

GE HealthCare Technologies Inc.
Talent, Culture, and Compensation Committee Charter

This Charter governs the operations of the Talent, Culture, and Compensation Committee (“Committee”) of the Board of Directors (“Board”) of GE Healthcare Technologies Inc., a Delaware corporation (the “Company”).

I. Purpose

The purpose of the Committee shall be to carry out the Board’s overall oversight responsibility relating to human capital management, compensation, and benefits policies generally and specifically as they apply to the Company’s executives.

II. Committee Composition

The Committee shall consist of a minimum of three directors. The Chairperson and members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Governance Committee and may be removed by the Board in its discretion. All members of the Committee shall be independent directors under the Nasdaq Stock Market (“Nasdaq”) listing requirements and shall satisfy the Company’s independence guidelines for members of the Committee. At least two members of the Committee shall satisfy the requirements of a “Non-Employee Director” contained in Rule 16b-3 (“Rule 16b-3”) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

III. Meetings

The Committee typically will meet at least four times a year. The Committee Chairperson shall preside at each meeting. If the Committee Chairperson is not present at a meeting, then the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

IV. Responsibilities

The Committee shall have the following responsibilities:

1. To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the chief executive officer (“CEO”). The Committee shall evaluate at least once a year the CEO’s performance in light of these established goals and objectives and considering these evaluations, among other factors, shall set the CEO’s annual compensation, including salary, bonus, and equity and non-equity incentive compensation and approve any compensatory agreement (including any employment or severance agreement) or compensatory transaction with the CEO; provided that if the Committee is not composed solely of Non-Employee Directors pursuant to Rule 16b-3, any grants or awards involving equity securities of the Company will be approved only by the Non-Employee Directors on the Committee, which shall constitute a committee of the Board pursuant to Rule 16b-3. The CEO shall not be present during voting or deliberations relating to his or her compensation.

2. To review and approve on an annual basis the evaluation process and compensation philosophy, policies, and structure for the Company's executive officers subject to Section 16(a) of the Exchange Act, including the CEO, and any other persons who report solely to the CEO other than those with primarily administrative functions (collectively, the "Executive Officers").
3. To evaluate the performance of the Company's Executive Officers and approve the annual compensation, including salary, bonus, and equity and non-equity incentive compensation, for, and any compensatory agreement (including any employment or severance agreement) or compensatory transaction with, such Executive Officers, considering initial recommendations from the CEO; provided that if the Committee is not composed solely of Non-Employee Directors pursuant to Rule 16b-3, any grants or awards involving equity securities of the Company will be approved only by the Non-Employee Directors on the Committee, which shall constitute a committee of the Board pursuant to Rule 16b-3. The Committee shall also provide oversight of management's decisions concerning the performance and compensation of any other key executives as determined by the Committee. No Executive Officer or other key executive shall be present during deliberations relating to his or her compensation.
4. To periodically review and approve a peer group of companies to assess the competitiveness of Executive Officer compensation.
5. To oversee the development and evaluation of potential candidates for Executive Officers, including the CEO, as well as any other key roles as determined by the Committee, and to oversee the development of executive succession plans.
6. To oversee the design and administration of the Company's annual and long-term incentive plans in which Executive Officers participate and other compensation and benefit plans exclusive to Executive Officers. To approve, or recommend for Board approval, as applicable, adoption or amendments to such plans.
7. To review every two years director compensation and benefits and recommend changes to the Board as necessary.
8. To oversee incentive compensation policies and arrangements to confirm that incentive pay does not encourage unnecessary risk taking and to review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy, and executive compensation.
9. To oversee the Company's strategies and policies related to human capital management, which may include matters such as workplace environment, culture and belonging, and talent recruitment, development, engagement, and retention.
10. To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and to recommend to the Board that the CD&A be included in the Company's annual proxy statement.

11. To prepare and publish an annual Committee report required by U.S. Securities and Exchange Commission rules for inclusion in the Company's proxy statement.
12. To review any stockholder proposal relating to executive compensation matters and management's proposed responses thereto. To review and make recommendations to the Board with respect to any management proposal relating to executive compensation matters, including the stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act and the stockholder advisory vote on the frequency of stockholder advisory votes on executive compensation (the "Say-on-Pay Votes"). To review the results of the most recent Say-on-Pay Votes.
13. To review annually compliance by Executive Officers and directors with the Company's stock ownership requirements as set forth in the Company's governance principles.
14. To conduct an annual performance evaluation of the Committee and review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.
15. To report its actions and any recommendations to the Board after each regular meeting.
16. To perform any other responsibilities that may be assigned by the Board consistent with the charter, the Company's bylaws/certification of incorporation and governing law.

V. Authority

1. The Committee shall have authority and necessary funding to retain such compensation consultants, outside counsel, experts, and any other advisors as the Committee may deem appropriate in its sole discretion after considering all factors relevant to the advisor's independence, including the factors specified by applicable Nasdaq listing requirements. The Committee shall have sole authority to approve related fees and retention terms.
2. The chairperson of the Committee, at the request of any member of the Committee, may request that any officer, employee, or advisor of the Company attend a meeting of the Committee or otherwise respond to Committee requests.
3. The Committee shall have the authority to delegate any of its responsibilities to subcommittees, consisting of not less than two members of the Committee, as the Committee may deem appropriate in its sole discretion.