



Compensation Committee Charter

As Affirmed June 25, 2024

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.

Membership -- Qualifications, Election and Removal

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, including those specifically related to determining whether a director is independent from management in connection with the duties of a member of the Committee. The Chair and the other members of the Committee shall be elected annually by the Board, upon the recommendation of the Governance & Public Policy 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:

Review and approve, either as a Committee or together with the other independent directors as directed by the Board, any employment, severance or

Review and approve corporate goals and objectives relevant to CEO compensation and evaluate the CEO's performance in light of those goals and objectives (in each case, together with the Governance & Public Policy Committee), and after consultation with the Aerospace Safety Committee and together with the other independent directors, determine and approve the CEO's compensation based on this evaluation.

Review and, after consultation with the Aerospace Safety Committee in connection with the safety review portion of performance evaluations, approve individual performance scores for executive officers other than the CEO.

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-K or, as applicable, the Company's proxy statement.
8. Review the Company's incentive compensation and other equity-based plans and recommend changes to such plans to the Board when necessary. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans.
9. Oversee Company compliance with all applicable laws affecting executive compensation, including all applicable compensation and clawback-related rules and regulations of the Securities and Exchange Commission and the NYSE.
10. Review and administer and/or oversee Company compliance with the Company's clawback policy, and recommend changes to such policy to the Board when necessary. The Committee shall have and shall exercise all the authority of the Board with respect to, and as set forth in, the Company's clawback policy.
11. Evaluate Say-on-

