
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

GE HealthCare Technologies Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

88-2515116
(I.R.S. Employer
Identification No.)

500 W. Monroe Street
Chicago, IL
(Address of principal executive offices)

60661
(Zip Code)

GE HealthCare Technologies Inc. 2023 Long-Term Incentive Plan
GE HealthCare Technologies Inc. Mirror 2022 Long-Term Incentive Plan
GE HealthCare Technologies Inc. Mirror 2007 Long-Term Incentive Plan
GE HealthCare Technologies Inc. Mirror 1990 Long-Term Incentive Plan
(Full title of the plan)

Frank R. Jimenez, Esq.
500 W. Monroe Street
Chicago, IL 60661
617-443-3400

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Christodoulos Kaoutzanis, Esq.
John C. Kennedy, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019
212-373-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement is being filed to register (i) shares of common stock of GE HealthCare Technologies Inc. (the “Company”) that may be issued to employees, officers, non-employee directors and other service providers of the Company or any of its affiliates pursuant to future grants of equity awards under the GE HealthCare Technologies Inc. 2023 Long-Term Incentive Plan (the “GEHC 2023 LTIP”) and (ii) shares of common stock of the Company that may be issued under the GE HealthCare Technologies Inc. Mirror 2022 Long-Term Incentive Plan, the GE HealthCare Technologies Inc. Mirror 2007 Long-Term Incentive Plan and the GE HealthCare Technologies Inc. Mirror 1990 Long-Term Incentive Plan (the “GEHC Mirror LTIPs”) with respect to stock options or restricted stock unit awards (including any performance stock unit awards) denominated in shares of common stock of the Company received in conversion of outstanding stock options and restricted stock unit awards (including any performance stock unit awards) of General Electric Company that are held immediately prior to the Spin-Off (as defined below) by employees of the Company or its subsidiaries.

The “Spin-Off” refers to the transaction in which General Electric Company will distribute to its stockholders at least 80.1% of the shares of common stock of the Company.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants in the GEHC 2023 LTIP and the GEHC Mirror LTIPs as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not being filed with the Securities and Exchange Commission (the "Commission") but constitute, along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Form S-8, a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Item 2. Company Information and Employee Plan Annual Information.

The Company will furnish without charge to each person to whom the prospectus is delivered, upon the written or oral request of such person, a copy of any and all of the documents incorporated by reference in Item 3 of Part II of this Registration Statement, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference to the information that is incorporated) and any other documents required to be delivered pursuant to Rule 428(b) under the Securities Act. Those documents are incorporated by reference in the Section 10(a) prospectus. Requests should be directed to the Secretary of the Company at the address and telephone number on the cover of this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the Commission by the Company are incorporated by reference in this Registration Statement:

1. The Company's effective Registration Statement on Form 10 (File No. 001-41528) initially filed with the Commission on [October 11, 2022](#), as amended by Amendment No. 1 as filed with the Commission on [November 7, 2022](#), as further amended by Amendment No. 2 as filed with the Commission on [November 18, 2022](#), and as further amended by Amendment No. 3 as filed with the Commission on [December 2, 2022](#) (as so amended, the "Form 10");
2. The Company's Current Reports on Form 8-K filed on [December 8, 2022](#), [December 14, 2022](#) and [December 29, 2022](#); and
3. The description of the Company's common stock included in the section titled "Description of Our Capital Stock" in the Company's Information Statement filed as [Exhibit 99.1](#) to the Form 10, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Company with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the date of this Registration Statement (other than any such documents or portions thereof that are furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K, unless otherwise indicated therein, including any exhibits included with such Items) and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained or incorporated by reference herein or in any subsequently filed document which is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not Applicable.

Item 5. Interests of Named Experts and Counsel

Not Applicable.

