

# General Electric Capital Corporation

(Incorporated under the laws of the State of Delaware, United States of America)

**GE Capital Australia Funding Pty Ltd**

(A.B.N. 67085675467)

(Incorporated with limited liability under the laws of Australia and registered in Victoria)

**GE Capital European Funding**

(Incorporated with unlimited liability under the Companies Acts, 1963-2006 of Ireland)

**GE Capital UK Funding**

(Incorporated with unlimited liability under the Companies Acts, 1963-2003 of Ireland)

## Euro Medium-Term Notes Due from 9 Months or More from Date of Issue

SUPPLEMENTARY PROSPECTUS INCORPORATING BY REFERENCE THE CURRENT REPORT ON FORM 8-K DATED OCTOBER 18, 2013, THE QUARTERLY REPORT ON FORM 10-Q DATED NOVEMBER 1, 2013 AND THE QUARTERLY REPORT ON FORM 10-Q/A DATED NOVEMBER 1, 2013 (THE "NEW DOCUMENT") OF GENERAL ELECTRIC CAPITAL CORPORATION ("GE CAPITAL")

GE Capital, GE Capital Australia Funding Pty Ltd ("**GEC Australia Funding**"), GE Capital European Funding and GE Capital UK Funding (together with GE Capital European Funding, the "**Irish Issuers**") (GE Capital, GEC Australia Funding and the Irish Issuers, with each affiliate of GE Capital that is designated in the future as an additional issuer, each an "**Issuer**" and, collectively, the "**Issuers**") have prepared this supplementary prospectus (the "**Supplementary Prospectus**" which constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the "**FSMA**"), which definition shall also include all information incorporated by reference herein) for use in connection with Euro Medium-Term Notes (the "**Notes**") issued from time to time under the Issuers' Euro Medium Term Note Programme (the "**Programme**"). The Issuers have also prepared a prospectus dated April 5, 2013 (the "**Prospectus**" which definition also includes the Prospectus, as supplemented, amended or updated from time to time and all information incorporated by reference therein) which has been approved as a base prospectus for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") by the UK Listing Authority, for use in connection with the issue of Notes under the Programme. This Supplementary Prospectus supplements and updates the Prospectus, and should be read in conjunction therewith.

### Purpose of this Supplementary Prospectus

The purpose of this Supplementary Prospectus is (i) to incorporate by reference the Current Report on Form 8-K dated October 18, 2013 (the "**Form 8-K**"), which contains selected financial information related to the results of operation for the nine months ended September 30, 2013 and financial position at September 30, 2013 of GE Capital; (ii) to incorporate by reference the Quarterly Report on Form 10-Q dated November 1, 2013 of GE Capital, for the three months ended September 30, 2013 (the "**Form 10-Q**") and the Form 10-Q/A dated November 4, 2013 of GE Capital, which amends the Form 10-Q; (iii) to update the "significant change" statement set out in the Prospectus; and (iv) to supplement the Summary set out in the Prospectus.

### The New Documents

The New Documents were published on October 18, 2013, November 1, 2013 and November 4, 2013 respectively and have been filed with the United States Securities and Exchange Commission and the Financial Conduct Authority in the United Kingdom. This Supplementary Prospectus is being published to incorporate the New Documents by reference herein. By virtue of this Supplementary Prospectus, the New Documents shall be deemed to be incorporated in, and to form part of, this Supplementary Prospectus. From the date hereof and throughout the lifetime of the Programme, copies of the New Documents will be available free of charge from the registered offices of the Irish Issuers or from the specified office of the Fiscal Agent in London and on the internet at <http://www.ge.com/investor-relations/shareholder-services/personal-investing/sec-filing/general-electric-capital-corporation>.

If the New Documents which are incorporated by reference herein themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplementary Prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) except where such information or other documents are specifically incorporated by reference or attached to this Supplementary Prospectus.

Each Issuer (and in the case of Notes issued by an Issuer other than GE Capital, GE Capital as Guarantor) (each a **Responsible Person** and together, the **Responsible Persons**) accepts responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of each such Responsible Person (each having taken all reasonable care to ensure such is the case) the information contained in this Supplementary Prospectus is in accordance with the facts and does not contain any omission likely to affect the import of such information.

### **General Information**

Since September 30, 2013, there has been no significant change in the financial or trading position of GE Capital and its consolidated subsidiaries.

### **Summary**

The Summary set out on pages 13 to 27 of the Prospectus shall be supplemented to reflect the publication of the Form 8-K. The Summary of the Programme as so supplemented is set out in the Appendix to this Supplement.

This Supplementary Prospectus and the Prospectus should be read in conjunction with all documents which are deemed to be incorporated by reference, which together, constitute a prospectus for the purposes of the Prospectus Directive, and for a particular issue of or Tranche of Notes in conjunction with any applicable Final Terms.

To the extent that there is any inconsistency between (a) any statement in this Supplementary Prospectus or any statement incorporated by reference into the Prospectus by this Supplementary Prospectus and (b) any other statement in or incorporated by reference in the Prospectus prior to the date of this Supplementary Prospectus, the statements in (a) will prevail.

Save as disclosed in this Supplementary Prospectus and the Prospectus there has been no other significant new factor, material mistake or material inaccuracy relating to the information included in the Prospectus since the initial publication of the Prospectus.

