxy Statement

---

**Table of Contents****Proxy Overview**

*This overview highlights information contained elsewhere in the proxy statement and does not contain all of the information that you should consider. You should read the entire proxy statement carefully before voting.*

**Dear Shareowners,**

It is a privilege to serve as your lead director during this important time for GE. I want to share with you some of the major governance actions that the Board has taken in the last year.

**CEO SUCCESSION**

Choosing the right leadership for GE is the Board's most important responsibility. We made a CEO change in September 2018 to improve the speed and execution of our strategic plan, to strengthen the balance sheet and improve performance. This was a Board-driven process and the company faced a unique situation, particularly since there had just been a CEO transition in 2017.

In Larry Culp, we had a highly experienced and accomplished CEO who had already been an engaged member of the Board since April 2018. His prior track record as CEO at Danaher, with deep operational focus and a rigorous approach to capital allocation, speaks for itself. We discussed several alternatives leading to the CEO transition, but Larry was clearly and unanimously viewed as the best choice. Larry already had a clear understanding of the company's strategy and where it should be headed, and we were confident he would hit the ground running on day one.

Larry understands the challenges GE faces. He also knows that despite his excellent track record, he needs to prove himself everyday—to us, our shareowners and our employees.

**GE'S STRATEGY**

The Board was highly engaged in the review that culminated in the announcement of GE's new strategic plan in June 2018. The Board continues to believe that empowering the businesses, reducing the emphasis on Corporate and focusing on a narrower set of businesses is the right path for the

company and its shareowners. While this plan entails a significant amount of transition, particularly for GE's employees, we believe it is key to unlocking value for shareowners and laying the foundation for a stronger GE going forward.

A central pillar of this plan is reducing the company's outstanding debt, and this continues to be an area of focus for the Board. We recently completed the merger of GE's Transportation business with Wabtec, we're exiting our interest in Baker Hughes, a GE company, and we recently announced an agreement to sell GE's BioPharma business to Danaher for \$21 billion. These are important milestones. We are also engaged in improving the company's performance, particularly in Power, and on simplifying the company across multiple dimensions.

**COMPENSATION AND TALENT**

Last year the Board made several changes to GE's compensation plans with the objective of driving better performance, rewarding and retaining top talent, and better aligning incentives for executives with shareowners. For 2018, the bonus pool was redesigned to make payouts for business executives based on business unit performance, rather than overall company results. This was reflected in the bonuses paid to our Aviation and Healthcare teams, who exceeded expectations this past year. Smaller or no bonuses were paid to businesses that fell short of expectations. We have also shifted pay for our top executives to be increasingly weighted towards equity, rather than cash, to drive alignment with shareowners.

As GE works through a period of significant transition, we recognize the importance of ensuring that management has the right mix of new, outside views and experienced leaders who know the company well. In the last year, in addition to Larry, GE brought in a

new general counsel, controller and head of investor relations from outside the company, as well as several outside hires within the businesses. In February, GE also brought in a new head of human resources, who we expect to help reenergize our focus on talent and human capital management.

**BOARD DEVELOPMENTS**

In 2018, GE significantly reduced the size of its Board to twelve directors – a size we expect to target going forward. In addition to three new directors last year (including Larry and me), there are two new nominees on our slate of ten directors this year – Paula Rosput Reynolds and Cathie Lesjak. Paula has executive experience in the power and insurance industries, while Cathie brings strong experience in finance, accounting and operations from her career in the technology industry. Our two longest tenured directors, Jim Mulva and Geoff Beattie, are retiring from the GE board this year. We will continue to look for new directors who have relevant domain expertise and skill sets that tie to GE's long-term strategy.

The Board has also taken action based on investor feedback on several important issues. We announced in December that we would open up the tender for the company's independent auditor. We implemented a new approach to risk focused on the most critical strategic risks facing the company. And we have brought in new advisors to provide the Board with fresh perspectives on important strategic, financial and legal issues.

My fellow directors and I remain committed to continuing the progress we've made toward creating a stronger, simpler, more focused company, for you and all of GE's stakeholders. Thank you for your support.

**Thomas W. Horton**  
Lead Director

**Table of Contents**

**Annual Meeting**

**LOGISTICS**

**DATE AND TIME:**

May 8, 2019 at 10:00 a.m. Eastern Time

**WEBCAST:**

[www.ge.com/investor-relations](http://www.ge.com/investor-relations)

**LOCATION:**

Westchester Marriott  
670 White Plains Rd.  
Tarrytown, NY 10591

**ATTENDING IN PERSON:**

You must be a GE shareowner as of the record date, and you must bring your admission card & photo ID. Follow the instructions on page 66 or on our proxy website

**Check out our annual report**

[www.ge.com/annualreport](http://www.ge.com/annualreport)

**HOW YOU CAN VOTE**

**Do you hold shares directly with GE or in the Retirement Savings Plan (RSP)?**

Use the Internet at  
[www.proxypush.com/GE](http://www.proxypush.com/GE)

Call toll-free (US/Canada)  
1-866-883-3382

Mail your signed proxy form

**Do you hold shares through a bank or broker?**

Use the Internet at  
[www.proxyvote.com](http://www.proxyvote.com)

Call toll-free (US/Canada)  
1-800-454-VOTE (8683)

Mail your signed voting instruction form

*You are invited to attend GE's 2019 annual meeting. This page contains important information about the meeting, including how you can make sure your views are represented by voting today. Be sure to also check out our annual report at the website below.*

Cordially,  
**Mike Holston, Secretary**

## AGENDA

	<b>Board Recommendation</b>	<b>Read More</b>
<a href="#">1 Elect the 10 directors named in the proxy for the coming year</a>	<a href="#">FOR</a> each director nominee	Page 12
<a href="#">2 Approve our named executives' compensation in advisory vote</a>	<a href="#">FOR</a>	Page 30
<a href="#">Amend the Certificate of Incorporation to reduce the a minimum number of directors for our Board 3 from ten to seven</a>	<a href="#">FOR</a>	Page 56
<a href="#">4 Ratification of the selection of KPMG as independent auditor for 2019</a>	<a href="#">FOR</a>	Page 57
<a href="#">5 Vote on shareowner proposals included in the proxy, if properly presented at the meeting</a>	<a href="#">AGAINST</a> each proposal	Page 60

Shareowners also will transact any other business that properly comes before the meeting

## VOTING Q&A

### Who can vote?

Shareowners as of our record date, March 11, 2019

### Is my vote confidential?

Yes, only IVS Associates & certain GE employees/agents have access to individual shareowner voting records

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### **How many shares are entitled to vote?**

8.7 billion common shares (preferred shares are not entitled to vote)

### **How many votes do I get?**

One vote on each proposal for each share you held as of the record date (see first question above)

### **Do you have an independent inspector of elections?**

Yes, you can reach them at IVS Associates, 1000 N. West St., Ste. 1200, Wilmington, DE 19801

### **Can I change my vote?**

Yes, by voting in person at the meeting, delivering a new proxy or notifying IVS Associates in writing. But, if you hold shares through a broker, you will need to contact them

### **How many votes are needed to approve a proposal?**

Generally majority of votes cast, with abstentions & broker non-votes generally not being counted & having no effect; for the management proposal to amend the Certificate of Incorporation, majority of shares outstanding, with abstentions & broker non-votes having the same effect as a vote AGAINST

### **Where can I find out more information?**

See "Voting and Meeting Information" on page 64

#### **4 GE 2019 Proxy Statement**

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## **Table of Contents**

### **Board Composition & Refreshment**

#### **Your vote is needed on Director Elections:**

Election of the 10 nominees named in the proxy for the coming year

### **Board Balance**

#### **SIGNIFICANT BOARD REFRESHMENT SINCE 2017 ANNUAL MEETING**

Annual Board Evaluation + Retirement Age + Term Limits

#### **Joining the Board Since the 2017 Annual Meeting**

**2017:** Flannery, Garden

**2018:** Culp, Horton, Seidman, Reynolds

**2019:** Lesjak

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7 new directors over last 2 years

15 retired directors

#### **Retiring from Board**

**2017:** Immelt, Lane, McAdam

**2018:** Dekkers, Henry, Hockfield, Jung, Lazarus, Mollenkopf, Rohr, Schapiro, Flannery, Brennan

**2019:** Beattie, Mulva

### **Board Effectiveness**

#### **BOARD SIZE**

Significantly reduced size in 2018 to enhance dialogue and promote accountability

#### **Board Accountability**

Annual director elections with majority voting standard

Proxy access on market terms at 3%, 3 years, 20% of Board, up to 20 shareowners can aggregate

#### **TENURE**

##### **2.5 years average tenure**

Newer (<2 years): 7

Medium-tenured (3-6 years): 1

Experienced (>6 years): 2

*Our Board term limit is 15 years*

#### **INDEPENDENCE**

**Our Board is 90% independent**

Independent: 9

Not Independent: 1

*All director nominees except our CEO are independent, and meet*

*heightened independence  
standards for our audit,  
compensation and governance  
committees*

**AGE**

<60 years: 6  
60-70 years: 4  
>70 years: 0

*Our Board age limit is 75 years*

**DIVERSITY OF GENDER  
AND BACKGROUND**

*Our policy is to build a  
cognitively diverse board  
representing a range of  
backgrounds*

Female: 4 (40%)  
Ethnically diverse: 2 (20%)  
Born outside U.S.: 3 (30%)

*The Board is committed to  
building upon its diversity in  
connection with future  
refreshment opportunities and  
to interviewing female and  
ethnically diverse candidates  
for all vacancies*

**BOARD SKILLS AND EXPERIENCE**

Our policy is to create an experienced board with expertise in areas relevant to GE

80%  
**INDUSTRY & OPERATIONS**

30%  
**TECHNOLOGY**

90%  
**FINANCE & ACCOUNTING**

50%  
**INVESTOR**

80%  
**RISK MANAGEMENT**

20%  
**GOVERNMENT & REGULATORY**

70%  
**GLOBAL**

**Table of Contents**

**Board Nominees**

The Board recommends a vote for the 10 director nominees set forth below. The committee memberships indicate the composition of the committees of the Board as of the date of this proxy. For information on anticipated committee composition following the annual meeting, see “Board Operations” on page 20.

The Board is nominating two new directors on the 2019 slate: **Catherine Lesjak** and **Paula Rosput Reynolds**. Ms. Lesjak recently retired as the longtime CFO for technology leader HP, and she also has director experience in the renewable energy industry. Ms. Reynolds has executive experience in the power and insurance industries, and has served as a director in the aviation, oil and gas and several other industries.

Name & Primary Occupation	Age	Director since	Other Public Company Boards	Primary Qualifications and Attributes	GE Committees			
					A	C	F	G
<b>Sébastien Bazin</b> Chair & CEO, AccorHotels	57	2016	AccorHotels, China Lodging Group					
<b>H. Lawrence Culp, Jr.</b> Chair & CEO, General Electric	55	2018						
<b>Francisco D’Souza</b> CEO* and Vice Chairman, Cognizant Technology Solutions	50	2013	Cognizant					
<b>Edward Garden</b> Chief Investment Officer & Co-Founder, Trian Fund Management	57	2017	Bank of New York Mellon					
<b>Thomas Horton</b> Senior Advisor, Warburg Pincus & Former Chairman & CEO, American Airlines	57	2018	Qualcomm, Walmart					
<b>Risa Lavizzo-Mourey</b> Professor, University of Pennsylvania & Former President & CEO, Robert Wood Johnson Foundation	64	2017	Hess, Intel					
<b>Catherine Lesjak</b> Former CFO, HP	60	2019 <b>NEW</b>	SunPower BAE Systems, BP, CBRE Group and TransCanada Pipelines					
<b>Paula Rosput Reynolds</b> CEO, PreferWest	62	2018 <b>NEW</b>						
<b>Leslie Seidman</b> Former Chair, Financial Accounting Standards Board	56	2018	Moody’s					
<b>James Tisch</b> President & CEO, Loews	66	2010	Loews and its consolidated subsidiaries					

**INDEPENDENCE**

All director nominees other than the CEO are independent

\* Mr. D’Souza will be stepping down as the CEO of Cognizant in April 2019, but will remain on its board as Vice Chairman.

**ATTENDANCE**

All director nominees attended at least 75% of the meetings of the Board and committees on which they served in 2018

**QUALIFICATIONS AND ATTRIBUTES**

Industry & Operations  
Finance & Accounting  
Investor Technology  
Risk Management  
Government & Regulatory  
Global Diversity

**A** Audit Committee  
**C** Compensation Committee  
**F** Finance Committee  
**G** Governance Committee  
Member  
Chair  
Financial Expert & Member

**Table of Contents**

**Board & Committees**

**CHANGES TO OUR BOARD**

<p>Appointed a new Chairman and CEO, Larry Culp, in September 2018, upon the resignation of John Flannery from the Board. Mr. Culp had previously been appointed as lead director in June 2018, and was succeeded by Tom Horton in the role.</p>	<p>Added four new directors during the year: Larry Culp, Tom Horton, Paula Rosput Reynolds and Leslie Seidman.</p> <p>Added Cathie Lesjak as a new director in March 2019.</p>	<p>Reduced number of regularly scheduled Board meetings beginning in 2019 from 8 to 6 times per year to permit senior leadership to focus on management, while still holding regular Board calls every few weeks.</p>
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**Full Board**

	<b>Board Rhythm</b>		
	<b>6/year</b> Regular meetings	<b>1/year</b> Strategy session	<b>1/year</b> Board self-evaluation
<b>Chair</b> Larry Culp	<b>Lead Director</b> Tom Horton	<b>2+ /year</b> Business visits for each director	<b>1+ /year</b> Governance & investor feedback reviews
		<b>Calls</b> Regularly scheduled between meetings	

**2018 MEETINGS**  
**15, including 4 meetings of the independent directors**

**Recent Focus Areas**

<p>Leadership transitions, particularly for the CEO</p> <p>Reviewing GE's portfolio and future strategy</p> <p>Capital structure and liquidity, particularly reducing leverage and de-risking the balance sheet</p> <p>Business performance reviews, particularly in Power</p>	<p>GE Capital and Insurance</p> <p>Sale of BioPharma business</p> <p>Separation of Transportation, Baker Hughes, a GE company, Healthcare and other business units</p> <p>Cybersecurity</p>
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**Committees Prior to the Annual Meeting**

Below is an overview of our committees as of the date of this proxy and their key oversight and focus areas. Mr. Beattie and Mr. Mulva, who are our two longest tenured directors, will be retiring from the Board at the time of the annual meeting. We anticipate that Ms. Seidman will Chair the Audit Committee after the annual meeting and that Ms. Lesjak will join the committee at its next meeting. The Board has decided to dissolve the Finance and Capital Allocation Committee at the time of the annual meeting and to reallocate its responsibilities to the full Board and Audit Committee. For more information, see "Board Operations" on page 20.

**Audit**

**Oversight and Focus Areas**

Financial reporting  
Independent auditor  
Goodwill recoverability  
Insurance  
Internal audit  
Accounting policies  
Compliance  
Significant litigation and investigations

**Chair:** Geoff Beattie  
**Members:** Jim Mulva, Paula Rosput Reynolds & Leslie Seidman

**Governance & Public Affairs**

**Oversight and Focus Areas**

Director recruitment  
GE leadership structure  
Board governance processes

**Chair:** Risa Lavizzo-Mourey  
**Members:** Sébastien Bazin, Frank D'Souza, Tom Horton &

**Finance & Capital Allocation**

**Oversight and Focus Areas**

Capital allocation  
Financial risk  
Investments and uses of cash  
Portfolio assessment & M&A activity  
GE Capital portfolio & risk

**Chair:** Jim Mulva  
**Members:** Sébastien Bazin, Ed Garden, Leslie Seidman & Jim Tisch

**Management Development & Compensation**

**Oversight and Focus Areas**

CEO and management succession  
Talent recruitment and retention

**Chair:** Tom Horton  
**Members:** Geoff Beattie, Frank D'Souza, Ed Garden & Risa Lavizzo-Mourey

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Jim Tisch

Climate change-related risk  
Political & lobbying strategy  
Environmental, social & governance issues (including  
human rights & supply chain practices)

CEO and senior executive performance  
evaluations & compensation  
Incentive compensation programs

**GE 2019 Proxy Statement** [7](#)

---

**Table of Contents**

**Compensation**

**Your vote is needed on Management Proposal #1:**

Advisory approval of our named executives' compensation for 2018

**EXECUTIVE COMPENSATION HAS EVOLVED TO PROVIDE A CLOSER CONNECTION BETWEEN PAY, PERFORMANCE AND ACCOUNTABILITY**

A greater percentage of our leadership team's compensation is paid in equity, rather than cash, compared to prior years.

We have reduced the number of goals in our compensation programs to focus our executives on our top priorities. Our annual bonuses focus on two goals — an earnings metric and a cash metric. Our 3-year PSUs granted in 2018 focused on relative TSR, due to the ongoing portfolio changes.

Our bonus program is focused on business performance. Bonuses are funded for each business (e.g., Power, Aviation) based solely on the business's performance, rather than being based on company performance. Corporate bonus performance metrics continue to be based on company-wide results.

**Compensation Profile**

**2018 COMPENSATION FRAMEWORK: PRIMARY ELEMENTS**

	<b>Salary</b>	<b>Bonus</b>	<b>PSUs</b>	<b>Options</b>	<b>RSUs</b>	<b>LTPAs</b>
<b>Who receives</b>	All named executives				All named executives except CEO	
<b>When granted</b>	Reviewed every 24 months	Annually in February or March for prior year	Generally annually			
<b>Form of delivery</b>	Cash		Equity			
<b>Type of performance</b>	Short-term emphasis		Long-term emphasis			
<b>Performance period</b>	Ongoing	1 year	3 years + 1 year additional holding period	Generally 3-year vesting period		
<b>How payout is determined</b>	Committee judgment	Formulaic & committee judgment	Formulaic; committee verifies performance before payout	Formulaic; depends on stock price on exercise/vest date		LTPA program terminated in 2018
<b>Most recent performance measures</b>	N/A	EPS and Free Cash Flow (Corporate execs) Earnings and Free Cash Flow (Business execs)	GE TSR v. S&P 500	Stock price appreciation		No payout for final performance period (2016-2018)

**Compensation Changes Implemented in 2018**

**Salary Review Cycle**

Increased for officers from 18 to 24-month intervals

**Simpler Annual Bonus Plan**

Metrics focus on earnings and cash generation

Bonus pool funding for businesses determined by business results ... promoting accountability, rewarding performance

**Equity Awards 2018 Performance Share Units**

Greater percentage of overall executive pay

Generally shifting toward RSUs (away from options) for broader executive population, with 3-year vesting period

One metric: GE TSR v. S&P 500	Threshold	Target
	35th percentile	55th percentile
	Earn 25%	Earn 100%

Use of relative metric promotes flexibility in ongoing portfolio review

One-year mandatory hold post-vesting

**Maximum**  
80th percentile  
Earn 175%

**Long-Term Performance Awards**

Terminating cash  
LTPA program  
after conclusion  
of the 2016-2018  
performance  
cycle

**8 GE 2019 Proxy Statement**

---

**Table of Contents**

**2018 Performance Award Results**  
**2018 ANNUAL BONUSES (CASH)**

**2016 PERFORMANCE SHARE UNITS (EQUITY)**

**2016-2018 LONG-TERM PERFORMANCE AWARDS (CASH)**

See [“How Our Incentive Compensation Plans Paid Out for 2018”](#) on page 32 for more information on how these plans work. Metrics denoted with a \* are non-GAAP financial measures. For information on how we calculate the performance metrics, see [“Explanation of Non-GAAP Financial Measures and Performance Metrics”](#) on page 52.

