



DIVISION OF  
CORPORATION FINANCE

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

January 2, 2026

Julia Lapitskaya  
Gibson, Dunn & Crutcher LLP

Re: GE HealthCare Technologies Inc. (the "Company")  
Incoming Letter dated December 29, 2025

Dear Julia Lapitskaya:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Martin Harangozo for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Company represents that it has a reasonable basis to exclude the Proposal. Based solely on that representation, we will not object if the Company excludes the Proposal from its proxy materials.

Copies of all of the correspondence on which this response is based will be made available on our website.

Sincerely,

Division of Corporation Finance  
Office of Chief Counsel

cc: Martin Harangozo

December 29, 2025

VIA ONLINE PORTAL SUBMISSION

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: *GE HealthCare Technologies Inc.*  
*Stockholder Proposal of Martin Harangozo*  
*Securities Exchange Act of 1934—Rule 14a-8*

Ladies and Gentlemen:

This letter notifies the staff of the Division of Corporation Finance (the “Staff”) that our client, GE HealthCare Technologies Inc. (“GE HealthCare” or the “Company”), intends to omit from its proxy statement and form of proxy for its 2026 Annual Meeting of Stockholders (collectively, the “2026 Proxy Materials”) a stockholder proposal and statement in support thereof (collectively, the “Proposal”) received from Martin Harangozo (the “Proponent”).

Pursuant to Rule 14a-8(j) and the Staff’s Statement Regarding the Division of Corporation Finance’s Role in the Exchange Act Rule 14a-8 Process for the Current Proxy Season issued on November 17, 2025 (the “Staff Statement”), the Company hereby requests that the Staff confirm that it will not object if the Company omits the Proposal from the 2026 Proxy Materials. In this regard, the Company represents that it has a reasonable basis to exclude the Proposal under Rule 14a-8, prior published guidance, and/or judicial decisions.

As discussed in greater detail in Exhibit A, which is incorporated herein by reference, the Proposal may be excluded from the 2026 Proxy Materials because:

- the Proposal relates to the redress of a personal grievance and is designed to benefit the Proponent in a manner that is not in the common interest of the Company’s stockholders (Rule 14a-8(i)(4));
- the Company has substantially implemented the Proposal (Rule 14a-8(i)(10));
- the Proponent failed to provide adequate proof of continuous share ownership in response to the Company’s proper request for such information (Rule 14a-8(b) and Rule 14a-8(f)(1)); and
- the Proponent failed to provide the Company with an adequate written statement regarding the Proponent’s ability to meet with the Company to discuss the Proposal (Rule 14a-8(b)(1)(iii) and Rule 14a-8(f)(1)).

A copy of the Proposal is attached to this letter as Exhibit B and incorporated herein by reference.

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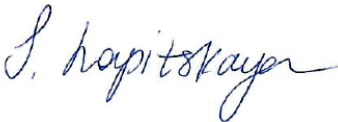
Pursuant to Rule 14a-8(j), we have, on behalf of the Company:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2026 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) require stockholder proponents to provide companies a copy of any correspondence that they submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to this Proposal, it should provide a copy of that correspondence concurrently to the undersigned on behalf of the Company.

We are available to provide the Staff with any additional information and answer any questions regarding this matter. Please do not hesitate to call me at (212) 351-2354. Correspondence regarding this matter should be sent to [shareholderproposals@gibsondunn.com](mailto:shareholderproposals@gibsondunn.com).

Sincerely,



Julia Lapitskaya

Enclosures

cc: Jennie Balkas, GE HealthCare Technologies Inc.  
Martin Harangozo

## Exhibit A

### THE PROPOSAL

The resolved clause of the Proposal states:

Resolved: that shareholders of GE HealthCare Technologies Inc. (“GEHC” or “Company”) urge the Board of Directors (“Board”) to report to shareholders on the governance measures GEHC has implemented since 2019 to more effectively monitor and manage human rights risks related to workplace health and safety, including whether and how the Board (or Board committee) oversees policies that affect the Company’s injury rate, attendance policies impacting worker health and safety, and other relevant measures. The report should be prepared at reasonable cost and omit confidential and proprietary information.

### ANALYSIS

**I. The Proposal Is Excludable Under Rule 14a-8(i)(4) Because The Proposal Relates To The Redress Of A Personal Grievance And Is Designed To Benefit The Proponent In A Manner That Is Not In The Common Interest Of The Company’s Stockholders.**

1. Background.

The Proposal is yet another chapter in a long-running, annual attempt by the Proponent to misuse the Commission’s stockholder proposal rules by leveraging the Company’s annual meeting of stockholders as a platform to reassert and advance his personal grievance against General Electric Company (“General Electric”),<sup>1</sup> from which the Company was spun-off in 2023 (the “Spin-Off”). This year, in an attempt to circumvent the intent and purpose of Rule 14a-8, the Proponent has embraced another stockholder’s facially neutral proposal, although the circumstances of the Company’s relationship to General Electric and the Proponent’s history with General Electric and the Company demonstrate the Proponent’s intent to utilize the Commission’s rules to redress a personal claim or grievance against General Electric and to benefit the Proponent’s personal interest, which is not shared by other stockholders at large.

We note that the Proponent became a stockholder of the Company exclusively by virtue of the Spin-Off, pursuant to which General Electric distributed approximately 80.1% of the shares of common stock of the Company to holders of General Electric on January 3, 2023. Although the Company has operated as an independent company since the Spin-Off, the Proponent clearly views the Company as an extension of General Electric and intends to use the Company’s stockholder proposal process as an opportunity to air his grievances against General Electric.

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<sup>1</sup> Upon completion of the spin-off of GE Vernova Inc. on April 2, 2024, General Electric began operating as GE Aerospace. For purposes of this notice, “General Electric” also refers to GE Aerospace, where applicable.

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This intent was clearly demonstrated by the Proponent's submission of a stockholder proposal for inclusion in the Company's 2024 Annual Meeting of Stockholders. As discussed in *GE HealthCare Technologies Inc.* (avail. Mar. 22, 2024), the Proponent addressed his proposal to "General Electric," not the Company, and only directed the Company to replace one reference to "General Electric" with "GE Healthcare Technologies Inc." in response to the Company identifying this issue to the Proponent. See Exhibit C. However, the supporting statement clearly demonstrated the Proponent's intent to discuss matters relating to General Electric, not the Company. The supporting statement primarily consisted of disjointed and inflammatory statements addressing General Electric, including allegations against former General Electric executives, managers, and their family members. These allegations were accompanied by photos of the General Electric individuals referenced in the supporting statement.

This intent was further evidenced by the fact that the Proponent included General Electric and GE Vernova, a company spun-off from General Electric in 2024, in his responses to the Company's correspondence. See Exhibits G and H.

The Proponent views the Company as an extension of General Electric and not as an independent company, and therefore, the Proponent's personal history and grievances against General Electric are being imputed to the Company. The Proponent's personal history and grievances against General Electric are summarized in *General Electric Co.* (avail. Feb. 14, 2020; *recon. denied* Feb. 28, 2020) ("*General Electric 2020*"), which explains that the Proponent was hired by General Electric in 1990, separated from General Electric in 2011, and subsequently filed a claim against General Electric under General Electric's alternative dispute resolution process, asserting various allegations related to his employment with General Electric, and seeking monetary and other relief. *General Electric 2020* further explains that, commencing in 2012, General Electric received shareholder proposals every year from the Proponent and some variation of four other individuals. Since 2020, General Electric has continued to receive shareholder proposals from the Proponent annually. While some of the shareholder proposals from the Proponent have been facially neutral, several proposals have more explicitly raised claims relating to alleged inappropriate actions by then-management personnel and asserted the Proponent's perspective on such matters. The facts surrounding these submissions make clear that the Proponent has coordinated proposal submissions to General Electric in a manner designed to harangue General Electric, vindicate the Proponent's perspective, and provide the Proponent a continual platform to redress his personal grievance by speaking at General Electric's annual shareholder meetings. For example:

- At the Company's 2025 Annual Meeting of Stockholders, when the Company included the Proponent's facially neutral proposal requesting that the Company's Board of Directors adopt a policy requiring stockholder approval of certain severance payments, the Proponent devoted most of the time allotted for his proposal to discuss his personal history with General Electric and air his longstanding grievances against General Electric, including allegations relating to the improper termination of an employee.
- At General Electric's 2023 Annual Meeting of Shareholders, when General Electric included the Proponent's facially neutral proposal to sell General Electric in its 2023 proxy statement, the Proponent devoted most of the time allotted for his proposal to

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discuss his personal history with General Electric and air his longstanding grievances against General Electric, including allegations of improper dealings in stock options and stock by General Electric's former chief executive officer and the retirement of General Electric's former chief executive officer, noting "[s]ome shareholders believe that Welch's right hand man Jeff Immelt helped squeeze and squeeze, GE fattening the stock option opportunities, Immelt knew that squeezed company will collapse and sold millions in options before being selected as CEO. Welch was impressed that Immelt quite naturally parachuted out."

- At General Electric's 2022 Annual Meeting of Shareholders, the Proponent submitted a proposal requesting the cessation of all executive stock option and bonus programs. However, when given the chance to speak on his proposal, the Proponent instead devoted most of the time allotted for his proposal to discuss his personal history with General Electric, airing his longstanding grievances against General Electric and criticizing General Electric's executive compensation structure (e.g., alleging that "GE printed in the published proxy statement of 2013 that [sic] paid fines to the SEC for cooking the books," that "Jeffrey Immelt laughed at me," and that "[t]he current pay structure incentivized a few leaders at the top to manipulate the stock price to make them rich, collapsing the company.").
- At General Electric's 2021 Annual Meeting of Shareholders, where the Proponent submitted a proposal requesting that there be two candidates for each board directorship, the Proponent devoted most of the time allotted for his proposal to discuss his personal history with General Electric, air his longstanding grievances against General Electric, including allegations of inappropriate accounting, and derided former management (e.g., alleging that his former supervisor "retaliated against those that questioned his accounting" and "lied under oath").

Copies of the relevant portions of the transcript from the Company's 2025 Annual Meeting of Stockholders and the publicly available transcripts from General Electric's 2023, 2022, and 2021 Annual Meetings of Shareholders are attached as Exhibit D.