In accordance with section 87Q(4) - (6) FSMA, investors who have agreed to purchase or subscribe for Notes issued under the Programme before the Supplementary Prospectus is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplementary Prospectus was published, to withdraw their acceptances. This right to withdraw shall expire by close of business on 12 November, 2013. Investors can exercise their right to withdraw their acceptances by contacting the person from whom any such investor has agreed to purchase or subscribe for such notes before the above deadline.

See "Risk factors" in the Prospectus for a discussion of certain risks that should be considered in connection with certain types of Notes which may be offered under the Programme.

## APPENDIX

### SUMMARY

Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for the Notes, the Issuer and the Guarantor. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in a summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element should be included in the summary explaining why it is not applicable.

#### Section A – Introduction and warnings

Element	
A.1	<ul style="list-style-type: none"> <li>• <b>This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms.</b></li> <li>• <b>Any decision to invest in any Notes should be based on a consideration of this Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms.</b></li> <li>• <b>Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus and the applicable Final Terms before the legal proceedings are initiated.</b></li> <li>• <b>No civil liability will attach to the Issuers or the Guarantor in any such Member State solely on the basis of this summary, including any translation hereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of this Base Prospectus and the applicable Final Terms or, following the implementation of the relevant provisions of Directive 2010/73/EU in the relevant Member State, it does not provide, when read together with the other parts of this Base Prospectus and the applicable Final Terms, key information (as defined in Article 2.1(s) of the Prospectus Directive) in order to aid investors when considering whether to invest in the Notes.</b></li> </ul>
A.2	<p>Certain Tranches of Notes with a denomination of less than €100,000 (or its equivalent in any other currency) may be offered in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus. Any such offer is referred to as a "<b>Public Offer</b>".</p> <p><i>Issue specific summary:</i></p> <p>[Not Applicable; the Notes are issued in denominations of at least €100,000 (or its equivalent in any other currency).]</p> <p>[<i>Consent:</i> Subject to the conditions set out below, the Issuer consents to the use of this Base Prospectus in connection with a Public Offer of Notes by the Managers[, [<i>names of specific financial intermediaries listed in final terms.</i>] [and] [each financial intermediary whose name is published on the website of the London Stock Exchange through a regulatory information service and identified as an Authorized Offeror in respect of the relevant Public Offer [and any financial intermediary which is authorized to make such offers under the Financial Services and Markets Act 2000, as amended, or other applicable legislation implementing the Markets in Financial Instruments Directive (Directive 2004/39/EC) and publishes on its website the following statement (with the information in square brackets being completed with the relevant information):</p>

Element	
	<p>"We, [insert legal name of financial intermediary], refer to the [insert title of relevant Notes] (the "<b>Notes</b>") described in the Final Terms dated [insert date] (the "<b>Final Terms</b>") published by [ ] (the "<b>Issuer</b>"). We hereby accept the offer by the Issuer of its consent to our use of the Base Prospectus (as defined in the Final Terms) in connection with the offer of the Notes in accordance with the Authorized Offeror Terms and subject to the conditions to such consent, each as specified in the Base Prospectus, and we are using the Base Prospectus accordingly."],</p> <p>(each an "<b>Authorized Offeror</b>").</p> <p><i>Offer period:</i> The Issuer's consent referred to above is given for Public Offers of Notes during [offer period for the issue to be specified here] (the "<b>Offer Period</b>").</p> <p><i>Conditions to consent:</i> The conditions to the Issuer's consent [(in addition to the conditions referred to above)] are that such consent (a) is only valid during the Offer Period; (b) only extends to the use of this Base Prospectus to make Public Offers of the relevant Tranche of Notes in [specify each Relevant Member State in which the particular Tranche of Notes can be offered] and (c) [specify any other conditions applicable to the Public Offer of the particular Tranche, as set out in the Final Terms].</p> <p><b>AN INVESTOR INTENDING TO ACQUIRE OR ACQUIRING ANY NOTES IN A PUBLIC OFFER FROM AN AUTHORIZED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH NOTES TO AN INVESTOR BY SUCH AUTHORIZED OFFEROR WILL BE MADE, IN ACCORDANCE WITH ANY TERMS AND OTHER ARRANGEMENTS IN PLACE BETWEEN SUCH AUTHORIZED OFFEROR AND SUCH INVESTOR INCLUDING AS TO PRICE, ALLOCATIONS AND SETTLEMENT ARRANGEMENTS. THE INVESTOR MUST LOOK TO THE RELEVANT AUTHORIZED OFFEROR AT THE TIME OF SUCH OFFER FOR THE PROVISION OF SUCH INFORMATION AND THE RELEVANT AUTHORIZED OFFEROR WILL BE RESPONSIBLE FOR SUCH INFORMATION.]</b></p>

#### Section B – Issuers and Guarantor

Element	Title	
<b>B.1</b>	Legal and commercial name of the Issuer	<p>General Electric Capital Corporation ("<b>GE Capital</b>")</p> <p>GE Capital Australia Funding Pty. Ltd. ("<b>GE Capital Australia Funding</b>")</p> <p>GE Capital European Funding</p> <p>GE Capital UK Funding</p>
<b>B.2</b>	Domicile/legal form/legislation/country of incorporation	<p>GE Capital is a corporation incorporated in the State of Delaware, U.S.A. under the laws of the State of Delaware, U.S.A.</p> <p>GE Capital Australia Funding is a limited liability proprietary company incorporated and domiciled in the state of Victoria, Australia under the Corporations Act 2001 of the Commonwealth of Australia.</p> <p>Each of GE Capital European Funding and GE Capital UK is a public unlimited company incorporated and domiciled in Ireland under the Companies Acts, 1963 to 2012 of Ireland.</p>
<b>B.4b</b>	Trend information	Not Applicable. There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the prospects of GE

