

GE HealthCare Technologies Inc.
Governance Principles
Effective January 17, 2025

The following principles have been approved by the Board of Directors (“Board”) and, along with the charters of the Board committees, provide the framework for the governance of GE HealthCare Technologies Inc. (the “Company”). The Board recognizes that there is an ongoing and energetic debate about corporate governance, and it will review these principles and other aspects of the Company’s governance from time to time as appropriate.

1. Role of Board and Management

The Company’s business is conducted by its officers and other employees, under the direction of the chief executive officer (“CEO”) and the oversight of the Board, to enhance the long-term value of the Company for its stockholders. The Board is elected by the stockholders to oversee management and to assure that the long-term interests of the stockholders are being served. Both the Board and management recognize that the long-term interests of stockholders are advanced by responsibly addressing the interests of other stakeholders including customers, suppliers, employees, recruits, the Company’s communities, government officials, and the public at large.

2. Functions of Board

The Board has at least five meetings a year at which it reviews and discusses the performance of the Company, its plans and prospects, as well as immediate issues facing the Company. Directors are expected to attend all Board meetings, meetings of the committees on which they serve, and the Annual Meeting of Stockholders to the extent practicable except in the case of extraordinary circumstances. In addition to its general oversight of management, the Board (and its committees) also performs a number of specific functions, including:

- (a) selecting, evaluating, and compensating the CEO and overseeing CEO succession planning;
- (b) providing counsel and oversight on the selection, evaluation, development, and compensation of senior management;
- (c) reviewing, monitoring and, where appropriate, approving fundamental financial and business strategies and major corporate actions;
- (d) assessing major risks facing the Company and reviewing options for their mitigation; and

(e) ensuring processes are in place for maintaining the integrity of the Company, including its financial statements, compliance with law and ethics, relationships with customers and suppliers, and relationships with other stakeholders.

3. Qualifications

Directors should possess leadership experience, the highest personal and professional ethics, integrity, and values, a passion for learning, a sense of priorities and balance, talent development experience, and be committed to representing the long-term interests of the stockholders. They must also have an inquisitive and objective perspective, practical wisdom, and mature judgment. We endeavor to have a diverse Board representing a range of experience at policy-making levels in business, government, education, and technology, and in areas that are relevant to the Company's global activities, as well as diversity with respect to attributes including, but not limited to, race, ethnicity, gender, and cultural background. Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively.

Directors who also serve as executives of public companies should not serve on more than one board of a public company in addition to the Company's Board and other directors should not serve on more than three other boards of public companies in addition to the Company's Board, absent special circumstances, such as a period of transition. No member of the Audit Committee should serve on more than two (or in the case of a retired certified public accountant, chief financial officer, controller, or person with similar experience, no more than three) other audit committees of public companies in addition to the Company's Audit Committee.

When a director's principal occupation or job responsibilities change significantly during his or her tenure as a director or if the director engages in any for-profit activity that may conflict with the business of the Company, that director shall tender his or her offer of resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee will recommend to the Board the action, if any, to be taken with respect to the offer of resignation, and the Board will make a final determination with respect to any action to be taken. Management directors shall offer to resign from the Board upon their resignation, removal, or retirement as an employee of the Company.

The Board does not believe that directors should expect to be renominated annually. The Board self-evaluation process described below will be an important determinant for Board tenure. All directors, other than the Company's CEO, will have a term limit of 15 years. The full Board may nominate candidates who have served past their term limit in special circumstances.

4. Independence of Directors

The Company will have a majority of independent directors at all times, as independence is defined under the rules of the Nasdaq Stock Market (“Nasdaq”) and determined by the Board. Further, while it is the Board’s goal that at least two-thirds of the directors will be independent, the Board also recognizes that non-independent directors make valuable contributions to the Board and to the Company by reason of their experience and wisdom. The Board will make and publicly disclose its independence determination for each director when the director is first elected to the Board and annually thereafter for all nominees for election as directors, and this determination will be disclosed in the next proxy statement.