Item 6. Indemnification of Directors and Officers

Delaware law authorizes corporations to limit or eliminate the personal liability of directors and officers to corporations and their stockholders for monetary damages for breaches of directors' and officers' fiduciary duties as directors or officers, as applicable, and the Company's certificate of incorporation includes such an exculpation provision. The Company's bylaws include provisions that indemnify, to the fullest extent allowable under the Delaware General Corporation Law ("DGCL"), the personal liability of directors or officers for monetary damages for actions taken as a director or officer of the Company, or for serving at the Company's request as a director, officer, employee, or agent at another corporation or enterprise, as the case may be. The Company's bylaws also provide that the Company must indemnify and advance expenses to the Company's directors, officers, and employees, subject to the Company's receipt of an undertaking from the indemnified party as may be required under the DGCL.

The limitation of liability and indemnification provisions included in the Company's certificate of incorporation and bylaws, respectively, may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against the Company's directors and officers, even though such an action, if successful, might otherwise benefit the Company and the Company's stockholders. However, these provisions will not limit or eliminate the Company's rights, or those of any stockholder, to seek non-monetary relief such as an injunction or rescission in the event of a breach of a director's duty of care. The provisions will not alter the liability of directors under the federal securities laws. In addition, in a class action or direct suit, the Company may have to pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. There is currently no pending material litigation or proceeding against any of the Company's directors, officers, or employees for which indemnification is sought.

Reference is made to Item 9 for the Company's undertakings with respect to indemnification for liabilities arising under the Securities Act.

The Company currently maintains insurance policies which, within the limits and subject to the terms and conditions thereof, cover certain expenses and liabilities that may be incurred by directors and officers in connection with proceedings that may be brought against them as a result of an act or omission committed or suffered while acting as a director or officer of the Company.

The Company will enter into an indemnification agreement with each of the Company's directors that provides, in general, that we will indemnify them to the fullest extent permitted by law in connection with their service to the Company or on the Company's behalf.

Item 7. Exemption from Registration Claimed

Not Applicable.

Item 8. Exhibits

<u>Exhibit No.</u>	<u>Exhibit Document</u>
3.1	Certificate of Incorporation of GE HealthCare Technologies Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on December 29, 2022).
3.2	Bylaws of GE HealthCare Technologies Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on December 29, 2022).
5.1*	Opinion of Paul, Weiss, Rifkind, Wharton & Garrison LLP.
10.1	GE HealthCare 2023 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.11 to the Company's Registration Statement on Form S-1 filed on December 14, 2022).
10.2	GE HealthCare Mirror 2022 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.12 to the Company's Registration Statement on Form S-1 filed on December 14, 2022).
10.3	GE HealthCare Mirror 2007 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.13 to the Company's Registration Statement on Form S-1 filed on December 14, 2022).
10.4	GE HealthCare Mirror 1990 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.14 to the Company's Registration Statement on Form S-1 filed on December 14, 2022).
23.1*	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
23.2*	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
23.3*	Consent of KPMG LLP, independent registered public accounting firm.
23.4*	Consent of Paul, Weiss, Rifkind, Wharton & Garrison LLP (included in Exhibit 5.1 to this Registration Statement).
24.1*	Power of Attorney (included on signature pages of this Registration Statement).
99.1*	Consent of H. Lawrence Culp, Jr. as Director Nominee.
99.2*	Consent of Peter J. Arduini as Director Nominee.
99.3*	Consent of Rodney F. Hochman as Director Nominee.
99.4*	Consent of Lloyd W. Howell, Jr. as Director Nominee.
99.5*	Consent of Anne T. Madden as Director Nominee.
99.6*	Consent of Tomislav Mihaljevic as Director Nominee.
99.7*	Consent of Risa Lavizzo-Mourey as Director Nominee.
99.8*	Consent of William J. Stromberg as Director Nominee.
99.9*	Consent of Phoebe L. Yang as Director Nominee.
107*	Filing Fee Table.

* Filed herewith.

Item 9. Undertakings

The Company hereby undertakes:

- (a) (1) To file during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
- (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;
 - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that, paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- (3) To remove from registration by means of a post-effective amendment any of the securities being registered hereby which remain unsold at the termination of the offering.
- (b) The Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, GE HealthCare Technologies Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Chicago, state of Illinois, on December 29, 2022.

GE HEALTHCARE TECHNOLOGIES INC.