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		Capital, GE Capital Australia Funding, GE Capital European Funding or GE Capital UK Funding for their respective current financial years. Any decision to invest in any Notes should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms.																																																				
<b>B.5</b>	Description of the Group	<p>GE Capital is a wholly owned direct subsidiary of General Electric Company, the ultimate parent company of the group.</p> <p>GE Capital Australia Funding is a wholly owned direct subsidiary of GE Capital, which is a wholly owned direct subsidiary of General Electric Company, the ultimate parent company of the group.</p> <p>GE Capital European Funding and GE Capital UK Funding are indirect subsidiaries of GE Capital, which is a wholly-owned direct subsidiary of General Electric Company, the ultimate parent company of the group.</p>																																																				
<b>B.9</b>	Profit forecast or estimate	Not Applicable. No profit forecasts or estimates have been made in the Base Prospectus.																																																				
<b>B.10</b>	Audit report qualifications	Not Applicable. No qualifications are contained in any audit or review report included in the Base Prospectus.																																																				
<b>B.12</b>	Selected historical key financial information:	<p><b>GE Capital</b></p> <p>The table below sets out summary information extracted from GE Capital's audited statement of financial position as at December 31, 2011 and 2012 and unaudited statement of financial position as at September 30, 2013:</p> <p><i>(in millions, except share amounts)</i></p> <table border="1"> <thead> <tr> <th></th> <th style="text-align: right;"><u>September 30,</u> <u>2013<sup>1</sup></u></th> <th style="text-align: right;"><u>December 31,</u> <u>2012</u></th> <th style="text-align: right;"><u>December 31,</u> <u>2011</u></th> </tr> </thead> <tbody> <tr> <td colspan="4"><b>Assets</b></td> </tr> <tr> <td>Cash and equivalents</td> <td style="text-align: right;">\$ 76,298</td> <td style="text-align: right;">\$ 61,941</td> <td style="text-align: right;">\$ 76,702</td> </tr> <tr> <td>Financing receivables – net</td> <td style="text-align: right;">254,223</td> <td style="text-align: right;">268,951</td> <td style="text-align: right;">288,847</td> </tr> <tr> <td>Other assets</td> <td style="text-align: right;">190,188</td> <td style="text-align: right;">208,447</td> <td style="text-align: right;">218,987</td> </tr> <tr> <td>Total assets</td> <td style="text-align: right;"><u>\$ 520,709</u></td> <td style="text-align: right;"><u>\$ 539,339</u></td> <td style="text-align: right;"><u>\$ 584,536</u></td> </tr> <tr> <td colspan="4"><b>Liabilities and equity</b></td> </tr> <tr> <td>Short-term borrowings</td> <td style="text-align: right;">79,830</td> <td style="text-align: right;">\$ 95,940</td> <td style="text-align: right;">\$ 136,333</td> </tr> <tr> <td>Long-term borrowings</td> <td style="text-align: right;">215,503</td> <td style="text-align: right;">224,776</td> <td style="text-align: right;">234,391</td> </tr> <tr> <td>Other liabilities</td> <td style="text-align: right;">140,723</td> <td style="text-align: right;">136,026</td> <td style="text-align: right;">136,012</td> </tr> <tr> <td>Total liabilities</td> <td style="text-align: right;"><u>\$ 436,056</u></td> <td style="text-align: right;"><u>\$ 456,742</u></td> <td style="text-align: right;"><u>\$ 506,736</u></td> </tr> <tr> <td>Total equity</td> <td style="text-align: right;"><u>84,653</u></td> <td style="text-align: right;"><u>82,597</u></td> <td style="text-align: right;"><u>77,800</u></td> </tr> <tr> <td>Total liabilities and equity</td> <td style="text-align: right;"><u>\$ 520,709</u></td> <td style="text-align: right;"><u>\$ 539,339</u></td> <td style="text-align: right;"><u>\$ 584,536</u></td> </tr> </tbody> </table>		<u>September 30,</u> <u>2013<sup>1</sup></u>	<u>December 31,</u> <u>2012</u>	<u>December 31,</u> <u>2011</u>	<b>Assets</b>				Cash and equivalents	\$ 76,298	\$ 61,941	\$ 76,702	Financing receivables – net	254,223	268,951	288,847	Other assets	190,188	208,447	218,987	Total assets	<u>\$ 520,709</u>	<u>\$ 539,339</u>	<u>\$ 584,536</u>	<b>Liabilities and equity</b>				Short-term borrowings	79,830	\$ 95,940	\$ 136,333	Long-term borrowings	215,503	224,776	234,391	Other liabilities	140,723	136,026	136,012	Total liabilities	<u>\$ 436,056</u>	<u>\$ 456,742</u>	<u>\$ 506,736</u>	Total equity	<u>84,653</u>	<u>82,597</u>	<u>77,800</u>	Total liabilities and equity	<u>\$ 520,709</u>	<u>\$ 539,339</u>	<u>\$ 584,536</u>
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<sup>1</sup> The selected historical key financial information of GE Capital has been updated in this Summary to include the selected financial information related to the financial position at September 30, 2013 of GE Capital. Accordingly, the first column titled “September 30, 2013” is new to element B.12 of the Summary.