As demonstrated by *GE HealthCare Technologies Inc.*, and the other precedent discussed above, the Proponent has a demonstrated record of abusing the stockholder proposal process to gain a public platform to assert his personal grievances against General Electric. While the Company's shareholders have had to endure the Proponent's games, they have not endorsed his efforts. The Proponent's proposal at the Company's 2025 Annual Meeting, requesting the adoption of a policy requiring shareholder approval of certain severance payments, received only 6.0% of the votes cast.

Thus, the Proponent's submission of this year's Proposal simply represents the latest in a series of actions that the Proponent has taken in his decade-long crusade against General Electric—and now the Company. Accordingly, the Proposal is properly excludable under Rule 14a-8(i)(4).

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## 2. The Proposal May Be Excluded Under Rule 14a-8(i)(4) Because It Seeks To Redress A Personal Grievance And Is Designed To Benefit The Proponent In A Manner That Is Not In The Common Interest Of Stockholders.

Rule 14a-8(i)(4) permits the exclusion of stockholder proposals that are (i) related to the redress of a personal claim or grievance against a company or any other person, or (ii) designed to result in a benefit to a proponent or to further a personal interest of a proponent, which other stockholders at large do not share. The Commission has stated that Rule 14a-8(i)(4) is designed to “insure that the security holder proposal process [is] not abused by proponents attempting to achieve personal ends that are not necessarily in the common interest of the issuer’s shareholders generally.” Exchange Act Release No. 20091 (Aug. 16, 1983). In addition, the Commission has stated, in discussing the predecessor of Rule 14a-8(i)(4) (Rule 14a-8(c)(4)), that Rule 14a-8 “is not intended to provide a means for a person to air or remedy some personal claim or grievance or to further some personal interest. Such use of the security holder proposal procedures is an abuse of the security holder proposal process . . . .” Exchange Act Release No. 19135 (Oct. 14, 1982) (“1982 Release”). Moreover, the Commission has noted that “[t]he cost and time involved in dealing with” a shareholder proposal involving a personal grievance or furthering a personal interest not shared by other shareholders is “a disservice to the interests of the issuer and its security holders at large.” *Id.* Thus, Rule 14a-8(i)(4) provides a means to exclude stockholder proposals the purpose of which is to “air or remedy” a personal grievance or advance some personal interest.

The Commission also has confirmed that this basis for exclusion applies even to proposals phrased in terms that “might relate to matters which may be of general interest to all security holders.” Exchange Act Release No. 19135 (Oct. 14, 1982). In this regard, the Commission noted that for a while the Staff would require “the issuer [to] show a direct relationship between the subject matter of a proposal and the proponent’s personal claim or grievance,” but that “proponents and their counsel began to draft proposals in broad terms so that they might be of general interest to all security holders.” As a result, “a proposal, despite its being drafted in such a way that it might relate to matters which may be of general interest to all security holders, properly may be excluded under paragraph [(i)](4), if it is clear from the facts presented by the issuer that the proponent is using the proposal as a tactic designed to redress a personal grievance or further a personal interest.” Notably, in 1997, the Commission proposed to modify the administration of the personal grievance exclusion, under which the Staff would concur in exclusion “only if the proposal (including any supporting statement) on its face relates to a personal grievance or special interest.” See Exchange Act Release No. 39093 (Sept. 18, 1997). However, in light of stockholders’ opposition to the proposal, in 1998, the Commission determined not to revise the exclusion, and stated, “We have therefore decided not to implement the proposal, and will continue to administer the rule consistently with our current practice of making case-by-case determinations on whether the rule permits exclusion of particular proposals.”

Notably, the Staff has previously concurred that a facially neutral proposal submitted by the Proponent to General Electric could be excluded pursuant to Rule 14a-8(i)(4) due to the Proponent’s history of confrontation with General Electric and record of submitting proposals to advance a personal claim or grievance. In *General Electric Co.* (avail. Mar. 4, 2024) (“*General Electric 2024*”), the Staff concurred with the exclusion of a proposal from the Proponent

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recommending that senior executives be required to hold any shares they receive in connection with the exercise of stock options for the life of the executive. General Electric argued that the Proponent's history with General Electric, and the proposal's focus on General Electric's prior executive leaders and their equity compensation, a subject which the Proponent had long harangued General Electric about publicly at various annual meetings, demonstrated the Proponent's personal grievance against General Electric. Likewise, the Staff has concurred that facially neutral proposals submitted by other proponents can be excluded pursuant to Rule 14a-8(i)(4) if the proponent has a demonstrated history of confrontation with the company or a record of abusing the stockholder proposal process to advance a personal grievance or claim. For example, in *MGM Mirage* (avail. Mar. 19, 2001), the Staff concurred with the exclusion of a proposal that would require the company to adopt a written policy regarding political contributions and furnish a list of any of its political contributions submitted on behalf of a proponent who had filed a number of lawsuits against the company based on the company's decisions to deny the proponent credit at the company's casino and, subsequently, to bar the proponent from the company's casinos, among other things. The company argued that the proponent was using the proposal to further his personal agenda, none of which was referenced in the proposal or supporting statement.

On numerous occasions, the Staff has also concurred with the exclusion of a proposal that has a facially neutral resolution, but where facts demonstrate that the proposal's true intent is to further a personal interest or redress a personal claim or grievance, such as when the subject matter of the proposal relates to the proponent's personal claim or grievance. For example, in *Sempra Energy* (avail. Mar. 15, 2022), the Staff concurred with the exclusion of a facially neutral proposal to create a committee to oversee the company's response to human rights developments, where the proponent had previously alleged that the company's public accounting firm was enforcing policies against the proponent's father that violated international principles of human rights.

*General Electric 2024* and the other foregoing precedent, as well as the Commission's statements in the 1982 Release, demonstrate that Rule 14a-8(i)(4) contemplates looking beyond the four corners of a proposal for purposes of identifying the personal grievance to which the submission of the proposal relates, particularly in instances where the subject matter of a facially neutral proposal relates to the proponent's personal grievance or where the proponent has a history of confrontation with the company or abuse of the stockholder proposal process. Exactly as described in the 1982 Release, the Proponent has drafted the Proposal in neutral terms so that it might appear to be of general interest to all security holders, in an effort to circumvent the Rule 14a-8(i)(4) standard. Nevertheless, it is clear from the facts surrounding the submission of the Proposal, including that the Company is a progeny of General Electric and the Proponent's extensive history with General Electric, that the Proponent is attempting to use the stockholder proposal process as a tactic to assert his personal grievance against General Electric.

We note that this Proposal is not the first time that the Proponent has submitted a stockholder proposal at other companies in order to seek redress of the Proponent's personal grievance against General Electric and former General Electric management. See, e.g., *The Home Depot, Inc.* (avail. Mar. 9, 2023) (concurring with the exclusion of a proposal requesting Home Depot adopt cumulative voting in the election of directors where the supporting statements criticized

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General Electric management and General Electric, where the Proponent failed to provide the requisite proof of continuous share ownership); *Walmart Inc.* (avail. Mar. 28, 2019, recon. granted Apr. 4, 2019) (concurring with the exclusion of images under Rule 14a-8(i)(3) in a proposal requesting Walmart Inc. adopt cumulative voting in the election of directors where the supporting statements both criticized the Proponent's former General Electric supervisor and referenced alleged retaliation against employees); *Walmart Inc.* (avail. Mar. 8, 2018) (concurring with the exclusion of a proposal as dealing with matters relating to the company's ordinary business operations, where the proposal requested a report on Walmart Inc.'s supplier requirements and the supporting statements both criticized the Proponent's former General Electric supervisor and referenced General Electric terminating an engineer's employment). This sort of ongoing gamesmanship, targeting other companies and deploying neutral language in proposals to eschew exclusion under Rule 14a-8(i)(4), does not serve the goals of the stockholder proposal process and is instead an abuse of the Commission's rules that should not be condoned.

In keeping with the well-established precedent, the Proposal is properly excludable under Rule 14a-8(i)(4) because "it is clear from the facts presented by the issuer that the proponent is using the proposal as a tactic designed to redress a personal grievance or further a personal interest." The Proposal was clearly submitted to achieve the Proponent's personal ends, which are not in the common interest of the Company's stockholders and relate to General Electric, an entirely separate and independent company. Requiring the Company to include this Proposal in its 2026 Proxy Materials would allow the Proponent to continue to subvert and abuse the Rule 14a-8 process by advancing his personal interests, which are not in the common interest of the Company's stockholders.

## **II. The Proposal Is Excludable Under Rule 14a-8(i)(10) Because The Company Has Substantially Implemented The Proposal.**

### **1. Background On Substantial Implementation Under Rule 14a-8(i)(10).**

Rule 14a-8(i)(10) permits a company to exclude a stockholder proposal from its proxy materials if the company has "substantially implemented" the proposal. The Commission stated in 1976 that the predecessor to Rule 14a-8(i)(10) was "designed to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management." Exchange Act Release No. 12598 (July 7, 1976) ("1976 Release"). Originally, the Staff narrowly interpreted this predecessor rule and concurred with the exclusion of a proposal only when proposals were "'fully' effected" by the company. See Exchange Act Release No. 19135 (Oct. 14, 1982). By 1983, the Commission recognized that the "previous formalistic application of [the Rule] defeated its purpose" because proponents were successfully avoiding exclusion by submitting proposals that differed from existing company policy in minor respects. Exchange Act Release No. 20091, at § II.E.6. (Aug. 16, 1983) ("1983 Release"). Therefore, in the 1983 Release, the Commission adopted a revised interpretation of the rule to permit the omission of proposals that had been "substantially implemented," and the Commission codified this revised interpretation in Exchange Act Release No. 40018, at n.30 (May 21, 1998).

Applying this standard, when a company can demonstrate that it already has taken actions to

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address the underlying concerns and essential objectives of a stockholder proposal, the Staff has concurred that the stockholder proposal has been “substantially implemented” and may be excluded as moot. The Staff has noted that “a determination that the company has substantially implemented the proposal depends upon whether [the company’s] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” *Walgreen Co.* (avail. Sept. 26, 2013); *Texaco, Inc. (Recon.)* (avail. Mar. 28, 1991).

At the same time, a company need not implement a proposal in exactly the same manner set forth by the proponent. In *General Motors Corp.* (avail. Mar. 4, 1996), the company observed that the Staff had not required that a company implement the action requested in a proposal exactly in all details but had been willing to issue no-action letters under the predecessor of Rule 14a-8(i)(10) in situations where the “essential objective” of the proposal had been satisfied. The company further argued, “[i]f the mootness requirement [under the predecessor rule] were applied too strictly, the intention of [the rule]—permitting exclusion of ‘substantially implemented’ proposals—could be evaded merely by including some element in the proposal that differs from the registrant’s policy or practice.” Therefore, if a company has satisfactorily addressed both the proposal’s underlying concerns and its “essential objective,” the proposal will be deemed “substantially implemented” and, therefore, may be excluded.

