



# Ethical Business Conduct Guidelines



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# Overview and Purpose

## Introduction

These guidelines are intended as a resource for employees and other stakeholders to obtain information about common ethics and compliance-related topics; understand company expectations around business conduct; and know where to go and how to get help about ethical concerns or questions. They also illustrate our commitment to a culture of openness, accountability, and compliance.

While each employee is accountable for upholding the Boeing Code of Conduct, ensuring that our values remain foundational to our work, and following all applicable laws, regulations and company policies, Boeing's Law and Global Compliance organization brings legal and core compliance functions – including Global Trade Controls, Compliance Risk Management, and Ethics & Business Conduct – into a single organization. This allows for increased focus and accountability to protect Boeing and ensure compliance responsibilities. It also enables Boeing to proactively address new legal and compliance obligations arising from an increasingly complex global regulatory environment.

This structure creates a sustainable advantage for Boeing by enabling compliant company performance that is embedded consistently across all geographic locations while building on the company's more than 100-year-old legacy of integrity.

The guidelines are divided into four color-coded sections: [Overview and Purpose](#), [Our Culture](#), [Guidance](#), and [Where to Go for Help](#), with subcategories on key topics. In addition to the topic overviews, related resources, such as company policies and websites and frequently asked questions, are also provided.

As we continue to operate in a dynamic global business environment, we know it is more important than ever that we approach our challenges and opportunities with a One Boeing mind-set by demonstrating ethical leadership, accountability, openness and inclusion. For us to be successful, it's imperative we live our values every day and build fundamental habits around seek, speak and listen – an integrated effort to drive and sustain behavior change and habit formation. It's critical for us to get ideas on the table, seek out and surface issues before they become problems, and challenge behaviors that are not right. These principles come down to our ability to connect with our teams, empower our teams to speak up and listen to understand one another. ■

# Our Culture

## Values

### OUR VALUES

#### HOW WE OPERATE:

**Start with engineering excellence**

**Be accountable —  
from beginning to end**

**Apply Lean principles**

**Eliminate traveled work**

**Reward predictability and stability —  
everywhere in our business**

#### HOW WE ACT:

**Lead on safety, quality and integrity**

**Collaborate with humility,  
inclusion and transparency**

**Import best leadership practices**

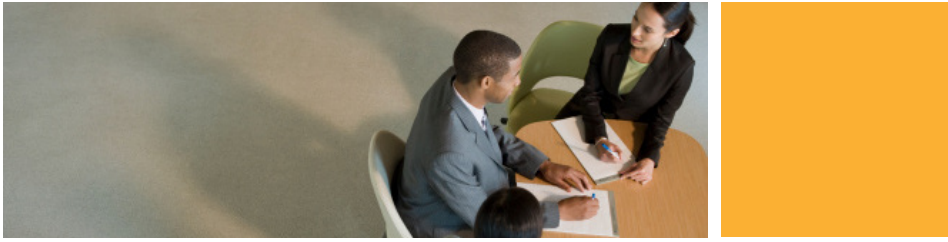
**Earn stakeholder trust and preference**

**Respect one another and  
advance a global, diverse team**

Innovate and operate to make the world better

# Our Culture

## Boeing Code of Conduct



At the beginning of each year, we all sign the [Boeing Code of Conduct](#), demonstrating our personal accountability for making the best decisions for our work, our customers, and our company. The code establishes expectations of conduct at all levels of the company—wherever we are in the world. Along with the Boeing values and our Seek, Speak & Listen program, the code serves as the foundation for our workplace culture and provides the basis for the way we conduct business.

During the signing period, managers and employees meet to review and discuss Boeing expectations to keep promises, hold ourselves and each other accountable, and model ethical behavior. This integral business practice also reaffirms a personal responsibility to seek out issues before they arise, invite all teammates to speak up and listen to build trust and make better decisions.

This demonstrates an ongoing commitment to operating with the highest ethical standards to our customers, suppliers and coworkers. While signing is conducted during the early part of the year, conversations about the code and its importance take place throughout the year.

We are committed to performing all business in accordance with relevant laws and regulations and maintain a robust set of internal policies. We believe that it is our commitment to operating with integrity that drives innovation and ensures our long-term business success.

The [Boeing Code of Conduct](#), shown on the next page, is available in English and 18 other languages: Arabic, Castilian, Czech, Dutch, French, German, Italian, Japanese, Korean, Mandarin, Polish, Portuguese, Russian, Spanish, Thai, Turkish, Ukrainian and Vietnamese. The [Finance Code of Conduct](#) and [Engineering Code](#) are also provided for employees in those respective functions, further establishing expectations of conduct.

### Key points

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- Signing the Boeing Code of Conduct annually reinforces our personal commitment to our values.
- The Boeing Code of Conduct establishes behavioral and ethical expectations for employees at all levels of the company—wherever we are in the world.

### Resources

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- [Boeing Code of Conduct](#)
  - [POL-2: Advancing the Boeing Vision](#)
  - [Ethics@Boeing](#)
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## FAQ

**Q:** Why do we have to sign the Boeing Code of Conduct?

**A:** Signing the code annually reinforces our personal commitment to each other and demonstrates our personal accountability to model high ethical standards for our work, our customers, our suppliers and our company. Annual signing also provides a chance to talk about ethics at work and is an important business practice, although conversations around integrity and an open and accountable culture should take place throughout the year. Signing annually is also a condition of employment for all Boeing employees in the U.S.

**Q:** Who is required to sign the Boeing Code of Conduct?

**A:** All Boeing employees, including part-time employees and employees of Boeing subsidiaries, at both US and non-US locations, sign the Code of Conduct. Interns, contract labor and industry assist individuals must also read, review and certify (by signing) that they understand and will comply with the code of conduct. Individuals with business relationships with Boeing such as consultants, customers, suppliers or those under purchased services or technical services arrangements, are not required to sign the Code of Conduct as they sign through their contractual agreements.

# Our Culture

## Boeing Code of Conduct *Continued*



The Boeing Code of Conduct outlines expected behaviors for all Boeing employees. Boeing will conduct its business fairly, impartially, in an ethical and proper manner, in full compliance with all applicable laws and regulations, and consistent with Boeing's values. In conducting its business, integrity must underlie all company relationships, including those with customers, suppliers, communities, and among employees. The highest standards of ethical business conduct are required of Boeing employees in the performance of their company responsibilities. Employees will not engage in conduct or activity that may raise questions as to the company's honesty, impartiality, reputation, or otherwise cause embarrassment to the company. Employees will demonstrate their commitment to the Boeing's values, will treat each other with respect, and will refrain from any type of harassment, including sexual harassment.

As an employee of The Boeing Company, I will ensure that:

- I will not engage in any activity that might create a conflict of interest for me or the company.
- I will not take advantage of my Boeing position to seek personal gain through the inappropriate use of Boeing or nonpublic information or abuse my position. This includes not engaging in insider trading.
- I will follow all restrictions on the use and disclosure of information. This includes following all requirements for protecting Boeing information and ensuring that non-Boeing proprietary information is used and disclosed only as authorized by the owner of the information or as otherwise permitted by law.
- I will observe fair dealing in all of my transactions and interactions.
- I will protect all company, customer, and supplier assets and use them only for appropriate company-approved activities.
- Without exception, I will comply with all applicable laws, rules, and regulations.
- I will promptly report any illegal or unethical conduct to management or other appropriate authorities (i.e., Ethics, Law, Security, or EEO).