Element	Title			
	There has been no material adverse change in the prospects of GE Capital since December 31, 2012. There have been no significant changes in the financial or trading position of GE Capital subsequent to September 30, 2013.			
	<b>GE Capital Australia Funding</b>			
	The table below sets out summary information extracted from GE Capital Australia Funding's audited statement of financial position as at December 31, 2011 and 2012 and unaudited statement of financial position as at June 30, 2013:			
	<i>(in millions)</i>	<b>June 30, 2013</b>	<b>December 31, 2012</b>	<b>December 31, 2011</b>
	<b>Assets</b>			
	Cash and cash equivalents	A\$ 4,502	A\$ 3,154	A\$ 6,837
	Receivables	20,698	20,802	15,350
	Other assets	220	251	183
	<b>Total assets</b>	<b>A\$ 25,420</b>	<b>A\$ 24,207</b>	<b>A\$ 22,370</b>
	<b>Liabilities and equity</b>			
	Interest bearing liabilities	A\$ 24,946	A\$ 23,995	A\$ 21,987
	Other liabilities	156	128	236
	<b>Total liabilities</b>	<b>25,102</b>	<b>24,123</b>	<b>22,223</b>
	Total equity	318	84	147
	<b>Total liabilities and equity</b>	<b>A\$ 25,420</b>	<b>A\$ 24,207</b>	<b>A\$ 22,370</b>
	There has been no material adverse change in the prospects of GE Capital Australia Funding since December 31, 2012. There have been no significant changes in the financial or trading position of GE Capital Australia Funding subsequent to June 30, 2013.			
	<b>GE Capital European Funding</b>			
	The table below sets out summary information extracted from GE Capital European Funding's audited statement of financial position as at December 31, 2011 and 2012 and unaudited statement of financial position as at June 30, 2013:			
	<i>(in millions)</i>	<b>June 30, 2013</b>	<b>December 31, 2012</b>	<b>December 31, 2011</b>
	<b>Assets</b>			
	Loans and advances to affiliates	€ 38,621	€ 40,761	€ 41,602
	Other assets	4,143	3,204	3,452
	<b>Total assets</b>	<b>€ 42,764</b>	<b>€ 43,965</b>	<b>€ 45,054</b>
	<b>Liabilities and equity</b>			
	Debt securities issued	€ 40,261	€ 41,576	€ 42,464
	Other liabilities	1,901	1,776	2,002
	<b>Total liabilities</b>	<b>42,162</b>	<b>43,352</b>	<b>44,466</b>
	Total equity	602	613	588
	<b>Total liabilities and equity</b>	<b>€ 42,764</b>	<b>€ 43,965</b>	<b>€ 45,054</b>

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		<p>There has been no material adverse change in the prospects of GE Capital European Funding since December 31, 2012. There have been no significant changes in the financial or trading position of GE Capital European Funding subsequent to June 30, 2013.</p>																																														
	<p><b>GE Capital UK Funding</b></p> <p>The table below sets out summary information extracted from GE Capital UK Funding's audited statement of financial position as at December 31, 2011 and 2012 and unaudited statement of financial position as at June 30, 2013:</p> <p><i>(in millions)</i></p> <table border="1" data-bbox="240 663 1417 1160"> <thead> <tr> <th></th> <th style="text-align: right;">June 30, 2013</th> <th style="text-align: right;">December 31, 2012</th> <th style="text-align: right;">December 31, 2011</th> </tr> </thead> <tbody> <tr> <td colspan="4"><b>Assets</b></td> </tr> <tr> <td>Loans and advances to affiliates</td> <td style="text-align: right;">£ 9,023</td> <td style="text-align: right;">£ 9,407</td> <td style="text-align: right;">£ 9,335</td> </tr> <tr> <td>Other assets</td> <td style="text-align: right;">1,515</td> <td style="text-align: right;">1,326</td> <td style="text-align: right;">1,347</td> </tr> <tr> <td>Total assets</td> <td style="text-align: right;"><u>£ 10,538</u></td> <td style="text-align: right;"><u>£ 10,733</u></td> <td style="text-align: right;"><u>£ 10,682</u></td> </tr> <tr> <td colspan="4"><b>Liabilities and equity</b></td> </tr> <tr> <td>Debt securities issued</td> <td style="text-align: right;">£ 9,161</td> <td style="text-align: right;">£ 9,460</td> <td style="text-align: right;">£ 9,559</td> </tr> <tr> <td>Other liabilities</td> <td style="text-align: right;">1,261</td> <td style="text-align: right;">1,174</td> <td style="text-align: right;">1,006</td> </tr> <tr> <td>Total liabilities</td> <td style="text-align: right;"><u>10,422</u></td> <td style="text-align: right;"><u>10,634</u></td> <td style="text-align: right;"><u>10,565</u></td> </tr> <tr> <td>Total equity</td> <td style="text-align: right;"><u>116</u></td> <td style="text-align: right;"><u>99</u></td> <td style="text-align: right;"><u>117</u></td> </tr> <tr> <td>Total liabilities and equity</td> <td style="text-align: right;"><u>£ 10,538</u></td> <td style="text-align: right;"><u>£ 10,733</u></td> <td style="text-align: right;"><u>£ 10,682</u></td> </tr> </tbody> </table> <p>There has been no material adverse change in the prospects of GE Capital UK Funding since December 31, 2012. There have been no significant changes in the financial or trading position of GE Capital UK Funding subsequent to June 30, 2013.</p>		June 30, 2013	December 31, 2012	December 31, 2011	<b>Assets</b>				Loans and advances to affiliates	£ 9,023	£ 9,407	£ 9,335	Other assets	1,515	1,326	1,347	Total assets	<u>£ 10,538</u>	<u>£ 10,733</u>	<u>£ 10,682</u>	<b>Liabilities and equity</b>				Debt securities issued	£ 9,161	£ 9,460	£ 9,559	Other liabilities	1,261	1,174	1,006	Total liabilities	<u>10,422</u>	<u>10,634</u>	<u>10,565</u>	Total equity	<u>116</u>	<u>99</u>	<u>117</u>	Total liabilities and equity	<u>£ 10,538</u>	<u>£ 10,733</u>	<u>£ 10,682</u>			
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<b>B.13</b>	Events impacting the Issuer's solvency	<p>Not Applicable. There are no recent events particular to GE Capital, GE Capital Australia Funding, GE Capital European Funding or GE Capital UK Funding which are to a material extent relevant to the evaluation of the solvency of GE Capital, GE Capital Australia Funding, GE Capital European Funding or GE Capital UK Funding. Any decision to invest in any Notes should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms.</p>																																														
<b>B.14</b>	Dependence upon other group entities	<p>GE Capital is not dependent on other members of the group.</p> <p>GE Capital Australia Funding is dependent on GE Capital for a substantial part of its funding.</p> <p>GE Capital UK Funding is dependent on GE Capital European Funding for the provision of certain services.</p> <p>GE Capital Australia Funding, GE Capital European Funding and GE Capital UK Funding are dependent on the performance of the affiliated companies to which they make loans.</p>																																														

