

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

I.A.T.S.E. LOCAL NO. ONE)
PENSION FUND,)

Plaintiff,)

v.)

C.A. No. 11893-VCG

GENERAL ELECTRIC COMPANY,)
GENERAL ELECTRIC CAPITAL)
CORPORATION, GE CAPITAL SUB)
3, INC., JEFFREY R. IMMELT,)
JAMES S. TISCH, DOUGLAS A.)
WARNER, III, JAMES E. ROHR,)
JEFFREY S. BORNSTEIN, WILLIAM)
H. CARY, BRACKETT B.)
DENNISTON III, RYAN A. ZANIN,)
ROBERT C. GREEN, KEITH S.)
SHERIN, ALEXANDER DIMITRIEF,)
THOMAS C. GENTILE, and MARK)
W. MIDKIFF,)
Defendants.)

PROOF OF CLAIM AND RELEASE FORM

PLEASE CAREFULLY READ THE NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION, SETTLEMENT HEARING AND RIGHT TO APPEAR (THE “NOTICE”). THIS WILL HELP YOU DETERMINE WHETHER TO SUBMIT A PROOF OF CLAIM AND HOW TO FILL OUT A PROOF OF CLAIM CORRECTLY.

Please complete the Proof of Claim form below only if you (1) were a record holder or beneficial owner of General Electric Capital Company (“GECC”) Preferred Stock at the close of trading on December 1, 2015 (including purchasers and excluding sellers in trades that had not yet closed) (2) had your GECC Preferred Stock converted into GE Capital Sub 3, Inc. (“Sub 3”) Preferred Stock in the Holdco Merger on December 1, 2015, (3) did not participate in the Exchange Offer and grant a release of claims as to such shares in the Exchange Offer, and (4) are not one of the Defendants and their associates, affiliates, legal representatives, heirs, successors-in-interest, transferees, and assignees.¹

You must provide evidence that you meet the four criteria set forth above to establish your membership in the Class and the number of Class shares that you held. If you held your shares beneficially through a bank, broker or other nominee, supporting documentation may include account statements that show you held shares that were converted into Sub 3 Preferred Stock in the Holdco Merger on December 1, 2015 and you did not participate in the Exchange Offer either because (i) you sold your Sub 3 Preferred Stock or the GE Preferred Stock it was converted into in the Merger before the Exchange Offer closed or (ii) continued to hold your GE Preferred Stock after the Exchange Offer closed. If you held your shares in record name, supporting documentation may include copies of stock certificates and evidence from the transfer agent that your GECC shares were converted into Sub 3 Preferred Stock and that you did not participate in the Exchange Offer either because (i) you sold your Sub 3 Preferred Stock or the GE Preferred Stock it was converted into in the Merger

¹ Unless indicated otherwise, all capitalized terms used here are intended to have the same meaning as ascribed in the Notice.

before the Exchange Offer closed or (ii) continued to hold your GE Preferred Stock after the Exchange Offer closed.

Submission of this Claim Form does not ensure that you will share in the proceeds of the Net Settlement Fund created in the above-captioned action.

YOU MUST COMPLETE AND SUBMIT YOUR CLAIM FORM VIA MAIL POSTMARKED ON OR BEFORE SEPTEMBER 14, 2020, ADDRESSED TO THE CLAIMS ADMINISTRATOR AS FOLLOWS:

GECC Litigation
c/o A.B. Data, Ltd.
P.O. Box 173096
Milwaukee, WI 53217

If you are NOT a member of the Class, as defined in the Notice, then DO NOT submit a Claim Form.

If you are a member of the Class and the Settlement is approved, you are bound by the terms of the judgment entered in the Action, WHETHER OR NOT YOU SUBMIT A CLAIM FORM.

INSTRUCTIONS

1. Please read this form and the accompanying Notice thoroughly before completing this form.
2. Please sign this form. If this form is being submitted on behalf of joint claimants, then **both** must sign.
3. Attach only **copies** of acceptable supporting documentation. Do not send original stock certificates or original supporting documentation. These items cannot be returned to you by the Settlement Administrator.
4. Keep copies of the completed Proof of Claim form and supporting documentation for your own records.
5. You will not receive confirmation of receipt of your Proof of Claim. If confirmation is desired, please send your Proof of Claim Certified Mail, Return Receipt Requested.
6. If your address changes in the future, or if this form was sent to an old or incorrect address, please send the Settlement Administrator written notification of your new address. If you change your name, please inform the Settlement Administrator.
7. If you have any questions or concerns regarding your Proof of Claim form, please contact the Settlement Administrator. In addition to the address above, the Settlement Administrator may be contacted at 866-217-4469 or info@GECCPreferredCapitalLitigation.com. Additional information is available at www.GECCPreferredLitigation.com.

