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

DIVISION OF
CORPORATION FINANCE

March 3, 2025

Ronald O. Mueller
Gibson, Dunn & Crutcher LLP

Re: General Electric Company (the "Company")
Incoming letter dated December 20, 2024

Dear Ronald O. Mueller:

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

The Proposal requests the board adopt a policy that the Company seek shareholder approval of senior managers' new or renewed pay packages that provide for golden parachute payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term bonus.

We are unable to concur in your view that the Company may exclude the Proposal under Rule 14a-8(i)(4). We are unable to conclude that the Proposal relates to the redress of a personal claim or grievance against the Company. We are also unable to conclude that the Proposal is designed to result in a benefit to the Proponent, or to further a personal interest, which is not shared by the other shareholders at large.

We are unable to concur in your view that the Company may exclude the Proposal under Rule 14a-8(i)(7). In our view, based on the information you have presented, the Company has not demonstrated that the Proposal relates to its ordinary business operations. In addition, in our view, the Proposal does not seek to micromanage the Company.

Copies of all of the correspondence on which this response is based will be made available on our website at https://www.sec.gov/corpfin/2024-2025-shareholder-proposals-no-action.

Sincerely,

Rule 14a-8 Review Team

cc: Martin Harangozo

GIBSON DUNN

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December 20, 2024

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

Re: *General Electric Company*
Shareholder Proposal of Martin Harangozo
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, General Electric Company, operating as GE Aerospace ("GE" or the "Company"), intends to omit from its proxy statement and form of proxy for its 2025 Annual Meeting of Shareholders (collectively, the "2025 Proxy Materials") a shareholder proposal (the "Proposal") and statement in support thereof (the "Supporting Statement") received from Martin Harangozo (the "Proponent").

Pursuant to Rule 14a-8(j), we have:

- 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 2025 Proxy Materials with the Commission; and

- concurrently sent a copy of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D") provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the "Staff"). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of such correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

THE PROPOSAL

The Proposal states, in relevant part:

> Shareholders request that the Board adopt a policy to seek shareholder approval of senior managers' new or renewed pay package that provides for golden parachute payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term bonus. This proposal only applies to Named Executive Officers.
>
> Golden parachute payments include cash, equity or other compensation that is paid out or vests due to a senior executive's termination for any reason. Payments include those provided under employment agreements, severance plans, and change-in-control clauses in long-term equity plans, but not life insurance, pension benefits, or deferred compensation earned and vested prior to termination. "Estimated total value" includes: lump-sum payments; payments offsetting tax liabilities; perquisites or benefits not vested under a plan generally available to management employees; post-employment consulting fees or office expense; and equity awards if vesting is accelerated, or a performance condition waived, due to termination. The Board shall retain the option to seek shareholder approval at an annual meeting after material terms are agreed upon.

A copy of the Proposal and the Supporting Statement is attached to this letter as Exhibit A.

BASES FOR EXCLUSION

For the reasons discussed below, the Proposal properly may be excluded from the 2025 Proxy Materials pursuant to:

- 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 shareholders; and
- Rule 14a-8(i)(7) because the Proposal impermissibly seeks to micromanage the Company.

ANALYSIS

I. The Proposal May Be Excluded 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 Shareholders.

1. *Background*.

The Proposal is yet another chapter in a long-running annual attempt by the Proponent to misuse the Commission's shareholder proposal rules by leveraging the Company's annual meeting of shareholders as a platform to reassert and advance his personal grievance against the Company. This year, in an attempt to circumvent the intent and purpose of Rule 14a-8, the Proponent has again embraced another shareholder's facially neutral proposal, although the circumstances and Proponent's background demonstrate the Proponent's intent to utilize the Commission's rules to redress a personal claim or grievance against the Company and to benefit the Proponent's personal interest, which is not shared by the other shareholders at large.

As explained in *General Electric Co.* (avail. Feb. 14, 2020; *recon. denied* Feb. 28, 2020) ("*General Electric 2020*"), the Proponent was hired by the Company in 1990, separated from the Company in 2011, and subsequently filed a claim against the Company under the Company's alternative dispute resolution process,[1] asserting various allegations related to his employment with the Company, and seeking monetary and other relief. *General Electric 2020* further explains that, commencing in 2012, the Company received shareholder proposals every year from the Proponent and some variation of four other individuals. Since 2020, the Company 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 the Company in a manner designed to harangue the Company, vindicate the Proponent's perspective, and provide the Proponent a continual platform to redress his personal grievance by speaking at the Company's annual shareholder meetings. For example:

- As recently as the 2023 Annual Meeting of Shareholders, when the Company included the Proponent's facially neutral proposal to sell the Company in its 2023 proxy statement, the Proponent used his opportunity during the meeting to discuss his personal history with the Company and air his longstanding grievances against the

[1] The Company does not take issue with the Proponent's use of the Company's alternative dispute resolution process, which the Company views as an appropriate forum for employees to raise any grievances.

Company, including allegations of improper dealings in stock options and stock by the Company's former chief executive officer and the retirement of the Company'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 the 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 used his time to discuss his personal history with the Company, airing his longstanding grievances against the Company and criticizing the Company'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 the 2021 Annual Meeting of Shareholders, where the Proponent submitted a proposal requesting that there be two candidates for each board directorship, the Proponent abused the opportunity to advocate for his proposal, and instead alleged a claim 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 publicly available transcripts from the Company's 2023, 2022 and 2021 Annual Meetings of Shareholders are attached as Exhibit B.

Thus, it is clear that the Proponent has used the shareholder proposal process, and the platform it provides, to speak at the Company's annual meetings to continue to publicly assert his personal grievances against the Company under the guise of various corporate governance concerns. The Proponent's submission of this year's Proposal yet again resurrects that tactic to do the same.

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 2023 Annual Meeting, seeking a sale of the Company (after the Company had already announced plans to split into three companies), received only 0.5% of the votes cast; his proposal at the Company's 2022 Annual Meeting, requesting a cessation of all executive stock option programs and bonus programs, received support of only 1.9% of the votes cast; and his proposal at the Company's 2021 Annual Meeting, advocating that multiple director candidates be nominated, received only 3.0% support. As with the Proposal, each of these proposals was a recycled and rehashed proposal that in two of the cases included supporting statements criticizing the Company's prior

leadership and their compensation structure, and that served only to provide the Proponent a platform to assert his personal grievances at the Company's annual meetings. The Proposal simply represents the latest in a series of actions that the Proponent has taken in his decade-long crusade against the Company. Accordingly, the Proposal is properly excludable under Rule 14a-8(i)(4).

2. *Analysis*.

Rule 14a-8(i)(4) permits the exclusion of shareholder 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 shareholders 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). 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." Exchange Act Release No. 19135 (Oct. 14, 1982). Thus, Rule 14a-8(i)(4) provides a means to exclude shareholder 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 shareholders' 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 the Company could be excluded pursuant to Rule 14a-8(i)(4) due to the Proponent's history of confrontation with the Company 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 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. The Company argued that the Proponent's history with the Company, and the proposal's focus on the Company's prior executive leaders and their equity compensation, a subject which the Proponent had long harangued the Company about publicly at various annual meetings, demonstrated the Proponent's personal grievance against the Company. 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 shareholder 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. *See also State Street Corp.* (avail. Jan. 5, 2007) (concurring with the exclusion of a proposal with a facially neutral resolution that the company separate the positions of chairman and CEO and provide for an independent chairman when brought by a former employee after that employee was ejected from the company's previous annual meeting for disruptive conduct and engaged in a lengthy campaign of public harassment against the company and its CEO); *Pfizer, Inc.* (avail. Jan. 31, 1995) (concurring with the exclusion of a proposal related to CEO compensation saying, "the staff has particularly noted that the proposal, while drafted to address other considerations, appears to involve one in a series of steps relating to the longstanding grievance against the [c]ompany by the proponent," where the proposal was submitted by a former employee who contested the circumstances of his retirement, claiming that he had been forced to retire as a result of illegal age discrimination).

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. *See also American Express Co. (Lindner)* (avail. Jan. 13, 2011) (concurring with the exclusion of a proposal to amend an employee code of conduct to include mandatory penalties for noncompliance when brought by a former employee who previously sued the company on several occasions for engaging in actions prohibited by the employee code of conduct); *International Business Machines Corp. (Ludington)* (avail. Jan. 31, 1994) (concurring with the exclusion of a proposal requesting a list of all groups and parties that receive corporate donations in excess of a specified amount, including "details and names pertinent to the gift," where the company pointed to the proponent's prior communications with the company over the past year trying to stop corporate donations to charities that the proponent believed supported illegal immigration, including a request that the company provide the names of individuals at the charities that the company had communicated with, and argued that the proposal was thus an attempt to gain information on the charities, harass them, and stop donations to them).

