



Special Programs Committee Charter

As Affirmed December 12, 2024

Membership -- Qualifications, Election and Removal

The Special Programs Committee (the "Committee") of the Board of Directors (the "Board") of The Boeing Company (the "Company") shall consist of three or more directors. Each member shall possess the appropriate security clearance credentials, and at least two members shall be independent as defined by Boeing's Director Independence Standards. In the event that less than three members of the Board, who are otherwise willing and able to serve on the Committee, possess the appropriate security clearance credentials, the Committee may operate with less than three members. 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:

1. Review the strategic, operational, and financial aspects of those programs of the Company which for purposes of national security have been designated as classified by the United States Government.
2. Discuss with management the Company's policies and practices with respect to risk assessment and risk management in the area of classified business activities.
3. Consider human capital management policies, practices and challenges relating to the Company's classified business activities.
4. Review policies, practices, processes, procedures, risk management and internal controls applicable to the Company's classified business activities and, when appropriate, make recommendations to the Board with respect to such matters.
5. Assess enterprise risk posed by aspects of the Company's classified business activities and make recommendations to the Board, in a manner consistent with the need to safeguard classified information.
6. Conduct an annual performance evaluation of the Committee.
7. Perform such other duties as may be delegated from time to time by the Board.

Meetings

The Committee shall meet as often as it deems necessary in order to perform its 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 a majority of the members of the Committee

present at a meeting duly held at which a quorum is present, or (2) unanimous written consent in lieu of a meeting.

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 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.