

## **Audit Committee Charter**

*As Amended December 8, 2023*

### **Purpose**

The Audit Committee (the "Committee") is established by the Board of Directors (the "Board") of The Boeing Company (the "Company") for the primary purpose of assisting the Board in oversight of the:

1. Integrity of the Company's financial statements,
2. Company's internal control environment and compliance with legal and regulatory requirements,
3. Independent auditor's qualifications and independence,
4. Company's processes for assessing key strategic, operational and compliance risks, and
5. Performance of the Company's internal audit function and independent auditor.

### **Members**

The Committee shall consist of three or more directors, each of whom shall meet the independence and financial literacy requirements of the New York Stock Exchange and the rules of the Securities and Exchange Commission (the "SEC") and shall be free from any relationship, including disallowed compensatory arrangements, that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. The Chair and the other members of the Committee shall be elected annually by the Board and may be removed by the Board at its discretion. At least one member of the Committee shall be a "financial expert," as determined by the Board, in compliance with the criteria established by the SEC.

### **Meetings**

The Committee shall meet in conjunction with regular Board meetings and at such other times as called by or on behalf of its Chair. The Committee meets in executive session, including with its advisors and/or management, as it deems necessary or appropriate. The results of Committee meetings and other actions of the Committee shall be reported to the full Board.

The Company'

unanimous written consent in lieu of a meeting.

## **Responsibilities**

treatments, and the treatment preferred by the independent auditor; and

Other material written communications between the independent auditor and management, such as "management" or "internal control" letters or schedules of unadjusted differences.

11. Review with the independent auditors, internal auditors, and members of senior management the adequacy and effectiveness of the Company's internal controls and financial reporting processes, including any significant deficiencies or material weaknesses, as well as significant changes in internal controls reported by the independent auditor or management.
12. Meet periodically with management, the VP-Corporate Audit, and the independent auditors in separate executive sessions.
13. Review the Company's internal audit plan, including the responsibilities, budget, and staffing of the Company's internal audit function, and receive regular reporting from the VP-Corporate Audit on audit activities and trends.
- 14.

23. Establish and maintain procedures for:

The receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

The confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

24. Perform an annual performance evaluation of the Committee.

25. Report regularly to the Board regarding the execution of the Committee's duties and responsibilities as well as any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the internal audit function.

26. Report regularly to the Board with respect to the implementation and effectiveness of the Company's ethics and compliance programs to support the Board's oversight responsibility.

27. Regularly review risk assessments from management with respect to cyber security, including assessments