\*\*The company has not reported free cash flow metrics for these segments and no longer reports Industrial Operating + Verticals EPS.

**GE 2019 Proxy Statement 9**

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**Table of Contents****Compensation Decisions****2018 COMPENSATION FOR NEOs**

New hire equity PSU grant for Mr. Culp completely performance based (see right)

New hire equity grants and hiring bonus for Mr. Holston

Other than new hires and promotions, salary increases limited to 24-month cyclical increases

Bonus at target for partial-year service for Mr. Culp, based upon Compensation Committee discretion

Bonuses for Ms. Miller below target (80%) and Mr. Holston at full year target, based upon Compensation Committee discretion

No bonus for former CEO Flannery based on performance metrics

Bonus paid above target for Mr. Joyce and Mr. Murphy based on exceeding performance goals for the Aviation and Healthcare businesses, respectively

2016 PSUs cancelled due to failure to meet performance goals

2016-2018 LTPAs cancelled due to failure to meet performance goals

**2018 NEW CEO COMPENSATION****Base Salary**

\$2.5 million, effective upon his employment (\$625,000 paid in 2018)

Salary based on prior CEO experience, track record in company transformation; inducement out of retirement

**Annual Bonus**

\$3.75 million annual target (\$937,500 paid for 2018, at 100%)

Target bonus 150% of salary; consistent with prior CEO bonus targets

**Inducement PSUs**

\$13.7 million grant date fair value

Based on stock price appreciation over 4-year period

Equity inducement award reflects greater emphasis on equity for CEO role and reward for improving stock price

PSUs equal to a number of GE shares ranging from 2.5 million to 7.5 million shares, based on GE stock price appreciation

Performance period of October 1, 2018 to September 30, 2022

No payout for stock price appreciation less than 50%

Beginning in 2019, equity award will consist of \$15 million in PSUs

**2018 SUMMARY COMPENSATION**

Name & Principal Position	Year	Salary	Bonus	PSUs & RSUs	Stock Options	LTPAs	Pension & Deferred Comp.	All Other Comp.	SEC Total
<b>Larry Culp*</b> Chairman & CEO	2018	\$ 625,000	\$ 937,500	\$ 13,740,000	N/A	\$ 0	\$ 86,662	\$ 9,665	\$ 15,398
<b>Jamie Miller*</b> SVP & CFO	2018	\$ 1,450,000	\$ 1,160,000	\$ 4,334,060	N/A	\$ 0	\$ 0	\$ 457,618	\$ 7,401
<b>John Flannery*</b> Former Chairman & CEO	2017	\$ 1,335,417	\$ 0	\$ 1,810,930	\$ 519,000	\$ 0	\$ 1,154,778	\$ 237,736	\$ 5,057
<b>John Flannery*</b> Former Chairman & CEO	2018	\$ 1,500,000	\$ 0	\$ 13,800,104**	N/A	\$ 0	\$ 62,127	\$ 1,281,059	\$ 16,643
<b>Michael Holston*</b> SVP & General Counsel	2017	\$ 1,737,500	\$ 0	N/A	\$ 2,076,000	\$ 0	\$ 3,255,222	\$ 1,931,881	\$ 9,000
<b>Michael Holston*</b> SVP & General Counsel	2018	\$ 1,095,000	\$ 3,000,000	\$ 6,731,334	\$ 2,400,000	\$ 0	\$ 224,393	\$ 64,989	\$ 13,515
<b>David Joyce</b> Vice Chair & CEO Aviation	2018	\$ 1,550,000	\$ 2,415,000	\$ 3,382,585	N/A	\$ 0	\$ 0	\$ 175,146	\$ 7,522
<b>David Joyce</b> Vice Chair & CEO Aviation	2017	\$ 1,450,000	\$ 1,385,000	\$ 695,240	\$ 692,000	\$ 0	\$ 673,996	\$ 264,930	\$ 5,161
<b>David Joyce</b> CEO Aviation	2016	\$ 1,333,333	\$ 1,524,000	\$ 6,212,431	\$ 750,000	\$ 0	\$ 2,523,853	\$ 239,240	\$ 12,582
<b>Kieran Murphy**</b> SVP & CEO Healthcare	2018	\$ 1,135,814	\$ 1,703,721	\$ 2,608,677	\$ 1,670,000	\$ 0	\$ 118,580	\$ 53,373	\$ 7,290

Under applicable SEC rules, we have excluded Mr. Murphy's compensation for 2016 and 2017 and Ms. Miller and Mr. Flannery's compensation for 2016 as they were not named executives during those years. Mr. Culp and Mr. Holston were first employed by the company in 2018.

For Mr. Flannery, PSU amounts include \$11.5 million attributable to the grant date fair value of his 2018 PSU awards, most of which were cancelled upon his separation. The value of the PSU awards for which he remained eligible, as of the date of his separation agreement, was \$2.3 million.

For Mr. Murphy, all cash amounts (including salary and bonus) were originally paid in British pounds and converted for purposes of this presentation at an exchange rate of \$1.3363 per £1.00, the 2018 average noon buying rate certified for custom purposes by the U.S. Federal

† Reserve Bank of New York set forth in the H.10 statistical release of the Federal Reserve Board.

**Reduce Minimum Number of Directors****Your vote is needed on Management Proposal #2:**

Approve an amendment to the company's Certificate of Incorporation to reduce the minimum required number of directors for our Board from ten to seven.

**REDUCING THE MINIMUM REQUIRED NUMBER OF DIRECTORS UNDER GE'S CERTIFICATE OF INCORPORATION FROM TEN TO SEVEN DIRECTORS**

Consistent with the Board's decision in 2017 to reduce the size of the Board to a lower number of directors, the Board recommends also amending the Certificate of Incorporation to reflect this objective

The Board expects to continue to target a size of approximately 12 directors

Lowering the minimum required number of directors to seven will assure that the Board continues to have a sufficient number of directors to provide strategic oversight, while ensuring that the company remains in compliance with its Certificate of Incorporation, particularly during times of transition

**10 GE 2019 Proxy Statement**

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**Table of Contents****Audit****Your vote is needed on Management Proposal #3:**

Ratification of our selection of KPMG as independent auditor for 2019.

See "Audit" on page 57 for more information.

**AUDIT COMMITTEE RESPONSE TO 2018 RATIFICATION VOTE**

Actions the Audit Committee has overseen and directed since the 2018 ratification vote have included:

- 1 PRIORITIZING DISCUSSION OF ALTERNATIVES AT COMMITTEE MEETINGS.** The Audit Committee considered a variety of potential actions, including an audit tender process, audit partner rotations and an audit firm rotation, at meetings throughout the past year.
- 2 ENGAGING WITH GE SHAREOWNER BASE.** Shareowners expressed a full range of views about the continued engagement of KPMG as our independent auditor, which the Audit Committee has considered. Our lead director also participated directly in two of the meetings.
- 3 ADOPTING NEW PROCEDURES TO SUPPORT READINESS FOR POTENTIAL AUDITOR ROTATION.** The procedures require pre-approval for certain types of non-audit engagements with audit firms (other than KPMG) that would need to establish independence to serve as GE's independent auditor in the future.
- 4 BALANCING POTENTIAL BENEFITS OF AUDITOR ROTATION WITH TIMING CONSIDERATIONS.** The Audit Committee believes that there are significant benefits in terms of audit quality, the efficient use of resources and our timely execution of planned portfolio actions from retaining an audit firm that knows the company well during this time of transition.
- 5 PLANNING TO MOVE FORWARD WITH AUDIT TENDER PROCESS.** The Audit Committee is preparing for a formal tender process following completion of the 2019 audit. The ultimate timing will be based on progress toward completing portfolio actions and circumstances at the time.

**IN ENGAGING KPMG FOR 2019, WE ALSO CONSIDERED:****KPMG PERFORMANCE, AUDIT QUALITY, RISKS AND FEES:**

**KPMG's performance on GE audit**, including results of internal, worldwide survey

**KPMG's capability & expertise** in handling the breadth and complexity of our worldwide operations

**External data on audit quality & performance**, including the number of audit restatements compared to other Big 4 firms

**KPMG's known legal and regulatory risks**, including an interview with KPMG's chairman and discussion of current PCAOB oversight matters

**Appropriateness of KPMG's fees** on an absolute basis and relative to peer firms

**KPMG'S INDEPENDENCE, INCLUDING THE FOLLOWING CONTROLS:**

**Thorough Audit Committee oversight** ... regular private meetings with KPMG, committee evaluation of lead audit partner performance

**Rigorous limits on non-audit services** ... Audit Committee pre-approval required, certain types of services prohibited

**Strong internal KPMG independence processes** ... internal quality reviews, large number of KPMG partners (~400)

**Robust regulatory framework** ... KPMG subject to PCAOB inspections, Big 4 peer reviews and PCAOB/SEC oversight

**KPMG FEES**

(in millions)	Audit <sup>(1)</sup>	Audit-related <sup>(2)</sup>	Tax <sup>(3)</sup>	All Other	Total
2018	\$92.2	\$40.3	\$0.8	\$0.0	\$133.3
2017	\$95.8	\$45.4	\$1.7	\$0.0	\$142.9

(1) Audit and review of financial statements for GE and BHGE 10-Ks/10-Qs, internal control over financial reporting audit, statutory audits; year-over-year decrease primarily driven by lower expense in 2018 associated with carve-out audits, although carve-out audit expenses remained high in 2018 relative to historical baseline.

(2) Assurance services, M&A due diligence and audit services; year-over-year decrease primarily driven by lower costs for carve-out audits in 2018, which included GE Healthcare (\$16.0 million) and GE Transportation (\$8.6 million), compared to the costs for carve-out audits in 2017, which included GE Oil & Gas (\$30.0 million), the Water business (\$4.3 million), and Industrial Solutions (\$8.1 million).

(3) Tax compliance and tax advice/planning.

**FEES INCLUDE:**

**Two public company audits** (GE and BHGE)

**Significant expense for carve-out audits driven by portfolio actions**, including audits for GE Healthcare, GE Transportation and other businesses

**1,400+**

statutory  
audits globally

**~400**

partners

**2019 Shareowner Proposals**

**Your vote is needed on two proposals**

GE 2019 Proxy Statement [11](#)

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**Table of Contents**

Governance

**Election of Directors**

**What are you voting on?**

At the 2019 annual meeting, ten directors are to be elected to hold office until the 2020 annual meeting and until their successors have been elected and qualified.

All nominees are current GE Board members who were elected by shareowners at the 2018 annual meeting except for Paula Rosput Reynolds, who was appointed to the Board in December 2018, and Catherine Lesjak, who was appointed to the Board in March 2019.

**Sébastien Bazin**

DIRECTOR SINCE: 2016

AGE: 57

BIRTHPLACE: FRANCE

**INDEPENDENT**

**Chairman and CEO, AccorHotels, a global hotel company, Paris, France (since 2013)**

**PRIOR BUSINESS EXPERIENCE**

CEO, Europe Colony Capital, a private investment firm (1997–2013)

Group Managing Director, CEO and General Manager, Immobilière Hôtelière (1992–1997)

Began career in 1985 in U.S. finance sector, becoming Vice President, M&A, PaineWebber

**CURRENT PUBLIC COMPANY BOARDS**

General Electric

AccorHotels

China Lodging Group\*

**PAST PUBLIC COMPANY BOARDS**

Vice Chairman, Carrefour, a multinational French retailer

**OTHER POSITIONS**

Vice Chairman, Supervisory Board, Gustave Roussy Foundation, cancer research funding

Chairman, Théâtre du Châtelet

**EDUCATION**

Sorbonne University

MA (Economics), Sorbonne University

\*Directorship held in his capacity as CEO of AccorHotels. See “Limits on Director Service on Other Public Boards” on page 25 for more information.

**H. Lawrence Culp, Jr.**

DIRECTOR SINCE: 2018

AGE: 55

BIRTHPLACE: UNITED STATES

**Qualifications Acquired**

**Chairman and CEO, General Electric, Boston, MA (since September 2018)**

**PRIOR BUSINESS EXPERIENCE**

Senior Advisor, Bain Capital Private Equity, a global private equity firm (2017-2018)

Senior Lecturer, Harvard Business School (2015-2018)

Senior Advisor, Danaher, designer, manufacturer and marketer of industrial and consumer products (2014–2016)

Former CEO and President, Danaher (2000–2014); joined Danaher subsidiary Veeder-Root in 1990, serving in a number of leadership positions within Danaher, including COO

**CURRENT PUBLIC**

**COMPANY BOARDS**

General Electric

**PAST PUBLIC**

**COMPANY BOARDS**

GlaxoSmithKline

Danaher

T. Rowe Price Group

**OTHER POSITIONS**

Member and former Chairman, Board of Visitors & Governors, Washington College

Member, Board of Trustees, Wake Forest University

**EDUCATION**

Washington College

MBA, Harvard

**Qualifications Acquired**

**Table of Contents**

**Francisco D’Souza**

DIRECTOR SINCE: 2013

AGE: 50

BIRTHPLACE: KENYA

**INDEPENDENT**

**Qualifications  
Acquired**

**CEO and Vice Chairman, Cognizant Technology Solutions Corporation, a multinational IT company, Teaneck, NJ (since 2007, retiring as CEO in April 2019)**

**PRIOR BUSINESS  
EXPERIENCE**

President, Cognizant (2007–2012)

COO, Cognizant (2003–2006)

Co-founded Cognizant (1994)

Previously held various roles at Dun & Bradstreet

**CURRENT PUBLIC COMPANY  
BOARDS**

General Electric

Cognizant

**OTHER POSITIONS**

Chairman, IT and Electronics Governors community, World Economic Forum

Board Co-Chair, New York Hall of Science

Trustee, Carnegie Mellon University

International Advisory Panel Member, Banco Santander

**EDUCATION**

University of Macau

MBA, Carnegie Mellon University

**Edward P. Garden**

DIRECTOR SINCE: 2017

AGE: 57

BIRTHPLACE: UNITED STATES

**INDEPENDENT**

**Qualifications  
Acquired**

**Chief Investment Officer and Founding Partner, Triam Fund Management, L.P., an investment management firm, New York, NY (since 2005)**

**PRIOR BUSINESS EXPERIENCE**

Vice Chairman and Director, Triarc Companies (subsequently The Wendy’s Company and previously Wendy’s/Arby’s Group) (2004–2007) and Executive Vice President (2003–2004)

Managing Director, Credit Suisse First Boston (1999–2003)

Managing Director, BT Alex Brown (1994–1999)

**CURRENT PUBLIC COMPANY  
BOARDS**

General Electric

The Bank of New York Mellon (Chairman of Human Resources and Compensation Committee)

**PAST PUBLIC COMPANY  
BOARDS**

The Wendy’s Company

Family Dollar Stores

Pentair, an industrial manufacturing company

**EDUCATION**

Harvard College

**Thomas W. Horton**

DIRECTOR SINCE: 2018

AGE: 57

BIRTHPLACE: UNITED STATES

**INDEPENDENT**

**Qualifications  
Acquired**

**Senior Advisor, Industrials and Business Services Group, Warburg Pincus LLC, a private equity firm focused on growth investing, New York, NY (since 2015)**

**PRIOR BUSINESS  
EXPERIENCE**

Chairman, American Airlines Group, one of the largest global airlines (formed following the merger of AMR Corp and US Airways) (2013–2014)

Chairman and CEO, American Airlines (2011–2014)

Chairman and CEO, AMR (parent company of American Airlines) (2010–2013)

EVP and CFO, AMR (2006–2010)

Vice Chairman and CFO, AT&T (2002–2006)

SVP and CFO, AMR (2000–2002); joined AMR in 1985, serving in various finance and management roles

**CURRENT PUBLIC COMPANY  
BOARDS**

General Electric

Qualcomm

Walmart (lead director)

**OTHER POSITIONS**

Executive Board Member, Cox School of Business, Southern Methodist University

Board Member, National Air and Space Museum

**EDUCATION**

Baylor University

MBA, Southern Methodist University

**Table of Contents**

**Risa Lavizzo-Mourey**

DIRECTOR SINCE: 2017

AGE: 64

BIRTHPLACE: UNITED STATES  
INDEPENDENT

**Qualifications Acquired**

**Professor, University of Pennsylvania, Philadelphia, PA (since 2018) and Former President and CEO, Robert Wood Johnson Foundation, Princeton, NJ (2003–2017)**

**PRIOR BUSINESS EXPERIENCE**

SVP, Robert Wood Johnson Foundation, largest U.S. philanthropic organization dedicated to healthcare (2001–2003)

**PRIOR ACADEMIC EXPERIENCE**

**Sylvan Eisman Professor of Medicine and Health Care Systems** (1995–2001), Director, Institute on Aging (1994–2002), Chief of Geriatric Medicine (1986–1992), University of Pennsylvania Medical School

**PRIOR GOVERNMENT EXPERIENCE**

**Advisory Committee Member, President’s Advisory Commission on Consumer Protection and Quality in the Health Care Industry** (1997–1998)

**Deputy Administrator, Agency for Health Care Research and Quality** (1992–1994)

Co-Chair, White House Health Care Reform Task Force, Working Group on Quality of Care (1993–1994)

Advisory Committee Member, Task Force on Aging Research (1985–1992)

Advisory Committee Member, National Committee for Vital and Health Statistics (1988–1992)

**CURRENT PUBLIC COMPANY BOARDS**

General Electric  
**Hessa** global, independent energy company  
**Inte** semiconductor manufacturing company

**Catherine Lesjak**

DIRECTOR SINCE: 2019

AGE: 60

BIRTHPLACE: CANADA  
INDEPENDENT

**Qualifications Acquired**

**Former Chief Financial Officer, HP, a global technology company, and its predecessor, Hewlett-Packard, Palo Alto, CA (2007-2018)**

**PRIOR BUSINESS EXPERIENCE**

Interim Chief Operating Officer, HP (2018-2019)  
Interim CEO, Hewlett Packard (2010)  
**Senior Vice President and Treasurer, HP** (2003-2007)

Previously served in various leadership positions within the financial organization at HP and Hewlett Packard, including as Global Controller, Software Solutions; Controller and Credit Manager for Commercial Customers; and as Manager, Financial Operations, Enterprise Marketing and Solutions (joined Hewlett Packard in 1986)

**CURRENT PUBLIC COMPANY BOARDS**

General Electric  
**SunPower**, a vertically integrated solar power company

**OTHER POSITIONS**

Board, Haas School of Business, University of California, Berkeley  
Board of Advisors, Resource Area for Teaching (RAFT), a teaching non-profit

**EDUCATION**

Stanford University  
MBA, University of California, Berkeley

**Paula Rosput Reynolds**

DIRECTOR SINCE: 2018

AGE: 62

BIRTHPLACE: UNITED STATES  
INDEPENDENT

**Qualifications Acquired**

**President and CEO, PreferWest LLC, a business advisory firm, Seattle, WA (since 2009)**

**PRIOR BUSINESS EXPERIENCE**

Vice Chairman and Chief Restructuring Officer, American International Group (2008-2009)