By: /s/ Peter J. Arduini

Name: Peter J. Arduini

Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints each of Frank R. Jimenez and Jenny L. Lauth, acting singly, his or her true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to (i) act on, sign and file with the Commission any and all amendments (including post-effective amendments) to this registration statement together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, (iii) act on and file any supplement to any prospectus included in this registration statement or any such amendment and (iv) take any and all actions which may be necessary or appropriate in connection therewith, granting unto such agents, proxies and attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done, as fully for all intents and purposes as he might or could do in person, hereby approving, ratifying and confirming all that such agents, proxies and attorneys-in-fact or any of their substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed on December 29, 2022, by the following persons in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Peter J. Arduini</u> Peter J. Arduini	President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Helmut Zodl</u> Helmut Zodl	Chief Financial Officer (Principal Financial Officer)
<u>/s/ George A. Newcomb</u> George A. Newcomb	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Robert M. Giglietti</u> Robert M. Giglietti	Director
<u>/s/ Catherine Lesjak</u> Catherine Lesjak	Director
<u>Michael Holston</u>	Director

Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019-6064

212-373-3000
212-757-3990

December 29, 2022

GE HealthCare Technologies Inc.
500 W. Monroe Street
Chicago, IL 60661

Re: GE HealthCare Technologies Inc. 2023 Long-Term Incentive Plan
GE HealthCare Technologies Inc. Mirror 2022 Long-Term Incentive Plan
GE HealthCare Technologies Inc. Mirror 2007 Long-Term Incentive Plan
GE HealthCare Technologies Inc. Mirror 1990 Long-Term Incentive Plan
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to GE HealthCare Technologies Inc., a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”) of the Company, filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the “Act”), and the rules and regulations thereunder (the “Rules”). You have asked us to furnish our opinion as to the legality of the securities being registered under the Registration Statement. The Registration Statement relates to the registration under the Act of 47,436,523 shares (the “Shares”) of the Company’s common stock, par value \$0.01 per share, issuable in respect of awards to be granted under the GE HealthCare Technologies Inc. 2023 Long-Term Incentive Plan, the GE HealthCare Technologies Inc. Mirror 2022 Long-Term Incentive Plan, the GE HealthCare Technologies Inc. Mirror 2007 Long-Term Incentive Plan and the GE HealthCare Technologies Inc. Mirror 1990 Long-Term Incentive Plan (collectively, the “Plans”). The Company, which was a limited liability company named GE Healthcare Holding LLC, converted to a corporation and was renamed GE HealthCare Technologies Inc. on December 29, 2022 (the “Conversion”).

In connection with the furnishing of this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the “Documents”):

1. the Registration Statement; and
2. the Plans, included as Exhibits 10.1, 10.2, 10.3 and 10.4 to the Registration Statement, and the forms of award agreements (collectively, the “Agreements”) relating to awards to be granted under the Plans.

In addition, we have examined (i) such limited liability company records of GE Healthcare Holding LLC that we have considered appropriate, including a copy of the certificate of formation and limited liability company agreement of GE Healthcare Holding LLC, certified by the Company as in effect immediately prior to the Conversion, copies of resolutions of the board of managers of GE Healthcare Holding LLC relating to

the issuance of the Shares, certified by the Company, (ii) such corporate records of the Company that we have considered appropriate, including a copy of the certificate of conversion effectuating the Conversion, the certificate of incorporation and the bylaws of the Company, certified by the Company as in effect on the date of this letter and (iii) such other certificates, agreements and documents that we deemed relevant and necessary as a basis for the opinion expressed below. We have also relied upon the factual matters contained in the representations and warranties of the Company made in the Documents and upon certificates of public officials and the officers of the Company.

In our examination of the documents referred to above, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the documents reviewed by us, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, photostatic, reproduced or conformed copies of valid existing agreements or other documents, the authenticity of all the latter documents and that the statements regarding matters of fact in the certificates, records, agreements, instruments and documents that we have examined are accurate and complete.

Based upon the above, and subject to the stated assumptions, exceptions and qualifications, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued and delivered in accordance with the terms of each applicable Plan and any applicable Agreement under such Plans, the Shares will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to the General Corporation Law of the State of Delaware and the Delaware Limited Liability Company Act. Our opinion is rendered only with respect to the laws, and the rules, regulations and orders under those laws, that are currently in effect.

