



The Boeing Company Audit Committee Charter

December 15, 2014

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:

1. Integrity of the Company's financial statements,
2. Company's compliance with legal and regulatory requirements,
3. Independent auditor's qualifications and independence, and
4. Performance of the Company's internal audit function and independent auditor.

The Committee also will prepare and publish an annual committee report in the Company's proxy statement.

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 advisers that the Committee chooses to engage, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee has 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.

ORGANIZATION

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 (NYSE) and the rules of the Securities and Exchange Commission (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 Chairperson and members of the Committee shall be appointed 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 the chairperson of the Committee. 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.

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

The Company's Senior Vice President, Office of Internal Governance (the "SVP-OIG") 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 the SVP-OIG, the General Counsel, the VP-Corporate Audit, and the independent auditor outside of regularly scheduled meetings as needed.

RESPONSIBILITIES

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

1. Appoint, retain, compensate, evaluate, and terminate, 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.
2. Review and pre-approve both audit and non-audit services to be provided by the independent auditor.
3. 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.
4. 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.
5. Discuss with the independent auditor
 - any difficulties or problems encountered in performing the audit, including management's response, as well as any significant disagreements between management and the independent auditor.
 6. Review with the independent auditors, internal auditors, and members of senior management the adequacy and effectiveness of the Company's financial controls and financial reporting processes.
 7. Meet periodically with management, the VP-Corporate Audit, and the independent auditors in separate executive sessions.
 8. 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.
 9. 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.
 10. 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.
 11. Review this charter on an annual basis and recommend to the Board changes to the charter as appropriate to support an affirmation by the Board.
 12. Discuss with management the Company's policies, practices and guidelines with respect to risk assessment and risk management.
 13. At least annually receive reporting by the SVP-OIG on the Company's compliance with its risk management processes, and by the General Counsel on pending Law Department investigations of alleged or potentially significant violations of laws, regulations, or Company policies.

14. Review management's assessment of compliance with laws, regulations, and Company policies relative to payments to individuals or organizations retained as foreign sales consultants.
15. Meet with the SVP-OIG to review the Company's ethics and business conduct programs and the Company's compliance with related laws and regulations.
16. Review significant pending and threatened litigation, the status of advancement of expenses to employees involved in company-related legal proceedings, and related indemnification.
17. Set clear hiring policies, compliant with governing laws or regulations, for the Company's hiring of employees or former employees of the independent auditor.
18. 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.
19. Perform an annual performance evaluation of the Committee.
20. 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.
21. 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.
22. Periodically review risk assessments from management with respect to cyber security, including assessments of the overall threat landscape and related strategies and investments.
23. Periodically assess the adequacy and need for additional continuing director education programs relevant to the Committee's responsibilities.
24. Perform such other duties as may be delegated from time to time by the Board.