Chairman, President and CEO, **Safeco Insurance Company of America** (2005-2008)

**Chairman and CEO, AGL Resources** (1998-2005)

**CEO, Duke Energy Power Services, Duke Energy** (1995-1998)

Previously served in various leadership positions at **Associated Power Services, Pacific Gas Transmission Co.** and **Pacific Gas and Electric Company**

**CURRENT PUBLIC COMPANY BOARDS\***

General Electric  
CBRE Group, a commercial real estate and investment company  
**BAE Systems**, an aerospace and defense technology company  
**BP**, a global oil and gas company  
**TransCanada**, an energy infrastructure company

**PAST PUBLIC COMPANY BOARDS**

Air Products & Chemicals  
Anadarko Petroleum  
Circuit City Stores  
Coca-Cola Enterprises

**PAST PUBLIC COMPANY  
BOARDS**

[Genworth Financial](#)

Beckman Coulter

**OTHER POSITIONS**

Trustee, Smithsonian

Institution Board of Regents

Board of Fellows, Harvard  
Medical School

Member, National Academy of  
Medicine

**EDUCATION**

U. of Washington & SUNY  
Stony Brook

MD, Harvard Medical School

MBA, University of  
Pennsylvania

Delta Air Lines

**OTHER POSITIONS**

Trustee, Seattle Cancer  
Care Alliance

**EDUCATION**

Wellesley College

*\*For discussion of Ms.  
Reynold's board  
commitments following the  
annual meeting, see "How  
We Applied to Reynolds"  
on page 25.*

**14 GE 2019 Proxy Statement**

---



**Table of Contents**

**Leslie Seidman**

DIRECTOR SINCE: 2018

AGE: 56

BIRTHPLACE: UNITED STATES

**INDEPENDENT**

**Qualifications  
Acquired**

**Former Chairman, Financial Accounting Standards Board (FASB), independent organization responsible for financial accounting and reporting standards, Norwalk, CT (2010–2013)**

**PRIOR BUSINESS EXPERIENCE**

Board Member, FASB (2003–2013)

Financial reporting consultant (1999–2003)

Staff Member, FASB (1994–1999)

**Vice President, Accounting Policy, JP Morgan**  
(1987–1994)

Auditor, Arthur Young (1984–1987)

**CURRENT PUBLIC COMPANY BOARDS**

General Electric

**Moody's** provider of credit ratings, research and analytical tools (chairman, Audit Committee)

**OTHER POSITIONS**

**Founding Director, Pace University** Center for Excellence in Financial Reporting (since 2014)

**Board of Governors, Financial Industry Regulatory Authority (FINRA)**, financial services industry regulator

**Advisor, Idacit** developer of financial reporting and analysis software

**Certified Public Accountant** (Inactive)

**EDUCATION**

Colgate University

MS (Accounting), New York University

**James Tisch**

DIRECTOR SINCE: 2010

AGE: 66

BIRTHPLACE: UNITED STATES

**INDEPENDENT**

**Qualifications  
Acquired**

**President and CEO, Loews Corp., a diversified holding company with subsidiaries involved in energy, insurance, packaging and hospitality, New York, NY (since 1998)**

**CURRENT PUBLIC COMPANY BOARDS**

General Electric

**Loew** and two of its subsidiaries, CNA Financial, a property and casualty insurance company, and Diamond Offshore Drilling (chairman), an offshore drilling contractor\*

**OTHER POSITIONS**

Director, Mount Sinai Medical Center, a leading U.S. hospital

Former director, Federal Reserve Bank of New York, a government-organized financial and monetary policy organization

Director, WNET (nonprofit)

Director, New York Public Library

Director, Partnership for New York City

Member, Council on Foreign Relations

Member, American Academy of Arts & Sciences

**EDUCATION**

Cornell University

MBA, University of Pennsylvania

\* **Directorships held in his capacity as President and CEO of Loews. See "Limits on Director Service on Other Public Boards" on page 25 for more information.**

Our Director nominees' primary experiences, qualifications and attributes are highlighted in the following matrix. The matrix is intended as a high-level summary and not an exhaustive list of each director's skills or contributions to the Board.

	Bazin	Culp	D'Souza	Garden	Horton	Lavizzo-Mourey	Lesjak	Reynolds	Seidman	Tisch
Industry & Operations Experience										
Finance & Accounting Experience										
Investor Experience										
Technology Experience										
Risk Management Experience										
Government & Regulatory Experience										
Global Experience										
Ethnic/Gender Diversity										
<b>GE 2019 Proxy Statement</b>										
										<b>15</b>

**Table of Contents**

**Board Composition**

**How We Are Changing the Board**

The Governance & Public Affairs Committee (the Governance Committee) is charged with reviewing the composition of the Board and refreshing it as appropriate. With this in mind, the committee continuously reviews potential candidates and recommends nominees to the Board for approval.

Over the past two years, the Board has undertaken significant refreshment efforts to better align the Board to the company's long-term strategy and to bring new perspectives to the Board. As a result, of the ten nominees proposed for election, seven are new to the Board in the last two years. We expect to continue to target a Board size of approximately 12 directors, and will continue to seek director candidates whose experiences support the company's future strategy and industry focus.

**DIRECTOR RECRUITMENT PROCESS  
CANDIDATE RECOMMENDATIONS**

From shareowners, management, directors & search firms

**GOVERNANCE COMMITTEE**

Reviews qualifications & expertise, tenure, regulatory requirements & cognitive diversity

Reviews independence & potential conflicts

Discusses & together with other directors such as the Lead Director, interviews candidates

Recommends nominees to the Board

**BOARD OF DIRECTORS**

Discusses, analyzes independence & selects nominees

**SHAREOWNERS**

Vote on nominees at annual meeting

**DIRECTOR "MUST-HAVES"**

- Leadership experience
- Highest personal & professional ethics
- Integrity & values
- A passion for learning
- Inquisitive & objective perspective
- A sense of priorities & balance
- Talent development experience

**RECRUITMENT PRIORITIES GOING FORWARD**

- Industry expertise
- Capital allocation expertise
- Technology expertise
- Cognitive diversity

**HOW YOU CAN RECOMMEND A CANDIDATE**

Write to the Governance Committee, c/o Corporate Secretary, GE, at the address listed on the inside front cover of this proxy statement, and include all information that our by-laws require for director nominations.

**HOW WE REFRESH THE BOARD**

**Board evaluation** Each year, the Board assesses its effectiveness through a process led by its lead director. See ["How We Evaluate the Board's Effectiveness"](#) on page 22.

**Term limits** The Board has a 15-year term limit for independent directors.

**Age limits** With limited exceptions, directors may not be renominated to the Board after their 75th birthday. See the Board's Governance Principles (see ["Helpful Resources"](#) on page 67) for more information on these policies.

**IMPORTANT FACTORS IN ASSESSING BOARD COMPOSITION**

The Governance Committee strives to maintain an independent Board with broad and diverse experience and judgment that is committed to representing the long-term interests of our shareowners. The committee considers a wide range of factors when selecting and recruiting director candidates, including:

**Ensuring an experienced, qualified Board with high personal integrity and character, diversity of thought and expertise in areas relevant to GE.** The committee seeks directors who possess extraordinary leadership qualities and demonstrate a practical understanding of organizations, processes, strategy, risk management and how to drive change and growth. Additionally, we believe directors should have experience in identifying and developing talent, given the Board's role in succession planning. In addition to these threshold qualities, we seek directors who bring to the Board specific types of experience relevant to GE.

**Enhancing the Board's diversity of background.** GE has been committed for decades to building a cognitively diverse Board comprising individuals from different backgrounds and with a range of experiences and viewpoints. Specifically, under the Board's diversity policy, the Governance Committee considers attributes such as race, ethnicity, gender, cultural background and professional experience when reviewing candidates for the Board and in assessing the Board's overall composition. The Board is committed to using refreshment opportunities to strengthen its cognitive diversity. To accomplish this, the Governance Committee will continue to require that search firms engaged by GE include a robust selection of women and ethnically diverse candidates in all prospective director candidate pools. In addition, the Governance Committee is committed to interviewing women and ethnically diverse candidates for all future vacancies on the Board. The committee reviews its effectiveness in balancing these considerations when assessing the composition of the Board.

**Complying with regulatory requirements and the Board's independence guidelines.** The committee considers regulatory requirements affecting directors, including potential competitive restrictions. It also looks at other positions the director has held or holds (including other board memberships), and the Board reviews director independence.

## **Table of Contents**

### **BOARD SKILLS AND EXPERIENCE**

#### **Industry & Operations Experience**

We have sought directors with management and operational experience in the industries in which we compete. For example, in the last two years we have added directors with power, aviation, insurance and healthcare expertise.

#### **Investor Experience**

To promote strong alignment with our investors, we have added directors who have experience overseeing investments and investment decisions. We believe that these directors can help focus management and the Board on the most critical value drivers for the company, including with respect to setting executive compensation targets and objectives.

#### **Finance & Accounting Experience**

GE uses a broad set of financial metrics to measure its performance, and accurate financial reporting and robust auditing are critical to our success. We have added a number of directors who qualify as audit committee financial experts, and we expect all of our directors to have an understanding of finance and financial reporting processes.

#### **Technology Experience**

As a digital industrial company and leading innovator, we seek to add additional directors with technology backgrounds because our success depends on developing and investing in new technologies and ideas. Technology experience has become increasingly important as our products become more reliant on digital applications.

#### **Global Experience**

We seek directors with global business experience because GE's continued success depends on continuing to grow our businesses outside the U.S. For example, in 2018, 62% of our revenue was attributable to activities outside the United States.

#### **Risk Management Experience**

In light of the Board's role in overseeing risk management and understanding the most significant risks facing the company, including cybersecurity risk, we continue to require directors with experience in risk management and oversight.

#### **Government & Regulatory Experience**

We have added directors with experience in governmental and regulatory organizations because many of GE's businesses are heavily regulated and are directly affected by governmental and regulatory actions and socioeconomic trends.

**DIRECTOR RECRUITMENT PROCESS.** Our Governance Committee, together with the full Board is responsible for establishing criteria, screening candidates and evaluating the qualifications of persons who may be considered for service on our Board. The Governance Committee considers all shareowner recommendations for director candidates. We evaluate them in the same manner as candidates suggested by other directors and candidates suggested by third-party search firms, which the company retains from time to time to identify potential candidates. Ms. Reynolds was recommended for the Board by a third-party search firm, and Ms. Lesjak was recommended by a member of management.

The following describes the Board's selection process:

**Succession planning:** the Governance Committee prioritizes experiences and attributes to support the current and long-term needs of the company, within the context of the current Board structure, diversity, and mix of skills and experience.

**Identification of candidates:** the Governance Committee engages in a search process to identify qualified director candidates, which process may include the use of an independent search firm, and assesses candidates' skills, experience and background and their alignment with the company's portfolio and strategy.

**Interviewing candidates:** director candidates are typically interviewed by the Chairman and CEO, Governance Committee Chair and other members of the Governance Committee, as well as other members of the Board and management, as necessary.

**Decision and Nomination:** after determining that the director candidate meets the priorities established by the Governance Committee and will serve in the best interests of the company and its shareowners, the Governance Committee recommends, and the full Board approves director candidates for appointment to the Board and election by shareowners.

**Election:** the shareowners consider the nominees and elect directors by majority vote to serve one-year terms.

During 2018 and continuing into 2019, the Governance Committee engaged a third-party search firm to identify qualified director candidates. In light of the broader GE portfolio review and Board self-evaluation, the Governance Committee asked the search firm to focus on candidates with relevant industry experience and finance and accounting expertise, with additional focus on female and otherwise diverse candidates.

### **How We Assess Board Size**

The Governance Committee takes a fresh look at Board size each year, consistent with the Board's Governance Principles (see "Helpful Resources" on page 67). As discussed in last year's proxy statement, following the Board's self-evaluation and in light of the broader GE portfolio review, assessment of trends with peer companies, and taking into account investor feedback, the Board, upon the recommendation of the committee, reduced its size from 18 to 12 directors for the 2018 proxy slate. We anticipate that we will continue to target a Board size

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of approximately 12 directors, though this number may fluctuate from time to time during director transitions and as we continue to assess the company's strategic priorities. Consistent with this objective, we are also asking shareowners to approve an amendment to our Certificate of Incorporation that would lower the minimum required number of directors on the Board (see ["Reduction of Minimum Number of Directors"](#) on page 56).

**Table of Contents****How We Assess Director Independence**

**BOARD MEMBERS.** The Board's Governance Principles require all non-management directors to be independent. All of our director nominees (listed under "Election of Directors" on page 12) other than Mr. Culp are independent. Messrs. Beattie and Mulva, who are not standing for reelection, are also independent. Former directors Messrs. Brennan, Dekkers, Henry, Mollenkopf and Rohr and Ms. Hockfield, Jung, Lazarus and Schapiro were independent throughout the period they served on our Board. Mr. Flannery, as our former CEO and chairman, was not independent.

**The Board's guidelines.** For a director to be considered independent, the Board must determine that he or she does not have any material relationship with GE. The Board's guidelines for director independence conform to the independence requirements in the New York Stock Exchange's (NYSE) listing standards. In addition to applying these guidelines, which you can find in the Board's Governance Principles (see "Helpful Resources" on page 67), the Board considers all relevant facts and circumstances when making an independence determination.

**Applying the guidelines in 2018.** In assessing director independence for 2018, the Board considered relevant transactions, relationships and arrangements, including relationships among Board members, their family members and the company. For details, see "Relationships and Transactions Considered for Director Independence" below.

**COMMITTEE MEMBERS.** All members of the Audit Committee, Management Development and Compensation Committee (the Compensation Committee), and Governance Committee must be independent, as defined by the Board's Governance Principles. Some committee members must also meet additional standards:

**Heightened standards for Audit Committee members.** Under a separate SEC independence requirement, Audit Committee members may not accept any consulting, advisory or other fees from GE or any of its subsidiaries, except compensation for Board service.

**Heightened standards for members of the Compensation and Governance Committees.** As a policy matter, the Board also applies a separate, heightened independence standard to members of the Compensation and Governance Committees: no member of either committee may be a partner, member or principal of a law firm, accounting firm or investment banking firm that accepts consulting or advisory fees from GE or a subsidiary. In addition, in determining that Compensation Committee members are independent, NYSE rules require the Board to consider their sources of compensation, including any consulting, advisory or other compensation paid by GE or a subsidiary.

The Board has determined that all members of the Audit, Compensation and Governance Committees, as well as the Finance and Capital Allocation Committee (the Finance Committee), are independent and also satisfy applicable committee-specific independence requirements.

**RELATIONSHIPS AND TRANSACTIONS CONSIDERED FOR DIRECTOR INDEPENDENCE**

Director/nominee	Organization	Relationship	GE Transaction & 2018 Magnitude		Indebtedness to GE
			Sales to GE <i>&lt;1% of other company's revenues or &lt;\$1 million (whichever is greater)</i>	Purchases from GE <i>&lt;1% of other company's revenues</i>	
<b>Bazin</b>	AccorHotels	Chair & CEO		N/A	N/A
<b>D'Souza</b>	Cognizant	CEO & director			N/A
<b>Garden</b>	Triland Partners LP Loews (and its consolidated subsidiaries)	Brother is executive & owner		N/A	N/A
<b>Tisch</b>	Various charitable organizations	President & CEO			
<b>All directors</b>		Executive, director or trustee	<b>Charitable contributions from GE</b> <i>&lt;1% of the organization's revenues</i>		

18 GE 2019 Proxy Statement

## Table of Contents

### Board Leadership Structure

#### An Introduction to How Our Board Operates

The Board is elected by shareowners to oversee management and assure that shareowners' long-term interests are being served. In 2018, there were eight regularly scheduled Board meetings. Beginning in 2019, we expect that the Board will hold six regularly scheduled in-person meetings per year, with regularly scheduled calls between meetings. A significant portion of the Board's oversight responsibilities is carried out through its independent committees.

#### Board Leadership Structure

GE believes that independent board oversight is an essential component of strong corporate performance. We also believe that the decision as to whether the positions of Chairman and CEO should be combined or separated, and whether an executive or an independent director should serve as the Chairman should be based upon the circumstances facing the company. Maintaining flexibility on this policy allows the Board to choose the leadership structure that will best serve the interests of the company and its shareowners at any particular time.

**WHY OUR BOARD LEADERSHIP STRUCTURE IS APPROPRIATE FOR GE AT THIS TIME.** Our CEO serves as the Chairman of the Board. An independent director serves as the Board's lead director, with broad authority and responsibility over Board governance and operations. The Board regularly reviews its leadership structure, and during the company's recent CEO transition in September 2018, the Board discussed whether to continue to combine or to split the Chairman and CEO roles (as it did leading up to the CEO transition in June 2017). After considering various stakeholder perspectives, the Board determined that appointing Mr. Culp as Chairman and CEO and appointing Mr. Horton as lead director was in the best interests of the company and its shareowners. In the Board's view, this structure allows Mr. Culp to drive strategy and agenda setting at the Board level, while maintaining responsibility for executing on that strategy as CEO. At the same time, our lead director Mr. Horton works with Mr. Culp to set the agenda for the Board and also exercises additional oversight on behalf of the independent directors. The Board will continue to monitor the appropriateness of this structure.

**HOW WE SELECT THE LEAD DIRECTOR.** The Governance Committee considers feedback from the current lead director, our Board members and the chairman, and then makes a recommendation to the Board's independent directors. The independent directors elect the lead director, taking into account the recommendation of the committee. Tom Horton, former chairman and CEO of American Airlines, was elected as the lead director in September 2018. Under the Board's Governance Principles, Mr. Horton also serves as chair of the Compensation Committee. In the event of Mr. Horton's incapacity, the chair of the Governance Committee would serve as the lead director until the independent directors selected a new lead director.

#### The Lead Director's Role

The lead director focuses on overseeing the Board's processes and prioritizing the right matters. Specifically, the lead director has the following responsibilities (and may also perform other functions at the Board's request), as detailed in the Board's Governance Principles:

**Board leadership** — provides leadership to the Board in any situation where the chairman's role may be perceived to be in conflict, and chairs meetings when the chairman is absent

**Leadership of independent director meetings** — leads independent director meetings, which are scheduled at least three times per year (in addition to the numerous informal sessions that occur throughout the year) without any management directors or GE employees present

**Additional meetings** — calls additional Board or independent director meetings as needed

**Chairman-independent director liaison** — regularly meets with the chairman and serves as liaison between the chairman and the independent directors

**Shareowner communications** — makes himself/herself available for direct communication with our major shareowners

**Board priorities** — works with the chairman to propose an annual schedule of major Board discussion items

**Board agenda, schedule & information** — approves the agenda, schedule and information sent to directors

**Board governance processes** — works with the Governance Committee to guide the Board's governance processes, including succession planning and the annual Board self-evaluation

**Board leadership structure review** — oversees the Board's periodic review and evaluation of its leadership structure

**Chairman evaluation** — leads annual chairman evaluation

**Committee chair selection** — advises the Governance Committee in choosing committee chairs

#### Chairman of the Board & CEO

**Lead Director** elected solely by Independent Directors

**Lead Director**

also serves as: Compensation Committee Chair

The chairs of our Audit, Finance and Governance Committees are also independent

**CONSIDERATIONS IN SELECTING CURRENT LEAD DIRECTOR**

**Tom Horton**

Mr. Horton was elected to our Board at the 2018 annual meeting. During his tenure on our Board, he has established strong working relationships with his fellow directors and garnered their trust and respect. As a relatively new director, he brings a fresh perspective to the Board. Furthermore, he has demonstrated strong leadership skills, independent thinking and a deep understanding of our businesses and their industries.

