



DIVISION OF
CORPORATION FINANCE

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

January 15, 2026

Lillian Brown
Wilmer Cutler Pickering Hale and Dorr LLP

Re: GE Vernova Inc. (the "Company")
Incoming Letter dated January 12, 2026

Dear Lillian Brown:

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

January 12, 2026

Lillian Brown

+1 202 663 6743 (t)
+1 202 663 6363 (f)
lillian.brown@wilmerhale.com

Via Online Shareholder Proposal Form

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, NE
Washington, DC 20549

**Re: GE Vernova Inc.
Exclusion of Shareholder Proposal by Martin Harangozo**

Ladies and Gentlemen:

We are writing on behalf of our client, GE Vernova Inc. (the “Company”), to provide notice in accordance with Rule 14a-8(j) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) of the Company’s intention to exclude from its proxy statement and proxy to be filed and distributed in connection with its 2026 annual meeting of stockholders (the “Proxy Materials”), the enclosed shareholder proposal and supporting statement (collectively, the “Proposal”) submitted by Martin Harangozo (the “Proponent”). The Proposal addresses workplace health and safety.

Pursuant to the Statement Regarding the Division of Corporation Finance’s Role in the Exchange Act Rule 14a-8 Process for the Current Proxy Season (the “Division Statement”) issued by the Division of Corporation Finance (the “Division”) of the U.S. Securities and Exchange Commission (the “Commission”) on November 17, 2025, the Company represents without qualification that it has a reasonable basis to exclude the Proposal based on the provisions of Rule 14a-8 of the Exchange Act, prior Staff no-action letters and other published guidance and/or judicial decisions. We request that the Division respond to this letter that it will not object to the omission of the Proposal from the Proxy Materials, in accordance with the Division Statement.

Pursuant to Rule 14a-8(j) of the Exchange Act and Staff Legal Bulletin No. 14D (November 7, 2008) (“SLB 14D”), the Company is submitting electronically to the Commission this letter and the Proposal and related correspondence with the Proponent (attached as Exhibit A to this letter), and is concurrently sending a copy to the Proponent.

January 12, 2026

Page 2

Background

On October 24, 2025 (the “Submission Date”), the Company received the below Proposal from the Proponent via email:

Resolved: that shareholders of GE Vernova Inc. (“GEV” or “Company”) urge the Board of Directors (“Board”) to report to shareholders on the governance measures GEV 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.¹ Poor health and safety performance can damage a company’s reputation and relationships with stakeholders.² 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.”³ 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 GEV to report on governance measures adopted to address workplace health and safety.

On November 6, 2025, within 14 days of receiving the Proposal as required by Rule 14a-8, the Company sent a notice of deficiency to the Proponent via email requesting that the Proponent address multiple procedural deficiencies in the Proposal (the “Notice of Deficiency,” attached hereto in Exhibit A). The Company also sent the Notice of Deficiency via FedEx. The Notice of Deficiency specifically identified the Proponent’s failure (i) to provide proof of ownership as required by Rule 14a-8(b) and (ii) to provide a written statement of the Proponent’s availability to meet with the Company as required by Rule 14a-8(b). The Notice of Deficiency described in detail how to remedy each deficiency and advised that the Proponent must remedy such deficiencies within 14 calendar days of receiving the Notice of Deficiency. Additionally, the Notice of Deficiency indicated the Proponent’s failure to specify that the Proposal was being made pursuant to Rule 14a-8.

On November 12, 2025, the Proponent responded to the Notice of Deficiency via email, but as discussed below, the response did not resolve the deficiencies identified in the Notice of Deficiency. Despite additional communications with the Company on November 13, 2025 and November 22, 2025, attached hereto in Exhibit A, the Proponent did not resolve the deficiencies

January 12, 2026

Page 3

within the 14-day time period established by Rule 14a-8(f)(1), which ended on November 20, 2025.

Bases for Exclusion

As discussed more fully below, the Company believes that the Proposal may properly be excluded from the Proxy Materials pursuant to the following provisions of Rule 14a-8:

- Rule 14a-8(b) and Rule 14a-8(f) because the Proponent failed to provide the Company with adequate proof that he satisfies the ownership requirements of Rule 14a-8;
- Rule 14a-8(b) and Rule 14a-8(f) because the Proponent failed to provide the Company with an adequate written statement of his availability to meet with the Company to discuss the Proposal; and
- Rule 14a-8(i)(10) because the Company has substantially implemented the Proposal.