General Electric 2024 and the other foregoing precedent, as well as the Commission's statements in the 1982 Release (which the Staff recently confirmed that it continues to abide by),[2] 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 shareholder proposal process. Exactly as described in the 1982 Release, the Proponent has drafted the Proposal in neutral terms so that it might be of general interest to all security holders, in an effort to circumvent the Rule 14a-8(i)(4) standard. Nevertheless, the Proponent's consistent year-over-year pattern of conduct reveals his true intentions to use the shareholder proposal process in order to air his personal grievances at the Company's annual meetings of shareholders. Given that the subject matter of the Proposal and Supporting Statement is focused on severance arrangements for executive officers (an important component of the Company's executive compensation structure, a topic of consistent criticism by the Proponent that relates to his historical grievances with the Company's prior leadership), combined with the Proponent's extensive combative history with the Company and his well-established pattern of inappropriate conduct, including his statements at the Company's 2023, 2022 and 2021 Annual Meetings, it is clear that, similar to *General Electric 2024*, the Proposal is yet another attempt by the Proponent to "further a personal interest . . . which other shareholders at large do not share."

This sort of ongoing gamesmanship, deploying neutral language in proposals to eschew exclusion under Rule 14a-8(i)(4), does not serve the goals of the shareholder proposal process and is instead an abuse of the Commission's rules that should not be condoned.

[2] *See* Staff Legal Bulletin 14L (Nov. 3, 2021).

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 shareholders, and requiring the Company to include this Proposal would allow the Proponent to continue to subvert and abuse the Rule 14a-8 process to advance his personal interests that are not in the common interest of the Company's shareholders.

II. The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because The Proposal Seeks To Micromanage The Company.

1. *Background*.

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a shareholder proposal that relates to the company's "ordinary business" operations. According to the Commission's release accompanying the 1998 amendments to Rule 14a-8, the term "ordinary business" "refers to matters that are not necessarily 'ordinary' in the common meaning of the word," but instead the term "is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company's business and operations." *See* Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release").

In the 1998 Release, the Commission stated that the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting," and identified two central considerations that underlie this policy. As relevant here, one of those considerations is "the degree to which the proposal seeks to 'micro-manage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." *Id.* (citing Exchange Act Release No. 12999 (Nov. 22, 1976)). The 1998 Release further states that "[t]his consideration may come into play in a number of circumstances, such as where the proposal involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies."

In Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("SLB 14L"), the Staff clarified that not all "proposals seeking detail or seeking to promote timeframes" constitute micromanagement, and that going forward the Staff would "focus on the level of granularity sought in the proposal and whether and to what extent it inappropriately limits discretion of the board or management." To that end, the Staff stated that this "approach is consistent with the Commission's views on the ordinary business exclusion, *which is designed to preserve management's discretion on ordinary business matters* but not prevent shareholders from providing high-level direction on large strategic corporate matters" (emphasis added). SLB 14L.

2. *Analysis*.

The Proposal seeks to micromanage a complex aspect of the Company's executive compensation program, which the Company's Board of Directors (the "Board") already has addressed through the Company's existing shareholder approval policy for severance benefits as well as executive severance arrangements. By seeking the adoption of a policy requiring a shareholder vote on a specific component of the Company's executive compensation program after a certain threshold is reached, while prescribing detailed requirements for what must be included and excluded in calculating whether the threshold is reached, the Proposal is attempting to impose a specific method for designing a significant component of executive compensation benefits with a level of granularity that inappropriately limits the Board's discretion. Moreover, because the Board already has adopted a shareholder approval policy on severance benefits that is broadly aligned with the policy requested by the Proposal, the Proposal essentially is focused on dictating and nitpicking certain technical aspects of how the policy is applied, specifically with respect to specific categories of equity awards and in certain termination scenarios. As such, the Proposal runs afoul of the kind of management-level discretion the Commission sought to preserve with the ordinary business exclusion, going well beyond providing "high level direction" for the Board to consider, and disregarding the inherently complex and sophisticated process of negotiating, designing and implementing competitive executive compensation benefits.

The Proposal inappropriately limits the discretion of the Board in determining executive compensation benefits, going beyond "seeking detail or seeking to promote a timeframe" and instead imposing a strict limit on the amount of severance benefits that may be offered to senior managers without obtaining shareholder approval, coupled with the highly detailed and specific method by which the value of severance benefits is to be determined. The Proposal addresses when and on what terms the Company can approve these benefits, stipulating that "shareholder approval" be obtained for any "senior managers' new or renewed pay package [sic] that provides for golden parachute payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term bonus." In addition, the Proposal applies broadly "to a senior executive's termination *for any reason*" (emphasis added), and thus would cover situations such as death or disability, as well as retirement or termination in connection with restructurings and spin-offs, layoffs, or business acquisitions or dispositions. The Proposal seeks to tightly circumscribe the Board's discretion across this range of possible scenarios by exhaustively defining what must be included in the calculation of golden parachute payments, as summarized in the table below:

Compensation Provided	Impact on Golden Parachute Calculation
Cash	Included
Deferred compensation	Excluded
Equity – vesting acceleration	Included
Equity – waiver of performance conditions	Included
Equity – other benefits	Excluded
Life insurance	Excluded
Lump-sum payments	Included
Pension benefits	Excluded
Perquisites or benefits not vested under a plan generally available to management employees	Included
Perquisites or benefits vested under a plan generally available to management	Excluded
Post-employment consulting fees	Included
Post-employment office expenses	Included
Tax-offsetting payments	Included
Other compensation	Included

Notably, the definition of "golden parachute payments" specified in the Proposal is not a definition that could be considered part of a well-established national or international framework, as companies have adopted myriad approaches to defining severance benefits. In this regard, the Company maintains a shareholder approval policy on severance benefits in its governance principles (the "Severance Policy"),[3] which provides that the Board will not offer severance benefits without first obtaining shareholder approval if "the named executive officer's employment was terminated prior to retirement for performance reasons" and "the value of the proposed severance benefits would exceed 2.99 times the sum of the named executive officer's base salary and bonus." The Company also maintains an executive severance plan, which became effective January 1, 2022 (the "Executive Severance Plan").[4] The Executive Severance Plan applies to all executives of the Company who experience a qualifying termination and, with respect to officers, provides a cash severance benefit equal to between 12 months' to 18 months' base salary. Unlike the Proposal, the Executive Severance Plan applies to all executives, not just named executive officers, and is designed to preserve the Company's discretion regarding the ultimate composition and amount of severance benefits offered to an executive by allowing alternative severance benefits to be offered to executives in separate severance arrangements when the Board determines it to be in the best interest of the Company and shareholders to do so.

[3] Available at *https://www.geaerospace.com/sites/default/files/ge-aerospace-governance-principles_0.pdf.*
[4] Available at *https://www.sec.gov/Archives/edgar/data/40545/000004054522000008/geform10-k2021xex10j.htm*.

The Severance Policy, combined with the Executive Severance Plan and the Company's practice of entering into unique severance arrangements when determined to be appropriate, provides a comprehensive but flexible framework for crafting executive severance benefits and was carefully designed by the Company to balance the many factors that must be considered when creating competitive compensation packages. As further demonstration of the complexity of this topic, certain laws or regulations impose their own definitions of what constitutes severance benefits. For example, under U.S. Federal tax laws, certain settlement payments made to a former executive who has been found to be wrongly terminated would be treated as severance for tax purposes. In addition, certain jurisdictions outside the US require payment of various statutory severance benefits.

Thus, the Proposal's imposition of a strict limit on the amount of severance benefits that may be offered to senior managers without obtaining shareholder approval, coupled with the highly detailed and specific method by which the value of severance benefits is to be determined, supplants the Board's discretion to determine both the appropriate executive severance benefits and the appropriate conditions for seeking shareholder approval. By imposing a specific method to address the complex issue of executive compensation design and administration, the Proposal would, in the words of SLB 14L, "inappropriately limit[] discretion of the board or management" and is properly excludable under Rule 14a-8(i)(7) because it seeks to micromanage the Company.