## 2. *The Company’s Governance Measures And Related Public Disclosures Substantially Implement The Proposal.*

The Company has addressed each element of the Proposal through its disclosures about its governance measures related to workplace health and safety. Accordingly, the Proposal is properly excludable under Rule 14a-8(i)(4).

When a company has already acted favorably on an issue addressed in a stockholder proposal, Rule 14a-8(i)(10) does not require the company and its stockholders to reconsider the issue. In this regard, the Staff has on numerous occasions taken the position that a stockholder proposal requesting that a company’s board of directors prepare a report pertaining to environmental, social, or governance issues may be excluded when the company has provided information about the issues in other public disclosures. For example, in *Uber Technologies, Inc. (American Conservative Values ETF)* (avail. Mar. 18, 2025), a proposal requested that the company’s board of directors conduct an assessment and issue a report evaluating how the company’s board oversees risks related to discrimination against individuals based on certain characteristics. The company had already conducted and publicly announced the results of a civil rights assessment related to discrimination and published various other policies and reports that included disclosures that satisfied the essential objectives of the proposal and the underlying concerns outlined in the proposal and supporting statement. The Staff concurred that the proposal could be excluded because the company substantially implemented the proposal. Similarly, in *Tractor Supply Company* (avail. Mar. 26, 2025), a proposal requested that the company’s board of directors prepare a report on the company’s efforts to prevent harassment and discrimination based on gender identity and sexual orientation. The Commission concurred with the exclusion of the proposal after the company argued that its existing disclosures, including its Human Rights Policy and Code of Business Ethics and Conduct, substantially implemented the essential objectives of the proposal.

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As with *Uber Technologies*, *Tractor Supply*, and the other precedents cited above, the Company has already substantially implemented the Proposal through its public disclosures regarding its governance measures relating to workplace health and safety. The essential objective of the Proposal is for the Company to provide additional information regarding its governance measures that relate to workplace health and safety. Specifically, the Proposal and Supporting Statement can be broken down into a (1) request for a report on the Company’s “governance measures . . . implemented since 2019 to more effectively monitor and manage human rights risks related to workplace health and safety”; (2) request that the report address “whether and how the Board (or Board committee) oversees policies that affect the Company’s injury rate, attendance policies impacting worker health and safety, and other relevant measures”; and (3) suggestion that the report address best practices including (a) “adopting a sustainability reporting framework,” (b) “formalizing the board’s responsibilities,” and (c) “linking executive pay to HCM objectives.” As shown in the table below, the Company’s existing public disclosures directly address all of these elements.

<b>Elements of the Proposal and Supporting Statement</b>	<b>How the Company’s Governance Measures and Related Public Disclosures Address this Element</b>
<p>A report on the Company’s “governance measures . . . implemented since 2019 to more effectively monitor and manage human rights risks related to workplace health and safety.”</p>	<ul style="list-style-type: none"> <li>• <b>Board and management roles and responsibilities:</b> Since 2023, the year in which the Company separated from General Electric, the Company has published annually a sustainability report, which describes in detail the Company’s sustainability governance framework, including a discussion of the Board’s oversight of sustainability-related matters such as employee health and safety.               <ul style="list-style-type: none"> <li>○ As described in the 2024 sustainability report (the “2024 Report”), the Board oversees the Company’s environmental, social and governance (“ESG”) program and the establishment and execution of corporate strategy by management.<sup>2</sup></li> <li>○ The 2024 Report explains how senior management has ownership and accountability for environmental, health and safety performance, implementing policies, and setting targets.<sup>3</sup></li> <li>○ The 2024 Report describes how at the management level, the Company’s Enterprise Stewardship Program Committee oversees the Company’s ESG efforts and enterprise risk management program.</li> </ul> </li> </ul>

<sup>2</sup> 2024 Report, at p. 14, *available at*: <https://www.gehealthcare.com/-/jssmedia/gehc/us/files/about-us/sustainability/reports/ge-healthcare-sustainability-report-2024.pdf?rev=-1>.

<sup>3</sup> 2024 Report, at p. 26.

	<ul style="list-style-type: none"> <li>○ The 2024 Report also explains that the Company has a number of other management committees and councils that oversee specific issues related to sustainability.<sup>4</sup></li> <li>• <u>Board committee oversight</u>: The 2024 Report also discusses the specific roles of the Board’s committees in overseeing risks related to workplace health and safety.<sup>5</sup> <ul style="list-style-type: none"> <li>○ The <u>Governance Committee</u> has primary oversight of human rights and environmental, health and safety matters.<sup>6</sup> The Company’s Governance Principles also provide that the Governance Committee is responsible for overseeing risks relating to health and safety matters.<sup>7</sup> <ul style="list-style-type: none"> <li>▪ As part of this oversight responsibility and as required by the Governance Committee’s charter,<sup>8</sup> the Governance Committee conducts an annual review of the Company’s operations and facility safety matters, which includes a review of the Company’s total injury and illness rate and serious injury and illness rate.</li> <li>▪ The 2024 Report also explains how the Governance Committee receives quarterly updates from the EHS Council.<sup>9</sup></li> </ul> </li> <li>○ The <u>Compensation Committee</u> has primary oversight of risks relating to human capital management, which may include matters such as workplace environment.<sup>10</sup></li> </ul> </li> <li>• <u>Management team processes</u>: The 2024 Report also discloses how the Company maintains global environmental, health, safety, and sustainability (“EHS”)</li> </ul>
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<sup>4</sup> 2024 Report, at p. 14.

<sup>5</sup> *Id.*

<sup>6</sup> *Id.*

<sup>7</sup> *Id.*

<sup>8</sup> Available at: <https://investor.gehealthcare.com/static-files/6268f9b7-fcf4-431a-b603-cf37bedffbe7>.

<sup>9</sup> 2024 Report, at p. 26.

<sup>10</sup> 2024 Report, at p. 14.

	<p>policies and standards, including the Company's EHS Framework and EHS Management System.<sup>11</sup></p> <ul style="list-style-type: none"> <li>○ As explained in the 2024 Report, the Company has an EHS Management System which lays the foundation for identifying and managing EHS risk and compliance in the Company's operations.<sup>12</sup></li> <li>○ The 2024 Report highlights how the Company's commitment to continuous improvement in EHS is reflected in regular enhancements to the EHS Management System.<sup>13</sup></li> </ul> <ul style="list-style-type: none"> <li>● <u>Key initiatives and performance highlights:</u> The 2024 Report also provides examples of the Company's employee health and safety oversight functions in action.             <ul style="list-style-type: none"> <li>○ The 2024 Report also provides specific data on the Company's health and safety performance.<sup>14</sup> As explained in the 2024 Report, the Company uses a wide range of leading and lagging indicator data to measure performance and drive accountability. The Company establishes goals annually with operating rhythms to routinely track, measure, and review progress.                 <ul style="list-style-type: none"> <li>▪ In 2024, the Company's total recordable incident rate was 0.30, a decrease compared with the 2023 rate of 0.32. The Company's Lost Time Injury Rate was 0.14, the same rate as in 2023.<sup>15</sup></li> <li>▪ In the "Key performance indicators" section of the 2024 Report, the Company reports on additional workforce safety measures, including the number of ISO 45001 operations certified and percentage of sites ISO 45001-certified. ISO 45001 is the international standard governing occupational health and safety management.<sup>16</sup></li> </ul> </li> </ul> </li> <li>● <u>Policies:</u> The Company has adopted, and made publicly available, various policies that demonstrate the</li> </ul>
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<sup>11</sup> 2024 Report, at pp. 27, 40.

<sup>12</sup> 2024 Report, at p. 40.

<sup>13</sup> 2024 Report, at p. 27.

<sup>14</sup> 2024 Report, at p. 29.

<sup>15</sup> *Id.*

<sup>16</sup> 2024 Report, at p. 74.

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	<p>Company’s commitment to, and oversight of, human rights risks related to workplace health and safety, including:</p> <ul style="list-style-type: none"> <li>○ The <u>Human Rights Statement of Principles</u>, which explain that the Board and its committees oversee the execution of the Company’s ESG strategies and initiatives, with the Governance Committee having oversight of protection of human rights among other responsibilities;<sup>17</sup></li> <li>○ The <u>Governance Principles</u>, which provide the Governance Committee with oversight responsibility for risks relating to health and safety matter;<sup>18</sup></li> <li>○ The <u>Code of Conduct (The Spirit &amp; The Letter)</u>, which provides additional information regarding the Company’s commitment to workplace safety;<sup>19</sup></li> <li>○ The <u>Human Rights Policy</u>, which includes a commitment to provide all workers with a safe and healthy work environment; and<sup>20</sup></li> <li>○ The <u>Environmental, Health Safety and Sustainability Policy</u>, which further demonstrates the Company’s commitment to EHS excellence, including by implementing strong EHS programs and standards, complying with EHS laws and the Company’s EHS standards, and managing risks and opportunities.<sup>21</sup></li> </ul>
<p>That the report address “whether and how the Board (or Board committee) oversees policies that affect the Company’s injury rate, attendance policies impacting</p>	<p>The 2024 Report and/or the Company’s 2025 Proxy Statement (the “2025 Proxy Statement”) address:</p> <ul style="list-style-type: none"> <li>• The Governance Committee’s oversight responsibility for risks related to employee health and safety.<sup>22</sup> As required by its charter, the Governance Committee conducts an</li> </ul>

<sup>17</sup> Available at: [https://www.gehealthcare.com/-/jssmedia/gehc/us/files/about-us/sustainability/reports/gea35254-human\\_rights\\_statement\\_of\\_principles\\_r3.pdf?rev=-1&srsId=AfmBOoruRHlu6nnEXmnD2D5oh56eOCpKockWO8QD68hzomXpEvqJEyxP](https://www.gehealthcare.com/-/jssmedia/gehc/us/files/about-us/sustainability/reports/gea35254-human_rights_statement_of_principles_r3.pdf?rev=-1&srsId=AfmBOoruRHlu6nnEXmnD2D5oh56eOCpKockWO8QD68hzomXpEvqJEyxP).

