



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. CT on Sunday, April 29, 2018. If you own Plan shares, your vote must be received by 10:59 p.m. CT on Wednesday, April 25, 2018 in order to provide the trustee sufficient time to tabulate the vote of the Plan shares.



**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the internet to transmit your voting instructions. Have this proxy card in hand when you access the website 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 provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.



**MEETING ADMISSION POLICY**

In order to attend the meeting, you must obtain an admission ticket by registering no later than April 20, 2018. Click the "Register for Meeting" link at [www.proxyvote.com](http://www.proxyvote.com) or call 1-844-318-0137 to register.

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

E35800-P01251-Z71655-Z71656

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 13 director nominees:

	For	Against	Abstain
1. Election of Directors			
1a. Robert A. Bradley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. David L. Calhoun	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. Arthur D. Collins Jr.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. Kenneth M. Duberstein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1e. Edmund P. Giambastiani Jr.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1f. Lynn J. Good	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1g. Lawrence W. Kellner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1h. Caroline B. Kennedy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1i. Edward M. Liddy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1j. Dennis A. Muilenburg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1k. Susan C. Schwab	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1l. Ronald A. Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1m. 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 2018.	<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. Additional Report on Lobbying Activities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Reduce Threshold to Call Special Shareholder Meetings from 25% to 10%.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Independent Board Chairman.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Require Shareholder Approval to Increase the Size of the Board to More Than 14.	<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.

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Signature [PLEASE SIGN WITHIN BOX]

Date

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Signature (Joint Owners)

Date



## The Boeing Company 2018 Annual Meeting of Shareholders

**Monday, April 30, 2018**  
**9:00 a.m., Central Time**  
**The Field Museum**  
**1400 South Lake Shore Drive**  
**Chicago, Illinois 60605-2496**

### **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, 2018, 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 2018 Annual Meeting and Proxy Statement and the 2017 Annual Report are available at [www.proxyvote.com](http://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](http://www.computershare.com/investor).

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

E35801-P01251-Z71655-Z71656



## **THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS THE BOEING COMPANY ANNUAL MEETING OF SHAREHOLDERS MONDAY, APRIL 30, 2018**

The undersigned hereby appoints David L. Calhoun, Arthur D. Collins Jr. and Lawrence W. Kellner, 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 2018 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 Time, on Wednesday, April 25, 2018, 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.**