



The Audit Committee Charter



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The Audit Committee of the board of directors of General Electric Company shall consist of a minimum of four directors. Members of the committee shall be appointed by the board of directors upon the recommendation of the Nominating and Corporate Governance Committee and may be removed by the board of directors in its discretion. All members of the committee shall be independent directors under the New York Stock Exchange's listing requirements and GE's independence guidelines, and shall also satisfy the Securities and Exchange Commission's (SEC) more rigorous independence requirement for members of the audit committee. All members shall have sufficient financial experience and ability to enable them to discharge their responsibilities and at least one member shall be a financial expert as defined under SEC rules.

The purpose of the committee shall be to assist the board in its oversight of the integrity of the financial statements of the Company, of the Company's compliance with legal and regulatory requirements, of the independence and qualifications of the independent auditor, and of the performance of the Company's internal audit function and independent auditors. The committee has an oversight role and in fulfilling that role, it relies on the reviews and reports noted below. Pursuant to Section 10A of the Securities Exchange Act of 1934, the committee has responsibility for, and serves as the Audit Committee for, its wholly-owned SEC registered subsidiary, General Electric Capital Corporation (GECC). In fulfillment of this role, the committee may rely upon GE's disclosure controls and procedures that extend to cover GECC.

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

1. To meet to review and discuss with management and the independent auditor the annual audited financial statements and quarterly financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and any other matters required to be reviewed under applicable legal, regulatory or New York Stock Exchange requirements.
2. To discuss with management and the independent auditor, as appropriate, prior to their release to the public, earnings press releases and financial presentations provided to analysts and rating agencies.
3. To select the independent auditor to examine the Company's accounts, controls and financial statements. The committee shall have the sole authority and responsibility to select, evaluate, compensate and oversee the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (including resolution of disagreements between management and the auditor regarding financial reporting). The independent auditor and each such registered public accounting firm will report directly to the committee. The committee shall have the sole authority to approve all audit engagement fees and terms and the committee, or the chair of the committee, must pre-approve any audit and non-audit service provided to the Company by the Company's independent auditor.
4. To discuss with management and the independent auditor, as appropriate, any audit problems or difficulties and management's response.



5. As required by New York Stock Exchange listing standards, to discuss with management the Company's risk assessment and risk management practices and the guidelines, policies and processes for risk assessment and risk management.
6. To oversee the Company's and GECC's risk policies and processes relating to financial statements, financial systems, financial reporting processes, compliance and auditing, and allowance for loan and lease losses, as well as the guidelines, policies and processes for monitoring and mitigating such risks.
7. To oversee the Company's financial reporting activities, including our annual report, and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the Company's financial statements, including alternatives to, and the rationale for, the decisions made.
8. To review and approve the internal corporate audit staff functions, including: (i) purpose, authority and organizational reporting lines; (ii) annual audit plan, budget and staffing; and (iii) concurrence in the appointment, compensation and rotation of the vice president-corporate audit staff.
9. To review, with the senior vice president-finance, the vice president-corporate audit staff, or such others as the committee deems appropriate, the Company's internal system of audit and financial controls and the results of internal audits.
10. To obtain and review at least annually a formal written report from the independent auditor delineating: the auditing firm's internal quality-control procedures; the auditing firm's independence; and any material issues raised within the preceding five years by the auditing firm's internal quality-control reviews, by peer reviews of the firm, or by any governmental or other inquiry or investigation relating to any audit conducted by the firm. The committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews. Also, in order to assess auditor independence, the committee will review at least annually all relationships between the independent auditor and the Company.
11. To prepare and publish an annual committee report in the Company's proxy statement.
12. To set policies for the hiring of employees or former employees of the Company's independent auditor.
13. To review and investigate any matters pertaining to the integrity of management or adherence to standards of business conduct as required in the policies of the Company. This should include regular reviews of the compliance processes and programs in general and the corporate ombudsman process in particular. In connection with these reviews, the committee will meet, as deemed appropriate, with the general counsel and other Company officers or employees.
14. To establish and oversee procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or auditing matters, as well as for confidential, anonymous submissions by Company employees of concerns regarding questionable accounting or auditing matters.



15. The committee shall meet separately at least quarterly with management, with the corporate audit staff and also with the Company's independent auditors.

The committee shall have the authority to delegate any of its responsibilities to subcommittees as the committee may deem appropriate so long as at least one member of the subcommittee shall be a financial expert.

The committee shall have authority to retain such outside counsel, experts and other advisors as the committee may deem appropriate in its sole discretion. The committee shall have sole authority to approve related fees and retention terms.

The committee shall report its actions and any recommendations to the board after each committee meeting and shall conduct and present to the board an annual performance evaluation of the committee. The committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the board for approval.