Element	Title	
B.15	Principal activities	<p>GE Capital offers diversified financing and services in North America, South America, Europe, Australia and Asia.</p> <p>GE Capital Australia Funding is primarily engaged in obtaining financing in public markets to fund the operations of affiliated operating companies in Australia, principally by way of loans to such affiliated companies.</p> <p>GE Capital European Funding and GE Capital UK Funding provide financial service activities, including obtaining financing in the capital markets for the purposes of funding the operations of affiliated companies.</p>
B.16	Controlling shareholders	<p>GE Capital is a wholly owned direct subsidiary of General Electric Company, the ultimate parent company of the group.</p> <p>GE Capital Australia Funding is a wholly-owned direct subsidiary of GE Capital, which is a wholly owned direct subsidiary of General Electric Company, the ultimate parent company of the group.</p> <p>GE Capital European Funding and GE Capital UK Funding are wholly owned indirect subsidiaries of GE Capital, which is a wholly owned direct subsidiary of General Electric Company, the ultimate parent company of the group.</p>
B.17	Credit ratings	<p>As of April 2, 2013, each Issuer's long-term unsecured debt credit rating from S&amp;P was "AA+" with a stable outlook and as of April 2, 2013, each Issuer's long-term unsecured debt credit rating from Moody's was "A1" with a stable outlook. As of April 2, 2013, each Issuer's short-term credit rating from S&amp;P was "A-1+" and as of April 2, 2013, each Issuer's short-term credit rating from Moody's was "P-1".</p> <p>As of March 28, 2013, Moody's assigned ratings of "A1" for senior issues of Notes under the Programme and "A2" for subordinated issues of Notes under the Programme. As of March 28, 2013, S&amp;P assigned ratings of "AA+/A-1+" for senior issues of Notes under the Programme and a rating of "AA" for subordinated issues of Notes under the Programme.</p> <p>Notes issued under the Programme may be rated or unrated by either of the rating agencies referred to above. Where a Tranche of Notes is rated, such rating will not necessarily be the same as the rating assigned to the Programme by the relevant rating agency.</p> <p><b>Issue specific summary:</b></p> <p>[The Notes [have been/are expected to be] rated [specify rating(s) of Tranche being issued] by [specify rating agent(s)].]</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>
B.18	Description of the Guarantee	<p>The Notes (other than Notes issued by GE Capital) will be unconditionally and irrevocably guaranteed by the Guarantor (as defined below). The Guarantee may be issued on either a senior basis ("<b>Senior Guarantee</b>") in the case of a Guarantee</p>



Element	Title	
		<p>relating to Notes issued on a senior basis ("<b>Senior Notes</b>") or a subordinated basis ("<b>Subordinated Guarantee</b>") in the case of Notes issued on a subordinated basis ("<b>Subordinated Notes</b>").</p> <p>The obligations of the Guarantor under its Senior Guarantee will be (i) unsecured and will rank equally with all other unsecured and unsubordinated indebtedness of the Guarantor and (ii) effectively junior to the liabilities of the Guarantor's subsidiaries.</p> <p>The obligations of the Guarantor under its Subordinated Guarantee will (i) constitute general unsecured obligations of the Guarantor, (ii) rank subordinated in right of payment to all of the Guarantor's senior indebtedness and (iii) be effectively junior to the liabilities of the Guarantor's subsidiaries.</p>
<b>B.19</b>	Information about the Guarantor	GE Capital may be an Issuer or a guarantor of Notes under the Programme. Information relating to GE Capital (in its capacity as guarantor, the " <b>Guarantor</b> ") is set out in this Section B.