We hereby consent to use of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required by the Act or the Rules.

Very truly yours,

/s/ PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated July 29, 2022 relating to the financial statement of GE Healthcare Holding LLC appearing in GE Healthcare Holding LLC's Registration Statement on Form 10 (Commission File No. 001-41528).

/s/ Deloitte & Touche LLP

Chicago, Illinois
December 29, 2022

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated July 29, 2022 relating to the financial statements of GE HealthCare, a business of General Electric Company, appearing in GE Healthcare Holding LLC's Registration Statement on Form 10 (Commission File No. 001-41528).

/s/ Deloitte & Touche LLP

Chicago, Illinois
December 29, 2022

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated July 29, 2022, with respect to the combined financial statements of GE HealthCare (a carve-out business of General Electric Company), incorporated herein by reference.

/s/ KPMG LLP

Chicago, Illinois
December 29, 2022

CONSENT OF DIRECTOR NOMINEE

Pursuant to Rule 438 of Regulation C promulgated under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") of GE Healthcare Holding LLC, the undersigned hereby consents to being named and described as a person who will become a director of GE Healthcare Holding LLC (which will convert into a corporation and be renamed GE HealthCare Technologies Inc. prior to and in connection with the spin-off by General Electric Company ("GE") of its wholly-owned subsidiary, GE Healthcare Holding LLC, which holds GE's healthcare business) in the Registration Statement and any amendment or supplement to any prospectus included in such Registration Statement, any amendment to such Registration Statement or any subsequent Registration Statement filed pursuant to Rule 462(b) under the Securities Act and to the filing or attachment of this consent with such Registration Statement and any amendment or supplement thereto.

IN WITNESS WHEREOF, the undersigned has executed this consent.

/s/ H. Lawrence Culp, Jr.

Name: H. Lawrence Culp, Jr.

CONSENT OF DIRECTOR NOMINEE

Pursuant to Rule 438 of Regulation C promulgated under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") of GE Healthcare Holding LLC, the undersigned hereby consents to being named and described as a person who will become a director of GE Healthcare Holding LLC (which will convert into a corporation and be renamed GE HealthCare Technologies Inc. prior to and in connection with the spin-off by General Electric Company ("GE") of its wholly-owned subsidiary, GE Healthcare Holding LLC, which holds GE's healthcare business) in the Registration Statement and any amendment or supplement to any prospectus included in such Registration Statement, any amendment to such Registration Statement or any subsequent Registration Statement filed pursuant to Rule 462(b) under the Securities Act and to the filing or attachment of this consent with such Registration Statement and any amendment or supplement thereto.

IN WITNESS WHEREOF, the undersigned has executed this consent.

/s/ Peter J. Arduini

Name: Peter J. Arduini

CONSENT OF DIRECTOR NOMINEE

Pursuant to Rule 438 of Regulation C promulgated under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") of GE Healthcare Holding LLC, the undersigned hereby consents to being named and described as a person who will become a director of GE Healthcare Holding LLC (which will convert into a corporation and be renamed GE HealthCare Technologies Inc. prior to and in connection with the spin-off by General Electric Company ("GE") of its wholly-owned subsidiary, GE Healthcare Holding LLC, which holds GE's healthcare business) in the Registration Statement and any amendment or supplement to any prospectus included in such Registration Statement, any amendment to such Registration Statement or any subsequent Registration Statement filed pursuant to Rule 462(b) under the Securities Act and to the filing or attachment of this consent with such Registration Statement and any amendment or supplement thereto.

IN WITNESS WHEREOF, the undersigned has executed this consent.