Every employee has the responsibility to ask questions, seek guidance, and report suspected violations of this Code of Conduct. Retaliation against employees who come forward to raise genuine concerns will not be tolerated. ■



# Our Culture

## Workplace Environment



We believe that a strong ethical, inclusive, and compliant work environment enables high performance, and that's more than just doing the right thing. When we cultivate a culture of openness, we also generate more ideas that can be turned into our next innovation. For us to be successful, we have to live our values, be transparent, candid and listen to each other. It's critical for us to get ideas on the table, seek out and surface issues before they become problems, and challenge behaviors that are not right. When we hold ourselves and each other accountable, it allows us to meet our performance objectives and ensures compliant and ethical behavior. Speaking up and addressing issues early can help avoid rework and workplace distractions and can improve safety. It also enables the kind of workplace culture where ideas and concerns can be raised with confidence and without fear of retaliation.

Accountability is a shared responsibility. It is a shared means of taking ownership of our individual and collective successes and failures. Being accountable can lead to greater collaboration and finding better solutions for the benefit of our customers, our company, our employees, other stakeholders, and ourselves.

While we look to managers to continually advance an environment of openness, accountability, and transparency, being ethical and demonstrating integrity are the responsibility of each and every one of us. Leadership Matters, a companywide effort focused on enabling a culture of openness and accountability, is about consistently embedding ethical decision making into all aspects of our business practices and ensuring employees and managers alike are equipped with the tools to confidently address ethics-related matters.

As we continue to operate in a dynamic global business environment and face the pressures that can come with it, we also share the responsibility for making the right decisions every day in the right way. Approaching these challenges with a One Boeing mindset and demonstrated leadership, accountability, openness, and inclusion will enable us to build and secure the foundation needed to carry us through the next century.

A wide range of resources is available to help both employees and managers with discussions about ethics issues. Managers can help employees strengthen their ethical decision-making skills with materials, including workplace case studies based on actual events, staff meeting materials, videos, and more. And while many tools are intended to empower first-level managers, mid-level managers, and senior executives, recognizing that we are all leaders when it comes to ethics and integrity allows us to build trust and respect and sustain the kind of environment we all want. ■

### Key points

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- A strong ethical and compliant work environment and commitment to our values enables high performance.
- When we cultivate an open and accountable culture, we also generate more ideas that can be turned into our next innovation.
- Leadership Matters drives an open and inclusive culture in which ideas and concerns can be raised early without fear of retaliation.

### Resources

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- [Leadership Matters](#)
  - [Anti-Retaliation](#)
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## FAQ

**Q:** Will my manager or coworkers find out if I contact Ethics about a work-related issue?

**A:** Confidentiality is critical in the ethics reporting process and includes protection from disclosure of sensitive personal information, data, and identity. There are multiple ways to report concerns, and Boeing protects confidentiality and anonymity in accordance with local requirements.

**Q:** I feel that I have been retaliated against. What can I do?

**A:** The Boeing Code of Conduct clearly states that retaliation against employees who come forward and raise concerns will not be tolerated. If an employee feels he or she has been retaliated against, there are several reporting channels available, including contacting a manager, Ethics Advisor, Human Resources representative, or the Law Department. To learn more, visit the [Anti-Retaliation website](#).

# Guidance

## Using Company Resources



When it comes to using company resources, using good judgment and asking questions when something isn't clear is expected. And while managers are ultimately responsible for the resources assigned to their organizations, it is up to each and every one of us to demonstrate accountability in ensuring these resources are protected and used for appropriate, company-approved activities, as outlined in PRO-10: Proper Use of Company Resources. Resources can include company materials, equipment, information, and even your time.

Personal use of resources is allowed in limited circumstances and with management approval in advance, but it should never adversely affect the interests of Boeing; result in noncompliance with Boeing policies, procedures, or process instructions; disrupt company productivity; or compromise the security or integrity of company resources. These restrictions also apply when employees engage with external blogs and social networking sites (e.g., Twitter, Facebook, Instagram); as such, employees should be mindful of their comments and postings. ■

### Key points

- Company resources include printers, computers, the Boeing network, and Internet connection, intellectual property (see Safeguarding Information, page 9) and your time.
- Limited personal use should not interfere or disrupt company productivity nor compromise the security or integrity of company resources.
- Managers are responsible for ensuring that the resources assigned to their respective organizations are used appropriately.

### Resources

- [PRO-10: Proper Use of Company Resources](#)
- [PRO-10: Guidance and Resources](#)

## FAQ

**Q:** Am I allowed to surf the Internet using my Boeing-owned computer during my lunch break?

**A:** Contact your manager first, as personal use of company resources is not allowed except in limited\* circumstances and when there is no added cost to The Boeing Company. Limited use must be on personal time, such as during lunch time, scheduled breaks, or before or after work.

**Q:** I run a small, side home business, and Ethics has determined that there is no conflict of interest with my Boeing work. Is it acceptable to use my Boeing laptop and BlackBerry to conduct that business during nonwork hours?

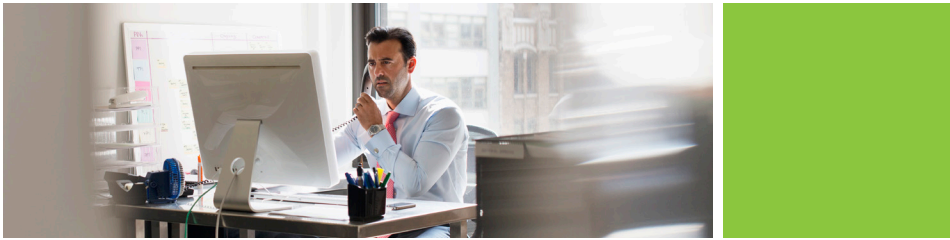
**A:** No. Even though Ethics determined that there is no conflict of interest, second jobs or self-employment must be kept completely separate from Boeing-related activities and material, including use of company time, materials, facilities, and equipment. Boeing laptop computers, BlackBerrys, and other equipment are intended for Boeing employees engaged in Boeing work and may not be used to conduct outside business (see Conflict of Interest, page 14).

\*Limited use does not interfere with or disrupt company productivity and does not compromise the security or integrity of company resources.



# Guidance

## Safeguarding Information



Safeguarding information about Boeing's products, technologies, and processes is essential to the company's future success and national security. We invest billions of dollars into research and development every year, and if the results of this work are not protected, it can diminish our company's competitiveness. It is everyone's responsibility to maintain the confidentiality and protect the proprietary information entrusted to us by the company, our customers, and suppliers, unless disclosure is authorized or legally mandated.

Confidential information can include all nonpublic information that might be of use to our competitors, or harmful to the company or our customers or suppliers, if disclosed. Mishandling information can be intentional or inadvertent.

