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# **The Governance & Nominating Committee Charter**

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The Governance & Nominating 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 five directors, including at least three Company Independent Directors, as defined in the Company's Governance Principles. Members of the Committee shall be appointed by the Board upon the recommendation of the Committee and may be removed by the Board in its discretion, subject to the provisions of the Stockholders Agreement (as defined below). This charter is intended to implement the provisions of the Stockholders Agreement (as amended, the Stockholders Agreement) dated July 3, 2017 between the Company and General Electric Company (GE). In the event of any conflict between this charter and the Stockholders Agreement, the provisions of the Stockholders Agreement shall prevail.

The Board shall designate a member of the Committee as chairperson. The Committee will meet at least two 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 identifying qualified individuals to become Board members, in determining (subject to the provisions of the Stockholders Agreement) the composition of the Board and its committees, in monitoring a process to assess Board effectiveness, in reviewing and implementing the Company's Governance Principles, in monitoring and overseeing risks related to the Company's governance structure and processes and risks arising from related party transactions, and in overseeing the Company's positions on corporate social responsibilities and public issues of significance which affect investors and other key stakeholders.

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 review, in accordance with the Stockholders Agreement, the individuals designated by GE for nomination for election to the Board, to identify individuals to be considered as Company Independent Directors (as defined in the Stockholders Agreement), to consider potential director nominees properly recommended by other shareowners, to lead the search for individuals qualified to become members of the Board and to select director nominees to be presented for shareowner approval at the annual meeting. The Committee shall also recommend to the Board, in accordance with the Stockholders Agreement, nominations for any vacancies that may arise on the Board prior to the annual meeting.
2. To develop, and to recommend to the Board for its approval, qualifications for director candidates, and to review these qualifications with the Board periodically.

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3. To review the Board's committee structure and to recommend to the Board for its approval directors to serve as members of each committee and as committee chairs, all in consultation with the lead director and subject to the provisions of the Stockholders Agreement. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed, subject to the provisions of the Stockholders Agreement.
  4. To review the Company's Corporate Governance Principles on an annual basis, or more frequently if appropriate, and recommend changes to the Board for its consideration and approval as necessary.
  5. To develop, in consultation with the lead director, and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall, in consultation with the lead director, oversee the annual self-evaluations.
  6. To establish a subcommittee referred to as the Conflicts Committee. The Conflicts Committee shall review and approve transactions between the Company and its subsidiaries, on the one hand, and GE and its affiliates (other than the Company and its subsidiaries), on the other, in accordance with the Related Party Transaction Policy under the Stockholders Agreement.
  7. To review and approve or ratify any other transaction between the Company and a related person which is required to be disclosed under the rules of the Securities and Exchange Commission, other than those Related Party Transactions that are reviewed and approved by the Conflicts Committee in accordance with the Stockholders Agreement. For purposes of this requirement, the terms "transaction" and "related person" have the meaning contained in Item 404 of Regulation S-K.
  8. To resolve any conflicts of interest involving a director, the Chief Executive Officer or any executive officer reporting directly to the Chief Executive Officer.
  9. To review the Company's actions in furtherance of its corporate social responsibility, including considering the impact of Company procedures and processes on employees, shareowners, citizens and communities.
  10. To review key trends in legislation, regulation, litigation and public debate around the world in order to determine whether the Company should consider additional corporate social responsibility actions.
  11. To monitor, identify and discuss with management the risks, if any, relating to the Company's public policy initiatives and corporate governance structure and practices.
  12. To consider the manner in which the Company conducts its public policy and government relations activities, including policies and guidelines regarding political contributions by the Company and lobbying activities.
  13. To review, at least annually, the Company's policies and practices related to political and

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campaign contributions, and contributions to trade associations and other tax-exempt and similar organizations that may engage in political activity; and review, on a semi-annual basis, reports on the Company's political spending and lobbying activities. The Committee shall review and approve the Company's annual budget for political activities and review the spending pursuant to such budget. The Committee shall also issue an annual report on the Company's political spending.

14. To review the Company's support of charitable, educational and business organizations.

15. To monitor the Company's environmental, health and safety compliance and related risks, including through an annual review of the Company's operations and facility safety matters.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, subject to the approval by the full Board while the Company remains a "controlled company" under the New York Stock Exchange listing requirements.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any 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.