The Proposal may be excluded under Rule 14a-8(b) and Rule 14a-8(f) because the Proponent has failed to establish the requisite eligibility to submit the Proposal.

Rule 14a-8(b)(1)(i) provides that, to be eligible to submit a proposal for an annual meeting, a shareholder proponent must have continuously held:

- At least \$2,000 in market value of the company's securities entitled to vote on the proposal for at least three years; or
- At least \$15,000 in market value of the company's securities entitled to vote on the proposal for at least two years; or
- At least \$25,000 in market value of the company's securities entitled to vote on the proposal for at least one year.

Under Rule 14a-8(b)(2), if a proponent is not a registered shareholder of a company and has not made a filing with the Commission detailing the proponent's beneficial ownership of shares in the company, such proponent has the burden to prove that they meet the beneficial ownership requirements of Rule 14a-8(b)(1) by submitting to the company a written statement from the "record" holder of the securities verifying that, at the time the proponent submitted the proposal, the proponent continuously held the requisite amount of such securities for the requisite time period. Rule 14a-8(f) provides that a company may exclude a shareholder proposal if the proponent fails to provide evidence of eligibility under Rule 14a-8, including the ownership requirements of Rule 14a-8(b), provided that the company timely notifies the proponent of the

January 12, 2026

Page 4

deficiency and the proponent fails to correct the deficiency within the required timeframe provided in the rule.

The Proponent does not appear in the Company's stock records as a registered shareholder, and he did not provide proof of ownership as provided for in Rule 14a-8 with his Proposal. As described above, the Company timely provided the Proponent with the Notice of Deficiency, which set out how the Proponent could prove he met the ownership requirements to submit the Proposal and included copies of Rule 14a-8, Staff Legal Bulletin No. 14F (October 18, 2011) ("SLB 14F"), Staff Legal Bulletin No. 14G (October 16, 2012), and Staff Legal Bulletin No. 14M (February 12, 2025). On November 13, 2025, the Company received from the Proponent via email a letter from JPMorgan Chase, dated November 13, 2025, attached hereto in Exhibit A (the "Broker Letter"). The Broker Letter states that as of October 24, 2024, the Proponent has held and held continuously 602 shares of common stock of GE Vernova LLC (the former name of the Company).¹

Section C. of SLB 14F explains that proof of ownership letters may fail to satisfy the requirements of Rule 14a-8(b) 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 "fail[s] to verify the shareholder's beneficial ownership over the required full one-year period preceding the date of the proposal's submission." 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 guidance in SLB 14F and as required by Rule 14a-8(b), a shareholder proponent must submit adequate proof from the record holder of its shares demonstrating such proponent's continuous ownership of the requisite amount of the company's shares for the requisite time period up to and including the date of submission of the proposal.

Despite the clear explanations in the Notice of Deficiency, the Broker Letter submitted by the Proponent failed to provide satisfactory evidence of the minimum ownership of the Company's securities required under Rule 14a-8(b) within the requisite time period required under Rule 14a-8(f). Specifically, the Broker Letter verifies ownership as of October 24, 2024 (i.e., a date that is one year prior to Submission Date) and further does not indicate the period for which the Proponent continuously held shares of the Company's securities. Therefore, the Broker Letter does not establish the Proponent's continuous ownership of a requisite number of shares of the

¹ On April 2, 2024, General Electric Company ("General Electric") completed its spin-off of the Company from General Electric (the "Spin-Off"). As part of the Spin-Off, General Electric distributed all of the shares of the common stock of the Company to holders of General Electric common stock on a pro rata basis on April 2, 2024. Each holder of record of General Electric common stock received one share of the Company's common stock for every four shares of General Electric common stock held on March 19, 2024. As a result of the Spin-Off, on April 2, 2024, the Company began regular-way trading as an independent company.

January 12, 2026

Page 5

Company's common stock for the requisite time period prior to and including the Submission Date.