### Section C – Securities

Element	Title	
<b>C.1</b>	Description of Notes/ISIN	<p>The Notes to be issued under the Programme may be Registered Notes or Bearer Notes. Bearer Notes are subject to U.S. tax law requirements and may not be issued unless such issuance (i) is permitted under U.S. federal income tax law at the time of issuance without adverse consequences to the relevant Issuer or the Guarantor and (ii) is conducted in accordance with the requirements of U.S. federal income tax law in effect at the time of such issuance.</p> <p>The Notes to be issued under the Programme may be Fixed Rate Notes, Floating Rate Notes, Original Issue Discount Notes, Amortizing Notes or a combination of the foregoing.</p> <p><i>Issue specific summary:</i></p> <p>The Notes are [£/€/U.S.\$/other] [ ] [[ ]%/Floating Rate/Original Issue Discount/Amortizing] [Registered/Bearer] [Senior/Subordinated] Notes due [ ].</p> <p>International Securities Identification Number ("<b>ISIN</b>") : [ ]</p>
<b>C.2</b>	Currency	<p>Subject to compliance with all applicable laws, regulations and directives, Notes may be issued in any currency agreed between the Issuer and the relevant Dealer at the time of issue.</p> <p><i>Issue specific summary:</i></p> <p>The currency of this Series of Notes is [Pounds Sterling ("£")/Euro ("€")/U.S. dollars ("U.S.\$")/Other ([ ])].</p>
<b>C.5</b>	Restrictions on transferability	Not Applicable. There are no restrictions on the free transferability of the Notes.

Element	Title	
C.8	Rights attached to the Notes, including ranking and limitations on those rights	<p>Notes issued under the Programme will have terms and conditions relating to, among other matters:</p> <p><b><i>Status and Subordination</i></b></p> <p>Notes may be Senior Notes or Subordinated Notes.</p> <p>Senior Notes will be (i) unsecured and rank equally with all other unsecured and unsubordinated indebtedness of the Issuer and (ii) effectively junior to the liabilities of the Issuer's subsidiaries, if any.</p> <p>Subordinated Notes will (i) constitute general unsecured obligations of the Issuer, (ii) rank subordinated in right of payment to all of the Issuer's senior indebtedness and (iii) be effectively junior to the liabilities of the Issuer's subsidiaries, if any.</p> <p><b><i>Issue specific summary</i></b></p> <p>[The Notes are [Senior Notes/Subordinated Notes].]</p> <p><b><i>Taxation</i></b></p> <p>All payments in respect of Notes will be made without withholding of or deduction for, or on account of taxes or charges imposed by any governmental authority or agency in the jurisdiction of the relevant Issuer, or, if applicable, the Guarantor, unless required by law. In the event that any such withholding or deduction is made, the Issuer or, as the case may be, the Guarantor will, save in certain limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.</p> <p><b><i>Issuer's negative pledge</i></b></p> <p>The terms of the Notes will not contain a negative pledge provision.</p> <p><b><i>Guarantor's negative pledge</i></b></p> <p>The terms of the Guarantee in respect of Notes will not contain a negative pledge provision.</p> <p><b><i>Events of default – Senior Notes</i></b></p> <p>The terms of the Senior Notes will contain, amongst others, the following events of default:</p> <ul style="list-style-type: none"> <li>(a) default in payment of any interest due in respect of the Senior Notes, continuing for a period of 30 days;</li> <li>(b) default in payment of any principal or premium, if any, due in respect of the Senior Notes;</li> <li>(c) non-performance or non-observance by the Issuer and the Guarantor of any of their respective other obligations under the provisions of the Senior Notes or the related Guarantee, in certain cases continuing for a period of 60 days after the date on which written notice of such non-performance or non-observance is</li> </ul>

Element	Title	
		<p>given;</p> <p>(d) cross-acceleration in respect of: (i) any other series of notes or any indebtedness which GE Capital has outstanding in the aggregate principal amount of at least U.S.\$100,000,000 (or its equivalent in other currencies); (ii) in the case of Senior Notes issued by GE Capital Australia Funding, any other series of notes or any indebtedness which GE Capital Australia Funding has outstanding in the aggregate principal amount of at least A\$10,000,000 (or its equivalent in other currencies); (iii) in the case of Senior Notes issued by GE Capital European Funding or GE Capital UK Funding, any other series of notes or any indebtedness which GE Capital European Funding or GE Capital UK Funding has outstanding in the aggregate principal amount of at least U.S.\$10,000,000 (or its equivalent in other currencies), if such acceleration is not rescinded or annulled within ten calendar days after written notice thereof has been given to the Issuer, the Guarantor, as the case may be, and the Fiscal Agent by the holders of at least 25% in aggregate principal amount of the Senior Notes outstanding, provided that, if the event of default under such other series of notes or indebtedness is timely remedied, cured or waived, then the event of default under the Senior Notes shall be deemed likewise to have been remedied, cured or waived;</p> <p>(e) events relating to the insolvency or winding up of the Issuer or the Guarantor.</p> <p><b><i>Events of default – Subordinated Notes</i></b></p> <p>The terms of the Subordinated Notes will contain, amongst others, the following events of default:</p> <p>(f) default in payment of interest due in respect of the Subordinated Notes, continuing for a period of 30 days;</p> <p>(g) default in the payment of principal or premium, if any, on any Subordinated Notes; and</p> <p>(h) certain events relating to the insolvency or winding up of the Issuer or the Guarantor.</p> <p>An event of default under one series of Subordinated Notes does not necessarily constitute an event of default under any other series of Subordinated Notes.</p> <p><b><i>Meetings</i></b></p> <p>The terms of the Notes will contain provisions for calling meetings of holders of such Notes to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</p> <p><b><i>Governing law</i></b></p> <p>New York law.</p>
C.9	Interest/	<b><i>Interest</i></b>

