

Compensation Committee Charter

As Amended June 27, 2023

Purpose

The Compensation Committee (the “Committee”) is established by the Board of Directors (the “Board”) of The Boeing Company (the “Company”) for the primary purpose of establishing and overseeing the Company’s executive and equity compensation programs.

Member of the Committee. The Chair and the other
elected annually by the Board, upon the
& Public Policy Committee, and the Board may
e Committee at any time in its discretion.

ude the following:

Laws, annually review and approve, either as a
e other independent directors as directed by the
s of total compensation for the Chief Executive
cutive officer s including base salary, incentive
, and any other long-term incentive awards.

s a Committee or together with the other
cted by the Board, any employment, severance or
s and other arrangements affecting any elements
and any other special or supplemental

5. Review periodic reports on the Company's compensation programs as they affect all employees, including management's assessments as to whether risks arising from such programs are reasonably likely to have a material adverse effect on the Company.
6. Review and approve changes to compensation plans within the scope of the Committee's authority to amend such plans, report to the Board regarding such changes as appropriate and recommend changes to such plans to the Board when necessary.
7. Prepare an annual Compensation Committee Report as required by Securities and Exchange Commission rules to be included in the Company's proxy statement or annual report on Form 10-K stating that the Committee has reviewed and discussed the Compensation Discussion and Analysis ("CD&A") with management and based on the review and discussions, the Committee recommended to the Board that the CD&A be included in the Company's annual report on Form 10-

including the CEO, and such other persons as it deems appropriate in order to carry out its duties and responsibilities.

Quorum and Actions of Committee

A majority of the members of the Committee shall constitute a quorum. The Committee shall act only by (1) the affirmative vote of the majority of members present at a meeting, provided that any such action shall require the affirmative vote of at least two committee members, or (2) unanimous written consent in lieu of a meeting.

Authority to Retain Advisors

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