PRO-2227: Information Protection establishes requirements and responsibilities for protecting information; guidance on the proper disclosure, marking, control, and disposition of Boeing and third-party information; and establishes a single companywide information control system. Examples of proprietary information that need to be protected can include detailed engineering or technical concepts, inventions, methods, or ideas not generally known outside Boeing; software; manufacturing processes, plans and tooling; test plans; evaluations; and issues, risks, or corrective actions. Proprietary information can also be nontechnical such as business, financial, or program information; cost or pricing data; and business, program, and marketing plans. Other controlled information can include personally identifiable information (PII), health information, export-controlled, third-party proprietary, documentation included in merger and acquisition evaluations, controlled unclassified, and classified data.

Employees are the first line of defense in protecting Boeing information and computing resources, and as such, are responsible for understanding and implementing protection controls and taking measures to prevent information escapes. In the course of doing business, we may inadvertently receive information we should not have. If so, such information protection incidents—whether actual or suspected—must be reported to either Ethics or the Law Department and be resolved in a timely manner and in accordance with applicable procedures.

Being vigilant helps us ensure that the information Boeing is entrusted with is secure and that Boeing's vital data are secure, which is critical to protecting the security of the United States and its allies, supporting Boeing customers, maintaining the company's competitive advantage, and safeguarding employees. ■

### Key points

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- Being compliant and vigilant in information-protection practices helps ensure that Boeing's vital data and employees' personal information are secure.
- Proprietary information can include both technical and nontechnical data and information.
- Protecting information and computing resources is the responsibility of every Boeing employee.
- Report actual or suspected computing security incidents through the [Report a Computing Security Incident](#) website.

### Resources

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- [PRO-2227: Information Protection](#)
  - [PRO-1003: Intellectual Property](#)
  - [Information Protection Standards Manual](#)
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# Guidance

## Safeguarding Information *Continued*



## FAQ

**Q:** What should I do if I believe I have received controlled information in error?

**A:** Immediately contact Ethics or the Law Department to obtain guidance on how to secure data.

**Q:** How do I know when to mark something “Boeing Proprietary”?

**A:** Boeing proprietary information is information, regardless of form, that the company has rights in and that has actual or potential economic value. Before marking information as “Boeing Proprietary,” consider the five questions below.

1: Is the information confidential to Boeing?

2: Is the information valuable because it is secret?

3: Can others use the information to their advantage?

4: Is the information hard to reverse engineer?

5: Are your answers to the other four questions based on content and substance, as opposed to the format or product name?

An affirmative response to any of these questions may mean the information is likely proprietary.

**Q:** How do I properly safeguard Boeing proprietary information?

**A:** In addition to marking the material “Boeing Proprietary” when it’s created and throughout the life cycle of the information, employees should use enhanced controls, which can include using encryption when transmitting proprietary information electronically both internally and externally, and ensuring that an appropriate contractual agreement with confidentiality and nondisclosure provisions is in place before disclosing to non-Boeing parties. Keep proprietary information out of sight and secure when it’s unattended and do not allow access by non-Boeing parties who are not under contract or do not need the information.

# Guidance

## Accurate Business Records



The accuracy and integrity of our business records are critical in keeping account of the company's net assets, revenues, and expenditures, as well as demonstrating compliance with both internal and external reporting requirements. Business records can include financial and cost records, income statements, balance sheets, cost classifications, and estimate at completions (EAC). Our financial systems and processes are designed to comply with US Generally Accepted Accounting Principles, Cost Accounting Standards, and other relevant laws and regulations.

To ensure reliability, financial processes are properly documented, measured, and managed. Financial systems are required to be designed and managed to consistently provide relevant and reliable information for business decision making and performance assessment on a timely basis. Our financial statements, regulatory reports, and publicly filed documents are certified by senior Boeing leaders and are regularly reviewed by both internal teams and external auditors to ensure accuracy and compliance.

In instances when there is a concern over a potential violation of accounting policies or procedures, failure of internal controls over financial reporting, or potential fraud, it must be reported to Finance, Ethics, or the Law Department. This ensures that the matter is appropriately elevated to allow proper due diligence and response.

To facilitate reporting, the following Ethics-managed web portals are available to augment the standard methods for reporting potential misconduct and to ensure concerns are properly evaluated, investigated, and addressed:

- [Sarbanes-Oxley \(SOx\) Anonymous Reporting](#) web portal: Allows for the confidential, anonymous submission of employees' concerns regarding questionable accounting or auditing matters.
- [Audit Committee E-mail Communications](#): Allows for individuals internal or external to the company to anonymously or confidentially submit concerns to the Audit Committee of the Board of Directors.

Accurate accounting records are the foundation for internal and external financial reporting and government contract cost accounting. The integrity and accuracy of these records through established standard practices is paramount. ■

### Key points

- Accurate business records create the foundation to consistently provide relevant, reliable, and timely information for business decisions and performance assessment.
- Potential violations of accounting, internal controls over financial reporting, governing policy or procedure, or audit matters or potential fraud must be reported to Ethics, the Law Department, or Finance.

### Resources

- [POL-2: Advancing the Boeing Vision](#)
- [PRO-7092: Authorized Finance Manuals and Handbooks \(Accounting, Earned Value, Estimating, Purchase Card, Travel and Expense, and Enterprise Rates and Overhead Management\)](#)
- [Boeing Accounting Manual](#)

## FAQ

**Q:** In order to make this year's budget, I was asked to delay purchasing certain services so the expense would not be recorded this year. I do not think this is allowed; what should I do?

**A:** If you feel the direction you have been given violates established financial policies or procedures, you should elevate your concern to your manager, Finance, Ethics, or the Law Department. Alternatively, you may submit your concern through the [SOx Anonymous Reporting](#) web portal or [Ethics Reporting](#) web portal.

**Q:** I am a Boeing employee and suspect that our process for incorporating risk into our estimate at completion is not being followed. What should I do?

**A:** First, talk with your manager about your concern. If the matter is not resolved, then contact Finance, Ethics, or the Law Department. Alternatively, you may submit your concern through the [SOx Anonymous Reporting](#) web portal or [Ethics Reporting](#) web portal.

# Guidance

## Business Courtesies



A business courtesy is anything of value given to or received from someone with whom Boeing maintains or may establish a business relationship. It includes meals, promotional items, gifts, transportation, entertainment, travel, training, or anything of value for which the recipient does not pay. When evaluating whether to give or receive a business courtesy, employees must ensure that the courtesy is lawful, appropriate, advances a legitimate business purpose, and is permissible under the policies of the recipient's organization.

PRO-6 Business Courtesies establishes requirements that must be followed in order to give or receive business courtesies and applies to all employees of Boeing, including subsidiaries and contingent labor. Employees must remember that every situation is unique and judgment is key. It's important to speak up and ask for clarification when there are questions.

### Receiving Business Courtesies

Employees should never ask for a business courtesy and should not accept a business courtesy when a real or perceived attempt is being made to exchange it for influence or favorable action by Boeing. When evaluating whether to accept a business courtesy, use careful judgment, and consider the business climate, relationship to the courtesy giver, and the business purpose. If it is not appropriate to receive or retain a business courtesy, the employee should decline it at the time it is given and explain to the party offering the courtesy why it is against Boeing policy to keep. If local customs or practices make it inappropriate to immediately decline the business courtesy, the employee should consult Ethics for assistance with proper disposition.

