



GENERAL ELECTRIC COMPANY
OFFERS TO PURCHASE FOR CASH

Any and All of the Outstanding Securities Listed in Table I

TABLE I: ANY AND ALL NOTES SUBJECT TO ANY AND ALL NOTES TENDER OFFER

Title of Security	Security Identifier(s)	Applicable Maturity Date	Principal Amount Outstanding (millions)	Early Participation Amount (1)(2)	Reference Security	Bloomberg Reference Page/Screen	Fixed Spread (basis points)
4.650% Notes due 2021(1)	CUSIP: 36962G5J9 ISIN: US36962G5J92	October 17, 2021	\$469	\$50	2.875% U.S.T. due 10/15/2021	FIT3	25
3.150% Notes due 2022(1)	CUSIP: 36962G6F6 ISIN: US36962G6F61	September 7, 2022	\$676	\$50	0.125% U.S.T. due 8/31/2022	FIT4	25
2.700% Notes due 2022(2)	CUSIP: 369604BD4 ISIN: US369604BD45	October 9, 2022	\$954	\$50	0.125% U.S.T. due 9/30/2022	FIT4	25
3.100% Notes due 2023(1)	CUSIP: 36962G6S8 ISIN: US36962G6S82	January 9, 2023	\$766	\$50	0.125% U.S.T. due 12/31/2022	FIT4	30
Total			\$2,865				

(1) Originally issued by GE Capital.

(2) Originally issued by GE.

**Outstanding Securities Listed in Table II
in an Aggregate Purchase Price of up to \$1,000,000,000**

TABLE II: GE CAPITAL NOTES SUBJECT TO CAPITAL NOTES TENDER OFFER UP TO THE CAPITAL NOTES MAXIMUM AMOUNT

Title of Security	Security Identifier(s)	Applicable Maturity Date	Principal Amount Outstanding (millions)	Acceptance Priority Level	Early Participation Amount (1)(2)	Reference Security	Bloomberg Reference Page/Screen	Fixed Spread (basis points)
6.150% Notes due 2037	CUSIP: 36962G3A0 ISIN: US36962G3A02	August 7, 2037	\$888	1	\$50	2.250% U.S.T. due 5/15/2041	FIT1	104
5.875% Notes due 2038	CUSIP: 36962G3P7 ISIN: US36962G3P70	January 14, 2038	\$2,930	2	\$50	2.250% U.S.T. due 5/15/2041	FIT1	107
6.875% Notes due 2039	CUSIP: 36962G4B7 ISIN: US36962G4B75	January 10, 2039	\$2,021	3	\$50	2.250% U.S.T. due 5/15/2041	FIT1	115
Total			\$5,839					

**Outstanding Securities Listed in Table III
in an Aggregate Purchase Price of up to \$1,000,000,000**

TABLE III: GE COMPANY NOTES SUBJECT TO COMPANY NOTES TENDER OFFER UP TO THE COMPANY NOTES MAXIMUM AMOUNT

Title of Security	Security Identifier(s)	Applicable Maturity Date	Principal Amount Outstanding (millions)	Acceptance Priority Level	Early Participation Amount (1)(2)	Reference Security	Bloomberg Reference Page/Screen	Fixed Spread (basis points)
4.250% Notes due 2040	CUSIP: 369604BX0 ISIN: US369604BX09	May 1, 2040	\$1,500	1	\$50	2.250% U.S.T. due 5/15/2041	FIT1	107
4.125% Notes due 2042	CUSIP: 369604BF9 ISIN: US369604BF92	October 9, 2042	\$856	2	\$50	2.250% U.S.T. due 5/15/2041	FIT1	112
4.500% Notes due 2044	CUSIP: 369604BH5 ISIN: US369604BH58	March 11, 2044	\$1,000	3	\$50	2.250% U.S.T. due 5/15/2041	FIT1	119
4.350% Notes due 2050	CUSIP: 369604BY8 ISIN: US369604BY81	May 1, 2050	\$3,750	4	\$50	1.875% U.S.T. due 2/15/2051	FIT1	119
Total			\$7,106					

- (1) Per \$1,000 principal amount.
- (2) The applicable Total Consideration payable for each series of Securities will be at a price per \$1,000 principal amount of such series of Securities validly tendered on or prior to the applicable Early Participation Date and accepted for purchase by us, which is calculated using the applicable Fixed Spread, and includes the applicable Early Participation Amount. In addition, holders whose Securities are accepted for purchase will also receive any Accrued Interest on such Securities. Holders of Securities that are validly tendered after the applicable Early Participation Date and at or before the applicable Expiration Date and accepted for purchase will receive only the applicable Late Tender Offer Consideration, which does not include the applicable Early Participation Amount, together with any Accrued Interest on such Securities.

THE TENDER OFFER FOR THE SECURITIES LISTED IN TABLE I ABOVE (COLLECTIVELY, THE “ANY AND ALL NOTES”), THE TENDER OFFER FOR THE SECURITIES LISTED IN TABLE II ABOVE (COLLECTIVELY, THE “GE CAPITAL NOTES”), AND THE TENDER OFFER FOR THE SECURITIES LISTED IN TABLE III ABOVE (COLLECTIVELY, THE “GE COMPANY NOTES,” TOGETHER WITH THE GE CAPITAL NOTES, THE “MAXIMUM NOTES,” AND TOGETHER WITH THE ANY AND ALL NOTES AND THE GE CAPITAL NOTES, THE “SECURITIES”) WILL EACH EXPIRE AT 11:59 P.M., NEW YORK CITY TIME, ON JUNE 21, 2021, UNLESS EXTENDED BY US IN RESPECT OF ANY OF THE TENDER OFFERS, OR ANY OF THE TENDER OFFERS

ARE EARLIER TERMINATED BY US (SUCH DATE AND TIME, AS THE SAME MAY BE EXTENDED IN RESPECT OF ANY OF THE TENDER OFFERS, THE “EXPIRATION DATE”).

HOLDERS OF THE SECURITIES MUST VALIDLY TENDER AND NOT WITHDRAW THEIR SECURITIES AT OR PRIOR TO 5:00 P.M., NEW YORK CITY TIME, ON JUNE 7, 2021, UNLESS EXTENDED BY US IN RESPECT OF ANY OF THE TENDER OFFERS (SUCH DATE AND TIME, AS THE SAME MAY BE EXTENDED IN RESPECT OF ANY OF THE TENDER OFFERS, THE “EARLY PARTICIPATION DATE”), IN ORDER TO RECEIVE THE APPLICABLE TOTAL CONSIDERATION (AS DEFINED BELOW), INCLUDING THE APPLICABLE EARLY PARTICIPATION AMOUNT (AS DEFINED BELOW), FOR THEIR SECURITIES, TOGETHER WITH ANY ACCRUED INTEREST.

SECURITIES TENDERED MAY BE WITHDRAWN AT ANY TIME PRIOR TO 5:00 P.M., NEW YORK CITY TIME, ON JUNE 7, 2021, UNLESS EXTENDED BY US IN RESPECT OF ANY OF THE TENDER OFFERS (SUCH DATE AND TIME, AS THE SAME MAY BE EXTENDED IN RESPECT OF ANY OF THE TENDER OFFERS, THE “WITHDRAWAL DATE”), BUT NOT THEREAFTER. HOLDERS VALIDLY TENDERING SECURITIES AFTER THE APPLICABLE EARLY PARTICIPATION DATE BUT PRIOR TO THE APPLICABLE EXPIRATION DATE WILL ONLY BE ELIGIBLE TO RECEIVE THE APPLICABLE LATE TENDER OFFER CONSIDERATION (AS DEFINED BELOW), WHICH IS EQUAL TO THE APPLICABLE TOTAL CONSIDERATION LESS THE APPLICABLE EARLY PARTICIPATION AMOUNT, TOGETHER WITH ANY ACCRUED INTEREST.

General Electric Company (“GE,” the “Company,” “we,” “us,” and “our”), a New York corporation, hereby offers to purchase for cash:

- Any and all of the Any and All Notes (such offer to purchase, the “Any and All Tender Offer”), each originally issued either by GE or General Electric Capital Corporation (“GE Capital”) (and assumed by GE);
- up to \$1,000,000,000 (the “Capital Notes Maximum Amount”) aggregate purchase price of the GE Capital Notes (such offer to purchase, the “Capital Notes Tender Offer”), each originally issued by GE Capital (and assumed by GE); and
- up to \$1,000,000,000 (the “Company Notes Maximum Amount”) aggregate purchase price of the GE Company Notes (such offer to purchase, the “Company Notes Tender Offer,” and, together with the Capital Notes Tender Offer, the “Maximum Tender Offers,” and each, a “Maximum Tender Offer”), each originally issued by GE. The Any and All Tender Offer and the Maximum Tender Offers are collectively referred to herein as the “Tender Offers,” and each, a “Tender Offer.”

Each Tender Offer is made upon the terms and subject to the conditions set forth in this Offer to Purchase (as it may be amended or supplemented from time to time, this “Offer to Purchase”).

With respect to the Maximum Tender Offers, the Maximum Notes validly tendered pursuant to each Maximum Tender Offer and accepted for purchase will be accepted for purchase by GE, based on the applicable acceptance priority levels set forth in Table II or Table III below, as applicable (the “Acceptance Priority Levels”), and may be subject to proration, all as more fully described herein.

We reserve the right, but are not obligated, to (i) increase the Capital Notes Maximum Amount or the Company Notes Maximum Amount, or (ii) decrease the Capital Notes Maximum Amount or the Company Notes Maximum Amount, in our sole and absolute discretion and in accordance with applicable law. Any such increase or decrease will be made on the basis of Maximum Notes validly tendered through the Early Participation Date, and announced no later than 5:00 p.m., New York City time, on the business day immediately following the Early Participation Date. Any such increase or decrease may be made without extending the Withdrawal Date or otherwise reinstating withdrawal rights, except as required by applicable law. With respect to the Maximum Tender Offers, the Maximum Notes validly tendered pursuant to each Maximum Tender Offer and accepted for purchase will be accepted for purchase by GE based on the applicable Acceptance Priority Levels and subject to the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, and may be subject to proration, all as more fully described herein.

Each Tender Offer is subject to certain conditions. Subject to our right to terminate any of the Tender Offers, as described below, and subject to the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, the Acceptance Priority Levels of each series of the Maximum Notes and proration, we will purchase (i) the Securities that have been validly tendered (and not subsequently validly withdrawn) at or before the applicable Early Participation Date, subject to all conditions to the applicable Tender Offer having been satisfied or waived by us, promptly following the applicable Early Participation Date (the date of such purchase, which is expected to be the second business day following the applicable Early Participation Date, the “Early Payment Date”) and (ii) the Securities that have been validly tendered after the applicable Early Participation Date but at or before the applicable Expiration Date, subject to all conditions to the applicable Tender Offer having been satisfied or waived by us, promptly following the applicable Expiration Date (the date of such purchase, which is expected to be the second business day following the applicable Expiration Date, the “Final Payment Date,” and together with the applicable Early Payment Date, each a “Payment Date”).

We also reserve the right, subject to applicable law, to terminate any of the Tender Offers at any time prior to the applicable Expiration Date. The Tender Offers are not conditioned on any minimum amount of Securities being tendered. Securities that are accepted in the Tender Offers will be purchased, retired and cancelled by GE or GE Capital, as applicable, and will no longer remain outstanding obligations of GE.

The “Total Consideration” payable for each series of Securities will be a price per \$1,000 principal amount of such series of Securities equal to an amount, calculated in accordance with Schedule A, that would reflect, as of the applicable Early Payment Date, a yield to the applicable maturity date of such series of Securities equal to the sum of (i) the Reference Yield (as defined below) for such series, determined at 10:00 a.m., New York City time, on the business day following the applicable Early Participation Date (the “Reference Yield Determination Date”) plus (ii) the fixed spread applicable to such series, as set forth in Table I, Table II, or Table III, as applicable (the “Fixed Spread”), in each case minus accrued and unpaid interest on the Securities from, and including, the most recent interest payment date prior to the applicable Payment Date up to, but not including, the applicable Payment Date (“Accrued Interest”). The “Reference Yield” means the yield of the applicable reference security listed in Table I, Table II, or Table III (each, a “Reference Security”) for such series. The applicable Total Consideration includes the early participation amount for the applicable series of Securities set forth in Table I, Table II, or Table III, as applicable (the “Early Participation Amount”).

Holders of Securities that are validly tendered at or before the applicable Early Participation Date (and not subsequently validly withdrawn) and accepted for purchase will receive the applicable Total Consideration, together with any Accrued Interest. Holders of Securities that are validly tendered after the applicable Early Participation Date and at or before the applicable Expiration Date and accepted for

purchase will receive only the applicable “Late Tender Offer Consideration,” which is equal to the applicable Total Consideration less the applicable Early Participation Amount, together with any Accrued Interest.

The applicable Total Consideration and the Late Tender Offer Consideration will be payable in cash.

This Offer to Purchase contains important information that should be read before any decision is made with respect to the Tender Offers. In particular, see “Certain Considerations” beginning on page 31 for a discussion of certain factors you should consider in connection with the Tender Offers.

The Lead Dealer Managers for the Tender Offers are:

BofA Securities

J.P. Morgan

The Co-Managers for the Tender Offers are:

BNP PARIBAS

Deutsche Bank Securities

Blaylock Van, LLC

CastleOak Securities, L.P.

May 24, 2021

IMPORTANT INFORMATION

BofA Securities, Inc. (“BofA”) and J.P. Morgan Securities LLC (“J.P. Morgan”) are acting as lead dealer managers (the “Lead Dealer Managers”) in connection with the Tender Offers. Requests for assistance or for additional copies of this Offer to Purchase may be directed to the Lead Dealer Managers or to D.F. King & Co., Inc., which is acting as information and tender agent (the “Information and Tender Agent”) in connection with the Tender Offers, each at their respective addresses and telephone numbers set forth on the last page of this Offer to Purchase. All documentation relating to this Offer to Purchase, together with any updates, will be available via the Offer Website: www.dfking.com/ge.

This Offer to Purchase contains important information that should be read carefully before you make any decision with respect to the Tender Offers. If you are in any doubt as to the action you should take, we recommend that you seek your own legal or financial advice, including as to any tax consequences, from your stockbroker, bank manager, attorney, solicitor, accountant or financial advisor. You are liable for your own taxes and have no recourse to the Company, the trustees for any of the Securities, the Information and Tender Agent, the Dealer Managers (as defined below) or any of their respective affiliates, directors, officers, agents, attorneys or employees with respect to taxes arising in connection with the Tender Offers.

All of the Securities are held in book-entry form through the facilities of The Depository Trust Company (“DTC”). If you desire to tender Securities, you must transfer such Securities to the Information and Tender Agent through DTC’s Automated Tender Offer Program (“ATOP”), for which the transaction will be eligible, in accordance with the procedures described in “The Tender Offers—Procedures for Tendering Securities—Procedures for Tendering Securities Held Through DTC.” There is no letter of transmittal for this Offer to Purchase. If you hold Securities through a broker, dealer, commercial bank, trust company or other nominee or custodian, you must contact them if you wish to tender your Securities. See “The Tender Offers—Procedures for Tendering Securities.”

We have not provided guaranteed delivery provisions in connection with the Tender Offers.

NONE OF THE ISSUER, THE TRUSTEES FOR ANY OF THE SECURITIES, THE DEALER MANAGERS, OR THE INFORMATION AND TENDER AGENT MAKES ANY RECOMMENDATION AS TO WHETHER OR NOT HOLDERS SHOULD TENDER THEIR SECURITIES. EACH HOLDER MUST MAKE ITS OWN DECISION AS TO WHETHER TO TENDER ITS SECURITIES. BEFORE MAKING YOUR DECISION, WE URGE YOU TO CAREFULLY READ THIS DOCUMENT IN ITS ENTIRETY, INCLUDING THE INFORMATION SET FORTH UNDER “CERTAIN CONSIDERATIONS,” AND THE OTHER DOCUMENTS REFERRED TO IN THIS DOCUMENT. SEE “INCORPORATION BY REFERENCE.”