<sup>18</sup> Available at: <https://investor.gehealthcare.com/static-files/62569002-5a5a-4aac-a4d4-59932b437b9a>.

<sup>19</sup> Available at: <https://investor.gehealthcare.com/static-files/43e281ed-94d0-435e-90b7-ec78a928def7>.

<sup>20</sup> Available at: <https://www.gehealthcare.com/-/jssmedia/gehc/us/files/about-us/sustainability/reports/2025/human-rights-policy-april-2025.pdf?rev=-1>.

<sup>21</sup> Available at: [https://www.gehealthcare.com/-/jssmedia/gehc/us/files/about-us/sustainability/reports/gehc-ehs-sustainability-policy-2023-ext-version.pdf?rev=-1&srsId=AfmBOoqe3zvlfHn-PONEmmJidXS7SO0S\\_Q2gd8\\_osEqBNrWpqNo4pfbG/](https://www.gehealthcare.com/-/jssmedia/gehc/us/files/about-us/sustainability/reports/gehc-ehs-sustainability-policy-2023-ext-version.pdf?rev=-1&srsId=AfmBOoqe3zvlfHn-PONEmmJidXS7SO0S_Q2gd8_osEqBNrWpqNo4pfbG/).

<sup>22</sup> 2024 Report, at p. 14.

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<p>worker health and safety, and other relevant measures.”</p>	<p>annual review of the Company’s operations and facility safety measures.<sup>23</sup> This annual review covers relevant measures such as:</p> <ul style="list-style-type: none"> <li>○ total injury and illness rate; and</li> <li>○ serious injury and illness rate.</li> </ul> <ul style="list-style-type: none"> <li>• The Compensation Committee’s oversight responsibility for strategies and policies relating to the workplace environment, including the Compensation Committee’s annual review of the Company’s injury and illness rates in connection with its oversight of the Company’s annual cash bonus plan and the related safety performance modifier.<sup>24</sup></li> </ul>
<p>That the Board “adopt[] a sustainability reporting framework.”</p>	<p>As a member of the United Nations Global Compact, the Company aligns its strategy with the United Nations Sustainable Development Goals.<sup>25</sup></p> <p>The Company’s reporting follows internationally recognized standards and frameworks, including:</p> <ul style="list-style-type: none"> <li>• the Sustainability Accounting Standards Board; and</li> <li>• the Task Force on Climate-related Financial Disclosures, which have been incorporated into the International Financial Reporting Standards Foundation Sustainability Disclosure Standards.</li> </ul> <p>The Company provides detailed information in connection with the above frameworks in the appendices to its annual sustainability report.<sup>26</sup></p>
<p>That the Board “formaliz[e] the board’s responsibilities.”</p>	<p>As discussed above, the 2024 Report includes a discussion of the role of the Board and Board committees in overseeing risks related to workplace health and safety, and the Company has formalized these oversight responsibilities.<sup>27</sup> Specifically:</p> <ul style="list-style-type: none"> <li>• The <u>Governance Principles and the Governance Committee’s Charter</u> formalize the Governance Committee’s oversight responsibility for sustainability</li> </ul>

<sup>23</sup> Available at: <https://investor.gehealthcare.com/static-files/6268f9b7-fcf4-431a-b603-cf37bedffbe7>.

<sup>24</sup> 2025 Proxy Statement, at p. 42, available at: <https://investor.gehealthcare.com/static-files/7ed1b9f5-027e-4590-a4db-9b576003c010>.

<sup>25</sup> 2024 Report, at p. 3.

<sup>26</sup> 2024 Report, at pp. 73-83.

<sup>27</sup> 2024 Report, at p. 14.

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	<p>matters, including environmental, health and safety compliance and related risks.<sup>28</sup></p> <ul style="list-style-type: none"> <li>The <u>Compensation Committee's Charter</u> formalizes its oversight responsibility for human capital management, including workplace environment and culture.<sup>29</sup></li> </ul>
<p>That the Board “link[] executive pay to [human capital management] objectives.”</p>	<p>The 2025 Proxy Statement, on p. 42, explains that the Company’s annual cash bonus plan for executives, which is overseen by the Compensation Committee, includes an employee safety performance modifier that can increase or decrease payouts by up to five percentage points based on the Company’s safety performance relative to pre-established targets for injury and illness rates.</p> <p>In connection with overseeing management performance and determining bonus plan payouts, the Compensation Committee reviews performance on these metrics multiple times per year.</p>

Because the Company’s existing disclosures address each element of the Proposal and fulfill its essential objective, the Company’s actions implementing the Proposal present precisely the scenario contemplated by the Commission when it adopted the predecessor to Rule 14a-8(i)(10) “to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” 1976 Release. In this regard, the Proposal is readily distinguishable from proposals that seek exclusion on the grounds of substantial implementation under Rule 14a-8(i)(10), but do not address each element of the proposal. For example, in *Exxon Mobil Corp. (Unitarian Universalist Association)* (avail. Apr. 2, 2019), the proposal specifically requested information on election-related contributions and expenditures, including payments used for those purposes by certain tax-exempt organizations under 501(c)(4). The company pointed to reports on its direct political contributions and expenditures but argued that the term “indirect” political contributions and expenditures had no meaning in the context of the proposal, since the proposal excluded lobbying activities, notwithstanding the proposal’s specific request for non-deductible political contributions or expenditures from “committees and entities organized and operating under section 501(c)(4).” The Staff was unable to concur that the company’s public disclosures substantially implemented the proposal. In contrast, the Company’s existing disclosures address each of the Proposal’s inquiries exactly as requested, distinguishing itself from the *Exxon Mobil Corp.* precedent.

As the Company’s existing disclosures address each topic requested in the Proposal, and thus compare favorably with the disclosures requested by the Proposal, there is no further action required of the Company to address the Proposal.

<sup>28</sup> Available at: <https://investor.gehealthcare.com/static-files/62569002-5a5a-4aac-a4d4-59932b437b9a>; <https://investor.gehealthcare.com/static-files/6268f9b7-fcf4-431a-b603-cf37bedffbe7>.

<sup>29</sup> Available at: <https://investor.gehealthcare.com/static-files/ba51dca6-79f3-430c-a3de-a2508a311b02>.

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### III. The Proposal Is Excludable Under Rule 14a-8(b) And Rule 14a-8(f)(1) Because The Proponent Failed To Establish The Requisite Eligibility To Submit The Proposal.

#### 1. Procedural Background.

The Company intends to exclude the Proposal under Rule 14a-8(f)(1) because the Proponent failed to substantiate his eligibility to submit the Proposal under Rule 14a-8(b).

On October 24, 2025 (the “Submission Date”), the Company received the Proposal via email from the Proponent (the “Submission”). See Exhibit E.

The Proponent’s Submission did not include any documentary evidence of the Proponent’s ownership of Company shares. In addition, the Company reviewed its stock records, which did not indicate that the Proponent was the owner of record of any shares of Company stock. Accordingly, on November 5, 2025, which was within 14 calendar days of the date that the Company received the Submission, the Company sent a deficiency notice to the Proponent (the “Deficiency Notice”) by email. See Exhibit F.

As discussed further below, the Deficiency Notice identified a deficiency in the Submission related to proof of ownership. The Deficiency Notice also explained the steps that the Proponent could take to cure the deficiency and stated that the Commission’s rules required any response to the Deficiency Notice to be postmarked or transmitted electronically no later than 14 calendar days from the date the Deficiency Notice was received. The Deficiency Notice also included a copy of Rule 14a-8, Staff Legal Bulletin No. 14F (Oct. 18, 2011) (“SLB 14F”), and Staff Legal Bulletin No. 14M (Feb. 12, 2025) (“SLB 14M”).

On November 13, 2025, the Company received an email response from the Proponent purporting to address the deficiency relating to his proof of ownership (the “November 13th Response”). See Exhibit G. The November 13th Response included a letter from J.P. Morgan dated November 13, 2025 (the “JPM Letter”), verifying the Proponent’s ownership of the requisite number of the Company’s shares as of October 24, 2024. See Exhibit G. As discussed in more detail below, the November 13th Response is insufficient to cure this deficiency because the letter states that the Proponent held 803 Company shares as of October 24, 2024, but does not verify continuous ownership for the required one-year period preceding and including the Submission Date (October 24, 2025). As of the date of this letter, the Company has not received any further proof of the Proponent’s ownership of shares of the Company’s stock.

#### 2. Analysis.

Rule 14a-8(b)(1) provides, in part, that to be eligible to submit a proposal, a proponent must have continuously held at least \$2,000, \$15,000, or \$25,000 in market value of the company’s shares entitled to vote on the proposal for at least three years, two years, or one year, respectively, preceding and including the submission date.

Rule 14a-8(f) provides that a company may exclude a proposal if the proponent fails to provide

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evidence of eligibility under Rule 14a-8, including the beneficial ownership requirements of Rule 14a-8(b), provided that the company timely notifies the proponent of the problem and the proponent fails to correct the deficiency within the required time. Staff Legal Bulletin No. 14 (Jul. 13, 2001) (“SLB 14”) specifies that when the stockholder is not the registered holder (i.e., holder of record), the stockholder “is responsible for proving his or her eligibility to submit a proposal to the company,” which the stockholder may do by one of the ways provided in Rule 14a-8(b)(2). See Section C.1.c., SLB 14.

SLB 14F provides that proof of ownership letters may fail to satisfy Rule 14a-8(b)(1)’s requirement if they do not verify ownership “for the entire one-year period preceding and including the date the proposal [was] submitted.” This may occur if the letter verifies ownership as of a date before the submission date (leaving a gap between the verification date and the submission date) or if the letter verifies ownership as of a date after the submission date and only covers a one-year period, “thus failing to verify the shareholder’s beneficial ownership over the required full one-year period preceding the date of the proposal’s submission.” SLB 14F. The guidance in SLB 14F remains applicable even though Rule 14a-8 has since been amended to provide the tiered ownership thresholds described above. In each case, consistent with the Staff’s guidance in SLB 14F and as required by Rule 14a-8(b), a proponent who is not a holder of record must submit adequate proof demonstrating such proponent’s continuous ownership of the requisite amount of company shares for the requisite time period.

As discussed in the “Procedural Background” section III.1 above, the Proponent did not include with his Submission documentary evidence of the Proponent’s ownership of Company shares. See Exhibit E. Accordingly, the Company timely provided the Deficiency Notice, which described the ownership requirements, identified this deficiency and described how it could be remedied. The Proponent failed to cure this deficiency within 14 days of the Company’s timely Deficiency Notice, and the Company therefore intends to exclude the Proposal under Rule 14a-8(b) and Rule 14a-8(f)(1).