The Board's decision to select Mr. Horton as lead director took into account the tenures and capabilities of each independent director along with a potential candidate's willingness and ability to serve as lead director, understanding that the position entails significant responsibility and time commitment. The Board considered that Mr. Horton also serves as lead independent director for Walmart. However, the fact that Walmart also has a separate board chairman mitigated concerns about Mr. Horton's ability to dedicate sufficient time to the role as GE's lead director.



**Table of Contents**

**Board Operations**

**Full Board**

**Chairman**     **Lead Director**  
 Larry Culp     Tom Horton

**Members**

Bazin	D'Souza	Lavizzo-Mourey	Reynolds
Beattie	Garden	Lesjak	Seidman
Culp	Horton	Mulva	Tisch

**15 meetings in 2018**

(including 4 independent director meetings)

In 2018 and the first few months of 2019, the Board focused on:

- Leadership transitions, particularly for the CEO
- Reviewing GE's portfolio and future company strategy
- Capital structure and liquidity, particularly reducing leverage and de-risking the balance sheet
- Business performance reviews, particularly in Power
- GE Capital and Insurance
- Sale of BioPharma business
- Separation of Transportation, BHGE and Healthcare
- Cybersecurity

**Board Members Are Encouraged to Visit at Least Two GE Businesses Per Year**

**GE PRACTICE.** We encourage our directors to meet with GE senior managers throughout the company. To facilitate this contact, directors are encouraged to make at least two visits to GE businesses each year, typically unaccompanied by corporate management. Priority goes to those businesses identified as strategically important during the company's annual financial and strategic planning sessions as well as any that were recently acquired or are a particular focus of risk oversight. These visits also serve as an important tool in the Board's succession planning process for the CEO and the rest of the senior leadership team.

**7 BUSINESS VISITS IN 2018**

**UNITED STATES**

Additive, Cincinnati, Ohio	Healthcare, Milwaukee, Wisconsin
Aviation, Cincinnati, Ohio	Power, Greenville, South Carolina
GE Capital, Norwalk, Connecticut	Power, Atlanta, Georgia

**ASIA**

Healthcare, Beijing, China

**A Typical GE Board Meeting**

During 2018, the Board held 8 regularly scheduled, in-person meetings, with 7 special meetings. Beginning in 2019, we expect the Board to hold 6 in-person meetings per year.

**BEFORE THE MEETING**

**Board committee chairs:** prep meetings with management, auditors and outside advisors

**Management:** internal prep meetings

**THURSDAY (DAY 1)**

**Daytime:** Board committee meetings

**Evening:** Business presentations & dinner (Board interacts directly with senior business managers)

**FRIDAY (DAY 2)**

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**Early morning:**

independent directors' breakfast session

**AFTER THE MEETING**

**Management:** follow-up sessions to discuss & respond to Board requests

**Late morning:**

full Board meeting (including reports from each committee chair) followed by an executive session

**20 GE 2019 Proxy Statement**

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**Table of Contents**

**Board Committees**  
**COMMITTEE COMPOSITION**

Listed below are the current members of each committee. We anticipate that after the annual meeting, the Finance Committee will be dissolved and its responsibilities will be reallocated to the Board and Audit Committee. This decision was made in light of the smaller Board size and the desire to involve the entire Board early on in key discussions on capital allocation and strategic priorities.

**Independence.** All committee members satisfy the NYSE's and GE's definitions of independence.

**Financial acumen.** Ms. Reynolds and Seidman and Messrs. Beattie and Mulva are "audit committee financial experts" (per SEC rules), and each of these directors are "financially literate" (per NYSE rules). After the annual meeting, we expect that Ms. Seidman will become the Audit Committee Chair. We expect that Ms. Lesjak will join the Audit Committee at its next meeting. The Board has determined that Ms. Lesjak is also an "audit committee financial expert" and that she is "financially literate."

**COMMITTEE OPERATIONS**

Each committee meets periodically throughout the year, reports its actions to the Board, receives reports from senior management, annually evaluates its performance and can retain outside advisors. Formal meetings are typically supplemented with additional calls and sessions.

**COMMITTEE RESPONSIBILITIES**

The primary responsibilities of each committee are listed below. For more detail, see the Governance Principles and committee charters (see "Helpful Resources" on page 67).

**Audit**

**Chair:**  
Geoff Beattie

**Members**  
Mulva  
Reynolds\*  
Seidman  
**12 meetings in 2018**

\*Ms. Reynolds joined the Audit Committee in February 2019.

**Governance & Public Affairs**

**Chair:**  
Risa Lavizzo-Mourey

**Members**  
Bazin  
D'Souza  
Horton  
Tisch  
**9 meetings in 2018**

**Key Priorities for 2018**

- New revenue recognition standard
- Goodwill recoverability
- Insurance
- Long-term service agreement accounting
- Financial reporting changes
- Oversight of significant litigation and investigations

**Key Oversight Responsibilities**

- Independent auditor engagement
- Financial reporting and accounting standards
- Internal audit functions
- Disclosure and internal controls
- Enterprise risk management
- Compliance and integrity programs

**Finance & Capital Allocation**

**Chair:**  
Jim Mulva

**Members**  
Bazin  
Garden  
Seidman  
Tisch  
**14 meetings in 2018**  
**Management Development & Compensation**

**Key Priorities for 2018**

- Portfolio assessment and M&A activity
- GE Capital portfolio and risk
- Funding options for Insurance
- Investments and uses of cash

**Key Oversight Responsibilities**

- Capital allocation and liquidity
- Dispositions and M&A activity
- Financial and capital structure risks
- Organic investments
- Dividends and buybacks
- Pension liabilities

**Key Priorities for 2018**

- Reviewing GE's leadership structure
- Identifying new directors for GE and in connection with portfolio transactions
- Board governance processes
- Political/lobbying strategy
- Environmental, human rights and supply chain practices

**Key Oversight Responsibilities**

- Director recruitment
- Board committee structure and membership

**Chair:**  
Tom Horton

**Members**  
Beattie  
D'Souza  
Garden  
Lavizzo-Mourey  
**14 meetings in 2018**

**Key Priorities for 2018**

- Overseeing the CEO succession process
- Succession for other senior management
- Recruitment and retention of critical talent
- Ongoing review of employee benefit programs

**Key Oversight Responsibilities**

- CEO and senior executive performance evaluations

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Annual Board self-evaluation  
Conflict-of-interest reviews  
Director compensation  
Environmental, social and governance issues  
Political spending and lobbying disclosure

CEO and senior executive  
compensation  
Executive succession planning  
Development and selection of  
senior management  
Incentive compensation programs

**GE 2019 Proxy Statement** [21](#)

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## **Table of Contents**

### **Board Governance Practices**

Our Board seeks to operate with the highest degree of effectiveness, supporting a dynamic boardroom culture of independent thought and intelligent debate on critical matters. We take a comprehensive, year-round view of corporate governance and our adoption of best practices impacts our leadership structure, Board composition and recruitment, director engagement, and accountability to shareowners. Our Board and committee evaluation process allows for annual assessment of our Board practices and the opportunity to identify areas for improvement.

### **How We Evaluate the Board's Effectiveness**

#### **ANNUAL EVALUATION PROCESS**

The Governance Committee oversees and approves the annual formal Board evaluation process and determines whether it is appropriate for the evaluations to be conducted by the lead director or an independent consultant each year. In 2018, the evaluation process was conducted by Mr. Culp while he was lead director.

#### **EVALUATION QUESTIONNAIRES**

Directors completed written questionnaires focusing on the performance of the Board and each of its committees.

#### **INDIVIDUAL INTERVIEWS**

The lead director conducted a one-on-one interview with each member of the Board focused on:

- reviewing the Board's and its committees' performance over the prior year; and
- identifying areas for potential enhancements of the Board's and its committees' processes going forward.

#### **DISCUSSION OF RESULTS**

The lead director reviewed the questionnaire and interview responses with the full Board.

#### **USE OF FEEDBACK**

The Board and each of its committees developed plans to take actions based on the results, as appropriate.

#### **CHANGES IMPLEMENTED**

Based on the 2018 evaluation process, the Board has changed its practices in the following ways:

- Reducing the number of scheduled in-person meetings, adding supplementary, periodic Board calls
- Changing the format of information presented at meetings

Dissolving the Finance Committee and reallocating its responsibilities to the full Board and Audit Committee  
The 2018 evaluation process also informed our Board and committee composition, which includes prioritization of the director skills and experience criteria to meet the anticipated needs of GE's portfolio.

#### **22 GE 2019 Proxy Statement**

---

**Table of Contents**

**Key Board Responsibilities**

**Oversight of Risk**

A disciplined approach to risk is important in a diversified organization like ours to ensure that we are executing according to our strategic objectives and that as a company we only accept risk for which we are adequately compensated.

**Board of Directors**

The Board has oversight for risk management at GE with a focus on the most significant risks facing the company, including strategic, operational, financial, legal and compliance, and cybersecurity risks. Throughout the year, the Board and the committees to which it has delegated responsibility dedicate a portion of their meetings to review and discuss specific risk topics in greater detail.

**AUDIT COMMITTEE**

Oversees risks related to:

policies and processes relating to the financial statements, financial reporting processes, regulatory, compliance and litigation risks and auditing the company's enterprise risk management program and risk assessment the annual audit plan for the company's internal audit function, prioritizing audit focus areas based on their potential risk

**FINANCE COMMITTEE**

Oversees risks related to: the company's capital allocation framework, including sources and uses of cash and capital generation and allocation versus targets and plans capital structure the competitive landscape for GE's products and services significant exposures related to customers, counterparties or projects

**GOVERNANCE COMMITTEE**

Oversees risks related to: the company's governance structure and processes related-person transactions public policy activities and positions on corporate social responsibilities the company's environmental, health and safety compliance and related risks, including climate change reputational and other risks to the GE brand

**COMPENSATION COMMITTEE**

Oversees risks related to: management resources and structure, including retention, recruitment and succession planning executive compensation to confirm that pay arrangements do not encourage excessive risk taking the relationship between risk management policies and practices, corporate strategy and senior executive compensation

*With the dissolution of the Finance Committee in April 2019, we expect the risk areas overseen by that committee to transition to the full Board and the Audit Committee.*

**Management**

The Board's risk oversight process builds upon management's risk assessment and mitigation processes, which include reviews of strategic and operational planning; executive development and evaluation; compliance under the company's code of conduct, The Spirit & The Letter, laws and regulations; the company's integrity programs; health, safety and environmental compliance;

financial reporting and controllership; and information technology and cybersecurity programs.

### **Oversight of Corporate Strategy**

The Board has oversight responsibility for management's establishment and execution of corporate strategy. During 2018, the Board conducted several in-depth reviews of the company's overall strategy. As GE continues to transform its portfolio and operations, the Board works with management to respond to a dynamically changing environment. Elements of strategy are addressed in every regularly-scheduled Board meeting and embedded in the focused expertise of the Board committee meetings. At all of these reviews, the Board engages with senior management regarding operational objectives, the competitive landscape, market challenges, economic trends and regulatory developments. At meetings occurring throughout the year, the Board also assesses the company's budget and financial allocation plan, mergers and acquisitions, and performance for alignment to our strategic plan.

### **Oversight of Succession Planning and Human Capital Management**

The Board believes that human capital management and succession planning, including diversity and inclusion initiatives are important to the company's success. Our Board's involvement in leadership development and succession planning is ongoing, and the Board provides input on important decisions in each of these areas. The Board has primary responsibility for succession planning for the CEO and oversight of other senior management positions. The Compensation Committee oversees the development of the process, and the Board meets regularly with high-potential executives.

### **Oversight of Environmental, Social and Governance (ESG) Matters**

The Board and its committees oversee the execution of GE's sustainability strategy and initiatives as part of their oversight of the company's business strategy and risk management. In particular, the Governance Committee assists the Board in its oversight of corporate social responsibilities, significant public policy issues, climate change-related trends, environmental, health & safety (EHS) matters and political contributions.

## **Table of Contents**

### **How We Get Feedback from Investors Our Investor Engagement Program**

We conduct extensive governance reviews and investor outreach throughout the year involving our directors, senior management, investor relations and legal departments. This helps management and the Board understand and focus on the issues that matter most to our shareowners so GE can address them effectively.

### **How the Board Receives Direct Feedback from Major Institutional Investors**

**STRATEGY AND BUSINESS MATTERS.** From time to time, the company invites major institutional investors to meet with GE's independent directors. This complements management's investor outreach program and allows directors to directly solicit and receive investors' views on GE's strategy and performance.

**GOVERNANCE AND COMPENSATION MATTERS.** Our lead director regularly accompanies management on its governance-focused roadshow with a number of significant investors. In 2018, our lead director participated in discussions with a number of our largest investors to discuss the recent CEO transition and to solicit feedback on the Board's composition, executive compensation programs and the Board's role in overseeing the company's strategy and portfolio transformation.

### **How We Incorporated Investor Feedback Over the Past Year**

In 2018, we sought feedback from investors on a number of issues, and the Board decided to:

Critically review the company's strategy and portfolio, narrowing our focus to strengthen our businesses to improve top-line and bottom-line performance;

Take action to reduce the company's leverage and debt outstanding;

Continue our ongoing Board refreshment, adding directors with relevant industry experience and skill sets;

Simplify our executive compensation programs to increase focus on fewer key performance metrics; and

Lay the groundwork for going to bid for our independent auditor.

### **Investor Outreach and Our 2018 Say-On-Pay Vote**

At our 2018 annual meeting, 92% of shareowners expressed support for the compensation of our named executives. Following the meeting, we met with our largest investors to review compensation actions for the past year and discuss our say-on-pay vote. This feedback indicated that investors were supportive of the following actions by the Compensation Committee:

Declining to pay bonuses to senior Corporate leaders in 2017;

Shifting our pay programs to deliver a greater percentage of executive compensation in the form of equity rather than cash;

Eliminating the cash-based long-term performance awards program; and

Simplifying the performance metrics used across our compensation programs.

As part of its assessment of GE's executive compensation programs, the Compensation Committee reviewed these voting results, evaluated investor feedback and considered other factors discussed in this proxy statement, including the alignment of our compensation program with the long-term interests of our shareowners and the relationship between risk-taking and the incentive compensation we provide to our named executives.

After considering these factors, and based on additional feedback from our investors, the committee decided to take the following actions to increase management accountability and more closely align management's interests with shareowners:

Continuing to deliver a greater percentage of executive compensation in the form of equity rather than cash;

Tying annual bonuses for leaders within the businesses to their results, rather than company-wide performance;

Continuing to grant Performance Share Units (PSUs) across our senior executive ranks; and

Tying Mr. Culp's inducement grant of PSUs to a recovery of GE's share price over a four-year period.

## **HOW YOU CAN COMMUNICATE WITH YOUR BOARD**

The Audit Committee and the independent directors have established procedures to enable anyone who has a comment or concern about GE's conduct — including any employee who has a concern about our accounting, internal accounting controls or auditing matters — to communicate that comment or concern directly to the lead director or to the Audit Committee. Information on how to submit these comments or concerns can be found on GE's website (see "[Helpful Resources](#)" on page 67).





**Table of Contents**

**Other Governance Policies & Practices**

**Director Attendance at Meetings**

The Board expects directors to attend all meetings of the Board and the committees on which the director serves as well as the annual shareowners meeting.

**BOARD/COMMITTEE MEETINGS.** In 2018, each of our current directors attended at least 75% of the meetings held by the Board and committees on which the member served during the period the member was on the Board or committee.

**ANNUAL SHAREOWNERS MEETING.** All 12 of our director nominees for 2018 attended the 2018 annual meeting.

**Board Integrity Policies**

**CODE OF CONDUCT.** All directors, officers and employees of GE must act ethically at all times and in accordance with GE's code of conduct (contained in the company's integrity policy, The Spirit & The Letter). Under the Board's Governance Principles, the Board does not permit any waiver of any ethics policy for any director or executive officer. The Spirit & The Letter, and any amendments to the code that we are required to disclose under SEC rules, are posted on GE's website (see "Helpful Resources" on page 67).

**CONFLICTS OF INTEREST.** All directors are required to recuse themselves from any discussion or decision affecting their personal, business or professional interests. If an actual or potential conflict of interest arises, the director is required to promptly inform the CEO and the lead director. The Governance Committee reviews any such conflict of interest. If any significant conflict cannot be resolved, the director involved is expected to resign.

**Limits on Director Service on Other Public Boards**

**GE POLICY.** As discussed in detail in the Board's governance documents, and summarized in the table below, the Board has adopted policies to ensure that all of our directors have sufficient time to devote to GE matters.

	<b>Permitted # of public company boards (including GE)</b>
Public company CEOs	3
Other directors	5
	<b>Permitted # of public company audit committees (including GE)</b>
Audit Committee Chair	2
Audit Committee member	3

**Other restrictions**  
Lead director Absent special circumstances should not serve as lead director, chairman or CEO of another public company

**HOW WE APPLIED TO BAZIN.** Mr. Bazin is in compliance with GE's policy on public board service as he serves on three public company boards, including GE. In assessing the time commitment for these boards, we note that Mr. Bazin serves on two of those boards in connection with his role as Chairman and CEO of AccorHotels. In addition to serving as the Chairman of Accor, he serves on the board of China Lodging Group, in which Accor owns a stake. Accor and China

Lodging Group have also entered into a strategic alliance pursuant to which China Lodging Group is the master franchiser for Accor's economy hotel business in China.

**HOW WE APPLIED TO REYNOLDS.** Ms. Reynolds is in compliance with GE's policy on public board service as she serves on five public company boards as of the date of this proxy, including GE. However, we currently expect that she will not stand for reelection to two of those boards this spring to ensure she is able to dedicate ample time to the GE Board. Following a brief transition period, we expect that she will only serve on two public company boards in addition to GE and as a result will serve on no more than three audit committees (she currently serves on three audit committees in addition to GE).

**HOW WE APPLIED TO TISCH.** The Board determined to waive the first limitation for Mr. Tisch, who is CEO of Loews, because the three other public company boards on which he serves are all within Loews's consolidated group of companies. Loews is a diversified holding company whose business operations are entirely conducted through its subsidiaries. Two of these subsidiaries, CNA Financial (89% owned) and Diamond Offshore Drilling (53% owned), accounted for approximately 80% of Loews's revenues over the past three years. Mr. Tisch serves on the boards of these subsidiaries and on the holding company's board. Since Mr. Tisch's responsibilities as a board member of these companies are integrally related to and subsumed within his role as CEO of Loews, the Board believes that this board service does not meaningfully increase his time commitments or

fiduciary duties, as would be the case with service on unaffiliated public company boards.

**HOW WE APPLIED TO HORTON.** In appointing Mr. Horton as lead director, the Board considered the fact that Mr. Horton is also the lead director for Walmart, and for a brief period during 2018, was also the lead director at Qualcomm (a position in which he no longer serves). In reviewing Mr. Horton's time commitment at Walmart, the Board noted that Walmart separates the roles of Chairman and CEO, mitigating the potential time commitment of the lead director. The Board determined that Mr. Horton could serve in both roles under the circumstances.