Each independent director of the Board shall promptly notify the chairperson of the Board of any developments that may impair such director’s independence. If a conflict exists and cannot be resolved, such director should submit to the Board written notification of such conflict of interest and an offer of resignation from the Board and each of the committees on which such director serves. The Board need not accept such offer of resignation; however, the submission of such offer of resignation provides the opportunity for the Board to review the appropriateness of the continuation of such individual’s membership on the Board or any Board committee.

5. Size of Board and Selection Process

The directors are elected each year by the stockholders at the Annual Meeting of Stockholders. Stockholders may propose nominees for consideration by the Nominating and Governance Committee by submitting the names and supporting information to: Secretary, GE HealthCare Technologies Inc., 500 W. Monroe Street, Chicago, IL 60661, and complying with any other requirements under the Company’s governing documents, as appropriate. The Board proposes a slate of nominees to the stockholders for election to the Board. The Board also determines the number of directors on the Board provided that there are at least seven. Between annual stockholder meetings, the Board may elect directors to serve until the next annual meeting. In addition to considering candidates suggested by stockholders, the Nominating and Governance Committee considers potential candidates recommended by current directors, Company officers, employees, and others. The committee considers all potential candidates in the same manner regardless of the source of the recommendation.

6. Board Committees

The Board has established the following committees to assist the Board in discharging its responsibilities: (i) Audit Committee; (ii) Talent, Culture, and Compensation Committee; and (iii) Nominating and Governance Committee. The charters of these committees are published on the Company’s website and will be mailed to stockholders on written request. The committee chairs report the highlights of their meetings to the full Board following each

regular meeting of the respective committees. The committees may also hold meetings in conjunction with the full Board.

7. Independent Risk Oversight

The Board provides independent risk oversight with a focus on the most significant risks facing the Company, including significant risks that relate to strategic, operational, financial, legal, and compliance, as well as sustainability and reputational, matters. It has also delegated specific risk oversight responsibility to the committees of the Board as follows: the Audit Committee oversees risk relating to the financial statements, financial systems, financial reporting processes, cybersecurity, compliance, and litigation risks and auditing; the Talent, Culture, and Compensation Committee oversees risk relating to senior officer compensation and human capital management; and the Nominating and Governance Committee oversees risk relating to corporate governance, public policy initiatives, enterprise risk management, regulatory, and environmental, health, and safety matters.

8. Independence of Committee Members

In addition to the requirement that a majority of the Board be independent as discussed in section 4 above, members of the Audit Committee must also satisfy an additional SEC independence requirement. Specifically, they may not accept directly or indirectly any consulting, advisory, or other compensatory fee from the Company or any of its subsidiaries other than their directors' compensation for the Company or a subsidiary of the Company. Furthermore, they may not be an affiliated person with the Company or a subsidiary of the Company. Under Nasdaq rules, in determining the independence of Talent, Culture, and Compensation Committee members, the Board also will consider similar factors, namely whether (i) their source of compensation, including any consulting, advisory, or other compensatory fee paid directly or indirectly by the Company or any of its subsidiaries and (ii) any affiliate relationship involving the director, would in each case impair the director's ability to make independent judgments about the Company's executive compensation.

As a matter of policy, the Board will also apply a separate and heightened independence standard to members of both the Talent, Culture, and Compensation Committee and the Nominating and Governance Committee. No member of either committee may be a partner, member or principal of a law firm, accounting firm, or investment banking firm that accepts consulting or advisory fees from the Company or any of its subsidiaries.

9. Meetings of Independent Directors

The Board will have regularly scheduled executive sessions for the independent directors without any non-independent directors or employees present. The lead director will preside at such meetings. The independent directors may also meet in executive session at such other times as determined by the lead director.

10. Board Leadership

The Board shall appoint from among its members the chairperson of the Board. If the chairperson is not independent, the Board shall appoint an independent lead director.

