

General Electric Capital Corporation
201 High Ridge Road
Stamford, Connecticut 06927
United States of America
(the **Issuer**)

Notice

relating to the series of notes

GECC 5,25% 07/12/2028	with ISIN XS0096298822;
GECC 5,375% 18/12/2040	with ISIN XS0182703743;
GECC 5,5% 07/06/2021	with ISIN XS0092499077;
GECC 5,625% 16/09/2031	with ISIN XS0154681737;
GECC 6,06% 27/02/2017	with ISIN XS0142934693;
GECC 6,25% 15/12/2017	with ISIN XS0148124588;
GECC 6,44% 15/11/2022	with ISIN XS0120209027;

issued by the Issuer pursuant to its Euro Medium-Term Notes and Other Debt Securities programme;
and

GECC FRN 13/05/2024 **with ISIN US36962GL367**
issued by the Issuer pursuant to its Max. USD32.016.605.650.- Global Medium-Term Notes Series A
programme.

Notice is hereby given by the Issuer that the press release attached hereto and which contains information with respect to the Issuer has been published today.

For further information please refer to the attached press release in the Schedule to this notice.

Executed on 1 December 2015

**UNDER NO CIRCUMSTANCES SHALL THIS NOTICE CONSTITUTE AN OFFER TO SELL, OR
ISSUE OR THE SOLICITATION OF AN OFFER TO BUY OR SUBSCRIBE FOR SECURITIES IN
THE GRAND DUCHY OF LUXEMBOURG.**

SCHEDULE
PRESS RELEASE



PRESS RELEASE

- ✓ **GE Commences GE Capital Corporation Reorganization**
- ✓ **Holders of GECC Preferred Stock to Receive GE Preferred Stock**

FAIRFIELD, Conn. – December 1, 2015 – General Electric Company (NYSE: GE) today commenced the previously announced realignment and reorganization (the “Reorganization”) of the businesses of General Electric Capital Corporation (“GECC”), which GE expects to complete by December 3, 2015. The Reorganization is being effected as part of GE’s plan announced on April 10, 2015 (the “GE Capital Exit Plan”) to reduce the size of its financial services businesses through the sale of most of GECC’s assets and to focus on continued investment and growth in GE’s industrial businesses.

The following transactions, among others, are expected to occur as part of the Reorganization:

- GE will separate GECC’s international and U.S. operations;
- GECC’s international operations will be consolidated under a new international holding company, GE Capital International Holdings Limited (“GE Capital International Holdings”), which will have a separate capital structure and be supervised by the U.K. Prudential Regulation Authority;
- GE Capital International Holdings will assume the guarantee originally provided by GECC of the notes issued by GE Capital International Funding Company in the exchange offers completed in October 2015 and will guarantee the outstanding debt obligations of four foreign financing companies that have been used to finance GECC’s operations;
- GECC’s U.S. operations will be consolidated under a new U.S. holding company, GE Capital US Holdings, Inc. (“GE Capital US Holdings”);
- GECC will merge with and into GE (the “GECC/GE Merger”) on December 2, 2015 to assure compliance with debt covenants as GECC exits the assets planned for disposition as part of the GE Capital Exit Plan. Upon the Merger, the obligations of GECC under its then outstanding debt obligations will be assumed by GE; and
- A new U.S. intermediate holding company owned by GE, GE Capital Global Holdings, will replace GECC as the holding company of GECC’s operations and become the holding company of GE Capital International Holdings and GE Capital US Holdings.

The completion of these actions represents a critical milestone on our path toward applying for de-designation as a nonbank systemically important financial institution (“nonbank SIFI”) in the first quarter of 2016.

GE Preferred Stock

In addition, as part of the Reorganization, in a series of transactions effected under Delaware corporate law, the holders of the three outstanding series of preferred stock issued by GECC with an aggregate liquidation preference of \$5.0 billion will receive on December 3, 2015 preferred stock to be newly issued by GE in three corresponding series (the “New GE Preferred Stock”) with an aggregate liquidation preference of approximately \$5.9 billion.

The amounts of New GE Preferred Stock to be received for each share of existing GECC preferred stock and the terms of the New GE Preferred Stock have been determined in order to provide holders of existing GECC preferred at least equivalent value. The terms have also been designed so that the New GE Preferred Stock continues to be eligible for the dividends received deduction and to avoid treatment of the New GE Preferred Stock as “fast pay stock” for U.S. federal income tax purposes. Instruments characterized as “fast pay stock” are subject to onerous

information reporting obligations, and many market participants are either unable or unwilling to own instruments so characterized.

