



## **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's Vice President and Chief Compliance Officer (the "CCO") and the Company's Vice President, Corporate Audit (the "VP-Corporate Audit") shall attend all meetings of the Committee. The Committee may invite to its meetings any other member of management, including the Chief Executive Officer, and such other persons as it deems appropriate in order to carry out its duties and responsibilities. All members of the Committee shall have the authority to meet with and/or request information from any member of Company management and/or the independent auditor outside of regularly scheduled meetings as needed.

### **Quorum and Actions of Committee**

A majority of the members of the Committee shall constitute a quorum. The Committee shall act only by (i) 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 (ii)

unanimous written consent in lieu of a meeting.

## **Responsibilities**

In furtherance of the Committee's purpose as set forth above, the Committee's responsibilities include the following:

6. Appoint, retain, compensate, oversee, and replace, if necessary, the independent auditor, which auditor will report directly to the Committee. The Committee shall present its conclusions with respect to the independent auditor to the Board.
7. Review and pre-approve both audit and non-audit services to be provided by the independent auditor. The Committee Chair may pre-approve audit or non-audit services to be performed by the independent auditor according to the procedures approved by the Committee, provided that any such approvals are presented to the Committee at its next scheduled meeting.
8. Review and advise on the selection and removal of the VP-Corporate Audit. Additionally, the Committee will review, recommend changes to, and approve the Internal Audit Charter.
9. Obtain and review, on an annual basis, a formal written report prepared by the independent auditor describing:
  - The firm's internal quality-control procedures;
  - Any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with such issues; and
  - All relationships between the independent auditor and the Company (for purposes of assessing the auditor's independence), including discussion and evaluation of such relationships, and recommending that the Board take appropriate action in response to the independent auditor's report to satisfy itself of the independent auditor's independence.
10. Discuss with the independent auditor:
  - The Company's critical accounting policies;
  - Any difficulties or problems encountered in performing the audit, including restrictions on the scope of the independent auditor's activities or access to requested information, and management's response;
  - Any significant disagreements between management and the independent auditor;
  - Material audit or accounting issues reviewed with the independent auditor's national office;
  - Significant related-party transaction or other significant conflicts of interest;
  - Critical audit matters proposed to be included in the independent auditor's annual audit report;
  - All alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and

- 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. Meet to review and discuss with management and the independent auditors, prior to filing, the Company’s quarterly and annual reports filed with the SEC on Forms 10-Q and 10-K, including the Management’s Discussion and Analysis of Financial Condition and Results of Operations, any management certifications as required by the Sarbanes-Oxley Act of 2002 and relevant reports rendered by the independent auditors.
  15. Review and discuss earnings press releases with management as well as financial information and earnings guidance provided to analysts and rating agencies. Discussions of earnings press releases as well as financial information and earnings guidance may be done generally (i.e., discussion of the types of information to be disclosed and the type of presentation to be made). Discussions need not occur in advance of each earnings press release or each instance in which earnings guidance is provided.
  16. Review the effect of regulatory and accounting initiatives, as well as off-balance-sheet structures, on the financial statements of the Company.
  17. Discuss with management the Company’s policies, practices and guidelines with respect to risk assessment and risk management, including assessing key strategic, operational and compliance risks.
  18. At least annually receive reporting by the CCO on the Company’s compliance with its risk management processes, and by the Company’s Chief Legal Officer on pending Law Department investigations of alleged or potentially significant violations of laws, regulations, or Company policies.
  19. Review management’s assessment of compliance with laws, regulations, and Company policies relative to payments to individuals or organizations retained as international service contractors.
  20. Meet with the CCO to review the Company’s ethics and business conduct programs and the Company’s compliance with related laws and regulations.
  21. Review significant pending and threatened litigation, the status of advancement of expenses to employees involved in company-related legal proceedings, and related indemnification.
  22. Set clear hiring policies, compliant with governing laws or regulations, for the Company’s hiring of employees or former employees of the independent auditor.

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 of the overall threat landscape and related strategies and investments.
28. Prepare an annual committee report for inclusion in the Company's proxy statement.
29. Periodically assess the adequacy and need for additional continuing director education programs relevant to the Committee's responsibilities.
30. Perform such other duties as may be delegated from time to time by the Board.

#### **Authority to Conduct Investigations and Retain Advisors**

In discharging its responsibilities, the Committee may investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company. The Committee has the authority to obtain advice and assistance from outside legal, accounting, or other advisors as deemed necessary to perform its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, for (i) payment of compensation to the independent auditor, (ii) compensation to any other outside legal, accounting, or other advisors that the Committee chooses to engage, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

#### **Committee Charter**

The Committee shall review and reassess the adequacy of this charter on an annual basis and recommend any proposed changes to the Board for approval.

#### **Subcommittees**

The Committee shall have full authority to form and delegate authority to one or more subcommittees consisting solely of one or more members of the Committee as it deems appropriate from time to time.