The lead director leads meetings of the independent directors and regularly meets with the chairperson for discussion of matters arising from these meetings, calls additional meetings of the independent directors or the entire Board as deemed appropriate, serves as a liaison on Board-related issues between the chairperson and the independent directors, and performs such other functions as the Board may direct, including (1) advising the Nominating and Governance Committee on the selection of committee chairs, (2) approving the agenda, schedule, and information sent to the directors for Board meetings, (3) working with the chairperson to propose an annual schedule of major discussion items for the Board's approval, (4) guiding the Board's governance processes, including the annual Board self-evaluation, succession planning, and other governance-related matters, and (5) providing leadership to the Board if circumstances arise in which the chairperson may be, or may be perceived to be, in conflict, and otherwise acts as chairperson of Board meetings when the chairperson is not in attendance. The lead director oversees the Board's periodic review of its leadership structure to evaluate whether it remains appropriate for the Company. The lead director is also available for engagement, consultation, and direct communication with the Company's major stockholders. In light of the demands placed on the lead director, absent special circumstances, the lead director shall not serve as the lead director, chairperson, or CEO of another public company.

11. Self-Evaluation

The Board and each of the committees will perform an annual self-evaluation. The Nominating and Governance Committee will oversee the self-evaluation process, which will be used by the Board and by each committee of the Board to determine their effectiveness and opportunities for improvement. Each year, each director will be asked to provide his or her assessment of the effectiveness of the Board and its committees, as well as other Board dynamics.

12. Setting Board Agenda

The Board shall be responsible for its agenda. The chairperson of the Board and the lead director will periodically review with the Board the key issues of strategy, risk, and integrity to be scheduled and discussed at upcoming meetings. Prior to Board meetings, the chairperson of the Board or secretary of the Company will review specific agenda items for the meeting with the lead director, who shall have authority to approve the agenda for the meeting. The chairperson of the Board and the lead director, or committee chair as appropriate, shall determine the nature and extent of information that shall be provided regularly to the directors before each scheduled Board or committee meeting. Directors are

urged to make suggestions for agenda items, or additional pre-meeting materials, to the chairperson of the Board, the lead director, or appropriate committee chair at any time.

13. Ethics and Conflicts of Interest

The Board expects the Company's directors, as well as all officers and employees, to act ethically at all times and to acknowledge their adherence to the policies comprising the Company's code of conduct set forth in the Company's Code of Ethics & Integrity, "The Spirit & The Letter." The Company will not make any personal loans or extensions of credit to directors or executive officers. No independent director may provide personal services for compensation to the Company, other than in connection with serving as a Company director.

(a) If an actual or potential conflict of interest arises for a director, including any such conflicts that may arise from the director's other for-profit activities (whether or not such activities are part of the director's principal occupation), the director shall promptly inform the chairperson and the lead director. The Nominating and Governance Committee shall resolve any such conflicts. If a significant conflict exists and cannot be resolved, the director should resign. All directors will recuse themselves from any discussion or decision affecting their personal, business, or professional interests.

(b) The Nominating and Governance Committee shall resolve any conflict of interest question involving an executive officer, and the CEO shall resolve any conflict of interest issue involving any other officer of the Company.

14. Approval of Certain Related Person Transactions.

The Audit Committee shall review and approve any transaction in which the Company is a participant and a related person has a direct or indirect material interest and which is required to be disclosed under the rules of the SEC. For purposes of this practice the terms "transaction" and "related person" have the meaning contained in Item 404 of Regulation S-K. In the course of its review of a transaction, the committee shall consider:

- (a) the nature of the related person's interest in the transaction;
- (b) the material terms of the transaction, including without limitation, the amount and type of transaction;
- (c) the importance of the transaction to the related person;
- (d) the importance of the transaction to the Company;
- (e) whether the transaction would impair the judgment of a director or executive officer to act in the best interest of the Company; and

(f) any other matters the committee deems appropriate, including any third-party fairness opinions or other expert review obtained by the Company in connection with the transaction.

The committee shall not approve any related person transaction if it determines the transaction to be inconsistent with the interests of the Company and its stockholders.

Any committee member who is a related person with respect to a transaction under review may not participate in the committee's deliberations or vote respecting such transaction, provided, however, that such director may be counted in determining the presence of a quorum at a meeting of the committee which considers the transaction.