THIS OFFER TO PURCHASE DOES NOT CONSTITUTE AN OFFER TO PURCHASE SECURITIES, AND ANY INSTRUCTIONS RELATING TO THE TENDER OFFERS WILL NOT BE ACCEPTED FROM, OR ON BEHALF OF, HOLDERS OF SECURITIES IN ANY JURISDICTION IN WHICH, OR TO OR FROM ANY PERSON TO OR FROM WHOM, IT IS UNLAWFUL TO MAKE SUCH OFFER UNDER THE LAWS OR REGULATIONS OF SUCH JURISDICTION, INCLUDING APPLICABLE SECURITIES LAWS. WE ARE OFFERING TO PURCHASE THE SECURITIES ONLY UNDER CIRCUMSTANCES AND IN JURISDICTIONS WHERE IT IS LAWFUL TO DO SO. SEE “OFFER RESTRICTIONS.”

THIS OFFER TO PURCHASE HAS NOT BEEN FILED WITH OR REVIEWED BY ANY FEDERAL, STATE OR FOREIGN SECURITIES COMMISSION OR REGULATORY AUTHORITY, NOR HAS ANY SUCH COMMISSION OR AUTHORITY PASSED UPON THE

ACCURACY OR ADEQUACY OF THIS OFFER TO PURCHASE. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL AND MAY BE A CRIMINAL OFFENSE.

The communication of this Offer to Purchase and any other documents or materials relating to the Tender Offers is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. This Offer to Purchase and any other documents or materials relating to the Tender Offers are directed only at persons outside the United Kingdom or persons in the United Kingdom who are (i) persons who have professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (“Financial Promotion Order”); and (ii) high net worth companies, and other persons to whom such documents and materials may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons in (i) and (ii) together being referred to as “Relevant Persons”). In the United Kingdom, any investment or investment activity to which this Offer to Purchase relates will be available only to, and engaged in only with, Relevant Persons. Any person in the United Kingdom who is not a Relevant Person should not act or rely on this Offer to Purchase or any of its contents.

We are responsible only for the information contained in this Offer to Purchase. We have not authorized anyone to provide you with any other information or to make any representation other than as contained in this Offer to Purchase, and neither we, the Dealer Managers, the Information and Tender Agent nor any of their or our affiliates or respective agents take any responsibility for any other information that others may give you. None of the Dealer Managers, the Information and Tender Agent or their respective directors, employees or affiliates assumes any responsibility for the accuracy or completeness of the information concerning the Tender Offers, GE or any of our affiliates or for any failure by us to disclose events that may have occurred and may affect the significance or accuracy of the information contained in this Offer to Purchase.

None of the trustees for any of the Securities has reviewed or approved this Offer to Purchase or the terms of the Tender Offers and such trustees express no opinion and make no representation as to the merits of the Offer to Purchase.

The statements made in this Offer to Purchase are made only as of the date on the cover page of this Offer to Purchase and the statements made in the documents incorporated by reference herein are made as of the date of such documents incorporated by reference, regardless of the time of delivery of those documents or of any purchase of the Securities. Neither the delivery of this Offer to Purchase nor any purchase of Securities pursuant to the Tender Offers shall, under any circumstances, create any implication that the information contained in this Offer to Purchase is current as of any time subsequent to the date of such information or that there has been no change in the information set out in it or in the affairs of GE since the date of this Offer to Purchase.

From time to time following completion or termination of the Tender Offers, we and our affiliates may acquire Securities that are not purchased in the Tender Offers through open market purchases, privately negotiated transactions, tender offers, exchange offers or otherwise, upon such terms and at such prices as we or they may determine, which may be more or less than the price to be paid pursuant to the Tender Offers and could be for cash or other consideration. Alternatively, we and our affiliates may, subject to certain conditions, redeem any or all of the Securities not purchased pursuant to the Tender Offers at any time that we or they are permitted to do so under the indentures governing the Securities. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) we or they may choose to pursue in the future.

If you have sold or otherwise transferred all of your Securities, you should forward this document to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Holders of Securities who do not participate in the Tender Offers, or whose Securities are not accepted for purchase by GE, will continue to hold their Securities subject to their terms and conditions. See “Certain Considerations—Treatment of Securities Not Tendered in the Tender Offers.”

In this Offer to Purchase, we may refer to Securities that have been validly tendered and not validly withdrawn as having been “validly tendered.”

Unless the context otherwise requires, references in this Offer to Purchase to holders of Securities include:

- (i) each person who is shown in the records of the clearing and settlement system of DTC (the “Clearing System”) as a holder of any Securities (a “Direct Participant”);
- (ii) any broker, dealer, commercial bank, trust company or other nominee or custodian who holds Securities (each an “intermediary”); and
- (iii) each beneficial owner of Securities holding such Securities, directly or indirectly, in account, or through the accounts of an intermediary, in the name of a Direct Participant acting on the beneficial owner’s behalf,

except that for the purposes of the purchase of any Securities and the payment of any cash representing the applicable Total Consideration or the Late Tender Offer Consideration or Accrued Interest, as the case may be, to the extent the beneficial owner of the relevant Securities is not a Direct Participant, such payment will be made only to the relevant Direct Participant, and the making of such payment to the Clearing System and by such Clearing System to the relevant Direct Participant will satisfy any obligations of GE, the Information and Tender Agent and the Clearing System in respect of such Securities.

You should take note of the following important dates and times in connection with the Tender Offers:

<u>Date</u>	<u>Calendar Date and Time</u>	<u>Event</u>
<i>Early Participation Date</i>	5:00 p.m., New York City time, on June 7, 2021, unless extended by us in respect of the applicable Tender Offer in our sole and absolute discretion.	With respect to each Tender Offer, the last date for you to tender Securities to qualify for the payment of the applicable Total Consideration, which includes the applicable Early Participation Amount.
<i>Withdrawal Date</i>	5:00 p.m., New York City time, on June 7, 2021, unless extended by us in respect of the applicable Tender Offer in our sole and absolute discretion.	With respect to each Tender Offer, the last date for you to validly withdraw tenders of Securities.
<i>Reference Yield Determination Date</i>	10:00 a.m., New York City time, on June 8, 2021, unless extended by us in respect of the applicable Tender Offer in our sole and absolute discretion.	With respect to each Tender Offer, the determination of the Reference Yield related to: <ul style="list-style-type: none"> • for each series of Any and All Notes listed in Table I, the

bid-side price of the applicable Reference Security displayed on the applicable Reference Page as set forth in Table I;

- for each series of GE Capital Notes listed in Table II, the bid-side price of the applicable Reference Security displayed on the applicable Reference Page as set forth in Table II; and
- for each series of GE Company Notes, the bid-side price of the applicable Reference Security displayed on the applicable Reference Page as set forth in Table III.

<i>Early Payment Date</i>	The applicable Early Payment Date will be promptly following the Early Participation Date and is expected to be on or about June 9, 2021.	With respect to each Tender Offer, for Securities that have been validly tendered at or before the applicable Early Participation Date (and not subsequently validly withdrawn) and that are accepted for payment, the date that settlement will occur, subject to all conditions to the applicable Tender Offer having been satisfied or waived.
<i>Expiration Date</i>	11:59 p.m., New York City time, on June 21, 2021, unless extended by us in respect of the applicable Tender Offer or the applicable Tender Offer is earlier terminated by us, in each case, in our sole and absolute discretion.	<p>With respect to each Tender Offer, the last date for you to tender Securities to qualify for the payment of the Late Tender Offer Consideration on the Final Payment Date, which does not include the applicable Early Participation Amount.</p> <p>With respect to each Maximum Tender Offer, if the aggregate purchase price payable for the Maximum Notes validly tendered at or prior to the Early Participation Date for such Maximum Tender Offer equals or exceeds the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, then we will not accept for purchase any Securities tendered after the Early Participation Date in such Maximum Tender Offer and there will be no Final Payment Date for such Maximum Tender Offer.</p>
<i>Final Payment Date</i>	The Final Payment Date will be promptly following the applicable Expiration Date and is expected to be on or about June 23, 2021.	With respect to each Tender Offer, for Securities that have been validly tendered after the Early Participation Date but at or before the applicable Expiration Date and that are accepted for payment, the date that settlement will occur, subject to all conditions

to the applicable Tender Offer having been satisfied or waived.

We may extend one or more of the Early Participation Date, Withdrawal Date, Reference Yield Determination Date, Early Payment Date, Expiration Date and Final Payment Date for any of the Tender Offers and, subject to applicable law, we may terminate any of the Tender Offers at any time prior to the applicable Expiration Date. Maximum Notes validly tendered pursuant to the Maximum Tender Offers and accepted for purchase by GE will be accepted for purchase subject to the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, and the Acceptance Priority Levels and may be subject to proration. We will have no obligation to pay interest by reason of any delay by the Information and Tender Agent or the Clearing System in making payments to the holders.

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SUMMARY

The following summary highlights selected information from this Offer to Purchase and does not contain all of the information that you should consider before participating in the Tender Offers. You should read this Offer to Purchase in its entirety before making a decision regarding the Tender Offers.

General Electric Company

We are a leading global high-tech industrial company. With products and services ranging from aircraft engines, power generation, oil and gas production equipment to medical imaging, financing and industrial products, we serve customers in over 180 countries and employ approximately 283,000 people worldwide. Since our incorporation in 1892, we have developed or acquired new technologies and services that have considerably broadened and changed the scope of our activities.

Our registered office is located at 1 River Road, Schenectady, NY 12345-6999. Our principal executive office is located at 5 Necco Street, Boston, MA 02210. Our telephone number is +1 (617) 443-3000 and our Internet address is www.ge.com. The information and other content contained on our website are not incorporated by reference in this Offer to Purchase, and you should not consider them to be a part of this Offer to Purchase.

The Tender Offers

The Tender Offers..... GE is offering to purchase your Securities upon the terms and subject to the conditions set forth in this Offer to Purchase.

Securities Subject to the Tender Offers We are making a tender offer for the Any and All Notes set forth in Table I, a tender offer for the GE Capital Notes set forth in Table II, and a tender offer for the GE Company Notes set forth in Table III.

Each Tender Offer is subject to certain conditions (as described below under “The Tender Offers— Conditions to the Tender Offers”). We expressly reserve the right, in our sole and absolute discretion, subject to applicable law, to terminate any of the Tender Offers at any time prior to the applicable Expiration Date. No Tender Offer is conditioned on any minimum amount of Securities being tendered. Maximum Notes validly tendered pursuant to the Maximum Tender Offers and accepted for purchase by GE will be accepted for purchase subject to the Capital Notes Maximum Amount or the Company Notes Maximum Amount and the Acceptance Priority Levels, as applicable, and may be subject to proration.

Table I sets forth, for each series of the Any and All Notes, the following information:

- the title;
- the applicable Security identifier(s);

- the applicable maturity date;
- the aggregate principal amount outstanding;
- the Early Participation Amount;
- the Reference Security and the Reference Page where the bid-side price of such Reference Security are displayed; and
- the Fixed Spread.

Table II and Table III set forth, for each series of the GE Capital Notes and the GE Company Notes, as applicable, the following information:

- the title;
- the applicable Security identifier(s);
- the applicable maturity date;
- the aggregate principal amount outstanding;
- the Acceptance Priority Level;
- the Early Participation Amount;
- the Reference Security and the Reference Page where the bid-side price of such Reference Security are displayed; and
- the Fixed Spread.

Maximum Amounts

The maximum aggregate purchase price we will pay for the GE Capital Notes in the Capital Notes Tender Offer (excluding the accrued and unpaid interest on such GE Capital Notes) is limited to \$1,000,000,000.

The maximum aggregate purchase price we will pay for the GE Company Notes in the Company Notes Tender Offer (excluding the accrued and unpaid interest on such GE Company Notes) is limited to \$1,000,000,000.

We will announce any increase or decrease in the Capital Notes Maximum Amount and/or the Company Notes Maximum Amount by a press release. In the event of any such increase or decrease, we may, but shall not be obligated (except as required by applicable law) to, extend one or more of the applicable Early Participation Date, Withdrawal Date, Reference Yield Determination Date,

Early Payment Date, Expiration Date and Final Payment Date.

Purpose of the Tender Offers and Source of Funds.....

The purpose of the Tender Offers is to purchase certain outstanding debt issued by GE and GE Capital, and to reduce our leverage consistent with our previously announced plans. Securities that are accepted in the Tender Offers will be purchased, retired and cancelled by GE or GE capital, as applicable, and will no longer remain outstanding obligations of GE. See “The Tender Offers—Purpose of the Tender Offers.”

We intend to use cash on hand to purchase the Securities pursuant to the Tender Offers. See “Source of Funds.”

Early Participation Date.....

The Early Participation Date, by which a holder must have validly tendered (and not subsequently withdrawn) such holder’s Securities in the applicable Tender Offer in order to be eligible to receive the applicable Early Participation Amount, will be 5:00 p.m., New York City time, on June 7, 2021, unless extended by us in respect of any of the Tender Offers in our sole and absolute discretion.

Expiration Date

The Expiration Date, when each Tender Offer will expire, will be 11:59 p.m., New York City time, on June 21, 2021, unless extended by us in respect of any of the Tender Offers or if any of the Tender Offers are earlier terminated by us in our sole and absolute discretion.

We expressly reserve the right, in our sole and absolute discretion, subject to applicable law, to terminate any of the Tender Offers at any time prior to the applicable Expiration Date.

Total Consideration

Holders of Securities that are validly tendered at or before the applicable Early Participation Date (and not subsequently withdrawn) and accepted for purchase will receive the applicable Total Consideration, together with accrued and unpaid interest on the Securities from, and including, the most recent interest payment date prior to the applicable Payment Date up to, but not including, the applicable Payment Date (“Accrued Interest”). The “Total Consideration” payable for a series of Securities will be a price per \$1,000 principal amount of such series of Securities equal to an amount, calculated in accordance with Schedule A, that would reflect, as of the applicable Early Payment Date:

- for each series of the Securities, a yield to the applicable maturity date of each series of Securities equal to the sum of (a) the Reference Yield of the applicable Reference

Security, determined at the applicable Reference Yield Determination Date plus (b) the applicable Fixed Spread, minus Accrued Interest.

Subject to the terms and conditions described in this Offer to Purchase, including the Capital Notes Maximum Amount, the Company Notes Maximum Amount, the Acceptance Priority Levels and the proration procedures, if you validly tender Securities prior to or at the applicable Early Participation Date and your Securities are accepted for purchase, you will receive the applicable Total Consideration for each \$1,000 principal amount of your tendered Securities, plus Accrued Interest. The Total Consideration for the Securities, as calculated using the applicable Fixed Spread, is inclusive of the Early Participation Amount.

Late Tender Offer Consideration..... Subject to the terms and conditions described in this Offer to Purchase, including the Capital Notes Maximum Amount, the Company Notes Maximum Amount, the Acceptance Priority Levels and the proration procedures, if you validly tender Securities after the applicable Early Participation Date but prior to or at the applicable Expiration Date, and your Securities are accepted for purchase, you will receive only the applicable Late Tender Offer Consideration, which consists of the applicable Total Consideration minus the applicable Early Participation Amount, for each \$1,000 principal amount of your tendered Securities, plus Accrued Interest.