Under well-established precedent, the JPM Letter is insufficient because it fails to cover the entire one-year period up to and including the Submission Date. For example, in *AT&T Inc. (Lawrence)* (avail. Dec. 23, 2020), the proponents submitted the proposal on October 24, 2020, and, following the company’s delivery of a deficiency notice, provided a broker letter that established continuous ownership of company securities for “more than one year” as of November 9, 2020 (leaving an ownership gap of 16 days from October 24, 2019 to November 8, 2019). Similarly, in *Amazon.com, Inc. (Montgomery Trust)* (avail. Apr. 2, 2021), the proponent’s purported proof of ownership covered the 13-month period prior to and including November 30, 2020, but the proposal was submitted on December 17, 2020, leaving a 17-day gap in ownership. In both cases, the Staff concurred with the exclusion of the proposal due to the date gap, continuing a long line of Staff precedent strictly construing the requirement for proof of ownership to cover the entirety of the requisite time period. Here, the Proponent submitted the Proposal on October 24, 2025. As a result, the Proponent had to verify continuous ownership for the one-year period preceding and including this date (i.e., October 24, 2024 through October 24, 2025). The Deficiency Notice specifically stated that the Submission Date was October 25, 2025, and, after clearly describing the requisite ownership time periods, explained the necessity to prove continuous ownership “to satisfy at least one of the [o]wnership [r]equirements [of Rule 14a-8].” See Exhibit F. The JPM Letter, dated November 13, 2025,

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stated that “as of October 24, 2024, [the Proponent] has held and held continuously [...] 803 shares of GE HEALTHCARE TECHNOLOGIES INC COMMON STOCK.” Thus, the JPM Letter does not confirm continuous ownership of Company stock for the one-year period preceding and including the October 24, 2025 date the Proposal was submitted as it leaves a 364-day gap between October 24, 2024 and October 24, 2025.

It is well established that where a company provides proper notice of a procedural defect to a proponent and the proponent’s response fails to cure the defect, the company is not required to provide any further opportunities for the proponent to cure. In fact, Section C.6. of SLB 14 states that a company may exclude a proposal pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) if “the shareholder timely responds but does not cure the eligibility or procedural defect(s).” In addition, in SLB 14M, the Staff stated that it does not “view Rule 14a-8 as requiring a company to send a second deficiency notice to a proponent if the company previously sent an adequate deficiency notice prior to receiving the proponent’s proof of ownership and the company believes that the proponent’s proof of ownership letter contains a defect.” As a result, following receipt of the November 13th Response, the Company was under no obligation to provide the Proponent with a second deficiency notice nor any additional time to cure the deficiency that remained.

As in the precedent cited above, the Proponent failed to provide adequate documentary evidence of ownership of Company shares. Therefore, the Proponent has not demonstrated eligibility under Rule 14a-8 to submit the Proposal.

#### **IV. The Proposal Is Excludable Under Rule 14a-8(b) And Rule 14a-8(f)(1) Because The Proponent Failed To Provide The Company With An Adequate Written Statement Regarding The Proponent’s Availability To Meet With The Company.**

##### **1. Procedural Background.**

The Company intends to exclude the Proposal under Rule 14a-8(f)(1) because the Proponent failed to comply with the procedural requirements under Rule 14a-8 regarding the Proponent’s availability to meet with the Company.

As noted above, the Company received the Submission on the Submission Date. See [Exhibit E](#). The Submission provided:

Please submit the attached shareholder proposal in your 2026 proxy statement. I am available for discussion Wednesdays, Thursdays and Fridays at 4 PM, with one weeks [*sic*] notice. I intend to hold requisite number of shares until the conclusion of the 2026 shareholder meeting.

The Proponent’s Submission did not include an adequate written statement regarding his availability to meet with the Company to discuss the Proposal. Accordingly, on November 5, 2025, which was within 14 calendar days of the date that the Company received the Submission, the Company sent the Deficiency Notice to the Proponent by email. See [Exhibit F](#).

As discussed further below, the Deficiency Notice identified a deficiency in the Submission related to engagement availability. The Deficiency Notice explained the steps that the

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Proponent could take to cure the deficiency, and stated that the Commission's rules required any response to the Deficiency Notice to be postmarked or transmitted electronically no later than 14 calendar days from the date the Deficiency Notice was received. The Deficiency Notice also included a copy of Rule 14a-8, SLB 14F, and SLB 14M.

As noted above, the Submission stated that the Proponent was available to meet with the Company "Wednesdays, Thursdays and Fridays at 4 PM, with one weeks notice." Accordingly, the Deficiency Notice explained that the statement that the Proponent was available to meet on certain days of the week upon notice was not adequate because it failed to provide the specific dates of availability to meet with the Company that are within the time period expressly provided for in Rule 14a-8(b)(1)(iii).

The Deficiency Notice also described how the Rule 14a-8(b)(1)(iii) deficiency could be cured, stating:

[T]o remedy this defect, you must provide a statement to the Company of your engagement availability including the *specific dates* that you are available during the period between 10 and 30 days after the Submission Date.

On November 12, 2025, the Company received an email response from the Proponent. See [Exhibit H](#). The correspondence from Proponent stated that "[t]o improve availability communication . . . I am available at Nov 19 4 PM Eastern Time for GEHC." Instead of providing multiple dates and times of availability to meet with the Company, the Proponent included just one date and time.

## 2. Analysis.

Under Rule 14a-8(b)(1)(iii), as applicable to annual meetings to be held on or after January 1, 2022 (*see Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8*, Release No. 89964 (Sept. 23, 2020) (the "2020 Adopting Release")), a proponent must provide the company with a written statement that the proponent is able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the stockholder proposal. This written statement must include the proponent's contact information as well as "*business days and specific times*" (emphasis added) that the proponent is available to discuss the proposal with the company. The Commission explicitly stated that this requirement entails specifying more than one date for engagement availability. Specifically, when the Commission adopted Rule 14a-8(b)(1)(iii), it stated, "Shareholder-proponents will also be required to . . . identify specific business days and times (*i.e., more than one date and time*) that they are available to discuss the proposal." See 2020 Adopting Release (emphasis added).

Rule 14a-8(f)(1) permits a company to exclude a stockholder proposal from the company's proxy materials if the proponent fails to comply with the eligibility or procedural requirements under Rule 14a-8, provided that the company has timely notified the proponent of the deficiency, and the proponent has failed to correct such deficiency within 14 calendar days of receipt of such notice. The Staff has consistently concurred with the exclusion of proposals when proponents have failed, following a timely and proper request by a company, to timely

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furnish a written statement that includes specific dates and times of availability to meet with the company pursuant to Rule 14a-8(b)(1)(iii). For example, in *Visa Inc. (National Legal and Policy Center)* (avail. Nov. 8, 2023), the proponent provided a blanket statement of availability that tracked the full range of dates required under the rule, rather than a written statement containing specific dates and times regarding the proponent's ability to meet with the company to discuss the proposal. In response to a deficiency notice specifically identifying this deficiency, the proponent responded asserting that its original statement satisfied the rule. The Staff concurred with the exclusion of the proposal pursuant to Rule 14a-8(b)(1)(iii) and Rule 14a-8(f). Similarly, in *Amazon.com, Inc.* (avail. Apr. 5, 2024), the proponents' submission included only one date to meet with the company. In response to a timely deficiency notice, the proponents asserted that their original statement satisfied the rule. The Staff concurred with exclusion under Rule 14a-8(f) because the Proponents did not comply with Rule 14a-8(b)(1)(iii). Additionally, in *Deere & Co.* (avail. Dec. 5, 2022), the proponent's submission included only one date and time range to meet with the company, which fell outside the required date range of availability, and did not include sufficient proof of ownership. In response to a timely deficiency notice, the proponent corrected the proof of ownership deficiency but did not provide the required dates and times of availability to meet. The Staff concurred with the proposal's exclusion under Rule 14a-8(f). Thus, since Rule 14a-8(b)(1)(iii) was adopted, the Staff has strictly construed its requirements to provide specific dates for engagement availability.

Here, similar to the *Visa* precedent, the Submission initially provided only a general statement of availability (Wednesday, Thursday, and Fridays at 4:00 p.m., with one week's notice) for engagement availability rather than specific dates and times. See Exhibit E. The Company properly notified the Proponent of this deficiency and how to correct it in the Deficiency Notice. The Proponent's response to the Deficiency Notice does not satisfy the eligibility requirements of Rule 14a-8(b) because, similar to the *Amazon* and *Deere* precedent, the Proponent failed to provide multiple business dates of availability for the Proponent to meet with the Company as expressly provided for in Rule 14a-8(b)(1)(iii). See Exhibits F and H. The Proponent therefore failed to cure this deficiency within 14 days of receipt of the Company's timely Deficiency Notice.

Accordingly, consistent with the precedent cited above, the Proposal is excludable because, despite receiving timely and proper notice, the Proponent failed to supply, within 14 days of receipt of the Company's request, an adequate written statement regarding its ability to meet with the Company, as required by Rule 14a-8(b).

**Exhibit B**

Resolved: that shareholders of GE HealthCare Technologies Inc. (“GEHC” or “Company”) urge the Board of Directors (“Board”) to report to shareholders on the governance measures GEHC has implemented since 2019 to more effectively monitor and manage human rights risks related to workplace health and safety, including whether and how the Board (or Board committee) oversees policies that affect the Company’s injury rate, attendance policies impacting worker health and safety, and other relevant measures. The report should be prepared at reasonable cost and omit confidential and proprietary information. Supporting Statement: Workplace health and safety problems create serious risks that can impair corporate performance. Studies have shown a positive association between workplace safety and health and productivity.<sup>1</sup> Poor health and safety performance can damage a company’s reputation and relationships with stakeholders.<sup>2</sup> Boards are increasingly expected to exercise robust oversight over human capital management (“HCM”) matters, including worker health and safety. A leading law firm’s 2021 memo characterized HCM as a “board-level issue with vital strategic and risk oversight implications.”<sup>3</sup> The memo recommends steps boards should take to enhance HCM oversight, including adopting a sustainability reporting framework, formalizing the board’s responsibilities, and linking executive pay to HCM objectives. This Proposal asks GEHC to report on governance measures adopted to address workplace health and safety.

