



THE BOEING COMPANY
 100 N. RIVERSIDE PLAZA
 MC 5003-1001
 CHICAGO, IL 60606-1596



**SCAN TO
 VIEW MATERIALS & VOTE**



DEADLINE TO VOTE

Your internet or phone vote must be received by 10:59 p.m. CDT on Sunday, April 26, 2015. If you own Plan shares, your vote must be received by 10:59 p.m. CDT on Wednesday, April 22, 2015 in order to provide sufficient time for the trustee to tabulate the vote of the Plan shares.



VOTE BY INTERNET - www.proxyvote.com

Use the internet to transmit your voting instructions. Have this proxy card in hand when you access the web site and follow the instructions.



VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Have this proxy card in hand when you call and follow the instructions.



VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.



NEW MEETING ADMISSION POLICY

In order to attend the meeting, you must obtain an admission ticket by registering no later than April 20, 2015. Click the "shareholder meeting registration" link at www.proxyvote.com to register or call 1-866-232-3037.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M81507-P58752-Z64639

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

THE BOEING COMPANY

The Board of Directors recommends you vote **FOR** the following 10 director nominees:

	For	Against	Abstain
1. Election of Directors			
1a. David L. Calhoun	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. Arthur D. Collins, Jr.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. Kenneth M. Duberstein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. Edmund P. Giambastiani, Jr.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1e. Lawrence W. Kellner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1f. Edward M. Liddy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1g. W. James McNerney, Jr.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1h. Susan C. Schwab	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1i. Ronald A. Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1j. Mike S. Zafirovski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

COMPANY PROPOSALS: The Board of Directors recommends you vote **FOR proposals 2 and 3.**

	For	Against	Abstain
2. Approve, on an Advisory Basis, Named Executive Officer Compensation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratify the Appointment of Deloitte & Touche LLP as Independent Auditor for 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SHAREHOLDER PROPOSALS: The Board of Directors recommends you vote **AGAINST proposals 4, 5, 6 and 7.**

	For	Against	Abstain
4. Amend Existing Clawback Policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Independent Board Chairman.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Right to Act by Written Consent.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Further Report on Lobbying Activities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date



The Boeing Company 2015 Annual Meeting of Shareholders

Monday, April 27, 2015
9:00 a.m., Central Daylight Time
The Field Museum
1400 South Lake Shore Drive
Chicago, Illinois 60605-2496

New Meeting Admission Policy: Advance Registration Required

If you would like to attend the Annual Meeting, you must obtain an admission ticket by registering no later than April 20, 2015, as described in more detail in the Proxy Statement.

Your vote is important. Please vote by internet, telephone or mail as soon as possible to ensure that your vote is recorded promptly.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice of 2015 Annual Meeting and Proxy Statement and the 2014 Annual Report are available at www.proxyvote.com.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

To save resources and reduce Boeing's printing and mailing costs, you can elect to receive future proxy materials and other shareholder communications electronically at www.computershare.com/investor.

▼ **IF YOU WISH TO VOTE BY MAIL, FOLD ALONG PERFORATION,
DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.** ▼

M81508-P58752-Z64639



THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS THE BOEING COMPANY ANNUAL MEETING OF SHAREHOLDERS MONDAY, APRIL 27, 2015

The undersigned hereby appoints Arthur D. Collins, Jr., Kenneth M. Duberstein and Edward M. Liddy, and each of them, with full power of substitution, to act as proxies for the undersigned and authorizes them to represent and vote all of the shares of stock of The Boeing Company that the undersigned is entitled to vote at the 2015 Annual Meeting of Shareholders, and any adjournment or postponement thereof, with respect to all of the matters indicated on the reverse side of this card, and with discretionary authority as to any other matters that may properly come before the meeting or any adjournment or postponement thereof.

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 or postponement 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 or postponement thereof. You may not vote the Plan share interests allocated to you at the Meeting; the trustee must vote the Plan share interests. The Plan trustee must receive your proxy instructions no later than 10:59 p.m., Central Daylight Time, on April 22, 2015, or the trustee will vote the 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.

If you wish to vote by mail, please mark, sign, date and return this proxy card promptly using the enclosed reply envelope.