Accrued Interest..... Subject to the terms and conditions set forth in this Offer to Purchase, in addition to the applicable Total Consideration or Late Tender Offer Consideration, as applicable, holders whose Securities are tendered and accepted in the applicable Tender Offer will also be paid in cash the amount of Accrued Interest for such Securities purchased by us in such Tender Offer. Accrued Interest is accrued and unpaid interest on the Securities from, and including, the most recent interest payment date prior to the applicable Payment Date up to, but not including, the applicable Payment Date.

Reference Yield The “Reference Yield” will be calculated in accordance with standard market practice and will correspond to:

- for each series of the Securities, the bid-side price of the applicable Reference Security as displayed on the applicable Reference Page as of the Reference Yield Determination Date. The “Reference Yield

Determination Date” will be 10:00 a.m., New York City time, on the business day following the Early Participation Date.

If the Dealer Managers determine that the relevant Reference Page is not operational or is displaying inaccurate information at that time, the bid-side price of the Reference Security determined at or around the Reference Yield Determination Date shall be determined by such other means as GE, in consultation with the Dealer Managers, may consider to be appropriate under the circumstances.

Proration and Acceptance Priority Levels.....

With respect to each Maximum Tender Offer, the Maximum Notes accepted for purchase will be accepted in accordance with their Acceptance Priority Levels (with 1 being the highest Acceptance Priority Level and 3 being the lowest Acceptance Priority Level in the Capital Notes Tender Offer and with 1 being the highest Acceptance Priority Level and 4 being the lowest Acceptance Priority Level in the Company Notes Tender Offer), subject to the limitations that (i) the aggregate purchase price paid pursuant to the Capital Notes Tender Offer will not exceed the Capital Notes Maximum Amount, and (ii) the aggregate purchase price paid pursuant to the Company Notes Tender Offer will not exceed the Company Notes Maximum Amount.

With respect to each Maximum Tender Offer, Maximum Notes validly tendered and not validly withdrawn on or before the applicable Early Participation Date having a higher Acceptance Priority Level will be accepted before any tendered Maximum Notes having a lower Acceptance Priority Level are accepted in such Maximum Tender Offer, and all Maximum Notes validly tendered after the applicable Early Participation Date having a higher Acceptance Priority Level will be accepted before any Maximum Notes tendered after the applicable Early Participation Date having a lower Acceptance Priority Level are accepted in such Maximum Tender Offer, in each case subject to the Capital Notes Maximum Amount and the Company Notes Maximum Amount, as applicable. With respect to each Maximum Tender Offer, Maximum Notes validly tendered and not validly withdrawn on or before the applicable Early Participation Date will be accepted for purchase in priority to other Maximum Notes tendered after the applicable Early Participation Date, even if such Maximum Notes tendered after the applicable Early Participation Date have a higher Acceptance Priority Level than Maximum Notes tendered on or before the applicable Early Participation Date.

With respect to each Maximum Tender Offer, all Maximum Notes tendered prior to or at the applicable Early Participation Date will have priority over Maximum Notes tendered after such Early Participation Date, subject to the Capital Notes Maximum Amount and the Company Notes Maximum Amount, as applicable. Subject to any increase or decrease to the Capital Notes Maximum Amount or the Company Notes Maximum Amount, if purchasing all of the Maximum Notes of a series tendered prior to or at the applicable Early Participation Date would cause the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, to be exceeded, the amount of that series of Maximum Notes purchased on such Early Payment Date will be prorated based on the aggregate principal amount of that series of Maximum Notes tendered such that the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, will not be exceeded. Furthermore, if the amount of the Maximum Notes validly tendered and not validly withdrawn prior to or at the applicable Early Participation Date exceeds the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, Holders who validly tender Maximum Notes in such Maximum Tender Offer after the applicable Early Participation Date will not have any of their Maximum Notes accepted for purchase regardless of the Acceptance Priority Level of such Maximum Notes unless we increase the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable. We reserve the right, subject to applicable law, to (i) increase the Capital Notes Maximum Amount or the Company Notes Maximum Amount, or (ii) decrease the Capital Notes Maximum Amount or the Company Notes Maximum Amount, in our sole and absolute discretion and in accordance with applicable law. Any such increase or decrease will be made on the basis of Maximum Notes validly tendered through the Early Participation Date, and announced no later than 5:00 p.m., New York City time, on the business day immediately following the Early Participation Date. Any such increase or decrease may be made without extending the applicable Withdrawal Date or otherwise reinstating withdrawal rights.

With respect to each Maximum Tender Offer, if, on the applicable Early Payment Date and the applicable Final Payment Date, there are sufficient remaining funds to purchase some, but not all, of the remaining tendered Maximum Notes in any Acceptance Priority Level without exceeding the Capital Notes Maximum Amount or the

Company Notes Maximum Amount, as applicable, we will accept for payment such tendered Maximum Notes on a prorated basis, with the proration factor for such Acceptance Priority Level depending on the aggregate principal amount of Maximum Notes of such Acceptance Priority Level validly tendered.

To avoid returning Maximum Notes to any holder that are not in an Authorized Denomination, if we accept some but not all validly tendered Maximum Notes of any Acceptance Priority Level, the amount of such Maximum Notes tendered by any holder will be multiplied by the applicable proration factor and rounded down to the nearest \$1,000 principal amount and the remainder will be returned to such holder; provided that if, after applying such proration factor, the amount of Maximum Notes of any Acceptance Priority Level that would be tendered by such holder is less than the minimum Authorized Denomination for such Maximum Notes or such holder would be entitled to a return of a portion of tendered Maximum Notes that is less than the minimum Authorized Denomination for such Maximum Notes, then, at our discretion, we will either reject all of the Maximum Notes of such series tendered by such holder or accept all of the Maximum Notes of such series tendered by such holder without proration.

All Maximum Notes not accepted as a result of acceptance priority and prorationing will be returned to holders.

Authorized Denomination

With respect to the 2.700% Notes due 2022 set forth in Table I and all the Securities set forth in Table III, \$2,000 and integral multiples of \$1,000 in excess thereof ; and with respect to all the Securities set forth in Table II, except for 2.700% Notes due 2022, and all Securities set forth in Table II, \$1,000 and integral multiples of \$1,000 in excess thereof (each, an “Authorized Denomination,” and collectively, the “Authorized Denominations”).

Payment Dates

The Early Payment Date for each Tender Offer will occur promptly following the Early Participation Date for such Tender Offer and the Final Payment Date for each Tender Offer will occur promptly following the Expiration Date for such Tender Offer.

The applicable Total Consideration or the applicable Late Tender Offer Consideration, as the case may be, and Accrued Interest, will be payable on the applicable Payment Date, which we currently expect will be the second business day following the applicable Early

Participation Date and the second business day following the applicable Expiration Date.

We will pay for the Securities purchased in the Tender Offers in cash.

Withdrawal Rights; Withdrawal Date.. Tendered Securities may be withdrawn any time on or prior to 5:00 p.m., New York City time, on June 7, 2021, unless extended by us in respect of any of the Tender Offers in our sole and absolute discretion, but not thereafter. Holders of Securities who wish to withdraw must deliver a notice of withdrawal with the required information to the Clearing System prior to the Withdrawal Date, as set forth below under “The Tender Offers—Withdrawal of Tenders.” Holders of Securities who tender their Securities after the Withdrawal Date, but on or prior to the applicable Expiration Date, may not withdraw their tendered Securities. We may (i) increase the Capital Notes Maximum Amount or the Company Notes Maximum Amount, or (ii) decrease the Capital Notes Maximum Amount or the Company Notes Maximum Amount, in our sole and absolute discretion and in accordance with applicable law. Any such increase or decrease will be made on the basis of Maximum Notes validly tendered through the Early Participation Date, and announced no later than 5:00 p.m., New York City time, on the business day immediately following the Early Participation Date. Such increase or decrease may be made without extending the Withdrawal Date or otherwise reinstating withdrawal rights, except as required by applicable law. Tendered Securities may only be withdrawn in the Authorized Denominations and Securities that remain tendered must be in the Authorized Denominations.

Conditions to the Tender Offers Each Tender Offer is subject to the Conditions, any of which GE may waive, as described below under “The Tender Offers—Conditions to the Tender Offers.” The Conditions include, among others, that there has not been any change or development that in our reasonable judgment materially reduces the anticipated benefits to us of such Tender Offer or that has had, or could reasonably be expected to have, a material adverse effect on us, our businesses, condition (financial or otherwise) or prospects.

Information..... Any questions concerning the terms of the Tender Offers should be directed to any of the Lead Dealer Managers at the addresses and telephone numbers listed on the last page of this Offer to Purchase. Questions concerning tender procedures and requests for additional copies of this Offer to Purchase should be directed to the

Information and Tender Agent at its address or telephone numbers listed on the last page of this Offer to Purchase. In addition, the Offer to Purchase and other relevant documents will be available on the Offer Website: www.dfking.com/ge.

Procedures for Tendering Securities.....

If you hold your Securities through DTC, you must transfer such Securities to the Information and Tender Agent through ATOP in accordance with the procedures described herein. See “The Tender Offers—Procedures for Tendering Securities.”

If you wish to participate in a Tender Offer and your Securities are held by a custodial entity, such as a bank, broker, dealer, trust company or other nominee, you must instruct that custodial entity to tender your Securities on your behalf pursuant to the procedures of that custodial entity. Custodial entities must tender in accordance with the procedures described herein, and the custodial entity and the beneficial owner on whose behalf the custodial entity is acting agree to be bound by the terms and conditions set forth in this Offer to Purchase. Tendered Securities will only be accepted in the Authorized Denomination for each series of Securities. If you tender less than all your Securities, you must continue to hold Securities in the Authorized Denominations. No alternative, conditional or contingent tenders will be accepted.

Consequences of Failure to Tender

Although the Securities not purchased in the Tender Offers will remain outstanding following consummation of the Tender Offers, the purchase of Securities of each applicable series in the Tender Offers may result in a smaller trading market for the remaining outstanding principal amount of such series of Securities, which may cause the market for such Securities to be less liquid and more sporadic, and market prices for such Securities may fluctuate significantly depending on the volume of trading in that series of Securities. See “Certain Considerations—Treatment of Securities Not Tendered in the Tender Offers” and “Certain Considerations—Limited Trading Market.”

Taxation

For a summary of certain U.S. federal income tax consequences of the disposition of Securities pursuant to the Tender Offers, see “Certain U.S. Federal Income Tax Consequences.”

Information and Tender Agent.....

D.F. King & Co., Inc. is the Information and Tender Agent for the Tender Offers. The addresses and telephone

numbers of D.F. King & Co., Inc. are listed on the last page of this Offer to Purchase.

- Lead Dealer Managers**..... BofA Securities, Inc. and J.P. Morgan Securities LLC are acting as the Lead Dealer Managers in connection with the Tender Offers. The addresses and telephone numbers of the Lead Dealer Managers are listed on the last page of this Offer to Purchase.
- Co-Managers** BNP Paribas Securities Corp., Deutsche Bank Securities Inc., Blaylock Van, LLC, and CastleOak Securities, L.P. are acting as the co-managers in connection with the Tender Offers (the “Co-Managers” and, together with the Lead Dealer Managers, the “Dealer Managers”).
- Offer Website** The Offer to Purchase, as well as other relevant notices and documents, will also be available on the Offer Website, www.dfking.com/ge, operated by the Information and Tender Agent.

INCORPORATION BY REFERENCE

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and file with the Securities and Exchange Commission (the “SEC”) the required proxy statements, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. You may view any document that we have filed electronically with the SEC at the SEC’s website at <http://www.sec.gov>. These documents can also be inspected at the offices of the New York Stock Exchange, 11 Wall Street, New York, New York 10005.

Our common stock is listed on the New York Stock Exchange and trades under the symbol “GE.” We are incorporating by reference our filings with the SEC listed below and any additional documents that we may file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, on or after the date of this Offer to Purchase and prior to the termination of each Tender Offer; provided, however, that we are not incorporating by reference any information furnished (but not filed) under Item 2.02 or Item 7.01 of any Current Report on Form 8-K:

- our Annual Report on Form 10-K for the year ended December 31, 2020;
- our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2021; and
- our Current Reports on Form 8-K and filed with the SEC on January 26, 2021 (Item 9.01 only), February 12, 2021, March 10, 2021, March 12, 2021, March 31, 2021, April 27, 2021 (Item 9.01 only), and May 7, 2021.

You may also obtain a free copy of any of these filings from us by writing to us at the following address:

GE Company
5 Necco Street, Boston, MA 02210
Attention: Corporate Investor Communications

Copies of the materials referred to above, as well as copies of any current amendment or supplement to this Offer to Purchase, may also be obtained from the Information and Tender Agent at its address set forth on the last page of this Offer to Purchase. All documentation relating to this Offer to Purchase, together with any updates, will be available via the Offer Website: www.dfking.com/ge.

In order to ensure timely delivery of the requested documents, requests should be made no later than five business days before the applicable Early Participation Date or the applicable Expiration Date, as applicable.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Offer to Purchase and certain statements incorporated by reference into this Offer to Purchase contain a number of forward-looking statements. Words, and variations of words, such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “see,” “will,” “would,” “estimate,” “forecast,” “target,” “preliminary,” or “range,” and similar expressions are intended to identify these forward-looking statements, including but not limited to statements about: the expected timing, size or other terms of each Tender Offer; our ability to complete each Tender Offer; impacts of the COVID-19 pandemic on our business operations, financial results and financial position and on the world economy; our expected financial performance, including cash flows, revenues, organic growth, margins, earnings and earnings per share; macroeconomic and market conditions and volatility; planned and potential business or asset dispositions, including our plan to combine our GE Capital Aviation Services (“GECAS”) business with AerCap Holdings N.V. (“AerCap”); our de-leveraging plans, including leverage ratios and targets, the timing and nature of specific actions to reduce indebtedness and our credit ratings and outlooks; GE Capital Global Holdings, LLC (“GE Capital Global Holdings”) and our funding and liquidity; our businesses’ cost structures and plans to reduce costs; restructuring, goodwill impairment or other financial charges; or tax rates.