As a result, holders of existing GECC preferred stock that continue to hold on December 3, 2015 will automatically receive:

- *New Series A*: 123.45 shares (or \$123,450 aggregate liquidation preference) of GE's 4.00% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series A, \$1.00 par value, with a liquidation preference of \$1,000 per share (the "New Series A") for each share of GECC's 7.125% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series A, \$0.01 par value, with a liquidation preference of \$100,000 per share (the "Old Series A"), held;
- *New Series B*: 118.43 shares (or \$118,430 aggregate liquidation preference) of GE's 4.10% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series B, \$1.00 par value, with a liquidation preference of \$1,000 per share (the "New Series B") for each share of GECC's 6.250% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series B, \$0.01 par value, with a liquidation preference of \$100,000 per share (the "Old Series B"), held; and
- *New Series C*: 109.41 shares (or \$109,410 aggregate liquidation preference) of GE's 4.20% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series C, \$1.00 par value, with a liquidation preference of \$1,000 per share (the "New Series C") for each share of GECC's 5.25% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series C, \$0.01 par value, with a liquidation preference of \$100,000 per share (the "Old Series C"), held.

No fractional shares or fractional share certificates will be distributed. Instead, fractions will be bundled and sold and the cash proceeds therefrom (without interest) will be delivered in lieu of fractional shares.

The transactions pursuant to which holders of existing GECC preferred stock will receive New GE Preferred Stock will be carried out under the applicable provisions of the General Corporation Law of the State of Delaware (the "DGCL"), and holders of existing GECC preferred stock are not entitled to vote on or consent to these transactions. However, holders of existing GECC preferred stock that continue to hold through December 3, 2015 will be eligible to exercise appraisal rights to the extent set forth in Section 262 of the DGCL.

Interim Dividend. The holders of existing GECC preferred stock that continue to hold as of the close of business on December 2, 2015 will receive cash representing an interim cash dividend through and including December 2, 2015 on the existing GECC preferred stock, in an amount equal to \$3,325.00 per share of Old Series A, \$2,916.67 per share of Old Series B and \$2,450.00 per share of Old Series C.

Dividends. GE will pay, to the extent of lawfully available funds, dividends on each series of the New GE Preferred Stock, when, as and if declared by our board of directors (the "Board") (or a duly authorized committee thereof) as set forth below:

- *New Series A.* With respect to the New Series A, dividends from and including December 3, 2015 to, but excluding, June 15, 2022 at a rate of 4.00% *per annum*, payable semi-annually, in arrears, on June 15 and December 15 of each year, beginning on December 15, 2015; and, from and including June 15, 2022, at a floating rate equal to three-month LIBOR plus a spread of 2.28% *per annum*, payable quarterly, in arrears, on March 15, June 15, September 15 and December 15 of each year, beginning on September 15, 2022.
- *New Series B.* With respect to the New Series B, dividends from and including December 3, 2015 to, but excluding, December 15, 2022 at a rate of 4.10% *per annum*, payable semi-annually, in arrears, on June 15 and December 15 of each year, beginning on December 15, 2015; and, from and including December 15, 2022, dividends at a floating rate equal to three-month LIBOR plus a spread of 2.32% *per annum*, payable quarterly, in arrears, on March 15, June 15, September 15 and December 15 of each year beginning on March 15, 2023.

- *New Series C.* With respect to the New Series C, dividends from and including December 3, 2015 to, but excluding, June 15, 2023 at a rate of 4.20% *per annum*, payable semi-annually, in arrears, on June 15 and December 15 of each year, beginning on December 15, 2015; and, from and including June 15, 2023, dividends at a floating rate equal to three-month LIBOR plus a spread of 2.37% *per annum*, payable quarterly, in arrears, on March 15, June 15, September 15 and December 15 of each year beginning on September 15, 2023.

Dividend Payments									
<i>Series</i>	Fixed					Floating			
	<i>Dates</i>		<i>Rate</i>	<i>Payment Dates</i>	<i>Beginning</i>	<i>Dates</i>	<i>Rate (3-month LIBOR plus a spread of)</i>	<i>Payment Dates</i>	<i>Beginning</i>
	<i>From</i>	<i>To (but excluding)</i>				<i>From (and including)</i>			
New Series A	December 3, 2015	June 15, 2022	4.00%	June 15 and December 15	December 15, 2015	June 15, 2022	2.28%	March 15, June 15, September 15 and December 15	September 15, 2022
New Series B		December 15, 2022	4.10%			December 15, 2022	2.32%		March 15, 2023.
New Series C		June 15, 2023	4.20%			June 15, 2023	2.37%		September 15, 2023