In general, business courtesies received by employees belong to Boeing, and employees should not assume that a business courtesy may be retained for personal use. However, normally, a promotional item of nominal value, such as a pen or coffee mug with a company logo, may be retained. Employees should consult with their manager or Ethics with specific questions.

### Key points

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- Business courtesies include meals, promotional items, gifts, transportation, entertainment, travel, training or anything of value for which the recipient does not pay.
- All courtesies given or received by employees must be in compliance with Boeing policy and all applicable laws and regulations.
- Even if a courtesy is permitted by law, rule or regulation, it may not be consistent with our company's values and policy. Ethics advisors are available to assist you with this determination.

### Resources

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- [PRO-6: Business Courtesies](#)
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# Guidance

## Business Courtesies *Continued*



### Giving Business Courtesies

The laws related to giving business courtesies vary throughout the world and can be complex. It is critical to ensure that all business courtesies are lawful and meet any additional legal requirements applicable specifically to the recipient. Boeing policy, as well as U.S. government rules, strictly regulate giving Business Courtesies to U.S. federal, state, and local government employees. In addition, the Foreign Corrupt Practices Act prohibits U.S. citizens and entities from giving, paying, promising to pay, or authoring payment of money, gifts, or anything of value to government officials outside the U.S. to influence their decisions or seek any improper business advantage. Employees must also consider laws specific to the country or situation in which business is being conducted — many countries have similar anti-bribery laws or other special requirements depending on the recipient of the courtesy. Penalties for a violation can be severe, therefore, each situation must be evaluated carefully.

Consult Ethics or with questions about pre-approval and documentation requirements. Every employee has the responsibility to review the requirements and obtain guidance and approval, as necessary, before giving a business courtesy. ■

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## FAQ

**Q:** May I take advantage of a discount on a product sold by a supplier of the company?

**A:** You may accept the discount only if it is clearly available to all Boeing employees and approved by the company. Other personal discounts should be regarded as gifts and declined.

**Q:** What should I do if I receive a gift that I know is not acceptable?

**A:** You should return the item to the donor with a polite explanation that Boeing policy prohibits you from keeping it. In circumstances when refusing to accept a gift may be culturally embarrassing or unacceptable, other alternatives may be more appropriate such as displaying the gift in a public area or donating it through Boeing Global Engagement (BGE). Consult an Ethics Advisor for further guidance.

# Guidance

## Conflict of Interest



A conflict of interest (COI) may occur when an employee—or in some cases, even a member of the employee's immediate family or a close personal friend—has a personal interest in or is involved in an activity that interferes with, or reasonably appears to interfere with, the interests of the company or the employee's ability to perform his or her company work objectively or effectively.

If an employee is involved in an activity or has a personal or financial interest that would cause a reasonable person to question the employee's impartiality when performing company duties, it could also constitute a conflict of interest. Therefore, all potential conflicts need to be disclosed and reviewed early. The consequences of not doing so could result in a negative impact to the company's intellectual property rights, business relationships and reputation, as well as affect the job status of employees directly.

PRO-7: Conflicts of Interest helps employees identify potential areas of COI. It also provides details about how to request a COI review and about the review process. Examples of conflicts of interest include, but are not limited to:

- Taking on outside employment (paid or unpaid) in the same technical areas or product lines as Boeing (e.g., business, technical or scientific interest).
- Holding a financial interest in a business that is a supplier, customer, partner, subcontractor, or competitor of Boeing.
- Personal relationships with employees of other business entities that could influence an employee's decision concerning the selection of a supplier or its products.
- When an immediate family member's financial involvement or employment is with a supplier, partner, subcontractor, or competitor of Boeing.
- Personal relationships in the workplace when a relative or close personal friend, in a temporary or permanent placement, has supervisory, management, or lead responsibilities over the other.
- Board of Directors or officer service of an entity that interacts with Boeing in a manner significant to Boeing, such as seeking funding or sponsorship from Boeing.

While some employees are required to complete a COI questionnaire annually, not all outside activities and interests require disclosure. However, employees who believe they may have a potential conflicting interest, relationship, or outside activity should complete the COI process to determine if any further action is required. ■

### Key points

- A COI may occur when an employee's personal interest or activity interferes with, or even reasonably appears to interfere with, the interests of the company.
- Inquiring early to determine if a COI exists can minimize risk.

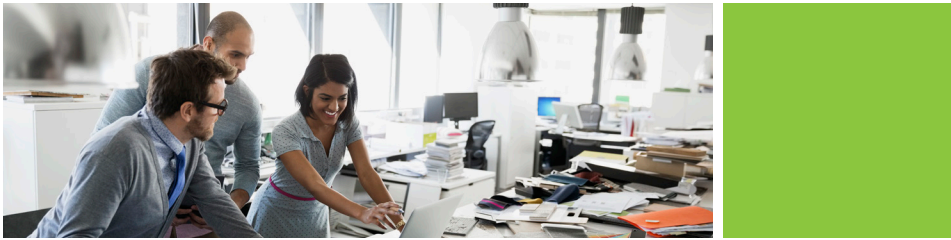
### Resources

- [PRO-7: Conflicts of Interest](#)



# Guidance

## Conflict of Interest *Continued*



## FAQ

**Q:** I am a board member of my homeowners' association. Does this create a conflict of interest?

**A:** Participation in community organizations, such as homeowners' associations, scouting organizations, boys and girls clubs, and some local nonprofits, do not require a COI review.

**Q:** Is there an issue with having a relative who works for a customer or supplier?

**A:** In most cases, no, but the company needs to know about it so appropriate action can be taken to protect potential conflicts from affecting, or even appearing to affect, company decisions. For example, if your father represents a supplier that has been involved in procurement activities and you have just been asked to join a proposal team looking at bids from various companies, including the one that employs your father, you need to disclose this matter.

**Q:** How do I know whether an outside activity I'm involved in creates a conflict of interest?

**A:** It is not possible to anticipate all circumstances that might present potential conflicts of interest. A conflict can arise when you take actions or have interests that may make it difficult to perform your company work objectively or effectively, or when you or an immediate family member receives improper personal benefits as a result of your position in the company. Employees should consult their Manager and fill out the COI Questionnaire to disclose all details surrounding their proposed outside activities for review by Ethics.

# Guidance

## Engaging Suppliers and Third Parties



Our partnerships with suppliers and other third parties around the world are vital to our agility and competitiveness. They allow us to meet and exceed customer expectations in providing superior products and services. We provide explicit guidance for how our business partnerships are created and conducted, as well as how to perform deliberate diligence prior to entering into these relationships. All consultant agreements require strict compliance with applicable laws and with Boeing's ethical business conduct guidelines, and grant Boeing contractual rights in the event of a breach. For Joint Ventures, Boeing's commitment to ethics and compliance extends to including provisions in contracts (such as the option for Boeing access to books and records), having seconded board members, and a requirement for the entity to establish a formal anticorruption policy.

Our purchase commitments/agreements are based on many factors including quality, service, price, delivery, and best value for our customer. Only authorized agents with signature authority are permitted to make purchase commitments/agreements with suppliers or third parties for goods and/or services on behalf of The Boeing Company (e.g., price, schedule, terms, and conditions).