**Exhibit C**

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**From:** Martin Harangozo <[REDACTED]>

**Date:** November 21, 2023 at 7:38:08 PM EST

**To:** "Lapitskaya, Julia" <[JLapitskaya@gibsondunn.com](mailto:JLapitskaya@gibsondunn.com)>

**Subject:** GE Healthcare Technologies Inc. response to deficiency notice

**[WARNING: External Email]**

Julia,

1) The Deficiency notice sent by Gibson Dunn (Rob Kelley Associate Attorney) has been received on Nov 16, 7:58 PM.

2) The proposal is submitted according to Rule 14a-8, similar to proposals in prior GE proxies.

3) Please revise the first three words of the proposal from

"Recommended: General Electric"

to:

"Recommended: GE HealthCare Technologies Inc."

Additionally, Please revise the last paragraph of the proposal that reads:

"Still pondering, and or suspecting, and or believing this set of events, some shareholders encourage improved stock ownership requirements.

to:

"Pondering, suspecting, and or believing, some shareholders encourage improved stock ownership requirements."

4) Engagement Availability:

November 27, 3PM to 5 PM

November 28, 3PM to 5 PM

November 29, 3PM to 5 PM

November 30, 3PM to 5 PM

December 1, 3PM to 5 PM

December 4, 3PM to 5 PM

December 5, 3PM to 5 PM



5) Please find the proof of ownership statement from my record of holder and the relevant correspondence attached.

Kindest regards

Martin Harangozo

**Exhibit D**

**GE HealthCare Technologies Inc. Annual Meeting of Stockholders**

**Event Date / Time: May 28, 2025 / 9:00 am Central Time**

**Martin Harangozo**

Thank you. Good morning. Thank you and good morning. My name is Martin Harangozo. I am grateful to be a shareholder. I love this company, people and products. I've been the GE shareholder 35 years. Most of my life I've been an employee more than 20 years most of my professional career, my retirement savings and quality of life rely in part on the success of this company and that only the very best for this company for the short and long term. I care enough to raise my hand and to stand and to speak. I do not know of a more honorable shareholder. Since I started to speak at General Electric shareholder meetings, the valuation of the company doubled, gaining 212 billion dollars. This happened after General Electric implement the suggestions I made, such as curbing the debt and selling the company. Shareholder input is a critical ingredient to the General Electric turnaround from losing nearly all of its valuation to growing valuation by hundreds of billions. After the year 2000, General Electric, the most valuable US company, lost most of its valuation while the broader stock market tripled in value clearly something was wrong, requiring shareholder input to executive compensation in any form as a practice of shareholder oversight, a component critically lacking at the General Electric Company, yet most important. General Electric published in its 2014 proxy statement in black and white. And I quote word for word, there are routine compromises in the "spirit and letter commitment". Meanwhile General...

.....

**Frank Jimenez (GE HealthCare Technologies Inc., General Counsel & Corporate Secretary)**

Mr. Harangozo, Mr. Harangozo, we ask that you please keep your comments to the subject of the proposal you're representing and remember the meeting rules of conduct as we have communicated them to you.

.....

**Martin Harangozo**

All, as if the employee was never fired from the General Electric Company. The firing from the company occurred shortly after reporting that an appliance failed the fire and explosion test. General Electric used child photography in its unsuccessful four-year legal battle against the employee raising fire and explosion...

.....

**Frank Jimenez (GE HealthCare Technologies Inc., General Counsel & Corporate Secretary)**

Mr. Harangozo, Mr. Harangozo, I will give you one more opportunity to present your proposal and to keep your comments to the subject to the proposal and remember the meeting rules of conduct as we have communicated them to you.

.....

**Martin Harangozo**

So Robert Khuzami Director of the Securities Exchange Commission Division of Enforcement, General Electric agreed to a 50 million penalty. In November 2010, a shareholder raised concerns regarding accounting income for 2010 on parts, when in fact those parts were not yet sold, some of the parts were not projected...

.....

REFINITIV STREETEVENTS

# EDITED TRANSCRIPT

General Electric Co Annual Shareholders Meeting

EVENT DATE/TIME: MAY 03, 2023 / 2:00PM GMT

**Michael J. Holston *General Electric Company - Senior VP, General Counsel & Secretary***

Thank you, Mr. Chevedden. The Board recommends against this proposal for the reasons that are set forth on Page 65 of the proxy statement. I understand that Martin Harangozo is on the line today to present the shareholder proposal on the sale of the company. Operator, could you please open the line for Mr. Harangozo now?

**Martin Harangozo**

Thank you. Good morning. My name is Martin Harangozo. I am grateful to be a shareholder. I love this company, people and products. I've been a shareholder more than 30 years, most of my life. I've been an employee more than 20 years, most of my career. My retirement, savings and quality of life rely in part on the success of this company. I want only the very best for this company for the short and long term. I care enough to raise my hand to stand here and speak. I do not know of a more honorable shareholder pension.

Since the year 2000, General Electric, the most valuable U.S. company lost most of its valuation while the broader stock market tripled in value. Clearly, something is wrong. This morning, there are three topics I will cover: the road to bankruptcy, intelligent capital allocation, shareholder relations. The road to bankruptcy is a natural by-product of the lack of intelligent capital allocation. Jeff Bezos said someday Amazon will go bankrupt. We can all agree that the light bulb of Thomas Edison will not sell for a profit today.

To avoid bankruptcy, all Bezos needs to do is invest half of earnings into an index fund. This will grow with the broader market. The 150-year history is about 9% compounded annual growth. Intelligent capital allocation, the critical ingredient to survival and growth raises an important question. Is there a system with a long history of success? Fortunately, the answer is a resounding yes. The system outlined in the book, *The Intelligent Investor*, by Benjamin Graham, who changed his name from Benjamin Grossbaum is endorsed by the legendary investor, Warren Buffett.

Buffett writes in the fourth edition of this book that several students of his system have phenomenal outperformance against the broader market. The General Electric Company performance supports the system outlined by Benjamin Grossbaum. Let's look at three interesting data points. Of the 7 criteria for intelligent capital allocation, Benjamin Grossbaum mentions company size, earnings growth and financial strength. When the former GE leader, Jack Welch (inaudible) GE businesses to be #1 or #2 in size, GE prospered and became the most valuable company. When former leader Jeff Immelt bought businesses with declining earnings, contradicting Benjamin Grossbaum's direction of business growth, GE lost valuation. At the 2012 shareholder meeting, I encouraged financial strength, again a criteria among the guidelines by Benjamin Grossbaum, I brought the slogan GE Worked for Me Debt Free. Jeff Immelt laughed at me. The company's performance since then is certainly not funny.

So we see that when we follow Benjamin Grossbaum, we prosper. When we contradict Benjamin Grossbaum, we fail. Regarding shareholder relations, Jack Welch adamantly mentioned that any door can show short-term growth. You squeeze and squeeze until there's nothing left. And 5 years later, the whole place collapses. Some shareholders believe that Welch's right hand man Jeff Immelt helped squeeze and squeeze, GE fattening the stock option opportunities, Immelt knew that squeezed company will collapse and sold millions in options before being selected as CEO. Welch was impressed that Immelt quite naturally parachuted out. He elected Immelt as CEO (inaudible) the company to make themselves rich in stock options. (inaudible)

**Michael J. Holston *General Electric Company - Senior VP, General Counsel & Secretary***

Mr. Harangozo, we discussed before the call both the time limit for your question as well as asking you to keep the subject of your comments to the subject of your proposal. We're well past the time now, and it feels like we're veering off of the comments about your shareholder proposal. I'll give you another minute here to wrap up, if you will. But please return your comments to the shareholder proposal and bring them to a conclusion, please.

**Martin Harangozo**

Immelt sold his options but purchased billions in GE shares with shareholder money as a cover-up. This justifies clawbacks. GE management should clearly inform shareholders of this collapse technique to avoid future collapses. Until this happens, I urge all shareholders to vote for selling the company shareholder proposal number 2.

REFINITIV STREETEVENTS

# EDITED TRANSCRIPT

General Electric Co Annual Shareholders Meeting

EVENT DATE/TIME: MAY 04, 2022 / 2:00PM GMT

required by law. We'll take up the election of directors and the management proposals first. Then we'll turn to the shareholder proposals. After presentation of the management and shareholder proposals, we will address questions that are specific to those topics. There will also be time later in the meeting for questions on other business matters. But first, we'll address the items in the proxy statement.

First up is the election of directors. I place before the meeting to serve as directors for the coming year the 13 individuals who were introduced by Larry at the start of the meeting and whose backgrounds and qualifications are described in more detail in the proxy statement. Your Board of Directors recommends a vote for each of the director nominees.

The next item is the proposal to approve our named executives' compensation. Your Board of Directors recommends a vote for the approval of our named executives' compensation.

The next item is ratification of Deloitte as independent auditors for 2022. We have with us on the line today, John Rhodes, Deloitte's lead audit partner for the GE Audit; and Joe Ucuzoglu, CEO of Deloitte. Your Board recommends a vote for the ratification of Deloitte as independent auditors for 2022.

Last up for the management proposals is approval for the 2022 long-term incentive plan. Your Board of Directors also recommends a vote for this proposal.

As I said earlier, we will address any questions on these management proposals in a few minutes after we hear the shareholder proposals and before the conclusion of balloting.

So now let's turn to consider the shareholder proposals listed in the agenda. I understand that Martin Harangozo is online today to present the shareholder proposal on the cessation of stock option and bonus programs.

Operator, please open up the line for Mr. Harangozo.

---

#### **Martin Harangozo**

Thank you. Good morning. My name is Martin Harangozo. I'm grateful to be a shareholder. I love this company, people and products. I've been a shareholder more than 30 years, most of my life. I've been an employee more than 20 years, most of my career. My retirement savings and quality of life rely in part on the success of this company. I want only the very best for this company for short and long term. I care enough to raise my hand to stand and to speak. I do not know of a more honorable shareholder or intention.

In 1998, a GE recruiter asked me to explain a situation where I had a disagreement with the boss. I had much to say and gave an example of how I presented a new idea that was eventually accepted and performed better than what was on the table. GE was then looking for people that would raise their hand, bring fresh ideas and drive change. I was hired on the spot. I joined GE on the prestigious manufacturing management program. I worked on real projects. I made real money. Received raises, promotions, stock options and awards. I was encouraged to raise my hand.