Element	Title	
	Redemption	<p>Notes may or may not bear interest. Interest-bearing Notes will either bear interest payable at a fixed rate or a floating rate.</p> <p><i>Issue specific summary:</i></p> <p>[The Notes bear interest [from their date of issue/from [ ]] at the fixed rate of [ ]% per annum. The yield of the Notes is [ ]%. Interest will be paid [annually/semi-annually/quarterly/monthly] in arrears on [ ] [and [ ]] in each [year/month]. The first interest payment will be made on [ ].]</p> <p>[The Notes bear interest [from their date of issue/from [ ]] at a floating rate calculated by reference to [<i>specify interest rate basis for Notes being issued</i>] [plus/minus] a spread of [ ]%. Interest will be paid [annually/semi-annually/quarterly/monthly] in arrears on [ ] [and [ ]] in each [year/month], subject to adjustment for non-business days. The first interest payment will be made on [ ].]</p> <p>[The [Fixed Interest Rate/Spread] will be increased by [ ]% on [ ] [and further increased by [ ]% on [ ].]</p> <p>[The Notes do not bear any interest [and will be offered and sold at a discount to their nominal amount].]</p> <p><b>Redemption</b></p> <p>The terms under which Notes may be redeemed (including the maturity date as well as any provisions relating to early redemption) will be agreed between the Issuer and the relevant Dealer at the time of issue of the relevant Notes.</p> <p><i>Issue specific summary:</i></p> <p>[Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on [ ] at [ ]% of the nominal amount.]</p> <p>[Unless previously redeemed, purchased and cancelled, each Note will be partially redeemed on each Installment Date at the Installment Amount, whereupon the outstanding principal amount of such Note shall be reduced by the Installment Amount for all purposes.</p> <p>The Installment Amount per Note corresponding to the applicable Installment Date is as follows: [ ]]</p> <p>The Notes may be redeemed early for tax reasons [or [<i>specify any other early redemption option applicable to the Notes being issued</i>]] at [par].</p> <p><b>Representative of holders</b></p> <p>Not Applicable – No representative of the Noteholders has been appointed by the Issuer.</p>
C.10	Derivative component in the	Not Applicable – There is no derivative component in the interest payments.

Element	Title	
	interest payments	
C.11	Listing and Admission to trading in respect of Notes with a denomination of less than EUR100,000 (or its equivalent in other currencies)	<p>Notes issued under the Programme may be listed and admitted to trading on the London Stock Exchange or the MOT.</p> <p><i>Issue specific summary:</i></p> <p>[Application [has been][is expected to be] made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the [regulated market of the London Stock Exchange/MOT].][The Notes will not be listed.]</p>
C.21	Admission to trading in respect of Notes with a denomination of at least EUR100,000 (or its equivalent in other currencies)	<p>Notes issued under the Programme may be listed and admitted to trading on the London Stock Exchange or the MOT.</p> <p><i>Issue specific summary:</i></p> <p>Application [has been][is expected to be] made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the [regulated market of the London Stock Exchange/MOT].</p>

#### Section D – Risks

Element	Title	
D.2	Key risks regarding the Issuer	<p>In purchasing Notes, investors assume the risk that the Issuer [and the Guarantor] may become insolvent or otherwise be unable to make all payments due in respect of the Notes. There is a wide range of factors which individually or together could result in the Issuer [and the Guarantor] becoming unable to make all payments due in respect of the Notes. It is not possible to identify all such factors or to determine which factors are most likely to occur, as the Issuer [and the Guarantor] may not be aware of all relevant factors and certain factors which [it/they] currently deem not to be material may become material as a result of the occurrence of events outside the Issuer's [and the Guarantor's] control. The Issuer [and the Guarantor] [has/have] identified a number of factors which could materially adversely affect the business of GE Capital and its consolidated subsidiaries and the ability of the Issuer (or Guarantor, as the case may be) to make payments under the Notes. These factors are:</p> <ul style="list-style-type: none"> <li>• GE Capital's growth is subject to global economic and political risks;</li> <li>• GE Capital is subject to a wide variety of laws, regulations and government policies that may change in significant ways;</li> <li>• GE Capital is subject to legal proceedings and legal compliance risks;</li> <li>• the success of GE Capital's business depends on achieving its strategic objectives, including through acquisitions, joint ventures, dispositions and restructurings;</li> <li>• sustained increases in costs of pension and healthcare benefits may reduce the profitability of General Electric Company and its consolidated subsidiaries ("<b>GE Company</b>");</li> <li>• conditions in the financial and credit markets may affect the availability and cost of GE Capital funding;</li> </ul>