We fully recognize that business suppliers' and other third parties' conduct on our behalf can affect our reputation, and we require that our partnerships be based on mutual trust and a commitment to integrity. Further, we expect our suppliers to apply these same standards of conduct through their own supply chain, such as with the use of subcontractors. We are careful to separate business and personal activities between employees, suppliers, and other third parties in order to avoid potential or actual conflicts of interest or the appearance of partiality. Our suppliers and other third parties are responsible for delivering high-quality products and services and are expected to adhere to all applicable regulations and laws when performing work for us.

We are all entrusted with protecting Boeing information and complying with our suppliers' and other third parties' requirements on the use of their information. This mutual trust and the continued collaborative partnership between our company, suppliers, and other third parties can make the difference in our success and winning business.

It is also vitally important that our employees adhere to company procedures in their dealings with suppliers. PRO-9: Boeing Employee Contact with Providers of Goods or Services provides guidance for proper contact with suppliers to prevent even the appearance of impropriety and to ensure adherence to and compliance with regulations and anti-kickback laws. ■

### Key points

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- Boeing employees should not have any contact with suppliers or other third parties that would give the appearance of impropriety.
- Boeing suppliers and other third parties are responsible for the quality of their products and services, following laws and regulations, and flowing these requirements within their supply chain.

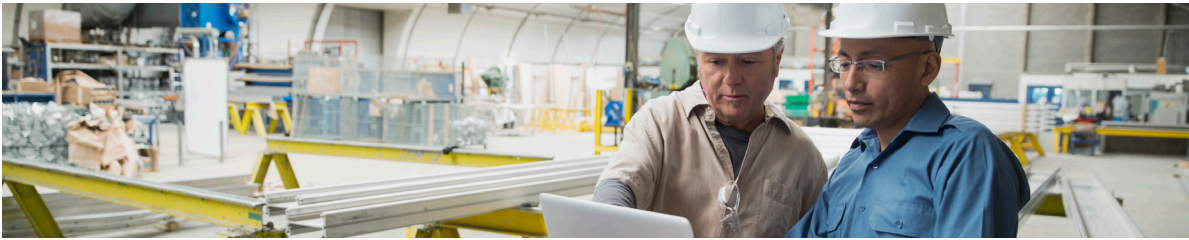
### Resources

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- PRO-9: Boeing Employee Contact with Providers of Goods or Services
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# Guidance

## Engaging Suppliers and Third Parties *Continued*



## FAQ

**Q:** What is a third party?

**A:** Third parties are external business partners that we enter into purchase commitments/agreements with to perform business operations. Current or potential third parties of Boeing are suppliers, distributors, agents, contractors, consultants, vendors, joint ventures, or clients.

**Q:** A potential supplier offered to help me remodel my kitchen for only the cost of materials if I provide insight on upcoming Boeing needs. What should I do?

**A:** You must refuse any such offer and tell the supplier that Boeing treats all suppliers fairly and impartially. In addition, you or your manager must immediately advise Supplier Management, Ethics, or the Law Department of the supplier's offer.

**Q:** My neighbor works for a Boeing supplier. We socialize frequently and have become good friends. Could our friendship create a problem?

**A:** It depends. If you interact directly or indirectly with the individual on behalf of Boeing, there may be a conflict if your personal relationship advances to the point where it interferes with your objectivity in performing your Boeing duties. You should inform your manager and not discuss Boeing business outside of work.

**Q:** I have been assigned to develop a specification for something that Boeing may decide to purchase from an outside source. Can I accept help from potential suppliers in generating that specification?

**A:** Perhaps, but you must be careful. You need to work through Boeing Supplier Management before contacting the supplier because a Proprietary Information Agreement (PIA) may be required prior to any discussion with the supplier. Further, you must avoid creating an expectation on the part of a supplier that Boeing will select or even consider them to bid for the Boeing requirement.

# Guidance

## Personal Political Activities



Boeing encourages employees to be active in political affairs in their personal capacities, including holding elected office.

Accordingly, all political activities, including holding political office, must be on employees' personal time, vacation time, or leave of absence. Employees may not use Boeing resources such as equipment, e-mail, phones, computers, and copiers in support of their political activities. When engaging in political activities, employees should not wear clothing, badges, or accessories featuring Boeing trademarks or other indicia of Boeing employment.

Employees may not be reimbursed by Boeing for financial contributions or in-kind support. Employees who appear in campaign or political advertising must make it clear that they are appearing in their personal capacities and not as spokespersons for Boeing. Political campaigning and related activities, such as soliciting contributions or circulating political petitions or campaign literature on company-controlled property, are prohibited. Separate from Boeing policies, employees who are involved in political activities must comply with applicable campaign laws, regulations, and policies.

Within the dollar limits set by federal election laws, employees may make personal contributions. However, "pay-to-play" laws in some states and local governments restrict campaign contributions (including in-kind contributions) from employees of companies that do business with that state or local government. Employees, particularly E-1 to E-3 executives, should check the Government Operations internal website to determine whether their personal campaign contributions are restricted.

Managers are responsible for ensuring that employees are aware of these policies and procedures concerning political activities and have received appropriate training.

The company's involvement in the Political Activities procedure addresses our internal political contribution requirements. Employees receive applicable training on political contributions and are expected to adhere to these requirements. This procedure also applies to our subsidiaries. ■

### Key points

- Employees who wish to become involved either directly or indirectly in the political process must do so only during their personal time away from work.

### Resources

- [PRO-6393: Employee Involvement in Political Activities](#)
- [Government Operations](#)

## FAQ

**Q:** Can I use Boeing's name in connection with a political activity I'm involved in if it's for a good cause?

**A:** Employees are not permitted to use the Boeing name or suggest company endorsement in expressing a personal view related to political parties, candidates, or related political matters, regardless of the cause.

**Q:** Can I distribute campaign literature to my colleagues or post a campaign sign at work?

**A:** Generally, employees may not conduct unauthorized political campaigning or related activities, such as circulating political petitions or campaign literature, on company-controlled property. Contact your manager, Ethics Advisor, or the Law Department with any questions.

# Guidance

## Global Trade Controls



Boeing is the largest US exporter and a significant importer and exporter in countries around the world. We export to commercial airlines and government customers in more than 150 countries, employ people in more than 65 nations, and leverage the talents of thousands of suppliers worldwide.

Every day, we import and export products, parts, components, and technical information to and from countries around the world, and we are committed to ensuring that every one of these import and export transactions is accomplished in full compliance with all applicable statutes and regulations.

It is important to understand that an “export” can take place anywhere. Under US law, an export is the transfer of goods, services, software, or technical data to a foreign person, entity, or destination, whether the transfer takes place in the United States or overseas. Typical examples of exports include:

- Transferring parts or engineering drawings to a foreign supplier.
- Visits to Boeing facilities by foreign persons.
- Communications with resident foreign persons.
- Presentations at conferences and symposiums, even if the event is in the United States but has foreign participation.
- Allowing a foreign person access to the engineering systems.

