

Admission Ticket

INFORMATION ABOUT THE BOEING COMPANY'S 2012 ANNUAL MEETING OF SHAREHOLDERS

Directions to The Field Museum, Chicago, Illinois are included in our proxy statement and are available by telephone at 312-922-9410 or on The Field Museum's website at www.fieldmuseum.org.

PLEASE BRING THIS ADMISSION TICKET AND VALID PHOTO IDENTIFICATION FOR ADMISSION TO THE MEETING. THIS TICKET WILL ADMIT SHAREHOLDER AND ONE GUEST.

NOTICE OF 2012 ANNUAL MEETING OF SHAREHOLDERS

TIME & DATE:

10:00 a.m., Central Daylight Time, on
Monday, April 30, 2012

PLACE:

The Field Museum
1400 South Lake Shore Drive
Chicago, Illinois 60605-2496

WHO MAY VOTE:

You may vote if you were a shareholder of record
at the close of business on March 1, 2012

By Order of the Board of Directors,
Michael F. Lohr, Corporate Secretary

Attention Internet Users! You can save paper and reduce waste by electing to receive future meeting materials and shareholder communications electronically at www.computershare.com/investor. You can also access your shareholder information at that site.

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

**PROXY / VOTING INSTRUCTION
SOLICITED BY THE BOARD OF DIRECTORS
THE BOEING COMPANY
ANNUAL MEETING OF SHAREHOLDERS
APRIL 30, 2012**



The undersigned hereby appoints Arthur D. Collins, Jr., Kenneth M. Duberstein and Edward M. Liddy, and each of them, with the power of substitution, proxies for the undersigned and authorizes them to represent and vote all of the shares of stock of The Boeing Company that the undersigned may be entitled to vote at the Annual Meeting of Shareholders to be held on Monday, April 30, 2012 (the "Meeting"), and at any adjournment(s) or postponement(s) thereof, with respect to all of the proposals indicated on the reverse side of this card, and with discretionary authority as to any other matters that may properly come before the Meeting, in accordance with and as described in the Notice and Proxy Statement for the Meeting.

The number of shares of Boeing stock shown on this proxy card includes shares held in The Boeing Company Voluntary Investment Plan (the "Plan") as well as any other shares you may own outside of the Plan. If you are a participant in the Plan, you hereby instruct the Plan trustee to vote all of the Plan share interests allocated to you at the Meeting and any adjournment(s) or postponement(s) thereof, with respect to the proposals indicated on the reverse side of this card, and you authorize the trustee to empower the proxies named above to vote in their judgment on such other business as may properly come before the Meeting and any adjournment(s) or postponement(s) thereof. You may not vote the Plan share interests allocated to you at the Meeting; the trustee must vote your Plan share interests. **The Plan trustee must receive your proxy instructions no later than 10:59 p.m., Central Daylight Time, on April 25, 2012, or the trustee will vote your Plan shares in the same manner and proportion as Plan shares for which it has received instructions, unless contrary to applicable law.**

If this proxy card is signed and no direction is given, this proxy for both registered shares and Plan shares will be voted in accordance with the recommendations of the Board of Directors on all the proposals referred to on the reverse side.

C Non-Voting Items

Change of Address — Please print new address below.

Comments — Please print your comments below.

D Authorized Signatures — This section must be completed for your vote to be counted. — Please Date and Sign Below

NOTE: Please sign exactly as name appears on your account. If the shares are registered in the names of two or more persons, each should sign. If acting as attorney, executor, trustee or in another representative capacity, sign your name and write your title.

Date (mm/dd/yyyy) — Please print date below.

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.

IF VOTING BY MAIL, YOU MUST DATE AND SIGN THIS CARD.

