The Boeing Company Director Independence Standards

As Affirmed June 27, 2023

The Board of Directors (the "Board") of The Boeing Company (the "Company") has determined that at least 75% of the members of the Board shall be independent. The Board has adopted the standards set forth below to assist it in assessing director independence. These standards are designed to supplement and be applied together with the corporate governance standards of the New York Stock Exchange ("NYSE").

A director is considered "independent" if the Board makes an affirmative determination, after consideration of all relevant facts and circumstances, that the director has no material relationship with the Company other than as a director, either directly or as a partner, shareholder or executive officer of another entity that has a relationship with the Company.

A director will not be considered to be "independent" if:

a) the director is, or within the last three years has been, an employee of the Company;
b) an immediate family member of the director is, or within the last three years has been, an executive officer of the Company;
c) the director, or an immediate family member of the director, is a partner of the Company's internal or external auditor;
d) the director, or an immediate family member of the director, has been a partner or employee of the Company's internal or external auditor and personally worked on the Company's audit within the last three years;
e) the director is an employee of the Company's internal or external auditor;
f) an immediate family member of the director is an employee of the Company's internal or external auditor and personally works on the Company's audit;
g) the director, or an immediate family member of the director, received more than $120,000 over a twelve-month period in direct compensation from the Company within the last three years, other than (1) director and committee fees and pension or other forms of deferred compensation for prior service (so long as such compensation is not contingent in any way on continued service) or (2) compensation received by an immediate family member for service as an employee (other than an executive officer);
h) the director or an immediate family member of the director is, or within the last three years has been, an executive officer of another company where any of the Company's current executive officers serve or served on that company's compensation committee; or

i) the director is an employee, or an immediate family member of the director is an executive officer, of a company that makes payments to or receives payments from the Company for property or services in an amount that exceeds in any of the last three fiscal years $1 million or 2% of that company's consolidated gross revenues, whichever is greater.

In addition, the Board has determined that the following relationships are not considered to be material and would not impair a director's independence, unless they otherwise conflict with the listing standards of the NYSE or any other applicable legal or regulatory restriction:

a) the employment or affiliation of a director or an immediate family member of a director with an organization that has purchased property or services from the Company, or provided property or services to the Company, if (i) payments for such property or services have not exceeded the greater of $1 million or 1% of either entity's consolidated gross revenues in each of the past three fiscal years and (ii) the director or an immediate family member of the director is not compensated directly or indirectly as a result of this relationship other than that the payments add to the revenue of either entity; or
b) the employment or affiliation of a director or an immediate family member of a director with a tax-exempt or charitable organization if, within the last three years, the Company's discretionary contributions to the organization (other than employee and director matching contributions under the Company's gift matching programs) in any single fiscal year have not exceeded the greater of $1 million or 2% of that organization's consolidated gross revenues.

The ownership of a significant amount of stock is not a bar to an independence determination but rather one factor to consider.

For purposes of these standards, the "Company" includes the Company's consolidated subsidiaries. An "immediate family member" includes a director's spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law and anyone (other than domestic employees) who shares such director's home. An "executive officer" has the meaning set forth in the corporate governance standards of the NYSE.

At least annually, the Board reviews commercial and charitable relationships of directors and director nominees. The Board's determinations with respect to director independence will be disclosed in the Company's proxy statement. Determinations of whether relationships not covered by these standards are material, and therefore whether the director may be considered independent, shall be made by directors who themselves satisfy these independence standards.