For us, particular uncertainties that could cause our actual results to be materially different than those expressed in our forward-looking statements include, but are not limited to:

- the continuing severity, magnitude and duration of the COVID-19 pandemic, including impacts of the pandemic, of businesses’ and governments’ responses to the pandemic and of individual factors such as aviation passenger confidence on our operations and personnel, and on commercial activity and demand across our and our customers’ businesses, and on global supply chains;
- the extent to which the COVID-19 pandemic and related impacts will continue to adversely impact our business operations, financial performance, results of operations, financial position, the prices of our securities and the achievement of our strategic objectives;
- our success in executing and completing asset dispositions or other transactions, including our plan to combine our GECAS business with AerCap and our plan to exit our equity ownership position in Baker Hughes, the timing of closing for such transactions, the ability to secure regulatory approvals and satisfy other closing conditions (as applicable), and the expected proceeds, consideration and benefits to GE;
- changes in macroeconomic and market conditions and market volatility (including developments and volatility arising from the COVID-19 pandemic), including interest rates, the value of securities and other financial assets (including our equity ownership position in Baker Hughes and the equity ownership position that we will hold in AerCap after completing our announced plan to combine GECAS with AerCap), oil, natural gas and other commodity prices and exchange rates, and the impact of such changes and volatility on our financial position and businesses;
- our de-leveraging and capital allocation plans, including with respect to actions to reduce our indebtedness, the timing and amount of GE dividends, organic investments, and other priorities;
- further downgrades of our current short- and long-term credit ratings or ratings outlooks, or changes in rating application or methodology, and the related impact on our liquidity, funding profile, costs and competitive position;

- GE’s liquidity and the amount and timing of our GE industrial cash flows and earnings, which may be impacted by customer, supplier, competitive, contractual and other dynamics and conditions;
- GE Capital’s capital and liquidity needs, including in connection with GE Capital Global Holdings’ run-off insurance operations and discontinued operations such as Bank BPH, the amount and timing of any required capital contributions and any strategic actions that we may pursue;
- the impact of conditions in the financial and credit markets on GE Capital Global Holdings’ ability to sell financial assets;
- the availability and cost of funding; and GE Capital Global Holdings’ exposure to particular counterparties and markets, including through GE Capital Aviation Services to the aviation sector and adverse impacts related to COVID-19;
- global economic trends, competition and geopolitical risks, including changes in the rates of investment or economic growth in key markets we serve, or an escalation of sanctions, tariffs or other trade tensions between the U.S. and China or other countries, and related impacts on our businesses’ global supply chains and strategies;
- market developments or customer actions that may affect levels of demand and the financial performance of the major industries and customers we serve, such as secular, cyclical and competitive pressures in our Power business, pricing and other pressures in the renewable energy market, levels of demand for air travel and other dynamics related to the COVID-19 pandemic, conditions in key geographic markets and other shifts in the competitive landscape for our products and services;
- operational execution by our businesses, including the operations and execution of our Power and Renewable Energy businesses, and the performance of our Aviation business;
- changes in law, regulation or policy that may affect our businesses, such as trade policy and tariffs, regulation related to climate change, and the effects of tax law changes;
- our decisions about investments in new products, services and platforms, and our ability to launch new products in a cost-effective manner; our ability to increase margins through implementation of operational changes, restructuring and other cost reduction measures;
- our ability to increase margins through implementation of operational changes, restructuring and other cost reduction measures;
- the impact of regulation and regulatory, investigative and legal proceedings and legal compliance risks, including the impact of Alstom and other investigative and legal proceedings;
- the impact of actual or potential failures of our products or third-party products with which our products are integrated, and related reputational effects;
- the impact of potential information technology, cybersecurity or data security breaches at GE or third parties; and
- the other factors that are described in “Risk Factors” in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 and our Annual Report on Form 10-K for the year ended

December 31, 2020, as such descriptions may be updated or amended in any future reports we file with the SEC.

There may be other factors not presently known to us or which we currently consider to be immaterial that could cause our actual results to differ materially from those projected in any forward-looking statements we make. We disclaim and do not undertake any obligation to update or revise any forward-looking statement in this Offer to Purchase except as required by applicable law or regulation.

This document (including the documents incorporated by reference) includes certain forward-looking projected financial information that is based on current estimates and forecasts. Actual results could differ materially.

THE TENDER OFFERS

Terms of the Tender Offers

We are making tender offers for the Securities listed in Table I, Table II, and Table III.

Table I sets forth, for each series of the Any and All Notes, the following information:

- the title;
- the applicable Security identifier(s);
- the applicable maturity date;
- the aggregate principal amount outstanding;
- the Early Participation Amount;
- the Reference Security and the Reference Page where the bid-side price of such Reference Security are displayed; and
- the Fixed Spread.

Table II and Table III set forth, for each series of the GE Capital Notes and the GE Company Notes, as applicable, the following information:

- the title;
- the applicable Security identifier(s);
- the applicable maturity date;
- the aggregate principal amount outstanding;
- the Acceptance Priority Level;
- the Early Participation Amount;
- the Reference Security and the Reference Page where the bid-side price of such Reference Security are displayed; and
- the Fixed Spread.

The aggregate purchase price of the GE Capital Notes we will purchase in the Capital Notes Tender Offer (excluding the accrued and unpaid interest on such GE Capital Notes) is limited to the \$1,000,000,000 Capital Notes Maximum Amount, subject to the applicable Acceptance Priority Levels.

The aggregate purchase price of the GE Company Notes we will purchase in the Company Notes Tender Offer (excluding the accrued and unpaid interest on such GE Company Notes) is limited to the \$1,000,000,000 Company Notes Maximum Amount, subject to the applicable Acceptance Priority Levels.

We reserve the right, but are not obligated, to (i) increase the Capital Notes Maximum Amount or the Company Notes Maximum Amount, or (ii) decrease the Capital Notes Maximum Amount or the Company Notes Maximum Amount, in our sole and absolute discretion and in accordance with applicable

law. Any such increase or decrease will be made on the basis of Maximum Notes validly tendered through the Early Participation Date, and announced no later than 5:00 p.m., New York City time, on the business day immediately following the Early Participation Date. Any such increase or decrease may be made without extending the Withdrawal Date or otherwise reinstating withdrawal rights or extending the applicable Early Participation Date or applicable Expiration Date, except as required by applicable law. We will announce any increase or decrease in the Capital Notes Maximum Amount or the Company Notes Maximum Amount by a press release during the offer period. In the event of any such increase or decrease, we may, but shall not be obligated (except as required by applicable law) to, extend one or more of the applicable Early Participation Date, Withdrawal Date, Reference Yield Determination Date, Early Payment Date, Expiration Date and Final Payment Date.

Each Tender Offer is conditioned upon certain conditions (as described below under “— Conditions to the Tender Offers”) and we expressly reserve our right, subject to applicable law, to terminate any of the Tender Offers at any time prior to the applicable Expiration Date. No Tender Offer is conditioned on any minimum amount of Securities being tendered. Maximum Notes validly tendered pursuant to each Maximum Tender Offer and accepted for purchase by GE will be accepted based on the applicable Acceptance Priority Levels, subject to the Capital Notes Maximum Amount and the Company Notes Maximum Amount, as applicable, and may be subject to proration, each as further described below.

Total Consideration and Late Tender Offer Consideration

Holders must validly tender and not withdraw their Securities on or prior to the applicable Early Participation Date in order to be eligible to receive the applicable Total Consideration, which includes the applicable Early Participation Amount. Holders validly tendering their Securities after the applicable Early Participation Date and on or prior to the applicable Expiration Date will be eligible to receive only the Late Tender Offer Consideration and will not be eligible to receive the applicable Early Participation Amount.

The “Total Consideration” payable will be a price for each \$1,000 principal amount of the relevant series of Securities, as applicable, validly tendered pursuant to the applicable Tender Offer on or prior to the applicable Early Participation Date, and accepted for purchase by us (subject to the applicable Acceptance Priority Levels, the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, and to proration, if any) will be equal to an amount calculated in accordance with Schedule A, that would reflect, as of the applicable Early Payment Date, a yield to the applicable maturity date of such series of Securities equal to the sum of (i) the Reference Yield for such series of Securities on the Reference Yield Determination Date, plus (ii) the Fixed Spread for such series of Securities, minus Accrued Interest. The applicable Total Consideration includes the applicable Early Participation Amount.

The “Reference Yield” will be calculated in accordance with standard market practice and will correspond, for each series of the Securities, to the bid-side price of the applicable Reference Security as displayed on the applicable Reference Page as of the applicable Reference Yield Determination Date. The “Reference Yield Determination Date” will be 10:00 a.m., New York City time, on the business day following the Early Participation Date. If the Dealer Managers determine that any Reference Page is not operational or is displaying inaccurate information at that time, the bid-side price of the applicable Reference Security, determined at or around the Reference Yield Determination Date shall be determined by such other means as GE, in consultation with the Dealer Managers, may consider to be appropriate under the circumstances. We expect to announce each Reference Yield by press release shortly after its determination.

The “Late Tender Offer Consideration” for each \$1,000 principal amount of Securities validly tendered pursuant to the Tender Offers after the applicable Early Participation Date and on or prior to the applicable Expiration Date and accepted for purchase by us (subject to the applicable Acceptance Priority

Levels, the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, and to proration, if any) will equal the applicable Total Consideration for that series of Securities minus the applicable Early Participation Amount.

In addition, holders who validly tender Securities that are accepted for purchase by us will receive a cash payment representing the Accrued Interest thereon from, and including, the last interest payment date to, but not including, the applicable Payment Date.

We may (i) increase the Capital Notes Maximum Amount or the Company Notes Maximum Amount, or (ii) decrease the Capital Notes Maximum Amount or the Company Notes Maximum Amount, in our sole and absolute discretion and in accordance with applicable law. Any such increase or decrease will be made on the basis of Maximum Notes validly tendered through the Early Participation Date, and announced no later than 5:00 p.m., New York City time, on the business day immediately following the Early Participation Date. Any such increase or decrease may be made without extending the applicable Early Participation Date, Withdrawal Date, Reference Yield Determination Date, Early Payment Date, Expiration Date or Final Payment Date, except as required by applicable law.

Our obligation to pay the applicable Total Consideration or the Late Tender Offer Consideration, as applicable, plus any Accrued Interest, is conditioned, among other things, on the satisfaction or waiver of certain conditions set forth under “—Conditions to the Tender Offers” below. We reserve the right, in our sole and absolute discretion, to waive or modify any one or more of the conditions to each Tender Offer in whole or in part at any time on or prior to the date that any Securities are first accepted for purchase or to (i) increase the Capital Notes Maximum Amount or the Company Notes Maximum Amount, or (ii) decrease the Capital Notes Maximum Amount or the Company Notes Maximum Amount, in our sole and absolute discretion and in accordance with applicable law. Any such increase or decrease will be made on the basis of Maximum Notes validly tendered through the Early Participation Date, and announced no later than 5:00 p.m., New York City time, on the business day immediately following the Early Participation Date. Any such increase or decrease may be made without extending the Withdrawal Date or otherwise reinstating withdrawal rights, except as required by applicable law. No Tender Offer is conditioned on any minimum amount of Securities being tendered. With respect to each Maximum Tender Offer, Maximum Notes validly tendered and accepted for purchase by GE will be accepted for purchase, based on the applicable Acceptance Priority Levels, subject to the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, and any Maximum Notes validly tendered may be subject to proration.

In the event of any dispute or controversy regarding the applicable Total Consideration, Reference Yield or Accrued Interest with respect to each series of Securities, the determination of the Dealer Managers shall be conclusive and binding, absent manifest error.

Prior to the Reference Yield Determination Date, Holders may obtain a hypothetical quote of the Reference Yield (calculated as of a then-recent time) and the resulting hypothetical applicable Total Consideration by contacting any of the Lead Dealer Managers at the telephone numbers set forth on the back cover of this Offer to Purchase.

Proration and Acceptance Priority Levels

With respect to each Maximum Tender Offer, Maximum Notes accepted for purchase will be accepted in accordance with their Acceptance Priority Levels (with 1 being the highest Acceptance Priority Level and 3 being the lowest Acceptance Priority Level for the GE Capital Notes and with 1 being the highest Acceptance Priority Level and 4 being the lowest Acceptance Priority Level for the GE

Company Notes), subject to the limitations that (i) the aggregate purchase price paid pursuant to the Capital Notes Tender Offer will not exceed the Capital Notes Maximum Amount, and (ii) the aggregate purchase price paid pursuant to the Company Notes Tender Offer will not exceed the Company Notes Maximum Amount.

With respect to each Maximum Tender Offer, Maximum Notes validly tendered and not validly withdrawn on or before the applicable Early Participation Date having a higher Acceptance Priority Level will be accepted before any tendered Maximum Notes having a lower Acceptance Priority Level are accepted in such Maximum Tender Offer, and all Maximum Notes validly tendered after the applicable Early Participation Date having a higher Acceptance Priority Level will be accepted before any Maximum Notes tendered after the applicable Early Participation Date having a lower Acceptance Priority Level are accepted in such Maximum Tender Offer, in each case subject to the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable. With respect to each Maximum Tender Offer, Maximum Notes validly tendered and not validly withdrawn on or before the applicable Early Participation Date will be accepted for purchase in priority to other Maximum Notes tendered after the applicable Early Participation Date, even if such Maximum Notes tendered after the applicable Early Participation Date have a higher Acceptance Priority Level than Maximum Notes tendered on or before the applicable Early Participation Date.

With respect to each Maximum Tender Offer, all Maximum Notes tendered prior to or at the applicable Early Participation Date will have priority over Maximum Notes tendered after such Early Participation Date. Subject to any increase or decrease to the Capital Notes Maximum Amount or the Company Notes Maximum Amount, if purchasing all of the Maximum Notes of a series tendered prior to or at the applicable Early Participation Date would cause the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, to be exceeded, the amount of that series of Maximum Notes purchased on the applicable Early Payment Date will be prorated based on the aggregate principal amount of that series of Maximum Notes tendered such that the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, will not be exceeded. Furthermore, with respect to each Maximum Tender Offer, if the amount of the Maximum Notes validly tendered and not validly withdrawn prior to or at the applicable Early Participation Date exceeds the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, Holders who validly tender such Maximum Notes after the applicable Early Participation Date will not have any of their Maximum Notes accepted for purchase regardless of the Acceptance Priority Level of such Maximum Notes unless we increase the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable. We reserve the right, subject to applicable law, to (i) increase the Capital Notes Maximum Amount or the Company Notes Maximum Amount, or (ii) decrease the Capital Notes Maximum Amount or the Company Notes Maximum Amount in our sole and absolute discretion and in accordance with applicable law. Any such increase or decrease will be made on the basis of Maximum Notes validly tendered through the Early Participation Date, and announced no later than 5:00 p.m., New York City time, on the business day immediately following the Early Participation Date. Any such increase or decrease may be made without extending the Withdrawal Date or otherwise reinstating withdrawal rights.

With respect to each Maximum Tender Offer, if, on the applicable Early Payment Date and the applicable Final Payment Date, there are sufficient remaining funds to purchase some, but not all, of the remaining tendered Maximum Notes in any Acceptance Priority Level without exceeding the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, we will accept for payment such tendered Maximum Notes on a prorated basis, with the proration factor for such Acceptance Priority Level depending on the aggregate principal amount of Maximum Notes of such Acceptance Priority Level validly tendered.

To avoid returning Maximum Notes to any holder that are not in an Authorized Denomination, if we accept some but not all validly tendered Maximum Notes of any Acceptance Priority Level, the amount of such Maximum Notes tendered by any holder will be multiplied by the applicable proration factor and rounded down to the nearest \$1,000 principal amount and the remainder will be returned to such holder; provided that if, after applying such proration factor, the amount of Maximum Notes of any Acceptance Priority Level that would be tendered by such holder is less than the minimum Authorized Denomination for such Maximum Notes or such holder would be entitled to a return of a portion of tendered Maximum Notes that is less than the minimum Authorized Denomination for such Maximum Notes, then, at our discretion, we will either reject all of the Maximum Notes of such series tendered by such holder or accept all of the Maximum Notes of such series tendered by such holder without proration.

All Maximum Notes not accepted as a result of acceptance priority and prorationing will be returned to holders.

Payment of the Total Consideration or the Late Tender Offer Consideration, as applicable, and an amount equal to any Accrued Interest for Securities purchased pursuant to the Tender Offers will be made in cash on the applicable Payment Date. See “—Acceptance of Securities for Payment; Accrual of Interest.”

Purpose of the Tender Offers

We are making the Tender Offers to purchase certain outstanding debt issued by GE and GE Capital and to reduce our leverage consistent with our previously announced plans. Securities that are accepted in each Tender Offer will be purchased, retired and canceled and will no longer remain outstanding obligations of GE or GE Capital.

Procedures for Tendering Securities

All of the Securities are held in book-entry form through the facilities of the Clearing System. If you wish to tender your Securities in the Tender Offers, you should follow the applicable instructions below. Securities may be tendered only in the Authorized Denominations.

If you hold your Securities through a custodial entity, including a broker, dealer, bank or trust company or other nominee, in order to participate in either of the Tender Offers, you must instruct that custodial entity to participate on your behalf in accordance with the procedures described below. Please refer to any materials forwarded to you by such custodial entity to determine how you can timely instruct your custodian to take these actions. You should ask your custodian if you will be charged a fee to tender your Securities through the custodian or nominee. A separate instruction for each beneficial owner of Securities should be submitted due to the possible proration.