The staff of the Division (the "Staff") has consistently concurred with the exclusion of shareholder proposals pursuant to Rule 14a-8(b) and Rule 14a-8(f) where proponents have failed, following a timely and proper request by the company, to furnish proof of ownership establishing that, as of the date the proponent submitted the proposal, the proponent had continuously held the requisite amount of company securities for the entire required period. *See e.g., Amazon.com, Inc.* (April 2, 2021) (concurring in exclusion of a proposal where the proponent's proof of ownership established continuous ownership of company securities for the 13-month period prior to and including November 30, 2020, but the proposal was submitted on December 17, 2020, leaving a gap in ownership); *Starbucks Corp.* (December 11, 2014) (concurring in exclusion of a proposal where the proponent's proof of ownership established continuous ownership of company securities for one year as of September 26, 2014, but the proponent submitted the proposal on September 24, 2014, leaving a gap in ownership); and *PepsiCo, Inc.* (January 10, 2013) (concurring in exclusion of a proposal where the proponent's proof of ownership covered the one year period up to and including November 19, 2012, but the proposal was submitted on November 20, 2012, leaving a gap in ownership).

Accordingly, and consistent with the above-cited precedent, the Company may exclude the Proposal pursuant to Rule 14a-8(b) and Rule 14a-8(f) because the Proponent failed to establish the requisite eligibility to submit the Proposal under Rule 14a-8 after timely notice by the Company.

The Proposal may be excluded under Rule 14a-8(b) and Rule 14a-8(f) because the Proponent failed to provide the Company with the required written statement regarding availability to meet with the Company.

Under Rule 14a-8(b)(1)(iii), 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 shareholder proposal. This written statement must include the proponent's contact information as well as "*business days and specific times*" (emphasis added) the proponent is available to discuss the proposal with the company and must identify times within regular business hours of the company's principal executive offices.

The Proponent did not provide such a written statement to the Company with the Proposal. In the Proposal, the Proponent stated only that "I am available for discussion Wednesdays, Thursdays and Fridays at 4 PM, with one weeks notice" and did not provide specific business days within the 10 to 30 calendar day period that he would be available to meet with the Company as required by Rule 14a-8(b)(1)(iii). The Notice of Deficiency provided the Proponent with clear

January 12, 2026

Page 6

instructions as to the need to provide a written statement that includes specific business days (by date, not general days of the week) and times of availability (between 9:00 a.m. and 5:30 p.m. Eastern time (i.e., the time zone of the Company's principal executive offices)) that he could meet with the Company within the 10 to 30 calendar day period provided by Rule 14a-8(b)(1)(iii). Despite the information and instructions provided by the Company in the Notice of Deficiency, the Proponent failed to respond with the required information. Instead, the Proponent responded to the Company via email on November 12, 2025 that "I am available at Nov 20 4 PM Eastern Time for Vernova."

The Proponent's statement regarding his availability to meet was not adequate because it only provided engagement availability for one business day, instead of "business days," consistent with the language in Rule 14a-8(b)(1)(iii). 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 Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8*, Release No. 89964 (Sept. 23, 2020) (emphasis added). The Staff has previously concurred in exclusion of proposals under Rule 14a-8(b) and Rule 14a-8(f) where a proponent has failed, following a timely and proper request by a company, to timely furnish a written statement that includes specific dates and times of availability to meet with the company. *See, e.g., Amazon.com, Inc.* (April 5, 2024) (concurring in exclusion of a proposal where the proponent stated that the co-filers and their representatives were available to meet with the company "on Friday, December 22, 2023 for twenty minutes between 9am-10am Pacific Time or between 1pm-2pm Pacific Time"); and *Deere & Co.* (December 5, 2022) (concurring in exclusion of a proposal where 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).

The Proponent further communicated to the Company via email on November 22, 2025 that "I will continue to make myself available Monday - Friday November 24, - 28 understanding there is a holiday Thursday and again Monday to Friday December 1, - 5. at 4 PM With notice five business days prior to the call." Although the Proponent provided additional dates of availability to meet with the Company, he provided such additional dates via email on November 22, 2025, which is not within the 14-day time period established by Rule 14a-8(f)(1) for responding to the Notice of Deficiency and each such date fell outside the 10 to 30 calendar day window provided by Rule 14a-8(b)(1)(iii). Therefore, the Proponent failed to cure this deficiency within 14 days of receipt of the Notice of Deficiency.

Accordingly, and consistent with the above-cited precedent, the Company may exclude the Proposal pursuant to Rule 14a-8(b) and Rule 14a-8(f) because the Proponent failed to provide an adequate written statement regarding his ability to meet with the Company after timely notice by the Company.