Element	Title	
		<ul style="list-style-type: none"> <li>• if conditions in the financial markets deteriorate, they may adversely affect the business and results of operations of GE Capital as well as the soundness of financial institutions and governments with which GE Capital deals;</li> <li>• the real estate markets in which GE Capital participates are highly dependent on economic conditions, the deterioration of which may adversely affect GE Capital's business, financial position and results of operations;</li> <li>• failure to maintain GE Capital's credit ratings could adversely affect its cost of funds and related margins, liquidity, competitive position and access to capital markets;</li> <li>• current conditions in the global economy and the major industries GE Company serves also may materially and adversely affect the business and results of operations of GE Company's non-financial businesses;</li> <li>• increased IT security requirements, vulnerabilities, threats and more sophisticated and targeted computer crime could pose a risk to GE Capital's systems, networks, products, solutions, services and data;</li> <li>• GE Company may face operational failures that could have a material adverse effect on its business, reputation, financial position and results of operations, and it is dependent on maintenance of existing product lines, market acceptance of new product introductions and product innovations for continued revenue growth;</li> <li>• GE Capital's intellectual property portfolio may not prevent competitors from independently developing products and services similar to or duplicative to GE Company's; and</li> <li>• significant raw material shortages, supplier capacity constraints, supplier production disruptions, supplier quality and sourcing issues or price increases could increase GE Capital's operating costs and adversely impact the competitive positions of GE Company's products.</li> </ul>
<b>D.3</b>	Key risks regarding the Notes	<p>There are also risks associated with the Notes. These include a range of market risks (including that there may be no or only a limited secondary market in the Notes, that the value of an investor's investment may be adversely affected by exchange rate movements where the Notes are not denominated in the investor's own currency, that any credit rating assigned to the Notes may not adequately reflect all the risks associated with an investment in the Notes and that changes in interest rates will affect the value of Notes which bear interest at a fixed rate), that Subordinated Notes will rank junior to senior indebtedness, the fact that the conditions of the Notes may be modified without the consent of the holder in certain circumstances, that the holder may not receive payment of the full amounts due in respect of the Notes as a result of amounts being withheld by the Issuer in order to comply with applicable law and that investors are exposed to the risk of changes in law or regulation affecting the value of Notes held by them.</p>

### Section E – Offer

Element	Title	
<b>E.2b</b>	Use of proceeds	The net proceeds from each issue of Notes will be added to the general funds of the relevant Issuer and will be available for financing each of their, and the group's,

Element	Title	
		<p>respective operations.</p> <p><b>[Issue specific summary:</b></p> <p>The net proceeds from the issue of Notes will be [added to the general funds of the Issuer and will be available for financing its, and the group's, operations]/[applied by the Issuer for [ ]].</p>
E.3	Terms and conditions of the offer	<p>Under the programme, the Notes may be offered to the public in a Public Offer in Belgium, Germany, Ireland, Italy, Luxembourg, The Netherlands, Spain and the United Kingdom.</p> <p>The terms and conditions of each offer of Notes will be determined by agreement between the Issuer and the relevant Dealers at the time of issue and specified in the applicable Final Terms. An Investor intending to acquire or acquiring any Notes in a Public Offer from an Authorized Offeror will do so, and offers and sales of such Notes to an Investor by such Authorized Offeror will be made, in accordance with any terms and other arrangements in place between such Authorized Offeror and such Investor including as to price, allocations and settlement arrangements.</p> <p><b>Issue specific summary:</b></p> <p>[Not Applicable – the Notes are issued in denominations of at least €100,000 (or its equivalent in any other currency)].</p> <p>[This issue of Notes is being addressed solely to qualified investors (as defined under the Prospectus Directive).]</p> <p>[This issue of Notes is being offered in a Public Offer in [Belgium, Germany, Ireland, Italy, Luxembourg, The Netherlands Spain and the United Kingdom]].</p> <p>The issue price of the Notes is [ ] % of their nominal amount.</p> <p>[Offer Price: [Not Applicable/[ ]]</p> <p>Conditions to which the offer is subject: [Not Applicable/[ ]]</p> <p>Description of the application process: [Not Applicable/[ ]]</p> <p>Details of the minimum and/or maximum amount of application (whether in numbers of securities or aggregate amount to invest): [Not Applicable/[ ]]</p> <p>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: [Not Applicable/[ ]]</p> <p>Details of the method and time limits for paying up and delivering the Notes: [Not Applicable/[ ]]</p> <p>Full description of the manner and date on which results of the offer are to be made to [Not Applicable/[ ]]</p>

Element	Title	
		<p>public:</p> <p>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: [Not Applicable/[ ]]</p> <p>Process for notification to applicants of the amount of Notes allotted and indication whether dealing may begin before notification is made: [Not Applicable/[ ]]</p> <p>Details of any tranche(s) reserved for specific country: [Not Applicable/[ ]]</p> <p>Amount of any expenses and taxes specifically charged to the subscriber or purchaser: [Not Applicable/[ ]]</p> <p>Name(s) and address(es), to the extent [ ] (the "<b>Authorized Offerors</b>") known to the Issuer, of the placers in the various countries where the offer takes place.</p>
E.4	Interest of natural and legal persons involved in the issue/offer	<p>The relevant Dealers may be paid fees in relation to any issue of Notes under the Programme. Any such Dealer and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.</p> <p><i>Issue specific summary</i></p> <p>[Other than as mentioned above, [and save for[ ]], so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer, including conflicting interests.]</p>
E.7	Expenses charged to the investor by the Issuer or an Offeror	<p>[Not Applicable – No expenses will be charged to investors by the Issuer.]</p> <p>[It is not anticipated that the Issuer will charge any expenses to investors in connection with any issue of Notes under the Programme. Other Authorized Offerors (as defined above) may, however, charge expenses to investors. Such expenses (if any) will be determined on a case by case basis but would be expected to be in the range of between 1% and 7% of the nominal amount of the Notes to be purchased by the relevant investor unless specified below with respect to a specific issue of Notes.</p> <p><i>Issue specific summary:</i></p> <p>No expenses are being charged to an investor by the Issuer. For this specific issue, however, expenses may be charged by an Authorized Offeror (as defined above) in the range between [ ]% and [ ]% of the nominal amount of the Notes to be purchased by the relevant investor.]</p>