The Board and Chairman has sufficient confidence in the company that their leadership would routinely split the stock shares as they near the \$100 level. The stock went up tenfold, former CEO, Jack Welch, embraced my shareholder meeting comments and televised them. I was the happiest engineer in the country. GE became the most valuable U.S. company as well as the most valuable Dow company.

Reading the annual reports from 1990 to 2000 could cause one to believe GE has important businesses with large entry moats led by 8 players who were Six Sigma Black Belt certified that would bring value to the customers to outperform competitors, what could possibly go wrong? The current pay structure incentivized a few leaders at the top to manipulate the stock price to make them rich, collapsing the company.

General Electric the same company that televised my shareholder comments under Welch is now paying an inordinate amount of money to prevent my comments at shareholder meetings but are unsuccessful. Clearly, we need a new pay structure to incentivize on the

sustainable performance and growth. This example is in front of us, while Larry Culp cries with never ending excuses, Berkshire Hathaway sets new stock price records even after having grown eightfold since 2000.

To fix the General Electric Company, shareholders need to copy what works well and abandon those practices that failed GE. At Berkshire Hathaway, the CEO earns \$100,000 per year. It should be more than enough for our CEO, let him or her take ownership in the company and perform to receive higher compensation. Jeffrey Immelt laughed at me when I brought the slogan to, "GE works for me, debt free." Larry Culp wants hundreds of millions in pay to check our debt or effectively do what I recommended at the 2012 Shareholder Meeting 10 years ago.

It would be indifferent, negligent and remiss to see GE's collapse firsthand and not say anything. To emphasize the manipulation mentioned, GE printed in the published proxy statement of 2013 that paid fines to the SEC for cooking the books. 2011 appliance company sourcing boss, Matthew Johnson stated, "We do not necessarily want to do it as we need to tee it up as a possibility where you can recognize income versus cash, depends on which is more important to the business at the time." Counting income for 1 year for parts not projected to be sold until well into the following year is inconsistent with SEC accounting rules.

I urge all shareholders to vote for a cessation of stock options and bonus programs, shareholder proposal #1.

---

**Michael J. Holston General Electric Company - Senior VP, General Counsel & Secretary**

Thank you, Mr. Harangozo. The Board recommends against this proposal for the reasons that are set forth on Page 59 of the proxy.

Next up, I believe Michael Varner from SOC Investment Group is on the line today to present the shareholder proposal on ratification of Termination Pay.

Operator, please open up the line for Mr. Varner.

---

**Michael Varner**

Thank you. My name is Michael Varner, and I'm the Director of Executive Compensation Research at SOC Investment Group. I hereby move Proposal 2, ratification termination pay. While we are only proposing that this policy cover new and renewed executive severance approvals, we note that shareholders overwhelmingly rejected GE's say-on-pay proposal at the last annual meeting after the Board, in August 2020, significantly lowered goals for its CEO, Larry Culp's Leadership Performance Share Award that was awarded when he joined the company. This award was contingent on at least 50% increase in stock price, at which time the award would have been worth \$46.5 million.

It's in the best interest of GE shareholders to be protected from potential windfall payments that can arise from, among other things, lowering goals and subsequently receiving unduly large payouts upon a termination without cause, which is a very real possibility at GE, particularly considering the recently announced spin-off of its Healthcare and Renewable Energy and Power businesses. Such spin-offs can be accompanied by executive terminations. We believe adoption of this policy would benefit long-term shareholders' interests. Thank you.

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**Michael J. Holston General Electric Company - Senior VP, General Counsel & Secretary**

Thank you, Mr. Varner. The Board recommends against this proposal for the reasons set forth on Page 61 of the proxy.

Alex Brown is presenting the shareholder proposal regarding an employee representative Director. Please go ahead, Ms. Brown.

---

**Alex Brown**

Fellow shareholders, my name is Alex Brown. I'm a GE retiree from the Lynn, Mass plant. For 38 years, I cut parts, assembled jet engines and worked hard to make high-quality products. I'm also a shareholder and deeply invested in the long-term viability of this company.

Today, I ask for your vote in favor of a nonexecutive employee on the Board of Directors because workers create essential value for GE. Our knowledge, skill, and care make good products. GE needs somebody on the Board that cares about the products, knows what it

REFINITIV STREETEVENTS

# EDITED TRANSCRIPT

General Electric Co Annual Shareholders Meeting

EVENT DATE/TIME: MAY 04, 2021 / 2:00PM GMT

First up is the election of directors.

I place before the meeting to serve as directors for the coming year the 11 individuals who were introduced at the start of the meeting by Larry and whose backgrounds and qualifications are described in more detail in the Proxy Statement.

Your Board of Directors recommends a vote for each of the director nominees.

The next item is the proposal to approve our named executives' compensation.

Your Board of Directors recommend a vote for the approval of our named executives' compensation.

The next item is ratification of Deloitte as independent auditors for 2021.

We have with us on the line today, John Rhodes, Deloitte's Lead Audit partner for the GE Audit; and Joe Ucuzoglu, who is the CEO of Deloitte.

Your Board of Directors recommends a vote for the ratification of Deloitte as independent auditors for 2021.

Last up for the management proposals is approval for a reverse stock split and reduction in our authorized stock and par value. Your Board of Directors recommends a vote for this proposal.

We will address any questions on these management proposals in a few minutes after we hear the shareholder proposals and before concluding the balloting.

Okay. Let's now consider the shareholder proposals listed in the agenda.

I understand that Martin Harangozo is on the line today to present -- to present the shareholder proposal on the multiple candidate elections.

Operator, if you could, please open the line for Mr. Harangozo.

---

**Martin Harangozo**

Good morning. Thank you. My name is Martin Harangozo. I'm grateful to be a shareholder. I love this company, people and products. I've been a shareholder more than 30 years. I've been an employee for more than 20 years. My retirement, savings and quality of life rely in part on the success of this company.

I want only the very best for this company, both short and long-term. I care enough to raise my hand to stand and to speak. I do not know of a more honorable shareholder or intention. In 1990, I joined GE on the prestigious manufacturing management program.

I worked on real projects that make real money, received raises, promotions, stock options and awards. I was encouraged to raise my hand. The Board and Chairman had sufficient confidence in the company and their leadership that they would routinely split the stock shares as they neared the \$100 level.

The stock went up tenfold, former CEO, Jack Welch video taped my shareholder meeting comments and televised them. I was the happiest engineer in the country. 20 years later, I saw nonsense accounting, nonsense purchasing, nonsense engineering, and nothing replaced hand raising.

My boss Matthew Johnson, a very obese man appears to account for our income in the year 2010 for parts that were not planned to be sold until late 2011. GE, was routinely fined by the Securities and Exchange Commission for misleading data. My boss Matthew Johnson

contradicted General Electric Company written procedures regarding accounting, purchasing, engineering, document retention, health ahead and other written procedures as a Spirit and Letter.

Matthew Johnson retaliated against those that questioned his accounting that apparently contradicted generally accepted accounting principles, Matthew Johnson lied under oath. Now the current Board and Chairman demonstrate their complete lack of confidence in the General Electric Company and their own abilities as they seek to reverse split their shares to get to \$100 share price.

Once the shares again fall to \$10, they can reverse the split the stock again to get to \$100. This is a signal of complete inability to lead all while the broader stock market sets new records many times in the last 20 years. Mr. Culp you stated, submitted in confidence to retaliate against my 2020 shareholder recommendations violating the Spirit and Letter. Clearly, we need a new board and chair. One way to accomplish this is to recommend to the board that each board seat, including the chair's seat be presented with the option of 2 candidates for each available board seat, giving shareholders the final vote regarding Director choice.

I urge all shareholders to please vote yes for shareholder proposal #1, multiple candidate elections.

---

**Michael J. Holston General Electric Company - Senior VP, General Counsel & Secretary**

Thank you, Mr. Harangozo. The Board recommends against this proposal for the reasons set forth on Page 64 of the proxy.

I understand that Kam Franklin is on the line today to present the shareholder proposal on the appointment of an independent board chair on behalf of Kenneth Steiner.

Operator, could you please open the line for Ms. Franklin.

---

**Kam Franklin**

Good morning. Ballot item 6, independent Board Chairman. Shareholders request that the Board of Directors adopt a policy to require that the Chair of the Board of Directors be an independent member of the Board, whenever possible, including the next Chair of the Board transition. This proposal topic won impressive 41% at the 2018 GE Annual Meeting, even though it was not a fair election.

GE management put its hands on the scale and spent shareholder money on advertisement to oppose this proposal topic. Shareholders did not have a choice about their money being used to oppose this proposal topic. A good reason to support this proposal is that GE has the wrong person as Lead Director.

Mr. Thomas Horton is a former CEO, and his role is to oversee the GE's CEO. Having a former CEO in the role of Lead Director is like having a union organizer set the pay for the hourly workers. Being a former CEO can make Mr. Horton a champion of CEO rights at the expense of shareholders. People tend to favor members of their peer group.

Please vote yes, independent Board Chairman ballot item #6. Thank you very much for your time.

---

**Michael J. Holston General Electric Company - Senior VP, General Counsel & Secretary**

Thank you, Ms. Franklin. The Board recommends against this proposal, and believes combining the Chair and CEO roles is the right Board leadership structure for GE today for the reasons set forth on Page 65 of the proxy.

Our third and final shareholder proposal comes from As you Sow. Lila Holzman from As You Saw, is presenting the shareholder proposal regarding a report on net 0 indicator. I believe Ms. Holzman is on the line.

---

**Lila Holzman**

Good morning. My name is Lila Holzman, and I want to thank you for the opportunity to present proposal number three, submitted by As You Sow on behalf of Amalgamated Bank. We applaud the Board for supporting this resolution.

The proposal request disclosure on whether General Electric will rise to the occasion and meet the criteria of the net 0 indicator as laid

**Exhibit E**

**From:** [Martin Harangozo](#)  
**To:** [~HEALTH Corporate Secretary](#)  
**Subject:** MartinHarangozoGEHealthcareTechnologiesIncshareholderProposal  
**Date:** Friday, October 24, 2025 5:34:59 AM  
**Attachments:** [GE Healthcare Technologies Inc \(1\).docx](#)

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CAUTION: This email originated from outside of GE HealthCare. Only open links or attachments if you trust the sender. Report suspicious emails using Outlook's "Report" button.

Ladies and Gentlemen:

Please submit the attached shareholder proposal in your 2026 proxy statement.

