



Aerospace Safety Committee Charter

As Amended December 8, 2023

Purpose

The Aerospace Safety Committee (the “Committee”) is established by the Board of Directors (the “Board”) of The Boeing Company (the “Company”) for the purpose of assisting the Board in the oversight of the safe design, development, certification, production, maintenance, and operations, of the aerospace products and services of the Company.

Membership

The Committee shall consist of three or more independent directors. The Committee shall comprise to the extent possible members who have knowledge, experience and/or expertise in aviation/aerospace, engineering, safety systems oversight, and/or safe product design, development, manufacture, production, operations, maintenance, and/or delivery. The Chair and the other members of the Committee shall be elected annually by the Board, and the Board may remove one or more directors from the Committee at any time in its discretion.

Responsibilities

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

1. Review and, where appropriate, make recommendations to the Board with respect to the Company’s:
 - a. Safety Management System, including Safety Policy & Objectives, Safety Risk Management, Safety Assurance, and Safety Promotion;
 - b. Global Aerospace Safety Initiative;
 - c. Aerospace Safety Analytics and Safety Experience at Boeing;
 - d. Quality Management System;
 - e. cyber-safety program insofar as it relates to the Company’s products;
 - f. policies and processes for engaging with and supporting the requirements of commercial, defense, and space aviation safety regulatory authorities, including the Federal Aviation Administration (including the Company’s Organization Designation Authorization (ODA) program), the National Transportation Safety Board, the Department of Defense, and the National Aeronautics and Space Administration;
 - g. engineering organization and its processes for the development, production, and support of the Company’s products and services;
 - h. product development programs insofar as they relate to technical, compliance, or product safety considerations; and
 - i. participation in and support of investigations conducted by the National Transportation Safety Board and other domestic and international investigatory

authorities, including the Company's responses to findings and conclusions of such investigations.

2. Review and advise on the selection and removal of the Boeing ODA Ombudsperson, and review the status of the ODA program with the Boeing ODA Ombudsperson at least annually.
3. Review with engineering leadership at least semiannually the Company's promotion and management of the "Speak Up" portal submissions process.
4. Review with engineering leadership at least semiannually FAA airworthiness directives issued for Boeing airplanes; the issuance of FAA type certificates and/or production certificates; and any significant communications to or from the FAA.
5. Provide a forum in executive session for the following individuals to directly communicate with the Committee:
 - a. Chief Aerospace Safety Officer
 - b. Chief Engineer
 - c. Vice President for Product and Services Safety
 - d. Chief Legal Officer
 - e. Boeing ODA Ombudsperson
 - f. Chief Compliance Officer
 - g. Chair of Boeing Quality Operations Council
 - h. Chair of Enterprise Manufacturing Operations Council
6. Consult with and provide input to the Compensation Committee on the annual performance evaluation of the CEO and other executive officers.
7. Periodically assess the adequacy of and need for additional continuing director education programs relevant to the Committee's responsibilities.
8. Perform such other duties as may be delegated from time to time by the Board.

Meetings

The Committee meets in conjunction with the regular Board meetings and otherwise from time to time at the call of its Chair. The Committee meets in executive session 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 Committee may invite to its meetings any member of management, including the Chief Executive Officer, the Chief Engineer, the Chief Aerospace Safety Officer, the Vice President for Product and Services Safety, the Chief Compliance Officer, and such other persons – inside or outside the Company – as it deems appropriate in order to carry out its duties and responsibilities. The Chief Engineer and Chief Aerospace Safety Officer shall ensure that each Committee meeting includes reporting and updates on significant safety issues, including significant safety events that have occurred since the prior Committee meeting. Such briefings shall include information sufficient to understand management's judgment in developing new safety policies and procedures, or in addressing significant safety events.

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 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 (2) unanimous written consent in lieu of a meeting.

Authority to Retain Experts

The Committee shall have the authority to consult with and obtain the consultative services of any employee of the Company, as well as the authority to retain the services of such experts outside the Company that it deems advisable and necessary, which services shall be paid for by the Company.

Annual Committee Evaluation

The Committee shall have oversight to review and evaluate, at least annually, the performance of the Committee and its members, including a review and evaluation of the Committee's compliance with this charter.

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.