January 12, 2026

Page 7

The Proposal may be excluded under Rule 14a-8(i)(10) because the Company has substantially implemented the Proposal.

The purpose of the exclusion provided under Rule 14a-8(i)(10) is to “avoid the possibility of shareholders having to consider matters which have already been favorably acted upon by management.” Commission Release No. 34-12598 (July 7, 1976). While the exclusion was originally interpreted to allow exclusion of a shareholder proposal only when the proposal was “‘fully’ effected” by the company, the Commission has revised its approach to the exclusion over time to allow for exclusion of proposals that have been “substantially implemented.” Commission Release No. 34-20091 (August 16, 1983) and Commission Release No. 34-40018 (May 21, 1998). In applying this standard, the Staff has noted that “a determination that the [c]ompany has substantially implemented the proposal depends upon whether [the company’s] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” *Texaco, Inc.* (March 6, 1991, recon. granted March 28, 1991). In addition, when a company can demonstrate that it already has taken actions that address the “essential objective” of a shareholder proposal, the Staff has concurred that the proposal has been substantially implemented and may be excluded as moot, even where the company’s actions do not precisely mirror the terms of the shareholder proposal. *See, e.g., Delta Air Lines, Inc.* (March 12, 2018) (concurring in exclusion under Rule 14a-8(i)(10) of a proposal requesting adoption of proxy access bylaws where the bylaws adopted by the company differed from the terms requested in the proposal); *Assembly Biosciences, Inc.* (February 26, 2018) (same); and *JetBlue Airways Corporation* (January 23, 2018) (same).

Furthermore, the Staff has taken the position that a proposal requesting a company prepare or issue a report on a particular initiative may be excluded under Rule 14a-8(i)(10) when the company has provided relevant public disclosures in another form. *See, e.g., Tractor Supply Company* (March 26, 2025) (concurring in exclusion of a proposal requesting 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 where the company’s existing disclosures, including its Human Rights Policy and Code of Business Ethics and Conduct, substantially implemented the proposal); *Starbucks Corporation* (January 19, 2022) (concurring in exclusion of a proposal seeking a workplace non-discrimination audit where the company had substantially implemented the proposal through its recent civil rights assessment and other public disclosures); *Hess Corp.* (April 11, 2019) (concurring in exclusion of a proposal requesting a report on aligning the company’s carbon footprint with the necessary greenhouse gas reductions to achieve the Paris Agreement’s goal where the company had substantially implemented the proposal through its most recent sustainability report, its responses to the Carbon Disclosure Project Climate Change Questionnaire, and its 2018 Investor Day Presentation); and *Mondelēz International, Inc.* (March 7, 2014) (concurring in exclusion of a proposal requesting the board of directors prepare a report on the company’s process for identifying and analyzing human

January 12, 2026

Page 8

rights risks in its operations and supply chain where the company substantially implemented the proposal by posting relevant information to its website).

As in the above instances, the Company's existing public disclosures already substantially implement the Proposal. The Proposal requests that the Company's Board of Directors (the "Board") report to shareholders on the governance measures the Company 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 Company's 2024 Human Rights Report² (the "Human Rights Report") and Sustainability Report 2024³ (the "Sustainability Report") provide extensive public disclosures that both compare favorably to the actions requested by the Proposal and address the essential objective of the Proposal by describing the Company's governance measures adopted to address workplace health and safety. The Human Rights Report emphasizes the Company's commitment to constant vigilance to identify and address human rights risks, including worker health and safety, and strong governance to advance human rights in order to ensure accountability and ethical decision-making processes across the Company. The Human Rights Report implements the Proposal by providing disclosures on the governance structure of the Company's human rights program. Specifically with regard to worker health and safety, pages 7 to 13 of the Human Rights Report discloses that safety is a top priority of the Company and provides extensive details regarding the Company's policies and governance in human rights, including its Environment, Health and Safety Policy, its Environment, Health and Safety team and the Safety and Sustainability Committee of the Company's board of directors (the "Safety Committee"). Pages 77 to 80 of the Sustainability Report also reports on workplace safety metrics, priorities and initiatives and provides additional details regarding the Environment, Health and Safety team and the Company's Environment, Health and Safety Management System; pages 96 and 97 of the report discuss the Company's human rights program; and pages 106 and 107 of the report describes oversight of human rights and sustainability by the Board and the Safety Committee. The Company expects that the Human Rights Report and the Sustainability Report will be updated annually (in separate reports or in a consolidated report inclusive of all disclosures) to ensure that the Company's stakeholders have access to current information on governance matters relating to employee health and safety matters, including progress on policies and procedures the Company is undertaking in this area.