The Staff has concurred with the exclusion of proposals that, similar to the Proposal at issue here, seek to supplant the Board's discretion on a matter of executive compensation based on micromanagement under Rule 14a-8(i)(7). For example, in *AT&T Inc. (Gaglione)* (avail. Mar. 15, 2023), the Staff concurred with the exclusion of a proposal requesting the company's board adopt a policy of obtaining shareholder approval for any future agreements and corporate policies that could oblige the company to make payments or awards following the death of a senior executive in the form of unearned salary or bonuses, accelerated vesting or the continuation in force of unvested equity grants, perquisites or other payments made in lieu of compensation. There, the company argued that the proposal inappropriately limited the discretion of the company's board in determining executive compensation benefits, going beyond "seeking detail or seeking to promote a timeframe" and instead imposed a singular method by which the company could approve payments or awards to certain executives in the event of their death. Although the proposal in *AT&T* did not include a threshold for seeking shareholder approval, the Proposal at issue seeks to implement a policy that in certain ways is both more prescriptive than that considered in *AT&T*, due to the Proposal's extensive and granular calculation of golden parachute payments, and broader in scope, in that it is not limited to the rare instance of an executive's termination due to death and instead applies to a "termination *for any reason*" (emphasis added).

Exclusion of the Proposal, as with exclusion of the proposal addressed in *AT&T*, is consistent with a long line of precedents where the Staff has concurred that attempts to dictate precise terms of executive compensation arrangements seek to micromanage a company to an extent

inconsistent with the standards of Rule 14a-8(i)(7). *See, e.g., Rite Aid Corp.* (avail. Apr. 23, 2021, *recon. denied* May 10, 2021) (concurring with the exclusion of a proposal that requested the board adopt a policy that would prohibit equity compensation grants to senior executives when the company's common stock had a market price lower than the grant date market price of any prior equity compensation grants to such executives, where the company argued that the proposal prescribed specific limitations on the ability of its compensation committee "to make business judgments, without any flexibility or discretion," and restricted the compensation committee from "making any equity compensation grants to senior executives in certain instances without regard to circumstances and the committee's business judgment."); *Gilead Sciences, Inc.* (avail. Dec. 23, 2020) (concurring with the exclusion of a proposal recommending the company reduce its named executive officer pay ratios each year until they reached 20 to 1, where the company argued the terms of the proposal were prescriptive and would unduly limit the ability of management and the board to manage complex matters with a level of flexibility necessary to fulfill fiduciary duties to shareholders); *Comcast Corp.* (avail. Apr. 1, 2020) (concurring with the exclusion of a proposal reducing a company's CEO pay ratio by 25-50%); *JPMorgan Chase & Co.* (avail. Mar. 22, 2019) (concurring with the exclusion of a proposal that requested the board adopt a policy prohibiting the vesting of equity-based awards for senior executives who voluntarily resigned to enter government service); *AbbVie Inc.* (avail. Feb. 15, 2019) (concurring with the exclusion of a proposal requesting a policy to prohibit financial performance metric adjustments to exclude legal or compliance costs for the purposes of determining senior executive incentive compensation, noting that the proposal "would prohibit any adjustment of the broad categories of expenses covered by the [p]roposal without regard to specific circumstances or the possibility of reasonable exceptions").

We acknowledge that the Staff was unable to concur with the exclusion of a proposal requesting a company adopt an executive severance benefits shareholder approval policy similar to the one set forth in the Proposal under Rule 14a-8(i)(7) as micromanaging the company. *See FedEx Corp.* (avail. Aug. 2, 2021). There, the Staff concluded that the proposal did not "probe too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." While the Proposal similarly relates to compensation available only to senior executives and seeks to prohibit certain payments above a specified threshold without obtaining shareholder approval, the shareholders in *FedEx* were not asked to adopt a proposal that would revise and supplant the company's existing policies, because the company had not adopted a policy analogous to the Company's Severance Policy. Here, however, the Proposal is essentially asking the Company's shareholders to nitpick certain aspects of the Company's Severance Policy. The Company's Severance Policy and the policy requested by the Proposal contain the same basic features, both providing for:

- shareholder approval of severance benefits to the same group of officers (the Company's named executive officers),
- at the same threshold level (2.99 times the sum of base salary and bonus),
- taking into account the same basic types of compensation (cash, certain equity acceleration, perquisites, tax payments, consulting fees), and

- excluding certain types of compensation (pension benefits, accrued salary and bonus, health, life or other welfare benefits).

The terms of the Company's Severance Policy and the policy requested by the Proposal differ only with respect to (1) the treatment of acceleration of restricted stock units to an officer terminated within two years of attaining age 60 and stock-based incentive awards that would have vested within two years of an officer's termination (each excluded from the Company's Severance Policy vs. taken into account by the Proposal), and (2) the termination scenarios for which the policy would apply (termination prior to retirement due to performance reasons in the case of the Company's Severance Policy vs. any termination scenario in the case of the Proposal). Given the broad alignment between the Proposal and the Company's Severance Policy, the Proposal is not focused on the broader objective noted in the Supporting Statement of "align[ing] management pay with shareholder interests." Rather, it is focused only on technical aspects of how the Company's Severance Policy is applied with respect to two specific categories of equity awards and in certain termination scenarios. Thus, unlike in *FedEx*, the Proposal seeks to ask shareholders to nit-pick the Company's existing policy and second-guess decisions made by the Board with respect to the complex issue of designing competitive executive compensation programs.

Notably, the Staff has recently concurred with the exclusion of proposals that sought to micromanage a company by changing or revising a company's existing policies on or approach to complex matters. For example, in *Chevron Corp. (As You Sow Foundation Fund)* (avail. Mar. 29, 2024), the Staff concurred with the exclusion of a proposal requesting that the company report on divestitures of assets with material climate impact, including whether each asset purchaser disclosed its GHG emissions and had 1.5°C-aligned or other greenhouse gas reduction targets, where the company already provided extensive disclosures on the emissions impacts of its divestitures, and the proposal sought to micromanage the way the company addressed a complex matter by seeking to prescribe a different method of disclosure. Likewise, in *Tesla, Inc. (Stephen)* (avail. Mar. 27, 2024), the Staff concurred with the exclusion of a proposal requesting that the company "*redesign* vehicle tires to avoid pollution from harmful chemicals such as 6PPD-Q," noting that "[i]n our view, the [p]roposal seeks to micromanage the [c]ompany" (emphasis added). There, the company argued that the determination of how to engineer its products involved a wide array of complex business considerations, and that the management of the allocation and development of internal resources and products was complex and involved the consideration of many factors. *See also Amazon.com, Inc.* (avail. Apr. 7, 2023, *recon. denied* Apr. 20, 2023) (concurring with the exclusion of a proposal requesting that the company measure and disclose Scope 3 GHG emissions where the proposal sought to change which Scope 3 emissions the company reported). As in *Chevron*, *Tesla* and *Amazon*, the Proposal here is seeking to change the manner in which the Company has already determined to address a complex, multifaceted issue by dictating a different and prescriptive standard for when the Company must seek shareholder approval of severance benefits.

Moreover, the Staff's position that proposals which unduly limit the board's or management's discretion are excludable under micromanagement is longstanding, regardless of whether the proposal raises important policy considerations. For example, in *Wendy's Co.* (avail. Mar. 2, 2017), the company received a proposal urging the board to join the Fair Food Program. The company argued that the selection of suppliers and management of supplier relationships was a complex process that shareholders were not in a position to make an informed judgment about and that the proposal sought to substitute management's existing practices and processes. The Staff concurred with the exclusion of the proposal, noting the proposal sought "to micromanage the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." In *SeaWorld Entertainment, Inc.* (avail. Mar. 30, 2017, *recon. denied* Apr. 17, 2017), the Staff concurred with exclusion based on micromanagement where the company received a proposal which urged the board to retire the current resident orcas to seaside sanctuaries and replace the captive-orca exhibits with innovative virtual and augmented reality or other types of non-animal experience. There, the company argued that its management and board invested significant time and effort in determining which experiences to offer, while also striving to generate an attractive return to company shareholders, and that plans for new exhibits and attractions are within the purview of management.

As discussed above, the Proposal runs afoul of the kind of operational discretion the Commission sought to preserve with the ordinary business exclusion, going well beyond providing "high level direction" for the Board to consider, and attempting instead to prescribe how, when and on what terms the Company may offer severance benefits to its named executive officers, and disregarding the detailed considerations required to negotiate, design and implement competitive executive compensation benefits that are consistent with best practices and the interest of shareholders. As described above, the Proposal thus seeks to impose a specific method for designing a significant component of executive compensation benefits with a "level of granularity" that "inappropriately limits discretion of the board or management." As such, consistent with the 1998 Release, SLB 14L and the aforementioned precedent, the Proposal is properly excludable under Rule 14a-8(i)(7) because it seeks to micromanage the Company.

CONCLUSION

Based upon the foregoing analysis, the Company intends to exclude the Proposal from its 2025 Proxy Materials, and we respectfully request that the Staff concur that the Proposal may be excluded under Rule 14a-8.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8671, or Kevin Schott, the Company's Executive Counsel, Corporate, Securities & Finance, at (202) 394-7511.