15. Hiring Guidelines for Independent Auditor Employees

The Audit Committee has adopted the following practices regarding the hiring by the Company of any partner, director, manager, staff, advising member of the department of professional practice, reviewing actuary, reviewing tax professional, and any other persons having responsibility for providing audit assurance to the Company's independent auditor on any aspect of their certification of the Company's financial statements. "Audit assurance" includes all work that results in the expression of an opinion on financial statements, including audits of statutory accounts.

(a) No member of the audit team that is auditing the Company or a business of the Company can be hired into the Company, that Company's business, or into a position to which that business reports for a period of two years following association with that audit.

(b) No former employee of the independent auditor may sign a Company's or affiliate of the Company's SEC filing for five years following employment with the independent auditor.

(c) No former employee of the independent auditor may be named an officer of the Company or a major affiliate of the Company for three years following employment by the independent auditor.

(d) The Company's chief financial officer ("CFO") must approve all executive-band and higher hires from the independent auditor.

(e) To the extent there is any hiring, the Company's CFO shall report to the Audit Committee the profile of the preceding year's hires from the independent auditor.

16. Reporting of Concerns to Independent Directors or the Audit Committee

The Audit Committee and the independent directors have established procedures to enable anyone who has any comment, complaint, or concern relating to conduct and actions

that implicate the Company or its policies, including any employee who has a comment, complaint, or concern about any matter relating to accounting, internal accounting controls, auditing, or federal securities laws, to communicate directly to the lead director or to the Audit Committee chair. Such communications may be confidential or anonymous, and may be e-mailed, submitted in writing, or reported by phone to a toll-free phone number published on the Company's website. The Company's Global Ombuds's Office or the corporate secretary's office, as applicable, will initially process such comments, complaints, and concerns. Depending on the nature of the issues raised, in coordination with the lead director or the Audit Committee Chair, the Ombuds's Office or the corporate secretary's office, as applicable, may provide a copy or a summary of such communication to the full Audit Committee or the full Board. The lead director or the Audit Committee chair may also direct that certain matters be presented to the full Audit Committee or the full Board and may direct special treatment, including the retention of outside advisors or counsel, for any communication addressed to them. The Company's code of conduct prohibits any employee from retaliating or taking any adverse action against anyone for raising or helping to resolve such comment, complaint, or concern.

17. Compensation of the Board

The Talent, Culture, and Compensation Committee shall have the responsibility for recommending to the Board compensation and benefits for non-employee directors. In discharging this duty, the committee shall be guided by the following goals: compensation should fairly pay directors for work required given the Company's size and scope; compensation should align directors' interests with the long-term interests of stockholders; and the structure of the compensation should be simple, transparent, and easy for stockholders to understand. In implementing these goals, the committee will adhere to the following practices, with specific compensation amounts to be determined following the review by the Board, based on the recommendation of the committee:

(a) Board Compensation. Annual compensation will be paid to non-employee directors in a combination of cash and restricted stock units ("RSUs"). Cash compensation will be paid at the end of each quarter of service. RSUs will be granted on the day of the Company's annual stockholder meeting. Each RSU will be equal in value to a share of the Company's common stock and will vest on the earlier of the date of the next annual meeting or the one-year anniversary of the grant date. RSUs will accumulate quarterly dividend equivalent payments, which shall be reinvested into additional RSUs during the vesting period. In the event of an extraordinary dividend (whether paid in cash or shares), the RSUs shall be adjusted to reflect the value of that dividend. There are no meeting fees because attendance is expected at all scheduled Board and committee meetings, and at the Annual Meeting of Stockholders, absent exceptional cause. The aggregate dollar value of equity-based and cash compensation will not exceed \$750,000 during any calendar year.

(b) Lead Director and Chairperson Compensation. The lead independent director, any non-employee director who serves as Chairperson of the Board, and the Chairperson of certain or all committees may be eligible for additional compensation, as recommended by the Talent, Culture, and Compensation Committee and approved by the Board.

(c) Benefits. The Talent, Culture, and Compensation Committee will review and recommend for approval to the Board the terms of any other benefits for which the non-employee directors may be eligible.