In the supporting statement included in the Proposal, the Proponent cites a "leading law firm memo" that "recommends steps boards should take to enhance HCM oversight, including

² See

https://www.governova.com/sustainability/documents/Supply%20Chain%20and%20Human%20Rights/GEV_Human%20Rights%20Report%202024.pdf

³ See <https://www.governova.com/sustainability/documents/Sustainability/ge-vernova-sustainability-report-2024.pdf>

January 12, 2026

Page 9

adopting a sustainability reporting framework, formalizing the board’s responsibilities, and linking executive pay to HCM objectives.” As in the above instances, the Company’s existing public disclosures demonstrate that the Company has already substantially implemented these recommendations. As disclosed in the Sustainability Report, the Company has adopted a sustainability framework that comprises four reporting pillars and includes detailed metrics for leading goals on which the Company reports. In addition, appendices to the Sustainability Report include the Company’s reporting in accordance with the TCFD, SASB, and GRI frameworks. The responsibilities of the Safety Committee, including oversight of human rights, are formalized in its charter.⁴ As described on page 80 of the Sustainability Report and on pages 50 and 54 of the Company’s 2025 definitive proxy statement for its 2025 annual meeting, the Company has adopted a modifier that adjusts payouts under its annual incentive plan for its most senior executives based on the Company’s performance with respect to safety and sustainability goals.

Accordingly, and consistent with the above-cited precedent, the Company may exclude the Proposal pursuant to Rule 14a-8(i)(10) because the Company’s existing public disclosures both compare favorably to the actions requested by the Proposal and address the essential objective of the Proposal.

Conclusion

For the foregoing reasons, and consistent with the Staff’s prior no-action letters, the Company intends to exclude the Proposal from its Proxy Materials pursuant to Rules 14a-8(b), 14a-8(f), and 14a-8(i)(10).

⁴ https://www.gevernova.com/sites/default/files/latest/ge_vernova_safety_and_sustainability_committee_charter.pdf

January 12, 2026

Page 10

If the Staff has any questions with respect to the foregoing, please do not hesitate to contact me at lillian.brown@wilmerhale.com or (202) 663-6743. In addition, should the Proponent choose to submit any response or other correspondence to the Commission, we request that the Proponent concurrently submit that response or other correspondence to the Company, as required pursuant to Rule 14a-8(k) and SLB 14D, and copy the undersigned.

Best regards,



Lillian Brown

Enclosures

cc: Lola Lin – Chief Legal Officer and Secretary
Richmond Glasgow – VP, Chief Corporate Counsel & Deputy Secretary
Astrid Tsang – Executive Counsel, Corporate Securities & Assistant Secretary
GE Vernova Inc.

Martin Harangozo

EXHIBIT A

**Proponent's Submission Received by
the Company on October 24, 2025**

From: Martin Harangozo [REDACTED]
Sent: Friday, October 24, 2025 8:40 AM
To: ~GE Vernova Shareholder Proposals <shareholder.proposals@governova.com>
Subject: EXT: MartinHarangozoGEVernovashareholderProposal

[You don't often get email from [REDACTED] Learn why this is important at <https://aka.ms/LearnAboutSenderIdentification>]

WARNING: This email originated from outside of GE Vernova. Please validate the sender's email address before clicking on links or attachments as they may not be safe.

Martin Harangozo

[REDACTED]

[REDACTED] Martin Harangozo

[REDACTED]

[REDACTED] 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]

Resolved: that shareholders of GE Vernova Inc. (“GEV” or “Company”) urge the Board of Directors (“Board”) to report to shareholders on the governance measures GEV 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.¹ Poor health and safety performance can damage a company’s reputation and relationships with stakeholders.² 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.”³ 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 GEV to report on governance measures adopted to address workplace health and safety.