Sincerely,

Ronald O. Mueller

Enclosures

cc: Brandon Smith, Vice President, Chief Corporate, Securities & Finance Counsel, GE Aerospace
Kevin Schott, Executive Counsel, Corporate, Securities & Finance, GE Aerospace
Kira Schwartz, Executive Counsel, Corporate, Securities & Finance, GE Aerospace
Martin Harangozo

EXHIBIT A

From:	Martin Harangozo
To:	~CORP ShareholderProposals; Martin J (GE Indust ConsInd) Harangozo
Subject:	GeneralElectricMartinHarangozoProposal2025
Date:	Wednesday, October 16, 2024 1:32:35 PM
Attachments:	GeneralElectricParachuteProposal 01-16-2024.docx

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Ladies and gentlemen:

Please include the attached shareholder proposal in your 2025 proxy statement for voting by the shareholders. Please adjust the number following ("shareholder proposal #1), to reflect the shareholder proposal number that corresponds to the sequence of the shareholder proposals on the proxy.

I am honored to engage with the company on Mondays, Tuesdays, Thursdays, at 4 P.M. eastern standard time to discuss in detail the merits of the shareholder proposal.

Thank you

Kindest regards

Martin Harangozo

Shareholders request that the Board adopt a policy to seek shareholder approval of senior managers' new or renewed pay package that provides for golden parachute payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term bonus. This proposal only applies to Named Executive Officers.

Golden parachute payments include cash, equity or other compensation that is paid out or vests due to a senior executive's termination for any reason. Payments include those provided under employment agreements, severance plans, and change-in-control clauses in long-term equity plans, but not life insurance, pension benefits, or deferred compensation earned and vested prior to termination. "Estimated total value" includes: lump-sum payments; payments offsetting tax liabilities; perquisites or benefits not vested under a plan generally available to management employees; post-employment consulting fees or office expense; and equity awards if vesting is accelerated, or a performance condition waived, due to termination. The Board shall retain the option to seek shareholder approval at an annual meeting after material terms are agreed upon. Generous performance-based pay can sometimes be justified but shareholder ratification of golden parachutes better aligns management pay with shareholder interests. This proposal is relevant even if there are current golden parachute limits. A limit on golden parachutes is like a speed limit. A speed limit by itself does not guarantee that the speed limit will never be exceeded. Like this proposal the rules associated with a speed limit provide consequences if the limit is exceeded. With this proposal the consequences are a non-binding shareholder vote is required for unreasonably high golden parachutes. This proposal places no limit on long-term equity pay or any other type pay. This proposal thus has no impact on the ability to attract executive talent or discourage the use of long-term equity pay because it places no limit on golden parachutes. It simply requires that extra-large golden parachutes be subject to a non-binding shareholder vote at a shareholder meeting already scheduled for other matters.

This proposal is relevant because there is not separate section for approving or rejecting golden parachutes. The topic of this proposal received and between 51% and 65% support at: FedEx Spirit AeroSystems Alaska Air Fiserv Please vote yes: Shareholder Opportunity to Vote on Excessive Golden Parachutes - Proposal 1

EXHIBIT B

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.

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 prevent -- 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

GIBSON DUNN

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February 14, 2025

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

Re: *General Electric Company*
Supplemental Letter Regarding Shareholder Proposal of Martin Harangozo
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

On December 20, 2024, we submitted a letter (the "No-Action Request") on behalf of General Electric Company, operating as GE Aerospace ("GE" or the "Company"), notifying the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") that the Company intends to omit from its proxy statement and form of proxy for its 2025 Annual Meeting of Shareholders (collectively, the "2025 Proxy Materials") a shareholder proposal (the "Proposal") and statement in support thereof (the "Supporting Statement") received from Martin Harangozo (the "Proponent"). *See* Exhibit 1A.

THE PROPOSAL

The Proposal states, in relevant part:

> Shareholders request that the Board adopt a policy to seek shareholder approval of senior managers' new or renewed pay package that provides for golden parachute payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term bonus. This proposal only applies to Named Executive Officers.
>
> Golden parachute payments include cash, equity or other compensation that is paid out or vests due to a senior executive's termination for any reason. Payments include those provided under employment agreements, severance plans, and change-in-control clauses in long-term equity plans, but not life insurance, pension benefits, or deferred compensation earned and vested prior to termination. "Estimated total value" includes: lump-sum payments; payments offsetting tax liabilities; perquisites or benefits not vested under a plan generally available to management employees; post-employment consulting fees or office expense; and equity awards if vesting is accelerated, or a performance condition

waived, due to termination. The Board shall retain the option to seek shareholder approval at an annual meeting after material terms are agreed upon.

A copy of the Proposal and the Supporting Statement is attached to this letter as Exhibit 1B.

BASIS FOR SUPPLEMENTAL LETTER

As discussed below, the Company's Board of Directors adopted a new shareholder approval policy on severance benefits (the "New Severance Policy") on February 14, 2025, which replaces the Company's existing shareholder approval policy on severance benefits described in the No-Action Request (the "Old Severance Policy"). A copy of the New Severance Policy, which will be included in the Company's Corporate Governance Principles,[1] is attached hereto as Exhibit 1C. This supplemental letter updates the analysis for the No-Action Request's Rule 14a-8(i)(7) micromanagement argument to reflect the New Severance Policy. There are no changes to the No-Action Request's Rule 14a-8(i)(4) personal grievance argument. Accordingly, we continue to view the Proposal as properly excludable under Rule 14a-8(i)(4) because the Proposal relates to the redress of a personal grievance, and under Rule 14a-8(i)(7) because the Proposal impermissibly seeks to micromanage the Company.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because The Proposal Seeks To Micromanage The Company.

As described in the No-Action Request, the Proposal seeks to micromanage a complex aspect of the Company's executive compensation program, which the Board has already addressed, originally through the Old Severance Policy and now through the New Severance Policy, as well as through the Executive Severance Plan (as defined in the No-Action Request).

The Board's adoption of the New Severance Policy does not change the fact that, by seeking the adoption of a policy requiring a shareholder vote on a specific component of the Company's executive compensation program after a certain threshold is reached, while prescribing detailed requirements for what must be included and excluded in calculating whether the threshold is reached, the Proposal "involves intricate detail, [and] seeks to impose specific … methods for implementing complex policies". *See* Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release"). In fact, the Board's adoption of the New Severance Policy reinforces the need for Board discretion on this complex topic to adapt Company policies and practices from time to time, as appropriate, to reflect the best interests of the Company and its shareholders. In this regard, the Board adopted the New Severance Policy after taking into account a number of

[1] Available for download at *https://www.geaerospace.com/investor-relations/governance*.

factors, including evolving market practices, shareholder views and executive compensation practices since the adoption of the Old Severance Policy more than a decade prior.

Moreover, as the New Severance Policy remains broadly aligned with the policy requested by the Proposal, the Proposal still focuses on dictating and nitpicking certain technical aspects of how the policy is applied, and is therefore overly prescriptive and runs afoul of the kind of management-level discretion the Commission sought to preserve with the ordinary business exclusion. *See* Staff Legal Bulletin No. 14M (Feb. 12, 2025) ("SLB 14M"), where the Staff clarified that "[n]otwithstanding the precatory nature of a proposal, if the method or strategy for implementing the action requested by the proposal is overly prescriptive, thereby potentially limiting the judgment and discretion of the board and management, the proposal may be viewed as micromanaging the company." The New Severance Policy provides that the Company will seek shareholder approval in connection with the establishment of any new employment or severance agreement, plan, or policy "that provides for cash severance benefits [] exceeding 2.99 times the sum of the executive officer's base salary plus target annual bonus opportunity." The New Severance Policy, which aligns with market practice, does not cover equity-based severance benefits like the Old Severance Policy did to a certain degree, but the New Severance Policy is broader than the Old Severance Policy in several respects in that it applies to a larger group of officers (all of the Company's executive officers, not just the named executive officers) and applies in the event of any termination of employment (not just in the event of a termination prior to retirement due to performance). As was the case with the Old Severance Policy, we note that the New Severance Policy and the policy requested by the Proposal contain many of the same basic features, both providing for:

- shareholder approval of severance benefits to the same group of officers—the Company's named executive officers (and, as noted above, the New Severance Policy applies to an even broader group that covers all of the Company's executive officers),
- the same threshold level (2.99 times the sum of base salary and bonus),
- consideration of cash severance compensation, while excluding certain other types of compensation (pension benefits, accrued salary and bonus, health, life or other welfare benefits), and
- application in the event of any termination of employment.