18. Succession Plan

The Board shall approve and maintain a succession plan for the Company's CEO, and the Talent, Culture, and Compensation Committee shall maintain a succession plan for other executive officers subject to Section 16(a) of the Securities Exchange Act of 1934, as amended, and any other persons who report solely to the CEO other than those with primarily administrative functions (collectively, the "Executive Leaders"). The Board views CEO selection and management succession as one of its most important responsibilities. In coordination with the Talent, Culture, and Compensation Committee, the Board: (1) develops criteria for the CEO position that reflect the Company's business strategy; (2) identifies potential internal successors for the CEO; and (3) maintains an emergency CEO succession plan that is reviewed periodically. The Talent, Culture, and Compensation Committee reviews and maintains succession plans for the other Executive Leaders.

19. Annual Compensation Review of Senior Management

The Talent, Culture, and Compensation Committee has primary responsibility for assisting the Board in developing and evaluating potential candidates for Executive Leader positions, including the CEO, and for overseeing the development of executive succession plans. As part of this responsibility, the committee oversees the design, development, and implementation of the compensation program for the CEO and other Executive Leaders. The committee evaluates the performance of the CEO and determines CEO compensation in light of the goals and objectives of the compensation program. The CEO and the committee together assess the performance of Executive Leaders other than the CEO and determine their compensation, based on initial recommendations from the CEO.

20. Access to Officers and Employees

Board members have complete and open access to the Company's senior management and any other employees. Board members who wish to have access to such persons may coordinate such access through the chairperson of the Board, lead director or the corporate secretary, or may contact such persons directly.

21. Access to Independent Advisors

The Board and its committees shall have the right at any time to retain independent outside accounting, financial, legal, or other advisors, and the Company shall provide appropriate funding, as determined by the Board or any committee, to compensate such independent outside advisors, as well as to cover the ordinary administrative expenses incurred by the Board and its committees in carrying out their duties.

22. Board Communication Policy

The Board believes that management should speak for the Company and that the chairperson and lead director should speak for the Board. In order to facilitate compliance with applicable securities laws and to avoid the potential detriment to the interests of the Company, its stockholders, and other constituencies that could result from inconsistent communications, the other members of the Board will not respond to media inquiries or make any statements to the media (including statements made off the record or otherwise) regarding the Company and its business without consultation with, and approval by, the chairperson of the Board or the Board.

23. Confidentiality

The Board believes maintaining confidentiality of information and deliberations is an imperative. Information learned during the course of service on the Board is to be held confidentially and used solely in furtherance of the Company's business.

24. Director Education

Orientation for new directors will include briefing by senior management on matters such as the Company's strategic plans, its financial statements, and its key policies and practices. In addition, the Company will facilitate continuing education for directors on subjects that would assist them in discharging their duties, such as the Company's financial planning and analysis; compliance and corporate governance developments; business-specific learning opportunities through site visits and Board meetings; and briefing sessions on topics that present special risks and opportunities to the Company. The Company may also provide the directors with access to outside educational programs pertaining to the directors' responsibilities, such as "directors' colleges."

25. Majority Vote Standard

The vote required for election of a director by the stockholders shall, except in a contested election, be the affirmative vote of a majority of the votes cast in favor of or against the election of a director nominee at a meeting of stockholders. In a contested election, directors shall be elected by a plurality of the votes cast at a meeting of stockholders by the holders of shares entitled to vote in the election. An election shall be considered contested if

as of the record date there are more nominees for election than positions on the Board to be filled by election at the meeting. In any non-contested election of directors, any incumbent director nominee who receives a greater number of votes cast against his or her election than in favor of his or her election shall immediately offer to tender his or her resignation, and the independent directors, after giving due consideration to the best interests of the Company and its stockholders, will evaluate the relevant facts and circumstances to decide whether to accept the offer of resignation. The Board’s explanation of its decision shall be promptly disclosed on Form 8-K filed with the SEC.