Some of the examples could require not only a US export authorization but also authorization from other governments, usually in the form of a license from the cognizant government agency; others may not. Contact a Global Trade Controls representative to determine whether the contemplated export of the materials and information requires government authorization.

Additionally, governments around the world implement sanctions programs that restrict activities with certain countries, entities, and individuals; therefore, screening of parties with whom we do business is critical to ensure compliance with these international sanctions programs.

It is imperative that employees ensure that their actions do not violate trade or sanctions requirements in the countries in which we conduct business. The potential consequences of such violations can include civil and criminal liability and could be disruptive to our global supply-chain operations and our ability to do business around the world. ■

### Key points

- Violations of export/import or sanctions controls can harm US and other nations’ national security and foreign policy.
- Violations of export/import or sanctions controls can lead to civil or criminal fines and penalties, debarment by governments, and harm to the company’s reputation and ability to do business globally.
- Violations of export/import and sanctions requirements by employees on foreign travel can lead to fines and incarceration in that country.
- Contact Global Trade Controls before you import or export to ensure it’s done compliantly.

### Resources

- [Global Trade Controls](#)

## FAQ

**Q:** What do I need to know if I’m traveling overseas with my laptop, Boeing phone, badge, or business items?

**A:** If you are a US-based employee, you are required to have proper export documentation before taking these items out of the country. You can acquire documentation using the Enterprise Hand-Carry Authorization Document (EHAD) system. EHAD is a step-by-step system that generates the paperwork required on your trip. If you are taking any export-controlled items or information out of the United States or another country (e.g., returning home from foreign travel with controlled information), you must also obtain approval. Contact an export focal for more information.

**Q:** Can I pack tools, equipment, parts, or items to be used or delivered to customers or suppliers in my luggage when I travel out of the country?

**A:** Most countries require items (other than personal items related to travel) being imported into their country to be declared and processed through customs with related fees and duties to be paid. If you fail to process the part, equipment, or items being imported into the country through the appropriate channels, you may be guilty of smuggling and subject to fines and, potentially, incarceration. It is preferable and more efficient to send the items through the company’s normal shipping process. However, if it is necessary to personally transport the items in your luggage, contact Global Trade Controls.



# Guidance

## Fair Competition



Boeing is committed to fair and open business conduct throughout the world. Underlying this commitment is the principle that businesses should compete on the basis of price, quality, and service and in compliance with applicable anticorruption laws. In addition, we will not engage in practices intended to reduce or eliminate competition in violation of antitrust or other anticompetition laws. Accordingly, we will not enter into agreements with our competitors to establish prices or limit competition unlawfully.

We believe it is imperative that we compete on merits alone and strictly forbid bribery and corruption of any kind. Although the Foreign Corrupt Practices Act (FCPA) includes an exception for facilitation payments, other anti-bribery laws do not. Therefore, Boeing prohibits facilitation payments on its behalf except in those rare circumstances where it is deemed necessary, compliant after legal review, and properly documented.

Integrity is a Boeing value and in support of it, we provide employees and other stakeholders with clear guidance and detailed procedures to ensure compliance with the FCPA and other global anticorruption laws and regulations. This guidance is clear: we must never sacrifice our ethical principles to win or keep business—no business is worth the sacrifice. From our most senior leadership to our newest employees, we are committed to integrity as a core element of everything we do.

Further, engaging in insider trading is illegal and, therefore, strictly prohibited. Prohibitions are based on US federal securities laws dealing with the possession and use of nonpublic material information, defined as information that a reasonable investor would consider important in deciding to purchase, sell, or hold a security. Nonpublic information is that which has not been made available to the public by means of a company press release or other official announcement. Employees who have material nonpublic information about Boeing or other companies because of their Boeing connections are prohibited from trading in those securities, as well as from communicating such information to family or friends or recommending that anyone purchase, sell, or hold securities on the basis of such information.

We are also committed to mitigating the risk of human trafficking and forced labor in all aspects of our business. The company strictly prohibits all forms of trafficking in persons, including while on personal time and even if lawful in the governing jurisdiction. If employees suspect human trafficking activities are taking place where Boeing conducts business, it must be reported to a manager, Ethics, or the Law Department. Employees and third parties acting on behalf of Boeing found violating any form of human trafficking are subject to appropriate corrective action, including termination of employment or contract.

Boeing complies with all applicable laws and regulations of the United States and other countries in the recruiting and hiring of employees, including contract and

### Key points

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- We will conduct business in a fair manner through legal and ethical business practices.
- Any kind of bribery or corruption is strictly prohibited.
- Trading in securities while in possession of material, nonpublic information is strictly prohibited.
- All forms of trafficking in persons is strictly prohibited.
- Employees cannot disclose or use proprietary information or nonpublic government information.

### Resources

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- [Anticorruption website](#)
  - [PRO-6562: Compliance with the Foreign Corrupt Practices Act and Other International Anti-Corruption Requirements](#)
  - [PRO-12: Buying and Selling Securities—Insider Trading](#)
  - [Code of Basic Working Conditions and Human Rights](#)
  - [Combatting Trafficking in Persons Compliance Plan](#)
  - [PRO-70: Procurement Integrity and Restrictions on Proposal Team Assignments](#)
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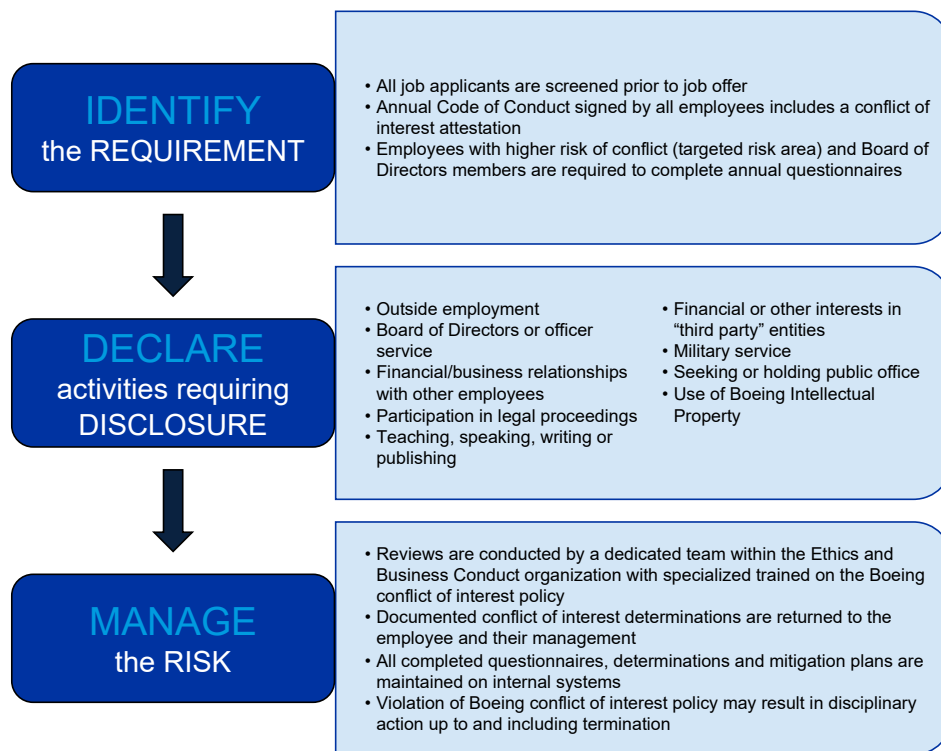