/s/ Rodney F. Hochman

Name: Rodney F. Hochman

CONSENT OF DIRECTOR NOMINEE

Pursuant to Rule 438 of Regulation C promulgated under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") of GE Healthcare Holding LLC, the undersigned hereby consents to being named and described as a person who will become a director of GE Healthcare Holding LLC (which will convert into a corporation and be renamed GE HealthCare Technologies Inc. prior to and in connection with the spin-off by General Electric Company ("GE") of its wholly-owned subsidiary, GE Healthcare Holding LLC, which holds GE's healthcare business) in the Registration Statement and any amendment or supplement to any prospectus included in such Registration Statement, any amendment to such Registration Statement or any subsequent Registration Statement filed pursuant to Rule 462(b) under the Securities Act and to the filing or attachment of this consent with such Registration Statement and any amendment or supplement thereto.

IN WITNESS WHEREOF, the undersigned has executed this consent.

/s/ Lloyd W. Howell, Jr.

Name: Lloyd W. Howell, Jr.

CONSENT OF DIRECTOR NOMINEE

Pursuant to Rule 438 of Regulation C promulgated under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") of GE Healthcare Holding LLC, the undersigned hereby consents to being named and described as a person who will become a director of GE Healthcare Holding LLC (which will convert into a corporation and be renamed GE HealthCare Technologies Inc. prior to and in connection with the spin-off by General Electric Company ("GE") of its wholly-owned subsidiary, GE Healthcare Holding LLC, which holds GE's healthcare business) in the Registration Statement and any amendment or supplement to any prospectus included in such Registration Statement, any amendment to such Registration Statement or any subsequent Registration Statement filed pursuant to Rule 462(b) under the Securities Act and to the filing or attachment of this consent with such Registration Statement and any amendment or supplement thereto.

IN WITNESS WHEREOF, the undersigned has executed this consent.

/s/ Anne T. Madden

Name: Anne T. Madden

CONSENT OF DIRECTOR NOMINEE

Pursuant to Rule 438 of Regulation C promulgated under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") of GE Healthcare Holding LLC, the undersigned hereby consents to being named and described as a person who will become a director of GE Healthcare Holding LLC (which will convert into a corporation and be renamed GE HealthCare Technologies Inc. prior to and in connection with the spin-off by General Electric Company ("GE") of its wholly-owned subsidiary, GE Healthcare Holding LLC, which holds GE's healthcare business) in the Registration Statement and any amendment or supplement to any prospectus included in such Registration Statement, any amendment to such Registration Statement or any subsequent Registration Statement filed pursuant to Rule 462(b) under the Securities Act and to the filing or attachment of this consent with such Registration Statement and any amendment or supplement thereto.

IN WITNESS WHEREOF, the undersigned has executed this consent.

/s/ Tomislav Mihaljevic

Name: Tomislav Mihaljevic

CONSENT OF DIRECTOR NOMINEE

Pursuant to Rule 438 of Regulation C promulgated under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") of GE Healthcare Holding LLC, the undersigned hereby consents to being named and described as a person who will become a director of GE Healthcare Holding LLC (which will convert into a corporation and be renamed GE HealthCare Technologies Inc. prior to and in connection with the spin-off by General Electric Company ("GE") of its wholly-owned subsidiary, GE Healthcare Holding LLC, which holds GE's healthcare business) in the Registration Statement and any amendment or supplement to any prospectus included in such Registration Statement, any amendment to such Registration Statement or any subsequent Registration Statement filed pursuant to Rule 462(b) under the Securities Act and to the filing or attachment of this consent with such Registration Statement and any amendment or supplement thereto.

IN WITNESS WHEREOF, the undersigned has executed this consent.

/s/ Risa Lavizzo-Mourey

Name: Risa Lavizzo-Mourey

CONSENT OF DIRECTOR NOMINEE

Pursuant to Rule 438 of Regulation C promulgated under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") of GE Healthcare Holding LLC, the undersigned hereby consents to being named and described as a person who will become a director of GE Healthcare Holding LLC (which will convert into a corporation and be renamed GE HealthCare Technologies Inc. prior to and in connection with the spin-off by General Electric Company ("GE") of its wholly-owned subsidiary, GE Healthcare Holding LLC, which holds GE's healthcare business) in the Registration Statement and any amendment or supplement to any prospectus included in such Registration Statement, any amendment to such Registration Statement or any subsequent Registration Statement filed pursuant to Rule 462(b) under the Securities Act and to the filing or attachment of this consent with such Registration Statement and any amendment or supplement thereto.