### Independent Oversight of Political Spending

The Governance Committee, composed solely of independent directors, oversees the company's political spending and lobbying. This includes political and campaign contributions as well as any contributions to trade associations and other tax-exempt and similar organizations that may engage in political activity. As part of its oversight role in public policy and corporate social responsibility, the committee is responsible for the following:

**Policy oversight.** A yearly review of GE's political spending policies and lobbying practices.

**Budget oversight.** Approval of GE's annual budget for political activities.

**Reporting.** Issuance of a yearly report on the company's political spending, which is updated bi-annually and made available on our ESG website (see "[Helpful Resources](#)" on page 67).

**INCREASED TRANSPARENCY.** In 2018, the Governance Committee decided to further enhance the company's political spending disclosures by disclosing the names of all trade associations receiving more than \$50,000 from the company, including the portion of the company's payment used for lobbying or political expenditures, as well as any contributions to 501(c)(4)s, beginning with contributions made in 2018. Political spending by the company has declined in recent years, and in 2018 no corporate funds were contributed to political campaigns, committees or candidates for public office.

## **Table of Contents**

### **HOW YOU CAN FIND MORE INFORMATION ABOUT OUR GOVERNANCE PRACTICES**

Each year we review GE's governance documents and modify them as appropriate. These documents include the Board's Governance Principles — which include our director qualifications and director independence guidelines — as well as Board committee charters. The web links for these materials can be found under "Helpful Resources" on page 67.

### **Related Person Transactions**

**HOW WE REVIEW AND APPROVE TRANSACTIONS.** We review all relationships and transactions in which the company and our directors and executive officers or their immediate family members participate if the amount involved exceeds \$120,000. The purpose of this review is to determine whether they have a material interest in the transaction, including an indirect interest. The company's legal staff is primarily responsible for making these determinations based on the facts and circumstances, and for developing and implementing processes and controls for obtaining information about these transactions from directors and executive officers. As SEC rules require, we disclose in this proxy statement all such transactions that are determined to be directly or indirectly material to a related person. In addition, the Governance Committee reviews and approves or ratifies any such related person transaction. As described in the Governance Principles, which are available on GE's website (see "Helpful Resources" on page 67), in the course of reviewing and approving or ratifying a disclosable related person transaction, the committee considers the factors in the box below.

### **FACTORS USED IN ASSESSING RELATED PERSON TRANSACTIONS**

Nature of related person's interest in transaction

Material transaction terms, including amount involved and type of transaction

Importance of transaction to related person and GE

Whether transaction would impair a director or executive officer's judgment to act in GE's best interest

Any other matters the committee deems appropriate, including any third-party fairness opinions or other expert reviews obtained in connection with the transaction

**TRANSACTIONS FOR 2018.** During 2016, Triland Partners Limited Partnership, a company in which Mr. Garden's brother, Thomas Garden, is the managing general partner and sole owner, entered into transactions with a GE affiliate for the development and acquisition of certain renewable energy projects. These transactions were entered into before Mr. Garden joined the Board, and payments to Triland Partners by the GE affiliate during 2018 for reimbursable expenses, overhead, and profit were \$358,000.

### **Stock Ownership Information**

#### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 (Exchange Act) requires GE's directors and executive officers, and persons who beneficially own more than 10% of our common or preferred stock, to file reports with the SEC regarding their initial stock ownership and changes in their ownership.

**GE PRACTICES.** As a practical matter, GE assists its executive officers and directors (other than Mr. Garden whose filings are made on his behalf by personnel at Triam Fund Management, L.P. (Triam)) by monitoring transactions and completing and filing Section 16 reports on their behalf.

**TIMELINESS OF 2018 REPORTS.** Based solely on a review of the reports filed for fiscal 2018 and related written representations, we believe that all of our executive officers and directors filed the required reports on a timely basis under Section 16(a).

**Table of Contents****Common Stock & Total Stock-Based Holdings Table**

The following table includes all GE stock-based holdings, as of December 31, 2018, of our directors and nominees, named executives, current directors and executive officers as a group, and beneficial owners of more than 5% of our common stock.

Directors & Nominees	Common Stock		Total
	Stock	Options	
Sébastien Bazin	0	0	48,962
W. Geoffrey Beattie	885,062	0	1,051,492
Francisco D'Souza	151,500	0	235,757
Edward Garden	70,851,055	0	70,872,144
Thomas Horton	0	0	15,558
Risa Lavizzo-Mourey	15,000	0	44,719
Catherine Lesjak	0	0	0
James Mulva	4,105	0	192,484
Paula Rosput Reynolds	15,800	0	18,645
Leslie Seidman	0	0	25,675
James Tisch	3,540,000	0	3,662,843
<b>Total</b>	<b>75,462,522</b>	<b>0</b>	<b>76,167,919</b>

  

Named Executives	Common Stock		Total
	Stock	Options	
Larry Culp	598,392	0	5,612,280
Jamie Miller	303,647	1,175,000	2,251,114
John Flannery	688,641	2,920,000	3,968,974
Michael Holston	0	0	1,253,800
David Joyce	678,902	3,684,000	4,678,350
Kieran Murphy	96,674	424,999	1,628,474
<b>Total</b>	<b>2,366,256</b>	<b>8,203,999</b>	<b>19,392,992</b>

  

Current Directors & Executives	Common Stock	Total
As a group (20 people)	86,720,023	98,782,878

  

5% Beneficial Owners	Common Stock
BlackRock, Inc.	534,092,757
The Vanguard Group	652,363,722
<b>Total</b>	<b>1,186,456,479</b>

**PERCENTAGE OWNERSHIP**

**No director or named executive** owns more than one-tenth of 1% of the total outstanding shares of GE common stock, other than Mr. Garden, who may be deemed to indirectly beneficially own 0.8% of our outstanding shares as a result of his affiliation with Triam (see note 1 below).

**BlackRock and Vanguard** own 6.1% and 7.5%, respectively, of our total outstanding shares.

**COMMON STOCK.** This column shows beneficial ownership of our common stock as calculated under SEC rules. Except to the extent noted below, everyone included in the table has sole voting and investment power over the shares reported. None of the shares are pledged as security by the named person, although standard brokerage accounts may include non-negotiable provisions regarding set-offs or similar rights.<sup>(1)</sup> For the named executives, this column also includes shares that may be acquired under stock options that are currently exercisable or will become exercisable within 60 days (see the Options sub column).

**TOTAL.** This column shows the individual's total GE stock-based holdings, including voting securities shown in the Common Stock column (as described above), plus non-voting interests that cannot be converted into shares of GE common stock within 60 days, including, as appropriate, PSUs, RSUs, DSUs, deferred compensation accounted for as units of GE stock, and stock options. PSUs include awards granted in 2016 that were ultimately cancelled in February 2019. As described under "Director Compensation" on page 54, directors must hold the DSUs included in this column until one year after leaving the Board.

**COMMON STOCK & TOTAL.** Both columns include the following shares over which the named individual has shared voting and investment power through family trusts or other accounts: Beattie (885,062),<sup>(2)</sup> Culp (598,392), Garden (70,851,055),<sup>(3)</sup> Mulva (4,105), Reynolds (4,300) and Tisch (3,540,000).<sup>(4)</sup>

**CURRENT DIRECTORS & EXECUTIVES.** These columns show ownership by our current directors and executive officers (therefore excluding any shares owned by Mr. Flannery). This row includes: (1) 8,866,699 shares that may be acquired under stock options that are or will become exercisable within 60 days, (2) 445,145 RSUs that vest within 60 days, and (3) 75,882,914 shares over which there is shared voting and investment power. Current directors and executive officers as a group own approximately 1.0% of GE's total outstanding shares, including those shares owned by the Triam Entities (as defined below).

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**5% BENEFICIAL OWNERS.** This column shows shares beneficially owned by BlackRock, Inc., 55 East 52nd Street, New York, NY 10055, and The Vanguard Group, 100 Vanguard Blvd., Malvern, PA 19355, as follows:

(# of shares)	<b>BlackRock</b>	<b>Vanguard</b>
<b>Sole voting power</b>	463,419,559	10,057,066
<b>Shared voting power</b>	0	1,948,789
<b>Sole investment power</b>	534,092,757	640,522,717
<b>Shared investment power</b>	0	11,841,005

The foregoing information is based solely on a Schedule 13G/A filed by BlackRock with the SEC on February 5, 2019, and a Schedule 13G/A filed by Vanguard with the SEC on February 11, 2019, as applicable.

For Mr. Garden, this column refers to the 70,851,055 shares owned by the Trian Entities (as defined below). Trian, an institutional investment manager, serves as the management company for Trian Partners, L.P., Trian Partners Master Fund, L.P., Trian Partners Master Fund (ERISA), L.P., Trian Partners Parallel Fund I, L.P., Trian Partners Strategic Investment Fund II, L.P., Trian Partners Strategic Investment Fund-A, L.P., Trian Partners Strategic Investment Fund-N, L.P., Trian Partners Strategic Investment Fund-D, L.P., Trian Partners Strategic Fund-G II, L.P., Trian Partners Strategic Fund G-III, L.P., Trian Partners Co-Investment Opportunities Fund, Ltd., Trian SPV (Sub) X, L.P., Trian Partners Strategic Fund-K, L.P. and Trian Partners Strategic Fund-C, Ltd. (collectively, the Trian Entities) and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of the company held by them. None of such shares are held directly by Mr. Garden. Of such shares, 38,719,539 shares are currently held in the ordinary course of business with other investment securities owned by the Trian Entities in co-mingled margin accounts with a prime broker, which prime broker may, from time to time, extend margin credit to certain Trian Entities, subject to applicable federal margin regulations, stock exchange rules and credit policies. Mr. Garden is a member of Trian Fund Management GP, LLC, which is the general partner of Trian, and therefore is in a position to determine the investment and voting decisions made by Trian on behalf of the Trian Entities. Accordingly, Mr. Garden may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Exchange Act) the shares owned by the Trian Entities. Mr. Garden disclaims beneficial ownership of such shares for all other (1) purposes.

For Mr. Beattie, this refers to 16,390 shares owned by family trusts, 68,672 shares held through a holding company and 800,000 shares held (2) through an investment company. Mr. Beattie disclaims beneficial ownership of those shares held through the investment company.

(3) As described in note 1 above, these shares are owned by the Trian Entities.

For Mr. Tisch, this refers to 540,000 shares owned by a Tisch family trust and 3,000,000 shares owned by Loews Corporation, of which Mr. Tisch is the CEO, President, a director and shareholder. Mr. Tisch disclaims beneficial ownership of the shares owned by Loews Corporation except to (4) the extent of his pecuniary interest, if any, in those shares.

## **Table of Contents**

## **Environment, Social and Governance (ESG)**

### **How We Work**

GE delivers innovative solutions and services to provide essential infrastructure for the world. We work with the highest integrity, a compliance culture and respect for human rights while also reducing the impact of our technology and environmental footprint. Our advanced technology improves lives and offers our customers world class, efficient solutions to power communities, improve the healthcare ecosystem, and transport people across the globe.

### **ESG Framework**

## **GOVERNANCE**

The Governance Committee oversees GE's ESG program.

## **CLIMATE**

We believe that GE is uniquely positioned to contribute to efforts to reduce greenhouse gas emissions. As the company that has led the way in innovation for over a century, GE can deliver technology for the world to meet the emissions reduction targets called for by the 2015 Paris Agreement and achieve the long-term goal of sustainable development. With a global installed base of almost 70,000 aircraft engines, more than 7,000 gas turbines, more than 40,000 onshore wind turbines and more than 4 million healthcare systems, GE products and services improve lives, protect the environment, and give our customers world class and efficient solutions. We also lead by example—reducing our greenhouse emissions by 27% and water use by 25% since 2011—as part of our longstanding commitment to environmental stewardship, human rights, and a culture of integrity and compliance.

Our innovative solutions help countries achieve their carbon reduction goals:

### **GE9x Engine**

The GE9X jet engine will power Boeing's long-range 777X and be the largest aircraft engine ever produced. It is designed to generate 10% less CO2 greenhouse gas emissions and 45% less smog-causing emissions than the GE90-115B engine it replaces.

### **Reservoir Energy Storage**

GE's Reservoir is a flexible, compact energy storage platform for the grid. As clean but variable power sources like wind and solar start to become a larger part of the energy matrix, energy storage can help keep the grid in balance and increase power availability. The fundamental building block for the platform is the 1.2-megawatt, 4 megawatt-hour Reservoir storage unit, which enables up to 15% longer battery lifecycle than previous systems and holds enough energy to provide power to a community of 120 homes for an entire day.

### **Haliade-X Offshore Wind Turbine**

The Haliade-X 12-megawatt turbine will be capable of powering 16,000 homes and producing 67 gigawatt-hours per year, based on wind conditions of a typical German North Sea site. That represents 45% more energy than any other offshore wind turbine available today.

## **ENVIRONMENT, HEALTH & SAFETY (EHS)**

EHS excellence is fundamental to who we are, and we are committed to protecting our people, our communities and the GE brand. We hold ourselves to the same high expectations and standards everywhere we work, and we assess the EHS impacts of our businesses globally before, during and after operations. We will report our 2018 greenhouse gas and water reduction progress in the second quarter of 2019 on GE's ESG webpages (see "[Helpful Resources](#)" on page 67).

## **KEY INDICATORS**

### **INJURY & ILLNESS INCIDENT RATE<sup>(a)</sup>**

(a) Based on 100 employees working 200,000 hours annually.

(b) All reportable environmental events, including spills, releases, air and wastewater exceedances.

### **REPORTABLE ENVIRONMENTAL EVENTS<sup>(b)</sup>**

## **COMPLIANCE & INTEGRITY**

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Effective compliance depends on culture and leadership. We view our reputation for integrity and compliance as a competitive and recruiting advantage, and we expect our leaders from the top down to create a culture of compliance. We are committed to an open reporting environment in which employees are encouraged to promptly raise concerns without fear of retaliation. Our integrity policy, The Spirit & The Letter, details the expectations of everyone who works for or represents GE, in specific areas such as improper payments, working with governments, competition law, international trade compliance, cybersecurity and privacy and fair employment practices.

### KEY INDICATORS

#### OPEN REPORTING POLICY CONCERNS REPORTED

Actions in response to closed matters through January 2019. Actions correspond to year in which concern was reported, not necessarily year (a) action was taken.

We view the number of concerns reported through our internal open reporting program (including, in some circumstances, increases in the number of concerns reported) as one of the best indicators of the GE culture of integrity. When employees report integrity concerns, they make GE stronger and help prevent small issues from becoming problems.

#### DISCIPLINARY ACTIONS IN RESPONSE<sup>(a)</sup>



## **Table of Contents**

### **HUMAN CAPITAL MANAGEMENT**

Human capital management and succession planning, including diversity and inclusion initiatives, are key to GE's success. We need great ideas, innovation and leadership to stay current and relevant. GE is an equal opportunity employer, and we are committed to making employment decisions without regard to race, color, religion, national or ethnic origin, sex, sexual orientation, gender identity or expression, age, disability, protected veteran status or other characteristics protected by law. We seek to retain our employees through competitive compensation, benefits and challenging work experiences with increasing levels of responsibility.

In June 2018, we announced our plan to make our businesses the center of our operations and reduce corporate headquarters to focus on strategy and execution, capital allocation, talent development and governance. As part of that transition, we are seeking to find the right balance of skills and manpower both inside the company and sourced from third-parties.

Attracting and retaining key talent is a high priority for our Board. These efforts include assessing the allocation of talent across the company, better accountability, and better alignment of compensation. This period of transition presents challenges, but we believe these changes will empower our people, reduce complexity and increase employee satisfaction.

### **HUMAN RIGHTS & SUPPLY CHAIN**

GE is proud to be a leader in promoting respect and support for human rights across our operations—from our supply chain to our products. We were among the first global brands to publish a Statement of Principles on Human Rights. We have been an active member of the UN Global Compact, the world's leading corporate sustainability initiative, for over a decade. GE also co-founded the Global Business Initiative on Human Rights, a forum for multinationals to openly discuss human rights challenges and leverage best practices. At GE, we collaborate in

search of practical ways to address some of the world's most complex human rights challenges. We drive better outcomes through our partnership with suppliers, peers, and other stakeholders. In particular, we are committed to efforts to prevent forced labor where we operate, including through an extensive global supply chain audit program and collaboration with global associations. Suppliers are critical partners in GE's value chain. As a global company, our supply chain includes locations where environmental, health, safety, labor, human rights, and other practices could be problematic. Our Supplier Integrity Guide governs all facets of our relationships with suppliers and includes specific prohibitions against forced, prison or indentured labor and against subjecting workers to any form of compulsion, coercion or human trafficking.

### **PHILANTHROPY – GE FOUNDATION**

The GE Foundation, the philanthropic organization of GE, is committed to transforming our communities and shaping the diverse workforce of tomorrow by leveraging the power of GE. The GE Foundation created the concept of a corporate matching gift program in 1954 to empower employees in their personal philanthropy and charitable giving. The program supports giving by employees by providing a 1:1 match, up to \$5,000 per employee. Today, the GE Foundation Matching Gifts Program continues to serve as an important element of the Foundation's portfolio, with gifts matched in 2018 totaling \$59 million.

### **FOCUS AREAS**

The GE Foundation is developing skills by bringing innovative learning in community health globally and science, technology, engineering and mathematics (STEM) education, scaling what works, and building sustainable solutions. For example, a \$25 million commitment to Safe Surgery 2020 aims to improve surgical capacity, leadership and innovation in developing countries in Africa and Southeast Asia. In addition, the GE Foundation made a \$25 million commitment to drive STEM education in Boston Public Schools to prepare students for the jobs of the future.

## **Table of Contents**

### Compensation

#### Management Proposal No. 1

### Advisory Approval of Our Named Executives' Pay

#### What are you voting on?

In accordance with Section 14A of the Exchange Act, we are asking shareowners to vote on an advisory basis to approve the compensation paid to our named executives, as described in this proxy statement.

**Impact of the say-on-pay vote.** This advisory proposal, commonly referred to as a "say-on-pay" proposal, is not binding on the Board. However, the Board and the Compensation Committee will review and consider the voting results when evaluating our executive compensation program.

**We hold say-on-pay votes annually.** Under the Board's policy of providing for annual say-on-pay votes, the next say-on-pay vote will occur at our 2020 annual meeting.

### Overview of Our Executive Compensation Program

Although the executive compensation discussion in this proxy statement focuses on the compensation decisions for our named executives — Larry Culp (Chair & CEO), Jamie Miller (SVP & CFO), John Flannery (Former Chair & CEO), Michael Holston (SVP & General Counsel), David Joyce (Vice Chair, GE & CEO of Aviation), and Kieran Murphy (SVP, GE and CEO of Healthcare) — our executive compensation programs apply broadly across GE's employee ranks. For 2018, approximately 3,600 executives received equity incentives and participated in our annual cash bonus plan, and a subset of our senior executives participated in our long-term performance award program, which concluded at the end of 2018. We strive to pay fair and competitive wages to all of our employees, considering the specific job markets in which they work and peer compensation.