**Notice of Deficiency Sent to
Proponent Dated November 6, 2025**

From: [Chang, Rebecca](#)
To: [Martin Harangozo](#)
Cc: [Brown, Lillian](#); shareholder.proposals@gevernova.com
Subject: Notice of Deficiency in Shareholder Proposal Submitted to GE Vernova Inc.
Date: Thursday, November 6, 2025 2:22:19 PM
Attachments: [GEV - Deficiency Notice for Rule 14a-8 Proposal \(Martin Harangozo 2025\).pdf](#)

Dear Mr. Harangozo,

Please find attached a notice of deficiency in regard to the shareholder proposal that you submitted to GE Vernova Inc. for consideration at the Company's 2026 annual meeting of stockholders. Included with the attached notice are copies of Rule 14a-8 and Staff Legal Bulletins 14F, 14G, and 14M for your reference.

Could you please confirm receipt of this e-mail at your earliest convenience?

Best,

Rebecca G. Chang | WilmerHale

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Boston, MA 02109 USA

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rebecca.chang@wilmerhale.com



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Lillian Brown

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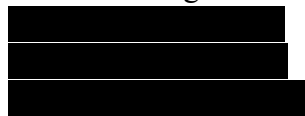
+1 202 663 6363 (f)

lillian.brown@wilmerhale.com

November 6, 2025

VIA EMAIL and FEDERAL EXPRESS

Martin Harangozo



Re: Notice of Deficiency Relating to Shareholder Proposal

Dear Mr. Harangozo:

I am writing on behalf of GE Vernova Inc. (the “Company”). On October 24, 2025, the Company received the shareholder proposal submitted by you (the “Proponent”) for consideration at the Company’s 2026 Annual Meeting of Stockholders (the “Proposal”). Based on the date of electronic transmission of the Proposal, the Company has determined that the date of submission was October 24, 2025 (the “Submission Date”).

Neither the Proposal nor the cover email accompanying the Proposal specify whether the Proponent intended to submit the Proposal for inclusion in the Company’s proxy materials pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (“Rule 14a-8”). Please advise us of the Proponent’s intent in this regard. Assuming the Proponent intended to submit the Proposal pursuant to Rule 14a-8, please note that the Proposal fails to meet the requirements of Rule 14a-8, as detailed below.

Proof of Ownership

Rule 14a-8(b) provides that, as of the submission date, a shareholder proponent must have continuously held:

- At least \$2,000 in market value of the company’s securities entitled to vote on the proposal for at least three years; or
- At least \$15,000 in market value of the company’s securities entitled to vote on the proposal for at least two years; or
- At least \$25,000 in market value of the company’s securities entitled to vote on the proposal for at least one year.

Martin Harangozo

Page 2

The Company's stock records do not indicate that the Proponent is the record owner of sufficient securities to satisfy the ownership requirement via any of these tests. Therefore, under Rule 14a-8(b), the Proponent must prove their eligibility by submitting either:

- A written statement from the "record" holder of the Proponent's securities (usually a broker or a bank) verifying that, as of the Submission Date, the Proponent continuously held at least \$2,000, \$15,000 or \$25,000 in market value of the Company's securities entitled to vote on the Proposal for at least three years, two years, or one year, respectively. As addressed by the staff of the Securities and Exchange Commission ("SEC") in Staff Legal Bulletins 14F and 14G, please note that if the Proponent's securities are held by a bank, broker or other securities intermediary that is a Depository Trust Company ("DTC") participant or an affiliate thereof, proof of ownership from either that DTC participant or its affiliate will satisfy this requirement. Alternatively, if the Proponent's securities are held by a bank, broker or other securities intermediary that is not a DTC participant or an affiliate of a DTC participant, proof of ownership must be provided by both (1) the bank, broker or other securities intermediary and (2) the DTC participant (or an affiliate thereof) that can verify the holdings of the bank, broker or other securities intermediary. The Proponent can confirm whether a particular bank, broker or other securities intermediary is a DTC participant by checking DTC's participant list, which is available on the Internet at <https://www.dtcc.com/client-center/dtc-directories>. The Proponent should be able to determine who the DTC participant is by asking the Proponent's bank, broker or other securities intermediary; or
- If the Proponent has 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 it continuously held at least \$2,000, \$15,000 or \$25,000 in market value of the Company's securities entitled to vote on the Proposal for at least three years, two years, or one year, respectively, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Proponent continuously held the requisite number of Company securities for the requisite period.

