
The Audit Committee Charter

The Audit Committee Charter

The Audit Committee (the Committee) of the Board of Directors (the Board) of Baker Hughes, a GE company (the Company), is created by the Board to discharge the responsibilities set forth in, and shall have the authority and membership and operate according to the procedures provided in this charter.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board upon the recommendation of the Governance & Nominating Committee and may be removed by the Board in its discretion. All members of the Committee shall be independent directors under the New York Stock Exchange's (the NYSE) listing requirements and the Company's independence guidelines, as set forth in the Company's Governance Principles, and shall also satisfy the Securities and Exchange Commission's (the SEC) more rigorous independence requirement for members of the audit committee. At least one member of the Committee shall be a Company Independent Director, as defined in the Stockholders Agreement (as defined below). At least one member of the Committee shall qualify as an "audit committee financial expert" under the federal securities laws and each member of the Committee shall have sufficient financial experience and ability to discharge his or her responsibilities as required under the NYSE listing requirements. This charter is intended to implement the provisions of the Stockholders Agreement (the Stockholders Agreement) dated July 3, 2017 between the Company and General Electric Company. In the event of any conflict between this charter and the Stockholders Agreement, the provisions of the Stockholders Agreement shall prevail.

In view of the demands and responsibilities of the Committee, members of the Committee shall not serve on more than two additional audit committees of other public companies, and the chair of the Committee should not serve on more than one other audit committee of a public company.

The Board shall designate a member of the Committee as chairperson. The Committee will meet at least four times a year in such places as it deems necessary to fulfill its responsibilities. All meetings of the Committee will be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof and quorum and voting requirements, and written minutes of each meeting will be duly filed in the Company records.

The purpose of the Committee shall be to assist the Board in its oversight of the integrity of the financial statements of the Company, of the Company's compliance with legal and regulatory requirements, of the independence and qualifications of the independent auditor and of the performance of the Company's internal audit function and independent auditors. The Committee has an oversight role, and, in fulfilling that role, it relies on the reviews and reports noted below.

In furtherance of this purpose, the Committee shall have the following authority and responsibilities, in addition to any other responsibilities which may be assigned from time to time by the Board:

1. To meet to review and discuss with management and the independent auditor the annual audited financial statements and quarterly financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of

Operations” and any other matters required to be reviewed under applicable legal, regulatory or NYSE listing requirements.

2. To discuss with management and the independent auditor, as appropriate, prior to their release to the public, earnings, press releases and financial presentations provided to analysts and rating agencies.

3. To select the independent auditor to examine the Company’s accounts, controls and financial statements. The Committee shall have the sole authority and responsibility to select, evaluate, compensate and oversee the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (including resolution of disagreements between management and the auditor regarding financial reporting). The independent auditor and each such registered public accounting firm will report directly to the Committee. The Committee shall have the sole authority to approve all audit engagement fees and terms and the Committee, or the chair of the Committee, must pre-approve any audit and non-audit service provided to the Company by the Company’s independent auditor.

4. To discuss with management and the independent auditor, as appropriate, any audit problems or difficulties and management’s response.

5. As required by NYSE listing requirements, to monitor and discuss with management the Company’s risk assessment and risk management policies and processes, including risk policies and processes relating to financial statements, financial systems, financial reporting processes, regulatory, compliance and litigation risks and auditing.

6. The Committee shall review (i) significant matters regarding accounting principles and financial statement presentations, including any significant changes in the Company’s selection or application of accounting principles, and significant matters as to the adequacy of the Company’s internal controls and any special audit steps adopted in light of material control deficiencies; (ii) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative Generally Accepted Accounting Principles methods on the financial statements; and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

7. To review and approve the internal corporate audit staff function, including: (i) purpose, authority and organizational reporting lines; (ii) annual audit plan, budget and staffing; and (iii) concurrence in the appointment, compensation and rotation of the internal audit leader.

8. To ensure the rotation of the lead audit partner having primary responsibility for the Company’s audit and the audit partner responsible for reviewing the audit, as required by law.

9. To review, with the chief financial officer, chief accounting officer, the internal audit leader or such others as the Committee deems appropriate, the Company’s internal system of audit and financial controls and the results of internal audits.

10. To obtain and review at least annually a formal written report from the independent auditor delineating: the auditing firm's internal quality-control procedures; the auditing firm's independence; and any material issues raised within the preceding five years by the auditing firm's internal quality-control reviews, by peer reviews of the firm, or by any governmental or other inquiry (including inspections by the Public Company Accounting Oversight Board) or investigation relating to any audit conducted by the firm. The Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews. Also, in order to assess auditor independence, the Committee will review at least annually all relationships between the independent auditor and the Company.

11. To prepare and publish an annual Committee report in the Company's proxy statement.

12. To set policies for the hiring of employees or former employees of the Company's independent auditor.

13. To review and investigate any matters pertaining to the integrity of management or adherence to standards of business conduct as required in Company policies. This should include regular reviews of compliance processes and programs in general and the corporate ombudsman process in particular. In connection with these reviews, the Committee will meet, as deemed appropriate, with the general counsel and other Company officers or employees.

14. To establish and oversee procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or auditing matters, as well as for confidential, anonymous submissions by Company employees of concerns regarding questionable accounting or auditing matters.

15. The Committee shall meet separately, periodically, with management, the internal audit leader and the Company's independent auditors.

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

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

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