The dividend payment dates for the New GE Preferred Stock are the same as the dividend payment dates for the existing GECC preferred stock. Dividends on each series of the New GE Preferred Stock, like the existing GECC preferred stock, will not be cumulative and will not be mandatory. If GE's Board (or a duly authorized committee thereof) does not declare a dividend on any series of New GE Preferred Stock in respect of a dividend period, then no dividend shall be deemed to have accrued for such dividend period, be payable on the applicable dividend payment date (as defined herein) or be cumulative, and GE will have no obligation to pay any dividend for that dividend period, whether or not GE's Board (or a duly authorized committee thereof) declares a dividend for any future dividend period on such series of New GE Preferred Stock, on any other series of New GE Preferred Stock or on any other series of our preferred stock or common stock, or upon a redemption in whole or in part of any series of the New GE Preferred Stock.

Redemption. GE may redeem any of the New GE Preferred Stock, at its option, to the extent of lawfully available funds, in whole or in part, from time to time, on any dividend payment date on or after June 15, 2022 (in respect of the New Series A), December 15, 2022 (in respect of the New Series B) or June 15, 2023 (with respect to the New Series C), in each case, at a redemption price equal to \$1,000 per share, plus any declared and unpaid dividends to, but not including, the redemption date of the relevant series of the New GE Preferred Stock. These dates correspond to the same redemption dates under the existing GECC preferred stock. The optional redemption provisions under the existing GECC preferred stock relating to a regulatory capital event have not been included in the New GE Preferred Stock because GE itself is not subject to regulatory capital requirements.

Comparison of Terms. Below is a summary of certain differences between the existing GECC preferred stock and the New GE Preferred Stock:

Terms		Existing GECC Preferred Stock	New GE Preferred Stock	
Par Value:		\$0.01 per share	\$1.00 per share	
Liquidation Preference:		\$100,000 per share	\$1,000 per share	
Optional Redemption Price, per share (plus any declared and unpaid dividends to but not including the redemption date):		\$100,000	\$1,000	
Aggregate Liquidation Preference:	Series A	\$2,250,000,000	\$2,777,625,000	
	Series B	\$1,750,000,000	\$2,072,525,000	
	Series C	\$1,000,000,000	\$1,094,100,000	
Number of Shares:	Series A	22,500 shares	2,777,625 shares	
	Series B	17,500 shares	2,072,525 shares	
	Series C	10,000 shares	1,094,100 shares	
Dividend Rates (Non-Cumulative)	Fixed Rate Periods	Series A	7.125%	4.00%
		Series B	6.250%	4.10%
		Series C	5.25%	4.20%
	Floating Rate Periods (3-month LIBOR plus a spread of)	Series A	5.296%	2.28%
		Series B	4.704%	2.32%
		Series C	2.967%	2.37%
Regulatory Capital Redemption		Existing GECC preferred stock could be redeemed in the event of certain regulatory capital events, and any redemption was subject to prior approval by the Federal Reserve Board and to the satisfaction of certain conditions set forth in the capital guidelines or regulations of the Federal Reserve Board.	New GE Preferred Stock does not contain similar provisions.	

The New GE Preferred Stock will have the following CUSIP Numbers and ISINs:

New Notes	CUSIP Number	ISIN
New Series A	369604 BM4	US369604BM44
New Series B	369604 BN2	US369604BN27
New Series C	369604 BP7	US369604BP74

Additional Information

The New GE Preferred Stock is being issued pursuant to an effective registration statement filed under the Securities Act of 1933. A copy of the prospectus supplement and related prospectus pursuant to which the New GE Preferred Stock will be issued may be obtained free of charge by requesting a copy from Brigid M. Tobin (Investor Relations) (203 357 4732) at: Brigid.m.tobin@ge.com or 201 High Ridge Road, Stamford, CT 06905-3417.

Forward-Looking Statements

This communication contains “forward-looking statements” —that is, statements related to future, not past, events. In this context, forward-looking statements often address our expected future business and financial performance and financial condition, and often contain words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “see,” “will,” “would,” or “target.” Forward-looking statements by their nature address matters that are, to different degrees, uncertain, such as statements about the consummation of the Reorganization, the GECC/GE Merger and the issuance of the New GE Preferred Stock. Uncertainties that could cause our actual results to be materially different than those expressed in our forward-looking statements include the failure to consummate any of these transactions or to make or take any filing or other action required to consummate any such transaction on a timely matter or at all. These or other uncertainties may cause our actual future results to be materially different from those expressed in our forward-looking statements.

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