You must tender your Securities on or prior to the applicable Early Participation Date (in order to receive the applicable Total Consideration) or after that date and on or prior to the applicable Expiration Date (in order to receive the applicable Late Tender Offer Consideration), in accordance with the procedures described below.

If you need assistance with respect to the procedures for participating in the Tender Offers, you should contact the Information and Tender Agent, at the address and telephone numbers listed on the back cover page of this Offer to Purchase.

There is no letter of transmittal for this Offer to Purchase.

Procedures for Tendering Securities Held Through DTC

If you hold Securities through DTC and wish to tender them, you should follow the instructions below.

Only Direct Participants in DTC may tender through DTC. Each holder of Securities that is not a Direct Participant in DTC must arrange for the Direct Participant through which it holds the relevant Securities to tender such Securities in accordance with the procedures below.

To participate in either of the Tender Offers, a Direct Participant must comply with DTC's ATOP procedures described below. In addition, the Information and Tender Agent must receive:

- a properly transmitted agent's message (as defined below under "—Tendering through DTC's ATOP"); and
- timely confirmation of a book-entry transfer of the tendered Securities into the Information and Tender Agent's applicable DTC account according to the procedure for book-entry transfer described below.

By taking these actions with respect to the Tender Offers, you and any custodial entity which holds your tendered Securities will be deemed to have agreed (i) to the terms and conditions of the Tender Offers as set forth in this Offer to Purchase and (ii) that we and the Information and Tender Agent may enforce the terms and conditions against you and your custodian.

The Information and Tender Agent will not accept any tender materials other than the Direct Participant's agent's message.

Tendering through DTC's ATOP

The Information and Tender Agent will establish an account at DTC with respect to the Securities for purposes of the Tender Offers, and any financial institution that is a Direct Participant may make book-entry delivery of Securities by causing DTC to transfer such Securities into the Information and Tender Agent's account in accordance with DTC's procedures for such transfer.

The Information and Tender Agent and DTC have confirmed that the Securities held in book-entry form through DTC that are to be tendered in the Tender Offers are eligible for ATOP. To effectively tender Securities eligible for ATOP, Direct Participants are required to electronically transmit their acceptance through ATOP. DTC will then verify the acceptance, execute a book-entry delivery to the Information and Tender Agent's account at DTC and send an agent's message to the Information and Tender Agent for its acceptance. The confirmation of a book-entry transfer into the Information and Tender Agent's account at DTC as described above is referred to herein as a "book-entry confirmation." Delivery of documents to DTC does not constitute delivery to the Information and Tender Agent.

The term "agent's message" means a message transmitted by DTC to, and received by, the Information and Tender Agent and forming a part of the book-entry confirmation, which states that DTC has received an express acknowledgment from the Direct Participant described in such agent's message, stating that such participant has received and agrees to be bound by the terms and conditions of the Tender Offers as set forth in this Offer to Purchase, and that we may enforce such agreement against such participant.

If you desire to tender your Securities on the applicable Early Participation Date or applicable Expiration Date through ATOP, you should note that you must allow sufficient time for completion of the ATOP procedures during the normal business hours of DTC on such date.

General Provisions

The method of delivery of Securities and all other documents or instructions including, without limitation, any agent's message, is at your risk. A tender of Securities will be deemed to have been received only when the Information and Tender Agent receives (i) a duly completed agent's message through ATOP and (ii) confirmation of book-entry transfer of the Securities into the Information and Tender Agent's applicable DTC account. In all cases, tenders will only be accepted in the Authorized Denominations and, if you tender less than all your Securities, you must continue to hold Securities in the Authorized Denominations. No alternative, conditional or contingent tenders will be accepted.

All questions as to the form of all documents and the validity and eligibility (including time of receipt) and acceptance of tenders and withdrawals of Securities will be determined by us, in our sole discretion, which determination shall be final and binding. Alternative, conditional or contingent tenders will not be considered valid. We reserve the absolute right to reject any or all tenders of Securities that are not in proper form or the acceptance of which would, in our opinion, be unlawful. We also reserve the right to waive any defects, irregularities or conditions of tender as to particular Securities. A waiver of any defect or irregularity with respect to the tender of one Security shall not constitute a waiver of the same or any other defect or irregularity with respect to the tender of any other Security except to the extent we may otherwise so provide. Our interpretations of the terms and conditions of each Tender Offer will be final and binding on all parties. Tenders of Securities shall not be deemed to have been made until any defects or irregularities have been waived by us or cured within a time period that we will determine. None of GE, the Dealer Managers, the Information and Tender Agent or any other person will be under any duty to give notice of any defects or irregularities in tenders of Securities, or will incur any liability to you for failure to give any such notice.

No Guaranteed Delivery

We have not provided guaranteed delivery provisions in connection with the Tender Offers. Securities being tendered and any agent's message must be delivered to the Information and Tender Agent in accordance with the procedures described above, on or prior to the Early Participation Date (in order for you to receive the applicable Total Consideration) or after that date and on or prior to the applicable Expiration Date (in order for you to receive the Late Tender Offer Consideration).

Your Representations and Warranties; GE's Acceptance Constitutes an Agreement

A tender of Securities under the procedures described above will constitute your acceptance of the terms and conditions of the Tender Offers. In addition, by instructing your custodian to tender your Securities in the Tender Offers, you are representing, warranting and agreeing that:

- you have received a copy of this Offer to Purchase and agree to be bound by all the terms and conditions of the Tender Offers and have undertaken an appropriate analysis of the implications of the Tender Offers without reliance on any of GE, the Dealer Managers or the Information and Tender Agent;
- you have full power and authority to tender, sell, assign and transfer your Securities;
- you have assigned and transferred the Securities to the Information and Tender Agent and irrevocably constitute and appoint the Information and Tender Agent as your true and lawful agent and attorney-in-fact to cause your Securities to be tendered in the Tender Offers, that power of attorney being irrevocable and coupled with an interest;
- your Securities are being tendered, and will, when accepted by the Information and Tender Agent, be free and clear of all charges, liens, restrictions, claims, equitable interests and encumbrances, other than the claims of a holder under the express terms of the Tender Offers;

- all authority conferred or agreed to be conferred pursuant to these representations and warranties and your obligations in relation to such tender of Securities shall be binding upon your successors, assigns, heirs, executors, administrators, trustee in bankruptcy and legal representatives and shall not be affected by your death or incapacity;
- we may amend or terminate any of the Tender Offers or postpone acceptance for payment of, or the payment for, Securities tendered under the circumstances described in this Offer to Purchase;
- your Securities may only be withdrawn by written notice of withdrawal received by the Information and Tender Agent at any time prior to the applicable Withdrawal Date, but not thereafter, and you acknowledge that we may (i) increase the Capital Notes Maximum Amount or the Company Notes Maximum Amount, or (ii) decrease the Capital Notes Maximum Amount or the Company Notes Maximum Amount, in our sole and absolute discretion and in accordance with applicable law, without extending the applicable Withdrawal Date or otherwise reinstating withdrawal rights, except as required by applicable law;
- you are not a person to whom it is unlawful to make an invitation to tender pursuant to the Tender Offers under applicable law, and you have observed (and will observe) the laws of all relevant jurisdictions in connection with your tender;
- you have received and reviewed and accept the distribution restrictions set forth herein under “Offer Restrictions”;
- you are not a resident of and/or located in the United Kingdom or, if you are a resident of and/or located in the United Kingdom, you are a (i) person who has professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Promotion Order; or (ii) a high net worth company or other persons to whom this Offer to Purchase and any other documents and/or materials relating to the Tender Offers may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons in (i) and (ii) together being referred to as “Relevant Persons”);
- you are not a resident of and/or located in France, or if you are a resident of and/or located in France, you are either (i) a qualified investor (*investisseur qualifié*) acting for your own account, other than an individual, and/or (ii) a legal entity whose total assets exceed €5 million, or whose annual turnover exceeds €5 million, or whose managed assets exceed €5 million or whose average annual headcount exceeds 50, acting for your own account, all as defined in, and in accordance with, Articles L.341-2, L.411-2, D.341-1 and D.411-1 of the French *Code monétaire et financier*;
- you are not a resident of and/or located in Belgium or, if you are a resident of and/or located in Belgium, you are a qualified investor (*investisseur qualifié/gekwalificeerde belegger*) in the meaning of Article 10, §1, of the Belgian Law of 16 June 2006 on public offering of securities and admission to trading of securities on regulated markets (the “Belgian Prospectus Law”), as referred to in Article 6, §3, 1° of the Belgian Law of 1 April 2007 on public takeover bids (the “Belgian Takeover Law”), acting for its own account;
- you, and any beneficial owner of the Securities or any other person on whose behalf you are acting, are not a resident of and/or located in the Republic of Italy (“Italy”), or, if a resident of and/or located in Italy, are, or are tendering the Securities through, an authorized person (such as an investment firm, bank or financial intermediary permitted to conduct such activities in Italy in accordance with Legislative Decree No. 58 of February 24, 1998, as amended, (the “Financial Services Act”), *Commissione Nazionale per le Società e la Borsa* (“CONSOB”) Regulation No. 16190 of October 29,

2007, as amended, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations and with any requirements imposed by CONSOB or any other Italian authority; and

- you will, upon our request or the request of the Information and Tender Agent, as applicable, execute and deliver any additional documents necessary or desirable to complete the tender of the Securities.

Any custodial entity that holds your validly tendered Securities, by delivering, or causing to be delivered, the Securities and the completed agent's message to the Information and Tender Agent is representing and warranting that you, as owner of the Securities, have represented, warranted and agreed to each of the above.

Tenders of Securities pursuant to the procedures described above, and acceptance thereof by us, will constitute a binding agreement between you and us upon the terms and subject to the conditions of the Tender Offers described in this Offer to Purchase, which agreement will be governed by the laws of the State of New York. By submitting any agent's message the relevant holder will irrevocably and unconditionally agree for the benefit of GE, the Dealer Managers, the Information and Tender Agent that the courts of New York are to have nonexclusive jurisdiction to settle any disputes that may arise out of or in connection with the Tender Offers and that, accordingly, any suit, action or proceeding arising out of or in connection with the foregoing may be brought in such courts.

By tendering Securities pursuant to the Tender Offers, you will be deemed to have agreed that the delivery and surrender of the Securities is not effective, and the risk of loss of the Securities does not pass to the Information and Tender Agent, until receipt by the Information and Tender Agent of the items listed above together with all accompanying evidences of authority and any other required documents in form satisfactory to us. In all cases, you should allow sufficient time to assure delivery to the Information and Tender Agent on or prior to the applicable Early Participation Date or the applicable Expiration Date, as the case may be.

By tendering Securities pursuant to the Tender Offers, you will be deemed to have made the representations and warranties set forth herein, including that you are not a person to whom it is unlawful to make an invitation to tender under applicable law, and you have observed (and will observe) the laws of all relevant jurisdictions in connection with your tender, that you have full power and authority to tender, sell, exchange, assign and transfer the Securities tendered thereby, that you have complied with the short tendering rule described under "—Compliance with 'Short Tendering' Rule in the Maximum Tender Offers" below, and that when such Securities are accepted for exchange by us, we will acquire good title thereto, free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claim or right. You will also be deemed to have agreed to, upon request, execute and deliver any additional documents deemed by the Information and Tender Agent or by us to be necessary or desirable to complete the sale, assignment and transfer of the Securities tendered thereby.

Backup Withholding and Information Reporting

For a summary of backup withholding and information reporting rules applicable to tendering holders, see "Certain U.S. Federal Income Tax Consequences."

Withdrawal of Tenders

With respect to each Tender Offer, you may withdraw validly tendered Securities at any time prior to the applicable Withdrawal Date, but not afterwards. If a Tender Offer is terminated without our having purchased any Securities pursuant to the offer, whether before or after the applicable Expiration Date, we will promptly return the Securities tendered pursuant to the offer to the tendering holder.

Tendered Securities may only be withdrawn in the Authorized Denominations and Securities that remain tendered must be in the Authorized Denominations.

We may (i) increase the Capital Notes Maximum Amount or the Company Notes Maximum Amount, or (ii) decrease the Capital Notes Maximum Amount or the Company Notes Maximum Amount, in our sole and absolute discretion and in accordance with applicable law. Any such increase or decrease will be made on the basis of Maximum Notes validly tendered through the Early Participation Date, and announced no later than 5:00 p.m., New York City time, on the business day immediately following the Early Participation Date. Any such increase or decrease may be made without extending the applicable Withdrawal Date or otherwise reinstating withdrawal rights, except as required by applicable law.

For a withdrawal of Securities to be effective, the Information and Tender Agent must timely receive, prior to the applicable Withdrawal Date, an agent's message specifying the name of the tendering holder, a description of the Securities to be withdrawn, the amount of such Securities to be withdrawn and the number of the account at DTC to be credited with the withdrawn Securities, and you must otherwise comply with DTC procedures. If the Securities to be withdrawn have been delivered or otherwise identified to the Information and Tender Agent, an agent's message is effective immediately upon receipt by the Information and Tender Agent of the agent's message even if re-transfer by DTC book-entry is not immediately effected.

If you tendered your Securities through a custodial entity and wish to withdraw your Securities, you will need to make arrangements for withdrawal with your custodian or nominee. Your ability to withdraw the tender of your Securities will depend upon the terms of the arrangements you have made with your custodian or nominee and, if your custodian or nominee is not the Direct Participant tendering those Securities, the arrangements between your custodian and such Direct Participant, including any arrangements involving intermediaries between your custodian and such Direct Participant.

The Information and Tender Agent will return to holders tendering through DTC all Securities in respect of which it has received valid withdrawal instructions on or prior to the Withdrawal Date promptly after it receives such instructions.

Holders may not rescind their withdrawal of tenders of Securities, and any Securities properly withdrawn will thereafter be deemed not validly tendered for purposes of the Tender Offers. Properly withdrawn Securities may, however, be re-tendered by following one of the procedures described under "—Procedures for Tendering Securities" above at any time on or prior to the applicable Expiration Date.

Holders can withdraw the tender of their Securities only in accordance with the foregoing procedures. All questions as to the form and validity (including time of receipt) of any notice of withdrawal will be determined by us, in our sole and absolute discretion, which shall be final and binding. None of GE, the Dealer Managers, the Information and Tender Agent or any other person will be under any duty to give notification of any defect or irregularity in any notice of withdrawal or incur any liability for failure to give any such notification.

If we are delayed in our acceptance for purchase of, or payment for, any Securities or are unable to accept for purchase or pay for Securities for any reason, then, without prejudice to our rights hereunder, tendered Securities may be retained by the Information and Tender Agent on our behalf and may not be validly withdrawn (subject to Rule 14e-1 under the Exchange Act, which requires that we pay the consideration offered or return the Securities deposited by or on behalf of the holders promptly after the termination or withdrawal of a Tender Offer).

Conditions to the Tender Offers

Notwithstanding any other term of each Tender Offer, and in addition to (and not in limitation of) our right to extend and amend any of the Tender Offers at any time, in our sole and absolute discretion, we will not be required to accept for payment or, subject to applicable rules and regulations of the SEC including Rule 14e-1(c) under the Exchange Act, pay for, and may delay the acceptance for payment of, or subject to the restriction referred to above, the payment for, any tendered Securities, and, subject to applicable law, we may terminate any of the Tender Offers as provided in this Offer to Purchase before the acceptance of such Securities, unless the conditions set forth below are satisfied prior to the applicable Expiration Date.