The terms of the New Severance Policy and the policy requested by the Proposal differ only with respect to the types of compensation included or excluded from the definition of severance benefits, with the New Severance Policy focusing on cash benefits and the policy requested by the Proposal also including equity-based severance benefits (such as acceleration of equity vesting), post-termination consulting fees and certain perquisites. Given the broad alignment between the Proposal and the New Severance Policy, the Proposal still does not focus on the broader objective noted in the Supporting Statement of "align[ing] management pay with shareholder interests." Instead, the Proposal would have the effect of asking the Company's shareholders to nitpick and second-guess technical aspects of the calculation of severance benefits for purposes of the New Severance Policy, thus seeking to impose a specific method for designing a significant

component of executive compensation benefits. *See* SLB 14M (explaining that "[w]hen a proposal prescribes specific actions that the company's management or the board must undertake without affording them sufficient flexibility or discretion in addressing the complex matter presented by the proposal, the proposal may micromanage the company to such a degree that exclusion of the proposal would be warranted").

As discussed above and in the No-Action Request, the Proposal runs afoul of the kind of operational discretion the Commission sought to preserve with the ordinary business exclusion, going well beyond providing high-level direction for the Board to consider, and attempting instead to dictate, in an overly prescriptive manner, how, when and on what terms the Company may offer severance benefits to its named executive officers, and disregarding the detailed considerations required to negotiate, design and implement competitive executive compensation benefits that are consistent with best practices and the interest of shareholders. As such, the Proposal is properly excludable under Rule 14a-8(i)(7) because it seeks to micromanage the Company.

CONCLUSION

Based upon the above analysis and that provided in the No-Action Request, the Company intends to exclude the Proposal from its 2025 Proxy Materials, and we respectfully request that the Staff concur that the Proposal may be excluded under Rule 14a-8. In accordance with Rule 14a-8(j), a copy of this supplemental letter and its attachments is being sent on this date to the Proponent.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8671, or Kevin Schott, the Company's Executive Counsel, Corporate, Securities & Finance, at (202) 394-7511.

Sincerely,

Ronald O. Mueller

Enclosures

cc: Brandon Smith, Vice President, Chief Corporate, Securities & Finance Counsel, GE Aerospace
Kevin Schott, Executive Counsel, Corporate, Securities & Finance, GE Aerospace
Kira Schwartz, Executive Counsel, Corporate, Securities & Finance, GE Aerospace
Martin Harangozo

EXHIBIT 1A

GIBSON DUNN

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December 20, 2024

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

Re: *General Electric Company*
Shareholder Proposal of Martin Harangozo
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, General Electric Company, operating as GE Aerospace ("GE" or the "Company"), intends to omit from its proxy statement and form of proxy for its 2025 Annual Meeting of Shareholders (collectively, the "2025 Proxy Materials") a shareholder proposal (the "Proposal") and statement in support thereof (the "Supporting Statement") received from Martin Harangozo (the "Proponent").

Pursuant to Rule 14a-8(j), we have:

- 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 2025 Proxy Materials with the Commission; and

- concurrently sent a copy of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D") provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the "Staff"). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of such correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

THE PROPOSAL

The Proposal states, in relevant part:

> Shareholders request that the Board adopt a policy to seek shareholder approval of senior managers' new or renewed pay package that provides for golden parachute payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term bonus. This proposal only applies to Named Executive Officers.
>
> Golden parachute payments include cash, equity or other compensation that is paid out or vests due to a senior executive's termination for any reason. Payments include those provided under employment agreements, severance plans, and change-in-control clauses in long-term equity plans, but not life insurance, pension benefits, or deferred compensation earned and vested prior to termination. "Estimated total value" includes: lump-sum payments; payments offsetting tax liabilities; perquisites or benefits not vested under a plan generally available to management employees; post-employment consulting fees or office expense; and equity awards if vesting is accelerated, or a performance condition waived, due to termination. The Board shall retain the option to seek shareholder approval at an annual meeting after material terms are agreed upon.

A copy of the Proposal and the Supporting Statement is attached to this letter as Exhibit A.

BASES FOR EXCLUSION

For the reasons discussed below, the Proposal properly may be excluded from the 2025 Proxy Materials pursuant to:

- 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 shareholders; and
- Rule 14a-8(i)(7) because the Proposal impermissibly seeks to micromanage the Company.

ANALYSIS

I. The Proposal May Be Excluded 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 Shareholders.

1. *Background*.

The Proposal is yet another chapter in a long-running annual attempt by the Proponent to misuse the Commission's shareholder proposal rules by leveraging the Company's annual meeting of shareholders as a platform to reassert and advance his personal grievance against the Company. This year, in an attempt to circumvent the intent and purpose of Rule 14a-8, the Proponent has again embraced another shareholder's facially neutral proposal, although the circumstances and Proponent's background demonstrate the Proponent's intent to utilize the Commission's rules to redress a personal claim or grievance against the Company and to benefit the Proponent's personal interest, which is not shared by the other shareholders at large.

As explained in *General Electric Co.* (avail. Feb. 14, 2020; *recon. denied* Feb. 28, 2020) ("*General Electric 2020*"), the Proponent was hired by the Company in 1990, separated from the Company in 2011, and subsequently filed a claim against the Company under the Company's alternative dispute resolution process,[1] asserting various allegations related to his employment with the Company, and seeking monetary and other relief. *General Electric 2020* further explains that, commencing in 2012, the Company received shareholder proposals every year from the Proponent and some variation of four other individuals. Since 2020, the Company 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 the Company in a manner designed to harangue the Company, vindicate the Proponent's perspective, and provide the Proponent a continual platform to redress his personal grievance by speaking at the Company's annual shareholder meetings. For example:

- As recently as the 2023 Annual Meeting of Shareholders, when the Company included the Proponent's facially neutral proposal to sell the Company in its 2023 proxy statement, the Proponent used his opportunity during the meeting to discuss his personal history with the Company and air his longstanding grievances against the

[1] The Company does not take issue with the Proponent's use of the Company's alternative dispute resolution process, which the Company views as an appropriate forum for employees to raise any grievances.

Company, including allegations of improper dealings in stock options and stock by the Company's former chief executive officer and the retirement of the Company'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 the 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 used his time to discuss his personal history with the Company, airing his longstanding grievances against the Company and criticizing the Company'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 the 2021 Annual Meeting of Shareholders, where the Proponent submitted a proposal requesting that there be two candidates for each board directorship, the Proponent abused the opportunity to advocate for his proposal, and instead alleged a claim 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 publicly available transcripts from the Company's 2023, 2022 and 2021 Annual Meetings of Shareholders are attached as Exhibit B.

Thus, it is clear that the Proponent has used the shareholder proposal process, and the platform it provides, to speak at the Company's annual meetings to continue to publicly assert his personal grievances against the Company under the guise of various corporate governance concerns. The Proponent's submission of this year's Proposal yet again resurrects that tactic to do the same.

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 2023 Annual Meeting, seeking a sale of the Company (after the Company had already announced plans to split into three companies), received only 0.5% of the votes cast; his proposal at the Company's 2022 Annual Meeting, requesting a cessation of all executive stock option programs and bonus programs, received support of only 1.9% of the votes cast; and his proposal at the Company's 2021 Annual Meeting, advocating that multiple director candidates be nominated, received only 3.0% support. As with the Proposal, each of these proposals was a recycled and rehashed proposal that in two of the cases included supporting statements criticizing the Company's prior

leadership and their compensation structure, and that served only to provide the Proponent a platform to assert his personal grievances at the Company's annual meetings. The Proposal simply represents the latest in a series of actions that the Proponent has taken in his decade-long crusade against the Company. Accordingly, the Proposal is properly excludable under Rule 14a-8(i)(4).

2. *Analysis*.

Rule 14a-8(i)(4) permits the exclusion of shareholder 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 shareholders 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). 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." Exchange Act Release No. 19135 (Oct. 14, 1982). Thus, Rule 14a-8(i)(4) provides a means to exclude shareholder 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 shareholders' 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 the Company could be excluded pursuant to Rule 14a-8(i)(4) due to the Proponent's history of confrontation with the Company 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 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. The Company argued that the Proponent's history with the Company, and the proposal's focus on the Company's prior executive leaders and their equity compensation, a subject which the Proponent had long harangued the Company about publicly at various annual meetings, demonstrated the Proponent's personal grievance against the Company. 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 shareholder 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. *See also State Street Corp.* (avail. Jan. 5, 2007) (concurring with the exclusion of a proposal with a facially neutral resolution that the company separate the positions of chairman and CEO and provide for an independent chairman when brought by a former employee after that employee was ejected from the company's previous annual meeting for disruptive conduct and engaged in a lengthy campaign of public harassment against the company and its CEO); *Pfizer, Inc.* (avail. Jan. 31, 1995) (concurring with the exclusion of a proposal related to CEO compensation saying, "the staff has particularly noted that the proposal, while drafted to address other considerations, appears to involve one in a series of steps relating to the longstanding grievance against the [c]ompany by the proponent," where the proposal was submitted by a former employee who contested the circumstances of his retirement, claiming that he had been forced to retire as a result of illegal age discrimination).