I am available for discussion Wednesdays, Thursdays and Fridays at 4 PM, with one weeks notice.

I intend to hold requisite number of shares until the conclusion of the 2026 shareholder meeting.

Kindest regards

Martin Harangozo

[REDACTED]

[REDACTED]

**Exhibit F**

**From:** [Kelley, Rob](#)  
**To:** [Martin Harangozo](#)  
**Cc:** [Lapitskaya, Julia](#)  
**Subject:** GE HealthCare Technologies (Harangozo) Correspondence  
**Date:** Wednesday, November 5, 2025 7:10:00 PM  
**Attachments:** [GEHC - 2026 Annual Meeting Deficiency Notice \(Harangozo\).pdf](#)

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Mr. Harangozo,

Attached on behalf of our client, GE HealthCare Technologies Inc., please find a notice of deficiency with respect to the stockholder proposal you submitted. We would appreciate you kindly confirming receipt of this correspondence.

Sincerely,  
Rob Kelley

**Rob Kelley**  
Of Counsel

T: [+1 212.351.2358](tel:+12123512358)  
[RKelley@gibsondunn.com](mailto:RKelley@gibsondunn.com)

**GIBSON DUNN**  
Gibson, Dunn & Crutcher LLP  
200 Park Avenue, New York, NY 10166-0193

November 5, 2025

**VIA EMAIL**

Martin Harangozo  
[REDACTED]

Dear Mr. Harangozo:

I am writing on behalf of GE HealthCare Technologies Inc. (the “**Company**”), which received on October 24, 2025, your stockholder proposal (the “**Proposal**”) that you submitted for inclusion in the proxy statement for the Company’s 2026 Annual Meeting of Stockholders via email on October 24, 2025 (the “**Submission Date**”) pursuant to Securities and Exchange Commission (“**SEC**”) Rule 14a-8 (the “**Submission**”).

The Submission contains certain procedural deficiencies, which we are notifying you of pursuant to SEC regulations and which you should correct as described below if the Company is to consider the Proposal as properly submitted. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that a stockholder proponent must submit sufficient proof of its continuous ownership of company shares preceding and including the submission date. Thus, with respect to the Proposal, Rule 14a-8 requires that you demonstrate that you continuously owned at least:

- (1) \$2,000 in market value of the Company’s shares entitled to vote on the Proposal for at least three years preceding and including the Submission Date;
- (2) \$15,000 in market value of the Company’s shares entitled to vote on the Proposal for at least two years preceding and including the Submission Date; or
- (3) \$25,000 in market value of the Company’s shares entitled to vote on the Proposal for at least one year preceding and including the Submission Date (each an “**Ownership Requirement**,” and collectively, the “**Ownership Requirements**”).

The Company’s stock records do not indicate that you are the record owner of sufficient shares to satisfy any of the Ownership Requirements. In addition, to date the Company has not received proof that you have satisfied any of the Ownership Requirements.

To correct this deficiency, you must submit sufficient proof that you have satisfied at least one of the Ownership Requirements. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of either:

- (1) a written statement from the “record” holder of your shares (usually a broker or a bank) verifying that, at the time you submitted the Proposal (the Submission Date), you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above; or
- (2) if you were required to and have filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, demonstrating that you met at least one of the Ownership Requirements above, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above.

**In light of our separation from General Electric Company on January 3, 2023, in order to demonstrate continuous ownership of Company shares that satisfies at least one of the Ownership Requirements described above, you may submit proof that shows you (A) continuously held \$25,000 in market value of the Company’s shares entitled to vote on the Proposal for at least one year preceding and including the Submission Date, (B) continuously held \$15,000 in market value of the Company’s shares entitled to vote on the Proposal for at least two years preceding and including the Submission Date or (C)(i) continuously held the requisite amount of Company shares since January 3, 2023 until the Submission Date and (ii) through January 3, 2023, continuously held sufficient shares of General Electric Company for a sufficient amount of time such that, when combined with the length of time for which you have held Company shares, you satisfy the three year Ownership Requirement described above.**

If you intend to demonstrate ownership by submitting a written statement from the “record” holder of your shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers’ securities with, and hold those securities through, the Depository Trust Company (“DTC”), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether your broker or bank is a DTC participant by asking your broker or bank or by checking DTC’s participant list, which is available at <https://www.dtcc.com/client-center/dtc-directories>. If a stockholder’s shares are held through DTC, the stockholder needs to obtain and submit to the Company proof of ownership from the DTC participant through which the securities are held, as follows:

- (1) If your broker or bank is a DTC participant, then you need to obtain and submit a written statement from your broker or bank verifying that you continuously held the requisite amount of Company shares (as well as General Electric Company shares

through January 3, 2023, to the extent applicable) to satisfy at least one of the Ownership Requirements above.

- (2) If your broker or bank is not a DTC participant, then you need to obtain and submit proof of ownership from the DTC participant through which the shares are held verifying that you continuously held the requisite amount of Company shares (as well as General Electric Company shares through January 3, 2023, to the extent applicable) to satisfy at least one of the Ownership Requirements above. You should be able to find out the identity of the DTC participant by asking your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through your account statements, because the clearing broker identified on your account statements will generally be a DTC participant. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that you continuously held Company shares (as well as General Electric Company shares through January 3, 2023, to the extent applicable) satisfying at least one of the Ownership Requirements above: (i) one from your broker or bank confirming your ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

Rule 14a-8(b)(1)(iii) of the Exchange Act requires a stockholder to provide the company with a written statement that it is able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the stockholder proposal, including the stockholder's contact information and the business days and specific times during the company's regular business hours that such stockholder is available to discuss the proposal with the company. In this regard, we believe the general statement you provided that you are available "Wednesdays, Thursdays, and Fridays at 4 PM, with one [week's] notice" is not adequate, because it fails to provide the *specific dates* of availability to meet with the Company that are within the time period expressly provided for in Rule 14a-8(b)(1)(iii).<sup>1</sup> Accordingly, to remedy this defect, you must provide a statement to the Company of your engagement availability including the *specific dates* that you are available during the period between 10 and 30 days after the Submission Date.

The SEC's rules require that any response correcting the deficiencies in this letter must be postmarked or transmitted electronically no later than 14 calendar days from the date you

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<sup>1</sup> See *Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8*, SEC Release No. 34-89964, 51 (Sept. 23, 2020) (indicating that a general statement of the stockholder-proponent's availability is insufficient for purposes of compliance with Rule 14a-8(b)(iii) and that "the identification of *specific dates* and times would add certainty as to the shareholder-proponent's availability") (emphasis added).

receive this letter. Please address any response to me at Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166-0193. Alternatively, you may transmit any response by email to me at [JLapitskaya@gibsondunn.com](mailto:JLapitskaya@gibsondunn.com). Please note that the SEC's staff has stated that a proponent is responsible for confirming our receipt of any correspondence transmitted in response to this letter. If you have any questions with respect to the foregoing, please contact me at (212) 351-2354. For your reference, I enclose a copy of Rule 14a-8, Staff Legal Bulletin No. 14F and Staff Legal Bulletin No. 14M.

Sincerely,

A handwritten signature in cursive script, appearing to read "J. Lapitskaya".

Julia Lapitskaya

Enclosures

**Exhibit G**

From: Martin Harangozo [REDACTED]  
Sent: Thursday, November 13, 2025 12:43 PM  
To: Chang, Rebecca [REDACTED]; Kelley, Rob <[RKelley@gibsondunn.com](mailto:RKelley@gibsondunn.com)>;  
[REDACTED]  
Subject: Re: Notice of Deficiency in Shareholder Proposal Submitted to GE Vernova Inc., GEHC, GEAerospace

**This Message Is From an External Sender**  
This message came from outside your organization.

Please find my proof of ownership.

Thanks

Martin Harangozo

# J.P.Morgan

November 13, 2025

Verification of Assets for Martin Harangozo:

As of October 24, 2024, Martin Harangozo has held and held continuously with JPMorgan Chase - DTC # 0352:

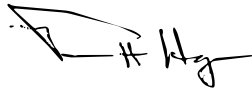
803 shares of GE HEALTHCARE TECHNOLOGIES INC COMMON STOCK

2411 shares of GE AEROSPACE COMMON STOCK

602 shares of GE VERNOVA LLC COMMON STOCK

Sincerely,

Paul H Hogan



11-13-2025

This letter is being produced at your request and any information provided in connection therewith is furnished on the condition that it is strictly confidential, that no liability or responsibility whatsoever in connection herewith shall attach to J.P. Morgan Securities, LLC (JPMS), JPMorgan Chase Bank, N.A. (Chase Bank) or any of their subsidiaries and/or affiliates, successors, assignees, officers, employees or agents (collectively "JPMorgan"). By providing this letter JPMorgan makes no representations or guarantees about the appropriateness of this letter for any particular purpose, nor the general and/or financial condition of the subject or future ability to meet obligations. Furthermore, JPMorgan makes no representation of the appropriateness of this letter for any particular use and assumes no liability or responsibility for the same. While any information provided was obtained from JPMorgan sources considered to be reliable, this letter is not considered to be an official record of JPMorgan and is subject to change without notice.

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**INVESTMENT AND INSURANCE PRODUCTS:**

- NOT A DEPOSIT • NOT FDIC INSURED • NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY
- NO BANK GUARANTEE • MAY LOSE VALUE

**Exhibit H**

**From:** Martin Harangozo [REDACTED]  
**Sent:** Wednesday, November 12, 2025 9:24 AM  
**To:** Chang, Rebecca [REDACTED]; Kelley, Rob <[RKelley@gibsondunn.com](mailto:RKelley@gibsondunn.com)>; [REDACTED]  
**Subject:** Re: Notice of Deficiency in Shareholder Proposal Submitted to GE Vernova Inc., GEHC, GE Aerospace

**This Message Is From an External Sender**  
This message came from outside your organization.

I have received deficiency notices from each of you regarding a shareholder proposal sent to each of the companies you represent for inclusion in the 2026 proxy material per Securities and Exchange Commission ("SEC") Rule 14a-8.

To improve availability communication,

I am available at Nov 19 4 PM Eastern Time for GEHC  
I am available at Nov 20 4 PM Eastern Time for Vernova  
I am available at Nov 21 4 PM Eastern Time for Aerospace

Additional times can be scheduled if needed.

Please let me know if you would like me to entertain the calls at these times, or discuss other times.

Thanks  
Martin Harangozo  
[REDACTED] Eastern Time