As a condition to each Tender Offer, each of the following conditions (the “Conditions”) shall have been satisfied prior to the applicable Expiration Date:

- there shall not have been any change or development that in our reasonable judgment materially reduces the anticipated benefits of any of the Tender Offers to us or that has had, or could reasonably be expected to have, a material adverse effect on us, our businesses, condition (financial or otherwise) or prospects;
- there shall not have been instituted, pending or threatened in writing any action, proceeding or investigation by or before any governmental authority, including any court, governmental, regulatory or administrative branch or agency, tribunal or instrumentality, that relates in any manner to any of the Tender Offers and that in our reasonable judgment makes it advisable to us to terminate any of the Tender Offers;
- no trustee for any of the Securities shall have objected in any respect to or taken any action that could, in our reasonable discretion, adversely affect the consummation of any of the Tender Offers or shall have taken any action that challenges the validity or effectiveness of the procedures used by us in the making of any of the Tender Offers or the acceptance of, or payment for, the Securities;
- we shall have obtained all governmental approvals and third-party consents which we, in our reasonable judgment, consider necessary for the completion of any of the Tender Offers as contemplated by this Offer to Purchase and all such approvals or consents shall remain in effect; and
- there shall not have occurred:
 - any general suspension of or limitation on prices for trading in securities in the United States securities or financial markets;
 - any significant changes in the prices for the Securities or a material impairment in the trading market for debt securities generally;
 - any disruption in the trading of our common stock;
 - any significant adverse change in the United States currency exchange rates or securities or financial markets generally or, in the case of any of the foregoing existing on the date hereof, a material acceleration, escalation or worsening thereof;
 - a declaration of a banking moratorium or any suspension of payments with respect to banks in the United States; or

- a commencement or significant worsening of a war or armed hostilities or other national or international calamity, including, but not limited to, catastrophic terrorist attacks against the United States or its citizens.

We expressly reserve the right to amend or terminate any of the Tender Offers and to reject the tender of any Securities not previously accepted for tender, if any of the conditions to a Tender Offer specified above are not satisfied. In addition, we expressly reserve the right, at any time or at various times prior to the applicable Expiration Date, to waive any conditions to any of the Tender Offers, in whole or in part. We will give oral or written notice (with any oral notice to be promptly confirmed in writing) of any amendment, non-acceptance, termination or waiver to the Information and Tender Agent as promptly as practicable, followed by a timely press release.

The conditions listed above are for our sole benefit and we may assert them regardless of the circumstances giving rise to any of these conditions. We may waive these conditions, in our sole discretion, in whole or in part, at any time and from time to time with regard to any of the Tender Offers. A failure on our part to exercise any of the above rights shall not constitute a waiver of that right, and that right shall be considered an ongoing right which we may assert at any time and from time to time.

Additional Purchases of Securities

We reserve the right, in our and their absolute discretion, to purchase or make offers to purchase any Securities that remain outstanding subsequent to the applicable Expiration Date and, to the extent permitted by applicable law and subject to market conditions, to purchase Securities in the open market, in privately negotiated transactions, in exchange or tender offers, or otherwise. Alternatively, we may, subject to certain conditions, redeem any or all of the Securities not purchased pursuant to the Tender Offers at any time that it is permitted to do so pursuant to the terms of such Securities. Any such redemption or purchase may result in holders of Securities of any series receiving compensation that is higher or lower than the applicable Late Tender Offer Consideration or Total Consideration for such series. No purchase or offer to purchase Securities will be made except in accordance with applicable law. See “Certain Considerations—Treatment of Securities Not Tendered in the Tender Offers.”

Acceptance of Securities for Payment; Transfer Taxes; Accrual of Interest

Acceptance of Securities for Payment. Upon the terms and subject to the conditions of the applicable Tender Offer (including if a Tender Offer is extended or amended, the terms and conditions of any such extension or amendment) and applicable law, we will accept for payment, and thereby purchase, all Securities validly tendered, on or prior to the applicable Expiration Date, subject to the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, Acceptance Priority Levels and proration (if applicable) as described in this Offer to Purchase.

We will be deemed to have accepted for payment, and thereby to have purchased, validly tendered Securities if, as and when we give oral or written notice to the Information and Tender Agent of our acceptance of such Securities for purchase. We will announce acceptance for payment of the Securities. We will deposit with the Information and Tender Agent the amount of cash necessary to pay each holder of Securities that are accepted for purchase the applicable Total Consideration for Securities validly tendered at or prior to the applicable Early Participation Date and the applicable Late Tender Offer Consideration for Securities validly tendered after the applicable Early Participation Date and prior to the applicable Expiration Date, in each case together with any Accrued Interest in respect of such Securities. We have no obligation to pay interest by reason of any delay by the Information and Tender Agent or any Clearing System in making payment to holders of Securities.

We expressly reserve the right, in our sole and absolute discretion and subject to Rule 14e-1(c) under the Exchange Act, to delay acceptance for payment of, or payment for, Securities if any conditions to any of the Tender Offers are not satisfied. See “—Conditions to the Tender Offers.” In all cases, payment by the Information and Tender Agent to holders of consideration for Securities accepted for purchase pursuant to the Tender Offers will be made only after timely receipt by the Information and Tender Agent of an agent’s message and confirmation and a book-entry transfer of such Securities into the Information and Tender Agent’s account at DTC, as set forth under “—Procedures for Tendering Securities.”

If a Tender Offer is terminated or withdrawn, or the Securities subject to such Tender Offer are not accepted for payment, no consideration will be paid or payable to holders of those Securities. If any tendered Securities are not purchased pursuant to a Tender Offer for any reason, Securities tendered by book-entry transfer will be credited to the account maintained at the Clearing System from which those Securities were delivered promptly following the applicable Expiration Date or termination of such Tender Offer.

We reserve the right to transfer or assign, in whole at any time or in part from time to time, to one or more of our affiliates, the right to purchase Securities validly tendered pursuant to the Tender Offers, but any such transfer or assignment will not relieve us of our obligations under the Tender Offers or prejudice the rights of tendering holders to receive consideration pursuant to the Tender Offers.

Holders will not be obligated to pay brokerage fees or commissions to GE, the Information and Tender Agent or any Dealer Manager or with respect to our purchase of the Securities pursuant to the Tender Offers (except as indicated below in “—Transfer Taxes”). If you hold Securities through a custodial entity, you should consult that entity as to whether it charges any service fees. We will pay certain fees and expenses of the Dealer Managers, the Information and Tender Agent in connection with the Tender Offers. See “—Dealer Managers” and “—Information and Tender Agent.”

Transfer Taxes. We will pay all transfer taxes applicable to the purchase and transfer of Securities pursuant to the Tender Offers, except that if the payment of the applicable Total Consideration or Late Tender Offer Consideration, as the case may be, is being made to, or if Securities that are not tendered or not purchased in the Tender Offers are to be registered or issued in the name of, any person other than the holder of the Securities or the DTC participant in whose name the Securities are held on the books of DTC, or if a transfer tax is imposed for any reason other than the purchase of Securities under the Tender Offers, then the amount of any such transfer tax (whether imposed on the holder or any other person) will be payable by the tendering holder. If satisfactory evidence of payment of that tax or exemption from payment is not submitted, then the amount of that transfer tax will be deducted from the applicable Total Consideration or Late Tender Offer Consideration, as the case may be, otherwise payable to the tendering holder.

Accrued Interest. Holders who validly tender Securities that are accepted for payment will receive Accrued Interest.

Under no circumstances will any additional interest be payable because of any delay by the Information and Tender Agent or any Clearing System in the transmission of funds to the holders of purchased Securities or otherwise.

Extensions, Amendments and Termination

With respect to each Tender Offer, we expressly reserve the right (but will not be obligated), in our sole and absolute discretion, at any time or from time to time, on or prior to the applicable Expiration

Date, regardless of whether any of the events set forth in “—Conditions to the Tender Offers” above shall have occurred or shall have been determined by us to have occurred, to:

- waive any and all conditions to such Tender Offer;
- extend one or more of the applicable Early Participation Date, Withdrawal Date, Reference Yield Determination Date, Early Payment Date, Expiration Date and Final Payment Date;
- otherwise amend such Tender Offer in any respect; or
- terminate such Tender Offer at any time, subject to applicable law,

in each case, by giving written notice of such waiver, extension, amendment or termination to the Information and Tender Agent. If we make a material change in the terms of any of the Tender Offers or the information concerning the Tender Offers or waive a material condition of any of the Tender Offers, we will disseminate additional materials relating to such Tender Offer and extend such Tender Offer to the extent required by law. In addition, if we change any Fixed Spread, then we will extend the applicable Early Participation Date and the applicable Expiration Date, if necessary, to ensure that we comply with applicable law. We will publicly announce any waiver, extension, amendment or termination in the manner described under “—Announcements” below.

There can be no assurance that we will exercise our right to extend, terminate or amend either of the Tender Offers. Irrespective of any amendment to either of the Tender Offers, all Securities previously tendered pursuant to the Tender Offers and not accepted for purchase will remain subject to the applicable Tender Offer and may be accepted thereafter for payment by us, except when such acceptance is prohibited by law.

Announcements

If we are required to make an announcement relating to an extension of the Early Participation Date, Withdrawal Date, Reference Yield Determination Date, Early Payment Date, Expiration Date or Final Payment Date for any of the Tender Offers, to a waiver, amendment or termination of any of the Tender Offers, or to our acceptance for payment of the Securities, we will do so as promptly as practicable, and in the case of an extension of the applicable Expiration Date, no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled applicable Expiration Date. Announcements in connection with the Tender Offers will be made (i) by news release to a U.S. nationally recognized press service, and (ii) by the delivery of notices to the Clearing System for communication to Direct Participants. In addition all documentation relating to the Offer to Purchase, together with any updates, will be available via the Offer Website: www.dfking.com/ge.

Information and Tender Agent

We have appointed D.F. King & Co., Inc. as Information and Tender Agent in connection with the Tender Offers. Holders should direct questions, requests for assistance and requests for additional copies of this Offer to Purchase to the Information and Tender Agent at its address or telephone number(s) listed on the back cover of this Offer to Purchase. All Securities must be tendered through DTC’s ATOP, and confirmation of eligibility will be made through the ATOP instruction process.

Dealer Managers

BofA Securities, Inc. and J.P. Morgan Securities LLC are acting as the Lead Dealer Managers and BNP Paribas Securities Corp., Deutsche Bank Securities Inc., Blaylock Van, LLC, and CastleOak Securities, L.P. are acting as the Co-Managers, in connection with the Tender Offers. The Dealer

Managers will perform services customarily provided by investment banking firms acting as Dealer Managers of tender offers of a like nature, including, but not limited to, soliciting tenders of Securities pursuant to the Tender Offers and communicating generally regarding the Tender Offers with banks, brokers, custodians, nominees and other persons, including holders of Securities. We have agreed to indemnify the Dealer Managers against and contribute toward certain liabilities in connection with the Tender Offers, including certain liabilities under federal securities laws.

The Dealer Managers and their affiliates have rendered and may in the future render various investment banking, lending and commercial banking services and other advisory services to us and our subsidiaries. Certain of these relationships involve transactions that are material to us and our affiliates and for which the Dealer Managers have received or may receive significant fees. In addition, certain of the Dealer Managers or their affiliates serve as agents and lenders under certain of our existing credit facilities, and GE and its affiliates enter into over the counter foreign exchange and interest rate swaps with certain of the Dealer Managers or their affiliates for risk mitigation purposes in the ordinary course of business. The Dealer Managers may from time to time hold or acquire Securities, shares of our common stock and other GE securities in their proprietary accounts, and, to the extent they own or acquire Securities in these accounts at the time of the Tender Offers, the Dealer Managers may tender these Securities. The Dealer Managers may also tender Securities on behalf of other holders of Securities. Subject to applicable law, during the course of the Tender Offers, the Dealer Managers may trade shares of our common stock and other GE securities for their own account or for the accounts of their customers. As a result, the Dealer Managers may hold a long or short position in our common stock and other GE securities.

With respect to jurisdictions located outside of the United States, the offers may be conducted through affiliates of the Dealer Managers that are registered or licensed to conduct the offers in such jurisdictions. Neither the Dealer Managers nor their directors, employees or affiliates assumes any responsibility for the accuracy or completeness of the information contained in this Offer to Purchase concerning the Tender Offers or GE or for any failure by GE to disclose events that may have occurred and may affect the significance or accuracy of the information contained in this Offer to Purchase.

The Dealer Managers are acting exclusively for GE and no one else in connection with the arrangements described in this Offer to Purchase and will not be responsible to anyone other than GE for providing the protections afforded to customers of the Dealer Managers or for advising any other person in connection with the arrangements described in this Offer to Purchase.

Fees and Expenses

The expenses of soliciting tenders of the Securities will be borne by us. Tendering holders of Securities will not be required to pay any fee or commission to the Dealer Managers. However, if a tendering holder handles the transaction through its broker, dealer, commercial bank, trust company or other custodial entity, such holder may be required to pay brokerage fees or commissions to that entity.

Compliance with “Short Tendering” Rule in the Maximum Tender Offers

It is a violation of Rule 14e-4 under the Exchange Act for a person, directly or indirectly, to tender Securities for such person’s own account unless the person so tendering (a) has a net long position equal to or greater than the aggregate principal amount of the securities being tendered and (b) will cause such securities to be delivered in accordance with the terms of the Tender Offers. Rule 14e-4 provides a similar restriction applicable to the tender or guarantee of a tender on behalf of another person.

A tender of Securities in response to the Tender Offers under any of the procedures described above will constitute a binding agreement between the tendering holder and us with respect to such

Tender Offer upon the terms and subject to the conditions of the applicable Tender Offer, including the tendering holder's acceptance of the terms and conditions of such Tender Offer, as well as the tendering holder's representation and warranty that (a) such holder has a net long position in the Securities being tendered pursuant to such Tender Offer within the meaning of Rule 14e-4 under the Exchange Act and (b) the tender of such Securities complies with Rule 14e-4.

CERTAIN CONSIDERATIONS

You should review carefully the considerations described below, as well as the other information contained in this Offer to Purchase before deciding whether to tender your Securities in the Tender Offers.

Limitations on Ability to Withdraw Securities

With respect to each Tender Offer, tendered Securities may be withdrawn at any time on or prior to the applicable Withdrawal Date, but not thereafter. Holders of Securities who tender their Securities after such Withdrawal Date but on or prior to the applicable Expiration Date may not withdraw their tendered Securities. Therefore, you will not be able to withdraw tenders of your Securities at the time we establish how many, if any, of your Securities will be accepted as a result of the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, Acceptance Priority Levels or proration (if applicable).

Effect of the Tender Offers on Holders of Securities Tendered and Accepted in the Tender Offers

If your Securities are tendered and accepted, you will receive (a) the applicable Total Consideration, if your Securities were validly tendered on or prior to the applicable Early Participation Date or (b) the applicable Late Tender Offer Consideration, if your Securities were validly tendered after the applicable Early Participation Date and on or prior to the applicable Expiration Date, in each case per \$1,000 principal amount of Securities tendered and accepted, plus any Accrued Interest, but you will give up all rights and benefits associated with ownership of such Securities.

The aggregate purchase price paid for Securities accepted for payment in the Tender Offers (excluding the accrued and unpaid interest on such Securities) will be limited to the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable. See “The Tender Offers—Terms of the Tender Offers.”

Position Concerning the Tender Offers

None of GE, our board of directors, the Dealer Managers, the Information and Tender Agent, or the trustees for any of the Securities, makes any recommendation to any holder whether to tender or refrain from tendering any or all of such holder’s Securities, and none of them has authorized any person to make any such recommendation. You are urged to evaluate carefully all information in this Offer to Purchase, consult your own investment and tax advisors and make your own decisions whether to tender Securities, and, if so, the principal amount of Securities to tender.