### Key Considerations in Setting Pay

This section describes the key considerations the Compensation Committee takes into account when designing pay programs and making compensation decisions. 2018 was a year of extraordinary change as we addressed a variety of operational challenges and continued the transformational activities that commenced in 2017. In conjunction with these efforts, a change in leadership occurred under which our former Chairman and CEO, John Flannery, was replaced by Larry Culp, who at the time was serving as an independent member of our Board and lead director. This leadership transition required some extraordinary compensation decisions, each of which is described in detail in the discussion that follows. The Compensation Committee believes that these decisions appropriately supported shareowner interests by treating the exiting CEO fairly in light of his 31-year career with GE, and by ensuring that our new CEO's compensation is strongly tied to restoration of shareowner value.

In hiring Mr. Culp, the Board brought in the first external CEO in GE's history. During Mr. Culp's 14-year tenure as CEO of Danaher, the company delivered a total shareholder return of 545%, which compares to 119% for the S&P 500 over the same period. In the last year, GE has also brought in other senior executives with proven experience and strong track records, including a new general counsel from Merck, Michael Holston, and a new head of human resources from American

Express, Kevin Cox. Attracting top talent during a period of significant change was a key priority for GE, aimed at providing stability and restoring the market's confidence in the company's leadership. The committee believes that attracting the right executives during this time was paramount, that the pay packages are commensurate with the quality of the individuals and the level of compensation required to attract such talent, and that the compensation is appropriately performance-based to ensure alignment between management and shareowner interests over the long term.

While certain of our businesses performed very well, including Aviation and Healthcare, our overall results fell short of our expectations in 2018 due to poor performance in our Power business. David Joyce and Kieran Murphy received above-target bonuses for 2018, based on our new bonus structure that was put in place at the beginning of 2018 and the strong performance of the businesses that they lead. The performance metrics for the Corporate bonus pool were not met for 2018. As a result, no bonus was paid to Mr. Flannery. For our other Corporate named executives, the Compensation Committee exercised its discretion in granting a target or partial bonus, as further described below. Neither of our long-term performance programs that were based on the three-year performance period from 2016 to 2018 met the conditions for a payout and these awards were therefore forfeited in their entirety. These programs consisted of the 2016 PSUs, which would have paid out in stock, and the 2016-2018 long-term performance awards (LTPAs), which would have paid out in cash.

### FOCUSED ALIGNMENT BETWEEN INVESTORS AND EXECUTIVES

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The Compensation Committee believes that our executive compensation programs should focus our leadership team on the key metrics that are meaningful for investors and that are key contributors to the creation of sustainable shareowner value, rather than an exhaustive list of metrics across various different programs. We also foster shareowner alignment and a strong pay-for-performance culture by setting the metrics in our incentive compensation plans to create balance between our short- and long-term operating frameworks. We set target performance levels that are challenging but reasonably achievable if we meet our business objectives, and aligned with guidance provided to investors and our longer-term financial outlook. We set commensurately more challenging goals in association with above-target payouts.

### **30 GE 2019 Proxy Statement**

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**Table of Contents****EMPHASIS ON FUTURE PAY OPPORTUNITY VERSUS CURRENT PAY**

The Compensation Committee strives to provide an appropriate mix of compensation elements, including finding a balance between current and long-term compensation and between cash and equity incentive compensation. Cash payments primarily are aligned with and reward more recent performance, while equity awards encourage our named executives to deliver sustained strong results over multi-year performance periods, thereby encouraging both strong performance and supporting our talent retention objectives. The committee believes that most of our named executives' compensation should be contingent on the company's long-term stock price performance. Consistent with this belief, the committee terminated the cash-based LTPA program. Going forward, we expect to deliver a greater percentage of our executive compensation in the form of equity.

**BALANCE BETWEEN OVERALL COMPANY AND BUSINESS UNIT RESULTS**

The committee believes that our named executives, as key members of the company's leadership team, share the responsibility to support GE's overall goals and performance. This compensation philosophy is most clearly reflected in our annual equity incentive grants, which tie our executives' pay to overall company performance. The committee believes that there should also be clear accountability for the performance of each executive's business. As a result, beginning in 2018, the committee decided to tie the annual cash bonus program for each top-tier business, as well as for each business's leader, to the individual business's results. Equity awards continue to incentivize our leaders to enhance GE's overall performance, regardless of whether they are at Corporate or in one of the businesses.

**COMPENSATION COMMITTEE JUDGMENT**

Our compensation programs primarily focus on payouts that are tied to specific quantitative performance objectives. However, the committee retains the authority to exercise discretion, whether positive or negative, over our compensation programs. In 2018, the committee exercised its discretion by determining to pay bonuses to certain Corporate employees, notwithstanding the failure to meet the performance criteria set forth under the bonus plan. In making this decision, the committee took into account the considerable progress that had been made in executing on the company's strategic plan, the fact that many of these employees had been asked to take on additional responsibilities, and the fact that most of the businesses other than Power performed well. By contrast, in 2017, the committee exercised its discretion by determining not to pay a bonus to most of our named executives and by cancelling the 2015 PSU awards, despite the fact that in each case partial achievement of the performance conditions would have entitled the recipients to a payout in the absence of the permitted discretion.

**CONSIDERATION OF RISK**

Our compensation programs are balanced and focused on the long term so that our named executives can achieve appropriate compensation through consistent superior performance over sustained periods of time. In addition, large amounts of compensation are usually deferred or realizable only upon retirement, providing strong incentives to manage for the long term while avoiding excessive risk-taking in the short term. Compensation is also balanced among current cash payments, deferred cash and equity awards. In addition, our equity awards have specific holding requirements for senior executives, which discourages excessive risk taking by ensuring that pay remains subject to our share price performance even after it is earned. The Compensation Committee retains discretion to adjust compensation pursuant to our clawback policy as well as for quality of performance and adherence to company values. See ["Clawbacks and Other Remedies for Potential Misconduct"](#) on page 51 for more information.

**Primary Compensation Elements for 2018**

The table below sets forth the primary elements of our executive compensation programs. In 2017, the Compensation Committee decided to terminate the LTPA program, which concluded at the end of 2018.

**Compensation Profile****2018 COMPENSATION FRAMEWORK: PRIMARY ELEMENTS**

	<b>Salary</b>	<b>Bonus</b>	<b>PSUs</b>	<b>Options</b>	<b>RSUs</b>	<b>LTPAs</b>
<b>Who receives</b>	All named executives				All named executives except CEO	LTPA program terminated in 2018
<b>When granted</b>	Reviewed every 24 months	Annually in February or March for prior year	Generally annually in the first quarter of each year	Equity		
<b>Form of delivery</b>	Cash					
<b>Type of performance emphasis</b>	Short-term		Long-term emphasis			No payout for final performance period
<b>Performance period</b>	Ongoing	1 year	3 years + 1 year additional holding period	Generally 3-year vesting period		

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<b>How payout is determined</b>	Committee judgment	Formulaic & committee judgment	Formulaic; committee verifies performance before payout	Formulaic; depends on stock price on exercise/vest date	(2016-2018)
<b>Most recent performance measures</b>	N/A	EPS and Free Cash Flow (Corporate execs) Earnings and Free Cash Flow (Business execs)	GE TSR v. S&P 500	Stock price appreciation	

**Table of Contents**

## How Our Incentive Compensation Plans Paid Out for 2018

This section provides an overview of how GE performed against the goals established under its 2018 annual bonus program, the 2016 PSUs, and the 2016-2018 Long-Term Performance Awards (LTPAs). The performance period for each of these programs concluded in 2018. See

“[Compensation Actions for 2018](#)” on page 35 for amounts paid to the named executives as well as how we assessed their individual performance.

### 2018 Annual Bonuses

**CORPORATE.** Due to ongoing challenges in the Power business, neither of the performance metrics for the funding of the Corporate bonus pool were met for 2018, despite strong performance by several

of our businesses, most notably Aviation and Healthcare. As a result, no bonus was paid to our former Chairman and CEO, Mr. Flannery. The Compensation Committee applied its discretion to pay partial or target bonuses to Mr. Culp, Ms. Miller and Mr. Holston, based upon their significant efforts during the year, as further described below.

**AVIATION AND HEALTHCARE.** The bonus pools for Mr. Joyce and Mr. Murphy, our named executives in the Aviation and Healthcare businesses, respectively, were funded above target due to strong performance in each of those businesses, as described below. For each of these businesses, the bonus pool was based upon exceeding performance targets for earnings and free cash flow.

Non-GAAP financial measures. For information on how these metrics are calculated, see “[Explanation of Non-GAAP Financial Measures and Performance Metrics](#)” on page 52.

\*\*The company has not reported free cash flow metrics for these segments.

**FUNDING METRICS FOR THE ANNUAL BONUS POOL.** In 2018, the Compensation Committee determined that it would simplify the metrics for the annual bonus program, which were previously determined across the company based on five financial goals and a series of strategic goals. Under this new program, bonuses were determined for each business unit based primarily on two financial goals (generally free cash flow and earnings per share or earnings) that were tailored to the business unit. For certain business units, additional metrics or funding criteria were also applied to individuals at different levels of seniority to help incentivize particular performance, such as cost cutting. For our Corporate named executive officers, the bonus pool performance metrics for 2018 continued to be based upon company-wide results.

**HOW THE BONUS PROGRAM WORKS.** We pay cash bonuses to our named executives each February or March for the prior year, if earned. At the beginning of each year or the time of hire, the company determines who is eligible to participate in the bonus plan and each individual's target bonus as a percent of salary. Approximately 3,600 employees at the executive-band level and above are eligible to participate. For our named executives, target bonuses are typically set at 100-150% of salary. At the beginning of the year, the Compensation

Committee also sets the performance goals for each bonus pool. Separate bonus pools are set up for employees at Corporate (using company-wide metrics) and for each of the businesses (using metrics specific to that business that collectively roll up to the Corporate targets). The committee may set additional metrics or funding criteria for individuals at different levels of seniority.

In January or February following the completion of the performance period, the Compensation Committee assesses performance against the metrics for the prior year to determine the level of funding for each business's bonus pool, including whether positive or negative discretion should be applied. Once the bonus pool is determined, payments are made at the individual level, with adjustments made as warranted by managers within the businesses based upon the eligible individual's performance.

**ADJUSTMENTS TO BONUS PROGRAM.** The Compensation Committee maintains authority to adjust performance metrics under the bonus program. In April 2018, the committee provided an incremental incentive for each of the tier one businesses to meet additional free cash flow goals. This incremental incentive did not have any impact on the bonuses for the named executives.

**Table of Contents**

**HOW WE EVALUATED BUSINESS PERFORMANCE AND ALLOCATED THE BONUS POOL**

**CORPORATE.** For our Corporate named executives, Mr. Culp, Ms. Miller, Mr. Flannery and Mr. Holston, bonuses were evaluated based upon the achievement of performance goals for the company. Due to the failure to meet the company's earnings per share and free cash flow targets for the year, the Compensation Committee did not pay a bonus to Mr. Flannery for 2018. However, the committee exercised its discretion in paying bonuses at target for Mr. Culp (pro rata, based on the portion of the year worked) and Mr. Holston (based on a full year), and a bonus at 80% of target for Ms. Miller. In exercising its discretion, the committee noted that the failure to meet the performance criteria was largely due to ongoing challenges in the Power business, notwithstanding strong performance across the rest of the businesses. The committee also took into account the considerable efforts of the team in redefining the company's strategy and executing on a number of important initiatives. The committee noted that the issues relating to the failure to meet the

performance criteria pre-dated the arrival of Mr. Culp and Mr. Holston at the company, and Mr. Holston had forfeited a bonus with his prior employer by agreeing to join GE. The committee exercised discretion in granting a bonus to Ms. Miller in recognition of her considerable efforts during the year in developing and supporting the change in the company's strategy and other initiatives.

**AVIATION.** Mr. Joyce's performance was based upon the Aviation business, for which he is the CEO. The Aviation business performed strongly in 2018, and the business's bonus pool was funded at 138% of target. The Aviation business exceeded its annual targets for both earnings and free cash flow.

**HEALTHCARE.** Mr. Murphy's performance was based upon the Healthcare business, for which he is the CEO. The Healthcare business also performed strongly in 2018, and the business's bonus pool was funded at 150% of target. The Healthcare business exceeded its annual targets for both earnings and free cash flow.

## **Table of Contents**

### **2016 PSU Grants**

**2016 PSUs CANCELLED.** PSUs typically have a three-year performance period and pay out in stock, based upon the achievement of certain performance metrics. In February 2019, the Compensation Committee determined that the company did not meet the total cash or the industrial profit margin targets for the PSUs, which were set in 2016 at the beginning of the three-year performance period. As a result, the awards were forfeited. The value forfeited by the named executives was \$0.7 million, based on the closing price of GE stock of \$10.04 on February 14, 2019, the date the committee made its determination.

### **2016-2018 Long-Term Performance Awards (LTPAs)**

**NO PAYOUT FOR 2016-2018 LTPAs.** The LTPAs are a cash-based program that historically were granted once every three years, with payouts based on the achievement of five different performance goals over a three-year performance period. In February 2019, the Compensation Committee assessed the company's performance against the five goals under the 2016-2018 LTPAs that were granted in March 2016, and determined that none of the goals were met. As a result, the 2016-2018 LTPAs were forfeited. In 2017, the Compensation Committee decided to terminate the LTPA program following the conclusion of the 2018 performance cycle. Below is a summary of the company's performance against the LTPA goals.

**HOW THE COMPENSATION COMMITTEE WOULD HAVE CALCULATED PAYOUTS.** If the awards had paid out for the named executives, they would have paid as a multiple of the named executive's final salary at the end of the performance period, plus average bonus over the three years of the performance period, with multiples set at 0.50X, 1.00X and 2.00X for threshold, target and maximum performance respectively. Payout multiples for other participants started at significantly lower levels. There were no payouts under the program for performance below the threshold level, and amounts would have been prorated for performance between the established levels.

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(1) For information on how these metrics are calculated, see "Explanation of Non-GAAP Financial Measures and Performance Metrics" on page 52.

(2) Includes GE CFOA (Industrial CFOA plus dividends from GE Capital) plus proceeds from Industrial dispositions (after taxes), with BHGE on a dividend basis.

(3) Includes Industrial segment profit plus adjusted Corporate operating costs (excludes non-operating pension costs, restructuring and other charges & gains).

(4) This metric is no longer reported by the company.

(5) Industrial return on total capital.

(6) Includes dividends plus share repurchases.

## **34 GE 2019 Proxy Statement**

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Table of Contents**Compensation Actions for 2018****Aligning CEO Pay with Investors****Larry Culp  
CHAIRMAN &  
CEO (SINCE  
SEPTEMBER 30,  
2018)**

AGE: 55

EDUCATION:

WASHINGTON  
COLLEGE; MBA,  
HARVARDGE TENURE: <1  
YEAR

**PERFORMANCE ASSESSMENT.** As the Chairman & CEO, Mr. Culp plays a central role in shaping the company's strategy, establishing the framework against which performance is measured, and delivering on that performance. The Compensation Committee determined that although Mr. Culp was only in the CEO role for the last three months of 2018, he worked quickly and effectively during that time to execute on the company's strategy. The committee decided not to use the formulaic criteria under the bonus program in determining Mr. Culp's performance-based pay, in light of the fact that the criteria were established before Mr. Culp joined the company. By the time Mr. Culp was appointed as CEO, it had become clear that achieving the pre-determined criteria would be very difficult. Instead, the committee determined to pay Mr. Culp a pro-rated bonus at target, in recognition of his success in delivering on several key initiatives during a short timeframe since stepping in as CEO.

**2018 EARNED  
COMPENSATION****Base salary**

\$625,000 paid in 2018 (for partial year service, based on \$2.5 million annual salary)

**Annual  
bonus**

\$937,500 paid for 2018 (equal to 100% of target, based on \$3.75 million annual target)

**2018 GRANTED  
COMPENSATION****Inducement  
PSUs**

\$13.7 million grant date fair value

Earn out, if any, based on stock price appreciation through 2022, as described below

**CEO TRANSITION**

**PAY STRUCTURE.** Upon his appointment as CEO, Mr. Culp's salary was set at \$2,500,000 under his employment agreement. In setting his salary, the Compensation Committee took into consideration the fact that Mr. Culp had 14 years of experience as a highly successful public company CEO and the importance of attracting Mr. Culp to the role, particularly in light of the challenges facing the company. At the time of his appointment, Mr. Culp had been serving as a director since April 2018 and our lead director since June 2018, and was very familiar with the company and its strategy. His bonus target, which was set at 150% of salary, was consistent with the bonus target for Mr. Culp's predecessor, and reflected the committee's belief that the majority of Mr. Culp's cash-based compensation should be contingent on performance. Under the terms of his employment agreement, Mr. Culp was also guaranteed an annual equity grant, solely in the form of PSUs, with a grant date fair value of \$15 million, beginning in 2019, and to be awarded on the same terms as the PSUs granted to the company's other senior executives. For additional detail on Mr. Culp's employment agreement, see [Employment Agreement with Mr. Culp](#) on page 47.

**INDUCEMENT GRANT.** As an inducement to Mr. Culp to accept the role as Chairman and CEO, he was granted a one-time award of PSUs that will pay out as a number of GE shares if the company's stock price appreciates significantly during the four-year performance period between October 1, 2018 and September 30, 2022. Achievement of the performance goal will be measured against a baseline price of \$12.40 (the average closing price of the company's stock for the 30 consecutive trading days prior to Mr. Culp's appointment) as set forth in the table below. In setting these targets, the committee intended to set rigorous performance criteria for all of Mr. Culp's equity compensation to further align him with shareowners.

No shares will be awarded if the threshold 50% appreciation level is not met, and if the 30 consecutive trading day average GE closing price is between the threshold, target and maximum levels, a proportionate number of shares between those levels will be earned. In the event of a spin-off of a business to GE shareowners (such as the spin-off of Wabtec shares in the Transportation merger), achievement of the performance goal will also factor in the performance of those securities from the spin date, and Mr. Culp's PSU award will also be adjusted to pay out in shares of the spun-off entity (or, where infeasible, the company may adjust the PSU award or the performance targets to prevent the enlargement or diminution

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of the award) at the end of the performance period. The inducement award will be adjusted for any extraordinary dividends. Mr. Culp is also entitled to payment of the inducement award if (i) the company undergoes a change of control, (ii) he is terminated other than for cause, or (iii) he leaves the company for a good reason. For a discussion of these circumstances and the potential payout, see [“Potential Termination Payments”](#) on page 47.

**GE 2019 Proxy Statement** [35](#)

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**Table of Contents****Compensation for Our Other Named Executives****Jamie Miller**

AGE: 50

EDUCATION:

MIAMI  
UNIVERSITY

GE TENURE:

13 YEARS

**CURRENT AND PRIOR ROLES**

Senior Vice President & CFO (since November 2017); former President & CEO, GE Transportation; former Chief Information Officer, GE; former Controller, GE

**PERFORMANCE ASSESSMENT**

The committee exercised its discretion to grant Ms. Miller a bonus at 80% of target. In making this determination, the committee took into account her key role in developing and supporting the company's strategic plan to reshape its portfolio structure, as well as her significant contributions toward: supporting the Board and CEO during the recent CEO transition, executing on the company's strategy of mitigating financial risk and reducing its leverage, simplifying the company's disclosures, reducing the size of the company's Corporate operations, shifting resources back to the businesses, and the performance by divisions reporting to Ms. Miller, including GE Capital.