Type of Beneficial Owner:

Specify one of the following:

- Individual(s)
- Corporation
- Joint Owners
- Estate
- Individual retirement plan¹
- Other (describe) _____

¹ This includes Individual Retirement Accounts (or IRAs), Keogh plans, and any other type of individual retirement plan. On a separate sheet, please indicate the type of plan, mailing address and name of current custodian.

PART II: HOLDINGS ON December 1, 2015 and Non-Participation in Exchange Offer

Indicate in the space below the number of shares of GECC Preferred Stock owned by the Claimant that were converted into shares of Sub 3 Preferred Stock pursuant to the Sub 3 Merger on December 1, 2015. Provide supporting documentation that evidences such ownership, which may include account statements, copies of stock certificates and proof of stock certificate surrender.

Shares of GECC Preferred Stock:

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Proof enclosed: Y N

Non-Participation in the Exchange Offer, which closed on January 20, 2016

Indicate through the answer below whether the holder of the GECC Preferred Stock participated in the Exchange Offer that closed on January 20, 2016. Provide supporting documentation that evidences the holder did not participate in the Exchange Offer because the Sub 3 Preferred Stock or GE Preferred Stock was sold before the Exchange Offer closed or the GE Preferred Stock continued to be held after the Exchange Offer closed that may include account statements, copies of stock certificates and proof of stock certificate transfer under circumstances other than the Exchange Offer.

- Yes
- No

IF YOU REQUIRE ADDITIONAL SPACE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT AS ABOVE. PRINT THE BENEFICIAL OWNER'S FULL NAME AND TAXPAYER IDENTIFICATION NUMBER OF EACH ADDITIONAL PAGE.

PART III: RELEASE AND CERTIFICATION

On behalf of myself (ourselves) or the beneficial owner, I (we) am (are) authorized to file this Proof of Claim

By checking this box, I certify that I (we) am (are), or, if I am filing on behalf of another, that party is, not an excluded party under the terms of the Stipulation. Excluded parties include GE, GECC, Sub 3, Jeffrey R. Immelt, James S. Tisch, Douglas A. Warner, III, James E. Rohr, Jeffrey S. Bornstein, William H. Cary, Brackett B. Denniston III, Ryan A. Zanin, Robert C. Green, Keith S. Sherin, Alexander Dimitrief, Thomas C. Gentile, and Mark W. Midkiff.

By signing and submitting this Proof of Claim, the claimant(s) or the person(s) who represent(s) the claimant(s) certifies (certify) as follows:

1. that the claimant(s) is (are) a Class Member(s), as defined in the Notice, and is (are) not excluded from the Class;
2. that the claimant(s) owns(ed) the GECC Preferred Stock identified in the Proof of Claim and has (have) not assigned any rights to that stock to any other party and in signing and submitting this Proof of Claim, the claimant(s) has (have) the authority to act on behalf of the owner(s) thereof;
3. that the claimant(s) has (have) not submitted any other claim covering the same holdings of GECC Preferred Stock and knows (know) of no other person having done so on his/her/its/their behalf;
4. that I (we) agree to furnish such additional information with respect to this Proof of Claim as the Settlement Administrator or the Court may require; and
5. that I (we) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(c) of the Internal Revenue Code.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike the language that you are not subject to backup withholding in the certification above. The Internal Revenue Service does not require your consent to any provision other than the certification required to avoid backup withholding.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS FORM IS TRUE, CORRECT, AND COMPLETE AND THAT THE DOCUMENTS SUBMITTED HERewith ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

Signature of claimant

Date

Print claimant name here

Signature of joint claimant, if any

Date

Print joint claimant name here

If the claimant is other than an individual, or is not the person completing this form, the following also must be provided:

Signature of person signing on behalf of claimant

Date

Print name of person signing on behalf of claimant here

Capacity of person signing on behalf of claimant, if other than an individual, e.g., executor, administrator, trustee, custodian, etc.

**THIS PROOF OF CLAIM MUST BE MAILED TO THE SETTLEMENT ADMINISTRATOR
POSTMARKED BY SEPTEMBER 14, 2020.**

GECC Litigation
c/o A.B. Data, Ltd.
P.O. Box 173096
Milwaukee, WI 53217

COURT APPROVED NOTICE REGARDING