# Guidance

## Fair Competition *Continued*



### Conflict of Interest Process



contingent labor, consultants, and interns and it has a robust policy, hiring practices, controls and monitoring to prevent conflicts of interest. As part of our compliance process, all applicants complete a mandatory conflicts of interest questionnaire, which includes questions regarding previous or current employment with the government, including military personnel, members of the military reserves and the National Guard, or auditing firms, familial relationship to non-US government officials of or non-US customer airline representative, and any legal disputes. Review of applicants who indicate a potential COI are conducted by the Law Department, Ethics and Business Conduct, and Finance. Boeing will implement temporary restrictions, such as “Cooling Off” periods, or lifetime bans from specific programs if applicants are hired with restrictions from a former employer. All restrictions or bans are monitored for their entire duration, even if the candidate changes roles. Certain contract laborers, such as serving government officials, are not retained due to inherent conflicts of interests.

All employees, including contingent labor and consultants who are involved in US government procurements, are required to comply with the US Procurement Integrity Act and its implementing regulations. Information subject to the Procurement Integrity Act need not be in writing nor intentionally obtained. Employees who suspect they may be in possession of information violating the Procurement Integrity Act should immediately secure the information and provide it directly to Ethics or the Law Department. ■

# Guidance

## Fair Competition *Continued*



## FAQ

**Q:** I overheard a conversation that a large order for Boeing products has been placed by a customer but has not yet been announced. May I purchase Boeing stock knowing that information?

**A:** No. You could be violating insider trading. The Securities Exchange Commission (SEC) will assume a person intended to engage in insider trading by using any material, nonpublic information, no matter how the information was received.

**Q:** What should I do if I received an e-mail containing proprietary data from another party that I know Boeing is not authorized to have?

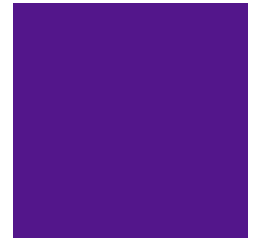
**A:** Do not copy, download, print, forward, or delete the information or the e-mail that transmitted it. In addition, you must immediately advise your manager, Ethics, or the Law Department for direction.

**Q:** While visiting a Boeing supplier, I noticed what I believe are child laborers. What should I do?

**A:** If you suspect human trafficking of any kind, you should report the incident to your manager, Supplier Management, Ethics, or the Law Department. In addition, employees can contact the Global Human Trafficking Hotline at 1-844-888-FREE or [help@befree.org](mailto:help@befree.org).

# Where to Go for Help

## How to Report Concerns



A culture of openness and accountability thrives on transparency and honest two-way communication. To ensure that we all do our part in continually advancing this kind of culture, Boeing expects all employees and stakeholders to report potential misconduct promptly so that it can be appropriately addressed.

When an issue arises, contacting a manager is the first recommended course of action because managers are the best source of information. Depending on the nature of the concern, other reporting channels can be used, including speaking with an Ethics Advisor or calling the US Ethics Line (888-970-7171) or appropriate Global Ethics Line. The Sarbanes-Oxley (SOx) Anonymous Reporting Tool is also available for concerns regarding questionable accounting or auditing matters. Contacting Human Resources or the Law Department are also options.

While employees or stakeholders contacting Ethics can remain either confidential or anonymous, providing a name helps in obtaining complete information about the issue and sharing follow-up details. Those who report potential wrongdoing and provide contact information are kept informed of the investigative process as well as the outcome.

The company is committed to maintaining the confidentiality of those who report potential wrongdoing. When the company is required by law to disclose personally identifying information, affected persons are given advance notice and provided with additional protection measures, including monitoring to ensure the reportant is not experiencing retaliation or other adverse conditions related to his or her report. ■

The chart below outlines the differences between confidential and anonymous reporting.

	Confidential reporting (preferred method)	Anonymous reporting
Personally identifiable information is safeguarded.	X	X
Ethics can contact you for additional details that may be critical to the investigation.	X	
Ethics can inform you of case progression and outcomes.	X	
Reporting methods available	<a href="#">Ethics Advisor</a> <a href="#">Ethics Line</a> <a href="#">Global Ethics Line</a> <a href="#">Confidential Portal</a>	<a href="#">Ethics Advisor</a> <a href="#">Ethics Line</a> <a href="#">Global Ethics Line</a> (not available in some cases) <a href="#">Anonymous Portal</a>

# Where to Go for Help

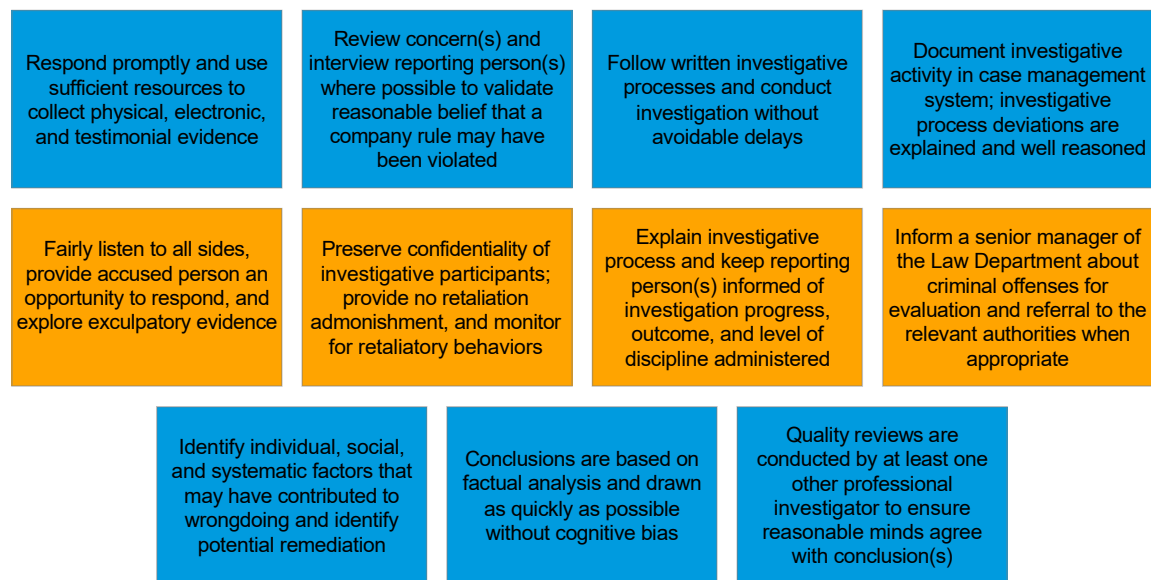
## Investigations



Corporate Investigations is the investigative team within Law and Global Compliance, led by the Chief Compliance Officer. Investigations are conducted by experienced professionals whose primary responsibility is conducting workplace investigations. Investigators continually advance their skills after the structured onboarding process through continuing education, where they are kept abreast of investigative best practices by pursuing and maintaining external ethics, investigation, and compliance certifications.