To date, the Company has not received any proof of ownership from the Proponent. To remedy this defect, the Proponent must submit sufficient proof of their continuous ownership of the requisite number of Company securities entitled to vote on the Proposal during the applicable time period preceding and including the Submission Date.

Martin Harangozo

Page 3

In light of the Company's separation from General Electric Company on April 2, 2024, to demonstrate continuous ownership of Company securities that satisfies one of the ownership levels that require continuous ownership for greater than one year – at least two years for ownership of at least \$15,000 in market value of Company securities entitled to vote on the Proposal or at least three years for ownership of at least \$2,000 in market value of Company securities entitled to vote on the Proposal – the Proponent may submit proof that shows that the Proponent, through April 2, 2024, 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 the Proponent has held Company securities, the Proponent satisfies the two or three year ownership requirement for the amount of shares continuously owned, as applicable. If the Proponent holds at least \$25,000 in market value of Company securities entitled to vote on the Proposal, the Proponent should provide proof of continuous ownership of that amount of Company securities for the minimum one-year period required by the rule for that ownership level.

Statement of Availability

In addition, Rule 14a-8(b) also requires a shareholder proponent to provide the Company with a written statement that such 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 shareholder proposal. This statement must include the proponent's contact information as well as the specific business days and specific times that the proponent is available to discuss the proposal with the Company. The proponent must identify times that are between 9:00 a.m. and 5:30 p.m. in the time zone of the Company's principal executive offices. The Proponent has not identified specific dates and times that the Proponent is available to meet with the Company to discuss the Proposal. Rather, the Proponent has stated only that they are "available for discussion Wednesdays, Thursdays and Fridays at 4 PM, with one weeks notice." To remedy this defect, the Proponent must identify specific business days (by date, not general days of the week) and specific times between 9:00 a.m. and 5:30 p.m. Eastern time (i.e., the time zone of the Company's principal executive offices) that the Proponent is available to meet with the Company to discuss the Proposal.

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to the undersigned, Lillian Brown of WilmerHale, at lillian.brown@wilmerhale.com. The failure to correct the deficiencies within this timeframe will provide the Company with a basis to exclude the Proposal from the Company's proxy materials for the 2026 Annual Meeting of Stockholders.

Martin Harangozo

Page 4

If you have any questions with respect to the foregoing, please contact me at the above noted email address or at 202-663-6743. For your reference, I enclose a copy of Rule 14a-8 as well as Staff Legal Bulletins 14F, 14G and 14M.

Sincerely,

A handwritten signature in cursive script, appearing to read "Lillian Brown".

Lillian Brown

Enclosures – Rule 14a-8
Staff Legal Bulletins 14F, 14G and 14M

**Proponent's Response to Notice of
Deficiency Received on November 12, 2025**

From: [Martin Harangozo](#)
To: [Chang, Rebecca](#); [Rob Kelley](#); [Brown, Lillian](#)
Subject: Re: Notice of Deficiency in Shareholder Proposal Submitted to GE Vernova Inc., GEHC, GE Aerospace
Date: Wednesday, November 12, 2025 9:24:35 AM

EXTERNAL SENDER

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

Proponent's Communications
Received on November 13, 2025 and November 22, 2025

From: [Martin Harangozo](#)
To: [Chang, Rebecca](#); [Rob Kelley](#); [Brown, Lillian](#)
Subject: Re: Notice of Deficiency in Shareholder Proposal Submitted to GE Vernova Inc., GEHC, GE Aerospace
Date: Thursday, November 13, 2025 12:43:44 PM
Attachments: [Proof of GE Ownership 11-13-2025.pdf](#)

EXTERNAL SENDER

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:

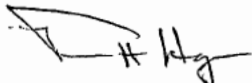
[REDACTED]

[REDACTED]

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

From: [Martin Harangozo](#)
To: [Chang, Rebecca](#); [Rob Kelley](#); [Brown, Lillian](#)
Subject: Re: Notice of Deficiency in Shareholder Proposal Submitted to GE Vernova Inc., GEHC, GEAerospace
Date: Saturday, November 22, 2025 11:05:59 AM

EXTERNAL SENDER

I have not heard from anyone regarding contact. It may be that nobody is interested in contacting me.

I will continue to make myself available Monday - Friday November 24, - 28 understanding there is a holiday Thursday and again Monday to Friday December 1, - 5. at 4 PM With notice five business days prior to the call.

Kindest regards

Martin Harangozo