

Governance & Public Policy Committee Charter

As Affirmed June 27, 2023

Membership -- Qualifications, Election and Removal

The Governance & Public Policy Committee (the "Committee") shall consist of three or more directors. Each member shall be independent as defined by Boeing's Director Independence Standards and shall satisfy the independence requirements of the New York Stock Exchange. The Chair and the other members of the Committee shall be elected annually by the Board of Directors of the Company (the "Board"), upon the recommendation of the Committee, and the Board may remove one or more directors from the Committee at any time in its discretion.

Responsibilities

The Committee's responsibilities include the following:

1. Review and make recommendations to the Board with respect to:
 - a. the general responsibilities and functions of the Board and its members;
 - b.

8. Review periodically the Board committee structure and recommend to the Board, after consultation with the Chair of the Board, directors to serve as members and chairpersons of each of the committees and to fill any vacancies.
9. Review and oversee the annual performance evaluation process of individual directors, the Board, and each of its committees.
10. Conduct an annual performance evaluation of the Committee.
11. Review the continued appropriateness of Board membership for any director who fails to receive the required vote for re-election at the annual meeting of shareholders and recommend action to be taken, if any, to the Board.
12. Review the continued appropriateness of Board membership for any director who retires or resigns from his or her principal employment or who experiences a significant change in his or her primary responsibilities and recommend action to be taken, if any, to the Board.
13. Recommend to the Board nominees for election as Chief Executive Officer ("CEO") and nominees for election or appointment as officers.
14. Monitor and review at least annually the performance of the CEO, and the Company's plans for CEO and senior management succession.
15. Confer with the CEO with respect to elected officers' change of responsibilities and retirements.
16. Review and approve directors' and elected officers' directorships in other for-profit companies, as appropriate.
17. Review on an annual basis the compliance of each director with the stock ownership requirements for directors and make recommendations as appropriate.
18. Review and monitor the Company's political advocacy activities and expenditures and, where appropriate, make recommendations to the Board with respect to such activities and expenditures.
19. Review and monitor the Company's practices relating to public policy and corporate sustainability, including matters related to environmental stewardship, climate change, diversity, equity, and inclusion, philanthropic programs and community engagement; and, where appropriate, make recommendations to the Board with respect to such practices.
20. Annually review the Company'

22. Review developments and trends in corporate governance, political advocacy, and sustainability and, where appropriate, make recommendations to the Board with respect to such matters .
23. Review shareholder proposals and make recommendations to the Board regarding responses to such proposals.
24. Perform such other duties as may be delegat ed from time to time by the Board.

Meetings