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. *See also American Express Co. (Lindner)* (avail. Jan. 13, 2011) (concurring with the exclusion of a proposal to amend an employee code of conduct to include mandatory penalties for noncompliance when brought by a former employee who previously sued the company on several occasions for engaging in actions prohibited by the employee code of conduct); *International Business Machines Corp. (Ludington)* (avail. Jan. 31, 1994) (concurring with the exclusion of a proposal requesting a list of all groups and parties that receive corporate donations in excess of a specified amount, including "details and names pertinent to the gift," where the company pointed to the proponent's prior communications with the company over the past year trying to stop corporate donations to charities that the proponent believed supported illegal immigration, including a request that the company provide the names of individuals at the charities that the company had communicated with, and argued that the proposal was thus an attempt to gain information on the charities, harass them, and stop donations to them).

General Electric 2024 and the other foregoing precedent, as well as the Commission's statements in the 1982 Release (which the Staff recently confirmed that it continues to abide by),[2] 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 shareholder proposal process. Exactly as described in the 1982 Release, the Proponent has drafted the Proposal in neutral terms so that it might be of general interest to all security holders, in an effort to circumvent the Rule 14a-8(i)(4) standard. Nevertheless, the Proponent's consistent year-over-year pattern of conduct reveals his true intentions to use the shareholder proposal process in order to air his personal grievances at the Company's annual meetings of shareholders. Given that the subject matter of the Proposal and Supporting Statement is focused on severance arrangements for executive officers (an important component of the Company's executive compensation structure, a topic of consistent criticism by the Proponent that relates to his historical grievances with the Company's prior leadership), combined with the Proponent's extensive combative history with the Company and his well-established pattern of inappropriate conduct, including his statements at the Company's 2023, 2022 and 2021 Annual Meetings, it is clear that, similar to *General Electric 2024*, the Proposal is yet another attempt by the Proponent to "further a personal interest . . . which other shareholders at large do not share."

This sort of ongoing gamesmanship, deploying neutral language in proposals to eschew exclusion under Rule 14a-8(i)(4), does not serve the goals of the shareholder proposal process and is instead an abuse of the Commission's rules that should not be condoned.

[2] *See* Staff Legal Bulletin 14L (Nov. 3, 2021).

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 shareholders, and requiring the Company to include this Proposal would allow the Proponent to continue to subvert and abuse the Rule 14a-8 process to advance his personal interests that are not in the common interest of the Company's shareholders.

II. The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because The Proposal Seeks To Micromanage The Company.

1. *Background*.

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a shareholder proposal that relates to the company's "ordinary business" operations. According to the Commission's release accompanying the 1998 amendments to Rule 14a-8, the term "ordinary business" "refers to matters that are not necessarily 'ordinary' in the common meaning of the word," but instead the term "is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company's business and operations." *See* Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release").

In the 1998 Release, the Commission stated that the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting," and identified two central considerations that underlie this policy. As relevant here, one of those considerations is "the degree to which the proposal seeks to 'micro-manage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." *Id.* (citing Exchange Act Release No. 12999 (Nov. 22, 1976)). The 1998 Release further states that "[t]his consideration may come into play in a number of circumstances, such as where the proposal involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies."

In Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("SLB 14L"), the Staff clarified that not all "proposals seeking detail or seeking to promote timeframes" constitute micromanagement, and that going forward the Staff would "focus on the level of granularity sought in the proposal and whether and to what extent it inappropriately limits discretion of the board or management." To that end, the Staff stated that this "approach is consistent with the Commission's views on the ordinary business exclusion, *which is designed to preserve management's discretion on ordinary business matters* but not prevent shareholders from providing high-level direction on large strategic corporate matters" (emphasis added). SLB 14L.

2. *Analysis*.

The Proposal seeks to micromanage a complex aspect of the Company's executive compensation program, which the Company's Board of Directors (the "Board") already has addressed through the Company's existing shareholder approval policy for severance benefits as well as executive severance arrangements. By seeking the adoption of a policy requiring a shareholder vote on a specific component of the Company's executive compensation program after a certain threshold is reached, while prescribing detailed requirements for what must be included and excluded in calculating whether the threshold is reached, the Proposal is attempting to impose a specific method for designing a significant component of executive compensation benefits with a level of granularity that inappropriately limits the Board's discretion. Moreover, because the Board already has adopted a shareholder approval policy on severance benefits that is broadly aligned with the policy requested by the Proposal, the Proposal essentially is focused on dictating and nitpicking certain technical aspects of how the policy is applied, specifically with respect to specific categories of equity awards and in certain termination scenarios. As such, the Proposal runs afoul of the kind of management-level discretion the Commission sought to preserve with the ordinary business exclusion, going well beyond providing "high level direction" for the Board to consider, and disregarding the inherently complex and sophisticated process of negotiating, designing and implementing competitive executive compensation benefits.

The Proposal inappropriately limits the discretion of the Board in determining executive compensation benefits, going beyond "seeking detail or seeking to promote a timeframe" and instead imposing a strict limit on the amount of severance benefits that may be offered to senior managers without obtaining shareholder approval, coupled with the highly detailed and specific method by which the value of severance benefits is to be determined. The Proposal addresses when and on what terms the Company can approve these benefits, stipulating that "shareholder approval" be obtained for any "senior managers' new or renewed pay package [sic] that provides for golden parachute payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term bonus." In addition, the Proposal applies broadly "to a senior executive's termination *for any reason*" (emphasis added), and thus would cover situations such as death or disability, as well as retirement or termination in connection with restructurings and spin-offs, layoffs, or business acquisitions or dispositions. The Proposal seeks to tightly circumscribe the Board's discretion across this range of possible scenarios by exhaustively defining what must be included in the calculation of golden parachute payments, as summarized in the table below:

Compensation Provided	Impact on Golden Parachute Calculation
Cash	Included
Deferred compensation	Excluded
Equity – vesting acceleration	Included
Equity – waiver of performance conditions	Included
Equity – other benefits	Excluded
Life insurance	Excluded
Lump-sum payments	Included
Pension benefits	Excluded
Perquisites or benefits not vested under a plan generally available to management employees	Included
Perquisites or benefits vested under a plan generally available to management	Excluded
Post-employment consulting fees	Included
Post-employment office expenses	Included
Tax-offsetting payments	Included
Other compensation	Included

Notably, the definition of "golden parachute payments" specified in the Proposal is not a definition that could be considered part of a well-established national or international framework, as companies have adopted myriad approaches to defining severance benefits. In this regard, the Company maintains a shareholder approval policy on severance benefits in its governance principles (the "Severance Policy"),[3] which provides that the Board will not offer severance benefits without first obtaining shareholder approval if "the named executive officer's employment was terminated prior to retirement for performance reasons" and "the value of the proposed severance benefits would exceed 2.99 times the sum of the named executive officer's base salary and bonus." The Company also maintains an executive severance plan, which became effective January 1, 2022 (the "Executive Severance Plan").[4] The Executive Severance Plan applies to all executives of the Company who experience a qualifying termination and, with respect to officers, provides a cash severance benefit equal to between 12 months' to 18 months' base salary. Unlike the Proposal, the Executive Severance Plan applies to all executives, not just named executive officers, and is designed to preserve the Company's discretion regarding the ultimate composition and amount of severance benefits offered to an executive by allowing alternative severance benefits to be offered to executives in separate severance arrangements when the Board determines it to be in the best interest of the Company and shareholders to do so.

[3] Available at *https://www.geaerospace.com/sites/default/files/ge-aerospace-governance-principles_0.pdf.*
[4] Available at *https://www.sec.gov/Archives/edgar/data/40545/000004054522000008/geform10-k2021xex10j.htm.*

The Severance Policy, combined with the Executive Severance Plan and the Company's practice of entering into unique severance arrangements when determined to be appropriate, provides a comprehensive but flexible framework for crafting executive severance benefits and was carefully designed by the Company to balance the many factors that must be considered when creating competitive compensation packages. As further demonstration of the complexity of this topic, certain laws or regulations impose their own definitions of what constitutes severance benefits. For example, under U.S. Federal tax laws, certain settlement payments made to a former executive who has been found to be wrongly terminated would be treated as severance for tax purposes. In addition, certain jurisdictions outside the US require payment of various statutory severance benefits.