**CURRENT AND PRIOR ROLES**

Former Chairman (October 2017-September 2018) & CEO (August 2017-September 2018); former President & CEO GE Healthcare

**PERFORMANCE ASSESSMENT**

The committee did not pay Mr. Flannery a bonus in light of his separation from the company and the failure to meet the company's financial goals for the year.

**SEVERANCE ARRANGEMENTS**

In determining the amount of Mr. Flannery's severance, his ongoing eligibility for certain equity awards, and his eligibility for the GE Supplementary Pension Plan upon reaching age 60, the committee took into account his 31 years of service to GE in a number of significant leadership roles, including substantially improving the performance of GE Healthcare. The committee determined that these arrangements were fair to Mr. Flannery, consistent with market practice and within the scope of historic GE practice.

**John Flannery**

AGE: 57

EDUCATION:

FAIRFIELD  
UNIVERSITY;

MBA,

WHARTON

GE TENURE:

31 YEARS

36 GE 2019 Proxy Statement

**2018 EARNED COMPENSATION****Base salary**

\$1.45 million (remained flat; last increase effective upon promotion to CFO in November 2017)

**Annual bonus**

\$1.16 million paid (equal to 80% of target of \$1.45 million)

**2016 PSUs**

\$0 paid (\$200,800 value cancelled)

**2016-2018 LTPA**

\$0 paid

**2018 GRANTED COMPENSATION****Equity grant**

\$4.3 million grant date fair value, approximately two-thirds as PSUs, and one-third as RSUs

**2018 EARNED COMPENSATION****Base salary**

\$1.5 million paid (based on partial year service; remained flat at \$2 million, with his last salary increase effective upon his promotion to CEO in August 2017)

**Annual bonus**

\$0 paid (equal to 0% of target of \$3 million)

**2016 PSUs**

\$0 paid (\$271,080 value cancelled)

**2016-2018 LTPA**

\$0 paid

**2018 GRANTED COMPENSATION****Equity grant**

\$13.8 million: \$11.5 million grant date fair value, delivered as PSUs; \$2.3 million grant date fair value attributable to the modification of existing PSU awards to maintain partial eligibility post-separation

**Severance payment**

\$4.25 million payable over 12-month period, subject to compliance with non-compete and other obligations

**Table of Contents**

**Michael Holston**

AGE: 56  
 EDUCATION: NOTRE DAME; JD, VILLANOVA  
 GE TENURE: <1 YEAR

**CURRENT AND PRIOR ROLES**

Senior Vice President, General Counsel & Secretary (since April 2018); former Executive Vice President and General Counsel, and Chief Ethics and Compliance Officer, Merck & Co. (2012-2018); former Executive Vice President, General Counsel and Secretary, Hewlett-Packard (2007-2011)

**PERFORMANCE ASSESSMENT**

The committee exercised its discretion to pay Mr. Holston a full year's bonus at target, in light of the fact that he forfeited a bonus opportunity with his prior employer by joining GE mid-year. In addition, the committee recognized Mr. Holston's significant contributions toward the company and the execution of the strategic plan, as well as supporting the Board and CEO during the recent CEO transition, and restructuring Corporate resources.

**2018 EARNED COMPENSATION**

**Base salary** \$1.5 million, effective upon the commencement of his employment

**Annual bonus** \$1.5 million paid (equal to 100% of \$1.5 million target for full year)

**New hire bonus** \$1.5 million

**2018 GRANTED COMPENSATION**

**New hire equity grant** \$6.1 million: \$2.4 million grant date fair value stock option grant, and \$3.7 million grant date fair value RSU grant

**Equity grant** \$3.1 million grant date fair value, delivered equally between PSUs and RSUs

**David Joyce**

AGE: 62  
 EDUCATION: MICHIGAN STATE; M.A. FINANCE, XAVIER  
 GE TENURE: 38 YEARS

**CURRENT AND PRIOR ROLES**

Vice Chair, GE and President & CEO, Aviation (since 2008), leader for GE Additive; previously vice president and general manager of commercial engines and held other GM positions within Aviation

**PERFORMANCE ASSESSMENT**

The committee recognized Mr. Joyce's contribution toward the strong performance of the Aviation business in exceeding its financial goals for the year, particularly for earnings and free cash flow, while also delivering on the business's strategic goals for the year, including shipping over 1,100 LEAP engines. In assessing Mr. Joyce's salary, the committee took into account his significant responsibilities as head of the Aviation business and oversight for other initiatives as Vice Chairman, including the company's Additive efforts.

**2018 EARNED COMPENSATION**

**Base salary** \$1.75 million (increased 21% in September 2018 after a 24-month interval since his last salary increase)

**Annual bonus** \$2.415 million paid (equal to 138% funding for the Aviation business and a personal bonus target at 100% of base salary)

**2016 PSUs** \$0 paid (\$271,080 value cancelled)

**2016-2018 LTPA** \$0 paid

**2018 GRANTED COMPENSATION**

**Equity grant** \$3.4 million grant date fair value, delivered equally between PSUs and RSUs

**Kieran Murphy**

**CURRENT AND PRIOR ROLES**

Senior Vice President, GE and President & CEO, GE Healthcare (since 2017); former President and CEO, GE Life Sciences (2011-2017); former CEO and Executive Director, Whatman plc (2007-2008)

**PERFORMANCE ASSESSMENT**

The committee recognized Mr. Murphy's contribution toward the strong

**2018 EARNED COMPENSATION**

**Base salary** \$1.1 million (£850,000)

**Annual bonus**

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AGE: 56  
EDUCATION:  
UNIVERSITY  
COLLEGE  
DUBLIN; M.A.  
MARKETING,  
UNIVERSITY OF  
MANCHESTER  
INSTITUTE OF  
SCIENCE AND  
TECHNOLOGY  
GE TENURE: 11  
YEARS

performance of the Healthcare business in exceeding its financial goals for the year, particularly for earnings and free cash flow, while also leading GE Healthcare as it undertook significant efforts toward preparing for separation as a standalone company.

\$1.703 million paid (£1.275 million) (equal to 150% funding for the Healthcare business and a personal bonus target at 100% of base salary)

### 2016-2018 LTPA

\$0 paid

### 2018 GRANTED COMPENSATION

#### Equity grant

\$2.6 million grant date fair value, delivered equally between PSUs and RSUs

#### Special retention grant

\$1.7 million grant date fair value, delivered as stock options, awarded in January 2018

**Table of Contents****Summary Compensation****Summary Compensation Table**

Name & Principal Position	Year	Salary	Bonus	PSUs & RSUs	Stock Options	LTPAs	Pension & Deferred Comp.	All Other Comp.	SEC Total
<b>Larry Culp*</b> Chairman & CEO	2018	\$ 625,000	\$ 937,500	\$ 13,740,000	N/A	\$ 0	\$ 86,662	\$ 9,665	\$ 15,398
<b>Jamie Miller*</b> SVP & CFO	2018	\$ 1,450,000	\$ 1,160,000	\$ 4,334,060	N/A	\$ 0	\$ 0	\$ 457,618	\$ 7,401
<b>John Flannery*</b> Former Chairman & CEO	2017	\$ 1,335,417	\$ 0	\$ 1,810,930	\$ 519,000	\$ 0	\$ 1,154,778	\$ 237,736	\$ 5,057
<b>Michael Holston*</b> SVP & General Counsel	2018	\$ 1,500,000	\$ 0	\$ 13,800,104**	N/A	\$ 0	\$ 62,127	\$ 1,281,059	\$ 16,643
<b>David Joyce</b> Vice Chair & CEO Aviation	2017	\$ 1,737,500	\$ 0	N/A	\$ 2,076,000	\$ 0	\$ 3,255,222	\$ 1,931,881	\$ 9,000
<b>Kieran Murphy**</b> SVP & CEO Healthcare	2018	\$ 1,095,000	\$ 3,000,000	\$ 6,731,334	\$ 2,400,000	\$ 0	\$ 224,393	\$ 64,989	\$ 13,515
<b>David Joyce</b> Vice Chair & CEO Aviation	2018	\$ 1,550,000	\$ 2,415,000	\$ 3,382,585	N/A	\$ 0	\$ 0	\$ 175,146	\$ 7,522
<b>David Joyce</b> Vice Chair & CEO Aviation	2017	\$ 1,450,000	\$ 1,385,000	\$ 695,240	\$ 692,000	\$ 0	\$ 673,996	\$ 264,930	\$ 5,161
<b>David Joyce</b> Vice Chair & CEO Aviation	2016	\$ 1,333,333	\$ 1,524,000	\$ 6,212,431	\$ 750,000	\$ 0	\$ 2,523,853	\$ 239,240	\$ 12,582
<b>David Joyce</b> Vice Chair & CEO Aviation	2018	\$ 1,135,814	\$ 1,703,721	\$ 2,608,677	\$ 1,670,000	\$ 0	\$ 118,580	\$ 53,373	\$ 7,290

Under applicable SEC rules, we have excluded Mr. Murphy's compensation for 2016 and 2017 and Ms. Miller and Mr. Flannery's compensation for 2016 as they were not named executives during those years. Mr. Culp and Mr. Holston were first employed by the company in 2018.

For Mr. Flannery, PSU amounts include \$11.5 million attributable to the grant date fair value of his 2018 PSU awards, most of which were cancelled upon his separation. The value of the PSU awards for which he remained eligible, as of the date of his separation agreement, was \$2.3 million.

For Mr. Murphy, all cash amounts (including salary and bonus) were originally paid in British pounds and converted for purposes of this presentation at an exchange rate of \$1.3363 per £1.00, the 2018 average noon buying rate certified for custom purposes by the U.S. Federal Reserve Bank of New York set forth in the H.10 statistical release of the Federal Reserve Board.

**SALARY.** Base salaries for our named executives depend on the scope of their responsibilities, their leadership skills and values, and their performance and length of service. Executives are generally eligible for salary increases at 24-month intervals. The amount of any increase is affected by current salary and amounts paid to peers within and outside the company. Each of the named executives, other than Mr. Murphy, contributed a portion of his or her salary to the GE Retirement Savings Plan (RSP), the company's 401(k) savings plan. The salary amount for Mr. Flannery is through his departure on September 30, 2018.

**BONUS.** Amounts earned under our annual cash bonus program and, in the case of Mr. Holston, for a \$1.5 million signing bonus in connection with the negotiation of his employment. See "How the Bonus Program Works" on page 32 for additional information.

**PSUs & RSUs.** Aggregate grant date fair value of stock awards in the form of PSUs and RSUs granted in the years shown, other than for 2017, during which only RSUs (and no PSUs) were granted. Generally, the aggregate grant date fair value is the amount that the company expects to expense for accounting purposes over the award's vesting schedule and does not correspond to the actual value that the named executives will realize from the award. In particular, the actual value of PSUs received is different from the accounting expense because it depends on performance. For example, as described under "2016 PSU Grants" on page 34, the 2016 PSU grants were cancelled by the Compensation Committee, and as a result, none of our named executives received a payout for these awards. Although the PSUs were cancelled, GE does not adjust the related amounts previously reported as compensation in the year of the PSU award to reflect the cancellation (in the case of Mr. Joyce, \$721,081 reported as compensation for him in 2016). In accordance with SEC rules, the aggregate grant date fair value of the PSUs is calculated based on the most probable outcome of the performance conditions as of the grant date in the case of performance-based awards. For market-based PSU awards, including all of the PSUs granted in 2018, aggregate grant date fair value assumes performance at target.

For Mr. Flannery, the 2018 amounts reported under PSUs & RSUs represent 800,000 PSUs granted in February 2018 with a grant date fair value of \$11.5 million. Under the terms of his separation agreement, most of these PSUs were cancelled. The fair market value of the PSU awards for which Mr. Flannery remained eligible post-separation, as of the date of his separation agreement (which also includes his 2016 PSUs), is \$2.3 million. See the [Long-Term Incentive Compensation Table](#) on page 40 for additional information on the 2018 grants.

**STOCK OPTIONS.** Aggregate grant date fair value of option awards granted in the years shown. These amounts reflect the company's accounting expense and do not correspond to the actual value that the named executives will realize. For information on the assumptions used in valuing a particular year's grant, see the note on [Other Stock-Related Information](#) in GE's financial statements in our annual report on Form 10-K. Certain stock options granted to Mr. Flannery in 2017 were subsequently cancelled upon his departure from the company. See the [Long-Term Incentive Compensation Table](#) on page 40 for additional information on 2018 grants.

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**LTPAs.** No amounts were earned under our Long-Term Performance Awards (LTPAs), a cash-based incentive plan arrangement that we historically granted only once every three or more years, due to the failure to meet the performance goals under the plan. The LTPA program has been terminated following the conclusion of the most recent performance cycle, which ended in 2018. For more information, see [2016-2018 Long-Term Incentive Plan \(LTPAs\)](#) on page 34.

**38 GE 2019 Proxy Statement**

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**Table of Contents**

**PENSION & DEFERRED COMP.** Sum of the change in pension value and above-market earnings on nonqualified deferred compensation, which break down as shown in the following table.

Name	Change in Pension Value	Above-market Earnings
Culp	\$ 86,662	\$ 0
Miller	\$ 0	\$ 0
Flannery	\$ 0	\$ 62,127
Holston	\$ 224,393	\$ 0
Joyce	\$ 0	\$ 0
Murphy	\$ 118,580	\$ 0

**Year-over-year changes in pension value** generally are driven by changes in actuarial pension assumptions as well as increases in service, age and compensation. See "Pension Benefits" on page 45 for additional information, including the present value assumptions used in this calculation. Above-market earnings represent the difference between market interest rates calculated under SEC rules and the 6% to 14% interest contingently credited by the company on salary that the named executives deferred under various executive deferred salary programs in effect between 1991 and 2018. See "Deferred Compensation" on page 44 for additional information.

**ALL OTHER COMP.** We provide our named executives with other benefits that we believe are reasonable, competitive and consistent with our overall executive compensation program. The costs of these benefits for 2018, minus any reimbursements by the named executives, are shown in the table below.

Name	Life Insurance Premiums	Retirement Savings Plan	Personal Use of Aircraft	Leased Cars	Financial & Tax Planning	Relocation Benefits	Relocation Tax Benefits	Other	Total
Culp	N/A	\$ 9,665	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 9,665
Miller	\$ 46,879	\$ 9,625	\$ 0	\$ 21,751	\$ 2,672	\$ 231,041	\$ 145,153	\$ 497	\$ 457,618
Flannery	\$ 126,501	\$ 9,625	\$ 3,979	\$ 0	\$ 0	\$ 12,672	\$ 2,049	\$ 1,126,233	\$ 1,281,059
Holston	N/A	\$ 19,250	\$ 0	\$ 0	\$ 0	\$ 37,003	\$ 7,363	\$ 1,373	\$ 64,989
Joyce	\$ 125,353	\$ 9,625	\$ 13,257	\$ 22,370	\$ 0	\$ 0	\$ 0	\$ 4,541	\$ 175,146
Murphy	\$ 35,734	N/A	\$ 0	\$ 17,639	\$ 0	\$ 0	\$ 0	\$ 0	\$ 53,373

**Life Insurance Premiums.** Taxable payments to cover premiums for universal life insurance policies they own. These policies include: (1) Executive Life, which provides universal life insurance policies for the indicated named executives totaling \$3 million in coverage at the time of enrollment and increased 4% annually thereafter; and (2) Leadership Life, which provides universal life insurance policies for the indicated named executives with coverage of 2X their annual pay (salary + most recent bonus). As of January 1, 2018, these plans were closed to new employees and employees who were not already employed at the relevant band level, including Mr. Culp and Mr. Holston.

**Retirement Savings Plan.** For Ms. Miller and Messrs. Flannery and Joyce, represents GE's matching contributions to the named executives' RSP accounts equaling 3.5% of pay, up to the caps imposed under IRS rules. Messrs. Culp and Holston are eligible for matching contributions equaling 4% of pay, and automatic contributions equaling 3% of pay, up to the caps imposed under IRS rules. Mr. Murphy is based outside the United States and is ineligible for this program.

**Personal Use of Aircraft.** Amounts reflect the incremental cost to GE for the named executives' personal use of company owned or leased aircraft (including aircraft that is subject to fractional ownership). Where the named executive used company aircraft, costs were calculated based on the following variable costs: a portion of ongoing maintenance and repairs, aircraft fuel, satellite communications and any travel expenses for the flight crew. These amounts exclude non-variable costs, such as exterior paint, interior refurbishment and regularly scheduled inspections, which would have been incurred regardless of whether there was any personal use. Aggregate incremental cost, if any, of travel by the executive's family or guests is also included. Where the travel was on aircraft that is leased or subject to fractional ownership, the cost reflects the variable costs invoiced to the company for the flight.

**Leased Cars.** Expenses for the leased cars program, such as leasing and management fees, administrative costs and maintenance costs. This program was discontinued at the end of 2018 for all GE officers. Mr. Murphy did not participate in the leased cars program, but received a monthly car allowance.

**Financial & Tax Planning.** Expenses for the use of advisors for financial, estate and tax preparation and planning, and investment analysis and advice.



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**Relocation Benefits.** Expenses for relocating the named executives and their families to GE's headquarters in Boston, including reimbursement of expenses in 2018 for moves that occurred in prior periods. Benefits for the named executives, including the tax benefits described below, generally were consistent with those provided to all employees who were asked to relocate, except that the company's officers received a higher potential home loss buyout benefit than other employees.

**Relocation Tax Benefits.** Tax benefits provided in connection with relocations.

**Other.** Total amount of other benefits provided, none of which individually exceeded the greater of \$25,000 or 10% of the total amount of benefits included in the Personal Use of Aircraft, Leased Cars, Financial & Tax Planning, Relocation Benefits and Other columns for the named executive (except as otherwise described in this section). These other benefits included items such as: (1) car service fees; (2) home alarm and generator installation, maintenance and monitoring; and (3) an annual physical examination. For Mr. Flannery, this amount includes (a) \$46,301 for car service, and (b) \$1,062,500 of his \$4,250,000 severance benefits that were granted to him under the terms of his separation agreement and that accrued during 2018. The majority of this severance amount is payable six months after separation in accordance with Rule 409A under the Internal Revenue Code.

**SEC TOTAL.** Total compensation, as determined under SEC rules.

**Table of Contents****Long-Term Incentive Compensation****Overview of Long-Term Incentive Compensation**

Historically, GE provided the CEO and other senior leaders with four different forms of long-term incentive compensation awards: Long-Term Performance Awards (LTPAs), Performance Share Units (PSUs), stock options and, for senior leaders other than the CEO, Restricted Stock Units (RSUs). In 2017, the Compensation Committee decided to terminate the LTPA program, following the conclusion of the 2018 performance cycle. For 2018, both Mr. Culp and Mr. Flannery were awarded PSUs, and neither of them received LTPAs, stock options or RSUs.

**Annual Equity Incentive Awards**

**GE typically uses a different equity compensation structure for the CEO than for other senior leaders.** For the last several years, equity awards for our CEO have generally been weighted toward PSUs, with occasional stock option grants. In recent years, we have expanded the number of senior leaders receiving PSU awards to drive greater accountability among these individuals for company-wide results. Our senior leaders have historically received a mix of PSUs, RSUs and stock options, with greater emphasis in recent years on PSUs and RSUs.