IN WITNESS WHEREOF, the undersigned has executed this consent.

/s/ William J. Stromberg

Name: William J. Stromberg

CONSENT OF DIRECTOR NOMINEE

Pursuant to Rule 438 of Regulation C promulgated under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") of GE Healthcare Holding LLC, the undersigned hereby consents to being named and described as a person who will become a director of GE Healthcare Holding LLC (which will convert into a corporation and be renamed GE HealthCare Technologies Inc. prior to and in connection with the spin-off by General Electric Company ("GE") of its wholly-owned subsidiary, GE Healthcare Holding LLC, which holds GE's healthcare business) in the Registration Statement and any amendment or supplement to any prospectus included in such Registration Statement, any amendment to such Registration Statement or any subsequent Registration Statement filed pursuant to Rule 462(b) under the Securities Act and to the filing or attachment of this consent with such Registration Statement and any amendment or supplement thereto.

IN WITNESS WHEREOF, the undersigned has executed this consent.

/s/ Phoebe L. Yang

Name: Phoebe L. Yang

Calculation of Filing Fee Table

S-8
(Form Type)GE HealthCare Technologies Inc.
(Exact Name of Registrant as Specified in its Charter)**Table 1: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.01 per share	457(c) and 457(h)	40,923,900 ⁽³⁾	\$59.01	\$2,414,919,339.00	0.0001102	\$266,124.11
Equity	Common stock, par value \$0.01 per share	457(c) and 457(h)	204,647 ⁽⁴⁾	\$59.01	\$12,076,219.47	0.0001102	\$1,330.80
Equity	Common stock, par value \$0.01 per share	457(c) and 457(h)	6,307,840 ⁽⁵⁾	\$59.01	\$372,225,638.40	0.0001102	\$41,019.27
Equity	Common stock, par value \$0.01 per share	457(c) and 457(h)	136 ⁽⁶⁾	\$59.01	\$8,025.36	0.0001102	\$0.88
Total Offering Amounts					\$2,799,229,222.23		\$308,475.06
Total Fee Offsets							
Net Fee Due							\$308,475.06

- (1) Pursuant to Rule 416 under the Securities Act, this Registration Statement covers (i) such additional number of shares of common stock, par value \$0.01 per share, of the Company ("Common Stock") issuable upon stock splits, stock dividends, reclassifications, recapitalizations, combinations or similar events or (ii) such reduced number of shares of Common Stock in respect of any reverse stock splits, stock dividends, reclassifications, recapitalizations, combinations or similar events, in each case with respect to the shares of Common Stock being registered pursuant to this Registration Statement.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act on the basis of the average of the high (\$61.0194) and low (\$57.00) sales prices per share of the common stock on the "when-issued" trading market as reported on the NASDAQ Global Select Market on December 22, 2022.
- (3) Consists of 40,923,900 shares of Common Stock estimated to be reserved for issuance under the GE HealthCare 2023 Long-Term Incentive Plan.
- (4) Consists of 204,647 shares of Common Stock that may be acquired by participants in the GE HealthCare Technologies Inc. Mirror 2022 Long-Term Incentive Plan upon exercise or settlement of certain stock options and restricted stock unit awards (including any performance stock unit awards) that may become issuable pursuant to the GE HealthCare Technologies Inc. Mirror 2022 Long-Term Incentive Plan.
- (5) Consists of 6,307,840 shares of Common Stock that may be acquired by participants in the GE HealthCare Technologies Inc. Mirror 2007 Long-Term Incentive Plan upon exercise or settlement of certain stock options and restricted stock unit awards (including any performance stock unit awards) that may become issuable pursuant to the GE HealthCare Technologies Inc. Mirror 2007 Long-Term Incentive Plan.
- (6) Consists of 136 shares of Common Stock that may be acquired by participants in the GE HealthCare Technologies Inc. Mirror 1990 Long-Term Incentive Plan upon exercise or settlement of certain stock options and restricted stock unit awards (including any performance stock unit awards) that may become issuable pursuant to the GE HealthCare Technologies Inc. Mirror 1990 Long-Term Incentive Plan.