Effective as of March 27, 2024

GE VERNOVA INC.

COMPENSATION COMMITTEE CHARTER

The Compensation Committee (the "committee") of the board of directors (the "board") of GE Vernova Inc., a Delaware corporation (the "Company") shall consist of a minimum of three directors, or such number as may be required by the New York Stock Exchange (the "NYSE"). 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. The committee's chair shall be designated by the board on the recommendation of the Nominating and Governance Committee or, if not so designated, the members of the committee shall elect a chair by a vote of the majority of the full committee. All members of the committee shall satisfy the applicable independence and other committee membership requirements of the NYSE and any other applicable regulatory requirements.

Meetings shall be called by the chair of the committee or, if there is no chair, by a majority of the members of the committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company's organizational documents and applicable law. Committee actions may be taken by unanimous written consent. The chair of the committee, at the request of any member of the committee, may request any officer, employee or advisor of the Company to attend a meeting of the committee or otherwise respond to committee requests.

The purpose of the committee shall be to define and articulate the Company's overall executive compensation philosophy and key compensation policies, and to administer and approve compensation for executive officers. The committee shall have the sole authority to determine and approve all ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties and purpose.

In furtherance of this purpose, the committee shall have the following authority and responsibilities:

1. To oversee the development and evaluation of potential candidates for executive officer positions, including the chief executive officer (the "CEO"), and to review, oversee and recommend to the board, the development of the Company's executive officer succession plans. The committee shall (1) develop and recommend criteria to the board for the CEO position that reflects GE Vernova's business strategy; and (2) identify and recommend potential internal successors for CEO to the board. The committee will also recommend to the board an emergency succession plan that is maintained and reviewed periodically.

2. To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the CEO. The committee shall evaluate at least once a year the CEO's performance in light of these established goals and objectives and based upon these evaluations shall set the CEO's annual compensation, including salary, bonus, and equity and non-equity incentive compensation. In evaluating, determining and approving the long-term incentive component of CEO compensation, the committee may consider, among such other factors as it may deem relevant, the Company's performance, shareholder returns, the value of similar incentive awards to executive officers at comparable companies, the value of similar awards given to other executive officers of the Company, the results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act (the "Say-on-Pay Vote") and the awards given to the executive officer in past years. The CEO shall not be present for the portion of a meeting at which the committee discusses his or her evaluation.

3. To review and approve on an annual basis the evaluation process and compensation structure for the Company's executive officers and to periodically review other material elements of executive compensation, including deferred compensation, severance, and perquisites. The committee shall evaluate the performance of the Company's officers at the executive officer level and above and shall approve the annual compensation, including salary, bonus, and equity and non-equity incentive compensation, for such executive officers, based on initial recommendations from the CEO. The committee shall also provide oversight of management's decisions concerning the performance and compensation of other Company officers.

   In evaluating, determining and approving the long-term incentive component of executive officer compensation, the committee may consider, among such other factors as it may deem relevant, the Company's performance, shareholder returns, the value of similar incentive awards to executive officers at comparable companies, the value of similar awards given to other executive officers of the Company, the results of the most recent Say-on-Pay Vote and the awards given to the executive officer in past years. An executive officer shall not be present during voting or deliberations relating to his or her compensation.

4. To oversee the Company's equity incentive compensation plans, pension plans and other stock-based plans and recommend changes in such plans to the board as needed. The committee shall have and shall exercise all the authority of the board with respect to the administration of such plans.

5. To oversee the Company’s incentive compensation 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 senior executive compensation.

6. To review annually compliance by executive officers with the Company’s stock ownership requirements.

7. To review, approve, and periodically monitor compliance with any clawback policy allowing the Company to recoup compensation paid to employees, including approval and oversight of the application of the Company’s hedging and pledging prohibitions and policies on any recoupment.

8. To determine the Company policies regarding, and/or approve the, severance, change in control, retirement or termination plans, agreements or arrangements for executive officers.

9. To establish and periodically review policies concerning perquisite benefits.

10. Review periodically the Company’s strategies and policies related to human capital management, including with respect to matters such as diversity, equity and inclusion, workplace environment and culture, and talent recruitment, development, engagement and retention.

11. To review and discuss with management the Company’s Compensation Discussion and Analysis (the “CD&A”), to recommend to the board that the CD&A be included in the Company’s annual report and proxy statement and to prepare an annual committee report for inclusion in the Company’s proxy statement.

12. To review and recommend to the board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and recommend to the board for approval the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company’s proxy statement filed with the SEC.

13. To perform any other activities consistent with this charter, the Company’s bylaws and governing law, as the committee or the board deems appropriate.

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, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the NYSE and any other applicable regulatory requirements.

The committee shall have authority and funding necessary (and to be provided by the Company) to retain or terminate compensation consultants, outside counsel and other advisors as the committee may deem appropriate in its sole discretion and shall be directly responsible for overseeing the work of such advisors. Before retaining an advisor (other than in-house legal counsel and any advisor whose role is limited to consulting on broad-based, non-discriminatory plans or providing information that is not customized in particular for the Company (as described in Item 407(e)(3)(iii) of Regulation S-K)), the committee shall consider all factors relevant to the advisor's independence, including the factors specified by law and applicable NYSE listing requirements. The committee shall have sole authority to approve related fees and retention terms, as well as the extent of funding necessary (and to be provided by the Company) for payment of any compensation to such advisors. The committee and the Company have adopted a policy that any compensation consultant used by the committee to advise on executive compensation will not at the same time advise the Company on any human resource matter.

The committee shall report its actions and any recommendations to the board after each regular 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.