**How we determine award amounts.** In determining award amounts, the committee evaluates executives' achievement of specific performance goals — with strong emphasis on their contributions to overall company performance in addition to their individual business or

function — as well as expected future contributions to GE's long-term success, using past performance as a key indicator. In 2018, our annual equity incentive awards were targeted to be equally weighted (by approximate accounting value) between PSUs and RSUs for most of our senior leaders, with the exception of Mr. Flannery and Ms. Miller. Mr. Flannery's equity award as CEO was targeted to be weighted 2/3 PSUs and 1/3 stock options (with no grant of stock options in 2018 due to an option grant late in 2017). Ms Miller's equity award as CFO was targeted to be weighted 2/3 PSUs and 1/3 RSUs. The Compensation Committee did not award PSUs in 2017, and only RSU and option awards were made while the committee considered the appropriate performance metrics and targets for the PSUs. As a result, the annual equity grants to our named executives in 2018 have a higher total grant date fair value than they otherwise would have.

**Why we use stock options and RSUs.** We believe that stock options and RSUs are a means to effectively focus our named executives on delivering long-term value to our shareowners. Options have value only to the extent that the price of GE stock rises between the grant date and the exercise date, and RSUs reward and retain the named executives by offering them the opportunity to receive GE stock if they are still employed by us on the date the restrictions lapse.

**Why we use PSUs.** We see PSUs as a means to focus our named executives on particular goals, including long-term operating goals. PSUs have formulaically determined payouts that convert into shares of GE stock only if the company achieves specified performance goals. Operating goals were not included in the 2018 PSUs due to the anticipated portfolio changes and difficulty in defining operating metrics that would be meaningful over a three-year period. See the [Outstanding Equity Awards Table](#) on page 41 for information regarding the performance conditions for outstanding PSUs.

**Long-Term Incentive Compensation Table**

The following table — also known as the Grants of Plan-Based Awards Table — shows PSUs, RSUs and stock options granted to our named executives in 2018. Each of these awards, other than the PSU award to Mr. Culp, was approved under the 2007 Long-Term Incentive Plan, a plan that shareowners approved in 2007, 2012 and 2017. Mr. Culp's PSU award was a one-time inducement grant made outside the terms of the plan.

Name	Grant Date	Award Type	Estimated Future Payouts Under Performance Share Units (#)			Restricted Stock Units (#)	Stock Options (#)	Stock Option Exercise Price	Grant Date Fair Value of Awards
			Threshold	Target	Maximum				
<b>Culp</b>	12/31/2018	New Hire	2,500,000	5,000,000	7,500,000				\$ 13,740,000
<b>Miller</b>	2/26/2018	Annual Equity	50,000	200,000	350,000				\$ 2,871,000
	2/26/2018	Annual Equity				100,000			\$ 1,463,000
<b>Flannery</b>	2/26/2018	Annual Equity	200,000	800,000	1,400,000				\$ 11,484,200
	10/29/2018	Separation Modification	88,396	360,333	617,083				\$ 2,315,800
<b>Holston</b>	4/24/2018	Annual Equity	25,475	101,900	178,325				\$ 1,572,400
	4/24/2018	Annual Equity				101,900			\$ 1,493,800
	4/24/2018	New Hire					800,000	\$ 14.68	\$ 2,400,000
	4/24/2018	New Hire				250,000			\$ 3,665,000
<b>Joyce</b>	2/26/2018	Annual Equity	29,175	116,700	204,225				\$ 1,675,200
	2/26/2018	Annual Equity				116,700			\$ 1,707,300
<b>Murphy</b>	1/29/2018	Retention					500,000	\$ 16.28	\$ 1,670,000
	2/26/2018	Annual Equity	22,500	90,000	157,500				\$ 1,291,900
	2/26/2018	Annual Equity				90,000			\$ 1,316,700

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**PERFORMANCE SHARE UNITS.** The named executives, other than Mr. Culp, were granted PSUs in 2018 that could convert into shares of GE stock at the end of the three-year performance period based on GE's Total Shareholder Return (TSR) versus the S&P 500, from the beginning of the performance period of February 26, 2018 through December 31, 2020. The 2018 PSUs are eligible to be earned as follows (with proportional adjustment for performance between threshold, target and maximum):

<b>Threshold</b>		<b>Target</b>		<b>Maximum</b>	
	35 <sup>th</sup> percentile		55 <sup>th</sup> percentile		80 <sup>th</sup> percentile
	Earn 25%		Earn 100%		Earn 175%

Performance below threshold results in no PSUs being earned. The named executives may receive between 0% and 175% of the target number of PSUs granted. Dividend equivalents are paid out only on shares actually received.

For Mr. Culp, the amounts above for PSUs reflect an inducement grant that the Board approved in connection with Mr. Culp's hiring as CEO. Under the terms of the award, the PSUs will pay out (except in the case of termination of employment by the company for cause or by Mr. Culp without good reason, and subject to proration in certain events) as a number of GE shares ranging from 2.5 million to 7.5 million shares,

**Table of Contents**

based on a GE stock price appreciation target ranging from 50% to 150% using the highest average closing price over 30 consecutive trading days during the four-year performance period from October 1, 2018 to September 30, 2022, with no payout for stock price appreciation of less than 50%. The performance target is measured against a baseline of \$12.40. See [“Inducement Grant”](#) on page 35 for additional information.

For Mr. Flannery, amounts reported for PSUs reflect his February 2018 PSU grant, which was modified in connection with his departure, at which point 466,667 of the original 800,000 PSUs were cancelled. Amounts for Mr. Flannery under “Separation Modification” reflect the potential threshold, target and maximum number of PSUs that could be earned under pre-existing PSU awards for which Mr. Flannery continued to be eligible following his separation from the company. This represents his 2016 PSU award (target 27,000 PSUs), which was subsequently cancelled in February 2019 for failure to meet the performance targets, and his 2018 PSU award (target 333,333 PSUs), which remains outstanding (see [“Separation Agreement with Mr. Flannery”](#) on page 48).

**RESTRICTED STOCK UNITS.** The number of RSUs granted in 2018, which will vest in three equal annual installments, with the first installment (33%) vesting one year from the grant date, unless subject to accelerated vesting for retirement-eligible recipients. Dividend equivalents are paid out only on shares actually received. For Mr. Holston, the “New Hire” RSUs were intended to partially compensate him for equity awards he forfeited when he left his prior employer to join GE.

**STOCK OPTIONS.** The number of stock options granted in 2018, which, for Mr. Holston, will vest in three equal annual installments, with the first installment (33%) becoming exercisable one year from the grant date. These stock options were intended to partially compensate Mr. Holston for equity awards he forfeited when he left his prior employer to join GE. For Mr. Murphy, the stock options granted in 2018

vest in one tranche on the third anniversary of the grant date, unless the GE stock price closes at or above \$20.35 prior to July 29, 2019, in which case half of the options will be subject to accelerated vesting on that date. See the [Outstanding Equity Awards Table](#) below and [“Potential Termination Payments”](#) on page 47 for information on accelerated vesting for retirement-eligible awards.

**STOCK OPTION EXERCISE PRICE.** Stock option exercise prices reflect the closing price of GE stock on the grant date.

**GRANT DATE FAIR VALUE OF AWARDS.** Generally, the aggregate grant date fair value is the amount that the company expects to expense in its financial statements over the award’s vesting schedule.

**For stock options,** fair value is calculated using the Black-Scholes value of each option on the grant date (resulting in a \$3.00 per unit value for the grant made to Mr. Holston and a \$3.34 per unit value for the grant made to Mr. Murphy).

**For RSUs,** fair value is calculated based on the closing price of the company’s stock on the grant date, reduced by the present value of dividends expected to be paid on GE common stock before the RSUs vest (resulting in a \$14.63 per unit value for the February 2018 grants and a \$14.66 per unit value for the April 2018 grants) because dividend equivalents on unvested RSUs (granted after 2013) are accrued and paid out only if and when the award vests.

**For PSUs,** the actual value of units received will depend on the company’s performance, as described above. Fair value is calculated by multiplying the per unit value of the award (\$2.75 for Mr. Culp’s inducement grant, \$15.43 for Mr. Holston’s April 2018 grant, and \$14.36 for the February 2018 grants) by the number of units at target. The per unit value is based on the closing price of the company’s stock on the grant date, adjusted to reflect the probability of achieving the performance conditions, using a Monte Carlo simulation that includes multiple inputs such as stock price, performance period, volatility and dividend yield.

**Outstanding Equity Awards Table**

The following table — also known as the Outstanding Equity Awards at Fiscal Year-End Table — shows the named executives’ stock and option grants as of year-end. It includes unexercised stock options (vested and unvested) and RSUs and PSUs for which vesting conditions were not yet satisfied as of December 31, 2018.

**OUTSTANDING EQUITY AWARDS TABLE**

Name of Executive	Grant Date	Award Type	Number Outstanding*	Portion Exercisable*	Exercise Price*	Expiration Date	Market Value	Vesting Schedule
<b>Culp</b>	12/31/2018	PSUs	5,000,000				\$37,850,000	100% in 2022, subject to performance
<b>Total</b>			<b>5,000,000</b>				<b>\$37,850,000</b>	
<b>Miller</b>	9/7/2012	Options	325,000	325,000	\$21.59	9/7/2022	\$ 0	
	9/13/2013	Options	350,000	350,000	\$23.78	9/13/2023	\$ 0	
	7/24/2014	RSUs	15,000				\$ 113,550	100% on 7/24/2019
	9/5/2014	Options	400,000	320,000	\$26.10	9/5/2024	\$ 0	100% on 9/5/2019
	9/11/2015	Options	150,000	90,000	\$24.95	9/11/2025	\$ 0	50% in 2019 and 2020

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9/11/2015	RSUs	12,000				\$ 90,840	50% in 2019 and 2020
7/28/2016	RSUs	30,000				\$ 227,100	33% in 2019, 2020 and 2021
9/9/2016	Options	150,000	60,000	\$ 30.11	9/9/2026	\$ 0	33% in 2019, 2020 and 2021
9/9/2016	RSUs	12,000				\$ 90,840	33% in 2019, 2020 and 2021
9/9/2016	PSUs	20,000				\$ 151,400	100% in 2019, subject to performance
7/27/2017	RSUs	50,000				\$ 378,500	50% in 2020 and 2022
9/6/2017	Options	150,000	30,000	\$ 24.92	9/6/2027	\$ 0	25% in 2019, 2020, 2021 and 2022
9/6/2017	RSUs	16,800				\$ 127,176	25% in 2019, 2020, 2021 and 2022
2/26/2018	RSUs	100,000				\$ 757,000	33% in 2019, 2020 and 2021
2/26/2018	PSUs	200,000				\$ 1,514,000	100% in 2021, subject to performance
<b>Total</b>		<b>1,980,800</b>	<b>1,175,000</b>			<b>\$ 3,450,406</b>	

**GE 2019 Proxy Statement** [41](#)

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**Table of Contents**

Name of Executive	Grant Date	Award Type	Number Outstanding*	Portion Exercisable*	Exercise Price*	Expiration Date	Market Value	Vesting Schedule
<b>Flannery</b>	7/23/2009	Options	100,000	100,000	\$ 11.95	7/23/2019	\$ 0	
	6/10/2010	Options	350,000	350,000	\$ 15.68	6/10/2020	\$ 0	
	6/9/2011	Options	450,000	450,000	\$ 18.58	12/31/2020	\$ 0	
	9/7/2012	Options	500,000	500,000	\$ 21.59	12/31/2020	\$ 0	
	9/13/2013	Options	400,000	400,000	\$ 23.78	12/31/2020	\$ 0	
	9/5/2014	Options	450,000	450,000	\$ 26.10	12/31/2020	\$ 0	
	9/11/2015	Options	150,000	150,000	\$ 24.95	12/31/2020	\$ 0	
	9/9/2016	Options	160,000	160,000	\$ 30.11	12/31/2020	\$ 0	
	9/9/2016	PSUs	27,000				\$ 204,390	100% in 2019, subject to performance
	9/6/2017	Options	360,000	360,000	\$ 24.92	12/31/2020	\$ 0	
2/26/2018	PSUs	333,333				\$ 2,523,331	100% in 2021, subject to performance	
<b>Total</b>			<b>3,280,333</b>	<b>2,920,000</b>			<b>\$ 2,727,721</b>	
<b>Holston</b>	4/24/2018	RSUs	101,900				\$ 771,383	33% in 2019, 2020 and 2021
	4/24/2018	PSUs	101,900				\$ 771,383	100% in 2021, subject to performance
	4/24/2018	Options	800,000	0	\$ 14.68	4/24/2028	\$ 0	33% in 2019, 2020 and 2021
	4/24/2018	RSUs	250,000				\$ 1,892,500	33% in 2019, 2020 and 2021
<b>Total</b>			<b>1,253,800</b>	<b>0</b>			<b>\$ 3,435,266</b>	
<b>Joyce</b>	6/10/2010	Options	650,000	650,000	\$ 15.68	6/10/2020	\$ 0	
	6/9/2011	Options	700,000	700,000	\$ 18.58	6/9/2021	\$ 0	
	9/7/2012	Options	700,000	700,000	\$ 21.59	9/7/2022	\$ 0	
	9/13/2013	Options	500,000	500,000	\$ 23.78	9/13/2023	\$ 0	
	9/5/2014	Options	550,000	550,000	\$ 26.10	9/5/2024	\$ 0	
	9/11/2015	Options	184,000	184,000	\$ 24.95	9/11/2025	\$ 0	
	9/11/2015	RSUs	20,000				\$ 151,400	50% in 2019 and 2020
	7/28/2016	RSUs	150,000				\$ 1,135,500	100% on 12/31/2019
	9/9/2016	Options	200,000	200,000	\$ 30.11	9/9/2026	\$ 0	
	9/9/2016	PSUs	27,000				\$ 204,390	100% in 2019, subject to performance
	9/6/2017	Options	200,000	200,000	\$ 24.92	9/6/2027	\$ 0	
	2/26/2018	RSUs	116,700				\$ 883,419	100% on 2/26/2019
	2/26/2018	PSUs	116,700				\$ 883,419	100% in 2021, subject to performance
<b>Total</b>			<b>4,114,400</b>	<b>3,684,000</b>			<b>\$ 3,258,128</b>	
<b>Murphy</b>	9/7/2012	Options	100,000	100,000	\$ 21.59	9/7/2022	\$ 0	
	9/13/2013	Options	80,000	80,000	\$ 23.78	9/13/2023	\$ 0	
	7/24/2014	RSUs	5,000				\$ 37,850	100% on 7/24/2019
	9/5/2014	Options	1,873	1,498	\$ 26.10	9/5/2024	\$ 0	100% on 9/5/2019
	9/5/2014	Options	98,127	78,501	\$ 26.10	9/5/2024	\$ 0	100% on 9/5/2019
	9/11/2015	Options	125,000	75,000	\$ 24.95	9/11/2025	\$ 0	50% in 2019 and 2020
	9/11/2015	RSUs	10,000				\$ 75,700	50% in 2019 and 2020
	7/28/2016	RSUs	30,000				\$ 227,100	33% in 2019, 2020 and 2021
	9/30/2016	Options	150,000	60,000	\$ 29.62	9/30/2026	\$ 0	33% in 2019, 2020 and 2021
	2/10/2017	RSUs	20,000				\$ 151,400	25% in 2019, 2020, 2021 and 2022
	6/9/2017	RSUs	100,000				\$ 757,000	50% in 2020 and 2022
	9/6/2017	Options	150,000	30,000	\$ 24.92	9/6/2027	\$ 0	25% in 2019, 2020, 2021 and 2022
	9/6/2017	RSUs	16,800				\$ 127,176	25% in 2019, 2020, 2021 and 2022
	1/29/2018	Options	500,000	0	\$ 16.28	1/29/2028	\$ 0	100% on 1/29/2021 (50% subject to vesting in 2019 for performance)
	2/26/2018	RSUs	90,000				\$ 681,300	33% in 2019, 2020 and 2021
2/26/2018	PSUs	90,000				\$ 681,300	100% in 2021, subject to performance	
<b>Total</b>			<b>1,566,800</b>	<b>424,999</b>			<b>\$ 2,738,826</b>	

Amounts presented in the tables above do not reflect an adjustment that was made by the Compensation Committee to the equity awards for the named executives (other than Mr. Culp's PSU grant) as a result of the merger of GE Transportation and Wabtec and the subsequent spin-off of Wabtec shares to GE shareowners on February 25, 2019. This anti-dilutive adjustment was made to preserve the value of the awards following the spin-off. Subsequent to the spin-off, all amounts under "Number Outstanding" and "Portion Exercisable" were subject to an adjustment by multiplying the number shown by 1.04038. Amounts under the "Exercise Price" column were subject to an adjustment by multiplying the number shown by 0.96118.

**MARKET VALUE.** The market value of RSUs and PSUs is calculated by multiplying the closing price of GE stock as of December 31, 2018 (\$7.57) (the last trading day for the year) by the number of shares underlying each award and, with respect to the PSUs, assuming satisfaction of the target levels for the applicable performance conditions. For options, the market value is calculated by multiplying the number of shares underlying each award by the spread between the award's exercise price and the closing price of GE stock as of December 31, 2018.

**VESTING SCHEDULE**

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**Options** vest on the anniversary of the grant date in the years shown in the table. The table reflects accelerated vesting for Mr. Flannery's stock options, but an expiration date of no later than December 31, 2020, per the terms of his separation agreement. Awards that were forfeited by Mr. Flannery upon his separation are no longer reflected above. The table shows an accelerated stock option vesting schedule for Mr. Joyce because his awards qualified for retirement-eligible

### 42 GE 2019 Proxy Statement

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**Table of Contents**

accelerated vesting between 2018 and 2021. See “[Potential Termination Payments](#)” on page 47 for the requirements for an award to qualify for retirement-eligible accelerated vesting (the executive is age 60 or older and the award has been held for at least one year).

**RSUs** vest on the anniversary of the grant date in the years shown in the table, or upon the awards qualifying for retirement-eligible vesting (as discussed above for options).

**PSUs** vest at the beginning of the year indicated when the Compensation Committee certifies that the performance conditions have been achieved. See “[2016 PSU Grants](#)” on page 34 for details on the performance conditions for the 2016 grants, which were cancelled by the committee. See the table below for details on the performance conditions for the 2018 grants. The 2018 PSU grants (other than the inducement grant to Mr. Culp) are also subject to a one-year holding requirement, regardless of whether the executive has met his or her stock ownership requirements. No PSU grants were made in 2017.

**2018 PSUs (ALL NAMED EXECUTIVES OTHER THAN MR. CULP)**

(2018–2020)					
Performance goal	How Measured	Weighting	Threshold	Target	Maximum
Relative TSR*	Cumulative vs. S&P 500	100%	Earn 25% 35 <sup>th</sup> percentile	Earn 100% 55 <sup>th</sup> percentile	Earn 175% 80 <sup>th</sup> percentile

\* The Compensation Committee has the authority to adjust this metric for extraordinary items.

**2018 INDUCEMENT PSUs (ONLY FOR MR. CULP)**

Performance goal	How Measured	Weighting	(2018–2022)
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