Conditions to the Consummation of the Tender Offers

The consummation of each Tender Offer is subject to the satisfaction of several conditions, including the absence of any change or development that in our reasonable judgment materially reduces the anticipated benefits to us of the Tender Offers or that has had, or could reasonably be expected to have, a material adverse effect on us, our businesses, condition (financial or otherwise) or prospects. Even if any of the Tender Offers are consummated, they may not be completed on the schedule or on the terms and conditions described in this Offer to Purchase. See “The Tender Offers— Conditions to the Tender Offers.” In addition, subject to applicable law, we may terminate any of the Tender Offers at any time prior to the applicable Expiration Date. There can be no assurance that such conditions will be met, that we will not terminate any of the Tender Offers, or that, in the event that any Tender Offer is not

consummated, the market value and liquidity of the Securities subject to such Tender Offer will not be materially adversely affected.

Potential Change in the Capital Notes Maximum Amount or the Company Notes Maximum Amount

We reserve the right, but are not obligated, to (i) increase the Capital Notes Maximum Amount or the Company Notes Maximum Amount, or (ii) decrease the Capital Notes Maximum Amount or the Company Notes Maximum Amount, in our sole and absolute discretion and in accordance with applicable law. Any such increase or decrease will be made on the basis of Maximum Notes validly tendered through the Early Participation Date, and announced no later than 5:00 p.m., New York City time, on the business day immediately following the Early Participation Date. Any such increase, decrease or change may be made without extending withdrawal rights.

We will promptly announce any increase or decrease in the Capital Notes Maximum Amount or the Company Notes Maximum Amount by a press release. In the event of any such increase or decrease, we may, but shall not be obligated (except as required by applicable law) to, extend one or more of the applicable Early Participation Date, Withdrawal Date, Reference Yield Determination Date, Early Payment Date, Expiration Date or Final Payment Date.

If we increase the Capital Notes Maximum Amount or the Company Notes Maximum Amount after the applicable Early Participation Date and do not extend the applicable Early Participation Date, and you wish to participate in the Tender Offers after the Early Participation Date, you will not receive the applicable Early Participation Amount.

We may decrease the Capital Notes Maximum Amount or the Company Notes Maximum Amount no later than the applicable Early Participation Date. If we decrease the Capital Notes Maximum Amount or the Company Notes Maximum Amount and do not extend the applicable Early Participation Date, holders of the applicable series of Securities may not be able to participate in the relevant Tender Offer after the applicable Early Participation Date. Notwithstanding our reservation of the right to decrease the Capital Notes Maximum Amount or the Company Notes Maximum Amount described above, we will not make any such reduction below the amount of the GE Capital Notes or the GE Company Notes, as applicable, validly tendered as of the Withdrawal Date.

Treatment of Securities Not Tendered in the Tender Offers

Securities not tendered and purchased in the Tender Offers will remain outstanding. The terms and conditions governing the Securities, including the covenants and other protective provisions contained in any indenture, supplemental indenture or officers' certificate governing the Securities, will remain unchanged. No amendments to or consents under these documents are being sought.

Although the Securities not purchased in the Tender Offers will remain outstanding following consummation of the Tender Offers, the purchase of Securities of any series in the Tender Offers may result in a smaller trading market for the remaining outstanding principal amount of such series of Securities, which may cause the market for such Securities to be less liquid and more sporadic, and market prices for such Securities may fluctuate significantly depending on the volume of trading in that series of Securities.

From time to time following completion or termination of the Tender Offers, we may acquire Securities that are not tendered in the Tender Offers through open market purchases, privately negotiated transactions, tender offers, exchange offers or otherwise, upon such terms and at such prices as we or they may determine, which may be more or less than the price to be paid pursuant to the Tender Offers and

could be for cash or other consideration. Alternatively, we may, subject to certain conditions, redeem any or all of the Securities not purchased pursuant to the Tender Offers at any time that we are permitted to do so under any indenture governing the Securities. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) we may choose to pursue in the future.

Limited Trading Market

Certain of the Securities are listed on the New York Stock Exchange. Quotations for Securities that are not widely traded may differ from actual trading prices and should be viewed only as approximations. Holders are urged to contact their brokers with respect to current information regarding the Securities. To the extent that Securities are tendered and accepted in one of the Tender Offers, any existing trading market for the remaining Securities may become more limited. Holders of unpurchased Securities may attempt to obtain quotations for the Securities from their brokers; however, there can be no assurance that any trading market will exist for the Securities following consummation of the Tender Offers. The extent of the market for the Securities following consummation of the Tender Offers will depend upon the number of holders remaining at such time, the interest in maintaining a market in such Securities on the part of securities firms and other factors.

We intend to retire and cancel the Securities we purchase in the Tender Offers. A reduced trading volume may decrease the price and increase the volatility of the trading price of the Securities that remain outstanding following the Tender Offers. Consequently, the liquidity, market value and price volatility of Securities that are not held by us may be adversely affected.

Market Volatility May Affect the Consideration Offered for the Securities

The consideration offered for the Securities pursuant to the Tender Offers is dependent upon the prices of certain U.S. Treasury securities. The price of the applicable U.S. Treasury security may fluctuate significantly from the date of the Tender Offers to the Reference Yield Determination Date and from such Reference Yield Determination Date to the applicable Payment Date.

The Consideration Offered for the Securities Does Not Necessarily Reflect the Fair Value of the Securities

The consideration offered for the Securities pursuant to the Tender Offers does not reflect any independent valuation of such Securities and does not take into account events or changes in financial markets (including interest rates) after the commencement of the Tender Offers. We have not obtained or requested a fairness opinion from any banking or other firm as to the fairness of the consideration offered for the Securities. If a holder tenders Securities, such holder may or may not receive more or as much value than if it chose to keep them.

The Amount of Maximum Notes that Will Be Accepted for Purchase Is Uncertain

Depending on the aggregate principal amount of Maximum Notes validly tendered as of the applicable Early Participation Date and the applicable Expiration Date, and the aggregate purchase price that would be paid for such Maximum Notes, such tendered Maximum Notes may or may not be accepted for purchase, in whole or in part. With respect to each Maximum Tender Offer, the Maximum Notes accepted for purchase will be accepted in accordance with their Acceptance Priority Levels (with 1 being the highest Acceptance Priority Level and 3 being the lowest Acceptance Priority Level for the GE Capital Notes and with 1 being the highest Acceptance Priority Level and 4 being the lowest Acceptance Priority Level for the GE Company Notes), subject to the limitations that the aggregate purchase price paid pursuant to each Tender Offer (excluding the accrued and unpaid interest on such Maximum Notes) will not exceed the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as

applicable. Maximum Notes validly tendered and not validly withdrawn on or before the Early Participation Date having a higher Acceptance Priority Level will be accepted before any tendered Maximum Notes having a lower Acceptance Priority Level are accepted in the Tender Offers, and all Maximum Notes validly tendered after the applicable Early Participation Date having a higher Acceptance Priority Level will be accepted before any Maximum Notes tendered after the applicable Early Participation Date having a lower Acceptance Priority Level are accepted in the Tender Offers, in each case subject to the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable. With respect to each Maximum Tender Offer, Maximum Notes validly tendered and not validly withdrawn on or before the applicable Early Participation Date will be accepted for purchase in priority to other Maximum Notes tendered after the applicable Early Participation Date, even if such Maximum Notes tendered after the applicable Early Participation Date have a higher Acceptance Priority Level than Maximum Notes tendered on or before the applicable Early Participation Date.

With respect to each Maximum Tender Offer, all Maximum Notes validly tendered prior to or at the applicable Early Participation Date will have priority over Maximum Notes tendered after the applicable Early Participation Date. Subject to any increase or decrease to the Capital Notes Maximum Amount or the Company Notes Maximum Amount, if purchasing all of the Maximum Notes of a series tendered prior to or at the applicable Early Participation Date would cause the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, to be exceeded, the amount of that series of Maximum Notes purchased on the Early Payment Date will be prorated based on the aggregate principal amount of that series of Maximum Notes tendered such that the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, will not be exceeded. Furthermore, with respect to each Maximum Tender Offer, if the amount of Maximum Notes validly tendered and not validly withdrawn prior to or at the Early Participation Date exceeds the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, Holders who validly tender such Maximum Notes after the applicable Early Participation Date will not have any of their Maximum Notes accepted for purchase regardless of the Acceptance Priority Level of such Maximum Notes unless we increase the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable. We reserve the right, subject to applicable law, to (i) increase the Capital Notes Maximum Amount or the Company Notes Maximum Amount, or (ii) decrease the Capital Notes Maximum Amount or the Company Notes Maximum Amount, in our sole and absolute discretion and in accordance with applicable law. Any such increase or decrease will be made on the basis of Maximum Notes validly tendered through the Early Participation Date, and announced no later than 5:00 p.m., New York City time, on the business day immediately following the Early Participation Date. Any such increase or decrease may be made without extending the Withdrawal Date or otherwise reinstating withdrawal rights.

If, on the applicable Early Payment Date and the applicable Final Payment Date, there are sufficient remaining funds to purchase some, but not all, of the remaining tendered Maximum Notes in any Acceptance Priority Level without exceeding the Capital Notes Maximum Amount or the Company Notes Maximum Amount, as applicable, we will accept for payment such tendered Maximum Notes on a prorated basis, with the proration factor for such Acceptance Priority Level depending on the aggregate principal amount of the Maximum Notes of such Acceptance Priority Level validly tendered.

To avoid returning Maximum Notes to any holder that are not in an Authorized Denomination, if we accept some but not all validly tendered Maximum Notes, the amount of such Maximum Notes tendered by any holder will be multiplied by the applicable proration factor and rounded down to the nearest \$1,000 principal amount and the remainder will be returned to such holder; provided that if, after applying such proration factor, the amount of Maximum Notes of any Acceptance Priority Level that would be tendered by such holder is less than the minimum Authorized Denomination for such Maximum Notes or such holder would be entitled to a return of a portion of tendered Maximum Notes that is less than the minimum Authorized Denomination for such Maximum Notes, then, at our discretion, we will

either reject all of the Maximum Notes of such series tendered by such holder or accept all of the Maximum Notes of such series tendered by such holder without proration.

All Maximum Notes not accepted as a result of acceptance priority and prorationing will be returned to holders.

We may increase the Capital Notes Maximum Amount or the Company Notes Maximum Amount in our sole and absolute discretion and in accordance with applicable law. We may decrease the Capital Notes Maximum Amount or the Company Notes Maximum Amount, in our sole and absolute discretion and in accordance with applicable law. Any such increase or decrease will be made on the basis of Maximum Notes validly tendered through the Early Participation Date, and announced no later than 5:00 p.m., New York City time, on the business day immediately following the Early Participation Date.

In addition, except as required by applicable law, we may (i) extend or otherwise amend the applicable Early Participation Date or Expiration Date, (ii) increase the Capital Notes Maximum Amount or the Company Notes Maximum Amount, or (iii) decrease the Capital Notes Maximum Amount or the Company Notes Maximum Amount, without extending the Withdrawal Date or otherwise reinstating withdrawal rights. If holders tender more Maximum Notes than they expect to be accepted for purchase, such holders will not be able to withdraw any of their previously tendered Maximum Notes after the Withdrawal Date. Accordingly, you should not tender any Maximum Notes that you do not wish to be accepted for purchase.

Holders Must Comply with the Offer Restrictions

Holders are referred to the offer restrictions in “Offer Restrictions” and the acknowledgements, representations, warranties and undertakings in “The Tender Offers—Procedures for Tendering Securities—Your Representations and Warranties; GE’s Acceptance Constitutes an Agreement,” which you will be deemed to make on tendering Securities in the Tender Offers. By tendering your Securities, or instructing your custodian to tender your Securities, you are representing and warranting that you are not a person to whom it is unlawful to make an invitation to tender pursuant to the Tender Offers under applicable law, and you have observed (and will continue to observe) all laws of relevant jurisdictions in connection with your tender. Non-compliance with these could result in, among other things, the unwinding of trades and/or heavy penalties.

Certain Tax Considerations

See “Certain U.S. Federal Income Tax Consequences” for a discussion of certain U.S. federal income tax matters that should be considered in evaluating the Tender Offers.

SOURCE OF FUNDS

We intend to use cash on hand to purchase the Securities pursuant to the Tender Offers.

OFFER RESTRICTIONS

This Offer to Purchase does not constitute an offer or an invitation to participate in the Tender Offers in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such offer or invitation or for there to be such participation under applicable laws. The distribution of this Offer to Purchase in certain jurisdictions may be restricted by law. Persons into whose possession this Offer to Purchase comes are required by GE, the Dealer Managers, and the Information and Tender Agent to inform themselves about and to observe any such restrictions.

United Kingdom

The communication of this Offer to Purchase and any other documents or materials relating to the Tender Offers is not being made by, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. In the United Kingdom, this Offer to Purchase and any other documents or materials relating to the Tender Offers are directed only at Relevant Persons. In the United Kingdom, any investment or investment activity to which this Offer to Purchase relates will be available only to, and engaged in only with, Relevant Persons. Any person in the United Kingdom who is not a Relevant Person should not act or rely on this Offer to Purchase or any of its contents.

France

The Tender Offers are not being made, directly or indirectly, to the public in France. Neither this Offer to Purchase nor any other documents or offering materials relating to the Tender Offers, has been or shall be distributed to the public in France and only (i) qualified investors (*investisseurs qualifiés*) acting for their own account, other than individuals, and/or (ii) legal entities whose total assets exceed €5 million, or whose annual turnover exceeds €5 million, or whose managed assets exceed €5 million or whose average annual headcount exceeds 50, acting for their own account all as defined in, and in accordance with, Articles L.341-2, L.411-2, D.341-1 and D.411-1 of the French *Code monétaire et financier*, are eligible to participate in the Tender Offers. This Offer to Purchase has not been submitted to the clearance procedures (*visa*) of the *Autorité des marchés financiers*.

Belgium

The Tender Offers do not constitute a public offering within the meaning of Articles 3, §1, 1° and 6, §1, of the Belgian Takeover Law. The Tender Offers are exclusively conducted under applicable private placement exemptions and have therefore not been, and will not be, notified to, and neither this Offer to Purchase nor any other document or material relating to the Tender Offers have been, or will be, approved by the Belgian Financial Services and Markets Authority (*Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten*). Accordingly, the Tender Offers, this Offer to Purchase, any memorandum, information circular, brochure or any similar documents relating to the Tender Offers may not be advertised, offered or distributed, directly or indirectly, to any person located and/or resident in Belgium other than to persons who qualify as “Qualified Investors” in the meaning of Article 10, §1, of the Belgian Prospectus Law, as referred to in Article 6, §3, 1° of the Belgian Takeover Law, and who is acting for its own account, or in other circumstances which do not constitute a public offering in Belgium pursuant to the Belgian Takeover Law. This Offer to Purchase has been issued only for the personal use of the above Qualified Investors and exclusively for the purpose of the Tender Offers. Accordingly, the information contained herein may not be used for any other purpose or disclosed to any other person in Belgium.

Italy

None of the Tender Offers, this Offer to Purchase or any other documents or materials relating to the Tender Offers has been or will be submitted to the clearance procedure of the CONSOB, pursuant to applicable Italian laws and regulations.

The Tender Offers are being carried out in Italy as exempted offers pursuant to article 101-*bis*, paragraph 3-*bis* of the Financial Services Act and article 35-*bis*, paragraph 4 of CONSOB Regulation No. 11971 of May 14, 1999, as amended.

Holders or beneficial owners of the Securities that are a resident of and/or located in Italy can tender the Securities for purchase through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of October 29, 2007, as amended, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations and with any requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Securities or the Tender Offers.