26. Executive and Director Stock Ownership and Retention Requirements

We require our CEO and persons who report solely to the CEO other than those with primarily administrative functions (“Executives”) to own significant amounts of the Company’s stock. The number of shares of the Company’s stock that must be held depends upon the Executive’s base salary effective upon his or her promotion to an Executive position, as follows:

Position	Multiple
CEO	6x
Other Executives	3x

Individual and joint holdings of the Company’s stock with immediate family members, including those shares held in the Company’s 401(k) plan, unvested RSUs, and any deferred compensation accounts, count toward the requirements. Until the Executive holds the requisite number of shares under the applicable ownership requirement, he or she must hold at least 75% of the net shares of the Company’s stock received from the vesting of RSUs or performance stock units or the exercise of stock options. However, prior to meeting the requirement, Executives are permitted to sell the Company’s stock they have purchased.

Director Stock Ownership Requirement. All independent directors are required to hold Company stock worth at least five times the cash portion of their annual retainer while serving as a director of the Company. Directors have five years to attain this ownership threshold. Individual and joint holdings of the Company’s stock with immediate family members, including unvested RSUs, deferred RSUs, and deferred stock units, count toward the requirement.

27. Prohibition on Hedging and Pledging

We believe our Executive Leaders and directors should not speculate or hedge their interests in our stock. We therefore prohibit them from entering into any derivative transactions in the Company’s stock, including any short sale, forward, equity swap, option, or collar that is based on the Company’s stock price. We also prohibit Executive Leaders and directors from pledging the Company’s stock.

28. Potential Impact on Compensation from Executive Misconduct

Effective October 2, 2023, the Board adopted the GE HealthCare Technologies Inc. Clawback Policy which complies with Section 10D of the Securities Exchange Act of 1934, as amended and the Nasdaq Stock Market LLC Rule 5608.

29. Shareholder Approval of Certain Cash Severance Arrangements for Executive Officers

Effective January 17, 2025, the Company will seek stockholder ratification, in a non-binding advisory vote, in connection with the establishment of any new or amendment of any existing employment agreement, severance agreement, or separation agreement with any of the Company's executive officers as defined under Rule 3b-7 of the Securities Exchange Act of 1934, as amended ("Executive Officers") or the establishment of any new or amendment of any existing severance plan or policy covering any Executive Officer, in each case, that provides for Cash Severance Benefits exceeding 2.99 times the sum of the Executive Officer's base salary plus Target Bonus. This ratification will be sought on a date determined by the Talent, Culture, and Compensation Committee, which may include a date after any such agreement is entered into or the Cash Severance Benefits provided under such agreement are paid.

"Cash Severance Benefits" means cash payments (i) in connection with the termination of an Executive Officer's employment for any reason; (ii) to secure an agreement not to compete with the Company; or (iii) to offset any tax liability in respect to any of the foregoing. For the avoidance of doubt, "Cash Severance Benefits" does not include any other payments, reimbursements, settlements, vesting, or benefits including, without limitation:

- (a) payment of any accrued but unpaid base salary or vacation pay through the termination date;
- (b) reimbursement for any valid expenses incurred prior to the termination date;
- (c) payment of any earned, but unpaid bonus payable under the terms of any Company plan or policy;
- (d) payment, settlement, vesting, or acceleration of vesting or settlement of any equity-based awards;
- (e) payment or provision of perquisites, insurance, disability coverage, death benefits, other health and welfare plan coverage, or any other similar employee benefits provided under the terms of any Company plan or policy;
- (f) payment of deferred compensation, earned retirement benefits, or other vested employee benefits payable under the terms of any Company plan or policy;

(g) payment in consideration for services provided to the Company following the termination date (e.g., consulting or advisory services); and

(h) payment to settle any litigation or claim asserted against the Company by the Executive Officer.

“Target Bonus” means the Executive Officer’s target annual cash bonus opportunity as in effect for the year of the Executive Officer’s termination of employment.

The Talent, Culture, and Compensation Committee has the exclusive authority to make determinations regarding the interpretation and application of the provisions of this item, in its sole discretion, including, without limitation, the determination of the estimated present value of any periodic payments of cash following the date of an Executive Officer’s termination of employment.