Investigation independence is maintained by ensuring the chain of management involved in the subject matter under investigation has no influence over the investigative findings. A predefined investigative process enables Boeing to promptly respond to concerns raised and to conduct objective, thorough, and timely investigations.

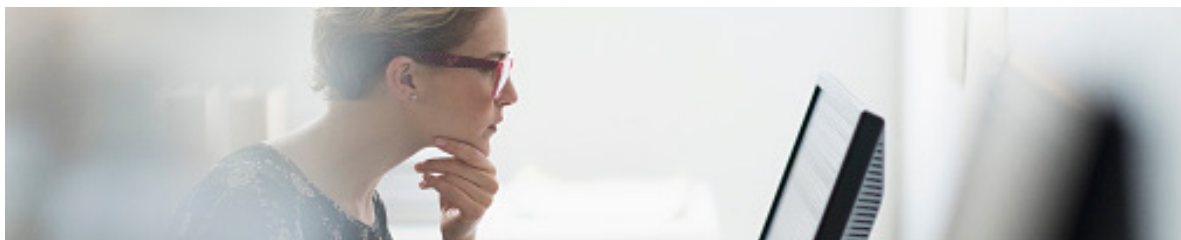
### Investigation Process for Corporate Investigations



Quality of investigations are assured through a robust quality review and monitoring process. Investigative procedures are evaluated annually through management reviews and a control self-assessment. Bimonthly, the Chief Compliance Officer discloses significant concerns and findings to the Audit Committee of the Board of Directors.

# Where to Go for Help

## Investigations *Continued*



### **Root Causes and Remediation**

Investigators are committed to preventing future wrongdoing by identifying factors that contribute to misconduct when wrongdoing is substantiated. During the course of an investigation, investigators look for various types of individual, social, cultural, or systematic factors that may have contributed to employee wrongdoing. Investigators partner with Ethic Advisors to conduct trend analysis and put in place remediation plans where appropriate.

### **Investigation Appeals**

Concerns with the investigative process or outcome of an investigation can be raised by contacting Ethics and Business Conduct or a Corporate Investigations Manager. Investigation managers follow a defined appeals process to evaluate concerns raised and to ensure investigations were conducted in an objective, thorough, and timely manner. The Director of Corporate Investigations oversees the appeals process and reserves the right to determine eligibility of appeals. When appropriate, investigative findings will be amended or the investigation will be reopened.

Appeals related to employee corrective action (ECA) are generally outside of the scope of the investigation appeals process. Nonunion and nonexecutive employees personally affected by management actions and/or decisions can appeal ECA decisions through the company's ECA appeals process and/or the alternative dispute resolution (ADR) process, as applicable. Union employees can appeal ECA decisions through the applicable bargaining unit grievance process. Legal challenges to an investigation are coordinated with the Law Department. ■

# Where to Go for Help

## Ethics Metrics

As part of our ongoing commitment to transparency, Boeing provides information on key Ethics metrics. Information on this page reflects the reporting period of November 2019 through October 2020. Data is updated annually.

At Boeing we strive to foster transparency and regularly provide information about inquiries and investigations. Our Ethics program is designed to encourage employees to ask questions, seek guidance, and speak up.

By signing the Code of Conduct, employees commit to reporting potential violations of the law, of the code, and of unethical conduct to management, through the multiple confidential reporting channels the Company makes available, or to other authorities. Boeing has zero tolerance for retaliation against any employee who comes forward to raise issues or concerns.



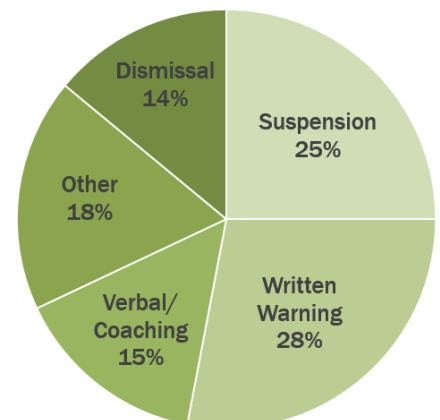
1. Data reflects the reporting period of November 2019 through October 2020.
2. Investigated matters are unsubstantiated by Ethics when the investigation findings do not support violation of policy or expected behaviors, or where there is not sufficient evidence of misconduct.
3. A recent evaluation demonstrated that Boeing's substantiation rate is slightly higher than other published benchmarks, indicated an effective investigation process and informed reporting by company employees.

## Corrective Action

Ethics and Business Conduct is dedicated to ongoing reviews of employee corrective action for employees and subsidiaries.

Disciplinary actions as a result of investigation findings include warnings (verbal / coaching, written), suspension, dismissal, and other. "Other" reflects cases where direct employee corrective action was not warranted but where process, third-party or other actions were taken.

This illustration represents 1,658 disciplinary actions for the reporting period.





# Where to Go for Help

## Contacts



### Management

Contacting a manager first with questions, concerns or help needed is always recommended, although employees may ultimately be referred to other, more appropriate resources.

### Ethics Advisors

Ethics Advisors are full-time, dedicated Boeing employees who are trained in advising employees and stakeholders on matters of ethical concern. Ethics Advisors support business units, functions, and regions and can be reached directly by calling a Boeing Ethics Line.

### Boeing Ethics Lines

The Boeing Ethics Lines provide Boeing employees and others (inside and outside of the company) a confidential and anonymous, if desired, channel for communicating concerns or questions regarding matters that may be in violation of the Boeing Code of Conduct, policy, procedures, or laws and regulations such as improper, illegal, or unethical business practices. In the United States, call the US Ethics Line (888-970-7171). Outside the United States, call the appropriate Global Ethics Line.

### Ethics Reporting Process Website

The Ethics Reporting Process website is designed to increase understanding around the reporting and investigation process. The site guides employees through the process, from first contact through final evaluation and outcome.

### Sarbanes-Oxley Anonymous Reporting Tool

The Sarbanes-Oxley (SOx) Anonymous Reporting Tool was established by the Boeing Board of Directors Audit Committee as part of the company's desire to comply with both the letter and the spirit of the Sarbanes-Oxley Act. This web portal is for the confidential, anonymous submission of employees' concerns regarding questionable accounting or auditing matters. ■

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## FAQ

**Q:** I'm not certain if what I observed is an ethical issue, but it doesn't feel right. What should I do?

**A:** Contacting a manager first with questions, concerns, or help needed is always recommended. Other channels for help include contacting an Ethics Advisor, calling the appropriate US Ethics Line (888-970-7171), or Global Ethics Line. The Sarbanes-Oxley (SOx) Anonymous Reporting Tool is also an option for concerns regarding questionable accounting or auditing matters. Contacting Human Resources or the Law Department is also an option.

## Key points

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- Several channels for reporting ethical issues or concerns are available including contacting a manager, Ethics Advisor, Ethics Line or portals, Human Resources, or the Law Department.
- Concerns should be raised early, at the right time, in the right way.

## Resources

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- [Ethics@Boeing](mailto:Ethics@Boeing)
  - [Ethics Advisors](#)
  - [POL-2: Advancing the Boeing Vision](#)
  - [Leadership Matters](#)
-