Thus, the Proposal's imposition of a strict limit on the amount of severance benefits that may be offered to senior managers without obtaining shareholder approval, coupled with the highly detailed and specific method by which the value of severance benefits is to be determined, supplants the Board's discretion to determine both the appropriate executive severance benefits and the appropriate conditions for seeking shareholder approval. By imposing a specific method to address the complex issue of executive compensation design and administration, the Proposal would, in the words of SLB 14L, "inappropriately limit[] discretion of the board or management" and is properly excludable under Rule 14a-8(i)(7) because it seeks to micromanage the Company.

The Staff has concurred with the exclusion of proposals that, similar to the Proposal at issue here, seek to supplant the Board's discretion on a matter of executive compensation based on micromanagement under Rule 14a-8(i)(7). For example, in *AT&T Inc. (Gaglione)* (avail. Mar. 15, 2023), the Staff concurred with the exclusion of a proposal requesting the company's board adopt a policy of obtaining shareholder approval for any future agreements and corporate policies that could oblige the company to make payments or awards following the death of a senior executive in the form of unearned salary or bonuses, accelerated vesting or the continuation in force of unvested equity grants, perquisites or other payments made in lieu of compensation. There, the company argued that the proposal inappropriately limited the discretion of the company's board in determining executive compensation benefits, going beyond "seeking detail or seeking to promote a timeframe" and instead imposed a singular method by which the company could approve payments or awards to certain executives in the event of their death. Although the proposal in *AT&T* did not include a threshold for seeking shareholder approval, the Proposal at issue seeks to implement a policy that in certain ways is both more prescriptive than that considered in *AT&T*, due to the Proposal's extensive and granular calculation of golden parachute payments, and broader in scope, in that it is not limited to the rare instance of an executive's termination due to death and instead applies to a "termination *for any reason*" (emphasis added).

Exclusion of the Proposal, as with exclusion of the proposal addressed in *AT&T*, is consistent with a long line of precedents where the Staff has concurred that attempts to dictate precise terms of executive compensation arrangements seek to micromanage a company to an extent

inconsistent with the standards of Rule 14a-8(i)(7). *See, e.g., Rite Aid Corp.* (avail. Apr. 23, 2021, *recon. denied* May 10, 2021) (concurring with the exclusion of a proposal that requested the board adopt a policy that would prohibit equity compensation grants to senior executives when the company's common stock had a market price lower than the grant date market price of any prior equity compensation grants to such executives, where the company argued that the proposal prescribed specific limitations on the ability of its compensation committee "to make business judgments, without any flexibility or discretion," and restricted the compensation committee from "making any equity compensation grants to senior executives in certain instances without regard to circumstances and the committee's business judgment."); *Gilead Sciences, Inc.* (avail. Dec. 23, 2020) (concurring with the exclusion of a proposal recommending the company reduce its named executive officer pay ratios each year until they reached 20 to 1, where the company argued the terms of the proposal were prescriptive and would unduly limit the ability of management and the board to manage complex matters with a level of flexibility necessary to fulfill fiduciary duties to shareholders); *Comcast Corp.* (avail. Apr. 1, 2020) (concurring with the exclusion of a proposal reducing a company's CEO pay ratio by 25-50%); *JPMorgan Chase & Co.* (avail. Mar. 22, 2019) (concurring with the exclusion of a proposal that requested the board adopt a policy prohibiting the vesting of equity-based awards for senior executives who voluntarily resigned to enter government service); *AbbVie Inc.* (avail. Feb. 15, 2019) (concurring with the exclusion of a proposal requesting a policy to prohibit financial performance metric adjustments to exclude legal or compliance costs for the purposes of determining senior executive incentive compensation, noting that the proposal "would prohibit any adjustment of the broad categories of expenses covered by the [p]roposal without regard to specific circumstances or the possibility of reasonable exceptions").

We acknowledge that the Staff was unable to concur with the exclusion of a proposal requesting a company adopt an executive severance benefits shareholder approval policy similar to the one set forth in the Proposal under Rule 14a-8(i)(7) as micromanaging the company. *See FedEx Corp.* (avail. Aug. 2, 2021). There, the Staff concluded that the proposal did not "probe too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." While the Proposal similarly relates to compensation available only to senior executives and seeks to prohibit certain payments above a specified threshold without obtaining shareholder approval, the shareholders in *FedEx* were not asked to adopt a proposal that would revise and supplant the company's existing policies, because the company had not adopted a policy analogous to the Company's Severance Policy. Here, however, the Proposal is essentially asking the Company's shareholders to nitpick certain aspects of the Company's Severance Policy. The Company's Severance Policy and the policy requested by the Proposal contain the same basic features, both providing for:

- shareholder approval of severance benefits to the same group of officers (the Company's named executive officers),
- at the same threshold level (2.99 times the sum of base salary and bonus),
- taking into account the same basic types of compensation (cash, certain equity acceleration, perquisites, tax payments, consulting fees), and

- excluding certain types of compensation (pension benefits, accrued salary and bonus, health, life or other welfare benefits).

The terms of the Company's Severance Policy and the policy requested by the Proposal differ only with respect to (1) the treatment of acceleration of restricted stock units to an officer terminated within two years of attaining age 60 and stock-based incentive awards that would have vested within two years of an officer's termination (each excluded from the Company's Severance Policy vs. taken into account by the Proposal), and (2) the termination scenarios for which the policy would apply (termination prior to retirement due to performance reasons in the case of the Company's Severance Policy vs. any termination scenario in the case of the Proposal). Given the broad alignment between the Proposal and the Company's Severance Policy, the Proposal is not focused on the broader objective noted in the Supporting Statement of "align[ing] management pay with shareholder interests." Rather, it is focused only on technical aspects of how the Company's Severance Policy is applied with respect to two specific categories of equity awards and in certain termination scenarios. Thus, unlike in *FedEx*, the Proposal seeks to ask shareholders to nit-pick the Company's existing policy and second-guess decisions made by the Board with respect to the complex issue of designing competitive executive compensation programs.

Notably, the Staff has recently concurred with the exclusion of proposals that sought to micromanage a company by changing or revising a company's existing policies on or approach to complex matters. For example, in *Chevron Corp. (As You Sow Foundation Fund)* (avail. Mar. 29, 2024), the Staff concurred with the exclusion of a proposal requesting that the company report on divestitures of assets with material climate impact, including whether each asset purchaser disclosed its GHG emissions and had 1.5°C-aligned or other greenhouse gas reduction targets, where the company already provided extensive disclosures on the emissions impacts of its divestitures, and the proposal sought to micromanage the way the company addressed a complex matter by seeking to prescribe a different method of disclosure. Likewise, in *Tesla, Inc. (Stephen)* (avail. Mar. 27, 2024), the Staff concurred with the exclusion of a proposal requesting that the company "*redesign* vehicle tires to avoid pollution from harmful chemicals such as 6PPD-Q," noting that "[i]n our view, the [p]roposal seeks to micromanage the [c]ompany" (emphasis added). There, the company argued that the determination of how to engineer its products involved a wide array of complex business considerations, and that the management of the allocation and development of internal resources and products was complex and involved the consideration of many factors. *See also Amazon.com, Inc.* (avail. Apr. 7, 2023, *recon. denied* Apr. 20, 2023) (concurring with the exclusion of a proposal requesting that the company measure and disclose Scope 3 GHG emissions where the proposal sought to change which Scope 3 emissions the company reported). As in *Chevron*, *Tesla* and *Amazon*, the Proposal here is seeking to change the manner in which the Company has already determined to address a complex, multifaceted issue by dictating a different and prescriptive standard for when the Company must seek shareholder approval of severance benefits.

Moreover, the Staff's position that proposals which unduly limit the board's or management's discretion are excludable under micromanagement is longstanding, regardless of whether the proposal raises important policy considerations. For example, in *Wendy's Co.* (avail. Mar. 2, 2017), the company received a proposal urging the board to join the Fair Food Program. The company argued that the selection of suppliers and management of supplier relationships was a complex process that shareholders were not in a position to make an informed judgment about and that the proposal sought to substitute management's existing practices and processes. The Staff concurred with the exclusion of the proposal, noting the proposal sought "to micromanage the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." In *SeaWorld Entertainment, Inc.* (avail. Mar. 30, 2017, *recon. denied* Apr. 17, 2017), the Staff concurred with exclusion based on micromanagement where the company received a proposal which urged the board to retire the current resident orcas to seaside sanctuaries and replace the captive-orca exhibits with innovative virtual and augmented reality or other types of non-animal experience. There, the company argued that its management and board invested significant time and effort in determining which experiences to offer, while also striving to generate an attractive return to company shareholders, and that plans for new exhibits and attractions are within the purview of management.