General Notice to Investors

The Tender Offers do not constitute an offer to buy or the solicitation of an offer to sell Securities in any circumstances in which such offer or solicitation is unlawful. We are not aware of any jurisdiction where the making of the Tender Offers is not in compliance with the laws of such jurisdiction. If we become aware of any jurisdiction where the making of the Tender Offers would not be in compliance with such laws, we will make a good faith effort to comply with any such laws or may seek to have such laws declared inapplicable to the Tender Offers. If, after such good faith effort, we cannot comply with any such applicable laws, the Tender Offers will not be made to the holders of Securities residing in each such jurisdiction.

In any jurisdictions where the securities or other laws require the Tender Offers to be made by a licensed broker or dealer and a Dealer Manager or, where the context so requires, an affiliate of a Dealer Manager, is a licensed broker or dealer in that jurisdiction, the Tender Offers shall be deemed to be made on behalf of the Company by such Dealer Manager or affiliate (as the case may be) in such jurisdiction.

By tendering your securities, or instructing your custodian to tender your securities, you are representing and warranting that you are not a person to whom it is unlawful to make an invitation to tender pursuant to the Tender Offers under applicable law, and you have observed (and will observe) all laws of relevant jurisdictions in connection with your tender, and are deemed to give certain representations in respect of the jurisdictions referred to above and generally as set out in “The Tender Offers—Procedures for Tendering Securities.” If you are unable to make these representations, your tender of Securities for purchase may be rejected. Each of GE, the Dealer Managers, and the Information and Tender Agent reserves the right, in their absolute discretion, to investigate, in relation to any tender of Securities for purchase pursuant to the Tender Offers, whether any such representation given by a holder is correct and, if such investigation is undertaken and as a result, we determine (for any reason) that such representation is not correct, such tender may be rejected.

CERTAIN U.S. FEDERAL INCOME TAX CONSEQUENCES

The following discussion is intended for general information only and is based on the U.S. Internal Revenue Code of 1986, as amended (the “Code”), U.S. Treasury regulations promulgated thereunder, judicial decisions, and published rulings and administrative pronouncements of the Internal Revenue Service (the “IRS”), all as in effect on the date of this Offer to Purchase. These authorities are subject to change, possibly retroactively, resulting in tax consequences different from those discussed below. No rulings have or will be sought from the IRS with respect to the matters discussed below, and there can be no assurance that the IRS will not take a different position concerning the tax consequences of the Tender Offers or that any such position would not be sustained by a court. This discussion is not a complete analysis of all potential U.S. federal income tax consequences and does not address any tax consequences arising under any alternative minimum tax, the Medicare tax on net investment income or state, local or foreign tax laws or U.S. federal tax laws other than income tax laws (such as estate and gift tax laws).

This discussion does not address all of the U.S. federal income tax consequences that may be relevant to a holder in light of such holder’s particular circumstances or to holders subject to special rules under the U.S. federal income tax laws, such as banks, financial institutions, former citizens or residents of the United States, insurance companies, regulated investment companies, real estate investment trusts, “controlled foreign corporations,” “passive foreign investment companies,” dealers in securities or currencies, traders in securities, U.S. Holders (as defined below) whose functional currency is not the U.S. Dollar, entities and arrangements classified as partnerships for U.S. federal income tax purposes and other pass-through entities (and investors in such entities and arrangements), persons subject to the alternative minimum tax, tax-exempt organizations, persons holding or disposing of Securities as part of a wash sale for tax purposes persons holding the Securities as part of a “straddle,” “hedge,” “conversion transaction” or other integrated transaction and persons subject to special accounting rules under Section 451(b) of the Code. This discussion assumes the Securities are held as “capital assets” within the meaning of Code Section 1221 (generally, property held for investment).

For purposes of this discussion, a “U.S. Holder” is any beneficial owner of a Security who is treated for U.S. federal income tax purposes as (i) an individual who is a citizen or resident of the United States, (ii) a corporation created or organized in or under the laws of the United States, any state thereof or the District of Columbia, (iii) an estate, the income of which is subject to U.S. federal income tax regardless of its source or (iv) a trust if (a) a U.S. court is able to exercise primary supervision over its administration and one or more U.S. persons have authority to control all substantial decisions of the trust or (b) the trust has made a valid election under applicable U.S. Treasury regulations to be a U.S. person. A “Non-U.S. Holder” is any beneficial owner of a Security who is an individual, corporation, estate or trust for U.S. federal income tax purposes and who is not a U.S. Holder.

If a partnership or other entity treated as a partnership for U.S. federal income tax purposes holds a Security, the tax treatment of a partner generally will depend on the status of the partner and the activities of the partnership. Partnerships and their partners should consult their own tax advisors as to the tax consequences to them of the Tender Offers.

You are urged to consult your own tax advisor regarding the U.S. federal income tax consequences to you of tendering or not tendering your Securities pursuant to the Tender Offers, as well as any tax consequences arising under any state, local or foreign tax laws, or any other U.S. federal tax laws.

Tax Consequences for U.S. Holders

Sale of Securities Pursuant to the Tender Offers

In general, a U.S. Holder that receives cash for Securities pursuant to the Tender Offers will recognize gain or loss equal to the difference, if any, between (i) the total consideration received in exchange for the tendered Securities (excluding amounts attributable to Accrued Interest, which will be taxable as ordinary income to the extent not previously included in income) and (ii) the U.S. Holder's adjusted tax basis in the tendered Securities. A U.S. Holder's adjusted tax basis in Securities will generally be equal to the original cost of the Securities to the U.S. Holder increased by any market discount previously included in the U.S. Holder's gross income and decreased (but not below zero) by (i) any payments received with respect to the Securities, other than payments of stated interest, and (ii) any amortizable bond premium which the U.S. Holder has previously amortized. Subject to the market discount rules discussed below, such gain or loss will generally be capital gain or loss and will be long-term capital gain or loss if the U.S. Holder's holding period in the Securities exceeds one year as of the date of GE's purchase pursuant to the Tender Offers. Long-term capital gains of individuals and other non-corporate U.S. Holders are currently subject to reduced rates of taxation. The deductibility of capital losses is subject to limitations.

Market Discount

If a U.S. Holder acquired a Security after its original issuance, such Security may have market discount to the extent the principal amount of the Security exceeded the U.S. Holder's tax basis in the Security immediately after the acquisition. If any such market discount exceeds a statutorily defined de minimis amount, any gain recognized by a U.S. Holder with respect to the Security will be treated as ordinary income to the extent of any market discount that has accrued during the period the U.S. Holder held the Security, unless the U.S. Holder previously elected to include market discount in income on a current basis. The U.S. federal income tax rules governing market discount are complex. U.S. Holders that acquired their Securities other than in the initial offering of the Securities should consult their own U.S. tax advisors as to the potential applicability of the market discount rules.

Early Participation Amount

Although the issue is not free from doubt, we believe and intend to take the position that any applicable Early Participation Amount received by a U.S. Holder participating in the Tender Offers should be treated as part of the consideration received in exchange for the Securities sold pursuant to the Tender Offers, rather than as a separate fee or other ordinary income. Accordingly, any applicable Early Participation Amount would be taken into account in determining the amount of gain or loss on the exchange.

Tax Consequences for Non-U.S. Holders

Tendering Non-U.S. Holders

Gain realized by a Non-U.S. Holder on the sale of a Security pursuant to either of the Tender Offers will not be subject to U.S. federal income tax unless (i) the Non-U.S. Holder is an individual who is present in the United States for 183 days or more in the taxable year of the disposition and certain other conditions are met or (ii) the gain is effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States (and, if required by an applicable income tax treaty, is attributable to a permanent establishment in the United States). If the first exception applies, the Non-U.S. Holder generally will be subject to a 30% U.S. federal income tax (or, if applicable, a lower treaty rate) on the gain derived from the sale, which may be offset by certain U.S. source capital losses. If the second

exception applies, the Non-U.S. Holder will be subject to U.S. federal income tax on such gain on a net basis at graduated rates in generally the same manner as a U.S. Holder, except as otherwise provided by an applicable tax treaty. A Non-U.S. Holder that is a corporation also may be subject to a branch profits tax at a rate of 30% (or, if applicable, a lower treaty rate) on its effectively connected earnings and profits attributable to such gain.

Accrued Interest

Amounts received by a Non-U.S. Holder in respect of Accrued Interest generally will not be subject to U.S. federal income tax provided the Accrued Interest is not effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States and the Non-U.S. Holder (i) does not actually or constructively own 10% or more of the combined voting power of all classes of the Company's stock entitled to vote and is not a controlled foreign corporation related to the Company (actually or constructively) through stock ownership and (ii) has provided the appropriate documentation (generally, an IRS Form W-8BEN or W-8BEN-E) certifying as to its non-U.S. status.

If a Non-U.S. Holder does not satisfy the requirements described above, payments of Accrued Interest generally will be subject to a 30% U.S. federal withholding tax, unless the Non-U.S. Holder provides a properly executed (i) IRS Form W-8BEN or W-8BEN-E claiming an exemption from or reduction in withholding under the benefit of an applicable income tax treaty or (ii) IRS Form W-8ECI stating that the Accrued Interest is not subject to withholding tax because it is effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States. If the payments of Accrued Interest to a Non-U.S. Holder are effectively connected with the Non-U.S. Holder's conduct of a U.S. trade or business, such payments will generally be taxed in the manner described above under “—Tendering Non-U.S. Holders” with respect to effectively connected gain.

Early Participation Amount

As discussed above under “Tax Consequences for U.S. Holders—Early Participation Amount,” we intend to treat the applicable Early Participation Amount received in the Tender Offers as part of the consideration received in exchange for the Securities sold pursuant to the Tender Offers and, therefore, not ordinary income subject to U.S. federal withholding tax. Accordingly, the applicable Early Participation Amount would be taken into account in determining the gain or loss on the exchange. Non-U.S. Holders are urged to consult their own tax advisors regarding the U.S. federal income tax treatment of the Early Participation Amount.

Foreign Account Tax Compliance Act

Under the Foreign Account Tax Compliance Act (“FATCA”), withholding taxes may apply to certain types of payments made to “foreign financial institutions” (as specially defined in the Code) and certain other non-U.S. entities. Specifically, a 30% withholding tax may be imposed on amounts paid in respect of Accrued Interest to a foreign financial institution or to a non-financial foreign entity, unless (1) the foreign financial institution undertakes certain diligence and reporting, (2) the non-financial foreign entity either certifies it does not have any substantial U.S. owners or furnishes identifying information regarding each substantial U.S. owner, or (3) the foreign financial institution or non-financial foreign entity otherwise qualifies for an exemption from these rules. If the payee is a foreign financial institution and is subject to the diligence and reporting requirements in clause (1) above, then, pursuant to an agreement between it and the U.S. Treasury or an intergovernmental agreement between, generally, the jurisdiction in which it is resident and the U.S. Treasury, it must, among other things, identify accounts held by certain U.S. persons or U.S.-owned foreign entities, annually report certain information about such accounts, and withhold 30% on payments to non-compliant foreign financial institutions and certain other account holders. The U.S. Treasury Secretary has issued proposed regulations providing that the

withholding provisions under the FATCA do not apply with respect to payment of gross proceeds from a sale or other disposition of the Securities, which may be relied upon by taxpayers until final regulations are issued.

Holders should consult their tax advisors regarding FATCA and the regulations thereunder.

Information Reporting and Backup Withholding

A U.S. Holder whose Securities are tendered and accepted for payment generally may be subject to information reporting and backup withholding with respect to the gross amount of payments made pursuant to the Tender Offers (including amounts received in respect of Accrued Interest) unless (i) the U.S. Holder is an exempt recipient and, when required, establishes its exemption from information reporting and backup withholding or (ii) in the case of backup withholding, the U.S. Holder provides its taxpayer identification number (“TIN”), certifies that such TIN is correct and that it is not currently subject to backup withholding, and otherwise complies with applicable requirements of the backup withholding rules. The backup withholding rate is currently 24%. A U.S. Holder that does not provide its correct TIN may be subject to penalties imposed by the IRS.

A Non-U.S. Holder generally will not be subject to information reporting or backup withholding with respect to payments made pursuant to the Tender Offers provided (i) the Non-U.S. Holder certifies that it is not a U.S. person (generally, by providing an IRS Form W-8BEN or W-8BEN-E or other applicable IRS Form W-8) or (ii) the Non-U.S. Holder otherwise establishes an exemption. However, information returns generally will be filed with the IRS in connection with the payment of Accrued Interest even if such payment is not subject to U.S. federal income tax under the Code or an applicable income tax treaty.

Backup withholding is not an additional tax. Holders may use amounts withheld as a credit against their U.S. federal income tax liability or may claim a refund if they timely provide certain information to the IRS.

FORMULA FOR DETERMINING TOTAL CONSIDERATION FOR SECURITIES

- YLD = The tender offer yield, which is the applicable Reference Yield plus the applicable Fixed Spread, expressed as a percentage.
- CPN = The contractual annual rate of interest payable on the applicable Security expressed as a percentage.
- N = The number of scheduled semi-annual interest payments from (but not including) the applicable Payment Date to (and including) the applicable maturity date.
- P = The number of days from and including the semi-annual interest payment date immediately preceding the Early Payment Date to, but not including, the Early Payment Date. The number of days is computed using the 30/360 day-count method.
- / = Divide. The term immediately to the left of the division symbol is divided by the term immediately to the right of the division symbol before any addition or subtraction operations are performed.
- exp = Exponentiate. The term to the left of “exp” is raised to the power indicated by the term to the right of “exp.”
- Σ
k = 1 = Summate. The term in the brackets to the right of the summation symbol is separately calculated “N” times (substituting for “k” in that term each whole number between 1 and N, inclusive), and the separate calculations are then added together.
- Accrued Interest = $\$1,000(CPN/2)(P/180)$.
- Total Consideration = The price per \$1,000 principal amount of the Dollar Security being priced (excluding Accrued Interest). A tendering holder will receive a total amount per \$1,000 principal amount (rounded to the nearest cent), equal to the applicable Total Consideration, together with Accrued Interest.

Formula for Total Consideration =

$$\left[\frac{\$1,000}{(1 + YLD/2)\exp(N - P/180)} \right] + \sum_{k=1}^N \left[\frac{\$1,000(CPN/2)}{(1 + YLD/2)\exp(k - P/180)} \right] - \$1,000(CPN/2)(P/180)$$

Any questions or requests for assistance or additional copies of this Offer to Purchase may be directed to the Information and Tender Agent at the address or telephone numbers set forth below. You may also contact your broker, dealer, commercial bank or trust company or other nominee for assistance concerning the Tender Offers.

The Information and Tender Agent for the Tender Offers is:

D.F. King & Co., Inc.

Email: ge@dfkingltd.com

Offer Website: www.dfking.com/ge

48 Wall Street
New York, NY 10005
Attention: Michael Horthman

Banks and Brokers call: (212) 269-5550
All others call (toll free): (877) 732-3617

Any questions regarding the terms of the Tender Offers should be directed to the Lead Dealer Managers at the addresses and telephone numbers set forth below:

BofA Securities, Inc.

620 South Tryon Street, 20th Floor
Charlotte, North Carolina 28255
United States
Attn: Liability Management Group
Collect: +1 (704) 999-4067
Email: debt_advisory@bofa.com

J.P. Morgan Securities LLC

383 Madison Avenue
New York, New York 10179
United States
Attn: Liability Management Group
U.S. Toll Free: +1 (866) 834-4666
Collect: +1 (212) 834-4045

Co-Managers

BNP PARIBAS

Deutsche Bank Securities

Blaylock Van, LLC

CastleOak Securities, L.P.