As discussed above, the Proposal runs afoul of the kind of operational discretion the Commission sought to preserve with the ordinary business exclusion, going well beyond providing "high level direction" for the Board to consider, and attempting instead to prescribe how, when and on what terms the Company may offer severance benefits to its named executive officers, and disregarding the detailed considerations required to negotiate, design and implement competitive executive compensation benefits that are consistent with best practices and the interest of shareholders. As described above, the Proposal thus seeks to impose a specific method for designing a significant component of executive compensation benefits with a "level of granularity" that "inappropriately limits discretion of the board or management." As such, consistent with the 1998 Release, SLB 14L and the aforementioned precedent, the Proposal is properly excludable under Rule 14a-8(i)(7) because it seeks to micromanage the Company.

CONCLUSION

Based upon the foregoing analysis, the Company intends to exclude the Proposal from its 2025 Proxy Materials, and we respectfully request that the Staff concur that the Proposal may be excluded under Rule 14a-8.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8671, or Kevin Schott, the Company's Executive Counsel, Corporate, Securities & Finance, at (202) 394-7511.

Sincerely,

Ronald O. Mueller

Enclosures

cc: Brandon Smith, Vice President, Chief Corporate, Securities & Finance Counsel, GE Aerospace
Kevin Schott, Executive Counsel, Corporate, Securities & Finance, GE Aerospace
Kira Schwartz, Executive Counsel, Corporate, Securities & Finance, GE Aerospace
Martin Harangozo

EXHIBIT A

From:	Martin Harangozo
To:	~CORP ShareholderProposals; Martin J (GE Indust ConsInd) Harangozo
Subject:	GeneralElectricMartinHarangozoProposal2025
Date:	Wednesday, October 16, 2024 1:32:35 PM
Attachments:	GeneralElectricParachuteProposal 01-16-2024.docx

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Ladies and gentlemen:

Please include the attached shareholder proposal in your 2025 proxy statement for voting by the shareholders. Please adjust the number following ("shareholder proposal #1), to reflect the shareholder proposal number that corresponds to the sequence of the shareholder proposals on the proxy.

I am honored to engage with the company on Mondays, Tuesdays, Thursdays, at 4 P.M. eastern standard time to discuss in detail the merits of the shareholder proposal.

Thank you

Kindest regards

Martin Harangozo

Shareholders request that the Board adopt a policy to seek shareholder approval of senior managers' new or renewed pay package that provides for golden parachute payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term bonus. This proposal only applies to Named Executive Officers.

Golden parachute payments include cash, equity or other compensation that is paid out or vests due to a senior executive's termination for any reason. Payments include those provided under employment agreements, severance plans, and change-in-control clauses in long-term equity plans, but not life insurance, pension benefits, or deferred compensation earned and vested prior to termination. "Estimated total value" includes: lump-sum payments; payments offsetting tax liabilities; perquisites or benefits not vested under a plan generally available to management employees; post-employment consulting fees or office expense; and equity awards if vesting is accelerated, or a performance condition waived, due to termination. The Board shall retain the option to seek shareholder approval at an annual meeting after material terms are agreed upon. Generous performance-based pay can sometimes be justified but shareholder ratification of golden parachutes better aligns management pay with shareholder interests. This proposal is relevant even if there are current golden parachute limits. A limit on golden parachutes is like a speed limit. A speed limit by itself does not guarantee that the speed limit will never be exceeded. Like this proposal the rules associated with a speed limit provide consequences if the limit is exceeded. With this proposal the consequences are a non-binding shareholder vote is required for unreasonably high golden parachutes. This proposal places no limit on long-term equity pay or any other type pay. This proposal thus has no impact on the ability to attract executive talent or discourage the use of long-term equity pay because it places no limit on golden parachutes. It simply requires that extra-large golden parachutes be subject to a non-binding shareholder vote at a shareholder meeting already scheduled for other matters.

This proposal is relevant because there is not separate section for approving or rejecting golden parachutes. The topic of this proposal received and between 51% and 65% support at: FedEx Spirit AeroSystems Alaska Air Fiserv Please vote yes: Shareholder Opportunity to Vote on Excessive Golden Parachutes - Proposal 1

EXHIBIT B

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.

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 prevent -- 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 1B

From:	Martin Harangozo
To:	~CORP ShareholderProposals; Martin J (GE Indust ConsInd) Harangozo
Subject:	GeneralElectricMartinHarangozoProposal2025
Date:	Wednesday, October 16, 2024 1:32:35 PM
Attachments:	GeneralElectricParachuteProposal 01-16-2024.docx

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Ladies and gentlemen:

Please include the attached shareholder proposal in your 2025 proxy statement for voting by the shareholders. Please adjust the number following ("shareholder proposal #1), to reflect the shareholder proposal number that corresponds to the sequence of the shareholder proposals on the proxy.

I am honored to engage with the company on Mondays, Tuesdays, Thursdays, at 4 P.M. eastern standard time to discuss in detail the merits of the shareholder proposal.

Thank you

Kindest regards

Martin Harangozo

Shareholders request that the Board adopt a policy to seek shareholder approval of senior managers' new or renewed pay package that provides for golden parachute payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term bonus. This proposal only applies to Named Executive Officers.

Golden parachute payments include cash, equity or other compensation that is paid out or vests due to a senior executive's termination for any reason. Payments include those provided under employment agreements, severance plans, and change-in-control clauses in long-term equity plans, but not life insurance, pension benefits, or deferred compensation earned and vested prior to termination. "Estimated total value" includes: lump-sum payments; payments offsetting tax liabilities; perquisites or benefits not vested under a plan generally available to management employees; post-employment consulting fees or office expense; and equity awards if vesting is accelerated, or a performance condition waived, due to termination. The Board shall retain the option to seek shareholder approval at an annual meeting after material terms are agreed upon. Generous performance-based pay can sometimes be justified but shareholder ratification of golden parachutes better aligns management pay with shareholder interests. This proposal is relevant even if there are current golden parachute limits. A limit on golden parachutes is like a speed limit. A speed limit by itself does not guarantee that the speed limit will never be exceeded. Like this proposal the rules associated with a speed limit provide consequences if the limit is exceeded. With this proposal the consequences are a non-binding shareholder vote is required for unreasonably high golden parachutes. This proposal places no limit on long-term equity pay or any other type pay. This proposal thus has no impact on the ability to attract executive talent or discourage the use of long-term equity pay because it places no limit on golden parachutes. It simply requires that extra-large golden parachutes be subject to a non-binding shareholder vote at a shareholder meeting already scheduled for other matters.

This proposal is relevant because there is not separate section for approving or rejecting golden parachutes. The topic of this proposal received and between 51% and 65% support at: FedEx Spirit AeroSystems Alaska Air Fiserv Please vote yes: Shareholder Opportunity to Vote on Excessive Golden Parachutes - Proposal 1

EXHIBIT 1C

26. Shareholder Approval of Severance Benefits

The Company will not enter into any new employment agreement or severance agreement with any officers of the Company within the meaning of Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended ("executive officers"), or establish any new severance plan or policy covering any executive officer that provides for cash severance benefits (as defined below) exceeding 2.99 times the sum of the executive officer's base salary plus target annual bonus opportunity (as defined below), without seeking stockholder ratification of such agreement, plan, or policy.

"Cash severance benefits" include cash payments in connection with the termination of the executive officer's employment. For the avoidance of doubt, "cash severance benefits" do not include (a) the grant, payment, settlement, vesting, acceleration or other handling of equity-based awards; (b) the payment or provision of perquisites, insurance, disability, health and welfare plan coverage and other similar employee benefits; (c) any payment in consideration for services provided to the Company following the termination date (*e.g.*, consulting or advisory services); (d) any earned, but unpaid bonus for any completed performance period required to be paid under any plan or policy of the Company; (e) payment of deferred compensation, earned retirement benefits or other vested employee benefits provided under any benefit plan or policy; (f) accrued but unpaid base salary or vacation pay through the termination date; (g) reimbursement for any expenses validly incurred prior to an executive officer's termination date; or (h) the settlement of a legal obligation, such as payment to settle pending or threatened litigation or a cash payment in exchange for the surrender of vested equity-based awards. "Target annual bonus opportunity" means the executive officer's target annual cash bonus opportunity as in effect for the fiscal year of the executive officer's termination of employment.